



the tome of HORRORS



A Creature Sourcebook
for v.3.5 Roleplaying



the tome of HORRORS III Credits

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Special Thanks:

Shane, Kaitie, Brandie, Meghan, Tracey, Erica, Stephen, Dave, Elijah, Sammy, Mom, Reaper Ron, Bill, Clark, Mike, SKR, the "One Step at a Time" crew, all the guys at Necromancer, Reaper Miniatures, Sword & Sorcery Studios, and everyone on the Necromancer Games forums.

This product requires the use of the Dungeons and Dragons® Player's Handbook Revised, published by Wizards of the Coast®



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PRINTED IN CHINA.

Table of Contents

Introduction	4	Genie, Hawanar	79	Quantum	154
Abyssal Harvester	6	Genie, Marid	81	Raggoth	155
Abyssal Larva	7	Ghoul, Dust	83	Rawbones	157
Afanc	8	Giant, Bronze	84	Reigon	158
Anemone, Giant Sea	10	Giant, Jack-In-Irons	85	Reliquary Guardian	149
Angel, Chalkydri	11	Giant, Smoke	87	Scylla	161
Arach	13	Giant, Sea	89	Sea Serpent, Brine	163
Arach, Spellbinder Sorcerer	13	Gnarlwood	91	Sea Serpent, Deep Hunter	164
Assassin Bug	15	Gnasher Lizard	92	Sea Serpent, Fanged	165
Baccae	16	Gohl	93	Sea Serpent, Gilded	166
Baobhan Sith	17	Golden Cat	94	Sea Serpent, Shipbreaker	168
Beetle, Requiem	18	Golem, Flagstone	95	Sea Serpent, Spitting	169
Biclops	19	Golem, Gelatinous	96	Sea Spider, Common	170
Biclops Hero	19	Golem, Mummy	98	Sea Spider, Pelagos	170
Blood Bush	21	Golem, Witch Doll	99	Sepulchral Guardian	172
Blood Wight	22	Gray Nisp	100	Sheet Fungus	173
Bogeyman	23	Graymalkin	102	Skin Stitcher	174
Boneneedle	24	Gremlin	103	Slag Worm	175
Boneneedle, Greater	24	Gremlin Filcher	103	Soul Reaper	176
Brume	26	Grimm	104	Spore Rat	177
Brykolakas	27	Gronk	106	Stone Maiden	178
Bumblebee, Giant (Queen)	29	Hag, Pit	107	Stroke Lad	180
Bumblebee, Giant (Worker)	29	Herald of Tsathogga	108	Sudoth	180
Chain Worm	30	Horsefly, Giant	110	Swarm, Adamantine Wasp	182
Cherum	31	Inphidian, Night Adder	111	Swarm, Heat	183
Chupacabra	32	Inphidian, Night Adder Priest	111	Swarm, Shadow Rat	184
Churr	33	Inphidian, Rattler	113	Swarm, Undead Raven	185
Corpse Orgy	34	Kuah-Lij	114	Tendrul	186
Crimson Basilisk	35	Lantern Goat	116	Thermite	187
Crystallis	36	Lantern Goat, Advanced	116	Tombstone Fairy	188
Demilich	38	Lich Shade	117	Tumblespark	189
Demon, Balban	39	Lightning Treant	119	Turtle Shark	191
Demon, Choronzon	40	Living Lake	120	Turtle-Shark, Stygian	191
Demon, Gallu	42	Lythic	121	Vorin	193
Demon, Mehrim	43	Mantidrake	122	Wang Liang	194
Demon, Mezzalorn	44	Marsh Jelly	124	Wang Liang Master	194
Demon, Nysrock	45	Marsh Jelly, Jubilex-Touched	124	Weird, Fungus	196
Demon, Skitterdark	47	Memory Child	125	Well Lurker	197
Devil, Alastor (Executioner of Hell)	48	Mephit, Lightning	126	Whip Jelly	198
Devil, Amaimon	50	Mephit, Smoke	127	Widow Creeper	199
Devil, Lilin	51	Mire Brute	129	Willow Dusk	200
Devil, Lilith (Former Queen of Hell)	52	Mortuary Cyclone	130	Woodwose	202
Dire Wolfwere	54	Mosquito, Giant	132		
Dragon, Glass Wyrn	55	Mud Bog	133	Appendix One: Animals	
Dragon, Wrath	56	Murder Crow	134	Brontotherium	204
Drake, Splinter	58	Nazalor	135	Catfish, Giant Electric	205
Drake, Splinter (Tracker)	58	Netherspark	136	Dire Smilodon	206
Dream Spectre	60	Onyx Deer	138	Gulper Eel	207
Ectoplasm	61	Ooze, Amber	139	Mandrill	208
Elemental, Gravity	62	Ooze, Dark Matter Entropic	140	Margay	209
Elemental, Negative Energy	65	Ooze, Entropic	140	Raccoon	210
Elemental, Positive Energy	67	Ooze, Glacial	141	Raccoon, Dire	211
Elemental Construct, Air	70	Ooze, Metallic	142	Swarm, Raven	212
Elemental Construct, Earth	71	Orc, Black	144	Tuatara, Giant	213
Elemental Construct, Fire	72	Orc, Black (Priest)	144		
Elemental Construct, Water	73	Orc, Blood	146	Appendix Two: Templates	
Fetch	74	Orc, Ghost-Faced	148	Clockwork Bronze Giant	216
Forgotten One	75	Orc, Greenskin	149	Collective Creature (Spider)	217
Fye	76	Phasma	151	Deathleech Horned Devil	220
Gargoyle, Fungus	77	Phooka	152	Flame-Spawned Troll	223
Genie, Abasheen	78	Psiwyrn	153	Mythical Lion	225
				Paleoskeleton Triceretops	226

Plant-Imbued Ape	228	Appendix Three: New Feats	234	Appendix Five: Monster
Tenebrous Purple Worm	230			Traits and Challenge Ratings
Thorny Tyrannosaurus	232	Appendix Four: The Planes	236	237
				Appendix Six: Legal Appendix 2xx

Monsters by Type

A listing of all the monsters published in this volume, organized by type and subtype. Several new subtypes can be found in the list below. Each is detailed after the listing.

Aberration: Abyssal harvester, brume, cherum, corpse orgy, gohl, herald of Tsathogga, marsh jelly, Jubilex-touched marsh jelly, quantum, skin stitcher, sudoth, tendrul, vorin, well lurker.

(Air): Abasheen, air elemental construct, dust ghoul, hawanar, lightning mephit, smoke giant, smoke mephit, tumblespark.

(Angel): Chalkydri.

Animal: Brontotherium, dire raccoon, dire smilodon, giant electric catfish, giant tuatara, gulper eel, mandrill, margay, raccoon, raven swarm.

(Aquatic): Afanc, brykolakas, giant electric catfish, giant sea anemone, gray nisp, gulper eel, scylla, sea giant, sea serpents, sea spiders, stygian turtle shark, sudoth, tendrul, turtle shark.

(Chaotic): Abyssal harvester, abyssal larva, balban demon, choronzon demon, gallu demon, herald of Tsathogga, Jubilex-touched marsh jelly, mehrim demon, mezzalorn demon, nysrock demon, pit hag, skitterdark demon.

(Cold): Fetch, glacial ooze.

Construct: Adamantine wasp swarm, elemental constructs, gelatinous golem, flagstone golem, mummy golem, reliquary guardian, sepulchral guardian, witch doll golem.

[Demon]: Abyssal larva, balban demon, choronzon demon, gallu demon, mehrim demon, mezzalorn demon, nysrock demon, skitterdark demon.

[Devil]: Alastor, amaimon, lilin, Lilith.

Dragon: Glass wyrm, psiwyr, sea serpents, wrath dragon.

(Earth): Crystallis, dust ghoul, earth elemental construct, lythic, mire brute, slag worm, stone maiden.

(Electricity): Lightning mephit, tumblespark.

Elemental: Crystallis, gravity elemental, heat swarm, lythic, mire brute, negative energy elemental, positive energy elemental, slag worm, stone maiden, tumblespark.

(Evil): Abyssal harvester, abyssal larva, Alastor, amaimon, balban demon, brume, choronzon demon, dream spectre, gallu demon, herald of Tsathogga, Jubilex-touched marsh jelly, lilin, Lilith, mehrim demon, mezzalorn demon, netherspark, nysrock demon, pit hag, skitterdark demon, wang liang.

(Extraplanar): Abasheen, abyssal harvester, abyssal larva, Alastor, amaimon, balban demon, brume, chalkydri, crystallis, choronzon demon, dream spectre, dust ghoul, elemental constructs, entropic ooze, gallu demon, gravity elemental, hawanar, heat swarm, herald of Tsathogga, Jubilex-touched marsh jelly, lightning mephit, lilin, Lilith, lythic, marid, mehrim demon, mezzalorn demon, memory child, mire brute, negative energy elemental, netherspark, nysrock demon, pit hag, positive energy elemental, quantum, skitterdark demon, slag worm, smoke giant, smoke mephit, stone maiden, stygian turtle shark, thermite, tumblespark, wang liang, wrath dragon.

Fey: Baccae, baobhan sith, forgotten one, gray nisp, gremlin, grimm, phooka, stroke lad, tombstone fairy, woodwose.

(Fire): Cherum, fire elemental construct, hawanar, heat swarm, slag worm, smoke giant, smoke mephit, thermite.

(Fungus): Fungus gargoy, fungus weird, sheet fungus, spore rat.

Giant: Biclops, bronze giant, jack-in-irons, sea giant, smoke giant.

(Good): Chalkydri, wrath dragon.

(Gravity): Gravity elemental.

Humanoid: Kuah-lij, black orc, blood orc, ghost-faced orc, greenskin orc.

(Incorporeal): Bogeyman, dream spectre, ectoplasm, fye, phasma.

(Lawful): Alastor, amaimon, lilin, Lilith, wang liang.

Magical Beast: Afanc, chupacabra, crimson basilisk, dire wolfwere, gnasher lizard, golden cat, graymalkins, mantidrake, nazalor, onyx deer, raggoth, reigon, scylla, sea spiders, turtle shark.

Monstrous Humanoid: Arach, churr, gronk, inphidians, pit hag.

Ooze: Amber ooze, ectoplasm, entropic ooze, glacial ooze, living lake, metallic ooze, mudbog, whip jelly.

(Orc): Black orc, blood orc, ghost-faced orc, greenskin orc.

Outsider: Abasheen, abyssal larva, Alastor, amaimon, balban demon, chalkydri, choronzon demon, dream spectre, gallu demon, hawanar, lightning mephit, lilin, Lilith, marid, mehrim demon, memory child, mezzalorn demon, netherspark, nysrock demon, skitterdark demon, smoke mephit, wang liang.

Plant: Bloodbush, fungus gargoy, fungus weird, gnarlwood, lightning treant, sheet fungus, splinter drake, spore rat, widow creeper, willow dusk.

Psionic: Psiwyr, reigon.

(Reptilian): Night adder inphidian, rattler inphidian.

(Shapechanger): Dire wolfwere, gallu demon.

(Swarm): Adamantine wasp swarm, heat swarm, raven swarm, shadow rat swarm, undead raven swarm.

Undead: Blood wight, bogeyman, brykolakas, demilich, dust ghoul, fetch, fye, lantern goat, lich shade, mortuary cyclone, murder crow, phasma, rawbones, soul reaper, shadow rat swarm, undead raven swarm.

Vermin: Assassin bug, boneneedle, chain worm, giant bumblebee, giant horsefly, giant mosquito, giant sea anemone, requiem beetle, termite.

(Water): Marid, mire brute, water elemental construct.

Templates: Clockwork, collective creature, deathleech, flame-spawned, mythical animal, paleoskeleton, plant-imbued, tenebrous creature, thorny.

New Subtype

This book introduces two new subtypes: fungus and gravity.

Fungus: The fungus subtype applies to creatures (almost always plants) that are "more fungal" than ordinary plant creatures. It distinguishes common plant creatures like treants from other plant creatures such as shriekers and phantom funguses.

Other than the fact that this subtype applies to certain types of plant creatures, fungus creatures have no specific traits. The fungus subtype simply identifies creatures that may be vulnerable to spells, psionics, and effects that specifically target or affect funguses.

The following monsters should be considered to have the fungus subtype.

Monsters from the MM: Phantom fungus, shrieker, violet fungus. Certain species of shambling mounds and tendriculoses may also have the fungus subtype.

Monsters from the DMG: Green slime, yellow mold, brown mold.

Monsters from the Tome of Horrors: Ascomoid, basidiron, gas spore, mandragora, olive slime, olive slime zombie, purple moss, phycomid, russet mold, twilight mushroom, vegepygmy.

Monsters from the Tome of Horrors 2: Bog creeper, fulgurate mushroom, fungoid.

Though some of the above monsters are classified as hazards (such as yellow mold and russet mold), they still gain the fungus subtype and are considered fungus creatures with regards to certain spells and effects.

Gravity: This subtype usually is used for elementals and outsiders with a connection to the Elemental Plane of Gravity. Gravity creatures always have fly speeds and usually have perfect maneuverability.

Introduction

Welcome to the *Tome of Horrors III*, the third installment in the series of monster books brought to you by **Necromancer Games**. While the original *Tome of Horrors* contained scores of old favorites seemingly forgotten by the passages of time, *Tome of Horrors II* took a different approach and offered a slew of new monsters with which to enhance your games. This book, like Tome 2, offers a host of new monsters to both challenge and torture your player characters with, all the while maintaining the First Edition Feel that **Necromancer Games** has become synonymous with (and that our fans expect from us).

To that end, we give you the *Tome of Horrors III*, a collection of over 200 new monsters ranging from the angelic and benevolent chalkydri to the murderous and malevolent wang liang. Some of the monsters found in this book have been culled from existing Necromancer Games products, but the majority of them are brand new never-before-seen creatures ready to be dropped into any Revised Third Edition campaign.

This book is the culmination of many months of work none of which would be possible without the help and dedication of several people (who are thanked in the credits but who are also thanked here). My sincerest thanks goes to Clark Peterson, Bill Webb, Mike Chaney, and Casey Christofferson for their invaluable assistance in assembling and delivering the third (and perhaps best) in the *Tome of Horrors* series of books. Additional thanks go out to all the artists who helped breathe life into the monsters found in the pages of this tome.

So, new challenges await, my friends. What are you waiting for?

—Scott Greene, May 2005

Monsters, horrors, things that go bump in the night. The very essence of the “Game” has always been at its core, an opportunity to face down wicked creatures from the imaginings of the games creators. There, through careful planning, wit, skill, and a dash of luck a group of intrepid adventurers would hopefully prevail against the ever rising tide of darkness that these fell beings represented.

To be sure there have always been cute creatures such as unicorns, sprites and griffons in the game as well. These mythic beings, rooted in our own mythology gave the game an identifiable center from which to build our imaginings upon.

It seems almost unfathomable. In 2002 we conspired to unleash the *Tome of Horrors* upon the world. The “Tome” as we called it in deference to a classic adventure module by our inspiration, E. Gary Gygax was a collection of familiar and nefarious favorite foes from past incarnations of the game. There with Scott Greene’s uninhibited imagination and virtuoso skill at numbers crunching was a completely revised and updated source of pure gaming evil, ready to spring upon old timers and newcomers to the game alike. The conspiracy didn’t end there of course as we included several new critters, fresh from the pages of our adventure modules. Other beasts, newly born came to call as well. They too found their way into the pages of the “Tome” and then into the gaming circles of thousands of new fans.

The new monsters had a niche in this new incarnation of the “Game” and we all felt it. Tome 2 would eschew the old in many ways. First Edition Feel? Absolutely. New monsters? Definitely. Do it the way the “other guys” do it? No way. Did it work? You bet it did. Tome 2 was beefier, bolder, and more insidious than the first and for the most part, it was all ours.

Now, welcome to *Tome of Horrors III*, the latest installment in what has become a hallmark of **Necromancer Games** signature style. Just when the characters think they have their whole world figured out, here we come to make them wet their chainmail bikini once again.

I can almost hear the screams, and of course, the laughter. Good times my friends, good times indeed.

—C. W. Christofferson, May 2005

Organization

The *Tome of Horrors III* organizes creatures alphabetically throughout the book with an Appendix dedicated to Animals and templates. Similar monsters (such as giants or oozes) are grouped together under the appropriate heading (Giants or Oozes, for example). Following the templates appendix are appendices detailing new feats, new planes of existence, an appendix detailing traits common to all monsters in this book, an appendix listing all monsters ranked by Challenge Rating, and finally the Complete Tome of Horrors Index listing every monster that has appeared in Tome 1, Tome 2, or Tome 3 as well as the page number on which that particular monster can be found.

Several monsters found in this book include advanced or enhanced versions of their normal counterparts such as the Entropic Ooze and Dark Matter Entropic Ooze or the Night Adder Inphidian and Night Adder Inphidian Priest. Such monsters are grouped with the base or original monster for ease of reference and are included not only as examples of what you can do with the monsters contained herein, but also for the times when you need the “boss monster” to knock down some unruly characters who have gotten a little too relaxed and carefree in their dungeon-delving.

the tongue of
HORRORS
III

ABYSSAL HARVESTER

Gargantuan Aberration (Chaotic, Evil, Extraplanar)

Hit Dice:	21d8+189 (283 hp)
Initiative:	+0
Speed:	20 ft. (4 squares)
Armor Class:	28 (–4 size, +22 natural), touch 6, flat-footed 28
Base Attack/Grapple:	+15/+42
Attack:	Tentacle +26 melee (4d6+15, 19–20/x2)
Full Attack:	6 tentacles +26 melee (4d6+15, 19–20/x2)
Space/Reach:	20 ft./20 ft.
Special Attacks:	Debilitating constriction, far reaching, harvest, improved grab
Special Qualities:	Damage reduction 15/cold iron, darkvision 60 ft., immunity to poison, <i>plane shift</i> , resistance to acid, cold, fire 10, tentacle regeneration
Saves:	Fort +16, Ref +9, Will +15
Abilities:	Str 41, Dex 10, Con 29, Int 10, Wis 16, Cha 12
Skills:	Listen +29, Spot +29
Feats:	Alertness, Blind-Fight, Cleave, Improved Critical (tentacle), Improved Natural Attack (tentacle), Lightning Reflexes, Power Attack, Weapon Focus (tentacle)
Environment:	The Abyss
Organization:	Solitary
Challenge Rating:	17
Treasure:	Standard
Alignment:	Always chaotic evil
Advancement:	22–42 HD (Gargantuan); 43–63 HD (Colossal)
Level Adjustment:	—

This gigantic beast stands at least 40 feet tall. It is a squat, bloated mass of grayish, leathery flesh, somewhat oval in shape with six long, serpentine tentacles protruding from its form. A massive gaping maw dominates its top surface extending around its entire top half. Hundreds of smaller tentacles adorn the lower part of its body, apparently aiding in locomotion.

Abyssal harvesters are horrid monsters found primarily on the abyssal planes and rarely anywhere else (for an extended amount of time at least). They were created by foul and demonic magic to aid in harvesting bodies and living creatures from other planes for use by the various demon lords and princes (uses include slaves, food, concubines, and so on).

An abyssal harvester spends most of its time scouring the planes for potential prey. It does so by injecting a single tentacle into the plane and using it to survey its surroundings. If nothing of interest is located, the harvester withdraws its tentacle and moves on. Much of its time is spent scouring the planes as

directed by a demon prince, lord, or other powerful demon (though abyssal harvesters loathe answering to non-princes and rarely do so unless said demon poses a direct threat to the harvester's existence). When not under the direct orders of a prince or demon, any creature a harvester harvests becomes a meal for itself.

A typical abyssal harvester is 40 feet tall, 20 feet wide at its base, and weighs around 40 tons. Its flesh is gray and usually carries a stench of ozone.

Abyssal harvesters speak Abyssal.

Combat

Abyssal harvesters are deadly opponents in battle and have no reservations about engaging an enemy in combat. The creature is smart enough to know when it is beaten however and will withdraw (using its *plane shift* ability) if combat is going against it.

Most of the time however, an abyssal harvester simply injects its tentacles into a plane, grapples its foes, and when they are sufficiently weakened, draws them through a temporary gate onto its plane where it devours them.

Foes can attack an abyssal harvester's tentacles. A tentacle has AC 21 (+11 natural), touch 10, flat-footed 21, and can withstand 30 points of damage. Damaging or severing a tentacle does not harm the abyssal harvester (damage dealt to a tentacle is not subtracted from its hit points).



An abyssal harvester's natural weapons, as well as any weapons it wields, are treated as chaotic-aligned and evil-aligned for the purpose of overcoming damage reduction.

Debilitating Constriction (Su): An abyssal harvester that has successfully grappled an opponent of its size or smaller deals tentacle damage plus 1d4 points of Constitution damage each round the hold is maintained. A creature reduced to Constitution 0 by an abyssal harvester dies. Note, that the abyssal harvester only deals Constitution damage when constricting a foe.

Far Reaching (Su): An abyssal harvester can remain on its abyssal plane and inject up to four of its tentacles across the dimensions and into the Ethereal Plane, Astral Plane, material planes, or Nine Hells. It can do this a total of twelve times per day (so it could inject one tentacle twelve times into any plane, or four tentacles up to three times each).

All of its tentacles must be injected into the same plane, and all appear within the same 20-foot area. While using this ability, it uses sensory organs on its tentacles to see, hear, smell, and feel its surroundings. It can attack normally (at its full attack bonus) while using this ability but it cannot move from its current location. It can withdraw its tentacles as a move action and re-inject them into the same plane (or a different plane) on its next turn.

A *dismissal*, *dispel chaos*, or *dispel evil* spell (using the second effect of either spell) causes an abyssal harvester to withdraw a single tentacle (whichever one was touched) if it fails its Will save. It cannot re-inject that same tentacle into the same plane for one day.

A *banishment* spell forces an abyssal harvester to withdraw all of its tentacles if it fails its Will save. It cannot re-inject any tentacles that were banished into the same plane for one day.

Harvest (Su): This ability can only be used when the abyssal harvester is on its abyssal plane and injects its tentacles into the Ethereal Plane, Astral Plane, a material plane, or the Nine Hells.

A grappled foe with 20 or fewer hit points or 4 or fewer Constitution points must succeed on a DC 21 Will save or be drawn through an invisible planar gate (created around the abyssal harvester's tentacles) onto the same plane where the abyssal harvester currently resides. The save DC is Charisma-based. An opponent drawn into the same plane with the harvester is still grappled upon arrival.

Improved Grab (Ex): To use this ability, an abyssal harvester must hit an opponent up with a tentacle attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and deals automatic tentacle damage and Constitution damage (see debilitating constriction) each round the hold is maintained.

Plane Shift (Sp): An abyssal harvester can enter the Astral Plane, the Abyss, the Nine Hells, or the Material Plane. This ability transports the abyssal harvester and up to six other creatures in its grasp. It is otherwise similar to the spell of the same name (caster level 18th).

Tentacle Regeneration (Ex): An abyssal harvester regrows any lost tentacles in 1 week.

ABYSSAL LARVA

Medium Outsider (Chaotic, Evil, Extraplanar)

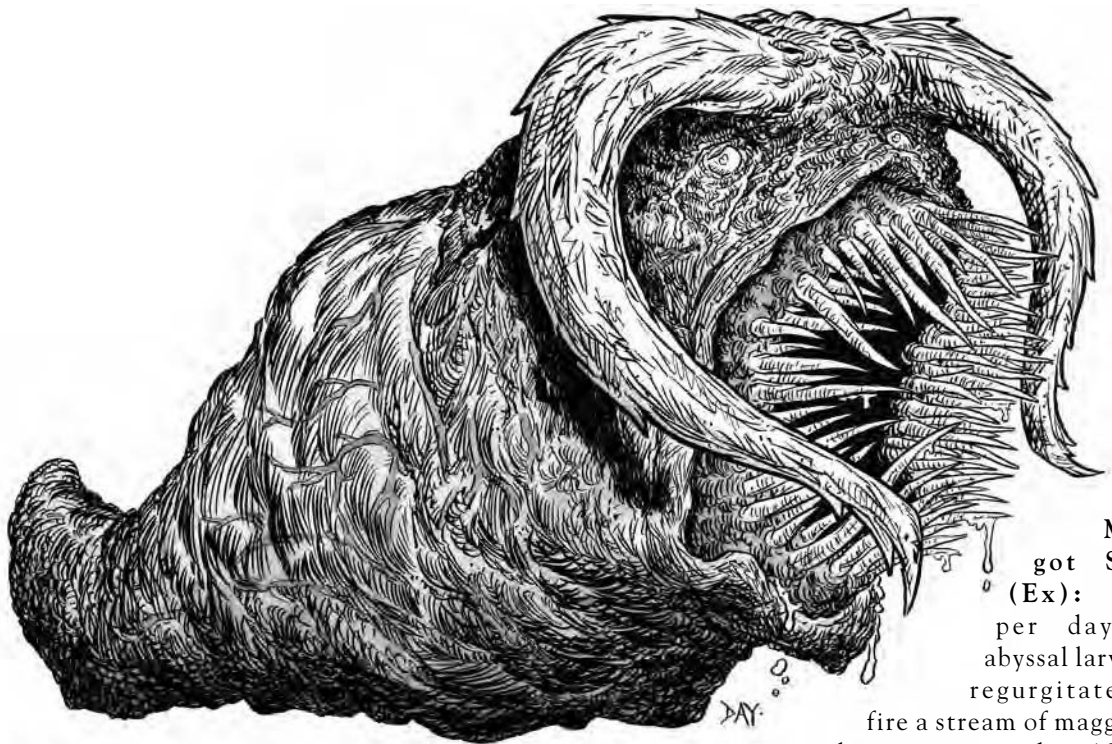
Hit Dice:	1d8+3 (7 hp)
Initiative:	+0
Speed:	20 ft. (4 squares)
Armor Class:	14 (+4 natural), touch 10, flat-footed 14
Base Attack/Grapple:	+1/+1
Attack:	Bite +1 melee (1d4 plus 1d4 acid) or maggot spray +1 ranged (sickened)
Full Attack:	Bite +1 melee (1d4 plus 1d4 acid) or maggot spray +1 ranged (sickened)
Space/Reach:	5 ft./5 ft.
Special Attacks:	Acid 1d4, maggot spray
Special Qualities:	Darkvision 60 ft., outsider traits, resistance to acid 5, cold 5, and fire 5, tortured mind
Saves:	Fort +2, Ref +2, Will +2
Abilities:	Str 10, Dex 10, Con 11, Int 2, Wis 10, Cha 6
Skills:	Hide +4, Listen +4, Move Silently +4, Spot +4
Feats:	Toughness
Environment:	The Abyss
Organization:	Mob (4–7) or brood (8–17)
Challenge Rating:	1
Treasure:	None
Alignment:	Always chaotic evil
Advancement:	—
Level Adjustment:	—

This creature looks like a puffy and bloated human-sized whitish-yellow maggot with purplish veins pulsating under its fleshy form. A vaguely humanoid head sits atop its body and its facial features are twisted and distraught as if the creature was in a constant state of pain. A pair of large, downward-curving horns juts from its head, just above its sunken eyes. Its mouth is lined with filthy and sharpened fangs.

Abyssal larvae are believed to be the final form of an evil soul deemed too weak to become a demon and too weak to become the servant of a demon. Another theory suggests that the larvae are the imprisoned forms of slain demon princes and lords. Whatever their true origin, abyssal larvae are plentiful throughout the Abyssal planes, and are some of the most disgusting and loathsome creatures encountered.

These creatures feed on anything they can consume, be it rotting carcasses, freshly slain creatures, and even waste. Consumables are first liquefied through a process requiring the abyssal larva to regurgitate stomach acids onto its meal. As the food breaks down, the larva slurps it up and consumes it.

While loathed by the more civilized, some demons, such as dretches and babaus, savor the juicy flesh of these creatures and often engage in hunting expeditions across the Abyss, killing and devouring as many of these creatures as they can find.



Maggot Spray (Ex): Once per day, an abyssal larva can regurgitate and fire a stream of maggots at

a single opponent within 10 feet.

Abyssal larvae do not speak and do not seem to understand any language.

Combat

Acting as if almost mindless, abyssal larva attack any living creature they encounter. They have no real tactics other than swarming a foe and biting relentlessly. These creatures fight until destroyed.

An abyssal larva's natural weapons, as well as any weapon it wields, is treated as chaotic-aligned and evil-aligned for the purpose of overcoming damage reduction.

Acid (Ex): Abyssal larvae use digestive juices to break down their foods. This acid often remains in their mouths and is transferred to a victim bitten by a larva. Any melee bite attack deals acid damage.

This requires the abyssal larva to succeed on a ranged attack. If the attack succeeds, the opponent is sickened for 1d2 rounds. A successful DC 10 Reflex save reduces the sickened condition to 1 round.

Tortured Mind (Ex): The mind of an abyssal larva is a warped and tangled mass of chaos. As a result, abyssal larvae are immune to all mind-affecting effects (charms, compulsions, phantasms, patterns, and morale effects). A creature attempting to contact an abyssal larva with a mind-affecting spell or effect (including psionics) must succeed on a DC 14 Will save or be affected as by a *confusion* spell for 1 minute. The save DC is Constitution-based and includes a +4 racial bonus.

AFANC

Colossal Magical Beast (Aquatic)

Hit Dice:	23d10+207 (333 hp)
Initiative:	+1
Speed:	5 ft. (1 square), swim 60 ft.
Armor Class:	23 (-8 size, +1 Dex, +20 natural), touch 3, flat-footed 22
Base Attack/Grapple:	+23/+55
Attack:	Bite +32 melee (5d6+16, 19–20/x2)
Full Attack:	Bite +32 melee (5d6+16, 19–20/x2) and 2 claws +26 melee (2d8+8)
Space/Reach:	100 ft./20 ft.
Special Attacks:	Improved grab, sea swell, swallow whole
Special Qualities:	Damage reduction 15/adamantine, darkvision 60 ft., immunity to poison, low-light vision, resistance to acid, cold, electricity, and fire 10, SR 27, telepathy 100 ft., water dependent
Saves:	Fort +22, Ref +14, Will +11
Abilities:	Str 42, Dex 13, Con 28, Int 4, Wis 14, Cha 10

Skills:	Listen +15, Spot +15, Swim +24
Feats:	Diehard, Endurance, Improved Critical (bite), Improved Natural Attack (bite), Iron Will, Power Attack, Swim-By Attack, Weapon Focus (bite)
Environment:	Any aquatic
Organization:	Solitary
Challenge Rating:	17
Treasure:	10% standard
Alignment:	Always neutral
Advancement:	24–69 HD (Colossal)
Level Adjustment:	—

This massive creature appears to be a gray-skinned whale with a bulbous head similar to a catfish's. Its eyes are sullen and blue and its huge pectoral fins are serrated.

Afancs are the sea monsters that sailors talk about when spinning tales of the sea. They are the creatures responsible for entire fleets and crews being lost or

destroyed. They are thought by many to be the “kings” of the sea as most other water-dwellers pale in comparison both in strength and size to the mighty afanc.

Afancs are omnivorous hunters of the deep sea, feeding on a mixed diet of kelp, coral, sea plants, sharks, whales, various other large fishes, and swimmers and sailors unfortunate enough to cross the path of an afanc.

Afancs are sometimes worshipped as sea gods by small towns, villages, and seaside communities. Sacrifices to the “Great Whale Gods” various forms including enormous amounts of cultivated sea plants, massive amounts of fish that have been netted, young girls or women, and occasionally an entire ship laden with criminals who are to be executed for their crimes.

An afanc is generally about 100 feet long though specimens as large as 200 feet long are thought to exist. Its whale-like body is colored gray or sometimes bluish-green and its eyes are always blue. Its tail is extremely long and ends in a truncated or flat, square edge. An afanc has a bulbous, somewhat flattened head, not unlike that of a great catfish.

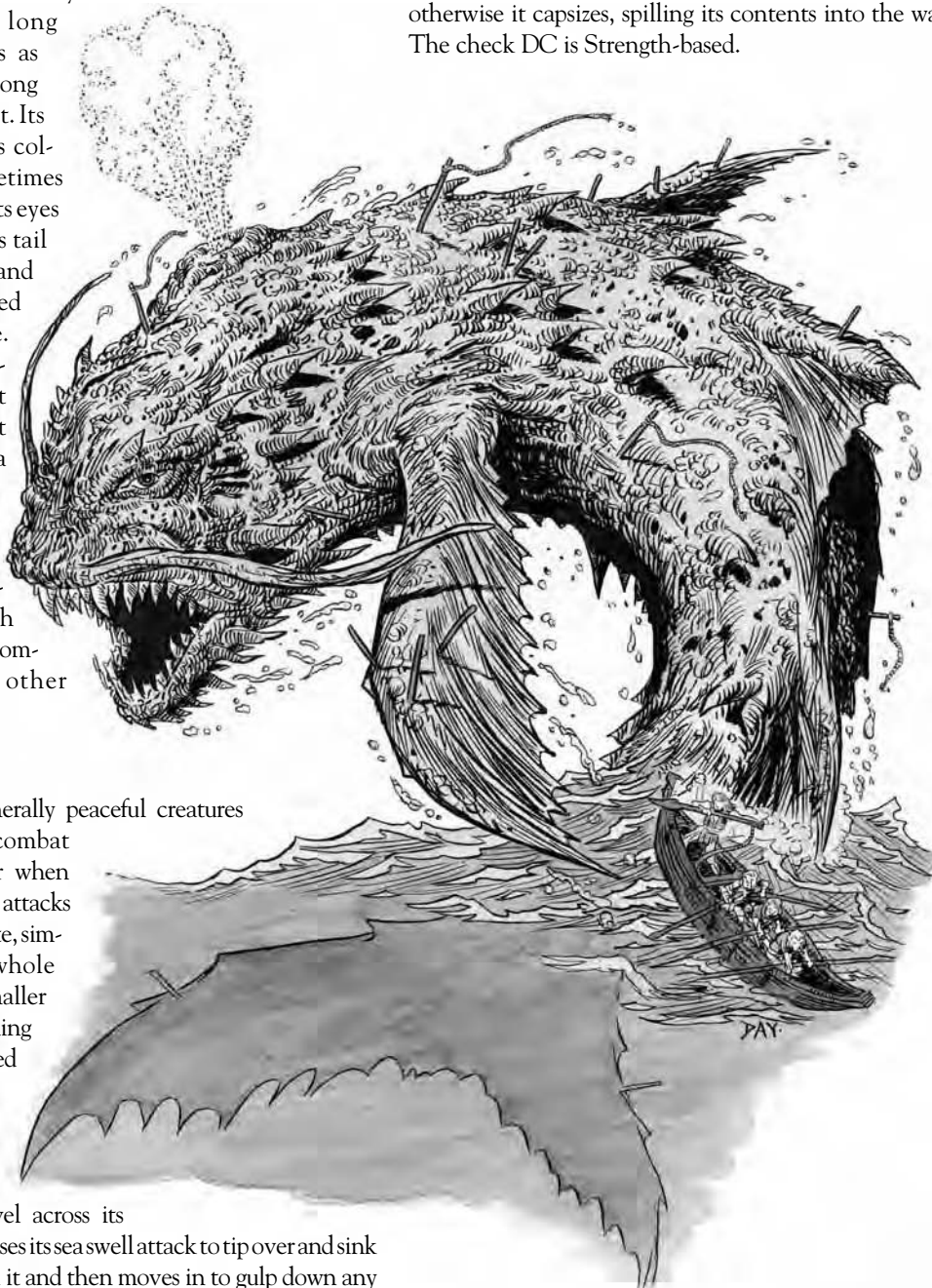
Afancs cannot speak but can communicate telepathically (though most do so only to communicate with other afancs).

Combat

Afancs are generally peaceful creatures and only enter combat when provoked or when hunting. An afanc attacks with its powerful bite, simply swallowing whole most creatures smaller than itself or slashing them with its serrated fins. An afanc has no qualms about attacking water-borne creatures that currently travel across its domain in ships; it uses its sea swell attack to tip over and sink such vessels around it and then moves in to gulp down any creatures or goods in the water.

Improved Grab (Ex): To use this ability, an afanc must hit with its bite attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and can attempt to swallow its foe in the next round.

Sea Swell (Ex): As a full-round action, an afanc can raise the front part of its body out of the water and bring it crashing back down against the surface. This generates massive waves up to 30 feet tall that may capsize boats and ships within 100 feet of the afanc. Boats and ships less than 20 feet long automatically capsize. Boats over 20 feet long may or may not capsize depending on the skill of the one piloting the vessel. A character steering or guiding a boat or ship over 20 feet long that succeeds on a DC 37 Profession (sailor) check manages to keep the boat afloat; otherwise it capsizes, spilling its contents into the water. The check DC is Strength-based.



Swallow Whole (Ex): An afanc can try to swallow an opponent of Huge or smaller size by making a successful grapple check. Once inside, the swallowed foe takes 4d6+16 points of crushing damage per round plus 8 points of acid damage from the afanc's digestive juices. A swallowed creature can cut its way out by using claws or a light slashing weapon to deal 30 points of damage to the stomach (AC20). Once the creature exits, muscular action closes the hole; another swallowed opponent must again cut its own way out.

A Colossal afanc's stomach can hold 1 Huge, 2 Large, 8 Medium, 16 Small, 64 Tiny, 128 Diminutive, or 256 Fine creatures.

Telepathy (Sp): An afanc can communicate with any creature within 100 feet that has a language.

Water Dependent (Ex): An afanc can survive out of the water for 1 hour per 2 points of Constitution. After that, it may drown (see the drowning rules in the DMG).

ANEMONE, GREAT (GIANT) SEA

Huge Vermin (Aquatic)

Hit Dice:	16d8+112 (184 hp)
Initiative:	+4
Speed:	0 ft. (immobile)
Armor Class:	8 (–2 size), touch 8, flat-footed 8
Base Attack/Grapple:	+12/+27
Attack:	Tendrils +17 melee (paralysis)
Full Attack:	Tendrils +17 melee (paralysis)
Space/Reach:	15 ft./15 ft.
Special Attacks:	Acid cloud, improved grab, paralytic venom, swallow whole
Special Qualities:	Blindsight 40 ft., damage reduction 5/piercing or slashing, defensive curl, resistance to acid 20
Saves:	Fort +17, Ref +7, Will +6
Abilities:	Str 24, Dex 11, Con 24, Int —, Wis 12, Cha 2
Skills:	Hide +0, Listen +3, Spot +10
Feats:	Improved Initiative ^B , Lightning Reflexes ^B
Environment:	Any aquatic
Organization:	Solitary or cluster (2–6)
Challenge Rating:	8
Treasure:	None
Alignment:	Always neutral
Advancement:	17–24 HD (Huge); 25–30 (Gargantuan)
Level Adjustment:	—

This is a flowerlike creature with a dark green to gray trunk and a brightly colored interior. It has a smooth front bordered by dozens of fleshy tendrils, and a rougher outer trunk. At the center of the creature's front is a circular opening that leads into its interior.

These gigantic but primitive life forms feed on sea life swept near them, and may pose a threat to anyone unlucky enough to move within their threat range. In rocky areas, a great sea anemone has a green interior.

These horrors lurk in areas near the surface of the water, where tidal currents sweep water laden with fish across their surfaces. Great sea anemones in the open are easily spotted and avoided, but they sometimes lurk at the end of rocky channels or around bends, whereupon they pose a hazard to unwary undersea travelers.

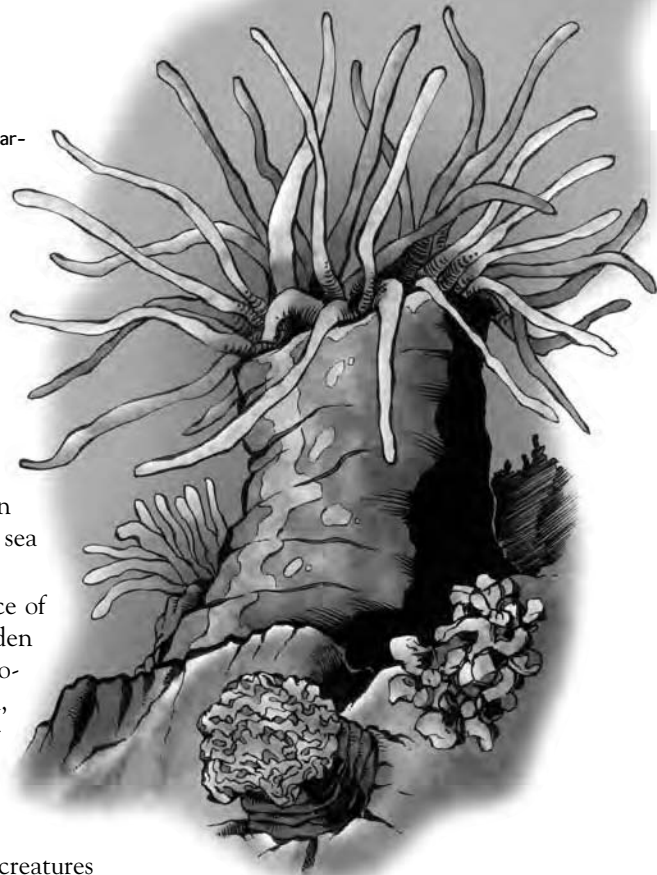
In addition to being found in reefs and shoals, many undersea races harvest these creatures when young and plant them in or near their lairs to serve

as sentinels against unwanted intrusion. Care must be taken in this process, for the anemone is very difficult to train, and may well snack on the very creatures who cultivated it.

The great sea anemone is immobile.

Combat

Great sea anemones snag anything large enough that comes within their reach with their tendrils.



Once their intended victim stops struggling, it is drawn into the anemone's interior, where it is digested. If injured it withdraws its body into its rubbery trunk, and if badly injured it expels the contents of its stomach in a cloud of acid.

Acid Cloud (Ex): When provoked, the great sea anemone can eject the contents of its stomach, including any creatures being digested. This forms a cloud of acidic mucous 20 feet in radius that deals 1d8 points of acid damage to anything within 20 feet for 1d3 rounds before dissipating. A DC 25 Reflex save reduces the damage by half. Once it has performed this action, it cannot do so again for 1 minute. The save DC is Constitution-based.

Improved Grab (Ex): To use this ability, a great sea anemone must hit an opponent with its tendril attack. It can then start a grapple check as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and can try to swallow the foe whole the following round.

Paralytic Venom (Ex): Any creature hit by the anemone's touch attack is exposed to a powerful paralytic toxin. The save DC is Constitution-based. Creatures with immunity to poison are unaffected, and creatures resistant to poison receive their normal bonus on their saving throws.

Great Sea Anemone Venom: Contact, Fortitude DC 25 negates; initial damage paralyzed for 1d6 rounds, secondary damage paralyzed for 2d6 minutes.

Swallow Whole (Ex): A great sea anemone can try to swallow an opponent up to one size smaller than itself by making a successful grapple check. The swallowed creature takes 1d8 points of crushing damage per round plus 1d8+5 points of acid damage from the great sea anemone's interior. A swallowed creature may climb out of the digestive chamber with a successful grapple check, or can cut its way out by using claws or a light slashing weapon to deal 15 points of damage to the interior (AC 10). Once the creature exits, muscular action closes the hole; another swallowed opponent must again cut its own way out.

The great sea anemone's interior can hold 1 Large, 2 Medium, 4 Small, or 8 Tiny or smaller opponents.

Defensive Curl (Ex): The great sea anemone can retract its vulnerable front and tendrils into its trunk. While in this curl it cannot attack with its tendrils, though it can eject an acid cloud, and it gains a +15 natural armor bonus to its AC from the thick, rubbery hide of its trunk. It can maintain this state indefinitely, but usually reemerges 2d4 minutes after attacks upon it cease.

Skills: A great sea anemone has a +4 racial bonus on Hide checks and a +8 racial bonus on Spot checks.

ANGEL, CHALKYDRI

Medium Outsider (Angel, Extraplanar, Good)

Hit Dice: 12d8+60 (114 hp)
Initiative: +7
Speed: 40 ft. (8 squares), fly 90 ft. (good)
Armor Class: 30 (+3 Dex, +13 natural, +4 sacred), touch 17, flat-footed 27
Base Attack/Grapple: +12/+18
Attack: +2 *flaming longsword* +20 melee (1d8+8 plus 1d6 fire, 19–20/x2) or +2 *flaming javelin* +17 ranged (1d6+8 plus 1d6 fire)
Full Attack: +2 *flaming longsword* +20/+15/+10 melee (1d8+8 plus 1d6 fire, 19–20/x2) or +2 *flaming javelin* +17 ranged (1d6+8 plus 1d6 fire)
Space/Reach: 5 ft./5 ft.
Special Attacks: Spell-like abilities, *summon celestials*
Special Qualities: Angel traits, damage reduction 10/evil, darkvision 60 ft., holy grace, immunity to acid, cold, fire, petrification, low-light vision, outsider traits, *plane shift*, protective aura, resistance to electricity 10, SR 28, tongues
Saves: Fort +13 (+17 against poison), Ref +11, Will +12
Abilities: Str 23, Dex 16, Con 20, Int 18, Wis 18, Cha 19
Skills: Climb +8, Concentration +20, Diplomacy +21, Escape Artist +10 (+12 bonds), Heal +19, Intimidate +19, Knowledge (any one) +12, Knowledge (religion) +19, Knowledge (the planes) +12, Listen +23, Sense Motive +23, Spellcraft +19, Spot +23, Survival +19 (+21 on other planes), Use Rope +10 (+12 with bindings)

Feats: Blind-Fight, Cleave, Improved Initiative, Power Attack, Weapon Focus (longsword)
Environment: Any good-aligned plane
Organization: Solitary
Challenge Rating: 11
Treasure: Standard
Alignment: Always good
Advancement: 13–24 HD (Medium); 25–36 HD (Large)
Level Adjustment: —

This angelic-looking creature resembles a muscular humanoid with coppery skin and coppery eyes. It has four large feathery wings of white and carries a longsword swathed in fire.

Chalkydris spend most of their time on the Ethereal or Astral Plane or on one of the many elemental planes, usually acting on behalf of some deity of good. Chalkydris are militaristic and often lead small retinues of other celestials against the infernal armies. When not serving in such roles, they are found acting as protectors or escorts to visitors on the good-aligned planes. Sometimes, a chalkydri is sent to the Material Plane by its deity to watch over a favored worshipper. When traveling the Material Plane, the chalkydri often takes a form more acceptable to humanoids.

Chalkydris appear as powerful, agile humans 6 to 7 feet tall with coppery skin, red or blonde hair, and copper-colored eyes. Two sets of large feathery wings

(four wings total) protrude from their back at shoulder level. Their wings are glossy white with copper tips. Chalkydris wear tunics or robes of varying colors, usually crimson, copper, green, silver, or gold.

Chalkydris speak Abyssal, Celestial, Common, Infernal, and at least one other language.

Combat

Chalkydris enjoy combat and one is never without its +2 *flaming longsword* and at least two +2 *flaming javelins*. A chalkydri opens combat by hurling one of its javelins at a foe before moving into melee to battle with its longsword. While in combat, it utilizes its spell-like abilities to their fullest extent. If a chalkydri is overwhelmed in battle, it summons celestials to its aid or uses its *plane shift* ability to escape. If slain, the chalkydri's weapons explode in a blinding flash of fire.

A chalkydri's natural weapons, as well as any weapons it wields, are treated as good-aligned for the purpose of overcoming damage reduction. In addition, a chaotic-aligned or lawful-aligned chalkydri's weapons (natural and manufactured) are treated as chaotic-aligned or lawful-aligned (whichever is appropriate) for the purpose of overcoming damage reduction.

Spell-Like Abilities: At will—*aid*, *bless*, *consecrate*, *continual flame*, *detect evil*, *discern lies* (DC 18), *dispel evil* (DC 19), *dispel magic*, *fog cloud*, *holy smite* (DC 18), *holy word* (DC 21), *invisibility* (self only), *polymorph* (self only), *remove curse*, *remove disease*, *remove fear*, *see invisibility*; 3/day—*atonement*, *cure serious wounds*, *flame strike* (DC 19), *greater restora-*



tion (DC 21); 1/day—*heal*, *raise dead*. Caster level 12th. The save DCs are Charisma-based.

Summon Celestials (Sp): Once per day, a chalkydri can attempt to summon celestials to its aid with a 35% chance of success. The number and type of celestials a chalkydri can summon are based on the chalkydri's alignment: lawful good, hound 1d4 hound archons; neutral good, 1d3 avorals; chaotic good, 1d4 bralanis. This ability is the equivalent of a 5th-level spell.

Holy Grace (Su): A chalkydri gains a sacred bonus to its Armor Class equal to its Charisma bonus (if any).

Plane Shift (Sp): A chalkydri can enter any of the elemental planes, the Astral Plane, the Ethereal Plane, or the Material Plane. This ability transports the chalkydri (only). It is otherwise similar to the spell of the same name (caster level equals the chalkydri's Hit Dice).

Skills: Chalkydris have a +4 racial bonus on Sense Motive, Spot, and Listen checks.

ARACH

Arach

Medium Monstrous Humanoid

Hit Dice:	9d8+18 (58 hp)
Initiative:	+3
Speed:	30 ft. (6 squares), climb 10 ft.
Armor Class:	18 (+3 Dex, +5 natural), touch 13, flat-footed 15
Base Attack/Grapple:	+9/+11
Attack:	Slam +12 melee (1d6+2) or short sword +12 melee (1d6+2, 19-20/x2)
Full Attack:	6 slams +12 melee (1d6+2) or primary short sword +12/+6 melee (1d6+2, 19-20/x2) and 5 short swords +12 melee (1d6+1, 19-20/x2) and bite +7 melee (1d6+1 plus poison)
Space/Reach:	5 ft./5 ft.
Special Attacks:	Multispell, poison, <i>summon spiders</i>
Special Qualities:	Darkvision 60 ft., spider passivism
Saves:	Fort +5, Ref +9, Will +9
Abilities:	Str 15, Dex 17, Con 15, Int 10, Wis 12, Cha 12
Skills:	Climb +14, Hide +9, Listen +5, Move Silently +9, Search +4, Spot +9
Feats:	Blind-Fight, Iron Will, Multiweapon Fighting, Weapon Finesse
Environment:	Underground
Organization:	Solitary, pair, or nest (6-11 plus 3-6 Medium or smaller monstrous spiders)
Challenge Rating:	9
Treasure:	Standard
Alignment:	Usually neutral evil
Advancement:	10-18 HD (Medium); 19-27 HD (Large) or by character class
Level Adjustment:	+4

This six-armed humanoid has a lithe build and stands just under seven feet tall. They have a narrow aquiline face and bony plates protruding from their thorax and limbs.

Arach are a strange union of sentient arachnids and humanoids. They are completely hairless, and their skin ranges from glossy brown to grey and pitch black with white plates on the males and red plates on the females. Many believe they were once worshippers of the spider god who long ago were granted this horrid transformation.

Arachs live in small colonies (called nests among their own kind) in caves and caverns deep underground. They generally shun other Underdark races preferring to keep company with their own kind. Occasionally an arach nest makes an alliance with a band of driders though such a union is usually short-lived (the races get along, but don't particularly like each other for unknown reasons). A nest is led by the most powerful spellcaster among the members, usually a sorcerer or wizard of at least 7th level.

Arach nests include an equal number of male and female members. Both forage and hunt for the nest, and

Arach Spellbinder, 7th-level Sorcerer

Medium Monstrous Humanoid

Hit Dice:	9d8+18 plus 7d4+14 (89 hp)
Initiative:	+3
Speed:	30 ft. (6 squares), climb 10 ft.
Armor Class:	18 (+3 Dex, +5 natural), touch 13, flat-footed 15
Base Attack/Grapple:	+12/+14
Attack:	Slam +15 melee (1d6+2) or short sword +15 melee (1d6+2, 19-20/x2)
Full Attack:	6 slams +15 melee (1d6+2) or primary short sword +15/+9/+4 melee (1d6+2, 19-20/x2) and 5 short swords +15 melee (1d6+1, 19-20/x2) and bite +10 melee (1d6+1 plus poison)
Space/Reach:	5 ft./5 ft.
Special Attacks:	Multispell, poison, spells, <i>summon spiders</i>
Special Qualities:	Darkvision 60 ft., spider passivism
Saves:	Fort +7, Ref +11, Will +16
Abilities:	Str 15, Dex 17, Con 15, Int 12, Wis 16, Cha 18
Skills:	Climb +14, Concentration +9, Hide +9, Knowledge (arcana) +8, Listen +12, Move Silently +12, Search +8, Spellcraft +8, Spot +12
Feats:	Blind-Fight, Combat Casting, Iron Will, Multiweapon Fighting, Maximize Spell, Weapon Finesse
Environment:	Underground
Organization:	Solitary or band (arach spellbinder plus 1-4 Medium monstrous spiders)
Challenge Rating:	16
Treasure:	Standard
Alignment:	Usually neutral evil
Advancement:	By character class
Level Adjustment:	+4

in times of battle, both fight to defend the lair. During mating season, females are less active as they await the birth of their young. Young are always born live and a typical female spawns 1d4 young at one time. Young arachs reach maturity after 6 years.

An arach stands about 6 to 6-1/2 feet tall and weighs about 200 pounds. They speak Common and Undercommon. Arachs live to be 60 years old.

Combat

Arach spellcasters open with a whirlwind of blows from their sword-wielding arms. Arach fighters either option for multiple blows from their short swords, or wield two large weapons or pole arms with no penalty for off handed attacks due to their use of three arms to balance and attack.

All arachs summon spiders in the first round of combat if possible to absorb larger numbers of enemies or quickly overwhelm smaller numbers of foes.

Multispell (Ex): An arach spellcaster (one that has taken levels in a spellcasting class) can cast multiple spells in a given round. If each spell is 3rd-level or less,

an arach can cast up to three spells per round; 4th- or 5th-level spells, two per round. An arach cannot multispell spells higher than 5th-level.

Poison (Ex): An arach injects a victim with a debilitating poison on a successful bite attack. It can coat a single weapon it wields with this poison as a move action. The save DC is Constitution-based.

Arach Venom: Injury, Fort DC 16, initial and secondary damage 1d6 Strength.

Summon Spiders (Sp): Twice per day, an arach can summon up to 9 HD of monstrous spiders. This ability is the equivalent of a 4th-level spell.

Spider Passivism (Ex): No spiders, monstrous spiders, phase spiders, temporal crawlers (**Tome of Horrors II**), sand stalkers (**Tome of Horrors II**), arachnid were-creatures (such as werespiders) or other spider-like creatures with an Intelligence of 8 or less willingly attack an arach. They can be forced to do so through magical means however. If the arach or one of its allies attacks the creature first, this passivism is negated for that creature for one day.

Skills: An arach has a +4 racial bonus on Hide, Search, Spot and Move Silently checks. It has a +8 racial bonus on Climb checks and can always choose to take 10 on a Climb check, even if rushed or threatened.

Feats: In combination with its natural abilities, an arach's Multiweapon Fighting feat allows it to attack with all its arms at no penalty.

Arach Spellbinder

An arach spellbinder opens combat with a *lightning bolt* or *touch of idiocy* (if an opponent is within range). It follows this with a *magic missile* assault and then continues the battle mixing sword attacks and spell attacks.

An arach spellbinder casts spells as a 7th-level sorcerer.

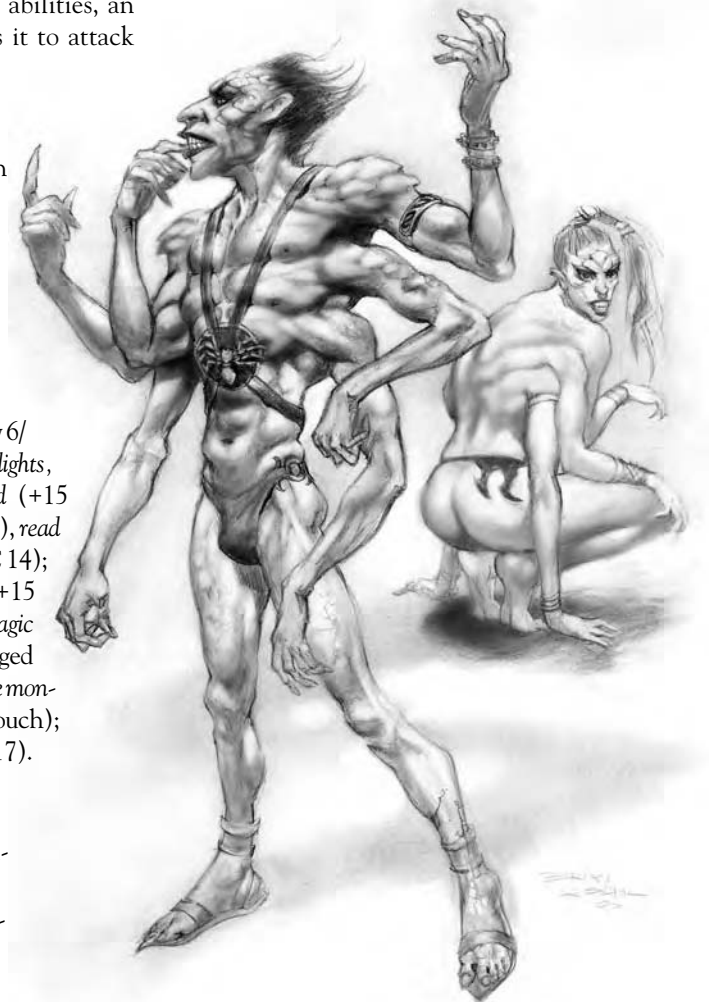
Typical Sorcerer Spells Known (Cast per Day 6/7/7/5; save DC 14 + spell level): 0—*dancing lights*, *daze* (DC 14), *detect magic*, *disrupt undead* (+15 ranged touch), *ray of frost* (+15 ranged touch), *read magic*, *touch of fatigue* (+15 melee touch, DC 14); 1st—*charm person* (DC 15), *chill touch* (+15 melee touch, DC 15), *expeditious retreat*, *magic missile* (4 missiles), *ray of enfeeblement* (+15 ranged touch); 2nd—*blindness/deafness* (DC 16), *daze monster* (DC 16), *touch of idiocy* (+15 melee touch); 3rd—*lightning bolt* (DC 17), *suggestion* (DC 17).

Arachs as Characters

Arach characters have the following racial traits.

- +4 Strength, +6 Dexterity, +4 Constitution, +2 Wisdom, +2 Charisma.
- An arach's base land speed is 30 feet.
- Darkvision to a range of 60 feet.

- **Racial Hit Dice:** An arach begins with nine levels of monstrous humanoid, which provide 9d8 Hit Dice, a base attack bonus of +9, and base saving throw bonuses of Fort +3, Ref +6, and Will +6.
- **Racial Skills:** An arach's monstrous humanoid levels give it skill points equal to 12 x (2 + Int modifier, minimum 1). Its class skills are Climb, Hide, Listen, Move Silently, Search, and Spot. An arach has a +4 racial bonus on Hide, Search, Spot and Move Silently checks. It has a +8 racial bonus on Climb checks and can always choose to take 10 on a Climb check, even if rushed or threatened.
- **Racial Feats:** An arach's monstrous humanoid levels give it four feats.
- +5 natural armor bonus.
- **Natural weapons:** Bite (1d6 plus poison)
- **Special Attacks** (see above): Multispell, poison, summon spiders.
- **Special Qualities** (see above): Spider passivism.
- **Automatic Languages:** Common and Undercommon. **Bonus Languages:** Draconic, Giant, Goblin, Terran.
- **Favored Class:** Sorcerer.
- **Level adjustment** +4.



ASSASSIN BUG, GIANT

Medium Vermin

Hit Dice:	9d8+27 (67 hp)
Initiative:	+3
Speed:	30 ft. (6 squares), climb 20 ft., fly 50 ft. (good)
Armor Class:	17 (+3 Dex, +4 natural), touch 13, flat-footed 14
Base Attack/Grapple:	+6/+12
Attack:	Claw +8 melee (1d6+2)
Full Attack:	2 claws +8 melee (1d6+2) and bite +3 melee (1d8+1 plus liquefy organs)
Space/Reach:	5 ft./5 ft.
Special Attacks:	Improved grab, liquefy organs
Special Qualities:	Darkvision 60 ft., sticky pads, tremorsense 60 ft., vermin traits
Saves:	Fort +9, Ref +6, Will +4
Abilities:	Str 14, Dex 17, Con 16, Int —, Wis 12, Cha 8
Skills:	Climb +14
Feats:	—
Environment:	Temperate forests
Organization:	Solitary, cluster (2–5), or colony (6–11)
Challenge Rating:	5
Treasure:	None
Alignment:	Always neutral
Advancement:	10–18 HD (Medium)
Level Adjustment:	—

This large insect has a narrow head ending in a segmented beak or proboscis. The creature's carapace is dull brownish-black and its front jackknife legs are covered in thousands of small hairs. Two long segmented antennae jut from its head.

Assassin bugs are predatory insects that feed on the blood and tissue of living creatures. Actively hunting or passively waiting for its prey, an assassin bug is a formidable killing machine that has few enemies.

Assassin bugs are communal creatures and nests of up to 20 or so are not unheard of. Most nests contain at least one female of mating age and during mating season the female deposits a sticky clutch of eggs (2d4) in cracks or crevices in the forest floor. The eggs hatch within two weeks and newborn assassin bugs look exactly like their adult counterparts (other than being smaller). An assassin bug goes through several growth stages before finally reaching adult stage within one year.

An assassin bug stands 5 feet tall. Its body is segmented and almost always dull brownish black (though red and black or even yellowish-brown assassin bugs have been reported). Its front curved legs (called jackknife legs) are black and covered in tiny hairs that aid it in climbing as well as capturing

its prey. An assassin bug has two pairs of wings that it keeps folded against its back when not using them to fly.

Combat

Depending on the disposition of the assassin bug, it is either an opportunistic ambush hunter that lies in wait for its prey to come close, or it actively seeks out its food. Regardless, when a victim is within range, the assassin bug leaps to the attack, attempting to grapple and pins its prey so it can inject it with its organ-dissolving saliva. A victim that dies is kept in the assassin bug's lair for several weeks and feasted upon by it and any others in the nest, each taking a turn drinking the liquefied internals of the victim.

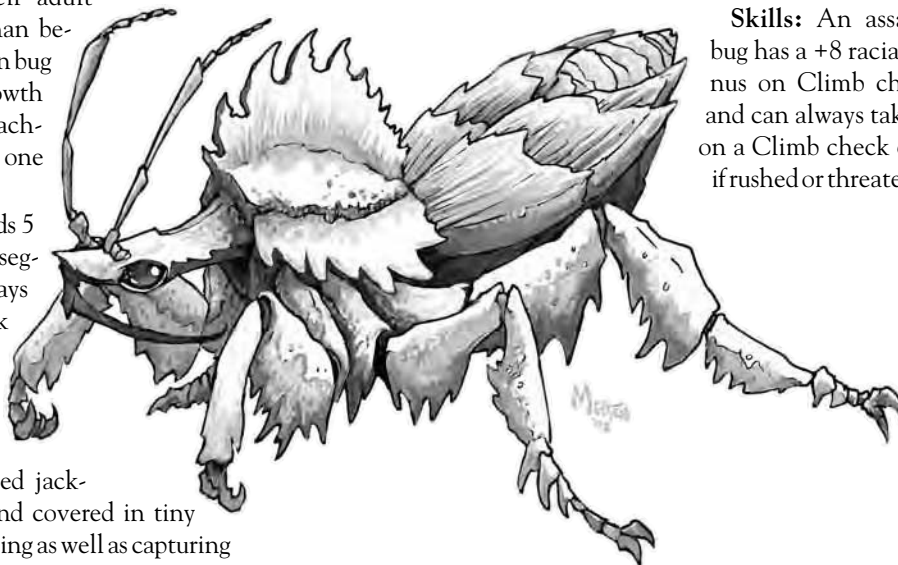
Improved Grab (Ex): To use this ability, an assassin bug must hit with a claw attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and deals automatic claw damage to the grappled victim. It can deal automatic claw damage in each subsequent round that it maintains the hold. An assassin bug that successfully pins a foe can inject its proboscis into its victim and begin liquefying its organs.

Liquefy Organs (Ex): An assassin bug that has pinned a foe can inject it with a corrosive poison that liquefies the prey's insides, dealing 1d6 points of Constitution damage each round the hold is maintained. At Constitution 0, a creature dies as its bones and internal organs are liquefied.

Creatures without internal organs or Constitution scores are immune to the ability damaging effects of the assassin bug's liquefy organs attack.

Sticky Pads (Ex): An assassin bug's forelegs are covered in thousands of tiny hairs that secrete a sticky residue aiding the creature in climbing as well as securing its prey. An assassin bug has a +4 racial bonus on Climb checks and on grapple checks (already figured into its statistics block).

Skills: An assassin bug has a +8 racial bonus on Climb checks and can always take 10 on a Climb check even if rushed or threatened.



BACCAE

Medium Fey	
Hit Dice:	3d6+3 (13 hp)
Initiative:	+3
Speed:	30 ft. (6 squares)
Armor Class:	15 (+3 Dex, +2 natural), touch 13, flat-footed 12
Base Attack/Grapple:	+1/+3
Attack:	Greatclub +3 melee (1d10+3) or claw +3 melee (1d4+2)
Full Attack:	Greatclub +3 melee (1d10+3) and bite -2 melee (1d6+1) or 2 claws +3 melee (1d4+2) and bite -2 melee (1d6+1)
Space/Reach:	5 ft./5 ft.
Special Attacks:	Beast form, charming gaze, rage
Special Qualities:	Damage reduction 5/cold iron, low-light vision
Saves:	Fort +2, Ref +6, Will +2
Abilities:	Str 14, Dex 16, Con 12, Int 10, Wis 8, Cha 16
Skills:	Bluff +7, Diplomacy +7, Escape Artist +8, Knowledge (religion) +4, Knowledge (the planes) +4, Listen +5, Move Silently +6, Spot +5, Use Rope +3
Feats:	Weapon Focus (bite), Weapon Focus (greatclub)
Environment:	Any forest and hills
Organization:	Solitary, pair, gang (2-4), bacchanal (11-20 plus one cleric of 3rd-6th level)
Challenge Rating:	3
Treasure:	Standard
Alignment:	Any chaotic (usually chaotic neutral)
Advancement:	By character class
Level Adjustment:	+3

An attractive woman with long flowing, rich, red hair and emerald green eyes seductively moves toward you. She wears a billowy white robe emblazoned with archaic symbols and runes.

The handmaidens of Baccus-Dionysus are known as the baccae. Some say they were once his priestesses who succumbed to the madness of the grape. Others say they were a race of fey created by him who reflects his ever-changing emotions. When in peaceful playful moods, these women are comely and attractive with long hair the color of red wine. Baccae carry jugs of wine which quickly make the imbibers become complacent around them as if under the influence of a *calm emotions* spell (caster level 8th).

Baccae are a reclusive race of fey who spend their time in their forested lair away from humankind. While friendly toward humans and humanoids that share their alignment, they spend most of their time associating with others of their race and other fey creatures of the same or similar alignment. Though chaotic by nature, evil baccae are a rare sight as most lean toward a neutral disposition. Those with evil tendencies are shunned by others of their own race and often attacked on sight. (Evil baccae are known to associate with quicklings on occasion, if the agreement mutually benefits both parties involved). Good-aligned baccae, while rare, often associate with druids, elves, and other good-aligned fey creatures.

“Beautiful and seductive, the baccae came bearing jugs of wine, and clubs. When we began to imbibe their sweet liquor we thought it odd such ladies as these carried clubs. Such thoughts were soon forgotten, until the wilding began.”

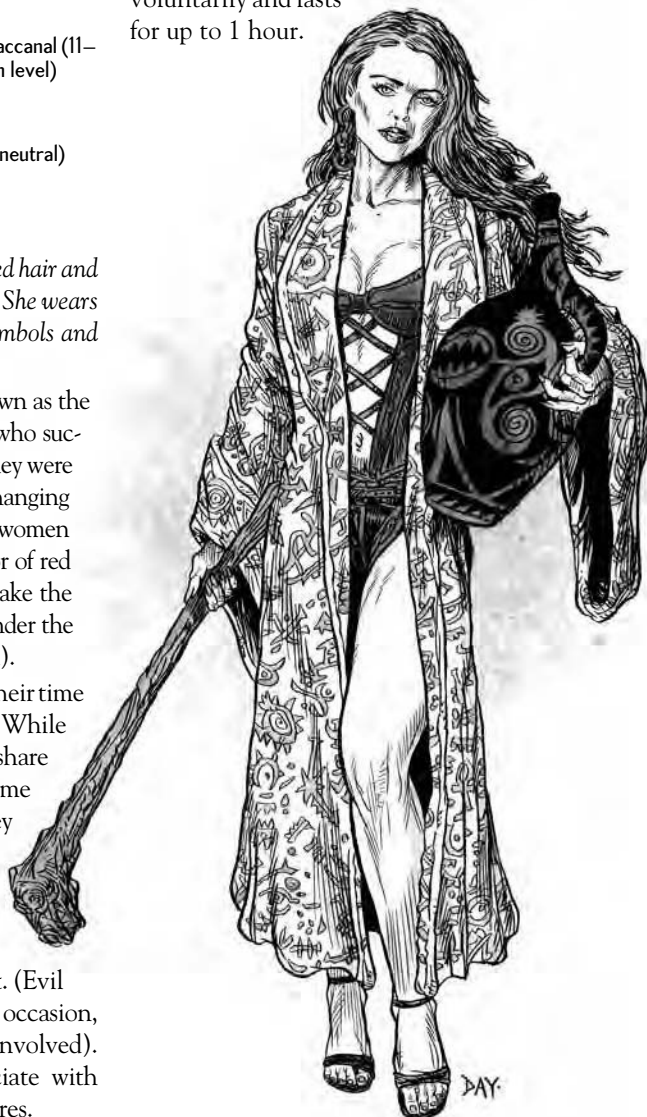
A baccae stands between 5 and 6 feet tall and weighs around 120 to 130 pounds. Her hair is always long and free flowing (baccae never pull it back) and always red. Eye color is either green or commonly blue. Baccae dress in loose-fitting robes of greens, browns, and tans.

A baccae speaks Common and Sylvan.

Combat

When enraged, a baccae's visages become beastlike and it attacks anything in sight with its greatclub, fangs, and claws.

Beast Form (Su): When angered or intoxicated, a baccae takes on a beast-like visage, growing sharpened fangs and claws. This transformation cannot be ended voluntarily and lasts for up to 1 hour.



Charming Gaze (Su): In human form, a baccae's gaze can charm any creature meeting her gaze and within 30 feet. An affected creature can attempt a DC 14 Will save to resist the effects. If the save fails, the opponent acts as if affected by a *charm person* spell (caster level equals the baccae's HD). A baccae can suppress this ability as a free action. The save DC is Charisma-based.

Rage (Su): Once per day, a baccae in beast form can fly into berserk frenzy. This frenzy lasts for 1 minute (10 rounds). In this rage, she gains temporary bonuses to her ability scores: +4 Strength, +4 Constitution. She likewise gains a +2 morale bonus on Will saves, but takes a -2 penalty to Armor Class. A baccae cannot voluntarily end her rage.

Baccae Society

The baccae are a fey race known for their wild indulgences and extremes of emotion. The baccae brew their own wine which is used in their bacchanals. This wine, called the Wine of Baccus-Dionysus is the center of their worship to these strange fey.

The wine has the effect of a *calm emotions* spell and requires the drinker to succeed on a DC 13 Fortitude save that increases by +1 for every cup of wine consumed. The baccae themselves have a 5% chance per cup imbibed of unleashing their bestial form and falling into a rage, attacking any non-baccae in their midst, starting with males.

BAOBHAN SITH

Medium Fey

Hit Dice: 9d6+12 (43 hp)

Initiative: +2

Speed: 30 ft. (6 squares)

Armor Class: 17 (+2 Dex, +5 natural), touch 12, flat-footed 15

Base Attack/Grapple: +4/+6

Attack: Claw +6 melee (1d4+2)

Full Attack: 2 claws +6 melee (1d4+2) and bite +1 melee (1d4+1)

Space/Reach: 5 ft./5 ft.

Special Attacks: Blood drain, captivating dance, dying words, spell-like abilities

Special Qualities: Damage reduction 5/cold iron, low-light vision, SR 18

Saves: Fort +5, Ref +8, Will +9

Abilities: Str 14, Dex 15, Con 13, Int 16, Wis 16, Cha 18

Skills: Bluff +16, Craft (any two) +12, Diplomacy +8, Disguise +4 (+6 acting), Escape Artist +13, Intimidate +6, Knowledge (nature) +15, Listen +16, Move Silently +13, Perform (any one) +16, Sense Motive +13, Spot +16, Survival +3 (+5 aboveground), Use Rope +2 (+4 with bindings)

Feats: Alertness, Dodge, Great Fortitude, Toughness

Environment: Any forest

Organization: Solitary

Challenge Rating: 6

Treasure: Standard

Alignment: Always chaotic evil

Advancement: 10–18 HD (Medium) or by character class

Level Adjustment: +4

enough to a populated area that the baobhan sith can feed when hungry. Their lairs are typically clean; the monsters have disposed of the rotting corpses of past victims. They are solitary creatures and never work in groups. Baobhan siths each have their own hunting ground and to intrude on another's is certain death.



This creature appears as a female elf with pearl white skin, golden hair, and eyes of emerald. Her figure is sleek and curved and she moves with a cat-like grace.

Baobhan sith (bavaan shee) are evil female fey that feed on the blood of living creatures. By entrancing creatures with their dance, they lure men to their deaths. Baobhan sith are always female; no males of this race are known to exist.

These creatures are generally found in remote locations such as unclaimed forests or overgrown and ruined keeps, castles, or the like; always a secluded location, but close

Baobhan siths prefer to use their abilities against male humanoids, particularly elves or humans. They generally avoid dwarves and halflings, though if food is scarce they have no qualms about draining the blood of just about any living creature. They do not drink the blood of animals; no matter how hungry they are, as they see this as primitive and savage.

A baobhan sith stands 5 to 5-1/2 feet tall and weighs roughly 120 pounds. Her hair ranges in color from black or brown to golden yellow. Eye color varies but is usually brown or green. A baobhan sith wears flowing, loose-fitting robes or tunics of white often tied at the waist with a scarf of red or black.

They speak Common, Elven, and Sylvan.

Combat

A baobhan sith prefers to attack a lone target and generally avoids combat with groups, fleeing if confronted by such a party. Stragglers are often the subject of the baobhan sith's attention if the straggler is far enough behind its comrades.

When first encountered, a baobhan sith opens combat with her captivating dance. Creatures that fail to succumb are entangled. Once she has captivated at least one foe, she moves in and sinks her teeth into its chest or throat and drains blood.

If overwhelmed or outnumbered, the baobhan sith uses her *entangle* ability (if she hasn't already used it) and tries to slip away into the surrounding forest.

Blood Drain (Ex): By making a successful grapple check, a baobhan sith can suck blood from a living

creature. If it pins its foe, it deals bite damage and drains blood, dealing 1d4 points of permanent Constitution drain each round it maintains the pin. At Constitution 0, the victim dies.

Captivating Dance (Su): When a baobhan sith dances, all living creatures within 30 feet that view the rhythmic swaying and movements of her body must succeed on a DC 18 Will save or become utterly enthralled and captivated. Males of any species viewing this dance take a -2 penalty on their saving throw. A creature that makes its save cannot be affected again by the same baobhan sith's captivating dance for one day. The save DC is Charisma-based.

A captivated creature is dazed (cannot attack, but can defend normally). This continues for as long as the baobhan sith dances.

A baobhan sith can move and act normally (including using her spell-like abilities) while maintaining her dance. Once a target is captivated, she usually moves in and drains its blood.

Dying Words (Sp): When a baobhan sith is slain, she utters a curse as a free action (whether it's her turn or not) that affects her killer as if by a *bestow curse* spell (caster level 10th). The target can avoid the curse with a successful DC 18 Will save. If the save fails, the target suffers a -6 effective decrease to its highest ability score. The save DC is Charisma-based.

Spell-Like Abilities: At will—*detect thoughts* (DC 16); 1/day—*entangle* (DC 15) *suggestion* (DC 17). Caster level 10th. The save DCs are Charisma-based.

BEETLE, REQUIEM

Gargantuan Vermin

Hit Dice:	30d8+210 (345 hp)
Initiative:	+1
Speed:	50 ft. (10 squares)
Armor Class:	31 (-4 size, +1 Dex, +24 natural), touch 7, flat-footed 30
Base Attack/Grapple:	+22/+45
Attack:	Claw +29 melee (2d6+11)
Full Attack:	2 claws +29 melee (2d6+11) and bite +24 melee (2d8+5)
Space/Reach:	20 ft./15 ft.
Special Attacks:	Constrict 4d6+11, earth-shaking, improved grab, trample 4d6+16
Special Qualities:	Damage reduction 10/—, darkvision 60 ft., immunity to acid, tremorsense 100 ft., vermin traits
Saves:	Fort +24, Ref +11, Will +10
Abilities:	Str 33, Dex 12, Con 24, Int —, Wis 10, Cha 2
Skills:	Listen +8, Spot +8
Feats:	Cleave ⁸ , Power Attack ⁸
Environment:	Warm mountains and underground
Organization:	Solitary
Challenge Rating:	18
Treasure:	None
Alignment:	Always neutral
Advancement:	31–60 HD (Gargantuan); 61–90 HD (Colossal)
Level Adjustment:	—

This massive beetle has a dark red carapace, blackish-red wing covers, and black legs. Two large claw-like pincers protrude from its front slashing and ripping the very air around the creature. Its oversized mandibles are dark reddish-black.

Requiem beetles are beetles of enormous size reaching lengths of 100 feet or more. They make their lairs in remote mountainous regions or deep underground in massive caverns. A typical lair contains a solitary creature (no two have ever been encountered together). Mating and reproduction rituals and methods among requiem beetles are unknown to sages, though it is generally accepted that requiem beetles follow other similar beetle and vermin mating patterns.

These monsters sustain themselves on a diet of mosses, fungi, lichens, molds, and oozes. Their natural immunity to acid allows them to kill and digest most oozes without bother. Requiem beetles are mindless hunters, like other vermin, and simply kill and eat whatever they come across. When they deplete an area of its food source they simply move to another location.

Requiem beetles measure about 40 feet long and weigh about 18 tons.

Combat

A requiem beetle charges into combat attempting to trample as many of its opponents as it can. It uses

its massive pincers in battle to cut and tear its opponents or grab and squeeze them. Once a requiem beetle grabs a foe it rarely lets go until either it or the opponent is dead. If forced to flee, a requiem beetle does not release its prey, but instead, carries it off with it.

Constrict (Ex): A requiem beetle deals automatic claw damage with a successful grapple check.

Earth-Shaking (Ex): Whenever a requiem beetle moves more than 10 feet in a round, all creatures within 10 feet of the requiem beetle must succeed on a DC 34 Reflex save or fall prone. The save DC is Strength-based.

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



Trample (Ex): Reflex DC 34 half. The save DC is Strength-based.

Tremorsense (Ex): A requiem beetle can automatically pinpoint the location of anything within 100 feet that is in contact with the ground.

Skills: Requiem beetles have a +8 racial bonus on Listen and Spot checks.

BICLOPS

	Biclops
	Huge Giant
Hit Dice:	16d8+96 (168 hp)
Initiative:	+1
Speed:	30 ft. in hide armor (6 squares); base speed 40 ft.
Armor Class:	24 (–2 size, +1 Dex, +12 natural, +3 hide), touch 9, flat-footed 23
Base Attack/Grapple:	+12/+30
Attack:	Longsword +20 melee (3d6+10, 19–20/x2) or spear +11 ranged (3d6+10, crit x3) or rock +12 ranged (2d8+10)
Full Attack:	2 longswords +20/+15/+10 melee (3d6+10, 19–20/x2) or 2 spears +11 ranged (3d6+10, crit x3) or 2 rocks +12 ranged (2d8+10)
Space/Reach:	15 ft./15 ft.
Special Attacks:	Rock throwing
Special Qualities:	Low-light vision, rock catching, superior two-weapon fighting
Saves:	Fort +16, Ref +6, Will +6
Abilities:	Str 31, Dex 12, Con 23, Int 10, Wis 14, Cha 10
Skills:	Climb +18, Craft (any one) +6, Intimidate +16, Listen +10, Search +8, Spot +10
Feats:	Awesome Blow, Cleave, Improved Bull Rush, Improved Overrun, Menacing, Power Attack
Environment:	Temperate and warm mountains
Organization:	Solitary, pair, gang (2–4), or clan (5–8)
Challenge Rating:	12
Treasure:	Standard
Alignment:	Usually neutral
Advancement:	By character class
Level Adjustment:	+5

Biclops Hero, 4th-Level Fighter

	Huge Giant
	16d8+128 plus 5d10+40 (267 hp)
	+1
	30 ft. in chainmail armor (6 squares); base speed 40 ft.
	26 (–2 size, +1 Dex, +12 natural, +5 masterwork chainmail), touch 9, flat-footed 25
	+16/+37
	Longsword +28 melee (3d6+13, 17–20/x2) or spear +15 ranged (3d6+13, crit x3) or rock +16 ranged (2d8+13)
	2 longswords +28/+23/+18/+13 melee (3d6+13, 17–20/x2) or 2 spears +15 ranged (3d6+13, crit x3) or 2 rocks +16 ranged (2d8+13)
	15 ft./15 ft.
	Rock throwing
	Low-light vision, rock catching, superior two-weapon fighting
	Fort +22, Ref +7, Will +7
	Str 37, Dex 12, Con 26, Int 10, Wis 14, Cha 10
	Climb +17, Craft (any one) +6, Intimidate +27, Listen +10, Search +8, Spot +10
	Awesome Blow, Cleave, Improved Bull Rush, Improved Critical (longsword), Improved Overrun, Improved Sunder, Menacing, Power Attack, Quick Draw, Weapon Focus (longsword)
	Temperate and warm mountains
	Solitary, pair, gang (2–4), or clan (5–8)
	16
	Standard
	Usually neutral
	By character class
	+5

At first glance this monstrosity appears to be a filthy ettin of huge size. On closer inspection the true nature of the creature is revealed as it has but one eye in the center of each ugly head.

Despite their appearance biclops are generally peaceable creatures who live by hunting and herding giant longhorn sheep, which they keep for milk and wool. They are feared by less intelligent giants such as hill giants and trolls whom they beat to death on sight. Biclops have good relations with stone giants whom they trade finished metal weapons and goat cheese in exchange for raw ore and gold.

Adult male biclops stand about 16 feet tall and weigh about 4,500 pounds. Females are slightly shorter and lighter. Both male and female dress in clothes made of dark or dull colors (browns, greens, and dark reds usually). Biclops skin ranges from ruddy brown to cinnamon and eye color is usually blue. Hair color is almost universally dark though occasionally a fair-haired biclops is born (such a biclops is viewed as someone special among his or her own kind). Warriors and protectors often wear hide armor (and sometimes metal armor) and always carry weapons.

Biclops speak Giant. Those with above average intelligence usually speak Common. A biclops can live to be 350 years old.

Combat

Biclops fight with twin long swords, hacking foes to pieces with mighty cleaving chops. If given advanced warning they tend to chase off intruders with well aimed rocks hurled from great heights or crushing them beneath controlled avalanches.

Rock Throwing (Ex): Adult biclops' are accomplished rock throwers and receive a +1 racial bonus on attack rolls when throwing rocks. A biclops can hurl rocks weighing 60 to 80 pounds (Medium objects).

Rock Catching (Ex): A biclops can catch Small, Medium, or Large rocks (or projectiles of similar shape). Once per round, a biclops that would normally be hit by a rock can make a

Reflex save to catch it as a free action. The DC is 15 for Small rock, 20 for a Medium one, and 25 for a Large one. (If the projectile provides a magical bonus on attack rolls, the DC increases by that amount.) The biclops must be ready for and aware of the attack in order to make a rock catching attempt.

Superior Two-Weapon Fighting (Ex): A biclops fights with a longsword or spear in each hand. Because each of its two heads controls an arm, the biclops does not take a penalty on attack or damage rolls for attacking with two weapons.

Skills: A biclops's two heads give it a +2 racial bonus on Listen, Spot, and Search checks.

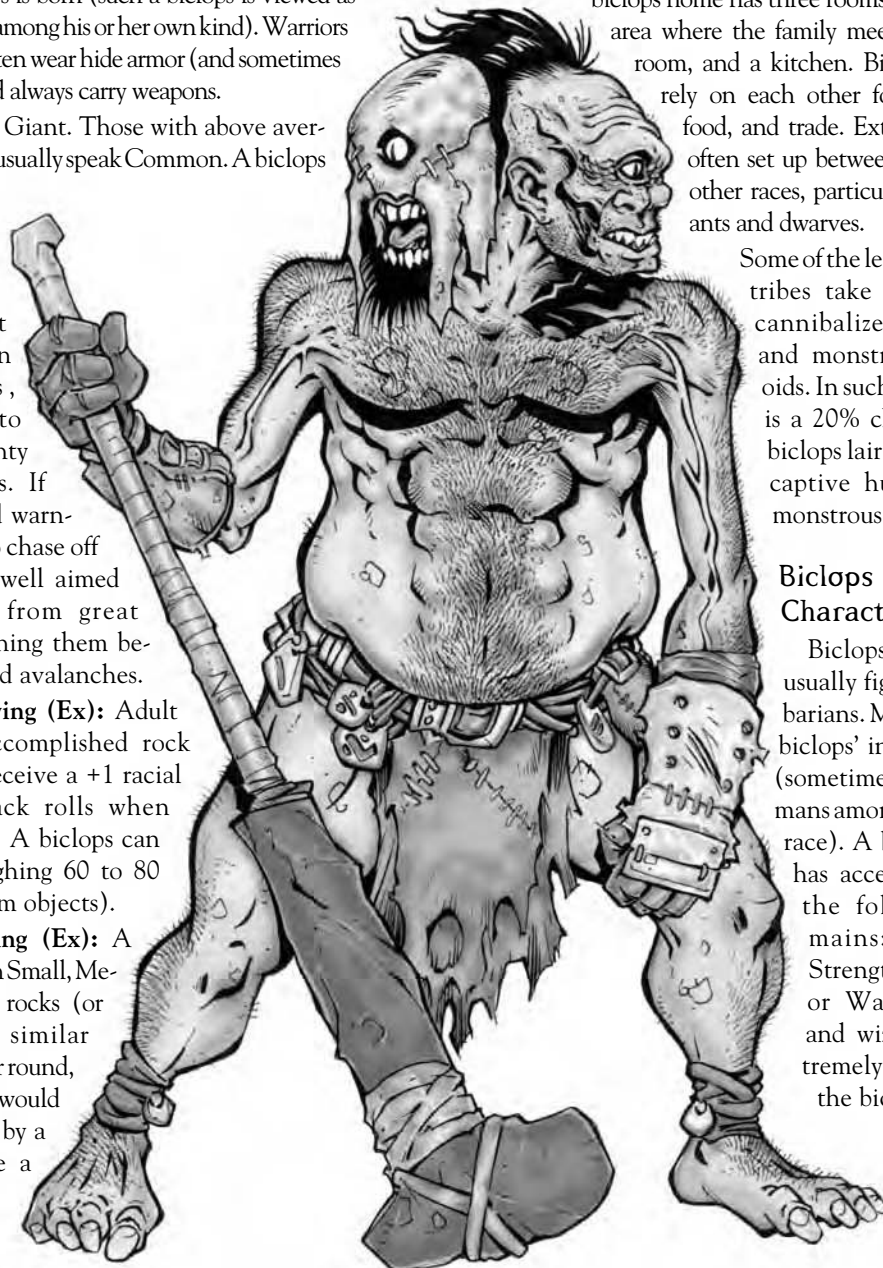
Biclops Society

Biclops live in tribe-like communities deep within hills and mountains constructing their homes from the stones and lumber of their environment. A typical biclops home has three rooms: a communal area where the family meets, a sleeping room, and a kitchen. Biclops families rely on each other for protection, food, and trade. External trade is often set up between biclops and other races, particularly stone giants and dwarves.

Some of the less "reputable" tribes take prisoners or cannibalize humanoids and monstrous humanoids. In such a case, there is a 20% chance that a biclops lair contains 1d4 captive humanoids or monstrous humanoids.

Biclops Characters

Biclops leaders are usually fighters or barbarians. Most groups of biclops' include clerics (sometimes called shamans among the biclops race). A biclops cleric has access to two of the following domains: Earth, Strength, Trickery, or War. Sorcerers and wizards are extremely rare among the biclops race.



BLOOD BUSH

Small Plant

Hit Dice:	6d8+30 (57 hp)
Initiative:	+0
Speed:	0 ft. (immobile)
Armor Class:	18 (+1 size, +7 natural), touch 11, flat-footed 18
Base Attack/Grapple:	+4/+2
Attack:	Tendrils +7 melee (1d4+2) or flower dart +5 ranged (1d2+2 plus implant)
Full Attack:	4 tendrils +7 melee (1d4+2) or 6 flower darts +5 ranged (1d2+2 plus implant)
Space/Reach:	5 ft./5 ft.
Special Attacks:	Flower dart, implant
Special Qualities:	Blindsight 30 ft., immunity to electricity, plant traits, resistance to cold 10, resistance to fire 10, sonic vulnerability
Saves:	Fort +10, Ref +2, Will +2
Abilities:	Str 15, Dex 10, Con 20, Int —, Wis 12, Cha 8
Skills:	—
Feats:	—
Environment:	Temperate forests
Organization:	Solitary or cluster (2–4)
Challenge Rating:	4
Treasure:	None
Alignment:	Neutral
Advancement:	7–11 HD (Medium); 12–18 HD (Large)
Level Adjustment:	—

This creature appears as a 3-foot tall flowering bush with a thick trunk and small whip-like branches. Each branch is topped with a blood-red flower and deep, rich green leaves.

The blood bush is a fell plant creature cursed by a wizard in times past. It is named for its blood-red flowers and its thorny blood-red seeds. A blood bush is sometimes referred to as a “grave marker plant” because a creature that encounters it, and fails to see the danger this sinister plant presents, rarely lives to tell about it.

A blood bush can only be grown from a seed that has germinated inside the warm body of a Small or larger animal. Roots from the germinating seed kill the host and use the nutrients provided to grow rapidly into a deadly plant. A number of nobles use this horrid plant as a deterrent against thieves and robbers, sometimes creating entire hedges of these plants.

A blood bush appears as a flowering bush about 3 feet tall. Its thick trunk quickly splits off into many smaller, whip-like branches, each topped with a blood-red flower surrounded by deep green leaves. Blood bush seeds can be sold for about 20 gp each on the open market; collecting them and living to earn the money they bring is not the easiest of tasks.

Combat

When a blood bush detects a warm-blooded creature within 20 feet, it fires a volley of flower darts at the creature, attempting to implant it with its seeds. A creature that dies from the blood bush’s seed implantation rapidly decomposes, and a new blood bush springs up in the area within four days. Living creatures within 5 feet of a blood bush are slashed and cut with its four whip-like tendrils.

Flower Dart (Ex): As a standard action, a blood bush can launch a barrage of six flower darts (make an attack roll for each dart). This attack has a range of 40 feet with no range increment. All targets must be within 30 feet of each other. The creature can launch only 30 such darts in one day.

Implant (Ex): A creature hit by one of the blood bush’s flower darts is implanted with one of its seeds. A seed quickly germinates as follows:

Round	Effect
First	DC 18 Will save or flee in fear for 1d6 rounds
Third	Paralysis for 1d4+2 rounds; DC 18 Fortitude negates
Fifth	Wounding: 1 point of Constitution damage per minute until the seed is removed or destroyed.



A seed can be removed safely up to five rounds after implantation with a successful DC 18 Heal check or by cutting it from the victim (dealing 1d2 points of damage); otherwise only a *remove disease* spell destroys an implanted seed. The save DCs and check DC are Constitution-based.

Blindsight (Ex): A blood bush has no visual organs but can ascertain all foes within 30 feet using sound, scent, and vibration.

Sonic Vulnerability (Ex): A blood bush that is subjected to a sonic-based attack or effect (such as a *shout* spell) loses its blindsight ability and is effectively blinded (as the *blindness* spell) for a 1d4+6 rounds.

BLOOD WIGHT

Large Undead	
Hit Dice:	12d12+36 (114 hp)
Initiative:	+6
Speed:	30 ft. (6 squares)
Armor Class:	21 (–1 size, +2 Dex, +10 natural), touch 11, flat-footed 19
Base Attack/Grapple:	+6/+15
Attack:	Claw +11 melee (1d8+5 plus wounding)
Full Attack:	2 claws +11 melee (1d8+5 plus wounding)
Space/Reach:	10 ft./10 ft.
Special Attacks:	Engulf, wounding
Special Qualities:	Damage reduction 10/bludgeoning and magic, darkvision 60 ft., fast healing 5, resistance to fire 10, undead traits, +4 turn resistance
Saves:	Fort +4, Ref +6, Will +9
Abilities:	Str 21, Dex 15, Con —, Int 13, Wis 13, Cha 16
Skills:	Climb +20, Escape Artist +17, Listen +18, Move Silently +10, Search +16, Spot +18, Survival +1 (+3 following tracks), Use Rope +2 (+4 with bindings)
Feats:	Alertness, Death's Blessing, Improved Initiative, Power Attack, Weapon Focus (claw)
Environment:	Any
Organization:	Solitary or pair
Challenge Rating:	9
Treasure:	None
Alignment:	Always chaotic evil
Advancement:	13–24 HD (Large); 25–36 HD (Huge)
Level Adjustment:	—

This creature looks like a tattered and desiccated humanoid about 8 feet covered in fresh blood which seems to ooze and weep from its body. Its clothes hang in rags and are soaked in blood as well. Its hands end in sharpened claws and its eyes display no signs of life.

When a living creature bleeds to death on unholy ground, its corpse sometimes returns to life as a blood wight. Evil priests of Orcus, Jubilex, Lucifer and various other demon princes and devil lords often hold dark rituals where they bleed a living creature to death in order to create a blood wight. Blood wights generally detest living creatures, but if created by a clerical or necromantic ritual, the created blood wight will not harm its creator (unless attacked first). Blood wights are solitary creatures though

occasionally more than one of these creatures is encountered (particularly when they have been created by an evil cleric or necromancer).

A blood wight stands 8 to 10 feet tall and weighs 400 to 550 pounds. It appears much as it did in life but its body constantly weeps and oozes blood, even leaving footprints as it moves across the ground. Blood wights that could speak in life retain the knowledge of all languages they knew, but for the most part blood wights do not communicate either with others of their kind or with living creatures (including their creator).

Combat

A blood wight enters combat slashing with its claws. Given a chance, it grabs the closest opponent and engulfs it, holding it inside its body until it drowns. Drowned foes are ejected from the blood wight's body into a heap on the ground (the blood wight later devours any creature it kills).



A blood wight's natural weapons are treated as magic weapons for the purpose of overcoming damage reduction.

Engulf (Ex): A blood wight can try to wrap a Medium or smaller creature in its body as a standard action. The blood wight attempts a grapple check that does not provoke an attack of opportunity. If it wins the grapple check, it establishes a hold and claws its opponent with a +4 bonus on the attack roll.

Attacks that hit an engulfing blood wight deal half their damage to the monster and half to the trapped victim.

An engulfed victim must hold its breath as long as it remains trapped or begin to drown (see the *DMG* for the rules on drowning).

A trapped victim can break free with a successful grapple check. A Large blood wight's body can engulf 1 Medium, 2 Small, 4 Tiny, 16 Diminutive, or 32 Fine or smaller opponents.

Wounding (Ex): The damage dealt by a blood wight's claw attack causes a persistent wound that bleeds for 1 hit point per round thereafter. Multiple wounds do not result in cumulative bleeding. The blood loss can be stopped by a DC 16 Heal check or the application of a *cure* spell or some other healing magic. The check DC is Constitution-based.

Skills: Because its body is covered in blood, a blood wight can easily escape most bonds and confinements. It gains a +8 racial bonus on Escape Artist checks.

BOGEYMAN

Medium Undead (Incorporeal)

Hit Dice:	8d12 (52 hp)
Initiative:	+7
Speed:	30 ft. (6 squares)
Armor Class:	16 (+3 Dex, +3 deflection), touch 16, flat-footed 13
Base Attack/Grapple:	+4/—
Attack:	Incorporeal touch +7 melee (1d6)
Full Attack:	Incorporeal touch +7 melee (1d6)
Space/Reach:	5 ft./5 ft.
Special Attacks:	Bump in the night, frighten
Special Qualities:	Darkvision 60 ft., incorporeal traits, shadow shift, undead traits, +2 turn resistance
Saves:	Fort +2, Ref +5, Will +8
Abilities:	Str —, Dex 17, Con —, Int 14, Wis 14, Cha 16
Skills:	Hide +14, Intimidate +14, Listen +15, Search +13, Sense Motive +13, Spot +15
Feats:	Ability Focus (bump in the night), Alertness, Improved Initiative
Environment:	Any
Organization:	Solitary
Challenge Rating:	6
Treasure:	None
Alignment:	Always chaotic (usually neutral)
Advancement:	9–16 HD (Medium)
Level Adjustment:	—

This creature resembles a man-sized translucent humanoid with delicate features not unlike those of a child. It wears flowing robes tied at the waist with a sash made of the same incorporeal stuff it is. The creature's face shows no emotion.

Bogeymen are the stuff of legends: creatures created in the minds of parents who relayed stories about incorporeal ghosts coming to carry their children off if they didn't go to bed when they were supposed to, didn't do their chores when asked, and so on. The apparitional bogeyman's ties to the land of the living are a result of these stories.

By their very nature, bogeymen are not evil. They derive more pleasure from tormenting and harassing an opponent rather than outright killing it. Generally if a bogeyman reduces a living creature to a

comatose state (by draining its Wisdom) it leaves it where it falls. Bogeymen feed off the fear and madness induced in living creatures rather than their blood, life force, or flesh.

A bogeyman stands about 6 feet tall and appears as an incorporeal humanoid with a child-like countenance and delicate features. Its robes and sash seem to constantly billow and blow as if by some unseen breeze.

A bogeyman speaks Common and two other languages (usually Sylvan and Goblin).



Combat

A bogeyman rarely confronts a party of adventurers, preferring to attack a lone individual when it is most vulnerable. Bogeymen always attack at night; none have ever been encountered during daylight hours. A bogeyman that fancies a creature may stalk that being for days, torturing it with its bump in the night ability before finally driving the victim completely mad.

Bump in the Night (Su): A bogeyman can create a phantasmagoric image in the mind of a single creature within 200 feet. Such images cause the victim to see and hear things that are not really there or to see and hear things differently than they actually are. Things such as following footsteps, bumps and thumps from an unknown source, a gnarled tree with outstretched limbs scratching on a window or reaching for someone, the idea that someone or something is lurking around the corner, in the closet, or under the bed, and so on.

A creature affected by the images takes 1d4 points of Wisdom damage if it fails a DC 19 Will save. The save DC is Charisma-based and includes a +2 bonus from the

bogeyman's Ability Focus feat. The bogeyman can use this ability once every 1d4 rounds.

A creature who drops to Wisdom 0 is affected as if by an *insanity* spell (caster level 8th) until at least 1 point of Wisdom is restored.

Frighten (Su): A living creature within 60 feet that views a bogeyman must succeed on a DC 17 Will save or stand frozen in fear for 1d6+2 rounds. Such a creature is not helpless, but cannot take any action. A creature that successfully saves cannot be affected again by the same bogeyman's frighten ability for one day. The save DC is Charisma-based.

Shadow Shift (Su): A bogeyman has the ability to travel between shadows as if by means of a *dimension door* spell. The limitation is that the magical transport must begin and end in an area with at least some shadow. A bogeyman can shift up to a total of 80 feet each day in this way; this may be a single jump of 80 feet or multiple jumps of 10 feet each. This amount can be split among many jumps, but each one, no matter how small, counts as a 10-foot increment.

BONENEEDLE

	Lesser Boneneedle	Greater Boneneedle
	Small Vermin	Medium Vermin
Hit Dice:	3d8+3 (16 hp)	9d8+18 (58 hp)
Initiative:	+3	+2
Speed:	20 ft. (4 squares), climb 20 ft.	30 ft. (6 squares), climb 20 ft.
Armor Class:	16 (+1 size, +3 Dex, +2 natural), touch 14, flat-footed 13	16 (+2 Dex, +4 natural), touch 12, flat-footed 14
Base Attack/Grapple:	+2/-3	+6/+7
Attack:	Bite +6 melee (1d4-1 plus marrow poisoning)	Bite +8 melee (1d6+1 plus marrow poisoning)
Full Attack:	Bite +6 melee (1d4-1 plus marrow poisoning)	Bite +8 melee (1d6+1 plus marrow poisoning)
Space/Reach:	5 ft./5 ft.	5 ft./5 ft.
Special Attacks:	Marrow poisoning	Marrow poisoning
Special Qualities:	Aversion to daylight, crowd, darkvision 60 ft., low-light vision, vermin traits	Aversion to daylight, darkvision 60 ft., low-light vision, vermin traits
Saves:	Fort +4, Ref +4, Will +2	Fort +8, Ref +5, Will +4
Abilities:	Str 8, Dex 17, Con 12, Int —, Wis 12, Cha 3	Str 12, Dex 15, Con 14, Int —, Wis 12, Cha 3
Skills:	Climb +11, Hide +13, Listen +5, Move Silently +9	Climb +10, Hide +8, Listen +5, Move Silently +8
Feats:	Weapon Finesse ^B	Weapon Finesse ^B
Environment:	Any underground	Any underground
Organization:	Pack (2-4), cluster (5-8), or nest (12-24 plus 2-4 greater boneneedles)	Solitary, pack (1-3 plus 3-6 lesser boneneedles), or nest (2-4 plus 12-24 lesser boneneedles)
Challenge Rating:	2	4
Treasure:	10% standard	10% standard
Alignment:	Always neutral	Always neutral
Advancement:	4-6 HD (Small); 7-9 HD (Medium)	—
Level Adjustment:	—	—

This creature is about 3 feet in diameter and resembles a bloated yellow bag of pulpy flesh with eight spidery legs. It has two long sharply-curved mandibles protruding from one end of it which you can assume is the front, though the creature seems to be lacking both eyes and a mouth.

Boneneedles are eyeless, bone white creatures that resemble a blob of semi-translucent flesh with eight spindly, spider-like legs. These creatures feed on bone marrow and their lairs are always scattered with leg bones, arm bones, spinal columns and the like from once

living creatures; both humanoid and animal. They make their lairs deep underground and avoid natural daylight, though some brave the surface world and venture from their lairs at night. These creatures rarely foray into the outside world, so such encounters are rare, and will always be with more than one boneneedle.

Boneneedles tend to congregate in clusters or packs and a typical lair can contain many of these creatures. They have no social structure and simply rely on one another for hunting and feeding. Any young boneneedles present are generally non-threatening as they lack the deadly mandibles that adults possess.

Boneneedles are bloated, yellowish-white blobs of rubbery flesh with spidery legs of black or gold. The mandibles are glossy-black and hollow, and aid the boneneedle in piercing its prey's flesh and bone and siphoning off its meal. When feeding, the boneneedle's fleshy form pulsates and expands. After feeding, its form becomes less translucent and takes on a sickly yellow color.

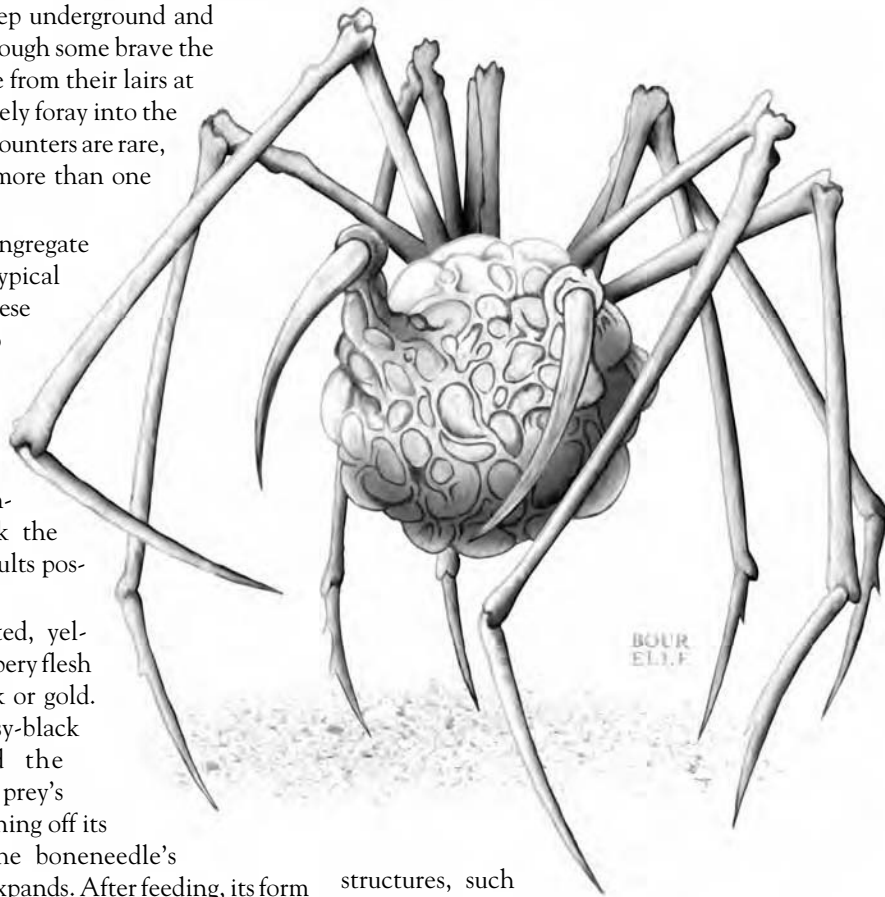
Combat

Boneneedles are highly aggressive and opportunistic hunters. Using their coloration, they hide among the piles of bones in their lair and wait for living creatures to wander close by. When prey comes within range, the boneneedle darts from its hiding place and bites. If subjected to natural daylight, boneneedles flee from the source of the light in the most direct route possible.

Marrow Poisoning (Ex): The bite of a boneneedle secretes a thick, syrupy neurotoxin that destroys flesh and quickly breaks down bone. The chemical reaction causes the bones to weaken and become brittle.

An opponent bitten by a boneneedle must succeed on a DC 12 Fortitude save or take 1d4 points of Dexterity damage. In addition, on a failed save, the opponent's bones weaken, and it takes an extra 1 point of damage from any crushing or bludgeoning attack until all Dexterity damage dealt by marrow poisoning is healed. Cumulative bites do not increase the amount of extra damage beyond 1 point. The save DC is Constitution-based.

An opponent reduced to Dexterity 0 dies as its bones become too brittle to support its weight thus causing its body to collapse in on itself. Creatures without bone



structures, such as constructs (except those crafted from bone), oozes, and plants, are immune to the effects of marrow poisoning.

Aversion to Daylight (Ex): Boneneedles shun all light. If exposed to natural sunlight (not merely a *daylight* spell), they take a -4 penalty on all attack rolls, saving throws, and skill checks.

Crowd (Ex): These monsters crawl over each other in an attempt to swarm an opponent. Up to three boneneedles can occupy a single 5-foot space.

Skills: Boneneedles have a +8 racial bonus on Climb checks and can always take 10 on a Climb check, even if rushed or threatened. They use their Dexterity or Strength modifier on Climb checks, whichever is better. Boneneedles have a +6 racial bonus on Hide and Move Silently checks and a +4 racial bonus on Listen checks.

Greater Boneneedle

This is a larger version of the standard boneneedle. It is often found acting as the queen or king within a nest.

Marrow Poisoning (Ex): 1d6 Dexterity damage, Fortitude DC 16. In addition, on a failed save, the opponent's bones weaken, and it takes an extra 2 points of damage from any crushing or bludgeoning attack until all Dexterity damage dealt by marrow poisoning is healed. Cumulative bites do not increase the amount of extra damage beyond 2 points.

BRUME

Large Aberration (Evil, Extraplanar)

Hit Dice:	13d8+52 (110 hp)
Initiative:	+7
Speed:	20 ft. (4 squares), fly 40 ft. (average)
Armor Class:	21 (–1 size, +3 Dex, +9 natural), touch 12, flat-footed 18
Base Attack/Grapple:	+9/+14
Attack:	Claw +12 melee (1d6+1 plus 1d6 Cha)
Full Attack:	2 claws +12 melee (1d6+1 plus 1d6 Cha)
Space/Reach:	10 ft./10 ft.
Special Attacks:	Charisma damage, memory loss, spell-like abilities
Special Qualities:	Damage reduction 10/magic, darkvision 60 ft., immunity to poison, insubstantial form, lifesense 120 ft., natural invisibility
Saves:	Fort +8, Ref +7, Will +10
Abilities:	Str 13, Dex 16, Con 19, Int 14, Wis 14, Cha 17
Skills:	Bluff +16, Diplomacy +5, Disguise +3 (+5 acting), Intimidate +18, Listen +17, Spot +17, Survival +14
Feats:	Alertness, Improved Initiative, Power Attack, Weapon Finesse, Weapon Focus (claw), Track ^B
Environment:	Any
Organization:	Solitary
Challenge Rating:	10
Treasure:	None
Alignment:	Always neutral evil
Advancement:	14–26 HD (Large); 27–39 HD (Huge)
Level Adjustment:	—

This semi transparent being has the appearance of a humanoid wrapped in a soggy funeral shroud. Long claws extend from the arms of the shroud, when its hood is thrown back a nose-less, ear-less face filled with needle like fangs and sunken black eye-sockets that glow with two wicked golden points of light. The creature has no apparent legs, seeming to hover inches from the ground, its “feet” nothing more than foul swirling vapors.

These strange creatures of extraplanar origin dwell within the mists of the Styx, where they are known to strangle the life from the living who finds themselves lost there. Brumes begin tracking enemies which enter their territory, seeking to steal personal effects from their target in an attempt to gain information about its strengths and weaknesses.

Brumes are almost invisible in fog, making them difficult to spot and even harder to kill. They feed off the energy of lost souls, devouring the lost dead of Styx as readily as they do the living, absorbing whatever energy remains in its victims and leaving behind a dried husk in their wake.

Occasionally brumes find their way into the material planes and reside near planar conduits and crossing points that lead into

the Styx. Brumes may be bribed to act as guides through passage into Styx, but usually demand some form of living sacrifice in return.

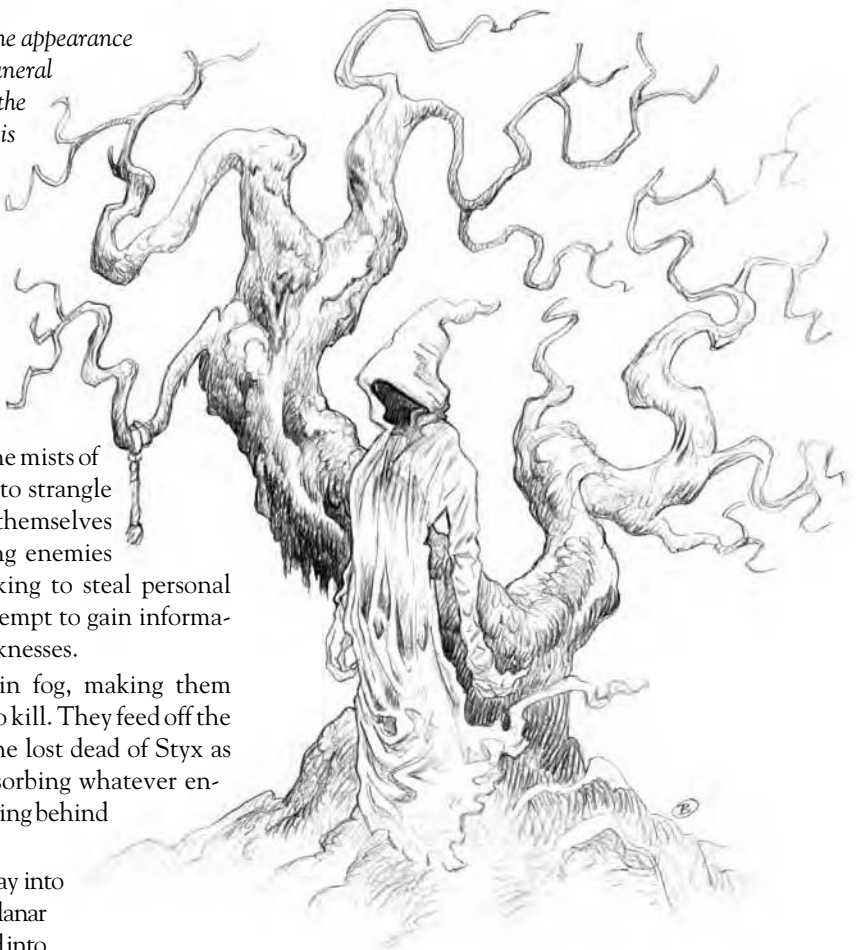
Brume are believed to understand several languages though they are not known to speak.

Combat

Brumes rise from the mists, attacking with claws in an attempt to strangle their enemies silently and unseen. When faced with overwhelming numbers they seek to escape into the fog, where they bide their time, tracking foes over great distance, until such time that their foes leave the misty areas that they call home. Many who have been attacked by a brume and lived have no recollection of having fought them and seem withdrawn from others, having no memory of the attack itself and missing large pieces of their own identity.

A brume’s natural weapons are treated as magic weapons for the purpose of overcoming damage reduction. A brume’s natural weapons, as well as any weapon it wields, are treated as evil-aligned for the purpose of overcoming damage reduction.

Charisma Damage (Su): Any creature touched or hit by a brume takes 1d6 points of Charisma damage. A creature reduced to Charisma 0 by a brume dies.



Memory Loss (Su): An opponent hit by a brume's claw attack must succeed on a DC 20 Will save or forget everything that has happened in the last 1d6 hours (treat this as a *modify memory* spell). The save DC is Constitution-based. Even if the save is successful, the opponent acts as if affected by a *confusion* spell (caster level 13th) for 2d4 hours. The confusion effects can be removed using *break enchantment*, *dispel magic*, or greater magic.

Spell-Like Abilities: 3/day—*fog cloud*, *obscuring mist*. Caster level 13th.

Insubstantial Form (Ex): A brume's insubstantial form gives it immunity to poison and critical hits. It cannot run, wear armor, or enter water or other liquids. It can pass

through holes and small openings—even cracks. It can also occupy spaces occupied by its enemies. (This ability is similar to a *gaseous form* spell—note the brume is not subject to wind effects like the *gaseous form* spell allows.) Any piercing or slashing attack against a brume has a 20% miss chance. Bludgeoning attacks deal damage normally.

Lifesense (Su): A brume can automatically pinpoint the location of any living creature within 120 feet, just as if it possessed the blindsight ability. It also senses the strength of their life force automatically, as if it had cast *deathwatch*.

Natural Invisibility (Ex): A brume is effectively invisible in fog, smoke, or mist. It takes a successful DC 25 Spot check to notice a brume before it attacks.

BRYKOLAKAS

Medium Undead (Aquatic)

Hit Dice:	7d12+14 (59 hp)
Initiative:	+2
Speed:	30 ft. (6 squares), swim 40 ft.
Armor Class:	18 (+2 Dex, +6 natural), touch 12, flat-footed 16
Base Attack/Grapple:	+3/+6
Attack:	Claw +6 melee (1d6+3 plus watery doom)
Full Attack:	2 claws +6 melee (1d6+3 plus watery doom)
Space/Reach:	5 ft./5 ft.
Special Attacks:	Create spawn, death throes, watery doom
Special Qualities:	Alternate form, damage reduction 10/silver, darkvision 60 ft., SR 17, undead traits, water dependency
Saves:	Fort +4, Ref +4, Will +6
Abilities:	Str 17, Dex 15, Con —, Int 10, Wis 12, Cha 14
Skills:	Hide +10, Intimidate +7, Listen +13, Move Silently +10, Search +7, Spot +13, Swim +11
Feats:	Death's Blessing, Great Fortitude, Power Attack
Environment:	Any aquatic
Organization:	Solitary, gang (2–4), or band (1–2 plus 2–4 lacedons per brykolakas)
Challenge Rating:	6
Treasure:	Standard
Alignment:	Always chaotic evil
Advancement:	8–14 HD (Medium); 15–21 HD (Large)
Level Adjustment:	—

This creature appears as a rotting humanoid with bluish-gray skin and blackish, unkempt hair. Its eyes are sunken and gray and its hands end in razor-sharp talons with blackened nails.

Brykolakas are undead creatures that inhabit sunken cities or underwater caves. Their true origin remains a mystery to even the most learned of sages though stories among the learned speak of dark necromantic arts involving ancient magicks and packs of ghouls.

Brykolakas spend much of their time swimming the waves and terrorizing seafarers, boarding ships at night and carrying away unsuspecting passengers and crewmembers. Entire ships have docked in coastal towns, cargo intact, without a single clue as to the whereabouts

or fate of the crew. When such an event occurs, a brykolakas is often blamed, its name being spoken in hushed whispers by the superstitious lest they anger such a creature and bring its wrath to bear on the town.

Some of these creatures lair near coastal towns or villages and occasionally raid such settlements at night, whisking away livestock, children, and the like. Events such as this are rare, but do happen from time to time.

A typical brykolakas stands between 6 to 7 feet tall and weighs 200 to 250 pounds. Its eyes, though gray and dull, often flash with a spark of hatred (usually when it encounters living creatures). The creature most often dresses in flowing and rotting robes and gowns of grays, greens, or blues.

A brykolakas speaks Common.

Combat

A brykolakas likes to attack its foes when they don't suspect it. A single brykolakas has been known to follow a slow-moving ship of living creatures for miles waiting for the right moment to strike. It enters melee slashing and tearing at its foes using its diseased claws. If fighting a land-based creature (such as a humanoid swimming in the water), the brykolakas likes to grapple the foe and quickly dive under the waves, victim in tow, in an attempt to drown its opponent. If encountered with a retinue of lacedons, a brykolakas hangs back while its minions soften up the opponents. The brykolakas then moves in and finishes them off with its claws.

A brykolakas is not a foolish creature. If faced with overpowering odds, it flees at the first opportunity, though sometimes the creature feigns such a retreat to lure its victims in where it springs to the attack again.

Create Spawn (Su): A humanoid or monstrous humanoid killed by a brykolakas rises as a lacedon in 1d4 days under the control of the brykolakas that created it.

Death Throes (Su): When reduced to 0 or less hit points, a brykolakas is destroyed and its body changes into a pool of deadly poison that quickly (1 round) fills a 10-foot cube (if its in the water when de-

stroyed). Creatures within the area must succeed on a DC 15 Fortitude save or take 2d4 points of Dexterity damage. The poison disperses in the next round. The save DC is Charisma-based.

If a brykolakas is slain on land, its body collapses into a puddle of briny liquid that quickly covers a 10-foot square area. The puddle lasts for 1d2 rounds before dispersing. Creatures touching the puddle take the same Dexterity damage described above.

Watery Doom (Su): A brykolakas's claw attacks deliver a virulent disease that breaks down the victim's internal organs (causing internal bleeding and a darkening of the skin). This supernatural disease is called brykolakas fever. The save DC is Charisma-based.

Brykolakas fever—Claw; supernatural disease, Fortitude DC 15 negates, incubation period 1 minute, damage 1d4 Con and 1d4 Dex.

Alternate Form (Su): A brykolakas can assume the shape of a dolphin or manta ray as a standard action. This ability is similar to a *polymorph* spell cast by a 12th-level character, except that the brykolakas does not regain hit points for changing form and must choose from among the forms mentioned here. While in an alternate form, the brykolakas loses its natural claw attack, but it gains the natural weapons and extraordinary special attacks of its new form. It can remain in an alternate



form until it assumes another or until the next sunrise.

Water Dependency

(Ex): A brykolakas can survive out of the water for 6 hours. After that, its body begins drying out and within 1 hour, the brykolakas crumbles into dust unless it can reach saltwater before the hour passes.

Skills: A brykolakas has a +4 racial bonus on Listen, Search, and Spot checks.

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

BUMBLEBEE, GIANT

	Worker	Queen
	Large Vermin	Large Vermin
Hit Dice:	6d8+6 (33 hp)	8d8+16 (52 hp)
Initiative:	+2	+2
Speed:	20 ft. (4 squares), fly 60 ft. (good)	20 ft. (4 squares), fly 60 ft. (good)
Armor Class:	15 (–1 size, +2 Dex, +4 natural), touch 11, flat-footed 13	17 (–1 size, +2 Dex, +6 natural), touch 11, flat-footed 15
Base Attack/Grapple:	+4/+12	+6/+15
Attack:	Sting +7 melee (1d6+5 plus poison)	Sting +10 melee (1d6+7 plus poison)
Full Attack:	Sting +7 melee (1d6+5 plus poison)	Sting +10 melee (1d6+7 plus poison)
Space/Reach:	10 ft./5 ft.	10 ft./5 ft.
Special Attacks:	Poison	Poison
Special Qualities:	Darkvision 60 ft., tremorsense 60 ft., vermin traits	Darkvision 60 ft., tremorsense 60 ft., vermin traits
Saves:	Fort +6, Ref +4, Will +3	Fort +8, Ref +4, Will +3
Abilities:	Str 18, Dex 14, Con 13, Int —, Wis 13, Cha 10	Str 20, Dex 14, Con 15, Int —, Wis 13, Cha 11
Skills:	Spot +5, Survival +1*	Spot +5, Survival +1*
Feats:	—	—
Environment:	Temperate forests and plains	Temperate forests and plains
Organization:	Solitary, buzz (2–5), or hive (11–20)	Hive (1 queen plus 11–20 workers)
Challenge Rating:	3	5
Treasure:	None	None
Alignment:	Always neutral	Always neutral
Advancement:	7–12 HD (Large); 13–18 HD (Huge)	9–15 HD (Large); 16–24 HD (Huge)
Level Adjustment:	—	—

This is a giant-sized bumblebee, much larger than its normal sized counterpart.

Giant bumblebees generally behave like their much smaller relatives, building underground nests and burrows. Workers collect nectar and pollen and build or repair the burrow while the queen creates a brood chamber where she lays her eggs. The queen lays her eggs over the entire summer months. In late summer and early autumn, the eggs hatch, forming new drones and queens. Both drones and queens leave the nest to mate with other bumblebees.

A giant bumblebee is about 8 feet long with a black body striped with yellow bands.

Combat

Giant bumblebees are generally passive creatures. If threatened however, or if their nest is disturbed, they respond by stinging their opponents.

Poison (Ex): A giant bumblebee delivers a virulent poison with its sting. The save DC is Constitution-based. Unlike other giant bees, a giant bumblebee does not lose its stinger after stinging an opponent.

Giant Bumblebee Poison: Injury, Fortitude DC 14 (DC 16 queen) negates; initial and secondary damage 1d6 Constitution damage.

Skills: Giant bumblebees have a +4 racial bonus on Spot checks. *They also have a +4 racial bonus on Survival checks to orient themselves.



CHAIN WORM

Large Vermin

Hit Dice:	16d8+64 (136 hp)
Initiative:	+3
Speed:	30 ft. (6 squares), climb 20 ft.
Armor Class:	28 (–1 size, +3 Dex, +16 natural), touch 12, flat-footed 25
Base Attack/Grapple:	+12/+22
Attack:	Bite +17 melee (2d6+6)
Full Attack:	Bite +17 melee (2d6+6) and tail sting +12 melee (2d6+3 plus poison)
Space/Reach:	10 ft./5 ft.
Special Attacks:	Improved grab, poison, trilling
Special Qualities:	Darkvision 60 ft., tremorsense 60 ft., vermin traits
Saves:	Fort +14, Ref +8, Will +6
Abilities:	Str 23, Dex 16, Con 19, Int —, Wis 12, Cha 4
Skills:	Climb +14
Feats:	—
Environment:	Any land or underground
Organization:	Solitary, pair, or pack
Challenge Rating:	12
Treasure:	10% standard
Alignment:	Always neutral
Advancement:	17–32 HD (Large); 33–48 HD (Huge)
Level Adjustment:	—

This creature looks like a massive centipede with a bright, reflective silver carapace. Its legs are dull silver and its oversized mandibles are black. A dull black stinger is located at the rear of its body.

Chain worms are subterranean predators with an insatiable appetite for meat. The creature has a particular fondness for dwarf, gnome, and bugbear flesh. Chain worms often build their nests near communities of these creatures so their food supply is readily available. Though not particularly fond of cold or damp weather, a chain worm can be found just about anywhere as its chitinous body offers it ample protection against less than friendly environments.

A chain worm's nest is a hole or tunnel littered with rocks, bones, refuse, and debris, and often located on a rocky outcropping or ledge making it inaccessible to most creatures. Any valuables found in

its lair are simply the remains of a previous meal that the chain worm couldn't digest or didn't bother eating.

Chain worms stand nearly 6 feet tall and are about 10 feet long with silver carapaces and dull silver legs. Their heads sport oversized dull black mandibles that constantly drip brownish-gray saliva. Its tail stinger is about a foot long and black (as it ages, its tail stinger changes to dull gray).

Combat

A chain worm lies in wait for a meal, attacking whenever its target comes within range. It attacks using either a nasty bite or by curling its rear body forward and stinging with its tail stinger. If a chain worm grabs a foe in its mandibles, it holds it and repeatedly stings it until it is dead.

Improved Grab (Ex): To use this ability, a chain worm must hit with a successful bite attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and bites. A chain worm can deal automatic bite damage each subsequent round the hold is maintained.

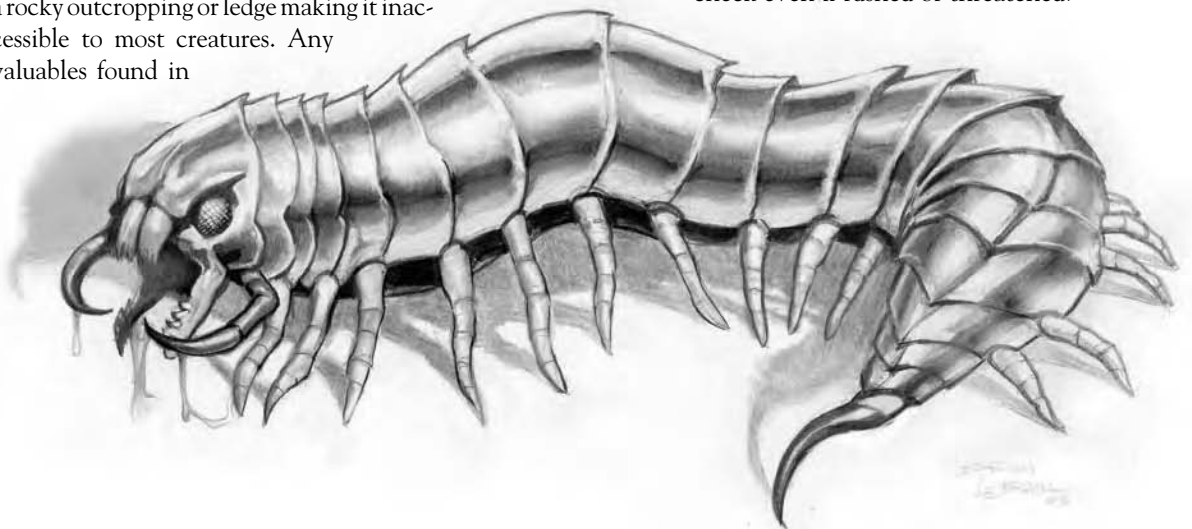
Poison (Ex): A chain worm delivers a debilitating poison with a successful tail sting. The save DC is Constitution-based.

Chain Worm Poison: Injury, Fortitude DC 22 negates; initial and secondary damage 2d4 Constitution.

Trilling (Ex): By rapidly vibrating its carapace, a chain worm emits a high-pitched trilling sound that stuns and deafens all creatures within range. All living creatures within 30 feet that hear it must succeed on a DC 22 Fortitude save or be stunned for 1d4 rounds and deafened for 1 day. The save DC is Constitution-based.

Tremorsense (Ex): A chain worm can automatically pinpoint the location of anything within 60 feet that is in contact with the ground.

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



CHERUM

Colossal Aberration (Fire)

Hit Dice:	40d8+400 (580 hp)
Initiative:	+8
Speed:	30 ft. (6 squares)
Armor Class:	30 (–8 size, +4 Dex, +24 natural), touch 6, flat-footed 26
Base Attack/Grapple:	+30/+62
Attack:	Claw +38 melee (2d8+16 plus 2d6 fire)
Full Attack:	2 claws +38 melee (2d8+16 plus 2d6 fire) and bite +36 melee (4d6+8 plus 2d6 fire, 19–20/x2)
Space/Reach:	30 ft./30 ft.
Special Attacks:	Fiery aura, improved grab, swallow whole
Special Qualities:	Damage reduction 15/epic, darkvision 120 ft., fast healing 15, immunity to fire, immunity to poison, SR 30, vulnerability to cold
Saves:	Fort +23, Ref +19, Will +26
Abilities:	Str 42, Dex 18, Con 30, Int 12, Wis 14, Cha 12
Skills:	Climb +36, Hide +11, Listen +47, Spot +47
Feats:	Alertness, Awesome Blow, Cleave, Diehard, Endurance, Great Cleave, Improved Bull Rush, Improved Critical (bite), Improved Initiative, Improved Natural Attack (bite), Iron Will, Lightning Reflexes, Multiattack, Power Attack
Environment:	Warm mountains
Organization:	Solitary
Challenge Rating:	22
Treasure:	Double standard
Alignment:	Usually neutral (evil tendencies)
Advancement:	41 HD + (Colossal)
Level Adjustment:	—

This hairless mountain of slick raw burning flesh seems to constantly sizzle and ooze with the stench of burning fat. Two long meaty arms sprout from a hugely obese frame; its head appears to be little more than a bald sloping brow with black pits for eyes. Its maw splits open to reveal cavernous jaws, teeth glowing like huge red hot coals.

The cherum is an abomination born of intense heat and crushing despair. Often making their homes in lava sprues, they are thought to be the rejected offspring of a fire deity (or at least the creation of said deity). As such, they are often worshipped as divine beings by primitive

folk who offer virgin sacrifices to appease the “God of the Mountain.” The cherum greedily devours such gifts, demanding more and more delicate flesh to feed its insatiable appetite. A cherum’s deific background subjects it to fits of rage that can be felt for miles (especially when the cherum goes on a rampage and destroys the countryside).

Though neutral by nature, cherum are often on decent terms with fire giants and other fire-based creatures that dwell near them. Though they do not trade with such creatures and rarely, if ever, aid them in time of need, they do not usually attack or demand homage from said creatures either. Cherum do not associate with dragons of any sort, especially red dragons whom they have a great hatred for.

A cherum stands about 70 feet tall and weighs well over 40,000 pounds. They speak Common and Giant.

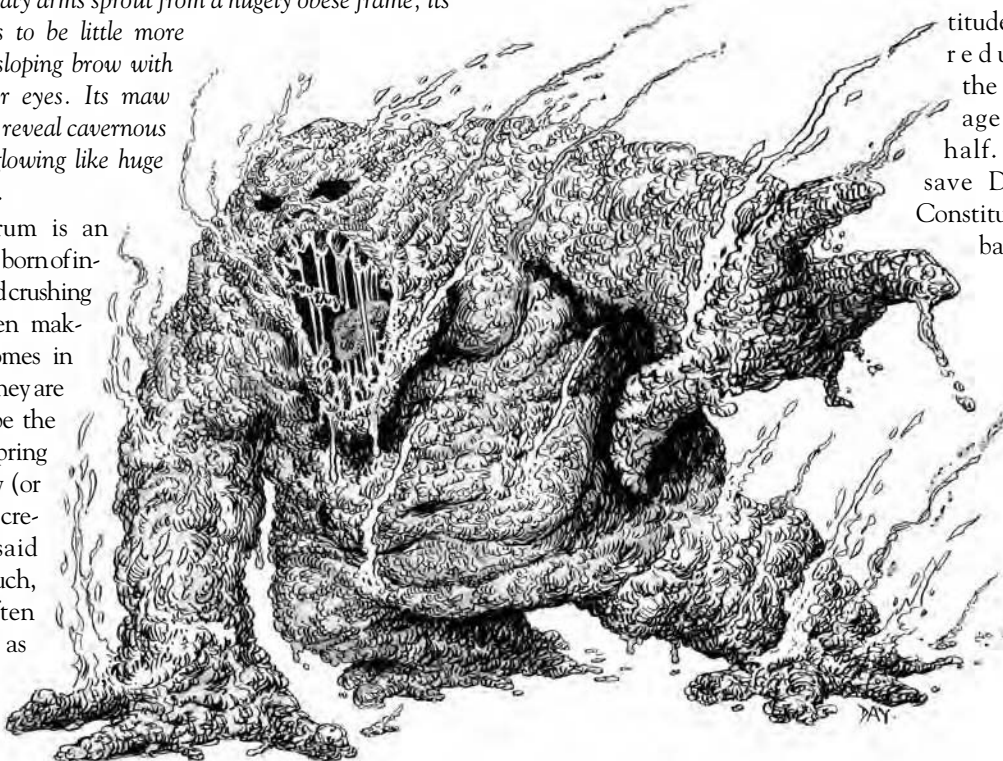
Combat

Cherum are known to climb from a pool of molten magma, stretch forth their massive arms and devour everything in their grasp. They have little fear of dragons, demons, devils, or foolish adventurers who wander too close to their lair. They seek to grab and swallow everything smaller than themselves. If a fight goes against a cherum, it attempts to flee by diving into the nearest pool of lava and wait for its aggressors to leave as it heals. Should this fail, it fights on to the death.

A cherum’s natural weapons are treated as epic for the purpose of overcoming damage reduction.

Fiery Aura (Ex): Anyone within 40 feet of a cherum takes 6d6 points of fire damage each round from the intense heat. A

DC 30 Fortitude save reduces the damage by half. The save DC is Constitution-based.



Improved Grab (Ex): To use this ability, a cherum must hit with a claw attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, the cherum establishes a hold and can attempt to swallow a foe the following round.

Swallow Whole (Ex): A cherum can try to swallow a grabbed opponent of a smaller size than itself by making a successful grapple check. Once inside, the opponent takes 4d6+16 points of crushing damage plus 20 points of fire damage per round from the cherum's burning inte-

rior. A swallowed creature can cut its way out by using a light slashing or piercing weapon to deal 30 points of damage to the cherum's interior (AC 22). Once the creature exits, muscular action closes the hole; another swallowed opponent must cut its own way out.

A cherum's interior can hold 1 Gargantuan, 2 Huge, 8 Large, 32 Medium, 128 Small, 512 Tiny or smaller opponents.

Fast Healing (Ex): A cherum heals only if it is touching a flame or lava pool that covers at least an area equal to its space (30-foot area).

CHUPACABRA

Small Magical Beast

Hit Dice:	3d10+3 (19 hp)
Initiative:	+3
Speed:	20 ft. (4 squares)
Armor Class:	16 (+1 size, +3 Dex, +2 natural), touch 14, flat-footed 13
Base Attack/Grapple:	+3/+3
Attack:	Claw +7 melee (1d3)
Full Attack:	2 claws +7 melee (1d3) and bite +2 melee (1d4)
Space/Reach:	5 ft./5 ft.
Special Attacks:	Blood drain
Special Qualities:	Darkvision 60 ft., low-light vision
Saves:	Fort +4, Ref +6, Will +1
Abilities:	Str 10, Dex 16, Con 12, Int 2, Wis 10, Cha 11
Skills:	Hide +14, Listen +2, Move Silently +10, Spot +2
Feats:	Alertness, Weapon Finesse
Environment:	Warm forests and hills
Organization:	Solitary or pack (2–5)
Challenge Rating:	2
Treasure:	None
Alignment:	Always neutral
Advancement:	4–6 HD (Small)
Level Adjustment:	—

This fur-covered bipedal creature is 3 or 4 feet tall with a hunched back, red eyes, and a mouth filled with sharpened teeth. A flexible rows of spines run down its back.

Chupacabras are small terrifying bloodsuckers that lurk on the fringes of society, emerging at night to drain the blood of warm-blooded creatures. Though they are not particularly selective when it comes to who or what they attack, chupacabras prefer to attack creatures they can easily kill (such as livestock or small children). Many chupacabra attacks are blamed on vampires (because of the blood drain) or wild dogs or wolves (because of the ferocity of the assault), though in the latter two cases, if the chupacabra leaves any tracks, an observer can readily tell the attacker was bipedal and moved on two legs.

A chupacabra is a bipedal, almost humanoid-like creature about 3 or 4 feet tall. It weighs 60 pounds. Its fur-

covered body is dark brown or dark gray and its eyes are bright red, and often appear to be glowing. Its arms and legs end in four-clawed digits and its claws are dull black.

A chupacabra cannot speak but utters a baleful moan when threatened.

Combat

A chupacabra attacks with its razor-sharp claws and powerful bite, striking from ambush whenever possible. If a chupacabra grabs a foe, it slashes its throat open and sucks out its blood. If facing only one foe, a chupacabra maintains



its grapple until it has drained all of its opponent's blood. When it kills an opponent, the chupacabra tears it to shreds and gorges itself on as much of the foe's blood as it can.

Blood Drain (Ex): A chupacabra can suck blood from a living creature by making a successful grapple check. If it wins the grapple check, it establishes a hold and drains blood, dealing 1d3 points of Constitution drain each round the hold is maintained. A chupacabra has a +4 racial bonus on grapple checks (already figured into the statistics block).

Skills: *A chupacabra has a +4 racial bonus on Hide and Move Silently checks.

Winged Chupacabras

Rumors speak of chupacabras with fur-covered almost bat-like wings. There is a 10% chance that any chupacabra encountered is actually of the winged variety. Such a creature has a fly speed of 40 feet with average maneuverability.

CHURR

Large Monstrous Humanoid

Hit Dice:	6d8+24 (51 hp)
Initiative:	+2
Speed:	30 ft. (6 squares), climb 20 ft.
Armor Class:	17 (-1 size, +2 Dex, +6 natural), touch 11, flat-footed 15
Base Attack/Grapple:	+6/+16
Attack:	Claw +11 melee (1d6+6)
Full Attack:	2 claws +11 melee (1d6+6) and bite +9 melee (1d6+3)
Space/Reach:	10 ft./10 ft.
Special Attacks:	Constrict 1d6+6, howl, improved grab
Special Qualities:	Darkvision 60 ft., scent
Saves:	Fort +6, Ref +7, Will +6
Abilities:	Str 22, Dex 15, Con 18, Int 6, Wis 12, Cha 10
Skills:	Climb +14, Listen +8, Spot +7
Feats:	Alertness, Multiattack, Power Attack
Environment:	Temperate forests
Organization:	Pair, mob (3-6), or pack (7-12)
Challenge Rating:	4
Treasure:	None
Alignment:	Usually neutral (evil tendencies)
Advancement:	7-12 HD (Large) or by character class
Level Adjustment:	+2

The trees and underbrush in front of you explode forth sending a hail of leaves and brush in your direction. From the tangled mess emerged several feral, ape-like creatures with elongated nails and fangs.

Churrs are savage ape-like creatures found in heavily forested areas. They are fairly intelligent, standing 8 feet tall and have great reach. Some churrs are known to use primitive clubs or fashion spears with which to hunt. Churrs are omnivorous, eating fresh game as well as fruits and vegetable matter.

In rare instances, stone-aged tribes have been known to adopt churr as guardians, teaching them sign language and a few words, which they can

repeat with a guttural accent that takes some time and practice to understand. Churr may cross breed with most humanoid and ape species making them a "missing link" or bridge species. Their progeny are often somewhat smaller but more intelligent, having full linguistic capacity.

Evil bands of churr are known to kidnap humanoids to use as slaves for collecting fruit and de-lousing purposes. Such slaves are kept until such time as they have enraged the churr and it decides to eat it.

Churrs tend to congregate in small bands or packs of less than 20 individuals. Males dominate the pack and females are tasked with menial chores, childbearing, and the raising of the young. Usually the strongest and most powerful churr becomes the leader. Fights to the death are not uncommon when the current leader dies as the replacements vie for the open slot.



A churr stands 8 feet tall and weighs about 800 pounds. Churrs speak a bastardized form of Giant.

Combat

Churr begin combat by unleashing their horrific howl and beating their chests. They then charge opponents attempting to get their meaty paws around them and choke the life from them.

Constrict (Ex): On a successful grapple check, a churr deals 1d6+6 points of damage.

Howl (Su): A churr can unleash a frightening howl as a standard action in a 60-foot radius that duplicates the effects of a *fear* spell. Creatures in the area must succeed on DC 15 Will save or be affected as if by a *fear* spell (caster level 6th). This is a sonic, mind-affecting fear effect. Whether or not the save is successful, an affected creature is immune to the same churr's howl for one day. The save DC is Charisma-based and includes a +2 racial bonus.

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

Skills: Churrs have a +8 racial bonus on Climb checks and can always choose to take 10 on Climb checks, even if rushed or threatened.

Churrs as Characters

Churr characters have the following racial traits.

- +12 Strength, +4 Dexterity, +8 Constitution, -4 Intelligence, +2 Wisdom.

- Large size (-1 penalty to AC, -1 penalty to attack rolls, -4 penalty on Hide checks, +4 bonus on grapple checks, lifting and carrying limits double those of Medium characters).
- Space/Reach 10 ft./10 ft.
- A churr's base land speed is 30 feet. Churrs have a climb speed of 20 feet.
- Darkvision to a range of 60 feet.
- Racial Hit Dice: A churr begins with six levels of monstrous humanoid, which provide 6d8 Hit Dice, a base attack bonus of +6, and base saving throw bonuses of Fort +2, Ref +5, and Will +5.
- Racial Skills: A churr's monstrous humanoid levels give it skill points equal to 9 x (2 + Int modifier, minimum 1). Its class skills are Climb, Listen, and Spot. Churrs have a +8 racial bonus on Climb checks and can always choose to take 10 on a Climb check, even if rushed or threatened.
- Racial Feats: A churr's monstrous humanoid levels give it three feats.
- +6 natural armor bonus.
- Natural weapons: Claw (1d6), bite (1d6).
- Special Attacks (see above): Constrict, howl, improved grab.
- Special Qualities (see above): Scent.
- Automatic Languages: Giant. Bonus Languages: Orc, Sylvan, Goblin.
- Favored Class: Barbarian.
- Level adjustment +2.

CORPSE ORGY

Large Aberration

Hit Dice:	16d8+112 (184 hp)
Initiative:	+4
Speed:	30 ft. (6 squares)
Armor Class:	22 (-1 size, +13 natural), touch 9, flat-footed 22
Base Attack/Grapple:	+12/+21
Attack:	Slam +17 melee (2d6+5)
Full Attack:	4 slams +17 melee (2d6+5)
Space/Reach:	10 ft./10 ft.
Special Attacks:	Absorb body, improved grab, pain shriek
Special Qualities:	All-around vision, damage reduction 10/piercing or slashing, darkvision 60 ft., tremorsense 60 ft.
Saves:	Fort +12, Ref +7, Will +12
Abilities:	Str 21, Dex 10, Con 24, Int 14, Wis 14, Cha 16
Skills:	Diplomacy +4, Hide +11, Intimidate +17, Listen +14, Sense Motive +12, Search +18, Spot +18, Survival +2 (+4 following tracks)
Feats:	Blind-Fight, Improved Bull Rush, Improved Initiative, Lightning Reflexes, Power Attack, Weapon Focus (slam)
Environment:	Underground
Organization:	Solitary
Challenge Rating:	13
Treasure:	Standard
Alignment:	Usually chaotic evil
Advancement:	17-32 HD (Large); 33-48 HD (Huge)
Level Adjustment:	—

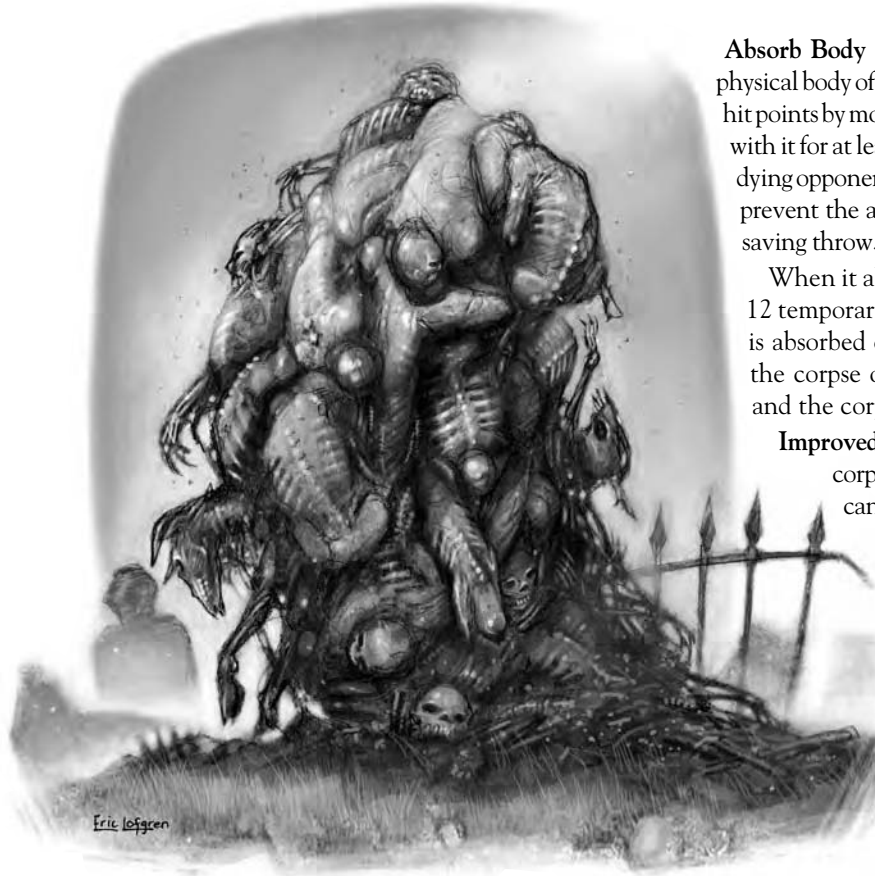
Screaming and wriggling, this foul being appears to be a pile of entwined moldering corpses.

A corpse orgy is truly a disgusting creature easily mistaken for a pile of rotten corpses. In truth, the creature is a conglomeration of creatures it has killed and absorbed into its body. As parts of the corpse orgy rot away, it replaces them with freshly slain prey.

A corpse orgy makes its home in deep subterranean caverns and dungeons. Here it can usually find sanctuary amongst the bone pits and corpse piles of other underground denizens where it bides its time, casually adding fresh "meat" to its obscene framework. In times when food is scarce (which is almost never as there is always a fresh supply of Underdark dwellers or adventurous surface dwellers to whet its appetite), the creature may journey to the surface world to hunt for food. A corpse orgy is not picky when it comes to its diet. If something is living and breathing, it's a perfect target for the corpse orgy.

A corpse orgy is a large, undulating mass of rotting corpses, sinew, bones, blood, muscle, mucus, and organs. It resembles an ooze in nature and has no discernible features (other than the corpse parts that make up its form).

Corpse orgies can speak Common and at least two other languages (or so it is believed, though no one has ever successfully communicated with the creature).



Absorb Body (Su): A corpse orgy can absorb the physical body of any creature it has reduced to 0 or less hit points by moving over it and remaining in contact with it for at least one full round. An unconscious or dying opponent can make a DC 25 Fortitude save to prevent the absorption. A dead opponent gets no saving throw. The save DC is Constitution-based.

When it absorbs a body, the corpse orgy gains 12 temporary hit points. A creature whose body is absorbed can only be raised or resurrected if the corpse orgy that absorbed its body is slain and the corpse in question is recovered.

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

Pain Shriek (Su): Twice per day, as a standard action, a corpse orgy can unleash a piercing shriek from the various heads captured in its form. This shriek deals 10d6 points of sonic damage to all creatures within a 40-foot radius around the corpse orgy. Affected creatures can make a DC 25 Fortitude save for half

damage. Creatures that cannot hear do not take this damage.

All-Around Vision (Ex): Because of its multiple faces, a corpse orgy can see in several directions at one time. It gains a +4 racial bonus on Search and Spot checks and it cannot be flanked.

Tremorsense (Ex): A corpse orgy can automatically pinpoint the location of anything within 60 feet that is in contact with the ground.

Combat

A corpse orgy lies in wait for solitary beings to tread too closely. At the last moment it lashes out murderously with kicking legs, hammering fists and butting heads in an attempt to quickly slay its prey and add its body to its own mass. It often uses its various arms to grapple an opponent, holding it tightly while hammering it with its fists.

CRIMSON BASILISK

Medium Magical Beast

Hit Dice:	6d10+18 (51 hp)
Initiative:	+0
Speed:	20 ft. (4 squares)
Armor Class:	17 (+7 natural), touch 10, flat-footed 17
Base Attack/Grapple:	+6/+8
Attack:	Bite +8 melee (1d8+3 plus 1d6 acid)
Full Attack:	Bite +8 melee (1d8+3 plus 1d6 acid)
Space/Reach:	5 ft./5 ft.
Special Attacks:	Acidic bite, blood frenzy, wounding gaze
Special Qualities:	Darkvision 60 ft., low-light vision
Saves:	Fort +10, Ref +5, Will +5
Abilities:	Str 15, Dex 10, Con 16, Int 2, Wis 12, Cha 10
Skills:	Hide +0*, Listen +7, Spot +8
Feats:	Alertness, Great Fortitude, Iron Will
Environment:	Underground
Organization:	Solitary or pack (2–5)
Challenge Rating:	6
Treasure:	Standard
Alignment:	Always neutral
Advancement:	7–9 HD (Medium); 10–18 HD (Large)
Level Adjustment:	—

This creature looks like a stocky, 8-legged, crimson scaled reptile. A row of bony spines juts from its back and runs the length of its body. Its eyes have a ghostly blue glow.

Crimson basilisks are variants of the common basilisk, and in some cases more dangerous. Adventurers can be relieved that they will not be turned to stone, but such relief is usually short-lived as they soon realize their equipment begins to disintegrate under acidic bites and they begin bleeding uncontrollably when they meet the creature's gaze.

Crimson basilisks are subterranean carnivores with a voracious appetite that is only whetted when they get the thing they desire most—blood. While they can survive on a diet of plants, mosses, and meat, they prefer blood above all else, even attacking their own kind when food is scarce.

A typical crimson basilisk lair is a stony cavern that reeks of blood and whose walls and ground are typically covered and caked in dried blood. The lair usually

contains up to 5 of these creatures with an equal chance of males and females. From 1d4 young are likely to be present as well. Young do not fight or enter combat.

A crimson basilisk is about 6 feet long and weighs over 400 pounds. Its skin is dull crimson though it can easily change its color (as a free action) to match that of its surroundings. Its eight legs are thick and stout and end in sharpened claws. The spines on its back are crimson as well, though they tend to be darker than its overall body (especially in males). Its eyes glow with a ghostly blue light.

Combat

A crimson basilisk most often attacks from ambush, using its ability to camouflage itself against its surroundings and lying in wait for prey to wander too close. Once prey moves within 30 feet, it attacks, first using its gaze to bleed a foe and then quickly moving in to bite. If it successfully bleeds an opponent, the basilisk enters a frenzied state and attacks until either it or its prey is dead.

Acidic Bite (Ex): A crimson basilisk's saliva is corrosive. Any melee attack deals acid damage.

Wounding Gaze (Su): A living creature within 30 feet that meets the gaze of a crimson basilisk must succeed on a DC 13 Fortitude saving throw or take 1d3 points of Constitution damage as blood weeps from the victim's eyes, ears, nose, and mouth. Creatures without blood (undead, plants, oozes) and other crimson basilisks are immune to the effects of this gaze. The save DC is Charisma-based.

Blood Frenzy (Ex): A crimson basilisk that detects fresh blood within 30 feet enters a frenzied state the following round, along with all other crimson basilisks within 30 feet. Frenzied crimson basilisks fight until they or their opponents are dead.



A frenzied crimson basilisk gains a +2 bonus on attack rolls and damage rolls and -2 AC for 1 minute. The creature cannot end the frenzy voluntarily. A crimson basilisk can enter a frenzy only once per encounter.

Skills: *A crimson basilisk's ability to change its color to match that of its surroundings grants it a +10 racial bonus on Hide checks against a background of stone.

CRYSTALLIS

Large Elemental (Earth, Extraplanar)

Hit Dice:	14d8+70 (133 hp)
Initiative:	+1
Speed:	30 ft. (6 squares), burrow 30 ft.
Armor Class:	24 (-1 size, +1 Dex, +14 natural), touch 10, flat-footed 23
Base Attack/Grapple:	+10/+21
Attack:	Claw +17 melee (2d6+7)
Full Attack:	2 claws +17 melee (2d6+7)
Space/Reach:	10 ft./10 ft.
Special Attacks:	Crystalline claws, petrification, wounding
Special Qualities:	Damage reduction 10/—, darkvision 60 ft., elemental traits, immunity to earth attacks, immunity to magic
Saves:	Fort +14, Ref +5, Will +4
Abilities:	Str 24, Dex 12, Con 21, Int 10, Wis 11, Cha 10
Skills:	Listen +19, Spot +19

Feats:	Alertness, Blind-Fight, Cleave, Power Attack, Weapon Focus (slam)
Environment:	Elemental Plane of Earth
Organization:	Solitary
Challenge Rating:	12
Treasure:	No coins; double goods (gems only); no items
Alignment:	Always neutral
Advancement:	15–28 HD (Large); 29–42 HD (Huge)
Level Adjustment:	—

This massive creature appears to be formed of quartz, earth, and crystal and stands about 13 feet tall. Its powerful arms and legs end in razor-sharp claws that glint and shine like polished steel. Its large rounded head sports two sunken crystalline eyes and a gaping toothless maw.

Crystallis are massive elementals from the Plane of Elemental Earth. On their home plane they spend time

hunting and feeding on quartz and other precious stones. Crystallis are solitary creatures and do not normally associate with others of their kind or with other earth creatures. No one recalls ever seeing more than one of these creatures at the same time so how these creatures mate and reproduce is open for much speculation.

Sometimes a powerful spellcaster binds or summons a crystallis to its plane to do its bidding. The crystallis doesn't normally mind such a calling as it gives it a chance to hunt, collect, and devour precious stones on other worlds.

A crystallis stands 13 feet tall and weighs around 3,000 pounds. Its body is thickly built and formed of tightly packed earth mixed with quartz and other precious stones and gems.

A crystallis speaks Terran in a slow, pronounced tone, with a deep voice that sounds like rocks grinding together.

Combat

A crystallis attacks by raking and slashing its opponents with its razor-sharp claws, while at the same time attempting to position itself near as many of its foes as possible so it can use its petrification special attack. It readily uses its Power Attack feat to deal as much as damage as possible to its strongest enemies.

Crystalline Claws (Ex): A crystallis's claws are extraordinary strong and are treated as adamantite weapons for the purpose of overcoming damage reduction. This is a function of the creature itself and if the claws are somehow detached or removed (say from a dead crystallis) they immediately crumble into fine powder.

Petrification (Su): A crystallis can breathe forth a cloud of orange smoke in a 10-foot cube as a free action once every 1d4+1 rounds. The cloud fills a 10-foot cube in front of the crystallis and lasts for 1 round before dispersing. A living creature caught in the cloud must succeed on a DC 22 Fortitude save

or turn into a crystal, gem-encrusted statue. A *stone to flesh* spell cannot undo this effect, but a *wish* or *miracle* can. The save DC is Constitution-based.

Wounding (Ex): The razor-sharp claws of a crystallis cause a persistent wound that continues to bleed causing the loss of 2 additional hit points per round. The continuing hit point loss can be stopped by a DC 21 Heal check, a *cure spell*, or a *heal* spell. The check DC is Constitution-based.

Immunity to Earth (Ex): Crystallis' are immune to all attacks from earth creatures (creatures with the earth subtype). They cannot be affected by an earth creature's melee or ranged attacks or any special attack or effect that relies on touch or contact. Spell-like abilities and spells that do not require a touch attack cast by an earth creature affect a crystallis normally (but see its immunity to earth magic below).

Immunity to Earth Magic (Ex): Crystallis' are immune to all spells and effects with the earth descriptor and all spells of the Earth domain.

Additionally, crystallises are immune to disintegration magic (a *disintegrate* spell for example).



DEMILICH

Tiny Undead	
Hit Dice:	10d12+50 (115 hp)
Initiative:	+4
Speed:	Fly 30 ft. (6 squares) (perfect)
Armor Class:	21 (+2 size, +4 natural, +5 profane), touch 12, flat-footed 21
Base Attack/Grapple:	+5/—
Attack:	—
Full Attack:	—
Space/Reach:	2–1/2 ft./0 ft.
Special Attacks:	Spell-like abilities, trap the soul
Special Qualities:	Damage reduction 20/— (see below), darkvision 60 ft., immunity to magic, immunity to turning, immunity to acid, electricity, cold, and polymorph, rejuvenation, undead traits, unholy grace
Saves:	Fort +10, Ref +8, Will +17
Abilities:	Str 10, Dex 10, Con —, Int 20, Wis 20, Cha 20
Skills:	Bluff +12, Concentration +13, Diplomacy +16, Disguise +5 (+7 acting), Intimidate +7, Knowledge (any one) +18, Knowledge (arcana) +24, Listen +18, Move Silently +13, Sense Motive +18, Spellcraft +26, Spot +18
Feats:	Ability Focus (trap the soul), Death's Blessing, Great Fortitude, Improved Initiative
Environment:	Any (usually underground)
Organization:	Solitary
Challenge Rating:	14
Treasure:	Double standard
Alignment:	Any evil
Advancement:	11–20 HD (Tiny); 21–30 HD (Small)
Level Adjustment:	—

What at first appears to be a simple uninteresting humanoid skull suddenly rises from its resting place, turning slowly in your direction, and releasing a maniacal cackle.

A demilich is an advanced lich of great power. When the life force of a lich ceases to exist and the material body finally decays (often after centuries of undeath), the soul lingers in the area and slowly over time possesses all that remains of the lich—its skull. The eye sockets and teeth of a demilich-possessed skull transform into clear gemstones (each worth 1,000 gp). The skull contains a single gemstone in each eye socket and eight gems in place of its teeth.

A demilich rarely if ever wanders from its place of origin (i.e., the final resting place of its body when it was a true lich). Content to remain hidden and oblivious to the outside world, a demilich spends its time contemplating

its past life, its accomplishments, and its yet unachieved goals. These creatures are solitary by nature and rarely associate with other creatures, including other undead, unless it is employing such creatures to further some unfinished goal.

Demilich lairs are usually well-hidden dungeons and caverns consisting of winding corridors, deadly pitfalls, and intricate traps (some that would even bring a tear to Grimmy's eye).

A demilich appears as a simple humanoid skull seated amid a pile of bones and dust. In each eye socket is a single gemstone, and in its mouth, in place of its teeth, are eight more gemstones.

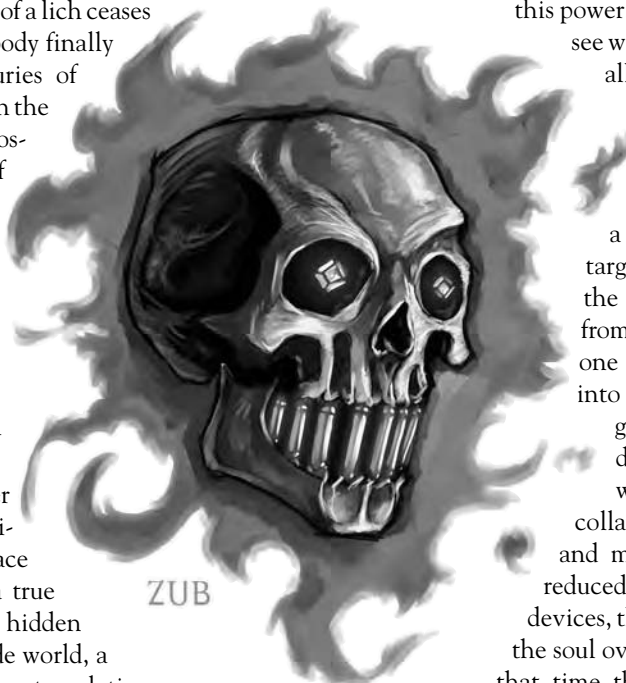
A demilich speaks Common and at least five other languages.

Combat

A demilich sits idly in its lair until touched or bothered at which point it rises vertically and uses its *wail of the banshee* power against the opponent it deems most threatening. On its next turn, the demilich uses its *trap the soul* ability against an opponent. It spends the remainder of combat alternating between its *wail of the banshee*, *bestow curse*, and *trap the soul* abilities.

Spell-Like Abilities: At will—*greater bestow curse* (as *bestow curse*, but –12 to one ability score, –6 to two ability scores, –8 penalty on attack rolls, saves, and checks, or 25% to act normally) (DC 21), *wail of the banshee* (20-ft.-radius spread centered on demilich, DC 24). Caster level 20th. The save DCs are Charisma-based.

Trap the Soul (Su): A demilich can trap the souls of up to eight living creatures per day. To use this power, it selects any target it can see within 300 feet. The target is allowed a DC 22 Fortitude saving throw. If the target makes its saving throw, it gains three negative levels (this does not count as a use of *trap the soul*). If the target fails its save, the soul of the target is instantly drawn from its body and trapped within one of the gems incorporated into the demilich's mouth. The gem gleams for 24 hours, indicating the captive soul within. The soulless body collapses in a mass of corruption and molders in a single hour, reduced to dust. If left to its own devices, the demilich slowly devours the soul over 24 hours—at the end of that time the soul is completely ab-



sorbed, and the victim is forever gone. If the demilich is overcome before the soul is eaten, crushing the gem releases the soul, after which time it is free to seek the afterlife or be returned to its body by the use of *resurrection*, *true resurrection*, *clone*, or *miracle*. A potential victim protected by a *death ward* spell is not immune to *trap the soul*, but receives a +5 bonus on its Fortitude save and is effective against the level loss on a successful save. The DC is Charisma-based and includes a +2 bonus from the demilich's Ability Focus feat.

Damage Reduction (Su): A demilich has damage reduction 20/—. Vorpal weapons, no matter their enhancement bonus, ignore this damage reduction but do only half damage to a demilich (demiliches cannot be beheaded).

Immunity to Magic (Ex): A demilich is immune to any spell or spell-like ability that allows spell resistance. In addition, certain spells and effects function differently against the creature, as noted below.

A *shatter* spell deals 1d6 points of damage per two caster levels (maximum 10d6), with no saving throw.

A *power word kill* spell cast by an ethereal caster deals 50 points of damage to it if it fails a Fortitude save (DC 19 + caster's relevant ability score modifier). (Note, *power word kill* does not normally allow a save.)

A *holy smite* spell affects the demilich normally.

A *dispel evil* spell deals 2d6 points of damage, with no saving throw.

Rejuvenation (Su): Unless holy water is poured over the destroyed remains of a demilich, the creature reforms in 1d10 days with a successful level check (1d20 + demilich's HD) against DC 16.

Unholy Grace (Su): A demilich adds its Charisma modifier as a bonus on its saving throws and as a profane bonus to its Armor Class. (The statistics block already reflects these bonuses.)

Skills: A demilich has a +6 racial bonus on Knowledge (arcana) and Spellcraft checks.

DEMON, BALBAN

Large Outsider (Chaotic, Evil, Extraplanar)

Hit Dice: 9d8+54 (94 hp)

Initiative: +2

Speed: 40 ft. (8 squares)

Armor Class: 23 (–1 size, +2 Dex, +12 natural), touch 11, flat-footed 21

Base Attack/Grapple: +9/+21

Attack: Slam +17 melee (2d6+8)

Full Attack: 2 slams +17 melee (2d6+8) and bite +11 melee (1d8+4)

Space/Reach: 10 ft./10 ft.

Special Attacks: Double damage against objects, improved grab, pound, spell-like abilities, trample 2d8+12

Special Qualities: Damage reduction 10/good, darkvision 60 ft., immunity to electricity and poison, outsider traits, resistance to acid, cold and fire 10, SR 16

Saves: Fort +12, Ref +8, Will +8

Abilities: Str 26, Dex 14, Con 23, Int 6, Wis 14, Cha 12

Skills: Jump +24, Knowledge (the planes) +10, Listen +14, Search +10, Spot +14, Survival +14 (+16 on other planes) (+16 following tracks)

Feats: Awesome Blow, Improved Bull Rush, Power Attack, Weapon Focus (slam)

Environment: Abyss

Organization: Solitary, pair, or band (3–8)

Challenge Rating: 8

Treasure: 50% standard

Alignment: Always chaotic evil

Advancement: 10–18 HD (Large); 19–27 HD (Huge)

Level Adjustment: —



This creature stands at least 12 feet tall with a squat, potbellied body, massive arms, and thick, rounded legs. Its head resembles that of a trunkless and tuskless elephant. Four great backward curving horns sprout from its head behind its eyes. Its skin is slate gray with darker areas on its underbelly and back.

Almost as stupid as the lowly detachés, balbans are hulking monstrosities standing over 10 feet tall. Demonic generals use these creatures in abundance in their armies, relying on the balban's love for battle, their great strength, and their knack for destroying objects and structures. Balban squads are brutish, hulking, and hard to control. While many demon lords do employ their services, they are deemed highly expendable and are thus encountered on the front lines of any great battle.

Balbans spend much of their life battling, not necessarily for survival, but simply because they relish the chaos and bloodshed combat brings. Balbans attack any creature they encounter on sight, except those they know are more powerful than themselves. Though lacking in the intelligence department, they do not attack any demonic officer in the service of a demon lord (unless they know the officer is weaker and they can kill him or her and make it look like something else was responsible).

Balbans have slate gray skin, stand at least 12 feet tall and weigh about 4,500 pounds. Their eyes are coal black and their tongues violet. A seemingly constant stream of saliva and gastric juices oozes from their mouths.

Balbans speak Abyssal.

Combat

A balban employs simple tactics in battle. Smash an opponent, grab an opponent, pound it into pulp, and

devour what's left. Against weaker foes they are likely to employ their ability to *cause fear* or confuse opponents by shrouding themselves in *darkness*.

A balban's natural weapons, as well as any weapon it wields, are treated as chaotic-aligned and good-aligned for the purpose of overcoming damage reduction.

Double Damage against Objects (Ex): A balban's powerful fists are particularly effective against objects. A balban that makes a full attack against an object or structure deals double damage.

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

Pound (Ex): A balban that makes a successful grapple check against a foe one or more sizes smaller than itself can smash the opponent into the ground, walls, nearby trees, or other solid objects as a standard action. This deals 2d8+12 points of bludgeoning damage to the victim. Further, the victim must succeed on a DC 22 Fortitude save or be stunned for 1 round. A balban can perform this action once per round as long as it maintains the grapple. The save DC is Strength-based.

Spell-Like Abilities: At will—*cause fear* (DC 12), *darkness*, *greater dispel magic*, *greater teleport* (self plus 50 pounds of objects only), *see invisibility*. Caster level 10th. The save DCs are Charisma-based.

Trample (Ex): Reflex DC 22 half. The save DC is Strength-based.

DEMON, CHORONZON

Huge Outsider (Chaotic, Evil, Extraplanar)

Hit Dice:	20d8+180 (270 hp)
Initiative:	+6
Speed:	40 ft. (8 squares)
Armor Class:	32 (–2 size, +2 Dex, +22 natural), touch 10, flat-footed 30
Base Attack/Grapple:	+20/+39
Attack:	Bite +29 melee (2d8+11, 19–20/x2)
Full Attack:	Bite +29 melee (2d8+11, 19–20/x2) and 2 claws +24 melee (1d8+5)
Space/Reach:	15 ft./15 ft.
Special Attacks:	Aura of confusion, breath weapon, dazing blow, spell-like abilities, <i>summon demons</i>
Special Qualities:	Damage reduction 10/good and cold iron, darkvision 60 ft., immunity to electricity and poison, outsider traits, resistance to acid, cold, and fire 10, SR 29, telepathy 100 ft.
Saves:	Fort +21, Ref +14, Will +16
Abilities:	Str 33, Dex 15, Con 29, Int 12, Wis 14, Cha 18
Skills:	Bluff +19, Concentration +29, Diplomacy +23, Disguise +4 (+6 acting), Escape Artist +22, Hide +14, Intimidate +26, Knowledge (the planes) +21, Listen +30, Sense Motive +19, Spot +30, Survival +22 (+24 on other planes), Use Rope +2 (+4 with bindings)
Feats:	Awesome Blow, Cleave, Improved Bull Rush, Improved Critical (bite), Improved Initiative, Iron Will, Power Attack

Environment:	Abyss
Organization:	Solitary or band (choronzon plus 6–11 vrock)
Challenge Rating:	18
Treasure:	Standard
Alignment:	Always chaotic evil
Advancement:	21–40 HD (Huge); 41–60 HD (Gargantuan)
Level Adjustment:	—

This creature stands at least 20 feet tall with a huge, muscular body. Its massive arms and legs end in wicked claws. Its rounded, squat head, sits atop an extremely thick, almost nonexistent neck. The creature's gaping maw is filled with sharp fangs. Two large swept back horns jut from its head just above its rounded eyes.

Choronzons are the demons of confusion, dispersion, and ultimate chaos. They are huge behemoths seemingly bred for war and battle, though most rarely take part in the Abyssal wars that rage between the planes. Choronzons prefer to use their talents on weak-minded creatures such as those that inhabit the material planes, and as such, they are usually encountered there. These demons derive great pleasure in laying waste to villages and towns and even small kingdoms (if the mood strikes them).

Amongst demonkind, choronzons are both feared (by lesser demons) and hated. A great enmity exists be-

tween balors and choronzons that scholars and lorekeepers can document, but they cannot document the source or cause of the hatred between these two demonic races.

A choronzon stands about 20 feet tall and weighs about 9,000 pounds. Its scaly flesh is bluish-black and its eyes are crimson. Its horns are darker than the rest of its body and the creature's claws are pitch black. Its teeth are dull ivory in color.

Choronzons speak Abyssal, Common, and Celestial.

Combat

A choronzon begins combat by surrounding itself with its aura of confusion and then unleashing its breath weapon at its foes. Creatures surviving either attack are subjected to its word of chaos. Opponents that continue to press the battle, are met with a mix of physical attacks and spell-like abilities. When it uses its Power Attack feat, a choronzon usually takes a -8 penalty on its attack rolls in order to gain a +8 bonus on its damage rolls.

A choronzon's natural weapons, as well as any weapon it wields, are treated as chaotic-aligned and evil-aligned for the purpose of overcoming damage reduction.

Aura of Confusion (Su): At will, a choronzon can radiate an aura of confusion (as the confusion spell) in a 10-foot radius as a free action. A creature in the area must succeed on a DC 24 Will save or be affected as by a *confusion* spell (caster level 20th). A creature that successfully saves cannot be affected again by that choronzon's aura of confusion for one day. Other demons are immune to the choronzon's aura of confusion. The save DC is Charisma-based.

Breath Weapon (Su): Once every 1d4 rounds, a choronzon can breathe forth a cone of bluish gas in a 40-foot cone. Creatures in the area must

succeed on a DC 29 Fortitude save or take 10d6 points of damage as their bodies begin breaking down into their component parts. The gas lingers in the area for 1d2 rounds before dispersing.

A creature killed by a choronzon's breath weapon has its body break apart into its individual protons, neutrons, and electrons (yes, even the atoms are torn apart). Creatures killed in this manner can only be restored to life by a *miracle*, *wish*, or *true resurrection* spell. The save DC is Constitution-based.

Dazing Blow (Ex): A creature struck by a choronzon's claw attack must succeed on a DC 31 Fortitude save or be dazed for 1d3 rounds. The save DC is Strength-based.

Spell-Like Abilities: At will—*cause fear* (DC 15), *greater teleport* (self plus 50 pounds of objects only), *true seeing*; 3/day—*chaos hammer* (DC 18), *unholy aura* (DC 22), *unholy blight* (DC 18); 1/day—*word of chaos* (DC 21). Caster level 20th. The save DCs are Charisma-based.

Summon Demons (Sp): Once per day, a choronzon can attempt to summon 1d4 hezrous or nalfeshnees, or 2d4 vorks with a 35% chance of success. This ability is the equivalent of a 5th-level spell.

Telepathy (Sp): Choronzons can communicate telepathically with any creature within 100 feet that has a language.

Skills: Choronzons have a +8 racial bonus on Listen and Spot checks.



DEMON, GALLU-

Large Outsider (Chaotic, Evil, Extraplanar, Shapechanger)

Hit Dice:	7d8+28 (59 hp)
Initiative:	+4
Speed:	30 ft. (6 squares)
Armor Class:	20 (-1 size, +11 natural), touch 9, flat-footed 20
Base Attack/Grapple:	+7/+17
Attack:	Claw +12 melee (1d6+6)
Full Attack:	2 claws +12 melee (1d6+6) and bite +7 melee (1d8+3)
Space/Reach:	10 ft./10 ft.
Special Attacks:	Improved grab
Special Qualities:	Alter shape, darkvision 60 ft., dimension door, immune to poison and electricity, <i>plane shift</i> , outsider traits, resistance to acid, cold, and fire 10
Saves:	Fort +9, Ref +7, Will +7
Abilities:	Str 22, Dex 11, Con 18, Int 12, Wis 14, Cha 16
Skills:	Bluff +13, Concentration +14, Diplomacy +7, Disguise +13 (+15 acting), Hide +6, Intimidate +15, Listen +12, Move Silently +10, Sense Motive +12, Spot +12
Feats:	Improved Initiative, Lightning Reflexes, Power Attack
Environment:	Abyss
Organization:	Solitary, pair, or squad (4-12)
Challenge Rating:	6
Treasure:	Standard
Alignment:	Always chaotic evil
Advancement:	8-16 HD (Huge); 17-21 HD (Gargantuan)
Level Adjustment:	—

This entity looks like a 9-foot tall faceless black humanoid with long wicked talons. Its otherwise featureless face has a mouth filled with rows of sharpened teeth. It wears no clothing or armor of any kind.

Gallu-demons are shape-shifting demons of the underworld. They are often employed as soldiers and spies by various demon lords and balors in their abyssal armies. Gallu-demons are quick to anger and hard to control, so companies of these demonic beings are loosely organized at best.

Where the gallu excels however, is entering the material planes, disguising itself as a normal humanoid, and abducting a mortal it has befriended, quickly whisking it back to its abyssal lair where it turns said mortal over to its master. Gallus have been known to spend months at a time on a material plane just to befriend and eventually abduct a chosen target. Abducted targets are sometimes devoured

by a gallu before it has completed its task, but more often than not, an abducted victim is given to the gallu's master who enslaves the victim (or sometimes devours it himself).

A gallu-demon stands 9 feet tall and weighs about 800 pounds. Its flesh is glossy black and other than a large mouth lined with teeth, it has no facial features, though it does seem to be able to see, hear, and smell normally.

Combat

Gallu-demons attempt to snatch opponents and transport them to the nether spheres of the underworld, where other demons and undead lie waiting in ambush, eager to consume such hapless victims. The gallu-demon often uses its shape-altering power to approach unsuspecting victims, or to perform special missions such as escorting mortals out of the underworld to claim another in their stead. It must reveal its true form to employ its improved grab ability.

A gallu-demon's natural weapons, as well as any weapon it wields, are treated as chaotic-aligned and evil-aligned for the purpose of overcoming damage reduction.

Improved Grab (Ex): To use this ability, a gallu-demon must hit with a claw attack. It can then attempt to start a grapple check as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold.

Alter Shape (Su): A gallu-demon can assume any humanoid form,



or revert to its own form, as a standard action. This ability is similar to the *alter self* spell (caster level 18th), but the gallu-demon can remain in the new form indefinitely.

Dimension Door (Su): At the gallu-demon's option, it can use *dimension door* to transport a grappled victim (who gets no saving throw) within the same plane,

instead of its *plane shift* ability. It is otherwise similar to the spell of the same name.

Plane Shift (Sp): A gallu-demon can enter any of the elemental planes, the Astral Plane, or Abyss. This ability transports the gallu-demon and one grappled victim (who gets no save to avoid the shift). It is otherwise similar to the spell of the same name.

DEMON, MEHRIM

Medium Outsider (Chaotic, Evil, Extraplanar)

Hit Dice: 6d8+30 (57 hp)

Initiative: +2

Speed: 40 ft. (8 squares)

Armor Class: 19 (+2 Dex, +7 natural), touch 12, flat-footed 17

Base Attack/Grapple: +6/+11

Attack: Bite +11 melee (2d6+5 plus disease)

Full Attack: Bite +11 melee (2d6+5 plus disease) and 2 hooves +9 melee (1d4+2)

Space/Reach: 5 ft./5 ft.

Special Attacks: Disease, spell-like abilities, *summon demons*

Special Qualities: Damage reduction 10/cold iron, darkvision 60 ft., immunity to electricity and poison, outsider traits, resistance to acid, cold, and fire 10, scent, SR 14

Saves: Fort +10, Ref +7, Will +8

Abilities: Str 21, Dex 14, Con 20, Int 12, Wis 13, Cha 16

Skills: Balance +15, Diplomacy +5, Escape Artist +11, Intimidate +12, Jump +18, Knowledge (the planes) +10, Listen +18, Search +10, Sense Motive +10, Spot +18, Survival +1 (+3 on other planes) (+3 following tracks), Use Rope +2 (+4 with bindings)

Feats: Iron Will, Multiattack, Power Attack

Environment: Abyss

Organization: Solitary, pair, or pack (3–6)

Challenge Rating: 5

Treasure: Standard

Alignment: Always chaotic evil

Advancement: 7–12 HD (Medium); 13–18 HD (Large)

Level Adjustment: —

This entity looks like an oversized black goat with three horns and jet black, glossy hooves. It exhales a wispy cloud of putrid black smoke as it breathes.

Mehrim are man-sized goat-like demons that roam the various planes of the Abyss, grazing and feeding on the strange abyssal fauna as well as the flesh and ichor of fallen demons. While they are good hunters in their own right, mehrim are generally scavengers, following other demon hordes and feasting on their leftovers. Generally left to their own devices, mehrim play a minor role in the politics and machinations that take place within the Abyss. They rarely take part in the various wars and battles that rage across the abyssal planes.

A mehrim stands about 4 feet tall at the shoulders and is about 7 feet long. It weighs about 650 pounds. Its skin is dark and its coat black and oily.

Mehrim speak Abyssal, Celestial, and Common.

Combat

A mehrim charges into battle biting with its diseased bite and slashing with its front hooves. Most of the time, a mehrim opens battle with its *protection from good* and *darkness* spell-like abilities in effect. Against good-aligned foes that are susceptible, it uses its *dispel good* attack.

A mehrim's natural weapons, as well as any weapon it wields, are treated as chaotic-aligned and evil-aligned for the purpose of overcoming damage reduction.

Disease (Su): A mehrim transmits *demon fever* to any creature it bites if that creature fails a DC 18 Fortitude save. The save DC is Constitution-based.



Demon Fever: Disease—bite; Fortitude DC 18, incubation period 1 day, damage 1d6 Con. When damaged a character must succeed on another saving throw or 1 point of damage is permanent drain instead.

Spell-Like Abilities: At will—*darkness*, *protection from good*, see *invisibility*; 1/day—*dispel good* (DC 18), *dispel magic*. Caster level 8th. The save DCs are Charisma-based.

Summon Demons (Sp): Once per day, a mehrim can attempt to summon 2d10 dretches or another mehrim with a 30% chance of success. This ability is the equivalent of a 3rd-level spell.

Skills: A mehrim has a +4 racial bonus on Balance checks and a +8 racial bonus on Listen and Spot checks.

DEMON, MEZZALORN (WASP DEMON)

Large Outsider (Chaotic, Evil, Extraplanar)

Hit Dice:	12d8+72 (126 hp)
Initiative:	+5
Speed:	10 ft. (2 squares), fly 50 ft. (good)
Armor Class:	27 (–1 size, +5 Dex, +13 natural), touch 14, flat-footed 22
Base Attack/Grapple:	+12/+20
Attack:	Sting +16 melee (2d6+4 plus poison)
Full Attack:	Sting +16 melee (2d6+4 plus poison) and 2 claws +14 melee (1d6+2)
Space/Reach:	10 ft./5 ft.
Special Attacks:	Improved grab, poison, spell-like abilities, <i>summon demons</i>
Special Qualities:	Damage reduction 10/cold iron, darkvision 60 ft., immunity to electricity and poison, outsider traits, pheromone, resistance to acid, cold, fire 10, SR 22, telepathy 100 ft.
Saves:	Fort +14, Ref +13, Will +11
Abilities:	Str 18, Dex 21, Con 23, Int 13, Wis 16, Cha 16
Skills:	Concentration +21, Escape Artist +20, Hide +16, Intimidate +18, Knowledge (the planes) +16, Listen +26, Move Silently +20, Spot +28, Survival +18 (+20 on other planes), Use Rope +5 (+7 with bindings)
Feats:	Ability Focus (poison), Blind-Fight, Multiattack, Power Attack, Weapon Finesse
Environment:	Abyss
Organization:	Solitary, cluster (2–4), or nest (5–10)
Challenge Rating:	11
Treasure:	Standard
Alignment:	Always chaotic evil
Advancement:	13–24 HD (Large); 25–36 HD (Huge)
Level Adjustment:	—

service of such a demon. When serving under a demon lord or one of his generals, mezzalorns are often utilized as shock troops or first-assault troops in war.

Mezzalorns are thoroughly evil and despise all non-demons, attacking them on sight. Slain creatures are carried back to their lair and distributed among the inhabitants of the nest. Among demonkind they despise stirge demons with an unbridled hatred and always attack them on sight, fighting to the death when battling them. Slain stirge demons are not eaten by wasp demons (they dislike their smell, and as such dislike their taste even more), but are completely and utterly destroyed, their bodies being torn to pieces or injected with so much venom as to liquefy their internals.

This creature looks like a cross between a giant red-banded wasp and a grotesque olive-skinned humanoid. It has the body of a giant wasp, complete with stinger and wings. The creature possesses two human-like arms that end in wicked claws. Its human-like head sports a mouth filled with fangs and two small horns that jut from its head.

Mezzalorns (or wasp demons as they are called by otherworlders) are demonic entities akin to the fly or stirge demons. They spend most of their time flying high above the Abyssal planes scouring the lands for food or patrolling a demon lord's domain if they are in the



A mezzalorn makes its lair in rocky outcroppings or in underground burrows and tunnels on the various abyssal planes. They generally avoid the less hospitable planes composed of acids, oozes, slimes, waters, or vapors as they require a solid surface on which to build their nests. A nest is composed of just about anything a mezzalorn can find and carry: bones, debris, refuse, weapons, and so on.

A mezzalorn stands as tall as a human and is about 10 feet long. Its body is dark with red bands and ends in a golden stinger. Its legs resemble those of a giant wasp and are covered in fine hairs and bristles. Its human-like visage is copper and sports matted dark hair. Its horns are black.

Mezzalorns speak Abyssal and Common.

Combat

Mezzalorn tactics are simple and straightforward: fly into battle, sting a foe repeatedly until it dies. Often a mezzalorn grabs a foe, flies upward away from the opponent's allies, and stings its grappled victim until it dies, dropping the carcass without thought or care before wading back into the battle. Mezzalorn's hate stirge demons and fly demons and attack them on sight.

A mezzalorn's natural weapons, as well as any weapon it wields, are treated as chaotic-aligned and evil-aligned for the purpose of overcoming damage reduction.

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

opportunity. If it wins the grapple check, it establishes a hold.

Poison (Ex): A mezzalorn delivers a deadly poison with each successful tail sting. The save DC is Constitution-based. Unlike standard poisons, a mezzalorn's poison can affect demons whose Hit Dice are equal to or less than the mezzalorn's HD total. Other mezzalorns are still immune to this poison.

Mezzalorn Venom: Injury, Fortitude DC 22; initial and secondary damage 2d6 Dexterity.

Spell-Like Abilities: At will—*chaos hammer* (DC 17), *greater teleport* (self plus 50 pounds of objects only); 3/day—*blasphemy* (DC 20), *unholy blight* (DC 17); 1/day—*word of chaos* (DC 20).

Summon Demons (Sp): Once per day, a mezzalorn can attempt to summon 4d10 dretches, 1d4 babaus, or another mezzalorn with a 35% chance of success. This ability is the equivalent of a 4th-level spell.

Pheromone (Ex): When a mezzalorn is reduced to less than half its normal hit point total, it releases a pheromone that heightens the aggressive of all other mezzalorn's within a 50-foot radius. Affected mezzalorn's get a +1 morale bonus on attack rolls for the remainder of the encounter and fight without penalty even when disabled or dying.

Telepathy (Sp): Mezzalorns can communicate telepathically with any creature within 100 feet that has a language.

Skills: Mezzalorns have a +8 racial bonus on Listen checks and a +10 racial bonus on Spot checks.

DEMON, NYSROCK

Large Outsider (Chaotic, Evil, Extraplanar)

Hit Dice:	15d8+120 (187 hp)
Initiative:	+2
Speed:	40 ft. (8 squares)
Armor Class:	25 (−1 size, +2 Dex, +14 natural), touch 11, flat-footed 23
Base Attack/Grapple:	+15/+26
Attack:	Bite +22 melee (2d6+7) or spit +16 ranged (poison)
Full Attack:	Bite +22 melee (2d6+7) and tail sting +17 melee (2d4+3 plus poison) or spit +16 ranged (poison)
Space/Reach:	10 ft./5 ft.
Special Attacks:	Constrict 3d6+10, improved grab, poison, spell-like abilities, spit, <i>summon demons</i>
Special Qualities:	Damage reduction 10/cold iron and good, darkvision 60 ft., immunity to electricity and poison, outsider traits, resistance to acid, cold, and fire 10, telepathy 100 ft.
Saves:	Fort +17, Ref +11, Will +13
Abilities:	Str 24, Dex 14, Con 26, Int 16, Wis 19, Cha 18
Skills:	Bluff +22, Concentration +26, Diplomacy +8, Disguise +4 (+6 acting), Escape Artist +20, Intimidate +24, Knowledge (the planes) +21, Listen +32, Move Silently +20, Sense Motive +22, Spellcraft +21, Spot +32, Survival +22 (+24 on other planes), Use Rope +2 (+4 with bindings)

Feats:	Ability Focus (poison), Alertness, Combat Casting, Improved Constriction, Power Attack, Weapon Focus (bite)
Environment:	Abyss
Organization:	Solitary or cluster (2–4)
Challenge Rating:	13
Treasure:	Standard
Alignment:	Always chaotic evil
Advancement:	16–30 HD (Large); 31–45 HD (Huge)
Level Adjustment:	—

This creature looks like a 14-foot long cobra with a demonic humanoid head and blackish-blue scales. Two downward-curving horns jut from the sides of its head. Its tail ends in a barbed stinger. A leathery hood flares from its neck as it rises to meet you.

Nysrocks are believed to be somehow related to nagas, or are in fact nagas themselves warped through ancient and demonic dark magic into their current form. Whatever their origin, nysrocks are thoroughly evil and contemptible caring for no one other than themselves.

Nysrocks are often found in the courts of various demon lords serving as advisors and counselors. Their cunning intellects are used to full effect by their masters in weaving battle plans and plots and intrigues against rival lords and enemies.

Rumors abound as of late (supposedly from an eyewitness who lived to tell the tale) of an abyssal plane ruled by a massive nysrock at least 40 feet long. Its palace is a network of underground tunnels populated with all manner of snakes, fiendish serpents, and intelligent and cunning reptiles of all shapes and sizes.

A nysrock ranges in size from 14 to 16 feet long and weigh 350 to 450 pounds. Its scales are blackish-blue and its eyes are golden and glint with a cunning spark. Its barbed tail is jet black and oozes a vile smelling poison when the creature is threatened.

Nysrocks speak Abyssal, Common, Celestial, Draconic, and Infernal.

Combat

A nysrock flares its hood before it enters combat as a warning to its opponents. Those that press combat are met with a vicious bite and venomous tail sting. A creature that is bitten is grabbed and wrapped in the monster's coils. A nysrock derives great pleasure in repeatedly stinging a grappled foe. Once a grappled foe expires, the nysrock releases its hold and consumes it whole so long as it faces no more enemies (nysrocks aren't stupid and do not ignore other enemies to feed).

A nysrock's natural weapons are treated as chaotic-aligned and evil-aligned for the purpose of overcoming damage reduction.

Constrict (Ex): A nysrock deals 2d6+10 points of damage with a successful grapple check.

Improved Grab (Ex): To use this ability, a nysrock must hit with its bite attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold, coils its body around its foe, and constricts.

Poison (Ex): A nysrock delivers a debilitating poison with a successful tail sting or ranged spit attack. The save DC is Constitution-based and includes a +2 bonus from the nysrock's Ability Focus feat.

Nysrock Venom: Injury or contact, Fortitude DC 27; initial and secondary damage 2d6 Constitution.

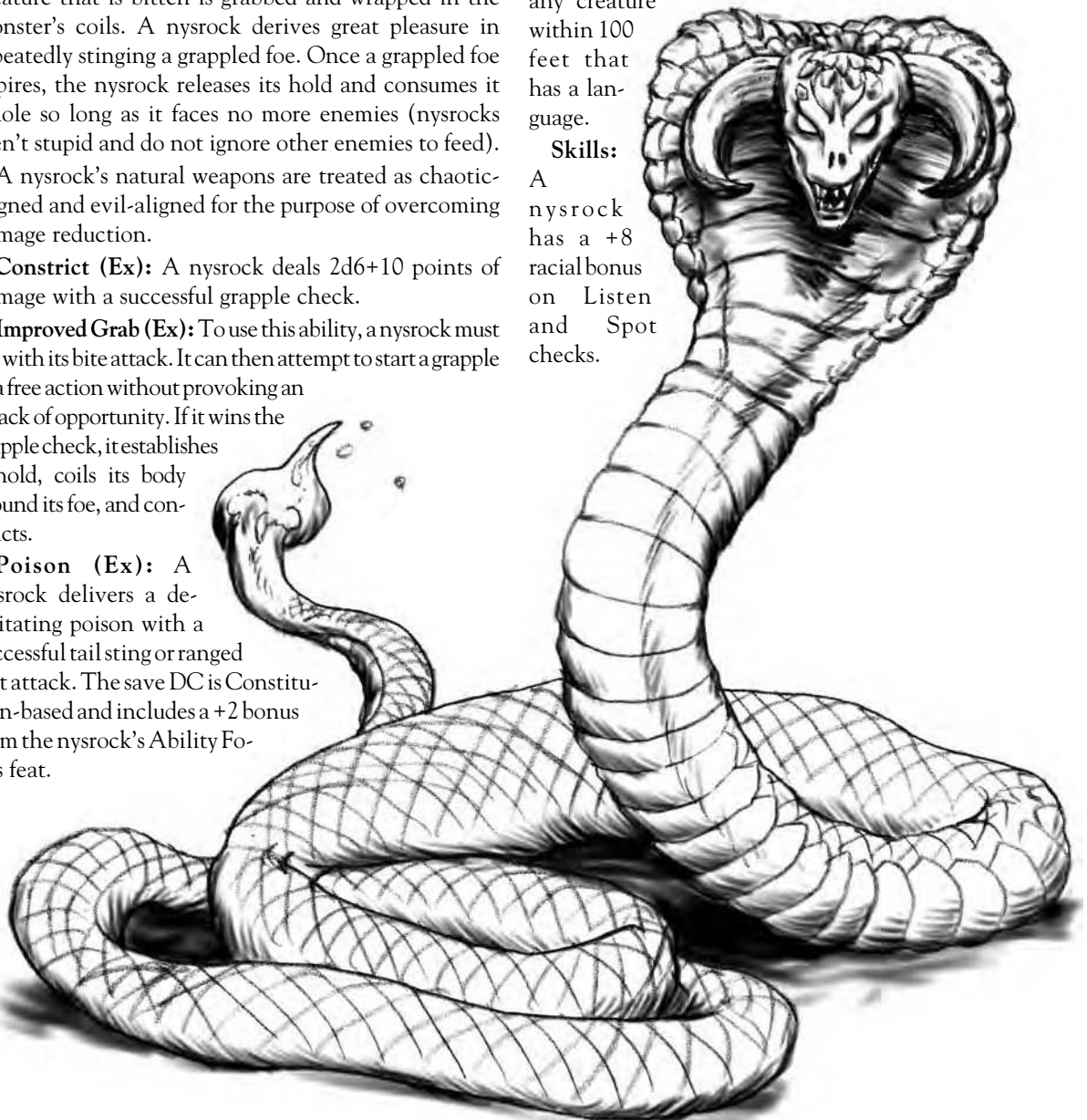
Spell-Like Abilities: At will—*greater dispel magic*, *greater teleport* (self plus 50 pounds of objects only), *unholy blight* (DC 18); 3/day—*blasphemy* (DC 21), *chaos hammer* (DC 18). Caster level 18th. The save DCs are Charisma-based.

Spit (Ex): A nysrock can spit its poison up to 40 feet away as a standard action. This is a ranged touch attack with no range increment. Opponents hit by this attack must succeed on successful DC 27 Fortitude saves (see above) to avoid the effects of the venom.

Summon Demons (Sp): Once per day, a nysrock can attempt to summon 2d4 babaus or another nysrock with a 35% chance of success. This ability is the equivalent of a 4th-level spell.

Telepathy (Su): A nysrock can communicate telepathically with any creature within 100 feet that has a language.

Skills: A nysrock has a +8 racial bonus on Listen and Spot checks.



DEMON, SKITTERDARK

Tiny Outsider (Chaotic, Evil, Extraplanar)

Hit Dice:	4d8+12 (30 hp)
Initiative:	+3
Speed:	20 ft. (4 squares), fly 40 ft. (good)
Armor Class:	18 (+2 size, +3 Dex, +3 natural), touch 15, flat-footed 15
Base Attack/Grapple:	+4/-6
Attack:	Claw +9 melee (1d3-1) or sickle +9 melee (1d3-1)
Full Attack:	2 claws +9 melee (1d3-1) and bite +4 melee (1d4-1) or sickle +9 melee (1d3-1) and bite +4 melee (1d4-1)
Space/Reach:	2-1/2 ft./0 ft.
Special Attacks:	Clustering, profane claws, spell-like abilities
Special Qualities:	Damage reduction 5/cold iron, darkvision 60 ft., immunity to electricity and poison, outsider traits, resistance to acid, cold and fire 10, SR 11
Saves:	Fort +7, Ref +7, Will +5
Abilities:	Str 8, Dex 17, Con 16, Int 11, Wis 12, Cha 12
Skills:	Balance +10, Escape Artist +10, Hide +18, Jump +6, Listen +8, Move Silently +10, Search +7, Spot +8, Survival +1 (+3 following tracks), Use Rope +3 (+5 with bindings)
Feats:	Dodge, Weapon Finesse
Environment:	Abyss
Organization:	Gang (3-6), roving band (7-10), or swarm (11-16)
Challenge Rating:	3
Treasure:	50% standard
Alignment:	Always chaotic evil
Advancement:	5-8 HD (Tiny)
Level Adjustment:	—

A small humanoid-shaped creature no more than 1-foot tall flutters nearby, held aloft by its crimson leathery bat wings. Its body is blood red and somewhat stocky for its size. Its hands end in sharp claws and its eyes and teeth are sickly yellow.

Skitterdarks are tiny demons that relish in the destruction of others, especially good-aligned outsiders (in this case outsiders mean those not native to the Abyss). Not normally found in large numbers within the rank-and-file of demonic armies, some lords do employ these creatures as watch patrols around their palaces or along their borders. What these creatures lack in size and strength, they make up for in ferocity and determination.

Skitterdarks roam their home planes harassing other demons and creatures not native to their abyssal planes. They have a fondness for the flesh or mortals, particularly goblins and halflings, often capturing the latter and cook-

ing it over a slow-burning fire using an iron spit. Some skitterdarks wear the flayed skin of goblins and halflings as trophies, weaving arm bands, bracelets, or necklaces from the dried out flesh.

Skitterdarks stand 1-foot tall and weigh about 15 pounds. Its wings are crimson, its body red, and its claws blackened and usually filthy. They speak Abyssal and Common.

Combat

Skitterdarks are aggressive demons that attack using their tiny sickles or claws and bite. They rarely touch the ground during combat, preferring to attack from the air. Against good-aligned creatures they always forego weapons so they can use their profane claws. When encountered in great numbers, skitterdarks form clusters and swarm over their opponents, raking with their claws or slashing with their tiny weapons. Some skitterdarks carry poisons extracted from various abyssal plants in order to coat their weapons. Such poisons deal 1d4 Strength damage initial and secondary, Fortitude DC 15.

A skitterdark's natural weapons, as well as any weapon it wields, are treated as chaotic-aligned and evil-aligned for the purpose of overcoming damage reduction.

Clustering (Ex): Because of their small size and swarming tactics, up to 4 skitterdarks can fit in the same 5-foot space and function normally.

Profane Claws (Su): Any good-aligned creature hit by a skitterdark's claw attack takes normal damage plus 1d6 points of profane damage.

Spell-Like Abilities: At will—detect good, detect magic; 1/day—hold person (DC 13), scare (DC 13). Caster level 5th. The save DCs are Charisma-based.



DEVIL: ALASTOR (EXECUTIONER OF HELL)

Large Outsider (Evil, Extraplanar, Lawful)

Hit Dice:	40d8+440 (620 hp)
Initiative:	+12
Speed:	40 ft. (8 squares), fly 60 ft. (average)
Armor Class:	48 (-1 size, +8 Dex, +23 natural, +8 profane), touch 25, flat-footed 40
Base Attack/Grapple:	+40/+60
Attack:	<i>Grimfang</i> +58 melee (2d6+19, crit x3) or claw +55 melee (2d8+16)
Full Attack:	<i>Grimfang</i> +58/+53/+48/+43 melee (2d6+19, crit x3) and 2 wings +53 melee (2d6+8) and bite +53 melee (4d6+8 plus poison plus disease) and tail slap +53 melee (2d8+8) or 2 claws +55 melee (2d8+16) and 2 wings +53 melee (2d6+8) and bite +53 melee (4d6+8 plus poison plus disease) and tail slap +53 melee (2d8+8)
Space/Reach:	10 ft./10 ft.
Special Attacks:	Constrict 2d8+32, fear aura, improved grab, poison, spell-like abilities, <i>summon devils</i>
Special Qualities:	Damage reduction 20/good and silver, darkvision 60 ft., immunity to fire and poison, outsider traits, regeneration 7, resistance to acid and cold 10, see in darkness, SR 35, telepathy 100 ft.
Saves:	Fort +33, Ref +32, Will +34
Abilities:	Str 43, Dex 27, Con 33, Int 28, Wis 30, Cha 26
Skills:	Balance +10, Bluff +51, Climb +59, Concentration +54, Diplomacy +10, Disguise +51 (+53 acting), Hide +47, Intimidate +53, Jump +65, Knowledge (arcana) +52, Knowledge (religion) +52, Knowledge (the planes) +52, Listen +55, Move Silently +51, Search +52, Spellcraft +54, Spot +55, Survival +10 (+12 on other planes) (+12 following tracks), Tumble +53
Feats:	Align Spell-Like Ability (evil, <i>fireball</i>), Alertness, Awesome Blow, Cleave, Die-hard, Endurance, Great Cleave, Improved Bull Rush, Improved Initiative, Iron Will, Lightning Reflexes, Multiattack, Power Attack, Quicken Spell-Like Ability
Environment:	Nine Hells
Organization:	Solitary or retinue (Alastor plus 1d2 pit fiends)
Challenge Rating:	23
Treasure:	Double standard
Alignment:	Always lawful evil
Advancement:	—
Level Adjustment:	—

This entity stands at least 16 feet tall and its body is entirely cloaked in hellish red and yellow flames. Huge bat-like wings spread from its scaled body. Its arms end in clawed hands which hold a tight grip on a wickedly curved battleaxe of iron. Its eyes are black with red pupils and its mouth is filled with rows of fangs.

Alastor is thought to be related to, or in fact be, a pit fiend. Legends and stories told by the various rulers of Hell say he is in fact the first pit fiend; the one from which all others were spawned. Alastor has always existed as far as the arch devils know; none can remember a time before he was there. Though stories say he was

thrown down from Heaven when Lucifer and his court were cast down, Lucifer himself has denied such tales.

Alastor serves as Hell's Executioner. He makes his lair deep within the confines of Asmodeus's palace on the nethermost circle of Hell. He is loyal to none but Asmodeus, and his loyalty has never been in question. Those who have questioned his loyalty to Hell's arch ruler usually find themselves on the wrong end of his axe.

Alastor takes great pride in his job and his blade never falters. When tasked with the execution of a traitor, prisoner, or simply someone Asmodeus has grown weary of, Alastor does the job, neat and clean every time. A mortal killed by his hands finds Hell to be a rather pleasant place compared to the eternal torture most endure once they fall to Alastor's axe.

Alastor resembles a pit fiend in appearance and stands 16 feet tall. He weighs roughly 1,000 pounds.

He speaks Abyssal, Common, Celestial, Draconic, Giant, Goblin, Infernal, and Terran.

Combat

Alastor rarely engages in combat; not because he cannot, but because most such encounters are trivial to him and he becomes bored with it very easily. If pressed into battle, he uses his *power word kill* ability immediately against his closest opponent. Next, he unleashes a *meteor storm*, followed by a *fireball*, before finishing his spell-like abilities with a *mass hold monster* against as many foes as possible. Next he wades into battle with *Grimfang* and his array of natural attacks. When he finally becomes bored with the battle, he seeks to quickly end it by calling in other devils to finish off any remaining opponents. Should Alastor be in danger at any time, he uses his *greater teleport* to escape, remembering his foes for a later time, which he will invariably hunt down with a retinue of pit fiends and kill.

Alastor's natural weapons, as well as any weapon he wields, are treated as lawful-aligned and evil-aligned for the purpose of overcoming damage reduction.

Constrict (Ex): Alastor deals 2d8+32 points of damage with a successful grapple check.

Disease (Su): A creature struck by Alastor's bite attack must succeed on a DC 41 Fortitude save or be infected with a vile disease known as *devil chills* (incubation period 1d4 days, damage 1d4 Str). The save DC is Constitution-based.

Fear Aura (Su): Alastor can radiate a 20-foot-radius fear aura as a free action. A creature in the area must succeed on a DC 38 Will save or be affected as though by a *fear* spell (caster level 20th). A creature that successfully saves cannot be affected again by Alastor's fear aura for one day. Other devils are immune to the aura. The save DC is Charisma-based.

Improved Grab (Ex): To use this ability, Alastor must hit with his tail slap attack. He can then attempt

to start a grapple as a free action without provoking an attack of opportunity. If he wins the grapple check, he establishes a hold and can constrict.

Poison (Ex): Alastor delivers a virulent poison with a successful bite attack. The save DC is Constitution-based.

Alastor's Poison: Injury, Fortitude DC 41, initial damage 2d6 Con, secondary damage death.

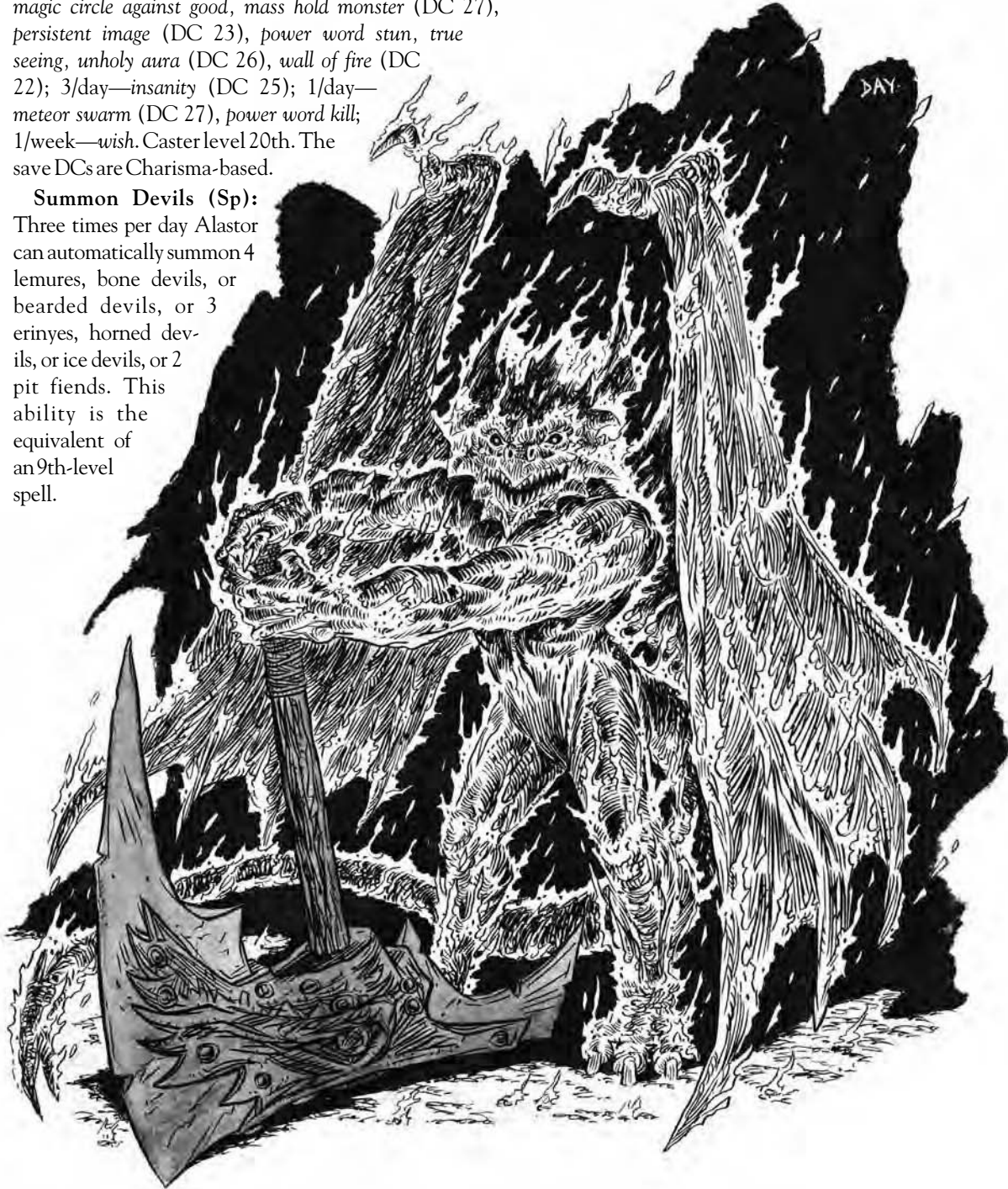
Spell-Like Abilities: At will—*blasphemy* (DC 25), *create undead*, *detect good*, *detect thoughts* (DC 20), *fireball* (evil-aligned, DC 21), *greater dispel magic*, *greater teleport* (self plus 50 pounds of objects only), *invisibility*, *magic circle against good*, *mass hold monster* (DC 27), *persistent image* (DC 23), *power word stun*, *true seeing*, *unholy aura* (DC 26), *wall of fire* (DC 22); 3/day—*insanity* (DC 25); 1/day—*meteor swarm* (DC 27), *power word kill*; 1/week—*wish*. Caster level 20th. The save DCs are Charisma-based.

Summon Devils (Sp): Three times per day Alastor can automatically summon 4 lemures, bone devils, or bearded devils, or 3 erinyes, horned devils, or ice devils, or 2 pit fiends. This ability is the equivalent of an 9th-level spell.

Regeneration (Ex): Alastor takes normal damage from good-aligned silvered weapons, and from spells or effects with the good descriptor.

Telepathy (Sp): Alastor can communicate telepathically with any creature within 100 feet that has a language.

Grimfang: *Grimfang* is a Large +3 battleaxe with the unholy and vorpal special qualities. A creature subjected to the vorpal effects of *Grimfang* can only be returned to life by the casting of a *miracle*, *wish*, or a *true resurrection* spell (the last of which must be cast on consecrated ground).



DEVIL, AMAIMON

Large Outsider (Evil, Extraplanar, Lawful)

Hit Dice: 9d8+45 (85 hp)

Initiative: +8

Speed: 40 ft. (8 squares)

Armor Class: 23 (–1 size, +4 Dex, +10 natural), touch 13, flat-footed 19

Base Attack/Grapple: +9/+20

Attack: Claw +16 melee (1d8+7)

Full Attack: 2 claws +16 melee (1d8+7) and bite +13 melee (2d6+3)

Space/Reach: 10 ft./10 ft.

Special Attacks: Breath weapon, fear aura, spell-like abilities, *summon devils*

Special Qualities: Damage reduction 10/silver, darkvision 60 ft., immunity to fire and poison, outsider traits, regeneration 3, resistance to acid and cold 10, SR 20, telepathy 100 ft.

Saves:

Abilities:

Skills:

Feats:

Environment:

Organization:

Challenge Rating:

Treasure:

Alignment:

Advancement:

Level Adjustment:

Fort +11, Ref +10, Will +8

Str 24, Dex 18, Con 21, Int 14, Wis 14, Cha 12
Balance +16, Bluff +7, Concentration +17,
Diplomacy +5, Disguise +1 (+3 acting), Hide
+6, Intimidate +15, Knowledge (anatomy)
+14, Knowledge (the planes) +14, Listen +16,
Search +14, Sense Motive +8, Spot +16,
Survival +8 (+10 on other planes) (+10 fol-
lowing tracks)

Alertness, Improved Initiative, Multiattack,
Weapon Focus (claw)

Nine Hells

Solitary, pair, or gang (2–4)

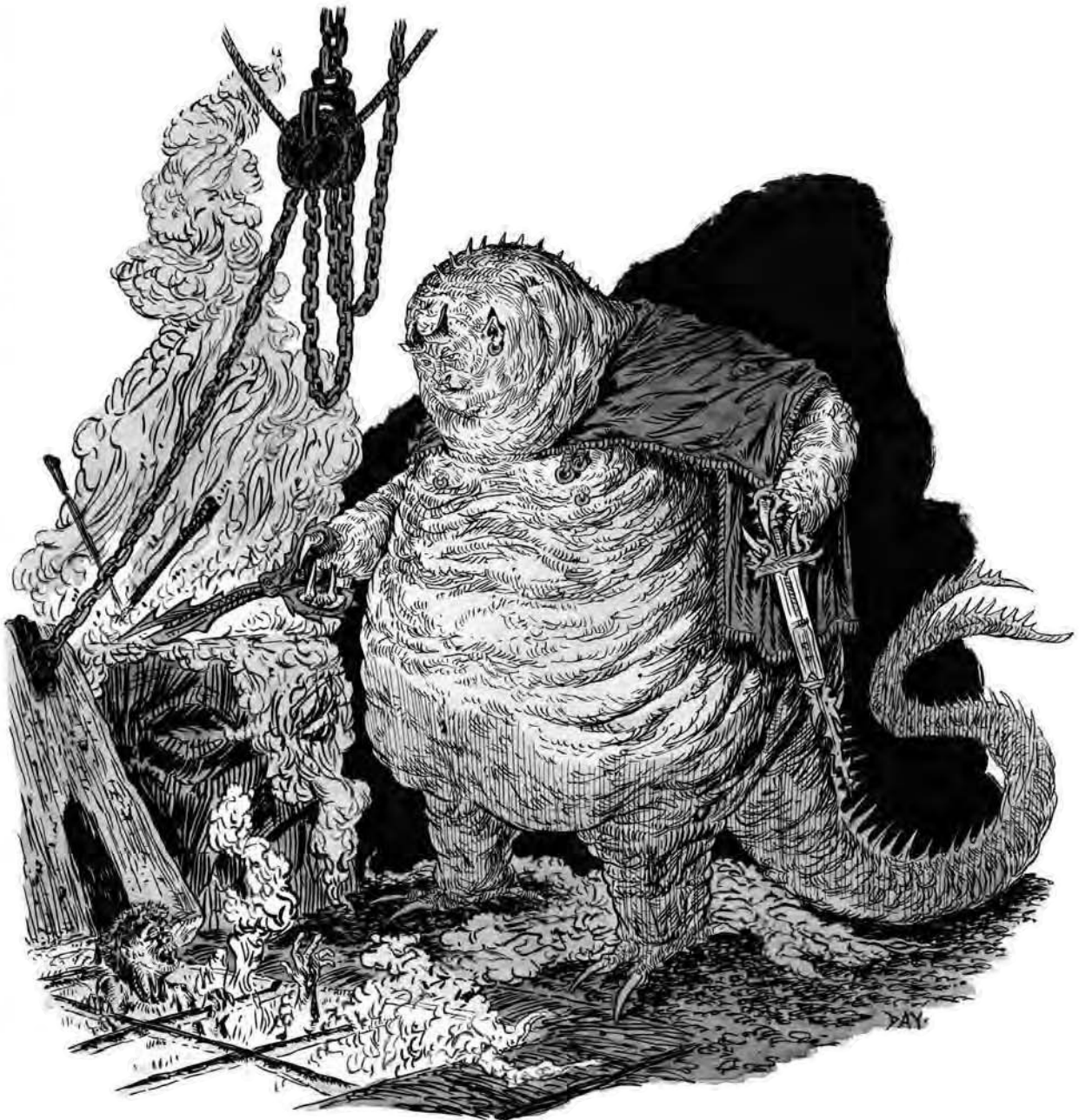
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Standard

Always lawful evil

10–18 HD (Large); 19–27 HD (Huge)

—



This massive creature stands nearly 10 feet tall and looks like a bloated, squat humanoid with scarlet flesh. It has a long curved and forked tail, clawed hands and feet, and a round, squashed head with two small horns just above its sapphire-colored eyes.

Amaimons are wicked and cruel diabolic creatures that take great pleasure in the torture and slaying of other creatures. For this, they are often found serving as inquisitors and “information extractors” under the various dukes of Hell. Their methods of torture vary from amaimon to amaimon but include both standard torture methods (racks, screws, weights) and exotic torture methods (capturing their fiery poisonous breath weapon in vials and injecting it into the bloodstream of a living creature, for example). Amaimons care little for other creatures, including their own kind. They are completely self-absorbed, selfish, and evil.

An amaimon stands about 9 feet tall and weighs about 700 pounds. It speaks Common, Draconic, and Infernal.

Combat

An amaimon ruthlessly attacks any creatures it encounters. It begins combat with its breath weapon seeking to engulf as many of its opponents within the area as possible. It always enters combat against good-aligned foes with its *protection from good* in effect raking with its claws and gnashing with its bite. If the battle turns against the amaimon it summons a horde of lemures or another amaimon to its aid.

An amaimon’s natural weapons, as well as any weapon it wields, are treated as lawful-aligned and evil-aligned for the purpose of overcoming damage reduction.

Breath Weapon (Su): As a standard action, once every 1d4 rounds, an amaimon can belch forth a blast of fiery poisonous gas in a 40-foot cone. Creatures caught in the area take 4d6 points of fire damage and 2d6 points of Constitution damage. A successful DC 21 Reflex save reduces the fire damage and the Constitution damage by half. The save DC is Constitution-based.

Fear Aura (Su): Amaimons can radiate an aura of fear in a 10-foot radius as a free action. Affected creatures must succeed on a DC 15 Will save or be affected as though by a *fear* spell (caster level 9th). A creature that successfully saves cannot be affected again by the same amaimon’s fear aura for one day. Other devils are immune to the aura. The save DC is Charisma-based.

Spell-Like Abilities: At will—*greater teleport* (self plus 50 pounds of objects only), *major image* (DC 14), *protection from good*, *wall of fire* (DC 15). Caster level 10th. The save DCs are Charisma-based.

Summon Devils (Sp): Once per day, an amaimon can attempt to summon 2d10 lemures with a 50% chance of success or another amaimon with a 35% chance of success. This ability is the equivalent of a 4th-level spell.

Regeneration (Ex): Amaimons takes normal damage from silvered weapons, and from spells or effects with the good descriptor.

Telepathy (Su): An amaimon can communicate telepathically with any creature within 100 feet that has a language.

DEVIL, LILIN

Medium Outsider (Evil, Extraplanar, Lawful)

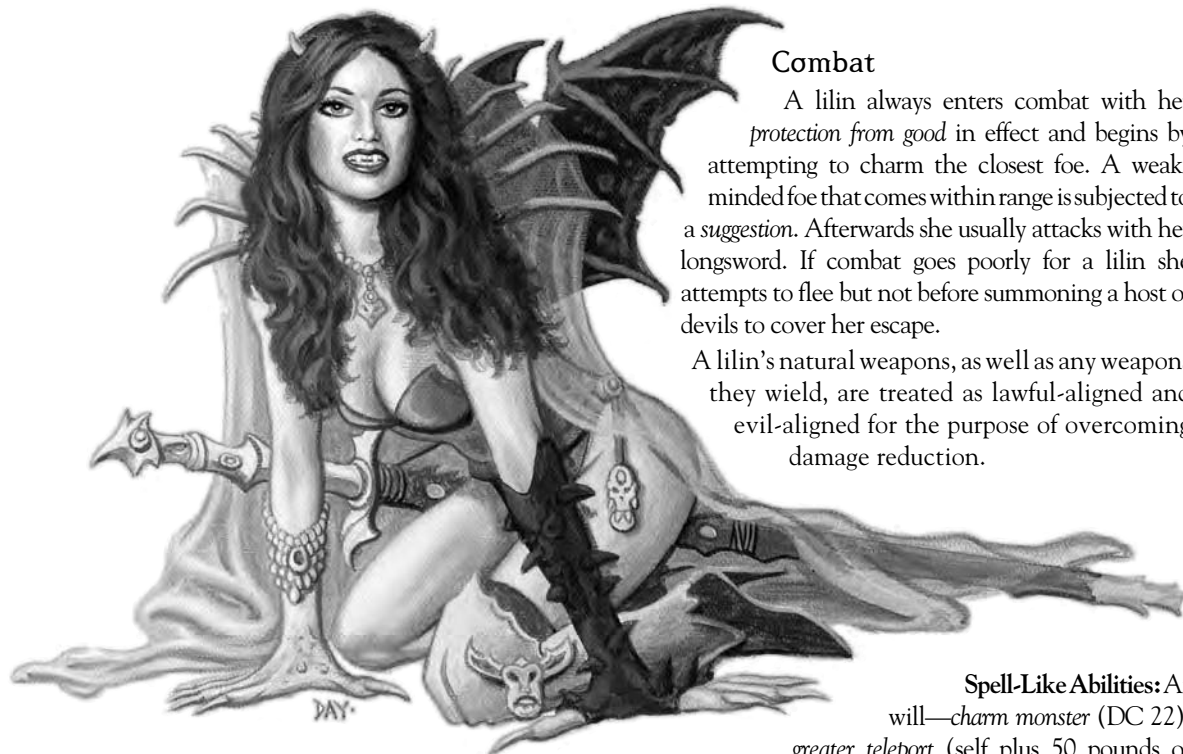
Hit Dice:	7d8+35 (66 hp)
Initiative:	+3
Speed:	30 ft. (6 squares), fly 50 ft. (average)
Armor Class:	20 (+3 Dex, +7 natural), touch 13, flat-footed 17
Base Attack/Grapple:	+7/+10
Attack:	+1 longsword +11 melee (1d8+4, 19–20/x2)
Full Attack:	+1 longsword +11/+6 melee (1d8+4, 19–20/x2) or 2 claws +10 melee (1d6+3)
Space/Reach:	5 ft./5 ft.
Special Attacks:	Spell-like abilities, <i>summon devils</i>
Special Qualities:	Damage reduction 10/silver, darkvision 60 ft., immunity to fire and poison, outsider traits, regeneration 3, resistance to acid and cold 10, see in darkness, SR 18, telepathy 100 ft.
Saves:	Fort +10, Ref +8, Will +10
Abilities:	Str 16, Dex 16, Con 20, Int 15, Wis 16, Cha 26
Skills:	Bluff +18, Concentration +15, Diplomacy +12, Disguise +8 (+10 acting), Escape Artist +13, Heal +13, Intimidate +10, Knowledge (anyone) +12, Knowledge (the planes) +12, Listen +15, Search +12, Sense Motive +13, Spot +15, Survival +3 (+5 on other planes) (+5 following tracks), Use Rope +3 (+5 with bindings)

Feats:	Alertness, Iron Will, Quicken Spell-Like Ability
Environment:	Infernus or Nine Hells
Organization:	Solitary, pair, or harem (6–9)
Challenge Rating:	6
Treasure:	Standard plus +1 longsword
Alignment:	Always lawful evil
Advancement:	8–14 HD (Medium); 15–21 HD (Large)
Level Adjustment:	—

A beautiful well-proportioned woman with crimson skin stands before you. Her eyes are dark, almost black as is her hair. A pair of small bat-like wings protrudes from her shoulders. She wields a gleaming longsword in her hand.

Lilins are thought to be the descendants of Lilith, the former Queen of Hell (see her entry elsewhere in this book). Before her coming, lilins were unknown in the Hells. Rumors spoken in hushed whispers say lilins are the offspring of Lilith and an incubus (male demon akin to the succubus). For this, lilins are often viewed with contempt and hatred among devilkind.

Among the devilish ranks, lilins serve as spies and information gatherers. Though they possess decent combat skills, they generally do not serve in the hellish armies in any other role. Many an



Combat

A lilin always enters combat with her *protection from good* in effect and begins by attempting to charm the closest foe. A weak-minded foe that comes within range is subjected to a *suggestion*. Afterwards she usually attacks with her longsword. If combat goes poorly for a lilin she attempts to flee but not before summoning a host of devils to cover her escape.

A lilin's natural weapons, as well as any weapons they wield, are treated as lawful-aligned and evil-aligned for the purpose of overcoming damage reduction.

Spell-Like Abilities:

At will—*charm monster* (DC 22), *greater teleport* (self plus 50 pounds of objects only), *protection from good*, *suggestion* (DC 21); 3/day—*animate dead*; 1/day—*unholy aura* (DC 26). Caster level 9th. The save DCs are Charisma-based.

Summon Devils (Sp): Once per day, a lilin can attempt to summon 2d10 lemures or 1d4 bearded devils or hellstokers (see **Tome of Horrors II**) or 1 hellcat with a 50% chance of success. This ability is the equivalent of a 3rd-level spell.

Regeneration (Ex): Lilins takes normal damage from silvered weapons, and from spells or effects with the good descriptor.

See in Darkness (Su): Lilins can see perfectly in darkness of any kind, even that created by a *deeper darkness* spell.

Telepathy (Sp): A lilin can communicate telepathically with any creature within 100 feet that has a language.

arch devil, ignoring the foolish rumors that lilins are indeed some demon-devil crossbreed, has employed the services of a lilin on more than one occasion. Even now, many arch devils keep a small retinue of these devilish mistresses stashed in a rival's palace gathering as much information as they can on each other.

A lilin appears as a crimson-skinned woman about 5-1/2 feet tall with long dark hair. Her eyes are deep black with flecks of blue. Her wings are black and leathery and her arms end in clawed hands. Lilins dress in light colored flowing gowns and robes and carry their longswords slung at their hips.

A lilin speaks Abyssal, Common, and Infernal.

DEVIL: LILITH (FORMER QUEEN OF HELL)

Medium Outsider (Evil, Extraplanar, Lawful)

Hit Dice: 17d8+85 (161 hp)

Initiative: +7

Speed: 40 ft. (8 squares), fly 60 ft. (good)

Armor Class: 33 (+3Dex, +9 natural, +11 profane), touch 24, flat-footed 30

Base Attack/Grapple: +17/+22

Attack: +2 *axiomatic unholy longsword* +24 melee (1d8+7, 19–20/x2) or claw +22 melee (1d6+5)

Full Attack: +2 *axiomatic unholy longsword* +24/+19/+14/+9 melee (1d8+7, 19–20/x2) or 2 claws +22 melee (1d6+5)

Space/Reach: 5 ft./5 ft.

Special Attacks: Fear aura, spell-like abilities, *summon devils*

Special Qualities: Damage reduction 15/good and silver, darkvision 60 ft., immunity to fire and poison, outsider traits, resistance to acid, cold 10, regeneration 7, see in darkness, SR 27, telepathy 100 ft.

Saves: Fort +15, Ref +13, Will +16

Abilities:

Str 20, Dex 16, Con 21, Int 19, Wis 19, Cha 33

Skills:

Balance +13, Bluff +31, Diplomacy +35, Disguise +21 (+23 acting), Escape Artist +23, Heal +24, Intimidate +13, Knowledge (arcana) +24, Knowledge (religion) +24, Knowledge (the planes) +24, Listen +6, Move Silently +23, Sense Motive +24, Spot +26, Survival +24 (+26 on other planes), Use Rope +3 (+5 with bindings) Alertness, Combat Casting, Enlarge Spell-Like Ability, Improved Initiative, Iron Will, Quicken Spell-Like Ability

Feats:

Environment:

Infernus

Organization:

Solitary or entourage (Lilith plus 2–4 erinyes or lilins)

Challenge Rating:

16

Treasure:

Double standard plus +2 *axiomatic unholy longsword*

Alignment:

Always lawful evil

Advancement:

—

Level Adjustment:

—

A curvaceous and beautiful woman with cinnamon-brown skin, dark red hair, and shining emerald eyes stands before you. She is scantily clad in scarlet robes and carries a longsword at her side.

Lilith was once consort to Moloch, ruler of the 6th plane of Hell. When the Great Uprising that pitted Lucifer and his minions against Asmodeus and his minions occurred, Lilith sided with Lucifer. When Moloch heard of her betrayal he raged against her, nearly killing her. If not for the swift action of several of her lilins (who sacrificed themselves for her), she would have surely been killed. During the commotion and chaos, she was spirited away to a safe location by Xaphan (see **Tome of Horrors II**).

When Lucifer constructed the plane of Infernus, Lilith had found her new home. She became a member of Lucifer's court and serves as one of his concubines and chief officers (ruling and commanding several companies of lilins). Lucifer, as of late has taken a special interest in her and rumors abound that should he take a queen to rule beside him it will be Lilith. This has infuriated more than one of his consorts, especially Demoriel (see **Tome of Horrors II**) who jealously wants the throne of Infernus and Lucifer all to herself. Lilith knows of Demoriel's jealousy and always keeps an open eye on her (including planting several spies in Demoriel's camp).

Lilith appears as an insanely comely female standing 5'7" tall and weighing roughly 130 pounds. Her skin is cinnamon colored and her hair, waist length and blood red. Her eyes are emerald green and sparkle under the fiery skies of Infernus. Her hands end in claws and underneath her thick hair she hides two tiny dark black horns. She has a small pair of leathery black bat-like wings that she can fold against her back and hide under her robes at a moment's notice should the need for such deception arise.

Lilith speaks Abyssal, Celestial, Common, Infernal, and Terran.

Combat

Lilith begins combat by peppering her foes with her spell-like abilities. When combat begins, Lilith usually hits the closest opponent (she deems most susceptible) with her *mass hold monster* ability. Next she unleashes a *fireball* hoping to engulf as many opponents as possible. She then charges in with her longsword, peppering her foes with *lightning bolts* and *fireballs*. If she has time before battle begins, she uses her *magic circle against good* and her *unholy aura* on herself. Any foes slain in combat are subjected to her *animate dead* spell-like ability. Against powerful foes she summons other devils to fight with her.

Lilith's natural weapons, as well as any weapons she wields, are treated as lawful-aligned and evil-aligned for the purpose of overcoming damage reduction.

Fear Aura (Su): Lilith can radiate a 20-foot radius fear aura as a free action. A creature in the area must succeed on a DC 29 Will save or be affected as though by a *fear* spell (caster level 20th). A creature that successfully saves cannot be affected again by

"...and thus, Lucifer created Infernus, a plane of eternal and everlasting fire and suffering: one plane, one ruler; created by his own hands, his own blood, and a portion of his very essence. From his great keep, *Malefacta*, Lucifer waits for the day he can challenge for the Throne of Hell again."

—translated from the *'Infernal Grimoire: The Politics of Hell'*

her fear aura for one day. Other devils are immune to the aura. The save DC is Charisma-based.

Spell-Like Abilities: At will—*animate dead*, *blasphemy* (DC 28), *charm monster* (DC 25), *detect magic*, *fireball* (DC 24), *greater dispel magic*, *greater teleport* (self plus 50 pounds of objects only), *magic circle against good*, *mass hold monster* (DC 30), *see invisibility*, *suggestion* (DC 24), *unholy aura* (DC 29); 3/day—*lightning bolt* (DC 24), *unholy blight* (DC 25), *wall of fire*; 1/week—*wish*. Caster level 20th. The save DCs are Charisma-based.

Summon Devils (Sp): Three times per day, Lilith can automatically summon 2d4 eryines, 1d6 lilins, or 1d4 barbed devils or she can attempt to summon 1 pit fiend with a 40% chance of success. This ability is the equivalent of an 8th-level spell.

Regeneration (Ex): Lilith takes normal damage from good-aligned silvered weapons, and from spells or effects with the good descriptor.



See in Darkness (Su): Lilith can see perfectly in darkness of any kind, even that created by a *deeper darkness* spell.

Telepathy (Sp): Lilith can communicate telepathically with any creature within 100 feet that has a language.

Lilith's Weapon: Lilith carries a +2 *longsword* that has the *axiomatic* and *unholy* special qualities. In addition, once per day, she can fire a *finger of death* (caster level 10th) from her weapon at a single target she can see and that is within 50 feet. A target struck must succeed on a DC 20 Fortitude save or die. Even if the save succeeds, the target takes 3d6+10 points of damage.

DIRE WOLFWERE

Large Magical Beast (Shapechanger)

Hit Dice:	6d8+18 (45 hp)
Initiative:	+2
Speed:	50 ft. (10 squares)
Armor Class:	16 (–1 size, +2 Dex, +5 natural), touch 11, flat-footed 14 as dire wolf or hybrid; 13 (+1 Dex, +2 natural), touch 11, flat-footed 12 as human
Base Attack/Grapple:	+4/+15 (+11 as human)
Attack:	Bite +11 melee (1d8+10) as dire wolf or hybrid; longsword +11 melee (1d8+7, 19–20/x2) as human
Full Attack:	Bite +11 melee (1d8+10) as dire wolf; bite +11 melee (1d8+7) and longsword +5 melee (1d8+3, 19–20/x2) as hybrid; longsword +11 melee (1d8+7, 19–20/x2) as human
Space/Reach:	10 ft./5 ft. as dire wolf; 10 ft./10 ft. as hybrid; 5 ft./5 ft. as human
Special Attacks:	Weakness gaze in all forms; trip as dire wolf or hybrid
Special Qualities:	Alternate form, damage reduction 10/cold iron, darkvision 60 ft., low-light vision, scent
Saves:	Fort +8, Ref +7, Will +6
Abilities:	Str 25, Dex 15, Con 17, Int 12, Wis 12, Cha 13
Skills:	Disguise +1 (+9 in dire wolf form), Hide +4, Listen +13, Move Silently +4, Spot +13, Survival +8 (+12 tracking by scent)
Feats:	Alertness, Run, Track ^B , Weapon Focus (bite)
Environment:	Temperate forests
Organization:	Solitary, gang (2–5), or pack (1, plus 5–8 wolves or 1d4 dire wolves)
Challenge Rating:	4
Treasure:	None
Alignment:	Always neutral evil
Advancement:	By character class
Level Adjustment:	+2

This creature looks like a large bipedal wolf with thick gray fur and fiery yellow eyes. Sharpened fangs glisten from within its mouth. The creature wields a longsword in its human-like furred covered hands.

Dire wolfweres are therianthropes (or anthromorphs or weretherions, whichever you prefer): animals that can assume human and hybrid form (the latter being bipedal and combining traits of both its human and animal form). A dire wolfwere's natural form is that of a dire wolf. In this form it is nearly indistinguishable from other dire wolves and often keeps company with them, usually as the leader or head of the pack.

Dire wolfweres are roamers and travelers by nature and move from place to place never spending much time in one location. When encountered in human form, a dire wolfwere

is likely to be masquerading as a merchant, musician, or tradesmen of some sort.

Dire wolfweres in human form stand around 6 to 6-1/2 feet tall and have grayish-brown or grayish-black hair and brightly colored eyes. Their features are sharp and well-formed, but otherwise unremarkable. A dire wolfwere in hybrid form looks like a bipedal dire wolf with dark gray fur and yellow eyes. It stands about 9 feet tall and weighs just about 800 pounds.

Dire wolfweres speak Common, and can do so in either human or hybrid form. They can understand Common in dire wolf form but cannot speak.

Combat

Dire wolfweres, like their smaller cousins (see **Tome of Horrors I** for details on the wolfwere), usually assume human form when they detect the approach of humanoids or other such creatures, often disguising itself as a merchant, peddler, or tradesman. When it thinks it has the best chance to catch its potential prey unaware, it quickly assumes hybrid form and attacks. It prefers to combat in hybrid form since it can use both its bite and a weapon (usually a longsword). It uses its weakness gaze against the opponent(s) it deems most threatening to it.



Healing Shift

When a therianthrope shifts forms, it heals a limited amount of damage.

Prerequisites: Therianthrope.

Benefit: When a therianthrope changes forms, it immediately heals a number of hit points equal to its total character level (Hit Dice plus any class levels). This does not function if the therianthrope is slain (and reverts back to its animal form). This feat is usable once per day.

Normal: Therianthropes do not regain lost hit points for changing forms.

Quicken Shift

A therianthrope can change forms slightly faster than normal.

Prerequisites: Therianthrope, Int 13+.

Benefit: When a therianthrope changes forms it does so as a move action.

Normal: Changing forms is a standard action.

Weakness Gaze (Su): Any creature within 30 feet that meets the dire wolfwere's gaze takes 1d4+1 points of Strength damage. A successful DC 14 Fortitude save negates the ability damage. This ability can be used three times per day. A dire wolfwere is immune to its own weakness gaze and the weakness gaze of other dire wolfweres. The save DC is Charisma-based.

Alternate Form (Su): A dire wolfwere's natural form is that of a dire wolf. It can shift into two other forms as though using the *polymorph* spell on itself, though it does not regain hit points for changing forms, and only a specific human form or hybrid form can be assumed. Equipment carried by the dire wolfwere in human or hybrid form shifts with it and is absorbed into its animal form. Magic items do not function while in this form. When a dire wolfwere shifts back into human or hybrid form, equipment (including magic items) returns to normal and function normally.

A dire wolfwere's first form is that of a Medium human. A dire wolfwere always assumes the same appearance and traits in human form. In this form, it cannot use its natural weapons or any extraordinary special attacks. It can wield weapons and wear armor however and its weakness gaze still functions.

Its second form is a bipedal hybrid form with prehensile hands and animalistic features. The dire wolfwere retains its natural attacks and extraordinary special attacks in this form, and can also wield weapons or wear armor. Note that a dire wolfwere is Large size in hybrid form; its weapon does not resize and the dire wolfwere can wield it without any penalty (it can also wield Large size weapons without penalty in hybrid form).

Changing forms is a standard action. A slain dire wolfwere reverts to its animal form, although it remains dead. Separated body parts retain their human or hybrid form, however.

Skills: A dire wolfwere has a +2 racial bonus on Listen, Move Silently, and Spot checks. *It also has a +4 racial bonus on Survival checks when tracking by scent. *In dire wolf form, a dire wolfwere has a +8 racial bonus on Disguise checks (as it's nearly indistinguishable from a normal dire wolf).

DRAGON, GLASS WYRM

Large Dragon

Hit Dice:	16d12+64 (168 hp)
Initiative:	+6
Speed:	30 ft. (6 squares)
Armor Class:	26 (-1 size, +2 Dex, +15 natural), touch 11, flat-footed 24
Base Attack/Grapple:	+16/+26
Attack:	Bite +21 melee (2d6+6, 19-20/x2)
Full Attack:	Bite +21 melee (2d6+6, 19-20/x2) and 2 claws +19 melee (1d8+3) and tail slap +19 melee (1d8+9)
Space/Reach:	10 ft./5 ft. (10 ft. with bite)
Special Attacks:	Breath weapon
Special Qualities:	Damage reduction 10/magic and bludgeoning, darkvision 60 ft., dragon traits, reflective hide, spell reflection
Saves:	Fort +14, Ref +12, Will +11
Abilities:	Str 23, Dex 14, Con 19, Int 10, Wis 12, Cha 12
Skills:	Diplomacy +22, Escape Artist +12, Listen +22, Move Silently +11, Search +19, Sense Motive +20, Spot +22, Survival +1 (+3 following tracks), Use Rope +2 (+4 with bindings)
Feats:	Alertness, Cleave, Improved Critical (bite), Improved Initiative, Multiattack, Power Attack
Environment:	Underground
Organization:	Solitary, pair, or family (3-5)
Challenge Rating:	14

Treasure:

Double coins; triple goods (gems only); double items

Alignment:

Usually neutral

Advancement:

17-30 HD (Large); 31-48 HD (Huge)

Level Adjustment:

—

This dragon appears to be formed of crystal or glass. Its scales are semi-transparent and appear razor-sharp. Its head is angular with two blade-like horns swept back across its crown. A glass fin-like crest starts near the base of its skull, runs down the center of its back and tapers off as it reaches the monster's tail. Its large wings are translucent and the sound of grating glass can be heard as the beast moves.

Glass wyrms are relatives of other dragons and are believed to have their origin on another plane of existence (though this can neither be confirmed nor denied by sages, and no one has ever actually asked one of these creatures).

Glass wyrms make their home beneath the surface world and enjoy the relative solitude of the Underdark. Their lairs normally consist of a maze of twisting and winding corridors meant to confuse and befuddle trespassers. Their lairs are littered with scores and scores of gemstones and broken glass (thought to come from the glass wurm's scales).

Glass wyrms sustain themselves on a diet of gemstones and natural minerals, and rarely eat meat (though their draconic heritage does occasionally rise to the surface thereby instilling the taste for such things in them).

Glass wyrms speak Draconic and at least one other language (usually Undercommon).

Combat

Glass wyrms rely on their breath weapon and natural attacks in combat, switching between them as the battle warrants. Powerful foes are always targeted first and subjected to the monster's breath weapon. Some glass wyrms keep torches or other light sources scattered about their labyrinthine lairs so they can use their reflective hide to blind trespassers and enter combat quickly before their opponents can react.

A glass wurm's natural weapons are treated as magic weapons for the purpose of overcoming damage reduction.

Breath Weapon (Su): A glass wurm can unleash a blast of razor-sharp shards of glass once every 1d4 rounds in a 40-foot cone. Affected creatures take 12d6 points of piercing damage (DC22 Reflex save for half). The save DC is Constitution-based.

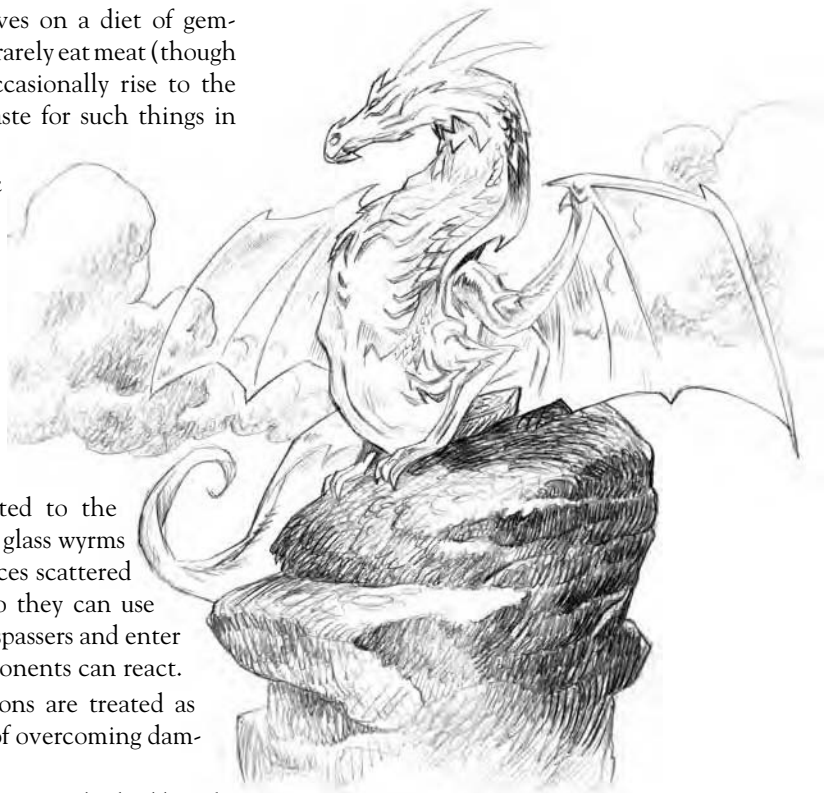
Reflective Hide (Ex): Any mundane or magical light source brought within 30 feet of a glass wurm causes the light to be reflected as a burst that blinds all creatures within 30 feet for 1d6+4 rounds. A creature can attempt a DC 22 Fortitude save to negate the blinding effect. The save DC is Constitution-based.

Spell Reflection (Ex): Any spell or spell-like ability that allows spell resistance and targets a glass wurm (or includes it in its area of effect) is reflected

back on the caster if the glass wurm successfully resists the spell or effect. The original caster becomes the spell's target (or its point of origin in the case of area spells). A reflected spell can be resisted normally by the caster (and any other creatures affected).

A glass wurm cannot reflect a sonic-based spell or spell-like ability, even if it allows resistance.

Vulnerability to Sonics (Ex): A glass wurm takes half again as much (+50%) damage as normal from sonic attacks and effects, regardless of whether a saving throw is allowed, or if the save is a success or failure.



DRAGON, WRATH (DRACO SANTCUS BENEVOLENTIA)

Huge Dragon (Extraplanar, Good)

Hit Dice:	30d12+270 (465 hp)
Initiative:	+6
Speed:	50 ft. (10 squares), fly 120 ft. (poor)
Armor Class:	30 (–2 size, +2 Dex, +20 natural), touch 10, flat-footed 28
Base Attack/Grapple:	+30/+48
Attack:	Bite +39 melee (4d6+10)
Full Attack:	Bite +39 melee (4d6+10) and 2 claws +34 melee (2d8+5)
Space/Reach:	15 ft./10 ft.
Special Attacks:	Breath weapon, spells, <i>summon devas</i> , turn undead
Special Qualities:	Damage reduction 15/evil, darkvision 60 ft., immunity to fire, poison, <i>sleep</i> , and paralysis, low-light vision, magic circle against evil, scent, SR 29
Saves:	Fort +26, Ref +19, Will +21
Abilities:	Str 31, Dex 14, Con 28, Int 16, Wis 18, Cha 20

Skills:

Bluff +38, Diplomacy +42, Disguise +5 (+7 acting), Escape Artist +35, Intimidate +40, Jump +10, Knowledge (any one) +20, Knowledge (the planes) +19, Listen +37, Sense Motive +37, Spot +37, Survival +37 (+39 on other planes)

Feats:

Blind-Fight, Cleave, Combat Reflexes, Flyby Attack, Great Cleave, Hover, Improved Initiative, Power Attack, Snatch, Weapon Focus (bite), Weapon Focus (claws)

Environment:

Any good-aligned plane

Organization:

Solitary or band (1 wrath dragon plus 1d4 astral devas)

Challenge Rating:

20

Treasure:

Triple standard

Alignment:

Any good

Advancement:

31–60 HD (Huge); 61–90 HD (Gargantuan)

Level Adjustment:

—

Beautiful and awesome to behold, their skin glitters like precious metals and jewels, belying their unquestionable might and holy wrath.

These massive powerfully built specimens are formed from the ascension of slain good dragons into the heavenly orders. Given the opportunity to return, they serve as heralds of good-aligned deities sent to deliver divine judgment on infidels and sinners who have turned their back on the path of righteousness. A flight of wrath dragons over an offending city has often been cause to turn an entire civilization to prayer and piety.

Wrath dragons never enter the material planes, inner planes, or other outer planes unless under orders from the deity they serve. When such orders are given, a wrath dragon completes its assignment to the best of its ability before returning to its home plane.

A wrath dragon serves no one other than the deity that "created" it. It aids good-aligned creatures in time of need, but does not serve them or stay with them any longer than is required to give aid (unless its deific orders say otherwise). A wrath dragon never aids an evil creature under any circumstances, and if forced to do so by magical means, the dragon seeks atonement as soon as possible.

A wrath dragon is 30 feet long and weighs about 30,000 pounds. Its scales are silver or platinum and glitter under bright light. Its wings are silver-hued with a darker stripe running along the top portion. Its head, sitting atop its long serpentine neck, is long and angular and its eyes are seemingly made of sapphire. Two under-curved horns made of ivory jut from its head just behind its eyes.

Wrath dragons speak Celestial, Common, Draconic, Giant, and Terran.

Combat

Wrath dragons start combat with use of their breath weapon and divine spells. They continue this tactic until pressed with missile fire, or magic that would force them to close in for melee attacks. In close combat, a wrath dragon attacks using a combination of its bite, claws, and spells. If pressed, or if the battle turns

against it, a wrath dragon summons devas to its aid.

A wrath dragon's natural weapons, as well as any weapon it wields, are treated as good-aligned for the purpose of overcoming damage reduction. Additionally, if a wrath dragon is lawful-aligned or chaotic-aligned, its weapons are treated as such for the purpose of overcoming damage reduction.

Breath Weapon (Su): Once every 1d4 rounds, as a standard action, a wrath dragon can spew forth a cone of fire to a range of 100 feet that deals 20d6 points of fire damage. One-half of the damage is from divine force and is not subject to fire resistance or fire immunity. A successful DC 34 Reflex save reduces the damage by half. The save DC is Constitution-based.

Spells: A wrath dragon casts spells as a 15th-level cleric. The save DCs for its spells are Wisdom-based. A wrath dragon has access to the domains of Good and Strength and gains the granted power of each domain.

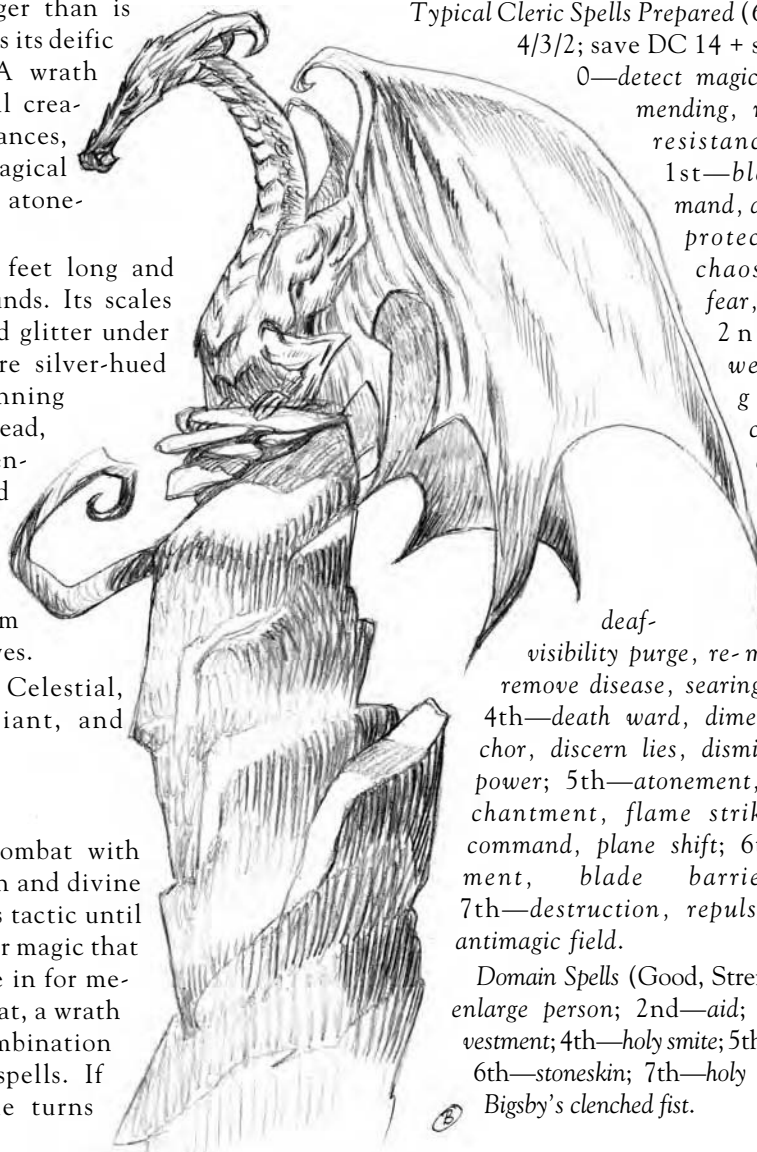
Typical Cleric Spells Prepared (6/6/6/6/6/4/4/3/2; save DC 14 + spell level):

0—detect magic, guidance, mending, read magic, resistance, virtue;
1st—bless, command, divine favor, protection from chaos, remove fear, sanctuary;
2nd—align weapon, augury, consecrate, enthrall, shatter, silence;
3rd—blindness/

deaf-visibility purge, remove curse, remove disease, searing light (x2);
4th—death ward, dimensional anchor, discern lies, dismissal, divine power; 5th—atonement, break enchantment, flame strike, greater command, plane shift; 6th—banishment, blade barrier, heal;
7th—destruction, repulsion; 8th—antimagic field.

Domain Spells (Good, Strength): 1st—enlarge person; 2nd—aid; 3rd—magic vestment; 4th—holy smite; 5th—dispel evil; 6th—stoneskin; 7th—holy word; 8th—

Bigby's clenched fist.



Summon Devas (Sp): Once per day, a wrath dragon can automatically summon 1d2 astral devas, or 1d4 movanic or monadic devas. See the **Tome of Horrors** for details on monadic and movanic devas. (If you don't have access to the **Tome of Horrors**, the wrath dragon can summon an extra astral deva and 1 planetar instead.) This ability is the equivalent of an 8th-level spell.

Turn Undead (Su): A wrath dragon turns undead as a 30th-level cleric.

Magic Circle against Evil (Su): A wrath dragon radiates a continuous *magic circle against evil* that affects a 10-foot radius. It can be dispelled, but the wrath dragon can restart it as a free action on its next turn.

DRAKE, SPLINTER

	Splinter Drake
	Large Plant
Hit Dice:	17d8+102 (178 hp)
Initiative:	+2
Speed:	40 ft. (8 squares)
Armor Class:	23 (–1 size, +2 Dex, +12 natural), touch 11, flat-footed 21
Base Attack/Grapple:	+12/+24
Attack:	Claw +19 melee (1d8+8) or thorn volley +13 ranged (3d6+8)
Full Attack:	2 claws +19 melee (1d8+8) and bite +15 melee (2d8+4, 19–20/x2) or thorn volley +13 ranged (3d6+8)
Space/Reach:	10 ft./5 ft.
Special Attacks:	Breath weapon
Special Qualities:	Improved woodland stride, low-light vision, plant traits, resistance to fire 10
Saves:	Fort +16, Ref +7, Will +8
Abilities:	Str 27, Dex 15, Con 23, Int 10, Wis 12, Cha 10
Skills:	Hide +8*, Listen +11, Move Silently +12, Spot +11
Feats:	Cleave, Improved Critical (bite), Improved Natural Attack (bite), Iron Will, Power Attack, Weapon Focus (bite)
Environment:	Temperate forests
Organization:	Solitary or pair
Challenge Rating:	10
Treasure:	50% standard
Alignment:	Usually neutral evil
Advancement:	18–34 HD (Large); 35–51 HD (Huge)
Level Adjustment:	—

Splinter Drake Tracker, 6th-Level Ranger

	Large Plant
	17d8+102 plus 6d8+36 (241 hp)
	+3
	40 ft. (8 squares)
	24 (–1 size, +3 Dex, +12 natural), touch 12, flat-footed 21
	+18/+30
	Claw +25 melee (1d8+8) or thorn volley +20 ranged (3d6+8)
	2 claws +25 melee (1d8+8) and bite +21 melee (2d8+4, 19–20/x2) or thorn volley +20 ranged (3d6+8)
	10 ft./5 ft.
	Breath weapon, spells
	Animal companion, combat style, favored enemy, Improved woodland stride, low-light vision, plant traits, resistance to fire 10, wild empathy
	Fort +21, Ref +13, Will +12
	Str 27, Dex 17, Con 23, Int 10, Wis 16, Cha 14
	Heal +9, Hide +15*, Knowledge (nature) +11, Listen +14, Move Silently +18, Spot +13, Survival +12 (+14 aboveground)
	Blind-Fight, Cleave, Endurance ^B , Great Cleave, Improved Critical (bite), Improved Natural Attack (bite), Iron Will, Power Attack, Track ^B , Weapon Focus (bite)
	Temperate forests
	Solitary or pair
	16
	50% standard
	Usually neutral evil
	By character class

This creature looks like a wingless dragon about 12 feet long whose flesh is actually dark brown bark with a greenish hue. A bushy mane of twigs, branches, leaves, and vines circles its draconic-like head and a series of thorny spines runs the length of its back. Two backward curved horns, apparently constructed of the same hardened bark as its body, jut from the creature's head. A dark brown snake-like tongue flicks across its fangs as it advances.

Splinter drakes are plant creatures that resemble large wingless dragons. They haunt dense forests and make their lairs amid the tangled underbrush, generally in hard to locate places. Much like true dragons, splinter drakes are extremely territorial and attack creatures that wander carelessly into their domain and remain for an extended amount of time. A typical splinter drake's territory covers an area of several square miles around its lair. Unlike true dragons, splinter

drakes do not value nor keep treasure. Any treasure found in or around their lairs are likely all that remains of a past meal.

Splinter drakes generally keep company with evil fey, evil druids, and corrupt rangers. Such allies are allowed a bit of leeway when treading on a splinter drake's territory, but if certain boundaries are crossed or privileges abused, splinter drakes have no problems eating someone they once called friend. Splinter drakes generally do not associate with others of their kind, except during mating season (early spring) when a mated pair is likely to be encountered.

During mating, the female splinter drake deposits a host of eggs (or seeds) into the ground. Within several months, 1d4 new splinter drakes grow from the ground. Splinter drakes reach maturity within 1 year.

A splinter drake is about 12 feet long and weighs around 800 pounds. Splinter drakes speak Common and Sylvan.

Combat

Splinter drakes typically ambush potential prey whenever possible, striking from surprise with their thorny breath weapon and poison. Once it releases its first blast, it charges into battle and slashes and tears at its foes with its claws and bite. If outnumbered or combat turns against it, a splinter drake seeks the quickest means of exit possible unless cornered, defending its lair, or starving, in which case it fights to the death.

Against particularly powerful opponents, a splinter drake uses its Power Attack feat to take up to a -6 penalty on its attack rolls and gains a like amount on its damage rolls.

Breath Weapon (Ex): Once every 1d4+1 rounds as a standard action, a splinter drake can breathe a blast of razor-sharp thorns in a 40-foot cone that deals 6d6 points of damage to any creature caught in the area. A successful DC 24 Reflex save reduces the damage by half. The save DC is Constitution-based.

Alternately, once per round as a standard action, a splinter drake can fire a volley of thorns in a line at a single target. This requires a successful ranged attack. An opponent hit takes 3d6+8 points of damage.

Poison (Ex): Three times per day as a free action, a splinter drake can regurgitate its poisonous stomach acids into its mouth and either use it in conjunction with a bite attack or release it along with its splinter breath weapon (see breath weapon above). The act of regurgitating the poison is a free action. Using it with its bite attack or breath weapon is a standard action. Once it makes a successful bite attack or uses its breath weapon, the poison is used up (though the splinter drake can “reload” again on its next turn if it has any more uses of its poison attack left for the day).

Splinter Drake Venom: Injury or contact; Fort DC 24 negates; initial and secondary damage 1d4 Con. The save DC is Constitution-based.

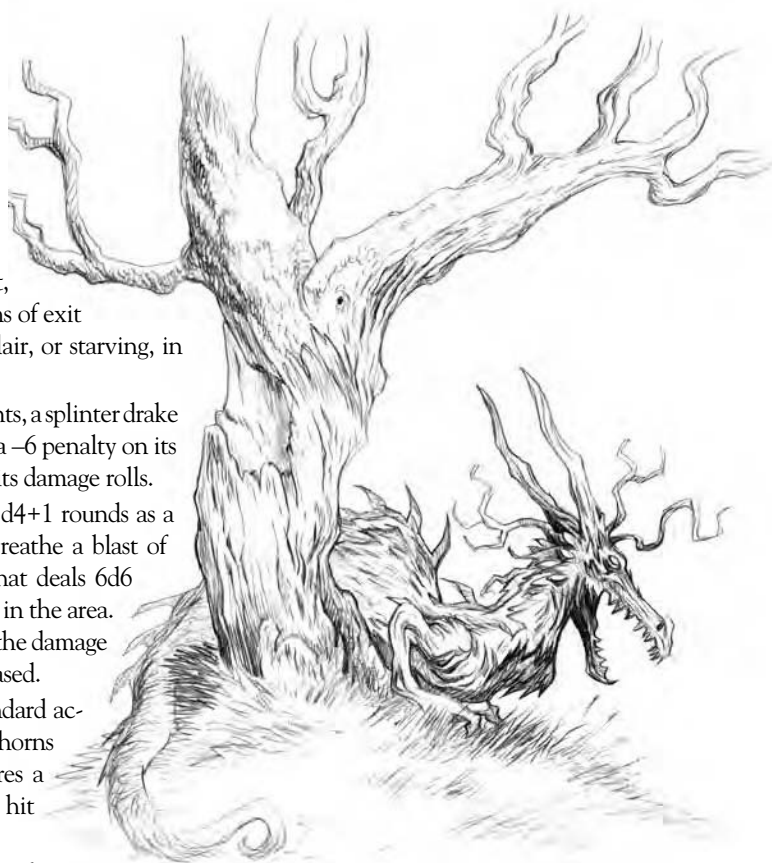
Improved Woodland Stride (Su): A splinter drake can move through any sort of undergrowth (natural thorns, briars, overgrown areas, and similar terrain) at its normal speed without taking damage or suffering other impairment. This includes thorns, briars, and overgrown areas that are magically manipulated to impede motion.

Skills: *Because of its coloration, a splinter drake gets a +12 racial bonus on Hide checks made in its natural environment.

Splinter Drake Tracker

Rarely, though not completely unheard of, a splinter drake takes levels in a class, almost always the druid or ranger class. Ranger is considered a splinter drake’s favored class.

Animal Companion (Ex): This splinter drake has a hawk as an animal companion. They have a link between them, share spells, and its hawk gains evasion. See the sidebar for details.



Favored Enemy (Ex): A splinter drake tracker gains a +4 bonus on Bluff, Listen, Sense Motive, Spot, and Survival checks when using these skills against fey creatures and a +2 bonus on Bluff, Listen, Sense Motive, Spot, and Survival checks when using these skills against plant creatures.

Combat Style (Ex): This splinter drake selected archery as its combat style and is treated as having both the Rapid Shot and Manyshot feats. If it uses its breath weapon to release a volley of thorns at a single opponent, it can use either of these feats with its breath weapon.

Spells: This splinter drake tracker cast spells due to his ranger class levels. The save DCs are Wisdom-based.

Typical Ranger Spells Prepared (2; save DC 13 + spell level): 1st—*alarm*, *entangle* (DC 14).

Splinter Drake Tracker Hawk Animal Companion

CR 1; SZ T Animal; HD 3d8; hp 4; Init +3; Spd 10 ft., fly 60 ft. (average); AC 20 (+2 size, +4 Dex, +4 natural), touch 16, flat-footed 16; BAB/Grp +2/-8; Atk +8 melee (1d4-2, talons); Full Atk +8 melee (1d4-2, talons); Space/Reach 2-1/2 ft./0 ft.; SQ evasion, link, low-light vision, share spells, two bonus tricks; AL N; SV Fort +3, Ref +7, Will +3; Str 7, Dex 18, Con 10, Int 2, Wis 14, Cha 6.

Skills: Listen +2, Spot +14. Hawks have a +8 racial bonus on Spot checks. **Feats:** Weapon Finesse.

DREAM SPECTRE (NIGHTMARE CREATURE)

Medium Outsider (Evil, Extraplanar, Incorporeal)

Hit Dice:	13d8+26 (84 hp)
Initiative:	+7
Speed:	Fly 60 ft. (12 squares) (perfect)
Armor Class:	16 (+3 Dex, +3 deflection), touch 16, flat-footed 13
Base Attack/Grapple:	+13/0
Attack:	Incorporeal touch +17 melee (1d4 plus 1d4 Cha)
Full Attack:	Incorporeal touch +17 melee (1d4 plus 1d4 Cha)
Space/Reach:	5 ft./5 ft.
Special Attacks:	Charisma damage, heart-stopping fear, nightmare, sleep
Special Qualities:	Darkvision 60 ft., daylight powerlessness, dreamsense 100 ft., incorporeal traits, outsider traits
Saves:	Fort +10, Ref +11, Will +11
Abilities:	Str —, Dex 17, Con 15, Int 16, Wis 16, Cha 17
Skills:	Bluff +19, Diplomacy +7, Disguise +3 (+5 acting), Escape Artist +19, Hide +19, Intimidate +21, Knowledge (any one) +19, Knowledge (dreams) +19, Knowledge (the planes) +9, Listen +21, Search +13, Sense Motive +19, Spot +21, Survival +19 (+21 on other planes) (+21 following tracks), Use Rope +3 (+5 with bindings)
Feats:	Alertness, Blind-Fight, Combat Reflexes, Improved Initiative, Weapon Focus (incorporeal touch)
Environment:	Any
Organization:	Solitary
Challenge Rating:	9
Treasure:	None
Alignment:	Usually neutral evil
Advancement:	14 – 39 HD (Medium)
Level Adjustment:	—

This creature looks like a vaguely humanoid figure composed of living shadow. White-hot pinpoints of light seem to serve as its eyes. Its arms end in wicked claws of shadowstuff and its lower torso trails off into wispy dark shadows.

Dream spectres have their originals on a dreamscape plane plagued and flooded with nightmares. This plane is an ever-changing plane of whirling winds, matter, anti-matter, and anything else a dreaming creature injects into the realm of dreams. Dream spectres enter the Material Plane through nexus points created by dreaming creatures, and once on a material plane, they use their abilities to attack sleeping and

dreaming creatures within their immediate area, feeding on a sleeping creature's dream energy. Once sated, a dream spectre fades into the shadows, only to return the next night. A dream spectre often haunts the same creature night after night until that creature dies or the dream spectre is discovered and flees.

Dream spectres look like undead shadows and are often mistaken for them. They are not undead, or even related to undead, so a cleric's power over such creatures doesn't affect a dream spectre. Dream spectres sometimes use this case of mistaken identity to their advantage, seeming to retreat in battle all the while waiting for an opening to strike the unsuspecting cleric.

Dream spectres speak the language of dreams, called Dreamspeak. In addition, some speak Common and several other languages as well.



Combat

A dream spectre prefers to attack sleeping creatures so it can use its Charisma damaging attack without interruption as well as destroy the target's dreams with its nightmare ability. A creature that awakens or discovers a dream spectre (such as a sentry or guard) is targeted by its sleep attack. Dream spectres attack with their incorporeal touch in combat.

A dream spectre's natural weapons are treated as evil-aligned for the purpose of overcoming damage reduction.

Charisma Damage (Su): Any creature hit by a dream spectre's incorporeal touch attack takes 1d4 points of Charisma damage. At Charisma 0, the victim falls into a nightmare-filled coma until at least 1 point of Charisma is restored.

Heart-Stopping Fear (Su): By revealing its true form to a living creature, a dream spectre instills heart-stopping fear in its foe. A creature viewing the dream spectre must succeed on a DC 19 Will save or suffer a heart attack and be reduced to 0 hit points. On the next round the creature drops to -1 hit point and is dying. Whether or not the save is successful, that creature is immune to the heart-stopping fear attack of that dream

spectre for one day. This ability only functions against creatures that are awake. The save DC is Charisma-based.

Nightmare (Sp): As a full-round action, a dream spectre can touch a sleeping creature and warp and twist its dreams into violent, chaotic nightmares. An affected creature must succeed on a DC 19 Will save or be affected as by a *nightmare* spell. The save DC is Charisma-based.

Sleep (Su): As a full-round action, a dream spectre can induce sleep in a single creature it touches with its incorporeal touch attack. An affected creature must succeed on a DC 19 Will save or fall asleep for 1 minute. The save DC is Charisma-based.

Daylight Powerlessness (Ex): Dream spectres are utterly powerless in natural sunlight (not merely a *daylight* spell) and flee from it. A dream spectre caught in sunlight cannot attack and can take only a single move action or attack action in a round.

Dreamsense (Su): A dream spectre can automatically pinpoint the presence of dreams within 100 feet. This ability only works against sleeping creatures.

ECTOPLASM (GHOST OOZE)

Large Ooze (Incorporeal)

Hit Dice:	7d10+35 (73 hp)
Initiative:	+1
Speed:	Fly 30 ft. (perfect) (6 squares)
Armor Class:	11 (-1 size, +1 Dex, +1 deflection), touch 11, flat-footed 10
Base Attack/Grapple:	+5/—
Attack:	Incorporeal touch +5 melee (1d8 Str)
Full Attack:	Incorporeal touch +5 melee (1d8 Str)
Space/Reach:	10 ft./5 ft.
Special Attacks:	Ability damage, breath weapon, manifestation, undead bane
Special Qualities:	Blindsight 60 ft., glow, incorporeal traits, ooze traits
Saves:	Fort +7, Ref +3, Will -3
Abilities:	Str —, Dex 12, Con 21, Int —, Wis 1, Cha 1
Skills:	—
Feats:	—
Environment:	Any
Organization:	Solitary
Challenge Rating:	5
Treasure:	None
Alignment:	Always neutral
Advancement:	8–14 HD (Large); 15–21 HD (Huge)
Level Adjustment:	—

This creature gives off light with the approximate brightness of a candle, and appears to be a shimmering cloud of filaments, tendrils, and whips of eerie mist. The form of the thing continuously roils and billows like a cloud, and it is eerily silent.

Many encounters with glowing, ghostly spheres can be attributed to ectoplasms rather than restless spirits. An ectoplasm, sometimes called a ghost

ooze, is a faintly glowing orb of immaterial substance that lurks in catacombs and cemeteries. Although incorrectly assumed by most to be some form of incorporeal undead, ectoplasms are quite alive. Ectoplasms dwell in places of the dead because they consume dead flesh, slowly dissolving decaying bones and skin and absorbing the nutrients directly. The strange irony of the ectoplasm is that a cemetery 'haunted' by these creatures is almost certain to be free of any corporeal undead; the ectoplasm makes a meal of them as soon as it discovers them.

Ectoplasms are not undead and cannot be turned or rebuked by clerics.

Combat

Although its primary diet consists of the dead, an ectoplasm is also a threat to the living. An ectoplasm attacks anything within the range of its senses that disturbs it. An ectoplasm that encounters a living opponent attacks for a few rounds before attempting to escape—it senses that it can get no sustenance from the opponent. If it finds an undead opponent, an ectoplasm continues to attack until it or the opponent has been destroyed.

Ability Damage (Su): The touch of an ectoplasm deals 1d8 points of Strength damage to living opponents.

Breath Weapon (Su): Once every 2 rounds as a standard action, an ectoplasm can release a 20-foot cone of ectoplasmic goo at its foes. Affected opponents must succeed on a

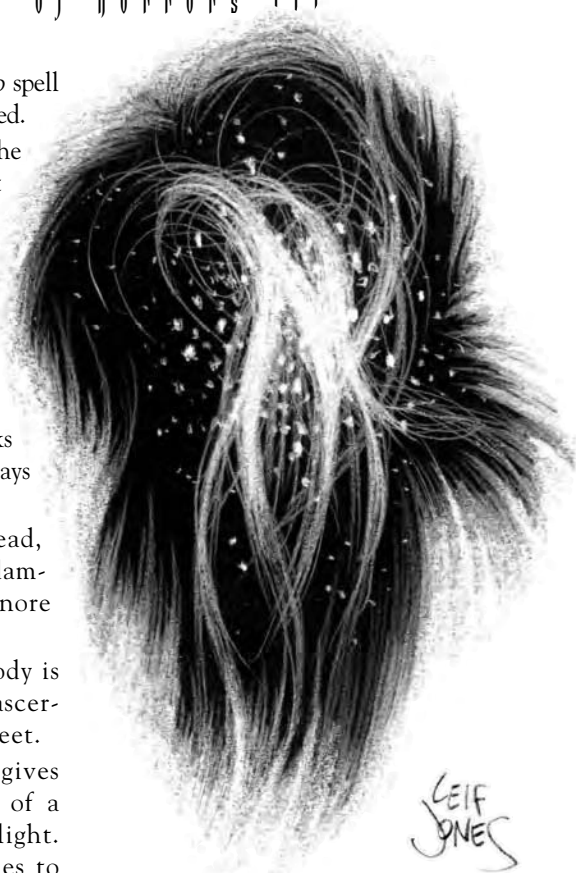
DC 18 Fortitude save or be affected as if by a *sleep* spell (caster level 7th). The save DC is Constitution-based.

Manifestation (Su): An ectoplasm dwells on the Ethereal Plane and as an ethereal creature, it cannot affect or be affected by anything in the material world. When an ectoplasm manifests, it partly enters the Material Plane and becomes visible but incorporeal. A manifested ectoplasm can be harmed only by other incorporeal creatures, magic weapons, or spells, with a 50% chance to ignore any damage from a corporeal source. A manifested ectoplasm can pass through solid objects at will, and its own attacks pass through armor. A manifested ectoplasm always moves silently.

Undead Bane (Su): Against corporeal undead, an ectoplasm deals 1d8 points of Strength damage and 1d8 points of damage. Ectoplasms ignore the damage reduction of corporeal undead.

Blindsight (Ex): An ectoplasm's entire body is a primitive sensory organ that allows it to ascertain prey by scent and vibration within 60 feet.

Glow (Su): An ectoplasm's continually gives off light with the approximate brightness of a candle. It cannot consciously extinguish this light. When an ectoplasm is killed, this light fades to darkness.



ELEMENTAL, GRAVITY

	Small	Medium	Large
	Small Elemental (Extraplanar, Gravity)	Medium Elemental (Extraplanar, Gravity)	Large Elemental (Extraplanar, Gravity)
Hit Dice:	2d8+2 (11 hp)	4d8+12 (30 hp)	8d8+32 (68 hp)
Initiative:	+2	+8	+10
Speed:	Fly 100 ft. (perfect) (20 squares)	Fly 100 ft. (perfect) (20 squares)	Fly 100 ft. (perfect) (20 squares)
Armor Class:	15 (+1 size, +2 Dex, +2 deflection), touch 15, flat-footed 13	16 (+4 Dex, +2 deflection), touch 16, flat-footed 12	17 (-1 size, +6 Dex, +2 deflection), touch 17, flat-footed 11
Base Attack/Grapple:	+1/+2	+3/+5	+6/+13
Attacks:	Slam +4 melee (1d4+1) or missile +4 ranged (see text)	Slam +7 melee (1d6+3) or missile +7 ranged (see text)	Slam +11 melee (1d8+4) or missile +11 ranged (see text)
Full Attack:	Slam +4 melee (1d4+1) or missile +4 ranged (see text)	Slam +7 melee (1d6+3) or missile +7 ranged (see text)	2 slams +11 melee (1d8+4) or missile +11 ranged (see text)
Space/Reach:	5 ft./5 ft.	5 ft./5 ft.	10 ft./10 ft.
Special Attacks:	Engulf, gravity field, telekinesis	Engulf, gravity field, telekinesis	Engulf, gravity field, telekinesis
Special Qualities:	Darkvision 60 ft., distortion, elemental traits, immunity to missile weapons, immunity to magic	Darkvision 60 ft., distortion, elemental traits, immunity to missile weapons, immunity to magic	Damage reduction 5/—, darkvision 60 ft., elemental traits, immunity to missile weapons, immunity to magic
Saves:	Fort +1, Ref +5, Will +0	Fort +4, Ref +8, Will +1	Fort +6, Ref +12, Will +2
Abilities:	Str 12, Dex 15, Con 12, Int 4, Wis 11, Cha 11	Str 14, Dex 19, Con 16, Int 4, Wis 11, Cha 11	Str 16, Dex 23, Con 18, Int 4, Wis 11, Cha 11
Skills:	Listen +2, Spot +3	Listen +3, Spot +4	Listen +5, Spot +6
Feats:	Flyby Attack, Weapon Finesse ^B	Flyby Attack, Improved Initiative, Weapon Finesse ^B	Dodge, Flyby Attack, Improved Initiative, Weapon Finesse ^B
Environment:	Elemental Plane of Gravity	Elemental Plane of Gravity	Elemental Plane of Gravity
Organization:	Solitary	Solitary	Solitary
Challenge Rating:	1	3	5
Treasure:	None	None	None
Alignment:	Usually neutral	Usually neutral	Usually neutral
Advancement:	3 HD (Small)	5–7 HD (Medium)	9–15 HD (Large)
Level Adjustment:	—	—	—

	Huge	Greater	Elder
	Huge Elemental (Extraplanar, Gravity)	Huge Elemental (Extraplanar, Gravity)	Huge Elemental (Extraplanar, Gravity)
Hit Dice:	16d8+80 (153 hp)	21d8+105 (199 hp)	24d8+120 (228 hp)
Initiative:	+12	+13	+14
Speed:	Fly 100 ft. (perfect) (20 squares)	Fly 100 ft. (perfect) (20 squares)	Fly 100 ft. (perfect) (20 squares)
Armor Class:	18 (-2 size, +8 Dex, +2 deflection), touch 18, flat-footed 10	19 (-2 size, +9 Dex, +2 deflection), touch 17, flat-footed 8	20 (-2 size, +10 Dex, +2 deflection), touch 14, flat-footed 4
Base Attack/Grapple:	+12/+25	+15/+29	+18/+33
Attacks:	Slam +19 melee (2d6+7) or missile +18 ranged (see text)	Slam +23 melee (2d6+9) +22 ranged (see text)	Slam +27 melee (2d6+10) +26 ranged (see text)
Full Attack:	2 slams +19 melee (2d6+7) +18 ranged (see text)	2 slams +23 melee (2d6+9) +22 ranged (see text)	2 slams +27 melee (2d6+10) +26 ranged (see text)
Space/Reach:	15 ft./15 ft.	15 ft./15 ft.	15 ft./15 ft.
Special Attacks:	Engulf, gravity field, telekinesis	Engulf, gravity field, telekinesis	Engulf, gravity field, telekinesis
Special Qualities:	Damage reduction 5/—, darkvision 60 ft., elemental traits, immunity to missile weapons, immunity to magic	Damage reduction 10/—, darkvision 60 ft., elemental traits, immunity to missile weapons, immunity to magic	Damage reduction 10/—, darkvision 60 ft., elemental traits, immunity to missile weapons, immunity to magic
Saves:	Fort +10, Ref +18, Will +5	Fort +11, Ref +21, Will +8	Fort +12, Ref +24, Will +9
Abilities:	Str 20, Dex 27, Con 20, Int 6, Wis 11, Cha 11	Str 22, Dex 29, Con 20, Int 6, Wis 11, Cha 11	Str 24, Dex 31, Con 20, Int 6, Wis 11, Cha 11
Skills:	Listen +9, Spot +10	Listen +12, Spot +12	Listen +13, Spot +14
Feats:	Dodge, Flyby Attack, Improved Initiative, Mobility, Weapon Finesse ^B , Weapon Focus (slam) Power	Cleave, Dodge, Flyby Attack, Improved Initiative, Iron Will, Mobility, Power Attack, Weapon Finesse ^B , Weapon Focus (slam)	Cleave, Dodge, Flyby Attack, Improved Initiative, Improved Overrun, Iron Will, Mobility, Attack, Weapon Finesse ^B , Weapon Focus (slam)
Environment:	Elemental Plane of Gravity	Elemental Plane of Gravity	Elemental Plane of Gravity
Organization:	Solitary	Solitary	Solitary
Challenge Rating:	7	9	11
Treasure:	None	None	None
Alignment:	Usually neutral	Usually neutral	Usually neutral
Advancement:	17–20 HD (Huge)	22–23 HD (Huge)	25+ HD
Level Adjustment:	—	—	—

This creature resembles a miniature black hole hovering several feet off the ground. It is a circular region of absolute blackness, with a bizarre distortion around its edges as it warps light waves. Four spiraling, rotating arms of debris and light surround the circular region of darkness. Its facial features are small points of light, almost like stars.

A gravity elemental embodies the very force that controls and holds together the fabric of the universe. The actual elemental is a tiny, super-dense ball of matter deep within a zone of darkness and spiraling arms of debris that comprise the body of the elemental. A gravity elemental has mass and size, but no effective weight.

Gravity elementals originate on a weird, relatively new (meaning recently discovered) plane that scholars affectionately call the Elemental Plane of Gravity. The elemental's home plane is a flat, rocky place with little life, no known water sources, and no plant life or foliage. The plane is always shrouded in darkness. Dense pockets of intense gravity and areas of little or no gravity dot the barren landscape.

Gravity elementals seem to be able to converse with others of their kind in a strange, unknown dialect.

Combat

Gravity elementals attack primarily by flailing at their opponents with multiple arms, each one a mixture of fluctuating fields of micro-gravity and debris that has been sucked into its gravity well. These creatures can also attack by adjusting the local gravity fields around themselves.

Engulf (Ex): A gravity elemental can engulf a creature of up to one size smaller than itself in its body as a standard action. The gravity elemental attempts a grapple check that does not provoke an attack of opportunity. If it wins the grapple check, it establishes a hold and absorbs the creature into its swirling form. An engulfed creature takes damage equal to the elemental's slam attack each round it remains engulfed and can take no action other than trying to break free by succeeding on an opposed grapple check.

An opponent that dies while engulfed is smashed into atoms and can only be restored to life by a *miracle*, *wish*, or the intervention of a deity. There is a 1% chance each round that an engulfed opponent is sent to a random plane of existence.

Gravity Field (Su): By increasing or decreasing the pull of gravity around itself, a gravity elemental can create several different effects. The effects of the gravity field are centered on the gravity elemental and move with it.

Hold: By increasing the gravity in a given area around itself, a gravity elemental can cause any corporeal creature in that area to become too heavy to move (treat as a *hold monster* spell with a caster level equal to the elemental's Hit Dice). A held creature can break free by succeeding on a Strength check. A flying creature has a -4 penalty applied to the Strength check; failure means it is unable to remain airborne and must land. Any land-bound creature two size categories smaller less than the elemental has its speed automatically reduced by half, even if the Strength check is successful. The check DC is Strength-based. The area of effect and check DC vary with the size of the elemental (see the table below).

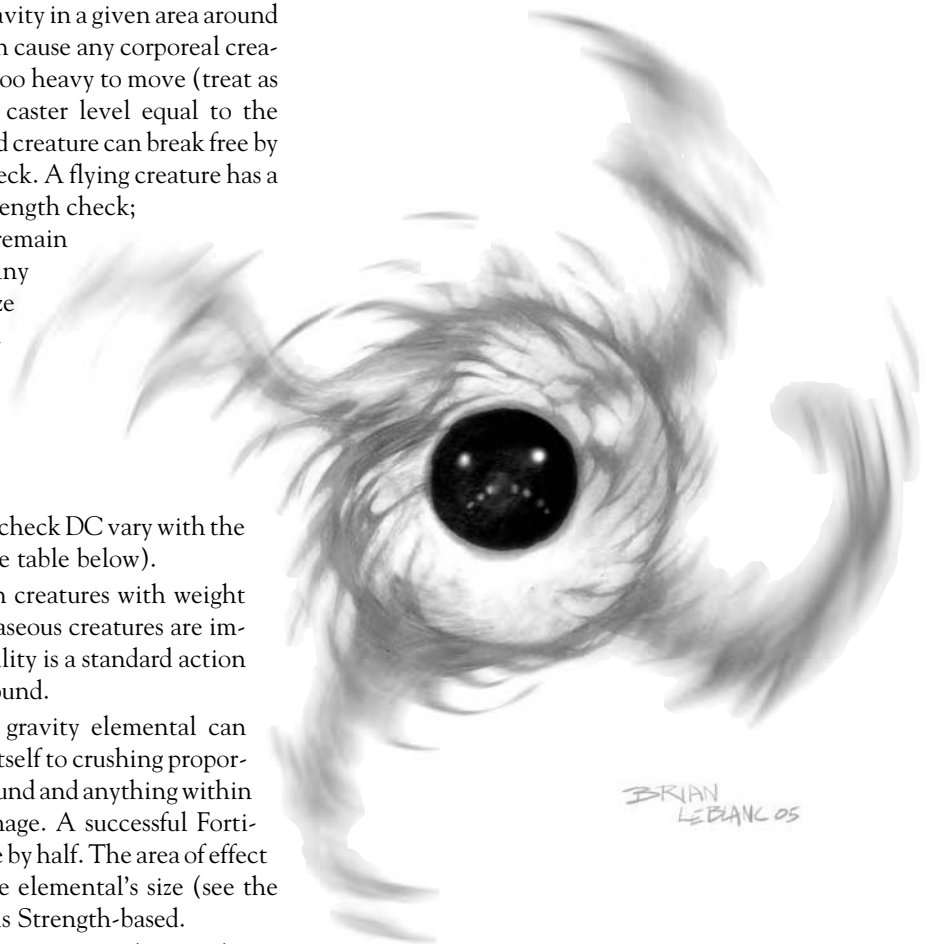
This ability only works on creatures with weight and mass; incorporeal and gaseous creatures are immune to this power. This ability is a standard action that can be used once per round.

Crush: Twice per day, a gravity elemental can increase the gravity around itself to crushing proportions. The effect lasts for 1 round and anything within the area takes crushing damage. A successful Fortitude save reduces the damage by half. The area of effect and save DC varies with the elemental's size (see the table below). The save DC is Strength-based.

Reverse Gravity: At will, a gravity elemental can create an effect identical to a *reverse gravity* spell with a caster level equal to the elemental's Hit Dice.

Telekinesis (Su): At will, a gravity elemental can create an effect similar to a *telekinesis* spell with a caster level equal to the elemental's Hit Dice. Note, the maximum weight a gravity elemental can manipulate and affect is not capped by its caster level. The maximum weight it can affect, its attack bonus (for the combat maneuver and violent thrust effects), and the Will save DC vary with the elemental's size (see the table below). A gravity elemental uses its Charisma modifier on attack rolls when using the combat maneuver or violent thrust versions of *telekinesis*. The save DC is Constitution-based.

Distortion (Su): The manipulation of light waves around a gravity elemental grants it a +2 deflection to its Armor Class.



Immunity to Missile Weapons (Ex): A gravity elemental is immune to any attack from thrown or hurled weapons, arrows, bolts, stones, and similar weapons with a size equal to or less than its own. Any such ranged attack against a gravity elemental automatically fails and the weapon is pulled into the elemental's body.

Captured missiles orbit the gravity elemental's form as long as it desires, and it can release one such missile each round. The weapon deals its normal damage (adjusted for the gravity elemental's Strength modifier) and has a range increment of 20 feet. (The elemental's ranged attack bonus is listed in its statistics block above.)

Immunity to Magic (Ex): A gravity elemental is immune to all spells, spell-like abilities, and effects that depend on weight or mass.

Gravity Elemental Sizes

Elemental	Telekinesis			Gravity Field		
	Weight	Attack Bonus	Save DC	Check/Save DC	Radius	Crushing Damage
Small	50 lb.	+3	12	12	5 ft.	2d4
Medium	100 lb.	+4	15	14	10 ft.	2d6
Large	200 lb.	+7	18	17	20 ft.	2d8
Huge	400 lb.	+14	23	23	30 ft.	4d6
Greater	525 lb.	+19	25	26	30 ft.	4d6
Elder	600 lb.	+22	27	29	30 ft.	4d6

ELEMENTAL, NEGATIVE ENERGY

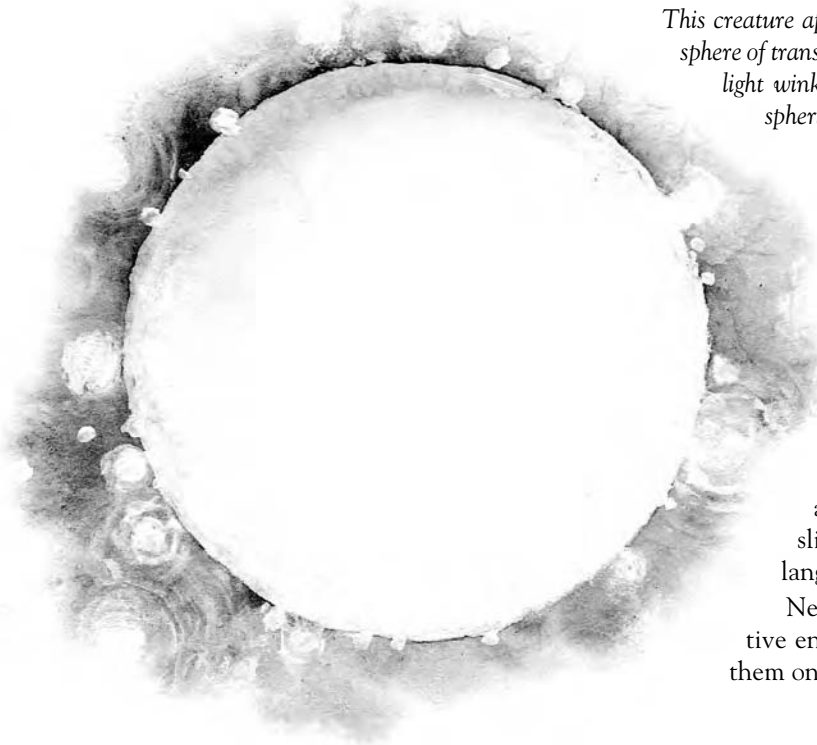
	Small	Medium	Large
	Small Elemental (Extraplanar)	Medium Elemental (Extraplanar)	Large Elemental (Extraplanar)
Hit Dice:	2d8+2 (11 hp)	4d8+8 (26 hp)	8d8+24 (60 hp)
Initiative:	+7	+9	+11
Speed:	Fly 60 ft. (good) (12 squares)	Fly 60 ft. (good) (12 squares)	Fly 60 ft. (good) (12 squares)
Armor Class:	17 (+1 size, +3 Dex, +3 natural), touch 14, flat-footed 14	18 (+5 Dex, +3 natural), touch 15, flat-footed 13	20 (-1 size, +7 Dex, +4 natural), touch 16, flat-footed 13
Base Attack/Grapple:	+1/-3	+3/+4	+6/+12
Attack:	Slam +5 melee (1d4 plus 1d4 negative energy)	Slam +8 melee (1d6+1 plus 1d6 negative energy plus energy drain)	Slam +12 melee (2d6+2 plus 2d6 negative energy plus energy drain)
Full Attack:	Slam +5 melee (1d4 plus 1d4 negative energy)	Slam +8 melee (1d6+1 plus 1d6 negative energy plus energy drain)	2 slams +12 melee (2d6+2 plus 2d6 negative energy plus energy drain)
Space/Reach:	5 ft./5 ft.	5 ft./5 ft.	10 ft./10 ft.
Special Attacks:	Death throes, negative energy aura, negative energy	Death throes, energy drain, negative energy aura, negative energy	Death throes, energy drain, negative energy aura, negative energy
Special Qualities:	Darkvision 60 ft., elemental traits, immunity to negative energy	Damage reduction 5/—, darkvision 60 ft., elemental traits, immunity to negative energy	Damage reduction 10/—, darkvision 60 ft., elemental traits, immunity to negative energy, rebuke undead
Saves:	Fort +1, Ref +3, Will +3	Fort +3, Ref +6, Will +4	Fort +5, Ref +9, Will +6
Abilities:	Str 10, Dex 17, Con 12, Int 6, Wis 11, Cha 11	Str 12, Dex 21, Con 14, Int 6, Wis 11 Cha 11	Str 14, Dex 25, Con 16, Int 8, Wis 11, Cha 11
Skills:	Listen +2, Spot +3	Listen +3, Spot +4	Listen +5, Spot +6
Feats:	Dodge, Improved Initiative ^B , Weapon Finesse ^B	Dodge, Improved Initiative ^B , Mobility, Weapon Finesse ^B	Dodge, Flyby Attack, Improved Initiative ^B , Mobility, Weapon Finesse ^B
Environment:	Negative Energy Plane	Negative Energy Plane	Negative Energy Plane
Organization:	Solitary	Solitary	Solitary
Challenge Rating:	2	4	6
Treasure:	None	None	None
Alignment:	Always neutral	Always neutral	Always neutral
Advancement:	3 HD (Small)	5–7 HD (Medium)	9–15 HD (Large)

This creature appears as a shimmering and wavering sphere of translucent gray energy with small motes of light winking in and out of existence along its spherical form.

Negative energy elementals are creatures of pure negative energy. They are found primarily on the Negative Energy Plane, but on rare occasions, one slips through a portal or is summoned to the Material Plane.

These creatures seem to be able to communicate with others of their kind by changing the intensity of energy in their bodies and altering their shape ever so slightly. They do not speak any known languages.

Negative energy elementals hate positive energy elementals and always attack them on sight.



	Huge	Greater	Elder
	Huge Elemental (Extraplanar)	Huge Elemental (Extraplanar)	Huge Elemental (Extraplanar)
Hit Dice:	16d8+64 (136 hp)	21d8+84 (178 hp)	24d8+96 (204 hp)
Initiative:	+12	+13	+14
Speed:	Fly 60 ft. (good) (12 squares)	Fly 60 ft. (good) (12 squares)	Fly 60 ft. (good) (12 squares)
Armor Class:	20 (–2 size, +8 Dex, +4 natural), touch 16, flat-footed 12	25 (–2 size, +9 Dex, +8 natural), touch 17, flat-footed 16	26 (–2 size, +10 Dex, +8 natural), touch 18, flat-footed 16
Base Attack/Grapple:	+12/+24	+15/+28	+18/+32
Attack:	Slam +18 melee (2d8+4 plus 2d8 negative energy plus energy drain)	Slam +22 melee (2d8+5 plus 2d8 negative energy plus energy drain)	Slam +26 melee (2d8+6 plus 2d8 negative energy plus energy drain)
Full Attack:	Slam +18 melee (2d8 plus 2d8 negative energy plus energy drain)	Slam +22 melee (2d8+5 plus 2d8 negative energy plus energy drain)	2 slams +26 melee (2d8+6 plus 2d8 negative energy plus energy drain)
Space/Reach:	15 ft./15 ft.	15 ft./15 ft.	15 ft./15 ft.
Special Attacks:	Death throes, energy drain, negative energy, negative energy aura	Death throes, energy drain, negative energy, negative energy aura	Death throes, energy drain, negative energy, negative energy aura
Special Qualities:	Damage reduction 10/—, darkvision 60 ft., elemental traits, immunity to negative energy, rebuke undead	Damage reduction 10/—, darkvision 60 ft., elemental traits, immunity to negative energy, rebuke undead	Damage reduction 10/—, darkvision 60 ft., elemental traits, immunity to negative energy, rebuke undead
Saves:	Fort +9, Ref +13, Will +10	Fort +11, Ref +16, Will +12	Fort +12, Ref +18, Will +14
Abilities:	Str 18, Dex 27, Con 18, Int 8, Wis 11, Cha 11	Str 20, Dex 29, Con 18, Int 10, Wis 11, Cha 11	Str 22, Dex 31, Con 18, Int 10, Wis 11, Cha 11
Skills:	Listen +11, Spot +12	Listen +14, Spot +14	Listen +15, Spot +16
Feats:	Alertness, Combat Reflexes, Dodge, Flyby Attack, Improved Initiative ^B , Mobility, Spring Attack, Weapon Finesse ^B	Alertness, Blind-Fight, Combat Reflexes, Dodge, Flyby Attack, Improved Initiative ^B , Mobility, Power Attack, Spring Attack, Weapon Finesse ^B	Alertness, Blind-Fight, Cleave, Combat Reflexes, Dodge, Flyby Attack, Improved Initiative ^B , Mobility, Power Attack, Spring Attack, Weapon Finesse ^B
Environment:	Negative Energy Plane	Negative Energy Plane	Negative Energy Plane
Organization:	Solitary	Solitary	Solitary
Challenge Rating:	8	10	12
Treasure:	None	None	None
Alignment:	Always neutral	Always neutral	Always neutral
Advancement:	17–20 HD (Huge)	22–23 HD (Huge)	25–48 HD (Huge)

Combat

Negative energy elementals rarely engage in combat. If confronted however and forced into battle, the creature responds by pummeling its foes with its powerful fists dealing negative energy to its foe.

Energy Drain (Su): Living creatures hit by a Medium or Large negative energy elemental's slam attack gain one negative level (two negative levels if hit by a Huge or Greater negative energy elemental; three negative levels if hit by an Elder negative energy elemental). See the table for the save DC to remove a negative level. The save DC is Constitution-based. For each negative level bestowed, the negative energy elemental gains 5 temporary hit points.

Death Throes (Su): A negative energy elemental that is killed explodes in a flash of swirling negative energy that affects all within the area (the radius for its death throes ability is the same as the radius for its negative energy aura). Living creatures within the area

take 1d8 points of negative energy damage per two HD of the elemental. Negative energy based creatures and undead gain hit points equal to the amount of damage the death throes would have otherwise dealt. (The rules for temporary hit points and doubling hit points as detailed under the elemental's negative energy apply here.) A successful Reflex DC (save DC same as the elemental's negative energy save DC) reduces the damage by half.

Negative Energy (Ex): A negative energy elemental infuses a target hit by its slam attack with negative energy. This deals extra damage (as listed in the statistics block above) to a living target but heals undead (and other negative energy based creatures) by the same amount. Undead (and other negative energy based creatures) can be healed above their normal hit point total, gaining extra hit points as temporary hit points. These temporary hit points disappear 1 minute later. Creatures healed to twice their normal hit points (that is, a creature whose hit points are effectively doubled) must succeed on a Fortitude save or explode in a burst

Negative Energy Elemental Sizes

Elemental	Negative Energy Save DC	Negative Energy Aura	Energy Drain Save DC
Small	12	10-ft. radius	12
Medium	14	20-ft. radius	14
Large	17	30-ft. radius	17
Huge	22	30-ft. radius	22
Greater	24	40-ft. radius	24
Elder	26	50-ft. radius	26

of negative energy. The save DC is Constitution-based. See the table below for each negative energy elemental's save DC.

Negative Energy Aura (Su): A negative energy elemental radiates an aura of pure negative energy around it. (See the table for the area each elemental affects.)

Class abilities that use negative energy, such as rebuking and controlling undead, gain a +5 bonus on the roll to determine Hit Dice affected if used in this area. Spells and spell-like abilities that use negative energy are maximized (as if the Maximize Spell metamagic feat had been used on them, but the spells

don't require higher-level slots). Spells and spell-like abilities that are already maximized are unaffected by this benefit.

Class abilities that use positive energy, such as turning undead take a –5 penalty on the roll to determine Hit Dice affected. Spells and spell-like abilities that use positive energy, including *cure* spells, require the caster to succeed on a Spellcraft check (DC 15 + the level of the spell). If the check fails, the spell does not function but is still lost as a prepared spell or spell slot. If the check succeeds, the spell functions normally.

Immunity to Negative Energy (Ex): A negative energy elemental is immune to all spells and spell-like abilities that use negative energy.

Rebuke Undead (Su): A Large or larger negative energy elemental can rebuke undead in a 40-foot radius as a cleric whose level equals the elemental's Hit Dice. It can use this ability a number of times per day equal to its Constitution modifier (3 for a standard Large negative energy elemental; 4 for a Huge, Greater, or Elder negative energy elemental). A negative energy elemental cannot command undead.

ELEMENTAL, POSITIVE ENERGY

	Small Small Elemental (Extraplanar)	Medium Medium Elemental (Extraplanar)	Large Large Elemental (Extraplanar)
Hit Dice:	2d8+2 (11 hp)	4d8+8 (26 hp)	8d8+24 (60 hp)
Initiative:	+7	+9	+11
Speed:	Fly 60 ft. (good) (12 squares)	Fly 60 ft. (good) (12 squares)	Fly 60 ft. (good) (12 squares)
Armor Class:	17 (+1 size, +3 Dex, +3 natural), touch 14, flat-footed 14	18 (+5 Dex, +3 natural), touch 15, flat-footed 13	20 (–1 size, +7 Dex, +4 natural), touch 16, flat-footed 13
Base Attack/Grapple:	+1/–3	+3/+4	+6/+12
Attack:	Slam +5 melee (1d4 plus 1d4 positive energy)	Slam +8 melee (1d6+1 plus 1d6 positive energy)	Slam +12 melee (2d6+2 plus 2d6 positive energy)
Full Attack:	Slam +5 melee (1d4 plus 1d4 positive energy)	Slam +8 melee (1d6+1 plus 1d6 positive energy)	2 slams +12 melee (2d6+2 plus 2d6 positive energy)
Space/Reach:	5 ft./5 ft.	5 ft./5 ft.	10 ft./10 ft.
Special Attacks:	Death throes, positive energy, positive energy aura	Blinding flash, death throes, positive energy, positive energy aura	Blinding flash, death throes, positive energy, positive energy aura
Special Qualities:	Darkvision 60 ft., elemental traits, immunity to positive energy	Damage reduction 5/—, darkvision 60 ft., elemental traits, immunity to positive energy	Damage reduction 10/—, darkvision 60 ft., elemental traits, immunity to positive energy, turn undead
Saves:	Fort +1, Ref +3, Will +3	Fort +3, Ref +6, Will +4	Fort +5, Ref +9, Will +6
Abilities:	Str 10, Dex 17, Con 12, Int 6, Wis 11, Cha 11	Str 12, Dex 21, Con 14, Int 6, Wis 11 Cha 11	Str 14, Dex 25, Con 16, Int 8, Wis 11, Cha 11
Skills:	Listen +2, Spot +3	Listen +3, Spot +4	Listen +5, Spot +6
Feats:	Dodge, Improved Initiative ^B , Weapon Finesse ^B	Dodge, Improved Initiative ^B , Mobility, Weapon Finesse ^B	Dodge, Flyby Attack, Improved Initiative ^B , Mobility, Weapon Finesse ^B
Environment:	Positive Energy Plane	Positive Energy Plane	Positive Energy Plane
Organization:	Solitary	Solitary	Solitary
Challenge Rating:	2	4	6
Treasure:	None	None	None
Alignment:	Always neutral	Always neutral	Always neutral
Advancement:	3 HD (Small)	5–7 HD (Medium)	9–15 HD (Large)

	Huge	Greater	Elder
	Huge Elemental (Extraplanar)	Huge Elemental (Extraplanar)	Huge Elemental (Extraplanar)
Hit Dice:	16d8+64 (136 hp)	21d8+84 (178 hp)	24d8+96 (204 hp)
Initiative:	+12	+13	+14
Speed:	Fly 60 ft. (good) (12 squares)	Fly 60 ft. (good) (12 squares)	Fly 60 ft. (good) (12 squares)
Armor Class:	20 (–2 size, +8 Dex, +4 natural), touch 16, flat-footed 12	25 (–2 size, +9 Dex, +8 natural), touch 17, flat-footed 16	26 (–2 size, +10 Dex, +8 natural), touch 18, flat-footed 16
Base Attack/Grapple:	+12/+24	+15/+28	+18/+32
Attack:	Slam +18 melee (2d8+4 plus 2d8 positive energy)	Slam +22 melee (2d8+5 plus 2d8 positive energy)	Slam +26 melee (2d8+6 plus 2d8 positive energy)
Full Attack:	Slam +18 melee (2d8 plus 2d8 positive energy)	Slam +22 melee (2d8+5 plus 2d8 positive energy)	2 slams +26 melee (2d8+6 plus 2d8 positive energy)
Space/Reach:	15 ft./15 ft.	15 ft./15 ft.	15 ft./15 ft.
Special Attacks:	Blinding flash, death throes, positive energy, positive energy aura	Blinding flash, death throes, positive energy, positive energy aura	Blinding flash, death throes, positive energy, positive energy aura
Special Qualities:	Damage reduction 10/—, darkvision 60 ft., elemental traits, immunity to positive energy, turn undead	Damage reduction 10/—, darkvision 60 ft., elemental traits, immunity to positive energy, turn undead	Damage reduction 10/—, darkvision 60 ft., elemental traits, immunity to positive energy, turn undead
Saves:	Fort +9, Ref +13, Will +10	Fort +11, Ref +16, Will +12	Fort +12, Ref +18, Will +14
Abilities:	Str 18, Dex 27, Con 18, Int 8, Wis 11, Cha 11	Str 20, Dex 29, Con 18, Int 10, Wis 11, Cha 11	Str 22, Dex 31, Con 18, Int 10, Wis 11, Cha 11
Skills:	Listen +11, Spot +12	Listen +14, Spot +14	Listen +15, Spot +16
Feats:	Alertness, Combat Reflexes, Dodge, Flyby Attack, Improved Initiative ^B , Mobility, Spring Attack, Weapon Finesse ^B	Alertness, Blind-Fight, Combat Reflexes, Dodge, Flyby Attack, Improved Initiative ^B , Mobility, Power Attack, Spring Attack, Weapon Finesse ^B	Alertness, Blind-Fight, Cleave, Combat Reflexes, Dodge, Flyby Attack, Improved Initiative ^B , Mobility, Power Attack, Spring Attack, Weapon Finesse ^B
Environment:	Positive Energy Plane	Positive Energy Plane	Positive Energy Plane
Organization:	Solitary	Solitary	Solitary
Challenge Rating:	8	10	12
Treasure:	None	None	None
Alignment:	Always neutral	Always neutral	Always neutral
Advancement:	17–20 HD (Huge)	22–23 HD (Huge)	25–48 HD (Huge)

This creature appears as a shimmering and wavering sphere of brilliant white energy with small motes of light winking in and out of existence along its spherical form.

Positive energy elementals are creatures of pure positive energy. They are found primarily on the Positive Energy Plane, but on rare occasions, one slips through a portal or is summoned to the Material Plane.

These creatures seem to be able to communicate with others of their kind by changing the intensity of energy in their bodies and altering their shape ever so slightly. They do not speak any known languages.

Positive energy elementals hate negative energy elementals and always attack them on sight.

Combat

Positive energy elementals rarely engage in combat. If confronted however and forced into battle, the creature responds by pummeling its foes with its powerful fists dealing positive energy to its foe.

Blinding Flash (Su): Once every 1d4 rounds, a positive energy elemental of at least Medium size can release a burst of pure energy in a 10-foot radius. Creatures viewing this burst must succeed on a Fortitude save

or be blinded for 1d10 rounds. See the table below for the save DC for each positive energy elemental's blinding flash. The save DC is Constitution-based.

Death Throes (Su): A positive energy elemental that is killed explodes in a flash of blinding positive energy that affects all within the area (the radius for its death throes ability is the same as the radius for its positive energy aura). Undead and negative energy based creatures within the area take 1d8 points of positive energy damage per two HD of the elemental. Positive energy based creatures (including creatures from the Material Plane) gain hit points equal to the amount of damage the death throes would have otherwise dealt. (The rules for temporary hit points and doubling hit points as detailed under the elemental's positive energy apply here.) A successful Reflex DC (save DC same as the elemental's positive energy save DC) reduces the damage by half.

All creatures in the area must succeed on a Fortitude save (same DC as the elemental's positive energy save DC) or be blinded for 1d10 rounds. The save DC is Constitution-based.

Positive Energy (Ex): A positive energy elemental infuses a target hit by its slam attack with positive

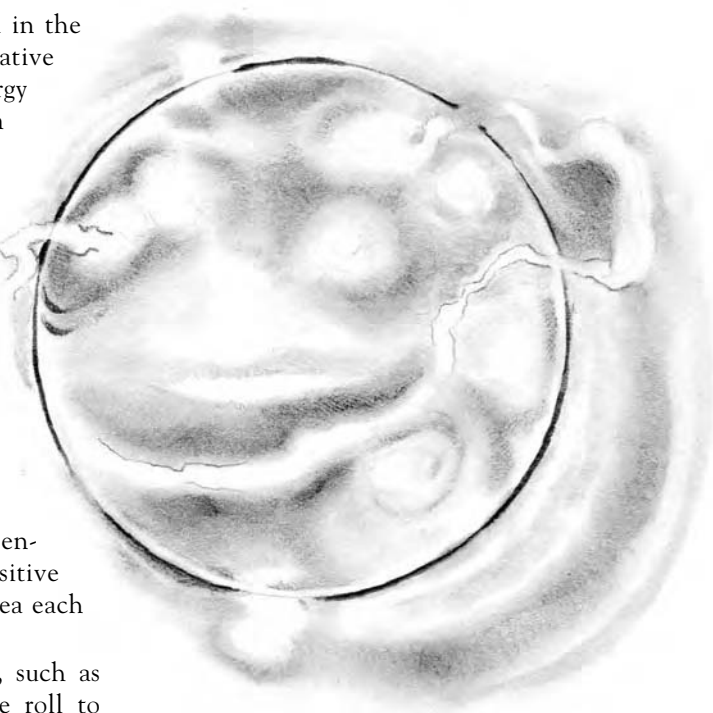
energy. This deals extra damage (as listed in the statistics block above) to an undead or negative energy based target but heals positive energy based creatures (including creatures from the Material Plane) by the same amount. Such creatures can be healed above their normal hit point total, gaining extra hit points as temporary hit points. These temporary hit points disappear 1 minute later. Creatures healed to twice their normal hit points (that is, a creature whose hit points are effectively doubled) must succeed on a Fortitude save or explode in a burst of positive energy. The save DC is Constitution-based. See the table below for each positive energy elemental's save DC.

Positive Energy Aura (Su): A positive energy elemental radiates an aura of pure positive energy around it. (See the table for the area each elemental affects.)

Class abilities that use positive energy, such as turning undead, gain a +5 bonus on the roll to determine Hit Dice affected if used in this area. Spells and spell-like abilities that use positive energy, such as *cure* spells are maximized (as if the Maximize Spell metamagic feat had been used on them, but the spells don't require higher-level slots). Spells and spell-like abilities that are already maximized are unaffected by this benefit.

Class abilities that use negative energy, such as rebuking undead take a -5 penalty on the roll to determine Hit Dice affected. Spells and spell-like abilities that use positive energy, including *cure* spells, require the caster to succeed on a Spellcraft check (DC 15 + the level of the spell). If the check fails, the spell does not function but is still lost as a prepared spell or spell slot. If the check succeeds, the spell functions normally.

Immunity to Positive Energy (Ex): A positive energy elemental is immune to all spells and spell-like abilities that use positive energy.



Turn

Undead (Su): A Large or larger positive energy elemental can turn undead in a 40-foot radius as a cleric whose level equals the elemental's Hit Dice. It can use this ability a number of times per day equal to its Constitution modifier (3 for a standard Large positive energy elemental; 4 for a Huge, Greater, or Elder positive energy elemental). A positive energy elemental cannot destroy undead.

Positive Energy Elemental Sizes

Elemental	Positive Energy Save DC	Positive Energy Aura	Save DC
Small	12	10-ft. radius	12
Medium	14	20-ft. radius	14
Large	17	30-ft. radius	17
Huge	22	30-ft. radius	22
Greater	24	40-ft. radius	24
Elder	26	50-ft. radius	26

ELEMENTAL CONSTRUCT

Elemental constructs are golems or automatons forged of one of the four basic elements—air, earth, fire, or water—bound to serve their creator. The creation of an elemental construct requires no less than five elemental spirits (of the same type) which are bound into the unwilling form of the elemental construct.

Elemental constructs are used by powerful mages as servants, bodyguards, and assassins. An elemental construct, like any other automaton follows any order or command given to it to the best of its ability.

An elemental construct's creator can command it if the construct is within 60 feet and can see and hear its creator. If uncommanded an elemental construct usu-

ally follows its last instruction to the best of its ability, though if attacked it returns the attack. The creator can give the elemental construct a simple command to govern its actions in his or her absence. The elemental construct's creator can order the construct to obey the commands of another person (who might in turn place the elemental construct under someone else's control, and so on), but the elemental construct's creator can always resume control over his creation by commanding the elemental construct to obey him alone.

Each elemental construct appears as a humanoid creature about 9 feet tall and is composed entirely of its native element.

Construction

An elemental construct's body is formed completely of one of the four elements: air, earth, fire, or water. The materials must be the finest quality or purest form taken from the respective elemental plane and mixed with rare oils, powders, and other ingredients totaling 5,000

gp. Creating the body requires a DC 20 Craft (sculpting) check.

CL 17th; Craft Construct (see the MM); *geas/quest*, *limited wish*, two spells of 4th level or higher with the appropriate elemental descriptor, caster must be at least 17th level; Price 200,000 gp; Cost 105,000 gp + 8,000 XP.

ELEMENTAL CONSTRUCT, AIR

Huge Construct (Air, Extraplanar)

Hit Dice:	30d10+40 (205 hp)
Initiative:	+11
Speed:	Fly 100 ft. (perfect) (20 squares)
Armor Class:	30 (–2 size, +11 Dex, +11 natural), touch 19, flat-footed 19
Base Attack/Grapple:	+22/+38
Attack:	Slam +28 melee (4d6+8) or wind blast +28 melee (2d6+12, see text)
Full Attack:	2 slams +28 melee (4d6+8) or wind blast +28 melee (2d6+12, see text)
Space/Reach:	15 ft./15 ft.
Special Attacks:	Airborne mastery, wind blast
Special Qualities:	Construct traits, damage reduction 10/adamantine, darkvision 60 ft., immunity to magic, insubstantial form
Saves:	Fort +10, Ref +21, Will +10
Abilities:	Str 27, Dex 33, Con —, Int —, Wis 11, Cha 1
Skills:	—
Feats:	—
Environment:	Elemental Plane of Air
Organization:	Solitary
Challenge Rating:	15
Treasure:	None
Alignment:	Always neutral
Advancement:	31–60 HD (Huge); 61–90 HD (Gargantuan)
Level Adjustment:	—

This creature resembles a semi-vaporous humanoid, about 9 feet tall composed of air and mist. It has no feet and its legs simply taper off into wispy trails.

An air elemental construct appears as a humanoid composed of vapor and mist, barely visible at times. Its form never touches the ground, always remaining at least 1 foot above such a surface.

An air elemental construct cannot speak or make any vocalizations.

Combat

An air elemental construct attacks by bashing its foes with its powerful fists or by swirling the air around itself into a whirlwind of cyclonic proportions that batter and buffet its opponents.

Airborne Mastery (Ex): Airborne creatures take a –2 penalty on attack and damage rolls against an air elemental construct.

Wind Blast (Ex): An air elemental construct can transform the air in a 30-foot radius around it into a forceful blast of wind and debris that deals 2d6+12 points of damage to all creatures within

the area. A creature in the area or entering the area can attempt a DC 25 Reflex save for half damage. The air elemental construct makes a single attack roll at its full attack bonus against each opponent within reach. It can use this ability as a standard action. The save DC is Constitution-based.

Immunity to Magic (Ex): An air elemental construct is immune to any spell or spell-like ability that allows spell resistance. In addition, certain spells and effects function differently against the creature, as noted below.

A *control weather* spell deals 1d6 points of damage per caster level to an air elemental construct. The construct can attempt a Fortitude save (DC 17 + caster's relevant ability score modifier) for half damage.

An *iron body* or *ice storm* spell slows (as the *slow* spell) an air elemental construct for 2d6 rounds. Note the *iron body* spell does not change the construct's form, nor does an *ice storm* spell actually damage the construct.



A *control winds* spell heals an air elemental construct of all of its lost hit points.

Insubstantial Form (Ex): An air elemental construct cannot run, wear armor, or enter water or other liquids. It can pass through holes and small openings—even cracks. It can also occupy spaces occupied by its en-

emies. (This ability is similar to a *gaseous form* spell—note the air elemental construct is not subject to wind effects like the *gaseous form* spell.) Any piercing or slashing attack against an air elemental construct has a 20% miss chance. Bludgeoning attacks deal damage normally.

ELEMENTAL CONSTRUCT, EARTH

Huge Construct (Earth, Extraplanar)

Hit Dice:	30d10+40 (205 hp)
Initiative:	–1
Speed:	30 ft. (6 squares)
Armor Class:	25 (–2 size, –1 Dex, +18 natural), touch 7, flat-footed 26
Base Attack/Grapple:	+22/+44
Attack:	Slam +34 melee (6d6+14)
Full Attack:	2 slams +34 melee (6d6+14)
Space/Reach:	15 ft./15 ft.
Special Attacks:	Earth mastery, pound, trample 6d6+21
Special Qualities:	Construct traits, damage reduction 10/adamantine, darkvision 60 ft., immunity to magic
Saves:	Fort +10, Ref +9, Will +10
Abilities:	Str 38, Dex 8, Con —, Int —, Wis 11, Cha 1
Skills:	—
Feats:	—
Environment:	Elemental Plane of Earth
Organization:	Solitary
Challenge Rating:	15
Treasure:	None
Alignment:	Always neutral
Advancement:	31–60 HD (Huge); 61–90 HD (Gargantuan)
Level Adjustment:	—

This creature appears as a stocky and powerfully built humanoid about 9 or 10 feet tall composed of rock and stone. Its head has no discernable features.

An earth elemental construct stands about 9 feet tall and weighs about 3,000 pounds. Its body is stocky and wide, with powerful arms and legs. Creators often carve symbols or runes (including their own arcane mark) into the body of an earth elemental construct.

An earth elemental construct cannot speak or make any vocalizations.

Combat

An earth elemental construct is a relentless opponent and constantly hammers its foes with its stony fists.

Earth Mastery (Ex): An earth elemental construct gains a +2 bonus on attack and damage rolls if both it and its foe are touching the ground. If an opponent is airborne or waterborne, the elemental construct takes a –4 penalty on attack and damage rolls. (These modifiers are not included in the statistics block.)

Pound (Ex): An earth elemental construct that makes a successful grapple check against a foe two or more sizes smaller than itself can smash the opponent into the ground, walls, nearby trees, or other solid objects as a standard action. This deals 6d6+21 points of bludgeoning damage to the victim. Further, the victim must succeed on a DC 39



Fortitude save or be stunned for 1 round. An earth elemental construct can perform this action once per round as long as it maintains the grapple. The save DC is Strength-based.

Trample (Ex): Reflex DC 39 half. The save DC is Strength-based.

Immunity to Magic (Ex): An earth elemental construct is immune to any spell or spell-like ability that allows spell resistance. In addition, certain spells and effects function differently against the creature, as noted below.

A *transmute rock to mud* spell slows an earth elemental construct (as the *slow* spell) for 2d6 rounds, with no saving throw. A *transmute mud to rock* spell heals all of its lost hit points.

A *stone to flesh* spell does not change its structure, but deals 1d6 points of damage per caster level to the construct who can attempt a Fortitude save (DC 16 + caster's relevant ability score modifier) for half damage.

ELEMENTAL CONSTRUCT, FIRE

Huge Construct (Extraplanar, Fire)

Hit Dice:	30d10+40 (205 hp)
Initiative:	+9
Speed:	60 ft. (12 squares)
Armor Class:	28 (–2 size, +9 Dex, +11 natural), touch 17, flat-footed 19
Base Attack/Grapple:	+22/+38
Attack:	Slam +28 melee (4d6+8)
Full Attack:	2 slams +28 melee (4d6+8)
Space/Reach:	15 ft./15 ft.
Special Attacks:	Burn, fiery aura
Special Qualities:	Construct traits, damage reduction 10/adamantine, darkvision 60 ft., immunity to fire, immunity to magic, vulnerability to cold
Saves:	Fort +10, Ref +19, Will +10
Abilities:	Str 27, Dex 29, Con —, Int —, Wis 11, Cha 1
Skills:	—
Feats:	—
Environment:	Elemental Plane of Fire
Organization:	Solitary
Challenge Rating:	15
Treasure:	None
Alignment:	Always neutral
Advancement:	31–60 HD (Huge); 61–90 HD (Gargantuan)
Level Adjustment:	—

Combat

A fire elemental construct batters and pummels its foes with its flaming fists. Occasionally, the elemental grapples a foe and pulls it into its burning form.

Burn (Ex): A fire elemental construct's slam attack deals bludgeoning damage plus fire damage from the construct's flaming body. Those hit by a fire elemental construct's slam attack also must succeed on a DC 25 Reflex save or catch on fire. The flame

burns for 1d4 rounds.

A burning creature can take a move action to put out the flame. The save DC is Constitution-based.

A humanoid shaped behemoth of heat and flames approaches; each arm and leg of this being ending in the howling face of a fire elemental.

Fire elemental constructs are perhaps the rarest of the elemental constructs (perhaps because their very makeup poses a danger to many spellcasters). Favored by efreeti sorcerers and salamander wizards, these constructs are often found guarding an ancient efreeti treasure cache or hoard.

A fire elemental construct is a humanoid, 9 feet tall, composed of yellow-orange fire and flame. Its face lacks any discernable features, though sometimes, two pinpoints of white-hot fire seem to appear on its head, perhaps functioning as eyes. Its arms and legs end in tormented elemental faces, each howling and screaming (in an indecipherable tongue) at its imprisonment.



Creatures hitting a fire elemental construct with natural weapons or unarmed attacks take fire damage as though hit by the construct's slam attack, and also catch on fire unless they succeed on a Reflex save.

Fiery Aura (Ex): Anyone within 10 feet of a fire elemental construct must succeed on a DC 25 Fortitude save or take 2d8 points of fire damage each round. The save DC is Constitution-based.

Immunity to Magic (Ex): A fire elemental construct is immune to any spell or spell-like ability that allows spell resistance. In addition, certain spells and effects function differently against the creature, as noted below.

A cold effect slows a fire elemental construct (as the *slow* spell) for 2d6 rounds with no saving throw. This is in addition to any damage it takes because of its vulnerability to cold.

A *quench* spell negates the fire elemental construct's damage reduction and immunity to magic for 1 round.

Any water-based spell of 5th level or higher deals 1d6 points of damage per caster level to the fire elemental construct. The construct can attempt a Fortitude save (DC 10 + spell level + caster's relevant ability score modifier) to half the damage.

Any fire-based spell or effect heals 1 point of damage on the fire elemental construct for each 3 points of damage the attack would otherwise deal. If the amount of healing would cause the construct to exceed its full normal hit points, it gains any excess as temporary hit points.

Vulnerability to Cold (Ex): A fire elemental construct takes half again as much (+50%) damage as normal from a cold effect, regardless of whether a saving throw is allowed, or if the save is a success or failure.

ELEMENTAL CONSTRUCT, WATER

Huge Construct (Extraplanar, Water)

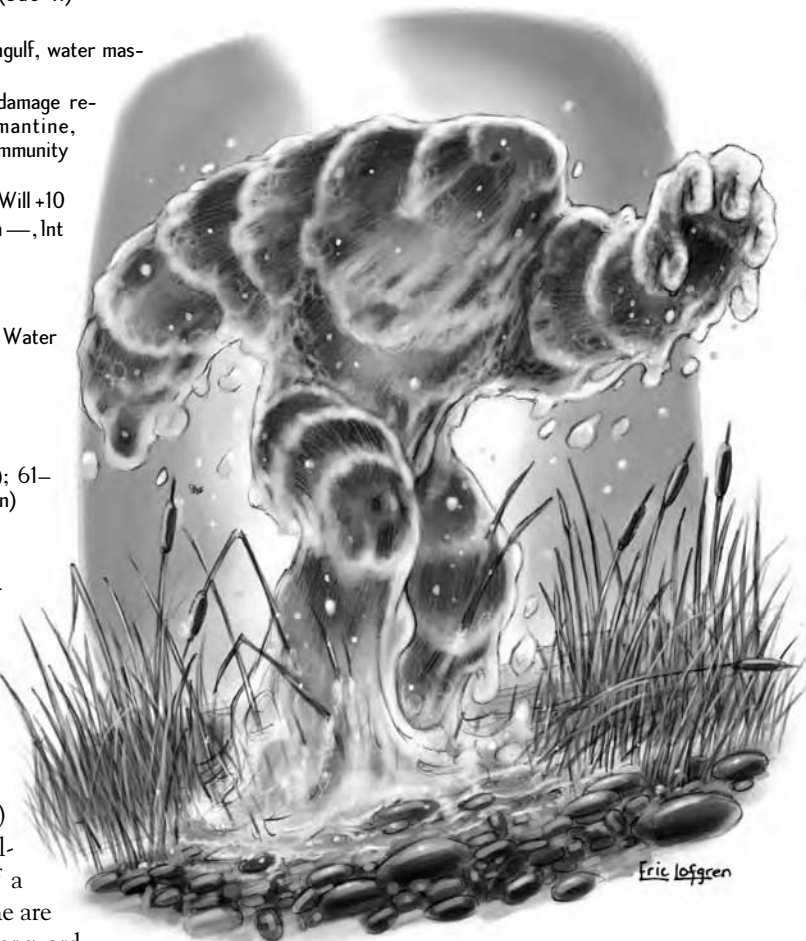
Hit Dice:	30d10+40 (205 hp)
Initiative:	+7
Speed:	30 ft. (6 squares), swim 120 ft.
Armor Class:	27 (–2 size, +7 Dex, +12 natural), touch 15, flat-footed 20
Base Attack/Grapple:	+22/+41
Attack:	Slam +31 melee (5d6+11)
Full Attack:	2 slams +31 melee (5d6+11)
Space/Reach:	15 ft./15 ft.
Special Attacks:	Drown, drench, engulf, water mastery
Special Qualities:	Construct traits, damage reduction 10/adamantine, darkvision 60 ft., immunity to magic
Saves:	Fort +10, Ref +17, Will +10
Abilities:	Str 33, Dex 24, Con —, Int —, Wis 11, Cha 1
Skills:	Swim +19
Feats:	—
Environment:	Elemental Plane of Water
Organization:	Solitary
Challenge Rating:	15
Treasure:	None
Alignment:	Always neutral
Advancement:	31–60 HD (Huge); 61–90 HD (Gargantuan)
Level Adjustment:	—

A humanoid creature composed entirely of water and about 9 feet tall moves silently across the ground, leaving trails of water in its path. Its watery head contain no discernable features.

Water elemental constructs are rare elemental constructs (perhaps as rare or rarer than fire elemental constructs) found in the palaces of the Water Elemental Princes or in the service of a powerful spellcaster or water deity. They are usually given the task of keeping secret or guard-

ing an area underwater as this is their native environment and they do not function well outside of it.

A water elemental construct is a humanoid, 9 feet tall, composed of water. No discernable features can be seen on its head, though sometimes the face of an elemental spirit seems to appear randomly somewhere on its form.



Combat

A water elemental construct crashes down on its opponents with watery fists before attempting to grab a foe and stuff it into its watery form. An engulfed foe is held until it drowns; thereafter, the elemental construct expels the creature's corpse onto the ground.

Drench (Ex): A water elemental construct's touch puts out torches, campfires, exposed lanterns, and other open flames of nonmagical origin if these are of Large size or smaller. The construct can dispel magical fire it touches as *dispel magic* (caster level equal's the elemental construct's HD).

Drown (Ex): An opponent engulfed in a water elemental construct's form must succeed on DC 10 Constitution check each round to hold its breath. Each round the DC increases by 1. On a failed check, the opponent begins to drown. In the first round, it falls unconscious (0 hit points). In the next round it drops to -1 hit points and is dying. In the third round, if it is still engulfed, it drowns.

Engulf (Ex): A water elemental construct can try to wrap a Large or smaller creature in its body by making a successful grapple check that does not provoke an attack of opportunity. If it wins the grapple check, it establishes a hold and engulfs the victim. An engulfed opponent can break free by making a successful grapple check. A water elemental construct is not considered grappled while a foe is trapped in its form and can move and attack without penalty.

Water Mastery (Ex): A water elemental construct gains a +2 bonus on attack and damage rolls if both it and its foe are touching water. If the opponent or the elemental construct is touching the ground, the elemental construct takes a -4 penalty on attack and damage rolls. (These modifiers are not included in the statistics block.)

Immunity to Magic (Ex): A water elemental construct is immune to any spell or spell-like ability that allows spell resistance. In addition, certain spells and effects function differently against the creature, as noted below.

A *control water* spell or cold effect slows a water elemental construct for 2d6 rounds with no saving throw.

A *horrid wilting* spell deals 1d8 points of damage per caster level to a water elemental construct. The elemental construct can attempt a Fortitude save (DC 18 + caster's relevant ability modifier) for half damage.

A *create water* spell heals 1d4 points of damage on the construct for each 2 gallons of water created.

Skills: A water elemental construct has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or threatened. It can use the run action while swimming, provided it swims in a straight line.

FETCH

Medium Undead (Cold)

Hit Dice:	3d12+6 (25 hp)
Initiative:	+2
Speed:	30 ft. (6 squares)
Armor Class:	15 (+2 Dex, +3 natural), touch 12, flat-footed 13
Base Attack/Grapple:	+1/+5
Attack:	Claw +6 melee (1d4+4 plus 1d4 cold)
Full Attack:	2 claws +6 melee (1d4+4 plus 1d4 cold)
Space/Reach:	5 ft./5 ft.
Special Attacks:	Freezing touch
Special Qualities:	Darkvision 60 ft., immunity to cold, undead traits, vulnerability to fire
Saves:	Fort +1, Ref +3, Will +4
Abilities:	Str 18, Dex 15, Con —, Int 10, Wis 12, Cha 15
Skills:	Hide +8, Intimidate +5, Listen +4, Move Silently +8, Spot +7
Feats:	Death's Blessing, Weapon Focus (claw)
Environment:	Cold plains, hills, and mountains
Organization:	Solitary
Challenge Rating:	2
Treasure:	None
Alignment:	Always lawful evil
Advancement:	4–6 HD (Medium); 7–9 HD (Large)
Level Adjustment:	—

A ragged-looking and rotting humanoid leaps from the snow, its filthy nails slashing through the frosty air. Its eyes are stark blue and its skin is pale white. Ice hangs from its scraggly hair.



When a murdered person is buried on frozen ground, it often returns from the grave as a fetch, an evil undead monster with a hatred of fire and the living. Fetches seek out living creatures that wander too close to their lair, kill them, and often bury them in hope that they rise from their frozen resting place as a fetch. Slain foes not buried are dragged to the fetch's lair and devoured. Fetches savor the flesh of humanoids and monstrous humanoids, in particular humans, elves, and centaurs.

A fetch stands anywhere from 5 to 7 feet tall and weighs between 100 and 250 pounds. Its clothes are tattered and worn with age and exposure. Its rotting flesh is drawn tight around its bones and flushed grayish-white. Its hair is scraggly and frozen and ice crystals cover its skin. A fetch's eyes are stark blue.

A fetch speaks Common but rarely converses with the living.

Combat

A fetch is a ruthless opponent, slashing its foes with its wicked claws. Fetches always fight to the death, but are smart enough to flee when presented with fire, if they cannot attack the opponent wielding the fire. If a fetch flees from an encounter because of fire, it follows the one who presented the fire (lurking in the shadows, hiding in cover) and eventually exacts its revenge.

Freezing Touch (Su): A fetch's touch is supernaturally cold. It deals an extra 1d4 points of cold damage with each claw attack.

Vulnerability to Fire (Ex): A fetch takes half again as much (+50%) damage as normal from fire, regardless of whether a saving throw is allowed, or if it is a success or failure.

FORGOTTEN ONE

Diminutive Fey	
Hit Dice:	3d6 (10 hp)
Initiative:	+5
Speed:	20 ft. (4 squares)
Armor Class:	21 (+4 size, +5 Dex, +2 natural), touch 19, flat-footed 16
Base Attack/Grapple:	+1/-15
Attack:	Shortspear +10 melee (1d2-4 plus poison) or shortspear +10 ranged (1d3-4 plus poison)
Full Attack:	Shortspear +10 melee (1d2-4 plus poison) or shortspear +10 ranged (1d3-4 plus poison)
Face/Reach:	1 ft./0 ft.
Special Attacks:	Forgetful presence, poison
Special Qualities:	Blur, environmental awareness
Saves:	Fort +1, Ref +8, Will +6
Abilities:	Str 3, Dex 21, Con 11, Int 14, Wis 17, Cha 21
Skills:	Climb +11, Craft (poisonmaking) +8, Hide +23, Knowledge (nature) +13, Listen +9, Move Silently +6, Sense Motive +6, Search +4, Spot +9, Survival +9 (+11 aboveground, +11 following tracks)
Feats:	Skill Focus (Knowledge [nature]), Track, Weapon Finesse ^B
Environment:	Any forests
Organization:	Troop (2-8) or clan (10-100)
Challenge Rating:	2
Treasure:	50% coins, standard goods and items, triple gems
Alignment:	Always neutral
Advancement:	4-5 HD (Tiny)
Level Adjustment:	—

This is a small 1-foot tall creature with pointed ears, slanted eyes, and long lithe limbs. Its hair is brightly colored and decorated with leaves and twigs and it is dressed in greenish-brown clothes. It carries a tiny spear in its hands.

Forgotten ones are a sprite race related to pixies. These wee folk are natural spies and trackers, and are routinely employed by powerful forest-guarding fey creatures such as



unicorns, dryads,

and nymphs. It is not uncommon for travelers in a fey forest to be followed by scores of forgotten ones, all moving unnoticed through the treetops as quickly and quietly as squirrels. While some forgotten ones keep track of the interlopers, others send messages back and forth to alert more powerful fey guardians to the presence of outsiders.

A forgotten one is about a foot tall with pointed ears, slanted eyes, and long, nimble limbs. Most forgotten ones weave twigs and leaves into their hair for decoration and to help conceal themselves in the treetops.

Rangers are druids are especially fond of the forgotten ones, and often use them as intermediaries between themselves and the greater Fey guardians of the forest.

Forgotten ones speak Common, Elven, and Sylvan.

Combat

Forgotten ones try to avoid combat with anything larger than themselves—they are well aware of their own limitations. If hard pressed or ordered into combat by a greater fey creature to defend their forest, forgotten ones will fight with courage not often attributed to creatures of such small size.

Forgetful Presence (Su): Three times per day, a forgotten one can cause any creature within 20 feet of it to forget an encounter with it as per a *modify memory* spell with the restriction that it can only remove memories specifically dealing with the forgotten one. Opponents that succeed on a DC 16 Will save avoid the effects. Opponents that make the save are immune to the forgetful presence of that forgotten one for 1 day. The save DC is Charisma-based.

Forgotten One Poison

Forgotten ones use a mixture of bee and spider venom on their spears; Fort save DC 11; initial damage itching and soreness, –1 conditional modifier on attack rolls, skill checks, and saving throws for 1 day; secondary damage as above plus 1 point of Constitution damage.

Humanoids and monstrous humanoids have a 5% chance of being severely allergic to forgotten one poison. The effects of a failed save are as above, but the conditional modifier is –2 rather than –1, and secondary damage is 1d6 points of Constitution damage.

Blur (Su): At will a forgotten one can make use of the *blur* spell (caster level 3rd).

Environmental Awareness (Ex): The very earth speaks to a forgotten one. A forgotten one has the benefits of tremorsense and blindsight within a 100-foot radius. It cannot be flanked or caught flat-footed.

Skills: A forgotten one uses her Dexterity modifier rather than her Strength modifier on Climb checks.

FYE

Medium Undead (Incorporeal)

Hit Dice:	5d12 (32 hp)
Initiative:	+4
Speed:	Fly 50 ft. (perfect) (10 squares)
Armor Class:	17 (+4 Dex, +3 deflection), touch 17, flat-footed 13
Base Attack/Grapple:	+2/—
Attack:	Incorporeal touch +6 melee (1d6 plus possession)
Full Attack:	Incorporeal touch +6 melee (1d6 plus possession)
Space/Reach:	5 ft./5 ft.
Special Attacks:	Aura of despair, possession
Special Qualities:	Darkvision 60 ft., incorporeal traits, undead traits
Saves:	Fort +1, Ref +5, Will +6
Abilities:	Str —, Dex 18, Con —, Int —, Wis 14, Cha 16
Skills:	—
Feats:	—
Environment:	Any
Organization:	Solitary
Challenge Rating:	4
Treasure:	None
Alignment:	Usually neutral
Advancement:	6–10 HD (Medium); 11–15 HD (Large)
Level Adjustment:	—

This creature resembles a translucent humanoid whose face is contorted and twisted as if frozen in an eternal scream, though it makes no sound.

When a traumatic event occurs within the vicinity of a temple or other holy place, energy often lingers in the area polluting and contaminating an object or the ground itself. This sometimes leads to the formation of a mindless entity—the fye. A fye has no memories because it was never alive, nor does it feel emotions



toward any creature living, dead, or undead. Fye do not communicate nor reason, they simply exist. Though it is not bound to the area where it was created, a fye rarely moves more than 100 feet or so away from its "birthplace".

A fye appears as a translucent humanoid about 6 feet tall whose lower torso tapers off around the knees into vaporous nothingness. Its face always has the appearance that the creature is screaming or howling though it never utters any sound.

Fye do not speak nor communicate.

Combat

A fye usually does not enter combat unless it is directly approached or molested. In combat, a fye uses its *cause fear* spell-like ability against its closest target, followed in the next round by its *feeblemind* ability. If opponents continue to harass the fye it uses its incorporeal touch and possession ability.

Aura of Despair (Su): A fye continually emanates an aura of despair in a 10-foot radius. Any creature within or entering this area must succeed on a DC 15 Will save or take a -2 penalty on attack rolls, saving throws, ability and skill checks, and weapon damage rolls for as long as they remain within the area. A creature that successfully saves is immune to the aura of despair of that fye for one day. The save DC is Charisma-based.

Possession (Su): Once per round by making a successful incorporeal touch attack, a fye can merge its body with a creature on the Material Plane. This ability is similar to a *magic jar* spell, except that it does not require a receptacle. The target can resist the possession by succeeding on a DC 15 Will save. If the save fails, the fye disappears and enters the target's body. The save DC is Charisma-based.

Spell-Like Abilities: At will—*detect thoughts* (DC 15); 3/day—*cause fear* (DC 14); 1/day—*feeblemind* (DC 18). Caster level 5th. The save DCs are Charisma-based.

GARGOYLE, FUNGUS

Medium Plant (Fungus)

Hit Dice:	5d8+20 (42 hp)
Initiative:	+2
Speed:	40 ft. (8 squares), fly 60 ft. (average)
Armor Class:	17 (+2 Dex, +5 natural), touch 12, flat-footed 15
Base Attack/Grapple:	+3/+6
Attack:	Claw +6 melee (1d6+3)
Full Attack:	2 claws +6 melee (1d6+3)
Space/Reach:	5 ft./5 ft.
Special Attacks:	Breath weapon, sickening aura
Special Qualities:	Damage reduction 10/ slashing or piercing, low-light vision, plant traits, resistance to fire 5
Saves:	Fort +8, Ref +3, Will +1
Abilities:	Str 16, Dex 14, Con 18, Int 6, Wis 11, Cha 7
Skills:	Hide +4*, Listen +6, Spot +6
Feats:	Multiattack, Power Attack
Environment:	Any
Organization:	Solitary, pair, or patch (5–10)
Challenge Rating:	5
Treasure:	None
Alignment:	Usually neutral (evil tendencies)
Advancement:	6–12 HD (Medium); 13–15 HD (Large)
Level Adjustment:	—

Unlike normal plants, fungus gargoyles do not require food or air (they still require water however), but sometimes eat their fallen enemies simply for the sheer pleasure of doing so (usually only evil-aligned fungus gargoyles do this).

A typical fungus gargoyle stands about 5 or 6 feet tall and weighs up to 200 pounds. Though its shape can vary, most resemble ugly winged humanoids.

Fungus gargoyles do not speak (whether it is because they cannot or simply choose not to is unknown).

They do seem to understand Common however.



This creature looks like a winged statue, humanoid in shape, carved from molds, funguses, and mushrooms. Its arms and legs end in clawed hands and feet, and its mouth is lined with fangs carved from the same substances its body is.

Fungus gargoyles are thought to be gargoyles that have been transformed into their current state by an evil cult that pays reverence to various demons of slime, ooze, and fungus. These creatures are often found acting as guardians in temples dedicated to such demons.

Combat

Fungus gargoyles typically ambush their prey, standing motionless until their opponent moves close. The fungus gargoyles then leap to the attack, slashing with their claws. Most fungus gargoyles try to stay airborne during combat rather than fight on the ground. When using its Power Attack feat, a fungus gargoyle usually takes a -3 penalty on its attack rolls and gains a +3 bonus on its damage rolls.

Breath Weapon (Su): Once every 1d4 rounds, a fungus gargoyle can breathe a line of deadly spores to a range of 10 feet. A living creature struck must succeed on a DC 16 Fortitude save or take 1d4 points of Strength damage. Thereafter, the creature must succeed on a DC 16 Fortitude save each minute (10 rounds) or take 1

point of Strength damage. This cycle continues until the creature dies or receives a *remove disease* spell. A successful DC 20 Heal check or a delay poison spell slows the continuing damage to 1 point per hour.

Sickening Aura (Su): As a free action, a fungus gargoyle can emanate an aura that smells like rotting vegetable matter in a 10-foot radius. Creatures within the area must succeed on a DC 16 Fortitude save or be sickened for as long as they remain in the area and for 1d4 rounds afterwards. The save DC is Constitution-based.

Skills: Fungus gargoyles have a +2 racial bonus on Hide, Listen, and Spot checks. *The Hide bonus increases by +8 when a fungus gargoyle is concealed against a background of vegetation.

GENIE, ABASHEEN

Large Outsider (Air, Extraplanar)

Hit Dice:	10d8+10 (55 hp)
Initiative:	+7
Speed:	20 ft. (4 squares), fly 50 ft. (perfect)
Armor Class:	18 (-1 size, +3 Dex, +6 natural), touch 12, flat-footed 15
Base Attack/Grapple:	+10/+17
Attack:	Slam +12 melee (1d8+3)
Full Attack:	2 slams +12 melee (1d8+3)
Space/Reach:	10 ft./10 ft.
Special Attacks:	Air mastery, spell-like abilities
Special Qualities:	Darkvision 60 ft., outsider traits, <i>plane shift</i> , telepathy 100 ft.
Saves:	Fort +8, Ref +12, Will +13
Abilities:	Str 16, Dex 17, Con 12, Int 20, Wis 18, Cha 17
Skills:	Appraise +18, Bluff +16, Craft (any one) +18, Diplomacy +20, Disguise +3 (+5 acting), Forgery +18, Gather Information +16, Intimidate +18, Knowledge (the planes) +18, Listen +17, Search +18, Sense Motive +17, Spot +17, Survival +4 (+6 on other planes) (+6 following tracks), Use Magic Device +16
Feats:	Combat Casting, Improved Initiative, Iron Will, Lightning Reflexes
Environment:	Elemental Plane of Air
Organization:	Solitary or company (2-5)
Challenge Rating:	7
Treasure:	Standard
Alignment:	Always neutral
Advancement:	11-20 HD (Large); 21-30 HD (Huge)
Level Adjustment:	+5

This being stands 8 feet tall in flowing robes of purple and gold. Its hair is black and tied back in a ponytail with a ribbon of gold.

Abasheens are genies from the Elemental Plane of Air and serve the nobles of that plane as diplomats, couriers, and emissaries. Some of the less scrupulous serve as spies and insurgents. They are extremely clever and often let their arrogance interfere with their assign-

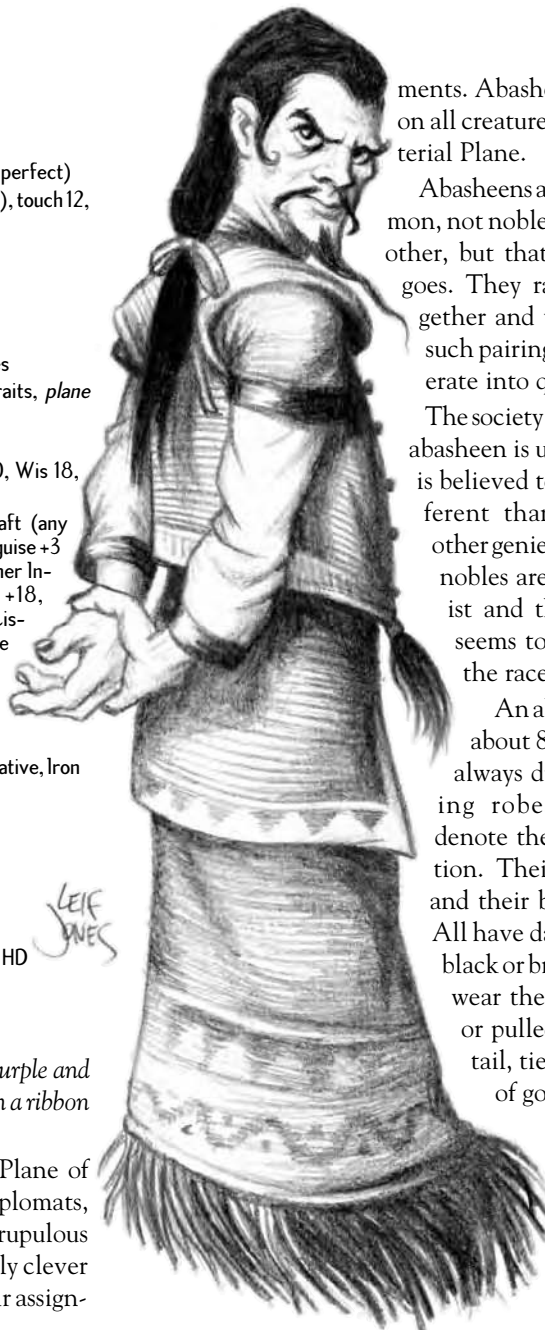
ments. Abasheens look down on all creatures from the Material Plane.

Abasheens and djinn (common, not noble) tolerate each other, but that is as far as it goes. They rarely work together and when they do, such pairings often degenerate into quarrels.

The society structure of the abasheen is unknown but it is believed to be vastly different than that of the other genies. No abasheen nobles are known to exist and the entire race seems to be servitor to the race of djinn.

An abasheen stands about 8 feet tall and is always dressed in flowing robes colored to denote their current station. Their skin is dark and their build powerful. All have dark hair, either black or brown, and most wear their hair braided or pulled into a ponytail, tied with ribbons of gold or silver.

Abasheens speak Abyssal, Auran, Common, Celestial, and Infernal.



Combat

Abasheens rely on their physical attack and spell-like abilities in combat. When combat starts, an abasheen *commands* one of its opponents (usually the one closest to it) to drop or flee (see the command spell). On its next action it either bashes an opponent with its fists (if one is close enough) or attempts to *charm* an enemy spellcaster.

During combat, an abasheen rarely touches the ground, preferring to remain airborne and above its opponents. They rarely fight to the death. Should combat turn against an abasheen it always attempts to escape, usually by *plane shifting* away.

Air Mastery (Ex): Airborne creatures take a –1 penalty on attack and damage rolls against an abasheen.

Plane Shift (Sp): An abasheen can enter any of the elemental planes, the Astral Plane, or the Material Plane. This ability transports the abasheen and up to eight other creatures, provided they all link hands with the abasheen. It is otherwise similar to the spell of the same name (caster level 13th).

Spell-like Abilities (Sp): At will—*command* (DC 14), *charm person* (DC 14); 1/day—*geas/quest*. Caster level 18th. The save DCs are Charisma-based.

Telepathy (Su): An abasheen can communicate telepathically with any creature within 100 feet that has a language.

GENIE, HAWANAR

Large Outsider (Air, Extraplanar, Fire)

Hit Dice:	13d8+26 (84 hp)
Initiative:	+8
Speed:	20 ft. (4 squares), fly 50 ft. (perfect)
Armor Class:	20 (–1 size, +4 Dex, +7 natural), touch 13, flat-footed 16
Base Attack/Grapple:	+13/+25
Attack:	Slam +20 melee (1d8+8 plus 1d8 fire)
Full Attack:	2 slams +20 melee (1d8+8 plus 1d8 fire)
Space/Reach:	10 ft./10 ft.
Special Attacks:	Air mastery, heat, holocone, spell-like abilities
Special Qualities:	Darkvision 60 ft., immunity to acid, immunity to fire, <i>plane shift</i> , telepathy 100 ft., vulnerability to cold
Saves:	Fort +10, Ref +12, Will +10
Abilities:	Str 27, Dex 18, Con 14, Int 14, Wis 15, Cha 15
Skills:	Bluff +18, Concentration +18, Craft (any one) +18, Diplomacy +22, Disguise +2 (+4 acting), Intimidate +4, Knowledge (any one) +18, Listen +18, Move Silently +20, Sense Motive +18, Spellcraft +18, Spot +18
Feats:	Combat Casting, Combat Reflexes, Dodge, Improved Initiative ^B , Mobility, Quicken Spell-Like Ability (<i>scorching ray</i>)
Environment:	Elemental Plane of Air or Elemental Plane of Fire
Organization:	Solitary, company (2–4), or band (6–15)
Challenge Rating:	9
Treasure:	Standard
Alignment:	Usually lawful neutral
Advancement:	14–21 HD (Large); 22–39 (Huge)
Level Adjustment:	—

This being is twice as tall as a normal human and has reddish skin, no hair, and small fangs. Its lower torso is shrouded in a cyclone of burning embers and flame.

Hawandar are the unlikely union of an efreeti noble and a djinni noble. Neither of the parent races truly accepts the hawandar but the djinn are more tolerant while the efreet usually execute or enslave hawandar offspring on sight, viewing them as something unnatural.

Hawandar society is ruled by a Rajah who is served by a multitude of beys, sheiks, sahibs, and sirdars. The

hawandar race has no true home and can be found spread throughout the planes (most dwell on the Plane of Air or a pocket plane of air and fire). Those that dwell on the Plane of Fire generally avoid the City of Brass and efreeti patrols due to the disdain the efreet have for them.

Hawandar speak Auran, Common, Ignan, and one other language (usually Celestial). A typical hawandar stands 12 feet tall and weighs about 1,100 pounds.

Combat

Hawandar wade into battle in a hail of fire and wind, relying on their spell-like abilities and holocone form to dissuade and vanquish its opponents. If combat goes against it, a hawandar assumes either gaseous form or holocone form and attempts to flee.

Air Mastery (Ex): Airborne creatures take a –1 penalty on attack and damage rolls against a hawandar.

Heat (Ex): A hawandar can surround its fists in white-hot fire that deals 1d8 points of extra fire damage whenever it hits in melee, or in each round it maintains a hold when grappling. The hawandar's metallic weapons conduct this heat.

Holocone (Su): A hawandar can transform itself into a whirlwind of embers and white-hot fire once every 10 minutes and remain in that form for up to 13 rounds. In this form, it can move through the air or along a surface at its fly speed.

The whirlwind is 5 feet wide at the base, up to 30 feet wide at the top and up to 50 feet tall. The hawandar controls the exact height, but it must be at least 10 feet.

A hawandar's movement while in whirlwind form does not provoke attacks of opportunity, even if the hawandar enters the space another creature occupies. Another creature might be caught in the whirlwind if it touches or enters the whirlwind, or if the hawandar moves into or through the creature's space.

Creatures one or more size categories smaller than the hawandar might take damage when caught in the whirlwind and be lifted into the air. An affected creature must succeed on a DC 27 Reflex save when it comes into contact with the whirlwind or take 3d6 points of dam-

age and 3d6 points of fire damage. It must also succeed on a second DC 27 Reflex save or be picked up bodily and held suspended in the powerful winds, automatically taking 1d8 points of damage and 1d8 points of fire damage each round. A creature with a fly speed is allowed a DC 27 Reflex save each round to escape the whirlwind. The creature still takes damage but can leave if the save is successful. The save DC is Strength-based and includes a +3 racial adjustment.

Creatures trapped in the whirlwind cannot move except to go where the hawamar carries them or to escape the whirlwind. Creatures caught in the whirlwind can otherwise act normally, but must make a Concentration check (DC 15 + spell level) to cast a spell. Creatures caught in the whirlwind take a -4 penalty to Dexterity and a -2 penalty on attack rolls. The hawamar can have only as many trapped inside a whirlwind at one time as will fit inside the holocone's volume.

The hawamar can eject any carried creatures whenever it wishes, depositing them wherever the whirlwind happens to be.

If the whirlwind's base touches the ground, it creates a swirling cloud of debris. This cloud is centered on the hawamar and has a diameter equal to half the whirlwind's height. The cloud obscures all vision, including darkvision, beyond 5 feet. Creatures 5 feet away have concealment, while those farther away have total concealment.

Those caught in the cloud must succeed on a Concentration check (DC 15 + spell level) to cast a spell.

A hawamar in whirlwind form cannot make melee attacks and does not threaten the area around it.

Spell-Like Abilities: At will—*invisibility* (self only); 1/day—*burning hands* (DC 13), *create food and water*, *create wine* (as *create water*, but wine instead), *fireball* (DC 15), *gaseous form*, *invisibility*, *major creation* (created vegetable matter is permanent), *persistent image* (DC 17), *scorching ray* (1 ray only), *wall of fire* (DC 16), *wind walk*. Once per day, a hawamar can grant up to three wishes (to nongeniens only). Caster level 20th. The save DCs are Charisma-based.

Plane Shift (Sp): A hawamar can enter any of the elemental planes, the Astral Plane, or the Material Plane. This ability transports the hawamar and up to eight other creatures, provided they all link hands with the hawamar. It is otherwise similar to the spell of the same name (caster level 13th).

Telepathy (Su): A hawamar can communicate telepathically with any creature within 100 feet that has a language.

Vulnerability to Cold (Ex): A hawamar takes half again as much (+50%) damage as normal from cold, regardless of whether a saving throw is allowed, or if the save is a success or failure.



GENIE, MARID

Large Outsider (Extraplanar, Water)

Hit Dice:	12d8+24 (78 hp)
Initiative:	+8
Speed:	20 ft. (4 squares), swim 60 ft.
Armor Class:	19 (–1 size, +4 Dex, +6 natural), touch 13, flat-footed 15
Base Attack/Grapple:	+12/+22
Attack:	Slam +17 melee (1d8+6)
Full Attack:	2 slams +17 melee (1d8+6)
Space/Reach:	10 ft./10 ft.
Special Attacks:	Spell-like abilities, water's fury, water mastery, vortex
Special Qualities:	Darkvision 60 ft., plane shift, telepathy 100 ft.
Saves:	Fort +10, Ref +12, Will +10
Abilities:	Str 23, Dex 19, Con 14, Int 14, Wis 15, Cha 16
Skills:	Concentration +17, Craft (any one) +17, Diplomacy +20, Escape Artist +19, Knowledge (any one) +17, Listen +19, Move Silently +19, Sense Motive +17, Spellcraft +17, Spot +19, Swim +14, Use Rope +4 (+6 with bindings)
Feats:	Alertness, Combat Casting, Combat Reflexes, Dodge, Improved Initiative ⁸ , Power Attack
Environment:	Elemental Plane of Water
Organization:	Solitary, company (2–4), or band (6–15)
Challenge Rating:	9
Treasure:	Standard coins; double goods; standard items
Alignment:	Always chaotic neutral
Advancement:	13–18 HD (Large); 19–36 HD (Huge)
Level Adjustment:	—

This being appears as a powerful and muscled humanoid with bluish-green skin. It is hairless, save for its dark eyebrows. Its hands end in powerful hands complete with elongated nails, and a wicked smile curls from its lips. It stands nearly three times taller than a normal human.

Of the common genies, the marid is the strongest and most powerful and least numerous. They hail from the Elemental Plane of Water and rarely leave that plane unless called by a spellcaster or at the request of the marid potentate. They are generally friendly toward most other genie races, except efreeti—whom they hate and attack on sight.

Marid society centers on a great Caliph whose citadel sits at the very center of the Elemental Plane of Water (a neat trick considering the infinite dimensions of the plane). The Great Caliph rules all marid and often sends them on missions into the other Elemental Planes or material planes on his behalf.

A marid stands about 16 feet tall nearly 2,500 pounds. A marid speaks Auran, Aquan, Common, and one other language (usually Celestial or Ignan).

Combat

Marid generally avoid combat, preferring not to waste their time with such trivial things. If cornered or forced into battle, a marid uses its spell-like abilities as well as

its water fury attack to disperse its foes. In melee, a marid pummels its foes with its powerful fists.

Spell-Like Abilities: At will—*create water*, *detect evil*, *detect good*, *detect magic*, *invisibility*, *polymorph* (self only), *purify food and drink* (liquids only), *quench*, *water walk*; 5/day—*control water*, *gaseous form*, *obscuring mist*, *water breathing* (other creatures only); 3/day—*see invisibility*; 1/day—*persistent image* (DC 18); 1/year—*wish* (to non-genies only). Caster level 15th. The save DCs are Charisma-based.

Water's Fury (Su): As a standard action, a marid can release a jet of water in a 60-foot line that deals 1d6 points of damage and blinds the target struck for 1d6 rounds. A DC 18 Reflex save reduces the damage by half and negates the blinding effect. The save DC is Constitution-based.

Water Mastery (Ex): A marid gains a +1 bonus on attack and damage rolls if both it and its opponent are touching water. If the opponent or the marid is touching the ground, the marid takes a –4 penalty on attack and damage rolls. (These modifiers are not included in the statistics block.)

A marid can be a serious threat to a ship that crosses its path. A marid can easily overturn small craft less than 60 feet long and stop larger vessels up to 120 feet long. Even large ships up to 240 feet long can be slowed to half speed.

Vortex (Su): The marid can transform itself into a whirlpool once every 10 minutes, provided it is underwater, and remain in that form for up to 6 rounds. In vortex form, the marid can move through the water or along the bottom at its swim speed. The vortex is 5 feet wide at the base, up to 30 feet wide at the top, and up to 40 feet tall. The marid controls the exact height, but it must be at least 10 feet.

The marid's movement while in vortex form does not provoke attacks of opportunity, even if the marid enters the space another creature occupies. Another creature might be caught in the vortex if it touches or enters the vortex, or if the marid moves into or through the creature's space.

Creatures one or more size categories smaller than the marid might take damage if caught in the vortex and may be swept up by it. An affected creature must succeed on a DC 22 Reflex save when it comes into contact with the vortex or take 2d6 points of damage. It must also succeed on a second Reflex save or be picked up bodily and held suspended in the powerful currents, automatically taking damage each round. An affected creature is allowed a Reflex save each round to escape the vortex. The creature still takes damage, but can leave if the save is successful. The save DC is Strength-based.

Creatures trapped in the vortex cannot move except to go where the marid carries them or to escape the whirlwind. Creatures caught in the whirlwind can oth-

erwise act normally, but must make a Concentration check (DC 10 + spell level) to cast a spell. Creatures caught in the whirlwind take a -4 penalty to Dexterity and a -2 penalty on attack rolls. The marid can have only as many creatures trapped inside the vortex at one time as will fit inside the vortex's volume.

The marid can eject any carried creatures whenever it wishes, depositing them wherever the vortex happens to be. A summoned marid always ejects trapped creatures before returning to its home plane.

If the vortex's base touches the bottom, it creates a swirling cloud of debris. This cloud is centered on the marid and has a diameter equal to half the vortex's height. The cloud obscures all vision, including darkvision, beyond 5 feet. Creatures 5 feet away have concealment, while those farther away have total concealment.

Those caught in the cloud must make a Concentration check (DC 15 + spell level) to cast a spell.

A marid in vortex form cannot make slam attacks and does not threaten the area around it.

Plane Shift (Sp): A marid can enter any of the elemental planes, the Astral Plane, or the Material Plane. This ability transports the marid and up to eight other creatures, provided they all link hands with the marid. It is otherwise similar to the spell of the same name (caster level 13th).

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

Noble Marid

Noble marids are the princes and pashas of the marid homeland. Noble marids have at least 15 HD and gain the following spell-like abilities in addition to the ones listed above: 3/day—*cone of cold*, *ice storm*; 1/day—*elemental swarm* (water elementals only), *permanent image*. A noble marid's caster level for its spell-like abilities is 20th. Noble marids are CR 11.



GHOUL, DUST

Medium Undead (Air, Earth, Extraplanar)

Hit Dice:	10d12 (65 hp)
Initiative:	+7
Speed:	40 ft. (8 squares), fly 40 ft. (perfect), burrow 20 ft.
Armor Class:	21 (+3 Dex, +8 natural), touch 13, flat-footed 18
Base Attack/Grapple:	+5/+11
Attack:	Claw +11 melee (1d6+6, 19–20/x3)
Full Attack:	2 claws +11 melee (1d6+6, 19–20/x3) and bite +9 melee (1d8+3)
Space/Reach:	5 ft./5 ft.
Special Attacks:	Animate dust, augmented critical, paralyzing shriek
Special Qualities:	Darkvision 60 ft., earth mastery, limited flight, undead traits, +4 turn resistance
Saves:	Fort +5, Ref +8, Will +9
Abilities:	Str 22, Dex 16, Con —, Int 14, Wis 14, Cha 16
Skills:	Balance +16, Climb +16, Hide +15, Jump +20, Listen +13, Move Silently +14, Spot +13
Feats:	Great Fortitude, Improved Initiative, Lightning Reflexes, Multiattack
Environment:	Plane of Molten Skies
Organization:	Solitary, gang (2–5), or pack (6–12)
Challenge Rating:	8
Treasure:	None
Alignment:	Always chaotic evil
Advancement:	11–15 HD (Medium); 16–20 HD (Large)
Level Adjustment:	—

This monster appears as a dust-covered creature with decaying flesh pulled tight over its humanoid frame. Its teeth are pointed fangs and its hands end in wicked, dirt-covered and blood-soaked claws.

When a humanoid creature dies on the Parched Expanse on the Plane of Molten Skies, there is a good chance it returns from the afterlife as a dust ghoul—an undead flesh-eating creature composed of dust and earth.

Dust ghouls haunt the Parched Expanse, preying on unwary travelers that linger too long in their hunting grounds. These creatures savor the taste of human flesh and devour such a kill with great ferocity.

Combat

Dust ghouls predicate their arrival by animating dust into ghostly humanoids that immediately move to grapple potential prey. Dust ghouls then move in (often swooping in from above) and attempt to paralyze their foes with their shriek. Prey is then torn to pieces by the dust ghouls using its claws and fangs. If a dust ghoul is slain, it crumbles into a pile of dust.

Animate Dust (Su): Once per day, a dust ghoul can cause 1d4 ghostly humanoid-shaped

creatures to materialize from an area of dust and earth within 100 feet. The dust ghoul can control and direct these creatures as long as it is “alive” and within 100 feet. The dust creatures have a speed of 10 feet and each has only one attack; a grapple. Each has a grapple bonus equal to 1/2 dust ghoul’s HD + its Strength modifier (+11 grapple bonus for the standard dust ghoul). A dust creature holds but does not harm creatures it grapples. The dust humanoids are immune to all attacks and spells, except water-based spells and effects. A gallon of water instantly destroys a dust humanoid.

If the dust ghoul moves more than 100 feet away from a dust creature, that dust creature collapses into a pile of harmless dust. If the dust ghoul is destroyed, all dust creatures it animated collapse.

Augmented Critical (Ex): A dust ghoul’s claws are razor-sharp. It threatens a critical hit on an attack roll of 19–20. On a successful critical hit with a claw, it deals triple damage.

Paralyzing Shriek (Su): Once per minute, a dust ghoul can unleash a hellish shriek that paralyzes any creature within 60 feet that hears it. Affected creatures that succeed on a DC 18 Will save negate the paralysis. The save DC is Charisma-based.

Earth Mastery (Ex): A dust ghoul gains a +1 bonus on attack and damage rolls if its foe is touching the ground. If an opponent is waterborne, the dust ghoul takes a -4 penalty on attack and damage rolls. (These modifiers are not included in the statistics block.)

Limited Flight (Ex): A dust ghoul can fly for a number of minutes equal to its Charisma bonus. After that, it must rest for 10 minutes before it can fly again.



GIANT, BRONZE

Huge Giant	
Hit Dice:	16d8+112 (184 hp)
Initiative:	+1
Speed:	40 ft. (8 squares)
Armor Class:	23 (–2 size, +1 Dex, +14 natural), touch 9, flat-footed 22
Base Attack/Grapple:	+12/+31
Attack:	Slam +21 melee (1d8+11) or longsword +21 melee (3d6+11, 19–20/x2) or spear +11 ranged (3d6+11, crit x3) or rock +12 ranged (2d8+11)
Full Attack:	2 slams +21 melee (1d8+11) or longsword +21/+16/+11 melee (3d6+11, 19–20/x2) or spear +11 ranged (3d6+11, crit x3) or rock +12 ranged (2d8+11)
Space/Reach:	15 ft./15 ft.
Special Attacks:	Rock throwing, sardonic laugh
Special Qualities:	Damage reduction 10/—, darkvision 60 ft., low-light vision, resistance to fire 20
Saves:	Fort +17, Ref +8, Will +9
Abilities:	Str 33, Dex 13, Con 25, Int 10, Wis 14, Cha 14
Skills:	Listen +23, Spot +23
Feats:	Alertness, Awe-some Blow, Improved Bull Rush, Iron Will, Lightning Reflexes, Power Attack
Environment:	Temperate mountains and coastal islands
Organization:	Solitary or family (2–4)
Challenge Rating:	11
Treasure:	Standard
Alignment:	Usually neutral
Advancement:	17–32 HD (Huge) or by character class
Level Adjustment:	—

A huge muscular being that is often mistaken for a statue of the gods. It is well proportioned and has flesh that gleams like polished bronze and hair the color of copper wire.

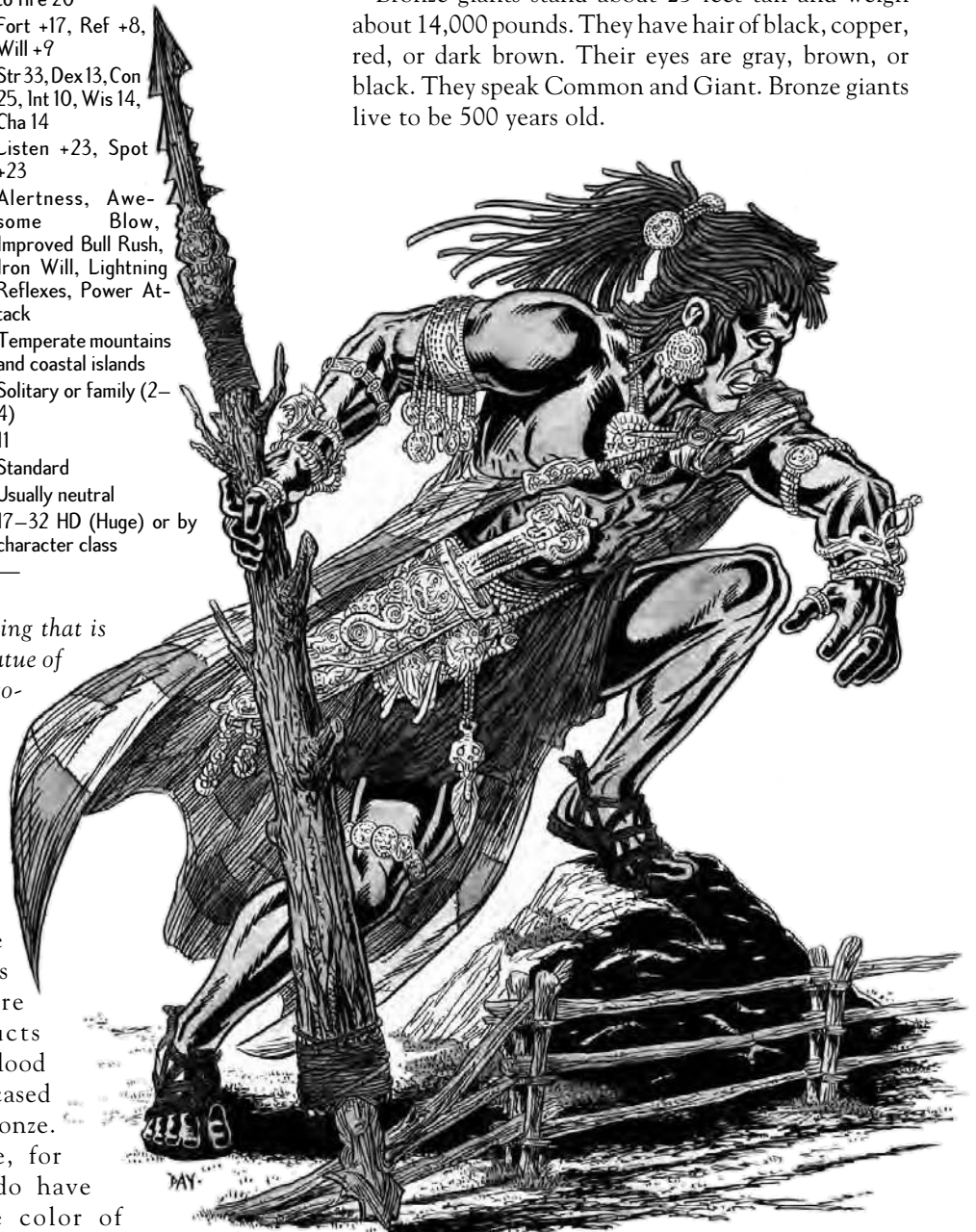
These giants are said to by some to have been sired by the Vulcan gods. Others claim that they are awakened constructs with the flesh and blood of a living being encased in a skin of pure bronze. Both could be true, for these giants truly do have hardened skin the color of

bronze. Due to their unique skin, bronze giants disdain wearing any sort of crafted armor.

Bronze giants are loners, and tend to avoid large gatherings of their rare kind, seeking mates in volcanic regions, where they remain together long enough to ensure the survival of their progeny, teach them how to fight and then move on.

All bronze giants claim to be the descendants of mighty Talos and are known to hire themselves out as mercenaries and defenders of cities within eyesight of great volcanoes. More than one hero has sought out a bronze giant for training. They may also serve as heroes and brute force, their appearance on a battlefield often sending would be invaders fleeing.

Bronze giants stand about 25 feet tall and weigh about 14,000 pounds. They have hair of black, copper, red, or dark brown. Their eyes are gray, brown, or black. They speak Common and Giant. Bronze giants live to be 500 years old.



Bronze giants prefer to dress in loose-fitting garb, such as robes and tunics. Sandals, rather than boots are usually worn on their feet, and many bronze giants wear rings, bracelets, and other jewelry fashioned of silver, bronze, or gold.

Combat

Bronze giants start combat from a distance, hurling large rocks and using spears before closing to fight with fists or sword. When confronted by many foes they let out a self-deprecating laugh that strikes fear into their enemies.

Rock Throwing (Ex): Bronze giants are accomplished rock throwers and receive a +1 racial bonus on attack rolls when throwing rocks. A bronze giant can hurl rocks weighing 60 to 80 pounds each (Medium objects) up to five range increments. The rage increment is 120 feet for a bronze giant's thrown rocks.

Sardonic Laugh (Su): Once per round as a standard action, a bronze giant can unleash a bellowing laugh that strikes fear into the hearts of any creature within 100 feet that hears it. Affected creatures that succeed on a DC 20 Will save are unaffected and immune to the sardonic laugh of that bronze giant for one day. On a failed save, that creature is shaken for as long as it remains within 100 feet of the bronze giant and for 2d4 rounds thereafter. The save DC is Charisma-based.

Rock Catching (Ex): A bronze giant can catch Small, Medium, or Large rocks (or projectiles of similar shape). Once per round, a bronze giant that would normally be hit by a rock can make a Reflex save to catch it as a free action. The DC is 15 for a Small rock, 20 for a Medium one, and 25 for a Large one. (If the projectile provides a magical bonus on attack rolls, the DC increases by that amount.) The bronze giant must be ready for and aware of the attack in order to make a rock catching attempt.

GIANT, JACK-IN-IRONS

Huge Giant	
Hit Dice:	27d8+162 (283 hp)
Initiative:	+1
Speed:	40 ft. (8 squares)
Armor Class:	24 (–2 size, +1 Dex, +15 natural), touch 9, flat-footed 23
Base Attack/Grapple:	+20/+41
Attack:	Spiked greatclub +32 melee (3d8+19) or great chain +32 melee (2d8+13)
Full Attack:	Spiked greatclub +32/+27/+22/+17 melee (3d8+19) or great chain +32/+27/+22/+17 melee (2d8+13)
Space/Reach:	15 ft./15 ft.
Special Attacks:	Daze, pound, shake the earth, trample 2d8+19
Special Qualities:	Darkvision 60 ft., low-light vision, rock catching
Saves:	Fort +21, Ref +12, Will +13
Abilities:	Str 37, Dex 12, Con 23, Int 10, Wis 14, Cha 11
Skills:	Climb +27, Listen +25, Spot +25
Feats:	Awesome Blow, Cleave, Endurance, Improved Bull Rush, Improved Sunder, Iron Will, Lightning Reflexes, Power Attack, Weapon Focus (greatclub), Weapon Focus (chain)
Environment:	Temperate plains and forests
Organization:	Solitary
Challenge Rating:	17
Treasure:	Standard
Alignment:	Usually chaotic evil
Advancement:	By character class
Level Adjustment:	—

Brutish, warty, hairy, and stinking of oil and iron. This creature has a jutting lower jaws and tusk like teeth, not unlike an orc or hobgoblin of huge size wrapped in chains of iron. It wears belts of skulls and rotting heads about its throat and waist.

The jacks-in irons enjoy fastening gate chains and portcullis chains around their wrists, forearms and shins and tie chains about their throats,

shoulders and waists which hang with the heads of their many victims.

Jacks-in-irons frequently operate as highwaymen, making their dwellings in ruined towers along abandoned roads. From this base they roam out along old country trails ambushing unwary travelers, trade caravans and the knights assigned to protect them. They are known to take prisoners and hold them for high ransom.

Orcs and goblins often follow a jack-in-irons as their king or leader due to its massive size, brute strength, and penchant for wickedness—all of which are things that such evil creatures admire.

A jack-in-irons stands 20 to 25 feet tall and weighs 13,000 to 15,000 pounds. It prefers to dress in dark colors such as black or brown and always wears a multitude of chains about its body (as bracelets, necklaces, or slung about its shoulders). Its hair is dark and matted and many male jack-in-irons sport thick, bushy beards. Its eyes are purplish-black with light green irises.

Jack-in-irons speak Giant.

Combat

Bull rush, Awesome blow, bash, bash, bash, cleave, rinse and repeat if necessary until they are out of attacks or out of enemies. Jacks-in-irons think of themselves as invincible and fight to the death.

Daze (Ex): Any creature hit by a jack-in-iron's melee attack must succeed on a DC 36 Fortitude save or be dazed 1d2 rounds. The save DC is Strength-based and is a function of the jack-in-irons not its weapon(s).

Pound (Ex): A jack-in-irons that makes a successful grapple check against a foe two or more sizes smaller than itself can smash the opponent into the ground, walls, nearby trees, or other solid objects as a standard action. This deals 2d6+19 points of bludgeoning damage to the victim. In addition, the opponent must succeed on a DC 36 Fortitude save or be stunned for one round. A jack-in-irons can perform this action once per round as long as it maintains the grapple. The save DC is Strength-based.

Shake the Earth (Ex): As a standard action, a jack-in-irons can stomp its foot on the ground causing powerful vibrations to radiate out around the giant. Any creature within 5 feet of the jack-in-irons must succeed on a DC 36 Reflex save or fall prone. The save DC is Strength-based.

Trample (Ex):
Reflex DC 36 half.
The save DC is Strength-based.

Rock Catching (Ex): A jack-in-irons can catch Small, Medium, or Large rocks (or projectiles of a similar shape). Once per round, a jack-in-irons that would normally be hit by a rock can make a Reflex save to catch it as a free action. The DC is 15 for a Small rock, 20 for a Medium one, and 25 for a Large one. (If the projectile provides a magical bonus on attack rolls, the DC increases by that amount.) The jack-in-irons must be ready for and aware of the attack in order to make a rock catching attempt.



GIANT, SMOKE

Large Giant (Air, Extraplanar, Fire)

Hit Dice:	8d8+32 (68 hp)
Initiative:	+2
Speed:	40 ft. (8 squares)
Armor Class:	17 (–1 size, +2 Dex, +6 natural), touch 11, flat-footed 15
Base Attack/Grapple:	+6/+16
Attack:	Heavy mace +11 melee (2d6+6) or rock +8 ranged (1d6+6 plus 1d6 fire)
Full Attack:	Heavy mace +11/+5 melee (2d6+6) or rock +8 ranged (1d6+6 plus 1d6 fire)
Space/Reach:	10 ft./10 ft.
Special Attacks:	Rock throwing, spell-like abilities
Special Qualities:	Darkvision 60 ft., immunity to fire, low-light vision, rock catching, smoke form, vulnerability to cold
Saves:	Fort +10, Ref +4, Will +4
Abilities:	Str 22, Dex 14, Con 19, Int 8, Wis 11, Cha 12
Skills:	Hide –1*, Listen +5, Spot +5
Feats:	Combat Reflexes, Iron Will, Power Attack
Environment:	Plane of Molten Skies
Organization:	Solitary, gang (2–5), band (6–9 plus 25% noncombatants), hunting party (6–9 plus 1 leader of 3rd level), or tribe (20–40 plus 25% noncombatants, 1 shaman of 4th level or higher, and 1 leader of 6th level or higher)
Challenge Rating:	6
Treasure:	Standard
Alignment:	Usually neutral evil
Advancement:	By character class
Level Adjustment:	+5

This giant resembles a 9-foot tall humanoid with soot-colored skin, dark eyes, and dark hair. It is dressed in dirty, soot-covered clothes, and its hands are caked with dirt and filth.

Smoke giants are evil giants known for their ruthlessness. Among other races they have a nasty reputation for being thieves and murderers, even killing their own kind if the end result serves the betterment of the one doing the killing. They are generally reclusive creatures, keeping to their own devices and rarely having anything to do with outside races, which suit the other races just fine as most don't trust smoke giants at all.

Smoke giants encountered away from their tribe are usually members of a hunting or raiding party. While they are generally able to consume just about anything they can catch and kill, smoke giants prefer the flesh of smoke mephits above anything else. Regardless of what they eat, a smoke giant always covers its food in a thick layer of soot before consuming it (it tastes better that way). Prey that is captured but not slaughtered is stored in large soot-filled pits until ready to be devoured.

Smoke giants do not engage in trade with other races. They sometimes form alliances with other tribes of giants (usually ogres or trolls), but most

such alliances are short-lived because of the general distrust of smoke giants. Alliances even between tribes of smoke giants are rare.

A smoke giant stands about 9 feet tall and weighs about 800 pounds. Smoke giants speak Giant. Those with an Intelligence of 10 or higher also speak Common or Ignan.

Combat

Smoke giants begin combat by hurling rocks in an effort to scatter their opponents. After this, the giants rush into battle swinging their huge maces. A favorite tactic employed by some smoke giant bands is to have one or two of them envelop their opponents in smoke (using their *smoke* spell-like ability) while the rest pummel them with their weapons.

Smoke giants encountered near the Tempest of Embers on the Plane of Molten Skies, they like to grab their foes and toss them into that cyclone of burning air.

Rock Throwing (Ex): The range increment for a smoke giant's thrown rocks (Small objects) is 120 feet. Like other giants, a smoke giant has a +1 racial bonus on attack rolls when throwing rocks. (This bonus is already included in the statistics block.)

A smoke giant's rocks are made of soot, rock, and burning embers. Each rock deals fire damage if it hits.

Spell-Like Abilities: 3/day—*smoke* (as *fog cloud*). Caster level 8th.

Smoke Form (Su): A smoke giant's form is solid. As a free action it can change to a smoky form. It can switch forms once per round as a free action and can spend up to 20 rounds per day in smoke form. In smoke form, a smoke giant can fly at a speed of 50 feet (perfect). This ability is otherwise similar to a *gaseous form* spell (caster level 8th).

Vulnerability to Cold (Ex): A smoke giant takes half again as much (+50%) damage as normal from cold, regardless of whether a saving throw is allowed, or if the save is a success or failure.

Skills: *In areas of fog or smoke, a smoke giant gets a +8 racial bonus on Hide checks.

Smoke Giants as Characters

Smoke giants are usually barbarians. Their reputation as thieves and murderers comes from their savagery in combat and their preference to use brute force rather than stealth to accomplish their goals. Leaders are barbarians and shamans are adepts or clerics with access to two of the following domains: Air, Fire, Strength.

Smoke giant characters possess the following racial traits.

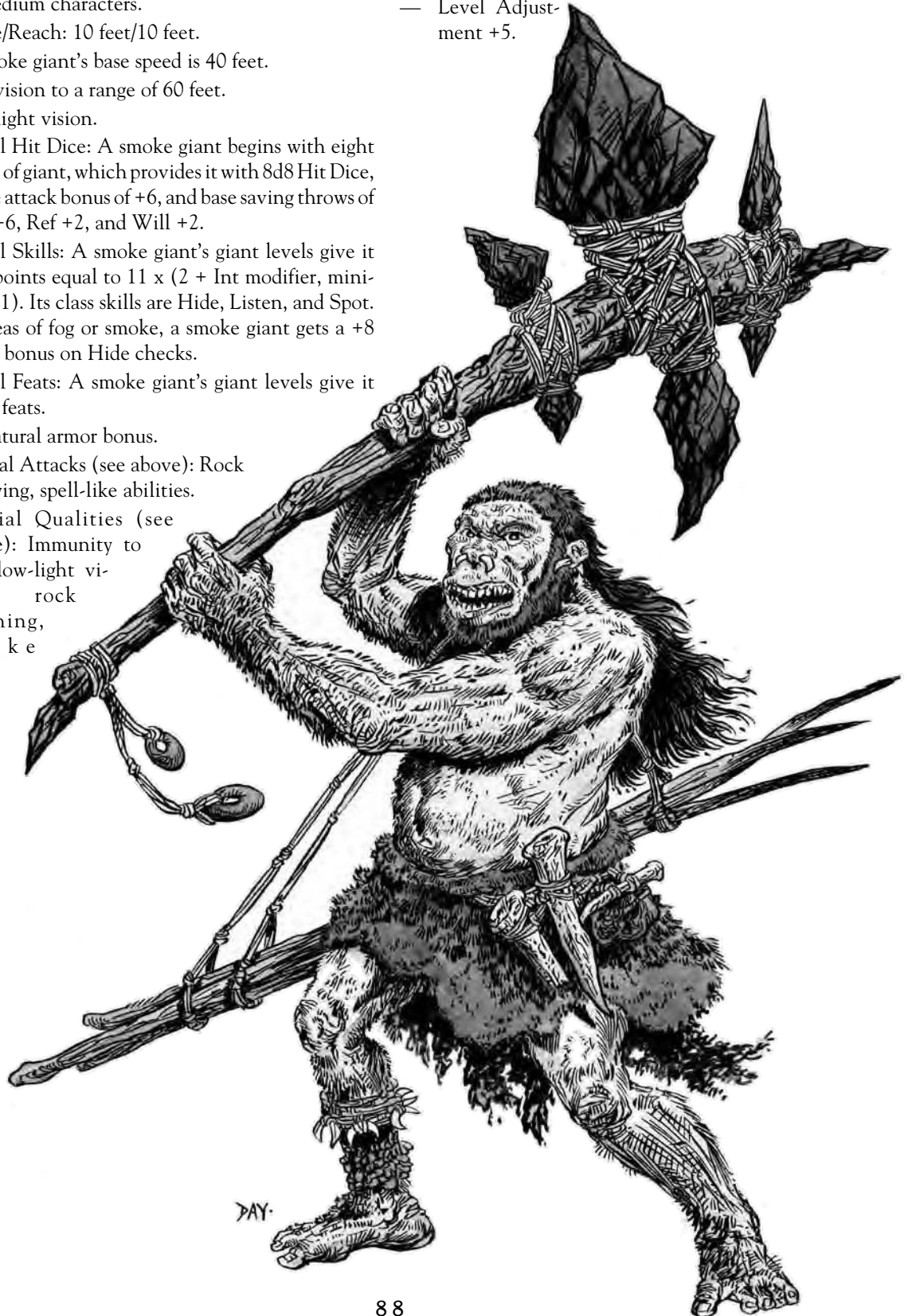
- +12 Strength, +2 Dexterity, +8 Constitution, -2 Intelligence, +2 Charisma.
- Large size. -1 penalty to Armor Class, -1 penalty on attack rolls, -4 penalty on Hide checks, +4 bonus on grapple checks, lifting and carrying double those of Medium characters.
- Space/Reach: 10 feet/10 feet.
- A smoke giant's base speed is 40 feet.
- Darkvision to a range of 60 feet.
- Low-light vision.
- Racial Hit Dice: A smoke giant begins with eight levels of giant, which provides it with 8d8 Hit Dice, a base attack bonus of +6, and base saving throws of Fort +6, Ref +2, and Will +2.
- Racial Skills: A smoke giant's giant levels give it skill points equal to $11 \times (2 + \text{Int modifier, minimum } 1)$. Its class skills are Hide, Listen, and Spot. In areas of fog or smoke, a smoke giant gets a +8 racial bonus on Hide checks.
- Racial Feats: A smoke giant's giant levels give it three feats.
- +6 natural armor bonus.
- Special Attacks (see above): Rock throwing, spell-like abilities.
- Special Qualities (see above): Immunity to fire, low-light vision, rock catching, smoke form.

— Weapon and Armor Proficiency: A smoke giant is automatically proficient with simple weapons, martial weapons, and light and medium armor, and shields.

— Automatic Languages: Giant. Bonus Languages: Common, Auran, Goblin, Ignan, Orc.

— Favored Class: Barbarian.

— Level Adjustment +5.



GIANT, SEA

Large Giant (Aquatic)

Hit Dice:	14d8+70 (133 hp)
Initiative:	+6
Speed:	40 ft. (8 squares), swim 30 ft.
Armor Class:	21 (–1 size, +2 Dex, +10 natural), touch 11, flat-footed 19
Base Attack/Grapple:	+10/+23
Attack:	Slam +18 melee (1d6+9) or rock +12 ranged (2d8+9)
Full Attack:	2 slams +18 melee (1d6+9) or rock +12 ranged (2d8+9)
Space/Reach:	10 ft./10 ft.
Special Attacks:	Control water, crushing pressure, rock throwing
Special Qualities:	Amphibious, darkvision 60 ft., freedom of movement, low-light vision, rock catching
Saves:	Fort +14, Ref +8, Will +6
Abilities:	Str 29, Dex 14, Con 21, Int 14, Wis 14, Cha 12
Skills:	Balance +8, Climb +15, Craft (any one) +14, Hide +10, Listen +14, Spot +14, Swim +25
Feats:	Blind-Fight, Cleave, Improved Initiative, Lightning Reflexes, Power Attack
Environment:	Any aquatic
Organization:	Solitary, gang (2–4), or family (2–4 plus 20% noncombatants plus 1 cleric of 5th–8th level)
Challenge Rating:	10
Treasure:	Double standard
Alignment:	Usually chaotic neutral
Advancement:	By character class
Level Adjustment:	+5

This huge being has bluish green skin and eyes that reflect light like two silvery moons. Rippling with muscle this creature rises from the depths with a crash of waves on rocks.

Sea giants are the reclusive cousins of storm giants. They are most often found in the deepest depths of the seas where they make their dwelling in the cones of long dead undersea volcanoes.

Sea giants have a druid like power over the forces of the seas, and are a living embodiment of its bounty and destructive wrath.

Sea giants seldom come into contact with surface dwellers, but have been known on rare occasions to exact bounties from coastal cities to insure the safety of its navies and merchant vessels. Sea giants are most commonly encountered within a few hundred miles of their lair, tending to their domain and battling off incursions of sahaugin, aboleth, krakens and other such destructive forces of the undersea.

An adult male sea giant stands 10 feet tall and weighs about 6,000 pounds. Females are slightly shorter and lighter. Both have sea green skin, dark green or black hair, and silver eyes. Sea giants adorn themselves in loose flowing robes of white, blue, or green. Many wear wreathes of coral in their hair.

Sea giants speak Aquan, Giant, and Common.

Combat

When battling at the surface of the seas, sea giants hurl rocks at great length against opposing ranged attackers, usually including crews of siege engines. When battling against surface ships their tactic is to disguise themselves by creating rough waters with their *control water* ability. They then hammer the hull with their mighty fists until it is holed, without ever revealing themselves to the crew. Once holed, they tear the hull apart and drown the crew.

When fighting beneath the waves they use their crushing pressure special ability to increase the water pressure around themselves in an effort to destroy interlopers and trespassers.

Control Water (Su): A sea giant can *control water* (caster level equals HD). This ability is usable five times per day and operates identical to the spell of the same name.

Crushing Pressure (Su): Three times per day as a standard action, a sea giant can increase the water pressure in a 10-foot radius around itself for a number of rounds equal to its Constitution bonus (5 rounds for an average sea giant). Any living creature in the area of increased pressure must succeed on a DC 22 Fortitude save each round it remains in the area or take 1d8 points of damage. The save DC is Constitution-based.

Rock Throwing (Ex): Sea giants are accomplished rock throwers and receive a +1 racial bonus on attack rolls when throwing rocks. A sea giant can hurl rocks weighing 460 to 50 pounds each (Small objects) up to five range increments. The range increment is 120 feet for a sea giant's thrown rocks.

Amphibious (Ex): Sea giants can freely breathe both air and water. They can survive indefinitely on land.

Freedom of Movement (Su): Sea giants have a continuous freedom of movement ability as the spell of the same name (caster level 20th). The effect can be dispelled, but the sea giant can create it again on its next turn as a free action.

Rock Catching (Ex): A sea giant can catch Small, Medium, or Large rocks (or projectiles of similar shape). Once per round, a sea giant that would normally be hit by a rock can make a Reflex save to catch it as a free action. The DC is 15 for a Small rock, 20 for a Medium one, and 25 for a Large one. (If the projectile provides a magical bonus on attack rolls, the DC increases by that amount.) The sea giant must be ready for and aware of the attack in order to make a rock catching attempt.

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

Sea Giants as Characters

Sea giants are usually barbarians or clerics. Their chaotic nature lends itself well to the ever-changing seas and oceans, and sea giants like the ocean rarely sit still, spending most of their lives as undersea nomads traveling from place to place. Leaders are usually barbarians and shamans are adepts or clerics with access to two of the following domains: Chaos, Protection, Water.

Sea giant characters possess the following racial traits.

- +18 Strength, +4 Dexterity, +11 Constitution, +4 Intelligence, +4 Wisdom, +2 Charisma.
- Large size. –1 penalty to Armor Class, –1 penalty on attack rolls, –4 penalty on Hide checks, +4 bonus on grapple checks, lifting and carrying double those of Medium characters.
- Space/Reach: 10 feet/10 feet.
- A sea giant's base speed is 40 feet. Its swim speed is 30 feet.
- Darkvision to a range of 60 feet.
- Low-light vision.
- Racial Hit Dice: A sea giant begins with fourteen levels of giant, which provides it with 14d8 Hit Dice, a base attack bonus of +10, and base saving throws of Fort +9, Ref +4, and Will +4.
- Racial Skills: A sea giant's giant levels give it skill points equal to $11 \times (2 + \text{Int modifier, minimum } 1)$. Its class skills are Balance, Climb, Craft (any one), Hide, Listen, Spot, and Swim.
- Racial Feats: A sea giant's giant levels give it five

- +10 natural armor bonus.
- Special Attacks (see above): control water, crushing pressure, rock throwing.
- Special Qualities (see above): amphibious, freedom of movement, rock catching.
- Weapon and Armor Proficiency: A sea giant is automatically proficient with simple weapons, martial weapons, and light and medium armor, and shields.
- Automatic Languages: Aquan, Common, Giant. Bonus Languages: Auran, Elven, Goblin, Orc.
- Favored Class: Barbarian.
- Level Adjustment +5.



GNARLWOOD

Huge Plant	
Hit Dice:	11d8+66 (115 hp)
Initiative:	+4
Speed:	30 ft. (6 squares)
Armor Class:	23 (–2 size, +15 natural), touch 8, flat-footed 23
Base Attack/Grapple:	+8/+26
Attack:	Claw +17 melee (2d6+10)
Full Attack:	4 claws +17 melee (2d6+10)
Space/Reach:	15 ft./15 ft.
Special Attacks:	<i>Animate dead</i> , rend 4d6+15, spell-like abilities, unhallowed aura
Special Qualities:	Damage reduction 10/slashing and good, low-light vision, plant traits, SR 19, vulnerability to fire
Saves:	Fort +13, Ref +3, Will +5
Abilities:	Str 31, Dex 10, Con 23, Int 6, Wis 14, Cha 14
Skills:	Hide –6, Listen +8, Spot +8
Feats:	Cleave, Improved Initiative, Power Attack, Weapon Focus (claw)
Environment:	Temperate forests
Organization:	Solitary or band (2–4 plus 1d6 skeletons or zombies per gnarlwood)
Challenge Rating:	10
Treasure:	50% standard
Alignment:	Always neutral evil
Advancement:	12–22 HD (Huge); 23–33 HD (Gargantuan)
Level Adjustment:	—

This creature resembles a treant but instead of the kindly, gentle face of the tree-folk its face is twisted into a grim scowl. Its deep-set eyes and jagged mouth give it an almost skull-like grimace and its four twisted arms are tipped in sharp woody claws. Its leaves are deep green, almost black, and have ghostly white markings on them. Behind it, the skeletal remains of unfortunate animals shamble through the undergrowth.

Gnarlwoods are grown from the seeds of treants that had the misfortune of sprouting in land cursed by an *unhallow* spell. The good nature of the treant is subverted by the very nourishment it gains from the earth, and the evil of the spell suffuses into its every fiber.

Most gnarlwoods die before they are much larger than twiggy saplings, since few creatures of nature can survive on a diet of pure evil. Those that do survive grow into menacing, twisted mockeries of treants, with four knobby arms that end in cruel barbed claws. Gnarlwoods are spiteful, hateful things that seek to destroy everything they see. Bereft of any compassion, gnarlwoods tear through forests accompanied by the shambling corpses of its victims, rending and clawing anything that moves.

Some evil druidic temples secluded deep in ancient forests are protected by entire groves of gnarlwoods. Unfortunately for the worshippers, not even they are spared the psychotic wrath of the gnarlwood.

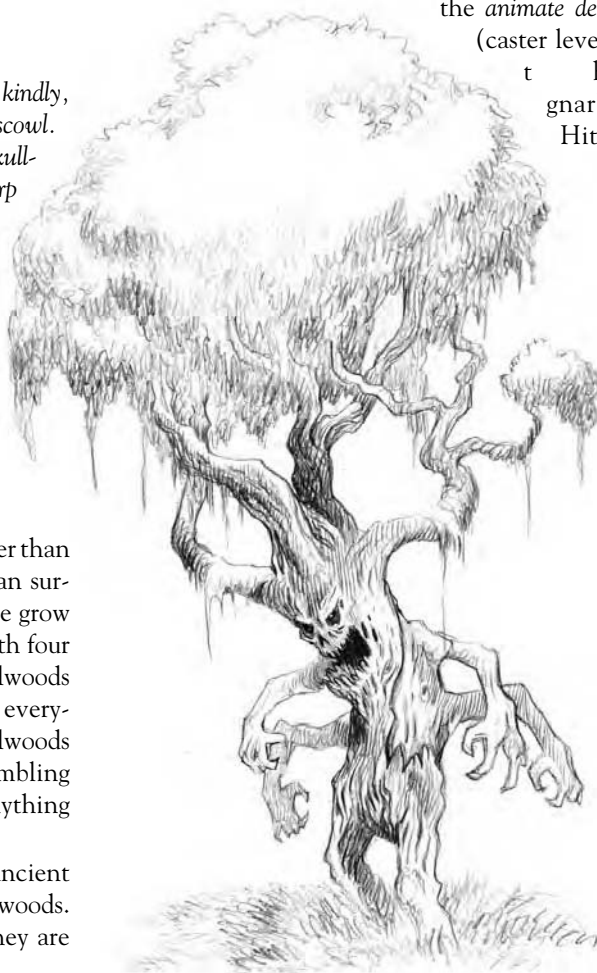
Gnarlwoods speak Sylvan and Abyssal. A gnarlwood with an Intelligence score of 10 or greater can speak Common.

Combat

A gnarlwood usually begins combat with its *protection from good* in effect (especially when facing good-aligned opponents) and normally sends its minions (if any) into battle to distract or soften up its foes. In the first round it attempts to use its *slay living* spell-like ability against a creature it deems highly susceptible (usually a wizard or sorcerer since they have poor Fortitude saves). In the next round it assaults its opponents with its claws, rending any opponent it hits with at least two of its claws. It sprinkles combat with its spell-like abilities throughout. During battle, if possible, it tries to keep any undead minions it has with it within the confines of its unhallowed aura so enemy clerics find it hard to affect them with their turn undead ability.

A gnarlwood constantly howls and wails during battle and always fights to the death.

Animate Dead (Sp): 3/day – As a standard action, a gnarlwood can animate any corpse within 60 feet as per the *animate dead* spell (caster level equals the gnarlwood's Hit Dice).



Because of their arboreal habitat, most gnarlwoods are accompanied by animal zombies and skeletons.

Rend (Ex): If a gnarlwood hits with at least two claw attacks, it latches onto the opponent's body and tears the flesh. This attack automatically deals an additional 4d6+15 points of damage.

Spell-Like Abilities: 3/day—*blight* (+17 melee touch, DC 17), *crushing despair* (DC 16), *desecrate*, *death knell* (+17 melee touch, DC 14), *detect evil*, *detect good*, *protection from good*, *unhallow*; 1/day—*dispel good* (DC 17), *slay living* (+17 melee touch, DC 17), *unholy blight* (DC 16); 1/week—*blasphemy* (DC 19). Caster level 12th. The save DCs are Charisma-based.

Unhallowed Aura (Su): A gnarlwood emanates an *unhallow* spell in a 20-foot radius centered on

itself. Thus, a gnarlwood is constantly protected as by a *magic circle from good*, and turning checks made against undead within 20 feet of it take a -4 penalty (at the same time checks to rebuke undead within 20 feet of a gnarlwood gain a +4 bonus). This aura can be dispelled or negated, but the gnarlwood can restart it again as a free action on its next turn.

Vulnerability to Fire (Ex): A gnarlwood takes half again as much (+50%) damage as normal from fire, regardless of whether a saving throw is allowed or if the save is a success or failure.

Skills: *Gnarlwoods have a +16 racial bonus on Hide checks made in their natural environment.

GNASHER LIZARD

Large Magical Beast

Hit Dice:	9d10+45 (94 hp)
Initiative:	+6
Speed:	30 ft. (6 squares)
Armor Class:	19 (-1 size, +2 Dex, +8 natural), touch 11, flat-footed 17
Base Attack/Grapple:	+9/+20
Attack:	Bite +16 melee (1d8+10)
Full Attack:	Bite +16 melee (1d8+10)
Space/Reach:	10 ft./5 ft.
Special Attacks:	Improved grab, swallow whole, vorpal bite
Special Qualities:	Darkvision 60 ft., scent
Saves:	Fort +11, Ref +8, Will +4
Abilities:	Str 24, Dex 14, Con 20, Int 2, Wis 12, Cha 10
Skills:	Hide +3, Listen +10, Move Silently +6, Spot +10
Feats:	Alertness, Improved Initiative, Power Attack, Weapon Focus (bite)
Environment:	Temperate forests and mountains
Organization:	Solitary or pair
Challenge Rating:	8
Treasure:	None
Alignment:	Always neutral
Advancement:	10–18 HD (Large); 19–27 HD (Huge)
Level Adjustment:	—

This 10-foot long stone-colored lizard has a large, wide gaping maw filled with double rows of dagger-like teeth. Its head is large and flat and sports a ridge of hardened bone that runs the length of its head before tapering off near the middle of its back. Its four legs end in large, flat clawed feet.

The gnasher is a deadly predator that often roams up to 3 miles from its lair in search of prey. Though its appearance lends to the façade of being a slow moving lizard, it is in fact, rather graceful and quick. Those that make the mistake of assuming the gnasher is slow-moving rarely live to tell others of their mistake.

Gnasher lizards make their lairs in stony areas, typically forest clearings or mountain terrain; usually near (within several hundred feet if possible) a water source. They are carnivorous creatures and

highly territorial, even attacking their own kind if another gnasher lizard intrudes upon the territory of another. Gnashers are solitary creatures and only come together to mate (during the spring or early summer months). Mating season is the only time more than one of these creatures is encountered together, and once the mating ritual is ended, each goes its own way. The female lays a clutch of 1d4+2 eggs which hatch within 3 months. Young reach maturity within 8 months and are left to their own devices.

A gnasher lizard is typically 10 feet long but can grow to a length of 20 feet or more. A typical gnasher weighs about 1,000 pounds. Though most are stone gray, some variants encountered have been colored greenish-brown or black. Its long fang-like teeth are razor-sharp and it uses these to tear its prey into pieces.

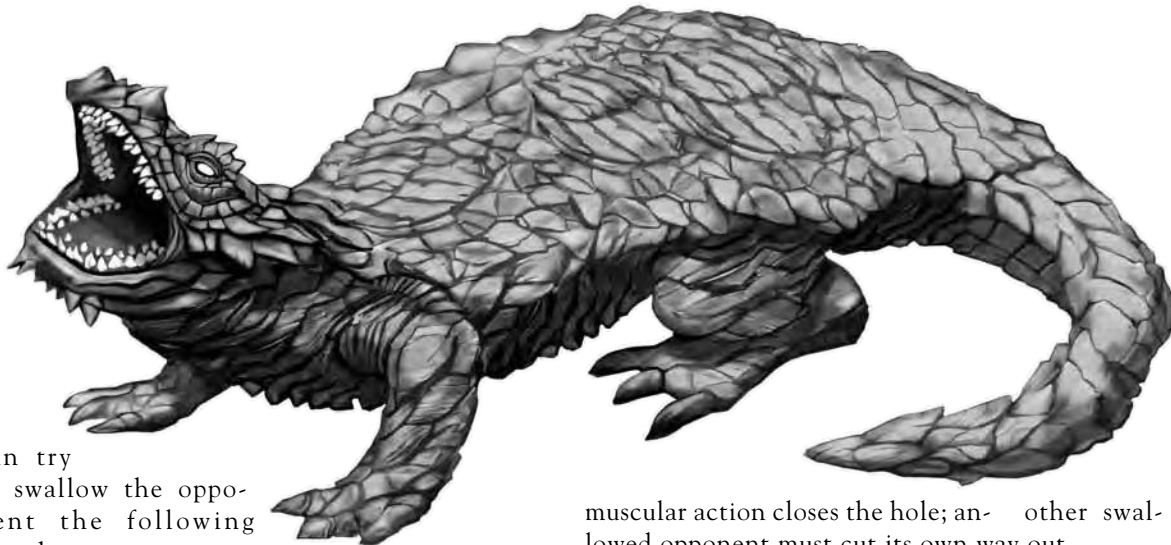
Gnasher lizards seem to be able to communicate with one another through a series of growls and grunts.

Combat

Gnasher lizards typically attack from ambush, using their surroundings to conceal themselves and springing out at the last second to catch their opponents by surprise. Gnashers attack any creature that wanders into their territory, including those larger than themselves, relying on their vorpal bite to quickly dispatch such creatures.

When it swallows a foe, a gnasher lizard typically holds it in its stomach for several rounds before regurgitating it into its mouth, snapping down on it with its razor-sharp teeth and then swallowing it again.

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



can try to swallow the opponent the following round.

Swallow Whole (Ex): A gnasher lizard can try to swallow a grabbed opponent of up to one size smaller than itself by making a successful grapple check. The swallowed creature takes 2d8+7 points of damage plus 8 points of acid damage each round from the gnasher lizard's digestive juices. A swallowed creature can cut its way out by using a light piercing or slashing weapon to deal 20 points of damage to the stomach (AC 14). Once the creature exits,

muscular action closes the hole; another swallowed opponent must cut its own way out.

A Large gnasher lizard's stomach can hold 1 Medium, 2 Small, 4 Tiny, 8 Diminutive, or 32 Fine opponents.

Vorpal Bite (Ex): If the gnasher lizard rolls a natural 20 on its attack roll, and subsequently confirms the critical hit, it severs the head of its opponent. This attack is effective on creatures up to one size larger than the gnasher lizard.

Skills: Gnasher lizards have a +4 racial bonus on Listen, Spot, and Hide checks.

GOHL (HYDRA CLOUD)

Large Aberration

Hit Dice:	12d8+66 (120 hp)
Initiative:	+3
Speed:	Fly 30 ft. (good) (6 squares)
Armor Class:	26 (−1 size, +3 Dex, +14 natural), touch 12, flat-footed 23
Base Attack/Grapple:	+9/+18
Attack:	Tentacle +13 melee (1d6+5)
Full Attack:	6 tentacles +13 melee (1d6+5) and 3 bites +8 melee (1d8+2 plus 1d8 acid)
Space/Reach:	10 ft./10 ft.
Special Attacks:	Acid, constrict 1d6+5, improved grab
Special Qualities:	All-around vision, damage reduction 10/silver, darkvision 60 ft.
Saves:	Fort +9, Ref +7, Will +9
Abilities:	Str 20, Dex 17, Con 21, Int 6, Wis 12, Cha 6
Skills:	Listen +7, Search +2, Spot +12
Feats:	Alertness, Power Attack, Toughness(x2), Weapon Focus (bite)
Environment:	Underground
Organization:	Solitary
Challenge Rating:	9
Treasure:	Standard
Alignment:	Always chaotic evil
Advancement:	13–24 HD (Large); 25–36 HD (Huge)
Level Adjustment:	—

This creature appears as a floating blob of mottled black and gray flesh. From its central form sprouts six long tentacles and three snake-like heads, each head perched atop a thin, serpentine neck. Each

head has a gaping maw lined with pointed fangs. Many smaller tentacles jut from its central form only to disappear back into its trunk just as quickly as they appeared.

Gohls are nightmarish creatures found lurking in desolate ruins or subterranean caverns. No one is quite sure of their true origin and some sages believe they may have traveled to the Material Plane from another dimension or time. They are solitary creatures and favor humanoid prey above all others, though they are not adverse to attacking and devouring any living creature encountered.

A gohl is a 10-foot wide, 10-foot high, blob of mottled black and gray flesh, slimy and rubbery to the touch. Each of its three heads is gold with red eyes and has a wide mouth lined with double rows of needle-sharp teeth. Each neck is scaled gold and turns to dark green as it nears the gohl's body. The underside of each neck is slightly lighter in color.

Gohls understand Common, but do not speak it or any other language. They communicate with others of their kind by changing the color of their trunk. In combat, a gohl can release a loud, metallic-sounding roar from one of its heads and often does so, in an effort to scare its adversaries.

Combat

Gohl's make no effort to disguise themselves or hide from opponents. As soon as intruders are detected in their area, they move to intercept them. The gohl begins combat by grabbing a foe with a tentacle. A grabbed foe is subjected to as many bite attacks each round as the gohl can bring against it. Multiple opponents are often grabbed and bitten as well. Foes that are killed by a gohl are carried to its lair and digested.

Acid (Ex): The bite of a gohl is highly acidic. Any melee hit with a bite attack deals acid damage.

Constrict (Ex): A gohl deals automatic tentacle damage to a grabbed foe each round the hold is maintained.

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

All-Around Vision (Ex): A gohl's multiple heads grant it a +4 racial bonus to Search and Spot checks and prevent it from being flanked.



GOLDEN CAT

Small Magical Beast

Hit Dice:	2d10 (11 hp)
Initiative:	+2
Speed:	20 ft. (4 squares), climb 10 ft.
Armor Class:	15 (+1 size, +2 Dex, +2 natural), touch 13, flat-footed 13
Base Attack/Grapple:	+2/-3
Attack:	Bite +5 melee (1d3-1)
Full Attack:	Bite +5 melee (1d3-1) and 2 claws +0 melee (1d2-1)
Space/Reach:	5 ft./5 ft.
Special Attacks:	Luck/unluck
Special Qualities:	Darkvision 60 ft., scent, telepathy 100 ft.
Saves:	Fort +3, Ref +5, Will +1
Abilities:	Str 8, Dex 15, Con 10, Int 2, Wis 12, Cha 6
Skills:	Balance +10, Climb +10, Hide +10, Jump +10, Listen +4, Move Silently +6, Spot +3
Feats:	Weapon Finesse
Environment:	Any temperate
Organization:	Solitary
Challenge Rating:	1
Treasure:	None
Alignment:	Always neutral
Advancement:	3-4 HD (Small)
Level Adjustment:	—

This marvelous creature appears as a small housecat with sleek golden fur and glowing emerald eyes.

These fickle creatures are highly sought after due to their magical ability to grant luck to one fortunate enough to be selected as an owner. Such

owners are known to spend extravagant amounts of wealth keeping the golden cat lavishly protected and comforted. Despite this, golden cats have been known to grow bored with an owner and strike out on their own in search of a new owner to bestow its good luck upon.

While prized by their owners for the luck they bestow, golden cats are equally despised by the owner's allies for the bad luck they bring.

Golden cats tend to lair in forested areas or hilly terrain, usually near civilized lands where the population is the greatest (it makes finding an owner easier). They favor humans and elves as owners above all other races, disdaining the less civilized races such as orcs, half-orcs, goblinoids, and so on. A golden cat never takes one of the aforementioned races as an owner.

A golden cat appears as a normal cat with rich golden fur and green eyes. They cannot speak (but can communicate telepathically with their chosen owner) and seem to understand Common.

Combat

Like all cats, a golden cat enjoys catching mice, rabbits and small birds. They tend to avoid attacking things larger than themselves unless cornered

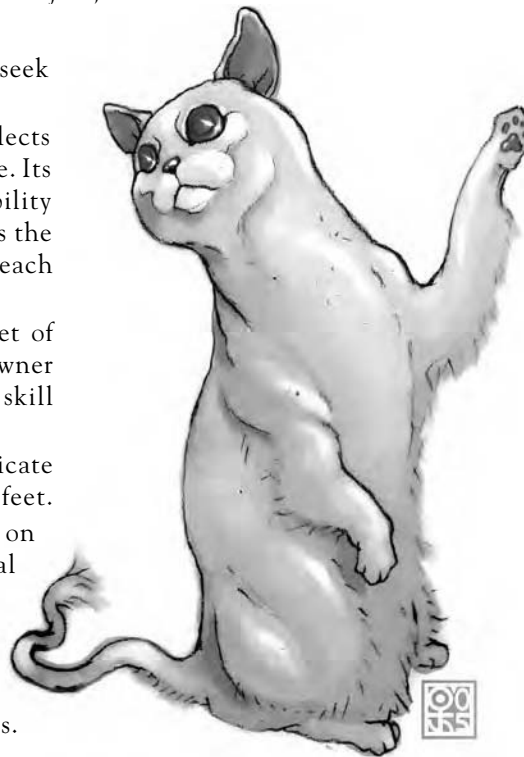
and defending themselves. Even then, they seek escape as soon as possible.

Luck/Unluck (Su): When a golden cat selects an “owner” it grants that creature good fortune. Its owner gains a +2 luck bonus on attack rolls, ability and skill checks, and saving throws so long as the golden cat and owner are within 40 feet of each other.

Likewise, all other creatures within 40 feet of the golden cat whether ally or enemy of the owner take a –2 penalty on attack rolls, ability and skill checks, and saving throws.

Telepathy (Su): A golden cat can communicate telepathically with its owner to a range of 100 feet.

Skills: Golden cats have a +4 racial bonus on Hide and Move Silently checks and a +8 racial bonus on Balance, Jump and Climb checks. It can always choose to take 10 on a Climb check, even if rushed or threatened. They use their Dexterity modifier instead of their Strength modifier on Climb and Jump checks.



GOLEM, FLAGSTONE

Large Construct

Hit Dice:	8d10+30 (74 hp)
Initiative:	+1
Speed:	30 ft. (6 squares)
Armor Class:	22 (–1 size, +1 Dex, +12 natural), touch 10, flat-footed 21
Base Attack/Grapple:	+6/+16
Attack:	Slam +11 melee (3d8+6)
Full Attack:	2 slams +11 melee (3d8+6)
Space/Reach:	10 ft./10 ft.
Special Attacks:	Energy absorption, stunning blow
Special Qualities:	Camouflage, construct traits, damage reduction 10/adamantine, darkvision 60 ft., flatten, immunity to magic, low-light vision
Saves:	Fort +2, Ref +3, Will +2
Abilities:	Str 22, Dex 12, Con —, Int —, Wis 11, Cha 1
Skills:	—
Feats:	—
Environment:	Any
Organization:	Solitary
Challenge Rating:	7
Treasure:	None
Alignment:	Always neutral
Advancement:	9–16 HD (Large); 17–24 HD (Huge)
Level Adjustment:	—

What you thought was a section of ordinary stone floor unfurls itself before your eyes, assuming a humanoid form about 10 feet tall. The words “You shall not pass” echo throughout the area as the creature advances.

A flagstone golem is composed of large flat stones and bricks jointed and fitted together so as to allow the creature to fold itself flat. It is created to serve as guardians or servants by powerful spellcasters and has been the death of many an unsuspecting rogue.

A flagstone golem stands 10 feet tall and weighs 1,200 pounds. Its humanoid form is composed of flattened stones and bricks. Two darkened sockets on its head function as eyes. Its arms are thick and powerful and end in stony clenched fists.

Though a flagstone golem cannot speak, when constructed, its creator can program up to 4 simple words or phrases (no more than 4 words in length) into it that are released when certain conditions are met. These conditions are programmed into the golem when it is constructed. Conditions can be as general or specific as necessary, but must be fairly simple, such as “if anyone enters this room” or “if anyone touches this chest”.

Combat

A flagstone golem tasked with guarding or securing a location usually flattens itself so as to go unnoticed to would-be-trespassers. When an interloper treads upon the golem, it unfurls itself into its humanoid form and attacks, crushing and pounding its unsuspecting victim with powerful blows from its fists.

Energy Absorption (Su): Any energy-based (acid, fire, cold, electricity, sonic) attack that directly targets a flagstone golem is absorbed into its body dealing no damage to the golem.

A flagstone golem can use the absorbed energy to repair itself, healing 1 hit point for every 3 points of damage the attack would have otherwise dealt. Or it can release the energy in a 30-foot cone that deals 3d8 points of energy damage (of whatever type was absorbed) to all within the area. An affected opponent can attempt a DC 14 Reflex save to reduce the damage by half. The save DC is Constitution-based. The flagstone golem can store the energy before releasing it as an energy blast for a number of rounds equal to half its Hit Dice (four rounds for the standard flagstone golem).

Stunning Blow (Ex): Any creature hit by a flagstone golem's slam attack must succeed on a DC 20 Fortitude save or be stunned for 1 round. The save DC is Strength-based.

Camouflage (Ex): While flattened, a flagstone golem is nearly indistinguishable from the surrounding floor. It takes a DC 25 Spot check to notice a flattened flagstone golem for what it is. Dwarves get a +2 bonus on Spot checks to notice a flattened flagstone golem and can use their Search or Spot skill to notice the golem, whichever is higher.

Flatten (Ex): As a standard action, once per round, a flagstone golem can flatten its form to become (or appear to become) a section of floor, road, or any other stone surface. While flattened it cannot move or attack and its damage reduction increases to 20/adamantine. A flagstone golem can reform into its humanoid shape as a standard action.

Immunity to Magic (Ex): A flagstone golem is immune to any spell or spell-like ability that allows spell resistance. In addition, certain spells and effects function differently against the creature, as noted below.

A *transmute rock to mud* spell slows it (as the slow spell) for 2d6 rounds, with no saving throw.

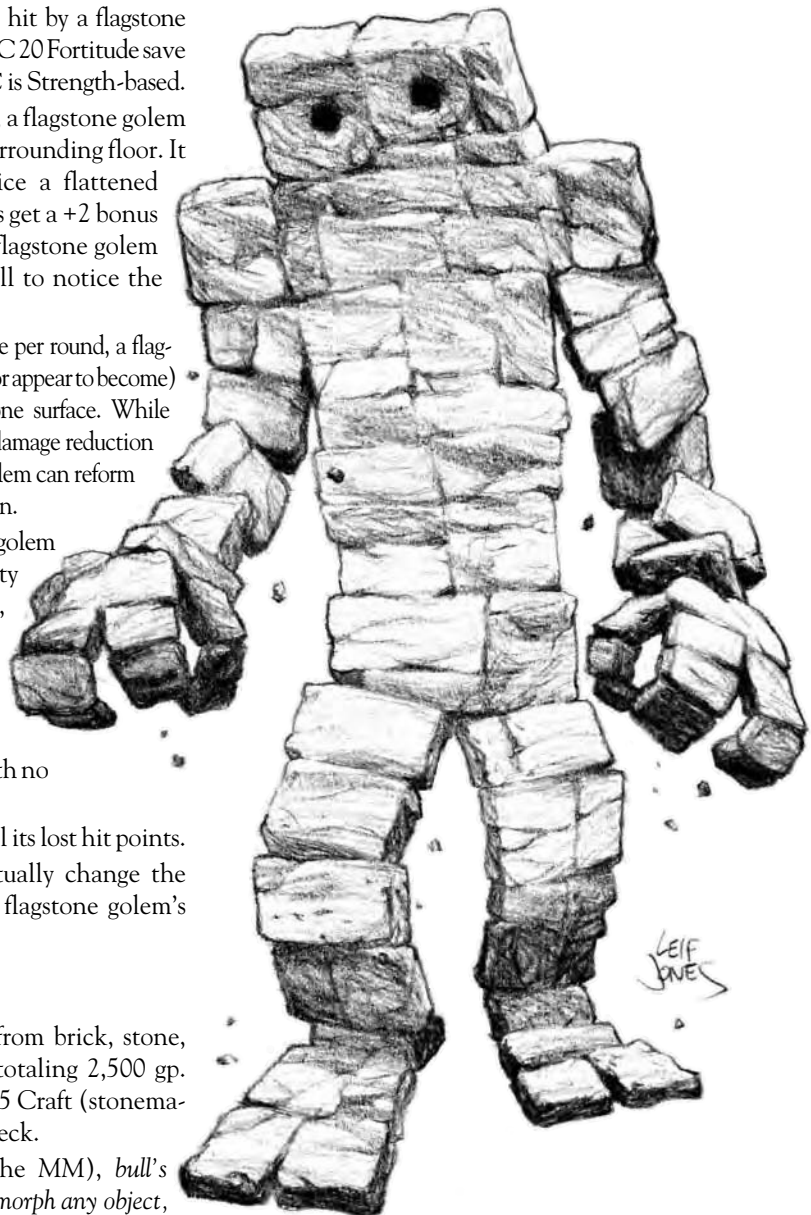
A *transmute mud to rock* spell heals all its lost hit points.

A *stone to flesh* spell does not actually change the golem's structure, but it negates the flagstone golem's damage reduction for 1 round.

Construction

A flagstone golem is constructed from brick, stone, various powders, and exotic liquids totaling 2,500 gp. Assembling the body requires a DC 15 Craft (stonemasonry) or DC 15 Craft (sculpting) check.

CL 11th; Craft Construct (see the MM), *bull's strength*, *geas/quest*, *magic mouth*, *polymorph any object*, *protection from energy*, caster must be at least 11th level; Price 30,000 gp; Cost 17,500 gp + 1,100 XP.



GOLEM, GELATINOUS

Large Construct

Hit Dice:	16d10+30 (118 hp)
Initiative:	+0
Speed:	20 ft. (4 squares)
Armor Class:	21 (-1 size, +12 natural), touch 9, flat-footed 21
Base Attack/Grapple:	+12/+22
Attack:	Slam +18 melee (2d6+6 plus 2d6 acid)
Full Attack:	2 slams +18 melee (2d6+6 plus 2d6 acid)
Space/Reach:	10 ft./10 ft.
Special Attacks:	Acid, engulf, paralysis
Special Qualities:	Construct traits, damage reduction 10/bludgeoning and magic, darkvision 60 ft., immunity to electricity, immunity to magic, low-light vision, transparent
Saves:	Fort +7, Ref +7, Will +7
Abilities:	Str 22, Dex 10, Con —, Int 3, Wis 11, Cha 1

Skills:

Feats:

Environment:

Organization:

Challenge Rating:

Treasure:

Alignment:

Advancement:

Level Adjustment:

Listen +11, Spot +12

Alertness, Great Fortitude, Iron Will, Lightning Reflexes, Power Attack, Weapon Focus (slam)

Any

Solitary

10

None

Always neutral

17–32 HD (Large); 33–48 HD (Huge)

—

This automaton looks like a humanoid-shaped semi-transparent amoeba. Small indentions appear to serve as the creature's eyes. No other facial features are present.

Gelatinous golems are the creation of Jubilex the Faceless Lord or rather the invention of Jubilex and the

creation of his priests. Formed of dead and preserved gelatinous cubes and infused with a spark of intelligence, these monsters are used by many of his priests as temple and tomb guardians. They share a link with ooze golems (detailed in *Tome of Horrors 2*) in that they co-exist in temples dedicated to The Faceless Lord.

Like most golems, these automatons follow the orders of their creator, but being intelligent, they understand more complex instructions and can carry out more difficult tasks that ordinary constructs cannot.

A gelatinous golem stands 8 feet tall and weighs 600 pounds. A gelatinous golem cannot speak or make any vocal noise. It walks and moves with a slow and clumsy gait.

Combat

A gelatinous golem attacks by smashing its opponents with its slimy fists. Paralyzed opponents are ignored if other opponents continue attacking the golem. If all opponents are paralyzed, the golem carries out the commands of its creator (whether it is to kill such creatures, leave them alone, or some other such command).

A gelatinous golem's natural weapons are treated as magic weapons for the purpose of overcoming damage reduction.

Acid (Ex): A gelatinous golem's acid does not harm metal or stone.

Engulf (Ex): A gelatinous golem can try to wrap an opponent up to one size smaller than itself in its body as a standard action. The gelatinous golem attempts a grapple that does not provoke an attack of opportunity. If it wins the grapple check the gelatinous golem establishes a hold.

Attacks that hit an engulfing gelatinous golem deal half their damage to the golem and half to the engulfed victim.

An engulfed opponent is subjected to the gelatinous golem's paralysis and acid each round it remains trapped. A trapped opponent can do nothing other than attempt to escape (by making a successful grapple check against the golem). Further, an engulfed foe must hold its breath or begin drowning (see the *DMG* for the drowning rules).

A Large gelatinous golem can engulf 1 Medium, 2 Small, 4 Tiny, 8 Diminutive, or 32 Fine opponents.

While engulfing an opponent, a gelatinous golem is not considered grappled and can move and attack normally.

Paralysis (Ex): A gelatinous golem secretes an anesthetizing slime. A target hit by a gelatinous golem's slam attack must succeed on a DC 18 Fortitude save or be paralyzed for 3d6 rounds. The save DC is Constitution-based.

Immunity to Magic (Ex): A gelatinous golem is immune to any spell or spell-like ability that allows spell resistance. In addition, certain spells and effects function differently against the creature, as noted below.

A *cone of cold* spell slows it (as the slow spell) for 2d6 rounds, with no saving throw.

An *acid fog* spell heals all of its lost hit points.

Transparent (Ex): A gelatinous golem is hard to see, even under ideal conditions, and it takes a DC 15 Spot check to notice one. Creatures who fail to notice a gelatinous golem and walk into it are automatically grappled (if the golem chooses to grapple the opponent).



Construction

A gelatinous golem's body is formed from a single dead gelatinous cube of Large or larger size and treated with a mixture of rare chemicals worth 1,000 gp. Assembling the body requires a DC 15 Craft (sculpting) check.

A creator with 5 or more ranks in Knowledge (dungeoneering) gets a +2 bonus on his Craft check.

CL 12th; Craft Construct (see the MM), *acid fog*, *geas/quest*, *limited wish*, *polymorph any object*, caster must be at least 12th level; Price 84,000 gp; Cost 43,000 gp + 3,320 XP.

GOLEM, MUMMY

Medium Construct

Hit Dice:	10d10+20 (75 hp)
Initiative:	+0
Speed:	20 ft. (4 squares)
Armor Class:	20 (+10 natural), touch 10, flat-footed 20
Base Attack/Grapple:	+7/+15
Attack:	Slam +15 melee (1d8+8)
Full Attack:	2 slams +15 melee (1d8+8)
Space/Reach:	5 ft./5 ft.
Special Attacks:	Constrict 1d8+8, improved grab, strangulation
Special Qualities:	Construct traits, damage reduction 10/magic and slashing or piercing, darkvision 60 ft., immunity to cold, low-light vision, vulnerability to fire
Saves:	Fort +3, Ref +3, Will +3
Abilities:	Str 26, Dex 10, Con —, Int —, Wis 11, Cha 1
Skills:	—
Feats:	—
Environment:	Any
Organization:	Solitary
Challenge Rating:	6
Treasure:	None
Alignment:	Always neutral
Advancement:	11–20 HD (Medium); 21–30 HD (Large)
Level Adjustment:	—

This creature appears as a humanoid wrapped in age-worn, filthy bandages. Two glowing red eyes peer from beneath its wrapped form.

Almost always mistaken for a mummy (and sometimes for an adherer [see the *Tome of Horrors I*]), a mummy golem is comprised of funerary bandages and wrappings sprinkled with mummy dust and held together by magic. The creature has no association with true mummies and is not undead so it cannot be turned or affected by clerics. Mummy golems are often employed by clerics and necromancers as temple guards or crypt and tomb guards.

A mummy golem stands 6 feet tall and weighs 300 pounds. Its body is composed of tightly knotted and rolled bandages held together by magic (and more bandages). Mummy golems cannot speak or utter any sound.

Combat

A mummy golem attacks by pounding a foe with its fists. It then grabs an opponent and attempts to wrap its bandages around its throat. If facing more than one foe, a mummy golem attempts to grab and strangle as many of its opponents as possible so it can concentrate on one foe.

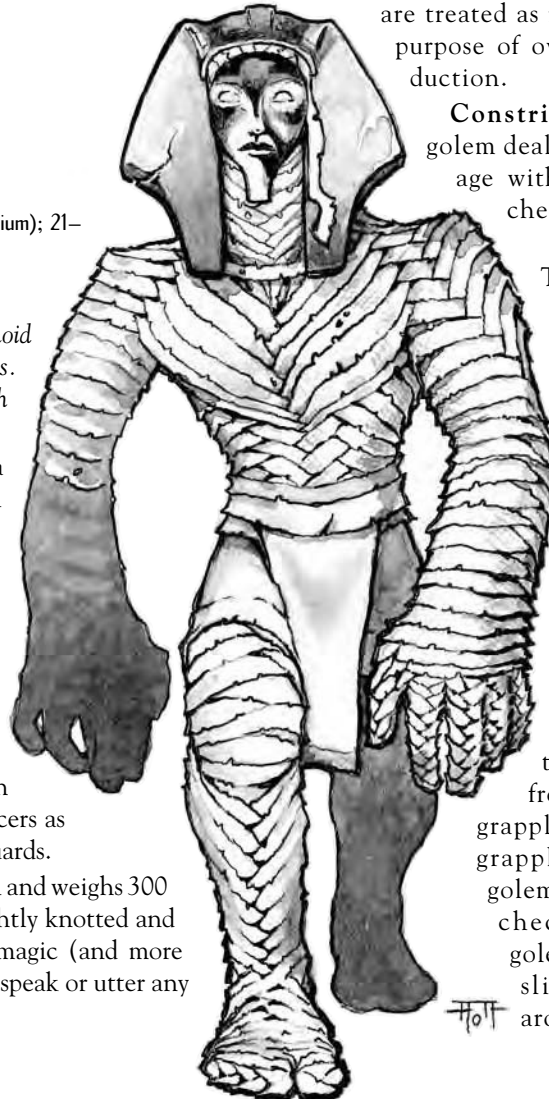
Mummy golems are often programmed to react in certain ways to particular words or gestures. This programming allows the mummy golem to recoil if a cleric mistakes it for a true mummy and attempts to turn it. While cowering, a mummy golem simply waits for its foe to move within range before lashing out with its slam attacks.

A mummy golem's natural weapons are treated as magic weapons for the purpose of overcoming damage reduction.

Constrict (Ex): A mummy golem deals automatic slam damage with a successful grapple check.

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

Strangulation (Ex): As a standard action a mummy golem can attempt to wrap bandages from its body around a grappled foe's throat. The grappled foe and mummy golem make opposed grapple checks. If the mummy golem wins the check, it slips several bandages around the foe's throat



and deals 1d4 points of strangulation damage in addition to constriction damage. The bandages can come from anywhere on its body, not just its arm or hand. Therefore, a mummy golem can continue to use its slam attacks, constriction, and strangulation attack against other foes. A Medium mummy golem can strangle a maximum of 4 opponents at one time using this ability. A Large mummy golem can strangle a maximum of 6 opponents at one time using this ability.

A mummy golem is not considered grappled while it is strangling an opponent, and can move and attack normally, but it cannot move more than 10 feet away from an opponent while strangling it.

Vulnerability to Fire (Ex): A mummy golem takes half again as much (+50%) damage as normal from fire, regardless of whether a saving throw is allowed, or if the save is a success or failure.

Construction

A mummy golem's body is crafted from bandages, mummy dust, and exotic oils and spices that cost at least 1,000 gp. Assembling the body requires a DC 13 Craft (weaving) check.

CL 8th; Craft Construct (see the MM), *animate dead*, *geas/quest*, *limited wish*, *polymorph any object*, caster must be at least 8th level; Price 22,000 gp; Cost 11,500 gp + 860 XP.

GOLEM, WITCH-DOLL

Large Construct	
Hit Dice:	12d10+30 (96 hp)
Initiative:	+0
Speed:	30 ft. (6 squares)
Armor Class:	19 (-1 size, +10 natural), touch 9, flat-footed 19
Base Attack/Grapple:	+9/+19
Attack:	Slam +14 melee (2d8+6) or Large needle +14 melee (1d8+9)
Full Attack:	2 slams+14 melee (2d8+6) or Large needle +14 melee (1d8+9)
Space/Reach:	10 ft./10 ft.
Special Attacks:	Extra damage against foe, <i>find target</i> , linked attack, witch-doll link
Special Qualities:	Construct traits, damage reduction 10/adamantine, darkvision 60 ft., immunity to magic, low-light vision, resist magic, vulnerability to fire
Saves:	Fort +4, Ref +4, Will +5
Abilities:	Str 23, Dex 11, Con —, Int —, Wis 12, Cha 10
Skills:	—
Feats:	Ability Focus (witch-doll link) ^B
Environment:	Any
Organization:	Solitary
Challenge Rating:	11
Treasure:	None
Alignment:	Always neutral
Advancement:	13–24 HD (Large); 25–36 HD (Huge)
Level Adjustment:	—

blood, bit of skin, fingernail clippings, etc.). It may be re-programmed should the witch-doll golem's master find a new enemy. The master merely adds new personal effects to the golem and fills it with new commands. The witch-doll golem then follows these commands mindlessly until it or its target is destroyed. Note that the witch-doll golem

can only have one programmed target at one time.

A witch-doll golem stands twice the height of a human and weighs about 1,000 pounds. A witch-doll golem cannot speak.

This bizarre construct appears to be crafted from stuffed human skin, with large button like platters in place of eye holes and crude stitching forming a pinched mouth. Knots of humanoid hair top its head and it is dressed in a patchwork of ill fitting clothes. Large needles and pins pierce the creature where a humanoid's vital organs would be.

The witch-doll golem is a horrific hunter/assassin crafted in the likeness of a spellcaster's chosen foe. Witch-doll golems are designed to enact some vengeance on behalf of its creator and are thus made from some of the foe's personal effects (hair,



Combat

When facing its programmed target, the witch-doll immediately attempts to establish a witch-doll link by pummeling the target with its fists or stabbing it with one of the needles in its body. It relentlessly attacks its foe with a ferocity unseen in most mindless automatons. Against other foes, the golem employs its fists and needles while attempting to keep its programmed target within range.

Extra Damage against Foe (Su): When it successfully establishes a witch-doll link, a witch-doll golem deals an extra 1d8 points of damage against its programmed target each time one of its attacks hits.

Find Target (Sp): When ordered to find its programmed target, a witch-doll golem does so unerringly, as though guided by *discern location*.

Linked Attack (Su): When a witch-doll golem successfully establishes a witch-doll link, any damage taken by the witch-doll golem from any source other than the linked host deals half its damage to the golem and half its damage to the linked target so long as they are within 60 feet of each other. Only the linked target can successfully attack a witch-doll golem and not take “linked damage”. Attacks that don’t damage a witch-doll golem (because of its immunities or its damage reduction) likewise deal no damage to the linked target. Attacks that damage the linked target do not damage the witch-doll golem (the link it establishes is one way). Healing (or repair in the case of the witch-doll golem) is not passed through the link.

A witch-doll golem cannot be programmed to attack itself in order to damage its programmed target.

Witch-Doll Link (Su): A witch-doll golem can establish an invisible link between itself and its programmed target by making a successful melee attack against its programmed target. If successful, the opponent can attempt a DC 18 Fortitude save to resist the link. The save DC is Constitution-based and includes a +2 bonus from the witch-doll golem’s Ability Focus feat.

A witch-doll link is broken if the witch-doll golem is destroyed, the target dies, or the witch-doll golem is programmed with a new target.

A witch-doll golem cannot establish this link with any other creature other than its programmed target.

Immunity to Magic (Ex): A witch-doll golem is immune to any spell or spell-like ability that allows spell resistance. In addition, certain spells function differently against the creature, as noted below.

A *confusion* spell slows it (as the slow spell) for 2d6 rounds, with no saving throw.

A *mending* spell heals 2d6 hit points.

Resist Magic (Ex): A witch-doll golem gains a +4 bonus on all saving throws against any spell or spell-like ability or effect cast by its programmed target (provided the effect gets past its immunity to magic). Note, that the witch-doll does not have to be linked to its target to gain this bonus.

Vulnerability to Fire (Ex): A witch-doll golem takes half again as much (+50%) damage as normal from fire, regardless of whether a saving throw is allowed, or if the save is a success or failure.

Construction

A witch-doll golem is made from a patchwork of cloth, leather, rags, and other miscellaneous materials totaling 1,000 gp, all haphazardly stitched together. Assembling the body requires a DC 15 Craft (sewing) check.

The creator of a witch-doll golem must have a physical part of the programmed target and use it in the construction of the witch-doll golem. This physical part can be a piece of hair, fingernail clippings, a few drops of blood, a piece of skin, and so on.

CL 13th; Craft Construct (see the MM); *discern location*, *geas/quest*, *limited wish*, *polymorph any object*, *telepathy*, caster must be at least 13th level; Price 41,200 gp; Cost 21,600 gp + 1,608 XP.

GRAY NISP

Large Fey (Aquatic)

Hit Dice:	8d6+56 (84 hp)
Initiative:	+3
Speed:	10 ft. (2 squares), swim 80 ft.
Armor Class:	24 (–1 size, +3 Dex, +12 natural), touch 12, flat-footed 21
Base Attack/Grapple:	+4/+14
Attack:	Claw +10 melee (1d6+6)
Full Attack:	2 claws +10 melee (1d6+6) and bite +5 melee (1d8+3)
Space/Reach:	10 ft./5 ft.
Special Attacks:	Rend 2d6+9, spell-like abilities
Special Qualities:	Keen scent, low light vision, water dependent
Saves:	Fort +9, Ref +9, Will +6
Abilities:	Str 22, Dex 17, Con 24, Int 3, Wis 11, Cha 10
Skills:	Hide +5, Listen +8, Spot +8, Swim +18

Feats:

Environment:	Temperate and warm aquatic
Organization:	Solitary
Challenge Rating:	8
Treasure:	Standard
Alignment:	Always chaotic neutral
Advancement:	9–12 HD (Large), 13–24 HD (Huge)
Level Adjustment:	—

Alertness, Power Attack, Weapon Focus (claw)

Temperate and warm aquatic

Solitary

8

Standard

Always chaotic neutral

9–12 HD (Large), 13–24 HD (Huge)

—

This creature resembles a hairless humanoids with smooth, slick skin; its hands and feet are webbed and end in claws, and its face has large, dark pupilless eye. It has no noses or ears, and its small fishlike mouth is filled with tiny, sharp teeth.

Nisps are a race of water-based fey creatures that dwell in swamps, rivers, lakes, and seas. They are

aggressive hunters and dine on anything they can catch and kill.

Gray nisps dwell in deeper water, in caves on the ocean floor or hollows at the bottom of sizeable lakes. They are isolative and territorial. They are also smart enough to realize how dim they are, and this realization makes them irritable and unpredictable. They have a keen sense of smell, and immediately investigate creatures that stray too close to their lair. Their curiosity usually takes the form of pulling apart intruders to see how they are built.

Though technically sentient, nisps do not reason the way most creatures do. They have no concept of love, duty, or hatred, though they do seem capable of nearly insatiable curiosity and malice.

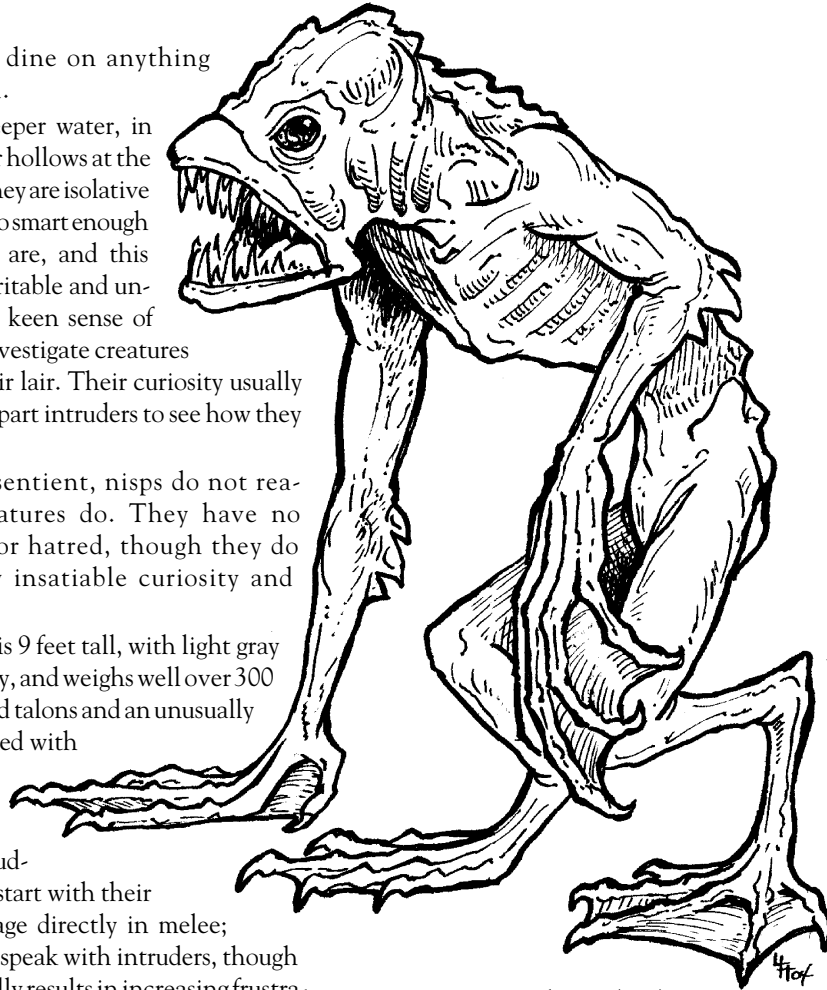
This fearsome creature is 9 feet tall, with light gray skin and a white underbelly, and weighs well over 300 pounds. It has large, wicked talons and an unusually large mouth for a nisp, filled with dagger-like teeth.

Combat

Gray nisps surprise intruders if they can. They may start with their spell-like powers, or engage directly in melee; they may even attempt to speak with intruders, though their innate stupidity usually results in increasing frustration, and finally a burst into action.

Rend (Ex): A Gray nisp that hits with both claw attacks can rend its victim for an additional 2d6+9 points of damage.

Spell-like Abilities (Sp): At will—*confusion* (DC 14), *detect thoughts* (DC 12), *ghost sound* (DC 10), *hold monster* (DC 16), *slow* (DC 13). Caster level 8th. The save DCs are Charisma-based.



Water Dependent (Ex):

Gray nisps can survive out of the water for 1 minute per 2 points of Constitution (after that refer to the drowning rules in the DMG).

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

GRAYMALKIN

This creature has the appearance of an emaciated cat with wiry gray fur.

Graymalkins are magical creatures that resemble ordinary cats. To the casual observer, a graymalkin appear to be nothing more than a raggedy-looking cat with nothing unusual about it. This disguise aids the graymalkin in its travels, allowing it to move unmolested among living creatures.

Graymalkins always dwell near populated areas, preferring cities to towns, towns to villages, and so on. They often choose an owner (a living creature they deem gullible and easily manipulated) and convince that creature to take them home with them (by using their fascination ability). Once inside their owner's house, a graymalkin uses its special abilities to kill its owner and

any other family members. Such attacks usually occur at night (in the case of the slinker) or over a period of time (in the case of the tether).

Graymalkins are often found serving as the familiar to an evil spellcaster or hag. They prefer females to males when serving as a familiar and very rarely do they ever use their special abilities against their true owner. (Some tales say that when a graymalkin is serving as a familiar, its master is actually immune to its special abilities.)

Combat

Graymalkins avoid direct confrontations with opponents, preferring to attack helpless or otherwise unobservant foes. If forced into battle, a graymalkin seeks escape as quick as possible.

	Slinker	Tether
	Small Magical Beast	Small Magical Beast
Hit Dice:	3d10 (16 hp)	4d10+4 (26 hp)
Initiative:	+2	+2
Speed:	30 ft. (6 squares), climb 20 ft.	30 ft. (6 squares), climb 20 ft.
Armor Class:	15 (+1 size, +2 Dex, +2 natural), touch 13, flat-footed 13	15 (+1 size, +2 Dex, +2 natural), touch 13, flat-footed 13
Base Attack/Grapple:	+3/-3	+4/-2
Attack:	Claw +6 melee (1d3-2)	Claw +7 melee (1d3-1)
Full Attack:	2 claws +6 melee (1d3-2) and bite +1 melee (1d4-2)	2 claws +7 melee (1d3-1) and bite +2 melee (1d4-1)
Space/Reach:	5 ft./5 ft.	5 ft./5 ft.
Special Attacks:	Breath stealing, fascination	Energy drain, fascination
Special Qualities:	Darkvision 60 ft., low-light vision, scent	Darkvision 60 ft., low-light vision, scent
Saves:	Fort +3, Ref +5, Will +5	Fort +5, Ref +6, Will +5
Abilities:	Str 6, Dex 15, Con 11, Int 11, Wis 15, Cha 14	Str 8, Dex 15, Con 12, Int 10, Wis 14, Cha 14
Skills:	Balance +12, Climb +14, Hide +12, Listen +3, Move Silently +8, Spot +3	Balance +12, Climb +14, Hide +12, Listen +4, Move Silently +8, Spot +4
Feats:	Iron Will, Weapon Finesse	Iron Will, Weapon Finesse
Environment:	Any land	Any land
Organization:	Solitary	Solitary
Challenge Rating:	2	3
Treasure:	None	None
Alignment:	Usually lawful evil	Usually lawful evil
Advancement:	4-6 HD (Small)	5-8 HD (Small)
Level Adjustment:	—	—

Fascination (Su): Once per round as a standard action, a graymalkin can attempt to fascinate a single opponent. The target can make a successful Will save to resist the attempt. On a successful save, that target is immune to the fascination ability of that graymalkin for one day.

If the save fails, the target becomes fascinated with the graymalkin and “adopts” it as a pet, becoming its new owner. The owner clings to the cat and always keeps it close by, feeling withdrawn and lethargic if the graymalkin is farther away. A fascinated target resists any urges or suggestions to rid itself of its new found friend, even to the point of becoming combative and enraged. This fascination lasts until the graymalkin is killed, the owner dies, or the graymalkin remains more than 20 feet away from its owner for at least one day. The effect is otherwise similar to a *charm person* spell (caster level equals the graymalkin’s HD). A graymalkin can only ever have one owner at a single time. If it uses its fascination ability against another creature, that target becomes its new owner on a failed save. All fascination effects on its previous owner are immediately dispelled. The save DC is Charisma-based.

Skills: Graymalkins have a +4 racial bonus on Hide and Move Silently checks and a +8 racial bonus on Balance checks and Climb checks. They can always choose to take 10 on a Climb check, even if rushed or threatened. They use their Dexterity modifier instead of their Strength modifier on Climb checks.

Slinker

A slinker is referred to in legend as a witch cat, hell cat, or demonic cat that creeps into a family’s house and stealing the breath from their sleeping children. It appears as any other graymalkin but its eyes are sapphire blue and its ribcage is slightly oversized.

Slinkers are timid creatures and generally avoid encounters with other creatures.



Combat

A slinker generally avoids confrontation when possible, preferring to attack a sleeping or otherwise helpless opponent so it can use its breath stealing attack. If forced into combat, it seeks to escape as quick as possible.

Breath Stealing (Su): A slinker can suck the air from a living victim's lungs as a full-round action against any helpless opponent. The victim must succeed on a DC 11 Fortitude save. If the save fails, it takes 1d4 points of Constitution damage. At Con 0, the victim dies. The save DC is Constitution-based.

Fascination (Su): Will DC 13.

Tether

A tether appears as any other graymalkin but its eyes are bright emerald green and its tail is unusually long.

Tethers are generally friendly (at least they act that way) to most creatures they encounter. When it selects an owner, it follows that creature around purring and meowing. If it manages to kill its owner with its energy drain ability, it selects a new owner from the remaining family members (if any).

Combat

A tether is more outgoing than its relative, the slinker, and enjoys crawling into its owner's lap, wrapping its tail around its owner's legs or arm and gently purring. Of course, the entire time this is going on, it is draining its owner's life force.

Energy Drain (Su): Each hour a tether remains within 20 feet of a creature it has fascinated, it deals one negative level to him or her. The Fortitude save to remove a negative level has a DC of 13. The save DC is Constitution-based.

Fascination (Su): Will DC 14.

GREMLIN

Gremlin

Small Fey

Hit Dice:	1d6 (3 hp)
Initiative:	+3
Speed:	20 ft. (4 squares)
Armor Class:	16 (+1 size, +3 Dex, +2 natural), touch 14, flat-footed 13
Base Attack/Grapple:	+0/-6
Attack:	Claw +4 melee (1d4-2) or short sword +4 melee (1d4-2, 19-20/x2)
Full Attack:	2 claws +4 melee (1d4-2) and bite -1 melee (1d4-2) or short sword +4 melee (1d4-2, 19-20/x2) and bite -1 melee (1d4-2)
Space/Reach:	5 ft./5 ft.
Special Attacks:	Sneak attack +1d6
Special Qualities:	Damage reduction 5/cold iron, light blindness, low-light vision, <i>phase door</i> , SR 15
Saves:	Fort +0, Ref +5, Will +4
Abilities:	Str 7, Dex 17, Con 11, Int 14, Wis 14, Cha 15
Skills:	Bluff +6, Craft (trapmaking) +6, Disable Device +6, Escape Artist +7, Hide +11, Listen +8, Move Silently +7, Spot +8
Feats:	Dodge ^B , Weapon Finesse
Environment:	Any land
Organization:	Gang (2-5), pack (6-9), or mob (10-20)
Challenge Rating:	1/2
Treasure:	No coins; 50% goods; 50% items
Alignment:	Usually chaotic evil
Advancement:	2-3 HD (Small) or by character class
Level Adjustment:	+3

This creature resembles a goblin with long floppy ears, pinched wrinkled faces, nasty claws, a mouth full of sharp teeth and a wicked glint to its eyes.

Gremlin Filcher, 6th-Level Rogue

Small Fey

Hit Dice:	1d6+1 plus 6d6+6 (31 hp)
Initiative:	+4
Speed:	20 ft. (4 squares)
Armor Class:	17 (+1 size, +4 Dex, +2 natural), touch 15, flat-footed 13
Base Attack/Grapple:	+4/-2
Attack:	Short sword +9 melee (1d4-2, 19-20/x2) or claw +4 melee (1d4-2)
Full Attack:	Short sword +9 melee (1d4-2, 19-20/x2) and bite +4 melee (1d4-2) or 2 claws +9 melee (1d4-2) and bite +4 melee (1d4-2)
Space/Reach:	5 ft./5 ft.
Special Attacks:	Sneak attack +4d6
Special Qualities:	Damage reduction 5/cold iron, evasion, light blindness, low-light vision, <i>phase door</i> , SR 15, trapfinding, trap sense +2, uncanny dodge
Saves:	Fort +3, Ref +11, Will +6
Abilities:	Str 7, Dex 19, Con 12, Int 14, Wis 14, Cha 15
Skills:	Balance +13, Bluff +6, Climb +7 (+9 ropes), Craft (trapmaking) +6, Disable Device +7, Escape Artist +10, Forgery +11, Hide +18, Listen +8, Move Silently +8, Open Lock +13, Sleight of Hand +15, Spot +8, Use Rope +13 (+15 with bindings)
Feats:	Dodge ^B , Mobility, Spring Attack, Weapon Finesse
Environment:	Any land
Organization:	Gang (2-5), pack (6-9), or mob (10-20)
Challenge Rating:	6
Treasure:	No coins; 50% goods; 50% items
Alignment:	Usually chaotic evil
Advancement:	2-3 HD (Small) or by character class
Level Adjustment:	+3

Gremlins are wicked fey beings who revel in destruction and creating mayhem. They are known to wreck machinery and equipment, often laying nasty traps



be -
hind, insuring
that repair is next
to impossible.
Due to their
phase door abil-
ity they can get
inside even the
most complicated
and tight areas

without fear of detection and remain as long as they like. Here they reside undetected until towers begin collapsing, forges explode, gates jam, and catapults begin to misfire. Once a village, city, or castle finds itself the unhappy host of a gremlin, it is almost impossible to root the creature out and remove it once and for all.

Individual gremlins tend to scout out new areas in which to wreak havoc. Within weeks their numbers double, especially in high population areas where they may remain undetected for an extended period of time.

A gremlin stands 3-1/2 feet tall and weighs about 40 pounds.

Gremlins speak Common, Goblin, and Sylvan. They live to be 50 years old.

Combat

When pressed into combat, gremlins fight with bites, claws and their wicked blades which are frequently slick with nasty venoms. They prefer to hide in shadows and lash out with their sneak attack and use their *phase door* ability to beat a hasty retreat.

Sneak Attack (Ex): Any time an opponent would be denied his Dexterity bonus to AC or when the gremlin flanks its victim, the gremlin deals an extra +1d6 points of damage per attack. This is a racial ability that does not increase with class level but does stack with the sneak attack ability of the rogue class.

Light Blindness (Ex): Abrupt exposure to bright light (such as sunlight or a *daylight* spell) blinds gremlins for 1 round. On subsequent rounds, they are dazzled as long as they remain in the affected area.

Phase Door (Su): Three times per day, a gremlin can create an effect identical to a *phase door* spell (caster level 5th), except it can take only other gremlins through the passage and it cannot set triggering conditions to allow others to use the passage.

Skills: Gremlins have a +2 racial bonus on Listen and Spot checks.

Gremlins as Characters

Gremlin's favored class is rogue. Most gremlin leaders are rogue/fighters or rogue/wizards.

Gremlin Filcher

Gremlin rogues are a force to be reckoned with (when it comes to securing your valuables or hiring one to secure someone else's valuables). Their small size and high Hide bonus allows them to easily slip unnoticed into most places. Their knack with ropes not only aids them in climbing into hard to reach spaces (which could be several given their small size), but also allows them to bind any person(s) who would stop them from their task at hand.

GRIMM

Large Fey	
Hit Dice:	18d6+72 (135 hp)
Initiative:	+8
Speed:	30 ft. (6 squares)
Armor Class:	25 (-1 size, +4 Dex, +12 natural), touch 13, flat-footed 21
Base Attack/Grapple:	+9/+20
Attack:	Claw +15 melee (1d8+7)
Full Attack:	2 claws +15 melee (1d8+7) and bite +10 melee (2d6+3)
Space/Reach:	10 ft./10 ft.
Special Attacks:	Aura of evil, blur, devour, improved grab, spell-like abilities
Special Qualities:	Damage reduction 15/silver and good, ethereal jaunt, fast healing 5, low-light vision, SR 21 (SR 25 against Fey magic)
Saves:	Fort +12, Ref +15, Will +13
Abilities:	Str 25, Dex 19, Con 19, Int 12, Wis 14, Cha 20

Skills:	Bluff +26, Diplomacy +30, Disguise +5 (+7 acting), Escape Artist +14, Heal +13, Hide +21, Intimidate +7, Listen +23, Sense Motive +23, Spot +23, Use Rope +4 (+6 with bindings)
Feats:	Blind-Fight, Combat Reflexes, Diehard, Endurance, Great Fortitude, Improved Initiative, Power Attack
Environment:	Temperate mountains
Organization:	Solitary
Challenge Rating:	13
Treasure:	Standard
Alignment:	Always neutral evil
Advancement:	19-36 HD (Large); 37-54 HD (Huge)
Level Adjustment:	—

This monstrous beast stands well over 9 feet tall and has glistening black flesh. Its head is oval with deep sunken black eyes. Its mouth is wide and large and sports double rows of

razor-sharp fangs. A purplish-black tongue flicks in and out of its mouth. The monster's powerful arms and legs end in filthy wicked claws that sport broken, black fingernails.

A grimm is perhaps one of the most evil of all fey. Conceived and created by members of the Unseelie Court, the monster's only purpose seems to be the destruction of life and that which is beautiful. Legends among the fairy folk say powerful members of the Unseelie Court (specific legends say a circle of powerful quicklings sorcerers are the grimm's creators) created this fell beast to avenge the death of their own who were slain in battle when the Unseelie Court and Seelie Court did battle.

Grimms dwell in the deepest and darkest mountains making their lairs in deep recesses or hard to access caves and caverns, venturing forth only to kill and to eat. Grimms prefer a diet of meat, particularly good-aligned fey creatures, but they are not particularly picky and will gladly eat anything (or anyone) that crosses their path. Slain prey that is not immediately eaten is stored in the grimm's lair for later consumption. These creatures are highly territorial and do not associate with other creatures, not even their own kind.

A grimm stands 9 feet tall and weighs in excess of 1,200 pounds. Stout and powerfully built, its body teems with muscle and is always covered in a glossy sheen.

Though intelligent and able to understand Common and Sylvan, grimmings are not known to speak at all.

Combat

A grimm opens combat slashing with its claws and gnashing with its terrible bite. If it can grab a foe, it does so, pinning it and draining its strength in order to increase its own. If fairing poorly, a grimm employs its spell-like abilities and blur special ability. Against overwhelming odds, a grimm shifts to the Ethereal Plane to avoid its foes.

Aura of Evil (Su): A grimm constantly exudes an aura of evil around its form. This aura deals 2d6 points of profane damage to all creatures in any space adjacent to the grimm. Evil creatures do not take this damage.

Blur (Su): As a move action, a grimm can blur its form (as the spell of the same name). This grants it concealment (20% miss chance). A *see invisibility* does not allow an opponent to see the grimm's true position, but a *true seeing* spell does.

Devour (Su): If a grimm pins a grappled creature, it deals 1d6 points of Strength drain each round the pin is maintained. Each time the grimm drains Strength, it gains a +1 bonus to its Strength score. These bonus points are temporary and the grimm loses them at the rate of 1 per hour.

Improved Grab (Ex): To use this ability, a grimm must hit with a claw attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and deals automatic claw damage each round the hold is maintained.

Spell-Like Abilities: 3/day—*call lightning* (DC 18), *darkness*, *detect fey* (functions as *detect animals or plants*, but against fey creatures).

Ethereal Jaunt (Su): A grimm can shift from the Ethereal Plane to the Material Plane as part of any move action and shift back again as a free action. It can remain on the Ethereal Plane for 3 rounds before returning to the Material Plane. The ability otherwise resembles the spell of the same name (caster level 18th).

Spell Resistance: A grimm has spell resistance 20. Against fey magic (spells or spell-like abilities used by any fey creature including elves) its spell resistance is 25.



GRONK

Large Monstrous Humanoid

Hit Dice:	4d8+12 (30 hp)
Initiative:	+0
Speed:	40 ft. (8 squares)
Armor Class:	13 (-1 size, +4 natural), touch 9, flat-footed 13
Base Attack/Grapple:	+4/+14
Attack:	Slam +9 melee (1d6+6) or greatclub +9 melee (2d8+9)
Full Attack:	2 slams +9 melee (1d6+6) and horn +4 melee (1d8+3); or greatclub +9 melee (2d8+9) and horn +4 melee (1d8+3)
Special Attacks:	—
Special Qualities:	Darkvision 60 ft., scent
Space/Reach:	10 ft./10 ft.
Saves:	Fort +6, Ref +4, Will +4
Abilities:	Str 22, Dex 10, Con 16, Int 8, Wis 11, Cha 9
Skills:	Spot +4, Survival +3 (+7 when tracking by scent)
Feats:	Great Fortitude, Power Attack, Track ^B
Environment:	Cold plains
Organization:	Solitary, band (2–5), or nomadic pack (6–30)
Challenge Rating:	3
Treasure:	Standard
Alignment:	Usually chaotic neutral
Advancement:	By character class
Level Adjustment:	+2

Gronks are the typical big, dumb brutes; a male gronk is on average approximately 9 feet tall, with females only slightly smaller.

A gronk has mottled gray skin and shaggy brown hair that is thickest at its head and shoulders and gradually thins out around its waist. The arms and legs of a gronk are massive, like tree limbs attached to its thick barrel-like torso. The face of a gronk seems almost lost amid the long hair hanging from its head. The most notable feature of a gronk's face is the long, rhinoceros-like horn between its eyes.

Gronks dwell in small family bands or nomadic packs. They are hunter-gatherers, wandering the cold plains they call home. Gronk packs never remain in one place for more than a month before moving on to greener pastures and better hunting

grounds. They have been known to engage in barter with traders who cross their territories. Of particular interest to gronks are frost giants, with whom they have some sort of kinship or bond (though the extent of such a bond is unknown).

Gronks are fiercely territorial, but will not attack strangers who are simply passing through. They know how long it should take to cross their lands, and anyone remaining there for longer than that is subject to a raid. During such raids, gronks often subdue rather than kill their opponents. Subdued opponents are left to fend for themselves in the wild while the gronks carry off their gear and supplies. The only creatures that are immediately attacked when they enter gronk lands are orcs. There is some ancient enmity between the two races that forces a gronk to attack any orc or half-orc on sight. Such creatures are never shown quarter in combat and all battles between a gronk and orc or half-orc ends when one or the other dies.

Gronks speak Giant. They generally are unable to learn other languages, but some gronks can speak a little Common and Orc.

Combat

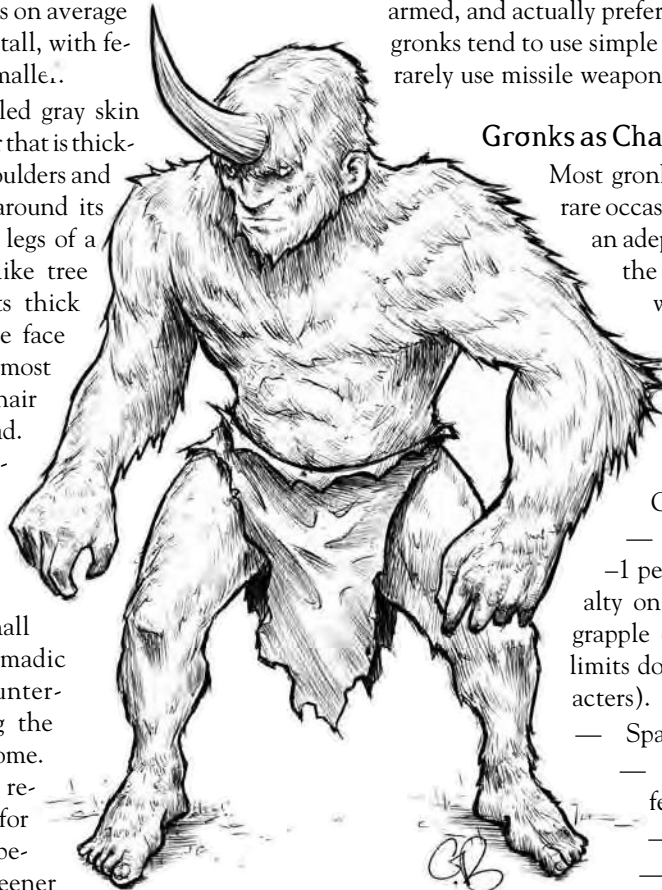
Gronks enjoy combat and enter into melee with unashamed glee. They can fight either armed or unarmed, and actually prefer the latter. Among weapons, gronks tend to use simple weapons such as clubs. They rarely use missile weapons of any kind.

Gronks as Characters

Most gronk leaders are barbarians. On rare occasions, a female gronk becomes an adept or druid; female gronks are the only members of their race who have ever shown any skill with magic.

Gronks have the following racial traits.

- +12 Strength, +6 Constitution, -2 Intelligence, +2 Charisma.
- Large size (-1 penalty to AC, -1 penalty to attack rolls, -4 penalty on Hide checks, +4 bonus on grapple checks, lifting and carrying limits double those of Medium characters).
- Space/Reach 10 ft./10 ft.
- A gronk's base speed is 40 feet.
- Darkvision 60 feet.
- Racial Hit Dice: A gronk starts with four levels of mon-



- strous humanoid, which provide it with 4d8 HD, a base attack bonus of +4, and base save bonuses of Fort +1, Ref +4, Will +4.
- Racial Skills: A gronk's monstrous humanoid levels give it skill points equal to $7 \times (2 + \text{Int modifier})$. Its class skill are Spot and Survival.
- Racial Feats: A gronk's monstrous humanoid levels give it two feats. Bonus Feat: Track.

- Weapon and Armor Proficiency: Gronks are automatically proficient with simple weapons and light armor.
- +4 natural AC bonus.
- Natural Weapons: Slam (1d6), horn (1d8).
- Automatic Languages: Giant. Bonus Languages: Common, Goblin, Orc.
- Favored Class: Barbarian.
- Level Adjustment: +2.

HAG, PIT

Medium Monstrous Humanoid (Chaotic, Evil, Extraplanar)

Hit Dice:	16d8+64 (136 hp)
Initiative:	+7
Speed:	40 ft. (8 squares)
Armor Class:	24 (+3 Dex, +11 natural), touch 13, flat-footed 21
Base Attack/Grapple:	+16/+21
Attack:	Pitchfork +21 melee (1d8+5) or claw +21 melee (1d6+5)
Full Attack:	Pitchfork +21 melee (1d8+5) or 2 claws +21 melee (1d6+5)
Space/Reach:	5 ft./5 ft.
Special Attacks:	Aura of affliction, rend, spells
Special Qualities:	Damage reduction 10/cold iron, darkvision 60 ft., immunity to fire, poison, SR 24
Saves:	Fort +11, Ref +13, Will +13
Abilities:	Str 20, Dex 16, Con 19, Int 16, Wis 16, Cha 19
Skills:	Bluff +12, Concentration +17, Diplomacy +12, Disguise +4 (+6 acting), Hide +8, Intimidate +16, Jump +5, Knowledge (arcana) +13, Knowledge (the planes) +13, Listen +15, Spellcraft +18, Spot +15, Survival +3 (+5 on other planes)
Feats:	Alertness, Combat Casting, Enlarge Spell, Great Fortitude, Improved Initiative, Maximize Spell
Environment:	Nine Hells
Organization:	Solitary or covey (1 pit hag plus 2–4 erinyeses)
Challenge Rating:	13
Treasure:	Standard
Alignment:	Always chaotic evil
Advancement:	By character class
Level Adjustment:	—

Wiry, wicked females look like little more than burned blistered skin pulled over bones. Tiny horns jut from their forehead and they have razor sharp talons springing from their long fingered hands.

One of the cruelest members of the hag race, pit hags bear great pitchforks with which they comb through the embers and bone piles of the deepest pits of Hell looking for the most forlorn souls to torment. They are known to gather armies of lesser souls into brigades with which to carve out their own fiefdoms in the lower planes.

A few powerful pit hags serve as concubines and wives of pit fiends (even in Hell there

is torment for its devilish masters), ruling their palaces in their stead during the pit fiend's lengthy campaigns.

A pit hag appears as a 6-foot tall female humanoid with crimson red skin, small upward pointing horns of golden-red and eyes the color of the fires of Hell itself. Its hands and feet end in wickedly sharp curved claws and its mouth is filled with razor-sharp fangs that they constantly lick with their forked black tongues. A pit hag has a small barbed tail (useless in combat).

Pit hags speak Celestial, Common, and Infernal.



Combat

Pit hags attack with their spells before closing in with pitchforks and claws. Their melee abilities are prodigious. They prefer to attack a single foe at a time, choosing clerics and paladins over other enemies. Given the chance, a pit hag uses her aura of affliction ability to disease as many of her opponents as she can at once before unleashing a barrage of spells on her hapless opponents.

A pit hag's natural weapons, as well as any weapon she wields, are treated as chaotic-aligned and evil-aligned for the purpose of overcoming damage reduction.

Aura of Affliction (Su): Three times per day for up to 1 round per Hit Dice the pit hag possesses, she can emit an aura in a 30-foot radius as a free action. Creatures within or coming within the area must succeed on a DC 22 Fortitude save or contract *devil chills* (see the DMG for details).

Devil Chills: Incubation 1d3 days, damage 1d4 Strength, Fort DC 22. The save DC is Constitution-based.

Rend (Ex): A pit hag that hits with both claw attacks latches onto the opponent's body and tears the flesh. This attack automatically deals an extra 2d6+7 points of damage.

Spells: A pit hag casts arcane spells as an 11th-level sorcerer. The save DCs are Charisma-based. It favors evocation and necromancy spells.

Typical Sorcerer Spells Known (Cast per Day 6/7/7/7/7/4; save DC 14 + spell level): 0—*acid splash* (+19 ranged touch), *daze* (DC 14), *detect magic*, *flare* (DC 14), *ghost sound* (DC 14), *light*, *mage hand*, *ray of frost* (+19 ranged touch), *read magic*; 1st—*burning hands* (DC 15), *charm person* (DC 15), *grease* (DC 15), *magic missile* (5 missiles), *ray of enfeeblement* (+19 ranged touch); 2nd—*blur*, *command undead* (DC 16), *Mel's acid arrow* (+19 ranged touch), *scorching ray* (+19 ranged touch, 3 rays), *web* (DC 16); 3rd—*fireball* (DC 17), *lightning bolt* (DC 17), *ray of exhaustion* (+19 ranged touch, DC 17), *vampiric touch*; 4th—*bestow curse* (DC 18), *crushing despair* (DC 18), *enervation* (+19 ranged touch); 5th—*cone of cold* (DC 19), *waves of fatigue*.

HERALD OF TSATHOGGA

Huge Aberration (Chaotic, Evil, Extraplanar)	
Hit Dice:	16d8+80 (152 hp)
Initiative:	+3
Speed:	30 ft. (6 squares), swim 30 ft.
Armor Class:	23 (–2 size, +3 Dex, +12 natural), touch 11, flat-footed 20
Base Attack/Grapple:	+12/+27
Attacks:	Tentacle +18 melee (1d8+7)
Full Attack:	10 tentacles +18 melee (1d8+7) and bite +15 melee (2d6+3)
Space/Reach:	15 ft./10 ft.
Special Attacks:	Bellow, improved grab, paralysis, swallow whole
Special Qualities:	Damage reduction 10/good, darkvision 60 ft., resistance to sonic 15, regeneration 10
Saves:	Fort +10, Ref +8, Will +13
Abilities:	Str 24, Dex 16, Con 20, Int 7, Wis 16, Cha 12
Skills:	Listen +13, Spot +13, Swim +18
Feats:	Alertness, Blind-Fight, Cleave, Multiattack, Power Attack, Weapon Focus (tentacle)
Environment:	Warm marshes
Organization:	Solitary
Challenge Rating:	15
Treasure:	Standard
Alignment:	Always chaotic evil
Advancement:	17–32 HD (Huge); 33–48 HD (Gargantuan)
Level Adjustment:	—

This creature appears to be a gigantic pale yellow-green frog with oversized monstrous eyes. In place of its legs and forelimbs are many long, writhing tentacles it uses to pull itself along the ground.

The dark, dismal tropical swamps and fens of the world are home to a horrible creature known only

as the herald of Tsathogga. A vaguely frog-like thing almost 20 feet across, the herald of Tsathogga is a nightmare creature that is spoken of only in hushed whispers. The creature is believed to have been created by the Frog God as punishment against humanity for wrongdoings done to Tsathogga and his worshippers.

Its warty, putrid skin is a pale yellow-green, and two monstrous eyes that have seen unknown secrets gaze from its fleshy face. The body of the thing resembles that of a massive toad, but rather than legs the herald of Tsathogga drags itself through the murky terrain on ten thick tentacles. These tentacles are covered in tiny lancets that inject paralytic venom. Some who have seen the herald of Tsathogga swear that it is capable of flight, but these reports are dismissed as madman's fantasy.

Though only one herald is thought to exist, rumors as of late, speak of at least three of these creatures in existence.

Combat

A herald of Tsathogga attacks first with its tentacles, attempting to paralyze or otherwise incapacitate as many opponents as possible. Paralyzed opponents are pulled to the creature's maw and bitten. Its tentacles are not coordinated enough to grab moving targets, so it cannot pick up opponents that have not been paralyzed. Because of its bloated, heavy body, a herald of Tsathogga that attacks with more than 5 tentacles in one round cannot move that round.

A herald of Tsathogga's natural weapons are treated as chaotic-aligned and evil-aligned for the purpose of overcoming damage reduction.

Bellow (Su): A herald of Tsathogga has two distinct bellows, each usable once every 1d4 rounds. The first is a trilling croak like that of a frog. All opponents with 30 feet hearing this trilling must succeed on a DC 23 Fortitude save or be deafened for 1d6+4 rounds. Opponents within 10 feet must make a DC 23 Fortitude save or be stunned for 1d4 rounds.

Alternately, a herald can focus its bellow attack against a single opponent within 100 feet. The opponent takes 5d6 points of sonic damage. A successful DC 20 Reflex save reduces the damage by half. The save DCs are Constitution-based.

Improved Grab (Ex): To use this ability, a herald of Tsathogga must hit with its tongue attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and reels its opponent in and bites in the same round gaining a +4 bonus on its attack roll.

A herald of Tsathogga also has improved grab with its bite attack. To use this ability, it must hit with its bite attack either in melee or after dragging a foe to its maw. It can then attempt to swallow that opponent whole on its next turn.

Paralysis (Ex): A herald's tentacles constantly secrete thick, slimy mucus that causes any creature

struck to succeed on a DC 23 Fortitude save or become paralyzed for 1d6+4 rounds. The save DC is Constitution-based.

Swallow Whole (Ex): A herald of Tsathogga can try to swallow a grabbed opponent of a smaller size than itself by making a successful grapple check. Once inside, the opponent takes 2d6+7 points of crushing damage plus 6 points of acid damage per round from the herald's digestive juices. A swallowed creature can cut its way out by using a light slashing or piercing weapon to deal 20 points of damage to the stomach (AC 16). Once the creature exits, muscular action closes the hole; another swallowed opponent must cut its own way out.

A herald's interior can hold 1 Large, 2 Medium, 4 Small, 8 Tiny, or 16 Diminutive or smaller creatures.

Regeneration (Ex): A herald of Tsathogga takes normal damage from fire and good-aligned weapons, and from spells or effects with the good descriptor.

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



HORSEFLY, GIANT

Large Vermin

Hit Dice:	4d8+8 (26 hp)
Initiative:	+2
Speed:	20 ft. (4 squares), fly 60 ft. (good)
Armor Class:	15 (–1 size, +2 Dex, +4 natural), touch 11, flat-footed 13
Base Attack/Grapple:	+3/+11
Attack:	Bite +6 melee (1d6+6)
Full Attack:	Bite +6 melee (1d6+6)
Space/Reach:	10 ft./5 ft.
Special Attacks:	Blood drain, improved grab
Special Qualities:	Darkvision 60 ft., tremorsense 60 ft., vermin traits
Saves:	Fort +6, Ref +3, Will +2
Abilities:	Str 18, Dex 14, Con 14, Int —, Wis 12, Cha 7
Skills:	Spot +5
Feats:	—
Environment:	Temperate or warm forests and marshes
Organization:	Solitary, pair, or nest (10–20)
Challenge Rating:	3
Treasure:	None
Alignment:	Always neutral
Advancement:	5–10 HD (Large); 11–12 HD (Huge)
Level Adjustment:	—

This creature looks like an 8-foot long hairy, black fly.

Giant horseflies are aggressive relatives of the smaller horsefly and generally frequent the same type of habitat. Their lairs are always built near a source of water and the lair itself is kept damp by water from the surrounding ground. A typical nest contains one female and up to 20 males. One male is taken as a mate and during the spring or falls months, the female lays a clutch of 5–8 eggs. During warmer months or when the temperature is extremely high, a flurry of activity can be noticed around the nest as the horseflies prepare for the colder months and the female prepares to lay her eggs. Young

hatch within a few weeks and resemble giant larvae with segmented bodies. Each segment of the larvae's body has small protuberances that aid in movement.

Giant horseflies sustain themselves on a diet of nectar, pollen, and blood. Their hunting territory typically covers a range of several square miles around their nest. Blooded targets usually involve animals, livestock, and the occasional humanoid.

Giant horseflies look like large, black hairy flies. Their bodies are thick and their multifaceted eyes are black and dark gold. Wings are translucent and their legs are long, bristly and jet black. Females have a slightly longer mouth tube than males.

Combat

Giant horseflies attack by delivering a painful bite to their opponent. If hunting, a giant horsefly attempts to grapple its foe and drain its blood. Slain prey is left to rot; the giant horsefly only drinks its blood, it does not eat its remains.

Blood Drain (Ex): A giant horsefly that pins its opponent sucks its blood, dealing 1d4 points of Constitution damage each round.

Improved Grab (Ex): To use this ability, a giant horsefly must hit an opponent with its bite attack. It can then attempt to start a grapple without provoking an attack of opportunity. If it wins the grapple check, the giant horsefly establishes a hold. If it pins its foe, it drains its blood.

Tremorsense (Ex): Giant horseflies can automatically pinpoint the location of anything within 60 feet that is in contact with the ground.

Skills: Giant horseflies have a +4 racial bonus on Spot checks.



INPHIDIAN, NIGHT ADDER

	Night Adder Inphidian
	Medium Monstrous Humanoid (Reptilian)
Hit Dice:	6d8+12 (39 hp)
Initiative:	+6
Speed:	30 ft. (6 squares)
Armor Class:	16 (+2 Dex, +4 natural), touch 12, flat-footed 14
Base Attack/Grapple:	+6/+7
Attack:	Snake-hands +8 melee (1d6+1 plus poison)
Full Attack:	2 snake-hands +8 melee (1d6+1 plus poison)
Space/Reach:	5 ft./5 ft.
Special Attacks:	Poison, spell-like abilities
Special Qualities:	Darkvision 60 ft.
Saves:	Fort +6, Ref +7, Will +7
Abilities:	Str 12, Dex 15, Con 15, Int 13, Wis 14, Cha 14
Skills:	Concentration +11, Craft (poisonmaking) +9, Hide +5, Knowledge (any one) +11, Listen +6, Search +5, Spot +10
Feats:	Great Fortitude, Improved Initiative, Weapon Finesse
Environment:	Warm forests and plains
Organization:	Solitary or troupe (1 night adder plus 2 cobra-backs and 1d6 common inphidians)
Challenge Rating:	5
Treasure:	Standard
Alignment:	Usually neutral evil
Advancement:	By character class
Level Adjustment:	+3

Dressed in black robes, this creature has black scales covering its entire body. Its head is serpentine and its arms end in snake-like hands resembling a black mamba.

Night adders are nocturnal inphidians who often serve as assassin-priests, monks or sorcerers in an inphidian nest. They act as advisors, counselors, and magistrates to the rulers and leaders while simultaneously serving as healers, lorekeepers, and sages to the common inphidian populace.

A night adder, much alike all inphidians, is a snake-like humanoid whose hands have been replaced with the head of a snake; in the case of a night adder, its snake-hands resemble a black mamba. Its body is black and its eyes are a pale rose. A night adder stands 6-1/2 feet tall and weighs 190 pounds.

Night adders speak Inphidian and Common.

Combat

Night adders attack with their multiple bites seeking to inflict as many venomous bites on a single foe as possible before moving on to the next target. Night adder clerics and sorcerers use area and ranged attack spells, then power up with defensive and offensive personal effect magic before entering melee.

	Night Adder Priest, 5th-Level Cleric
	Medium Monstrous Humanoid (Reptilian)
	6d8+12 plus 5d8+10 (71 hp)
	+7
	30 ft. (6 squares)
	17 (+3 Dex, +4 natural), touch 13, flat-footed 14
	+9/+11
	Snake-hands +12 melee (1d6+2 plus poison)
	2 snake-hands +12 melee (1d6+2 plus poison)
	5 ft./5 ft.
	Poison, rebuke snakes, rebuke undead, spell-like abilities, spells
	Darkvision 60 ft.
	Fort +10, Ref +9, Will +12
	Str 15, Dex 17, Con 15, Int 13, Wis 16, Cha 16
	Concentration +11, Craft (poisonmaking) +10, Hide +6, Knowledge (any one) +11, Knowledge (religion) +8, Listen +7, Search +5, Spellcraft +9, Spot +11
	Empower Spell, Great Fortitude, Improved Initiative, Weapon Finesse
	Warm forests and plains
	Solitary or troupe (1 night adder plus 2 cobra-backs and 1d6 common inphidians)
	10
	Standard
	Usually neutral evil
	By character class
	+3

Poison (Ex): A night adder inphidian delivers a debilitating poison with a successful bite from its snake-hands. The save DC is Constitution-based.

Night Adder Inphidian Poison: Injury, Fortitude DC 14, initial damage 1d6 Constitution, secondary damage nausea for 1 minute.

Spell-Like Abilities: 3/day—*cause fear* (DC 13), *darkness*, *hypnotic pattern* (DC 16); 1/day—*suggestion* (DC 15). Caster level 7th. The save DCs are Charisma-based.

Skills: *Because of its coloration, a night adder inphidian has a +8 racial bonus on Hide checks when in areas of darkness. The eyes on an inphidian's snake-hands allow it to notice things a normal creature would miss. It gains a +4 racial bonus on Search and Spot checks.

Night Adder Priest

This is a typical priest of priest of Hassith-Kaa the Great Serpent. It begins combat by casting greater magic fang on its snake-hands (thereby gaining a bonus on its attack and damage rolls). It quickly follows this with a hold person spell against the most powerful looking opponent. After this, it brings its spells, spell-

Serpent Domain

Granted Power: Rebuke or command animals (snakes only) as an evil cleric rebukes or commands undead. This ability can be used a number of times per day equal to 3 + your Charisma modifier.

Serpent Domain Spells

1. Magic Fang
2. Summon Swarm (snakes only)
3. Greater Magic Fang
4. Charm Monster
5. Animal Growth
6. Ott's Irresistible Dance
7. Creeping Doom (tiny snakes)
8. Animal Shapes (snake form only)
9. Summon Nature's Ally IX (snakes only)

like abilities, and natural attacks to bear against its remaining foes.

Spell-Like Abilities: 3/day—*cause fear* (DC 14), *darkness*, *hypnotic pattern* (DC 17); 1/day—*suggestion* (DC 16). Caster level 7th. The save DCs are Charisma-based.

Spells: Priests of Hassith-Kaa favor damaging spells and enchantment spells. The save DCs are Wisdom-based.

Typical Cleric Spells Prepared (5/4/3/2; save DC 13 + spell level): 0—*detect magic*, *detect poison*, *mending*, *read magic*, *resistance*; 1st—*bane* (DC 14), *command* (DC 14), *curse water* (DC 14), *doom* (DC 14); 2nd—*desecrate*, *hold person* (DC 15), *shatter* (DC 15); 3rd—*contagion* (+12 melee touch, DC 16), *magic circle against good*.

Domain Spells (Evil, Serpent*): 1st—*magic fang*; 2nd—*summon swarm* (snakes); 3rd—*greater magic fang*.

*See the sidebar for the Serpent domain description.

Night adder Inphidians as Characters

Night adder have the following traits.

- +2 Strength, +4 Dexterity, +4 Constitution, +2 Intelligence, +4 Wisdom, +4 Charisma.
- A night adder inphidian's base land speed is 30 feet.
- Darkvision to a range of 60 feet.

- **Racial Hit Dice:** A night adder inphidian begins with six levels of monstrous humanoid, which provide 6d8 Hit Dice, a base attack bonus of +6, and base saving throw bonuses of Fort +2, Ref +5, and Will +5.
- **Racial Skills:** A night adder inphidian's monstrous humanoid levels give it skill points equal to 9 x (2 + Int modifier, minimum 1). Its class skills are Concentration, Craft, Hide, Knowledge, Listen, Search, and Spot. It has a +4 racial bonus on Search and Spot checks.
- **Racial Feats:** A night adder inphidian's monstrous humanoid levels give it three feats.
- +4 natural armor bonus.
- **Natural weapons:** Snake-hands (1d6 plus poison).
- **Special Attacks** (see above): Poison, spell-like abilities.
- **Automatic Languages:** Inphidian and Common. Bonus Languages: Dwarven, Elven, Goblin, and Orc.
- **Favored Class:** Cleric.
- Level adjustment +3.



INHPIDIAN, RATTLER

Medium Monstrous Humanoid (Reptilian)

Hit Dice:	6d8+18 (45 hp)
Initiative:	+2
Speed:	30 ft. (6 squares), climb 20 ft., swim 20 ft.
Armor Class:	18 (+2 Dex, +6 natural), touch 12, flat-footed 16
Base Attack/Grapple:	+6/+10
Attack:	Snake-hand bite +11 melee (1d6+4 plus poison)
Full Attack:	2 snake-hand bites +11 melee (1d6+4 plus poison)
Space/Reach:	5 ft./5 ft.
Special Attacks:	Death rattle, poison
Special Qualities:	Darkvision 60 ft.
Saves:	Fort +5, Ref +7, Will +7
Abilities:	Str 18, Dex 15, Con 16, Int 12, Wis 14, Cha 14
Skills:	Climb +12, Diplomacy +10, Hide +5, Intimidate +8, Listen +7, Search +5, Spot +11, Swim +12
Feats:	Blind-Fight, Power Attack, Weapon Focus (snake-hand)
Environment:	Warm forests and plains
Organization:	Solitary or band (1 rattler plus 2–5 common inphidians and 1 cobra-back inphidian)
Challenge Rating:	4
Treasure:	Standard
Alignment:	Usually neutral evil
Advancement:	By character class
Level Adjustment:	+3

Ornate diamond shaped patterns cover the flesh of this serpentine horror. The most noticeable feature of his humanoid creature is its arms—they end in snake heads rather than hands. Its snake arms and heads have a distinctive triangular shape with a pit above the nostrils and before the slitted eyes. This creature has no legs but instead has the lower half of a monstrous rattlesnake complete with a foot long rattle which twitches ominously at the tip.

Rattler inphidians are one of the more powerful sub-races of inphidians (common inphidians are detailed in **Tome of Horrors II**) and are often found in leadership roles such as commanders (though never generals or overseers) and tribal leaders (in the less civilized inphidian nests). They are wicked killers who care nothing for life, valuing their own survival above anyone else's. This alone would seem to make them poor leaders (and has in some instances), but what they lack in compassion for others, they more than make up for with their leadership skills, instincts, and ability to ferret out spies,

intruders, trespassers, and others who seek to disrupt the inphidian culture.

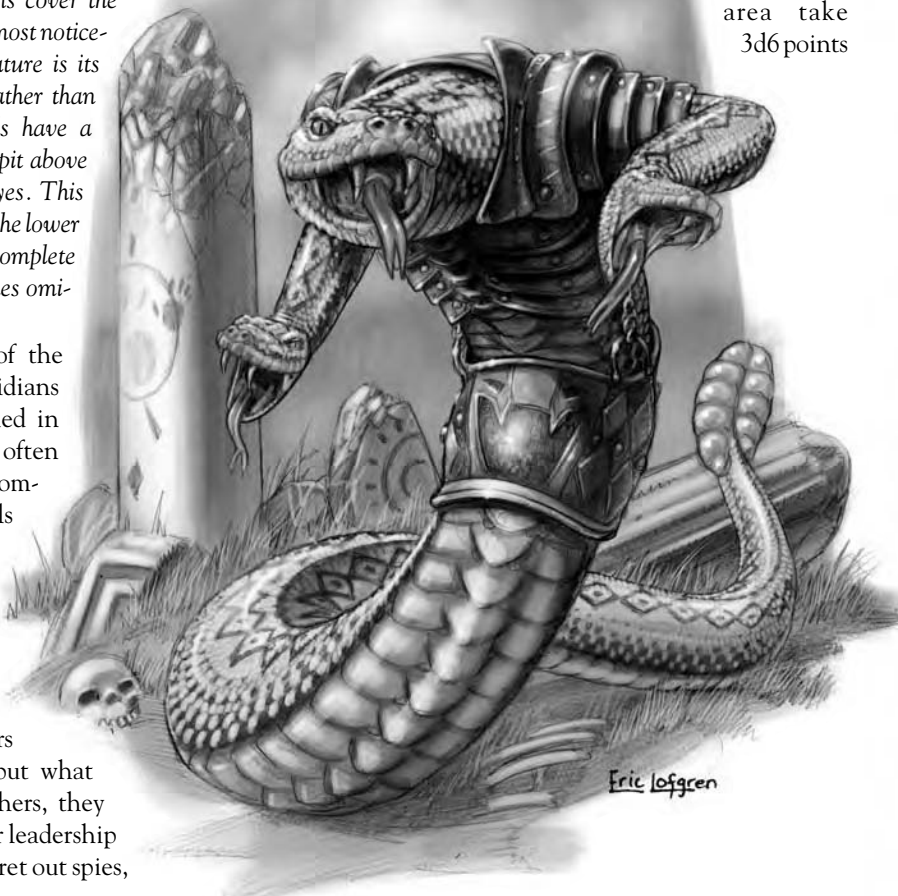
A rattler inphidian is 6 feet tall and about 8 feet long. It appears as an inphidian with the lower torso of a giant rattlesnake. Colors vary along the spectrum but most are brown, black, or dark gray with bands and diamond-shaped patterns covering its entire body. Like all inphidians, its hands are non-existent, a viper head being in its place. A rattler's eyes, as well as the eyes on its snake-hands are an iridescent red.

Rattler inphidians speak Inphidian and Common.

Combat

Cool calculating observers of their foes, rattlers are intelligent enough to pick their battles and fight only at a time and place of their own choosing. If overwhelmed or outnumbered, a rattler attempts to save itself, even using its allies as fodder if necessary. In combat, a rattler relies on its physical attacks and death rattle to vanquish its foes. A particular nasty tactic of a rattler is to paralyze a foe with its poison and then leave it to bake in the hot desert sun.

Death Rattle (Su): As a standard action, once every 1d4 rounds, a rattler inphidian can unleash a death rattle in a 40-foot radius around itself. Creatures caught in the area take 3d6 points



of damage. A DC 16 Fortitude save reduces the damage by half. The save DC is Constitution-based. Creature that cannot hear the death rattle or those protected by a *silence* spell gain a +4 bonus on their save.

Poison (Ex): A rattler inphidian delivers a debilitating poison with a successful bite from its snake-hands. The save DC is Constitution-based.

Rattler Inphidian Poison: Injury, Fortitude DC 16 negates; initial damage paralysis 1 hour, secondary damage 1d4 Strength.

Skills: The eyes on an inphidian's snake-hands allow it to notice things a normal creature would miss. It gains a +4 racial bonus on Search and Spot checks.

A rattler inphidian has a +8 racial bonus on Climb checks and can always choose to take 10 on a Climb check, even if rushed or threatened.

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

Rattler Inphidians as Characters

Rattlers have the following traits.

- +8 Strength, +4 Dexterity, +6 Constitution, +2 Intelligence, +4 Wisdom, +4 Charisma.
- A rattler inphidian's base land speed is 30 feet. They have a climb speed of 20 feet and a swim speed of 20 feet.

- Darkvision to a range of 60 feet.
- Racial Hit Dice: A rattler inphidian begins with six levels of monstrous humanoid, which provide 6d8 Hit Dice, a base attack bonus of +6, and base saving throw bonuses of Fort +2, Ref +5, and Will +5.
- Racial Skills: A rattler inphidian's monstrous humanoid levels give it skill points equal to 9 x (2 + Int modifier, minimum 1). Its class skills are Climb, Diplomacy, Hide, Intimidate, Listen, Search, Spot, and Swim. It has a +4 racial bonus on Search and Spot checks. A rattler inphidian has a +8 racial bonus on Climb checks and can always choose to take 10 on a Climb check, even if rushed or threatened. It has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.
- Racial Feats: A rattler inphidian's monstrous humanoid levels give it three feats.
- +6 natural armor bonus.
- Natural weapons: Snake-hands (1d6 plus poison).
- Special Attacks (see above): Death rattle, poison.
- Automatic Languages: Inphidian and Common. Bonus Languages: Dwarven, Elven, Goblin, and Orc.
- Favored Class: Fighter.
- Level adjustment +3.

KUAH-LIJ

Medium Humanoid (Kuah-Lij)

Hit Dice:	1d8 (4 hp)
Initiative:	+1
Speed:	30 ft. (6 squares)
Armor Class:	11 (+1 Dex), touch 11, flat-footed 10
Base Attack/Grapple:	+1/+0
Attack:	Dagger +0 melee (1d4) or light crossbow +2 ranged (1d8)
Full Attack:	Dagger +0 melee (1d4) or light crossbow +2 ranged (1d8)
Space/Reach:	5 ft./5 ft.
Special Attacks:	—
Special Qualities:	Kuah-lij traits, low-light vision
Saves:	Fort +4, Ref +1, Will +1
Abilities:	Str 8, Dex 13, Con 14, Int 17, Wis 12, Cha 8
Skills:	Craft (any one) +12, Knowledge (any two) +7, Knowledge (any one) +7, Listen +5, Swim +3
Feats:	Skill Focus (any one Craft skill)
Environment:	Any land
Organization:	Company (2–4), squad (11–20 plus 1 leader of 3rd–6th level and 2 3rd-level lieutenants), or band (30–50 plus 1 3rd-level sergeant per 10 adults, 2 5th-level lieutenants, and 1 7th-level captain)
Challenge Rating:	1/2
Treasure:	50% coins; standard goods; double items
Alignment:	Usually lawful neutral
Advancement:	By character class
Level Adjustment:	+0

This creature resembles a gnome that has been stretched vertically to a height of a human. Its features are knobby and elongated. Its hair is light and downy, more akin to a soft fur than anything else, and its skin is white with pale blue undertones.

The kuah-lij are a race of humanoids that inhabit a distant world orbiting a great red sun. They are lawful and organized, but a dying people due to a series of disasters on their home world, and now search for aid.

For several millennia, the kuah-lij lived in relative peace on an old world in an advanced civilization, though much of the technology was magic-based. This changed with a series of plagues that devastated the population, followed by a gradual, inexplicable advancement of the size of their oceans. Huge floods resulted. These cataclysms were followed by the invasion of a ferocious aquatic race resembling the aboleths. The aboleth-like creatures lurked in the deepest ocean trenches of the kuah-lij planet, and attacked by coming up from the depths.

The kuah-lij, accomplished artisans, retaliated by building a series of magically enhanced sea craft to travel the deeps and attack these beings. Thus far they have arrived at a stalemate, and the kuah-lij now seek aid from other worlds and planes in their battle against their deepwater adversaries.

Combat

Individual kuah-lij commoners rely upon their military and combat specialists to protect them. With their focus on magical technology, they have easy access to a great many magical devices which they can use to defend themselves with as well.

Kuah-Lij Traits (Ex): A kuah-lij possesses the following racial abilities:

Magic Item Use: A kuah-lij can use magic items as if he had 1 level of wizard. This innate ability does not increase with level unless the kuah-lij gains levels in the wizard class.

Low-light Vision: Kuah-lij can see twice as far as a human in daylight, moonlight, torchlight, and similar conditions of poor illumination.

Item Creation: Due to their skill at crafting items of all kinds, kuah-lij only pay 75% of the total XP cost when using magic item creation feats. If they have access to a kuah-lij production facility, they may also reduce the total gp cost to 75%.

Skills: A kuah-lij has a +2 racial bonus on all Craft checks. They have an affinity for creation and construction of all sorts of devices.

Kuah-Lij Society

The Kuah-lij were at one time a peaceful race of explorers, living in an organized society on a distant planet orbiting a great red sun. Though the course of their lives was regimented, their culture allowed them scope for individuality, and in fact encouraged it. This, and the natural propensity of the kuah-lij for order, resulted in a society that had remained fresh and vigorous for over 10,000 years.

Kuah-lij young are placed into a public crèche to be raised within days of birth, to be raised by child care specialists. As they grow and are educated, their affinities and talents are assessed, and at age 15 they are assigned a vocation, based on their talents, and an avocation, based on their preferences. They then study more intensely in these two areas, until they reach maturity at age 25. Kuah-lij youths have the option of changing vocation or avocation if they insist upon it, though this almost never occurs.

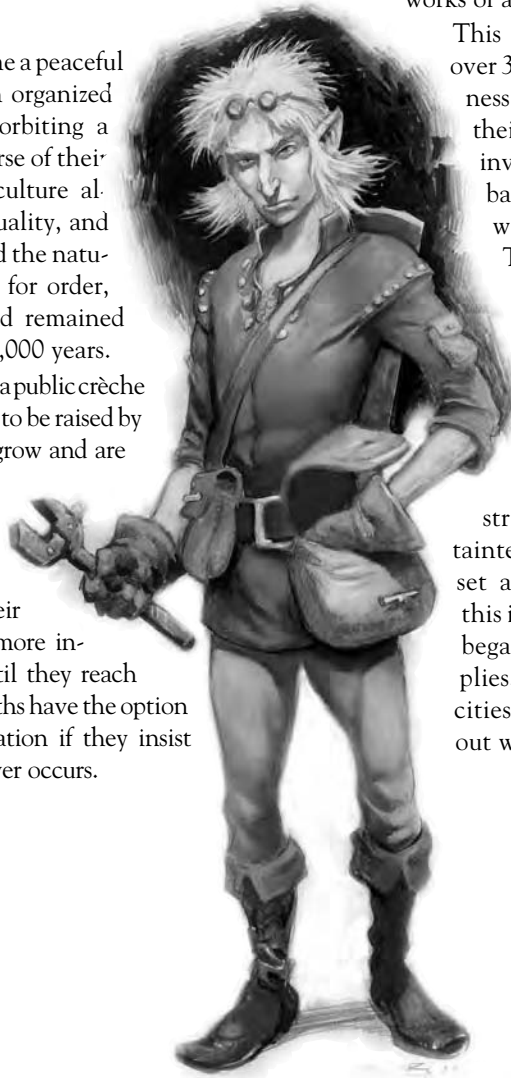
Upon reaching maturity, they fully enter society, where they spend 10 months of the year working at their vocation 10 hours per day, and the final two months on sabbatical, traveling, exploring, or doing whatever else strikes them as interesting. Their culture is based on a complex system of credit, with currency reserved only for dealing with non-kuah-lij, and medicine, vacation time, and other services are all socialized, but due to their innately organized, cooperative mindset, there is remarkably little corruption within their culture.

The kuah-lij had civilized their planet millennia ago, and had settlements across its lands and beneath its seas. Many areas they deliberately kept undeveloped, and they took great pleasure in long sea voyages and extended exploration of back country.

Their innate tendency to organized society also helped them immeasurably with mass production and technology, in particular a merging of science and magic. Though it never reached the pinnacles seen in other exotic cross-planar cultures, it was highly polished, with many of their technological marvels being as much works of art as useful items.

This idyllic existence came to an end over 300 years ago, when a strange darkness crept into the deepest places of their oceans. Kuah-lij explorers that investigated did not return, or came back reporting nothing amiss—but with a strange gleam in their eyes. They merged back into the kuah-lij culture, and immediately set about sabotaging it, destroying it from within.

Despite their placid lives, the kuah-lij had many thousands of years of history to draw upon, and were able to take this in stride. Yet even as they isolated the tainted members of their society and set about investigating the cause of this in detail, the invaders of the deeps began to strike, poisoning food supplies, then attacking Kuah-lij undersea cities, often overwhelming them without warning or survivors.



LANTERN GOAT

Lantern Goat

Medium Undead

Hit Dice:	8d12+8 (60 hp)
Initiative:	+8
Speed:	30 ft. (6 squares)
Armor Class:	18 (+4 Dex, +4 natural), touch 14, flat-footed 14
Base Attack/Grapple:	+4/+5
Attack:	Butt +8 melee (1d8+1)
Full Attack:	Butt +8 melee (1d8+1) and 2 hooves +3 melee (1d6)
Space/Reach:	5 ft./5 ft.
Special Attacks:	Fear light, soul capture
Special Qualities:	Darkvision 60 ft., lifesense 60 ft., undead traits
Saves:	Fort +2, Ref +6, Will +6
Abilities:	Str 12, Dex 18, Con —, Int 6, Wis 10, Cha 13
Skills:	Hide +7, Listen +6, Move Silently +7, Spot +6
Feats:	Death's Blessing ⁸ , Dodge, Improved Initiative, Weapon Finesse
Environment:	Any mountains
Organization:	Solitary
Challenge Rating:	6
Treasure:	None
Alignment:	Always chaotic evil
Advancement:	10–14 HD (Medium); 15–19 HD (Large)
Level Adjustment:	—

Advanced Lantern Goat

Large Undead

Hit Dice:	16d12+16 (120 hp)
Initiative:	+7
Speed:	30 ft. (6 squares)
Armor Class:	18 (–1 size, +3 Dex, +6 natural), touch 12, flat-footed 15
Base Attack/Grapple:	+8/+17
Attack:	Butt +10 melee (2d6+5)
Full Attack:	Butt +10 melee (2d6+5) and 2 hooves +5 melee (1d8+2)
Space/Reach:	10 ft./5 ft.
Special Attacks:	Fear light, soul capture
Special Qualities:	Darkvision 60 ft., lifesense 60 ft., undead traits
Saves:	Fort +11, Ref +8, Will +12
Abilities:	Str 20, Dex 16, Con —, Int 6, Wis 10, Cha 13
Skills:	Hide +8, Listen +12, Move Silently +12, Spot +12
Feats:	Alertness, Death's Blessing ⁸ , Dodge, Great Fortitude, Improved Initiative, Iron Will, Weapon Finesse
Environment:	Any mountains
Organization:	Solitary
Challenge Rating:	9
Treasure:	None
Alignment:	Always chaotic evil
Advancement:	17–19 HD (Large)
Level Adjustment:	—

This creature resembles a goat with tangled and patchy gray-and-white hair, and horns and hooves that appear to be made of stone. Its eyes are stark white. Around its neck hangs a dented and ugly iron lantern, glowing with a foul amber light.

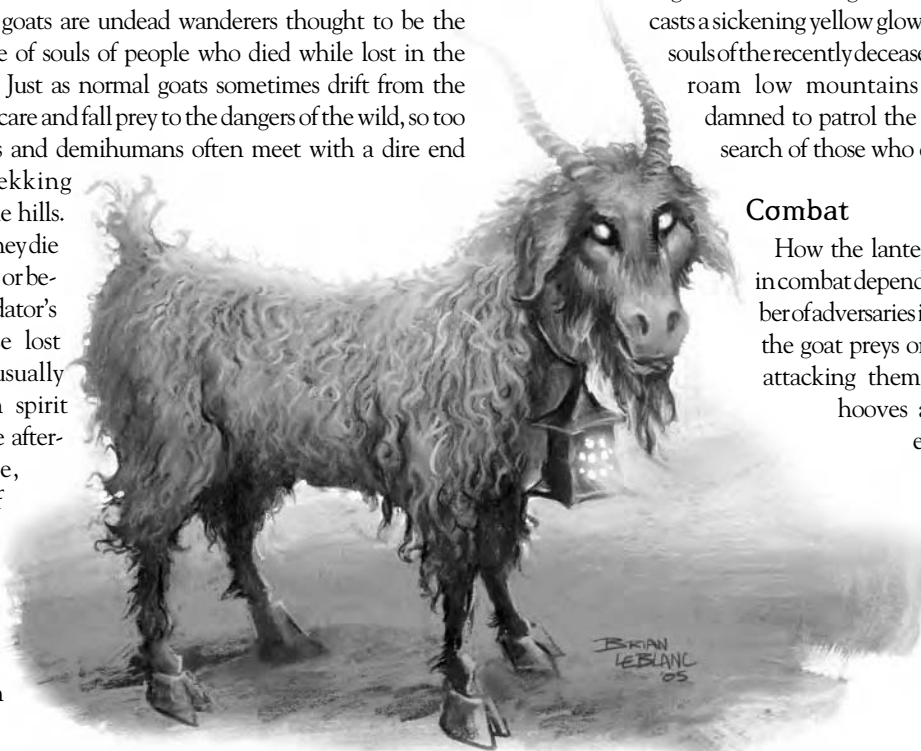
Lantern goats are undead wanderers thought to be the coalescence of souls of people who died while lost in the wilderness. Just as normal goats sometimes drift from the shepherd's care and fall prey to the dangers of the wild, so too do humans and demihumans often meet with a dire end while trekking alone in the hills. Whether they die of exposure or become a predator's meal, these lost travelers usually journey in spirit form to the afterlife. Some, however, if they perish too close to a lantern goat, find their souls drawn

into the fell receptacle the creature wears around its neck.

The scarred and battered lantern that depends from the goat's neck serves to channel souls into the creature itself. As the goat moves through the hills, its lantern casts a sickening yellow glow that attracts the souls of the recently deceased. Lantern goats roam low mountains and foothills, damned to patrol the mortal realm in search of those who die alone.

Combat

How the lantern goat behaves in combat depends upon the number of adversaries it faces. Normally the goat preys on lone travelers, attacking them with its stony hooves and horns. If it encounters a group, the lantern goat emits a fear light from its lantern, intending to panic everyone in range and



then pick them off individually. Anyone within 60 feet who falls to 0 hit points is subject to its soul capture ability. Note that the lantern cannot be removed from the goat's neck, as it is actually a part of the creature itself.

Fear Light (Su): A lantern goat can emit an ugly yellow light from the lantern around its neck as a free action. All creatures within 60 feet that view this light must succeed on a DC 15 Will save or be panicked for 1d4+4 rounds. A creature that succeeds on its save is immune to the fear light of that lantern goat for one day. The save DC is Charisma-based.

Soul Capture (Su): Any living creature reduced to 0 or less hit points while within 60 feet of a lantern goat must succeed on a DC 15 Will save or have its soul drawn into the lantern goat's lantern. The DC increases by +1 for every hit point the character is below 0 (e.g., a character at -3 hit points must save at DC 18). Once captured, the lantern goat slowly digests the creature's soul over a period of 1 hour, using it to fuel its dark energies. The save DC is Charisma-based.

A creature slain in this manner can only be returned to life by a *resurrection*, *true resurrection*, *wish*, or *miracle*. *Raise dead* has no effect on such a slain creature.

Lifesense (Su): A lantern goat notices and locates living creatures within 60 feet, just as if it possessed the blindsight ability. It also senses the strength of their life force automatically, as if it had cast *deathwatch*.

Advanced Lantern Goat

The advanced lantern goat adjusts the base creature's statistics by increasing its Hit Dice. Note its ability score increases due to its size change.

Combat

An advanced lantern goat utilizes the same tactics as its smaller cousin. It is simply a bigger, stronger, and perhaps nastier version of its lesser kin.

Fear Light (Su): Will save DC 19.

Soul Capture (Su): Will save DC 19.

LICH SHADE

Medium Undead

Hit Dice:	11d12 (71 hp)
Initiative:	+5
Speed:	30 ft. (6 squares)
Armor Class:	14 (+1 Dex, +3 natural), touch 11, flat-footed 13
Base Attack/Grapple:	+5/+8
Attack:	Claw +8 melee (1d6+3 plus chill)
Full Attack:	2 claws +8 melee (1d6+3 plus chill)
Space/Reach:	5 ft./5 ft.
Special Attacks:	Chill, death throes, spell leech
Special Qualities:	Damage reduction 15/bludgeoning and magic, darkvision 60 ft., resistance to cold and electricity 10, SR 22, spell sense, +2 turn resistance, undead traits
Saves:	Fort +5, Ref +4, Will +10
Abilities:	Str 16, Dex 13, Con —, Int 20, Wis 16, Cha 14
Skills:	Concentration +14, Craft (any one) +19, Decipher Script +19, Diplomacy +4, Knowledge (any one) +19, Knowledge (arcana) +19, Listen +17, Move Silently +3, Sense Motive +19, Spellcraft +21, Spot +17
Feats:	Ability Focus (spell leech), Craft Wondrous Item, Great Fortitude, Improved Initiative
Environment:	Any
Organization:	Solitary
Challenge Rating:	9
Treasure:	Double standard
Alignment:	Always neutral evil
Advancement:	12–22 HD (Medium); 23–33 HD (Large)
Level Adjustment:	—

This creature appears as a rotting and skeletal humanoid dressed in tattered and worn robes with ancient runes etched on their surface. Its eye blaze with a crimson fire.

The road a spellcaster travels in his or her quest for lichdom is not without danger. During the dark rituals invoked to achieve lichdom, the caster sometimes errs in his or her calculations or unleashes mystic forces best left

untapped. When such an event occurs, the spellcaster is usually destroyed outright. Other times, something is born as a result of this failed ritual—a lich shade.

Lich shades are evil creatures who attempted to achieve lichdom but failed for whatever reason. The creature is not destroyed, nor does it become a lich, it becomes something in between—something in between mortal life and eternal unlife.

Lich shades retain portions of their life's memories, and always retain full memory of the dark ritual they attempted while trying to become a lich. For this reason alone, they have grown to hate the living and particularly living spellcasters whom they blame (in some warp twisted way) for their current condition. A lich shade always attacks any opponents who have a spellcaster in their midst, often targeting that creature directly above all others.

A lich shade stands about 6 to 6-1/2 feet tall and weighs about 160 pounds. The robes and gowns it wears often denote its previous life's profession (wizardly robes or priestly vestments for example).

A lich shade speaks Common and usually at least four other languages (some of which it may have known in life).

Combat

A lich shade attacks with its powerful claws, rending and tearing at its foes. If facing a spellcaster and it leeches one of its spells, it usually releases the first spell leeches as an eldritch bolt against its closest foe. Further leeches spells are used to heal the lich shade or cast back against its foes. If faced with certain defeat, a lich shade wills its own destruction, invoking its death throes ability, hoping to take several of its opponents with it.

A lich shade's natural weapons are treated as magic weapons for the purpose of overcoming damage reduction.

Chill (Su): A lich shade's touch is supernaturally cold. A creature hit by one of its claw attacks must succeed on a DC 17 Fortitude save or be dazed for 1 round. The save DC is Charisma-based.

Death Throes (Ex): If reduced to 0 or less hit points, a lich shade crumbles into a pile of dust. Creatures within 10 feet fall into fits of sneezing and choking and must succeed on a DC 17 Fortitude save or take 2d6 points of Constitution damage. One minute later another DC 17 Fortitude save must be made to avoid another 1d6 points of Constitution damage. A creature that succeeds on one or both of its saves is still coughing and choking (treat as stunned) for 2d4 rounds. The save DC is Charisma-based.

A lich shade facing certain defeat can willingly destroy itself, its body crumbling into dust. Creatures within 10 feet of a lich shade when it does so suffer the effects listed above.

Spell Leech (Su): Whenever a spellcaster within 50 feet of a lich shade attempts to cast a spell, he or she must succeed on a DC 19 Will save or lose the spell. The lost spell is transferred to the lich shade who can use the magical energy in one of several ways (chosen at the time the spell is leeches).

— The lich shade can cast the spell on its next turn with a caster level equal to its Hit Dice. The lich shade is not required to have any of the material components needed to power the spell.

— Release the spell as an eldritch bolt of pure magic energy in a line as a standard action on its next turn. The line is 50 feet long and affects a single target. This requires a ranged touch attack. If successful, the target takes 1d6 points of damage per two levels of the spell (minimum 1d6 points of damage).

— Immediately absorb the energy and gain a number of temporary hit points equal to the spell level x 4. Temporary hit points disappear after 1 hour. This is a free action that the lich shade can take even if it's not its turn.

The save DC is Charisma-based and includes a +2 bonus from the lich shade's Ability Focus feat.

Spell Sense (Su): A lich shade can automatically pinpoint the location of any spellcaster within 100 feet. This functions similar to a discern location spell (caster level equals the lich shade's Hit Dice). This ability can be negated or dispelled but the lich shade can restart it again on its turn as a free action.

Skills: A lich shade has a +2 racial bonus on Move Silently and Sense Motive checks.



LIGHTNING TREANT

Huge Plant	
Hit Dice:	12d8+84 (138 hp)
Initiative:	+3
Speed:	40 ft. (8 squares)
Armor Class:	22 (−2 size, −1 Dex, +15 natural), touch 7, flat-footed 22
Base Attack/Grapple:	+9/+26
Attack:	Slam +16 melee (2d8+9)
Full Attack:	2 slams +16 melee (2d8+9)
Space/Reach:	15 ft./15 ft.
Special Attacks:	Double damage against objects, Spell-like abilities,
Special Qualities:	Damage reduction 10/slashing, electric healing, fast healing 10, immunity to electricity, plant traits, low-light vision, resistance to fire 10
Saves:	Fort +15, Ref +3, Will +7
Abilities:	Str 28, Dex 9, Con 24, Int 11, Wis 17, Cha 11
Skills:	Hide +1*, Knowledge (nature) +12, Survival +13 (+15 above ground)
Feats:	Cleave, Improved Initiative, Improved Sunder, Power Attack, Track
Environment:	Temperate forests
Organization:	Solitary, pair, or grove (4–8)
Challenge Rating:	8
Treasure:	Standard
Alignment:	Usually neutral evil
Advancement:	13–17 HD (Huge), 18–24 HD (Gargantuan)
Level Adjustment:	—

This creature looks like an animated, yet dead, moss-covered tree. Its bark is darkened with age and no leaves appear on its branches.

Unlike most treants, this creature appears to be a moss-covered dead tree, with bare branches stretched toward the sky. Often living in the shade of larger trees, or in the wasteland of a destroyed forest, lightning treants are strange, angry creatures whose powers and ents are almost elemental in nature. Confused by some travelers with shambling mounds, these creatures are much larger and the moss like vegetation they are covered with is only a thin layer over their hard wooden core.

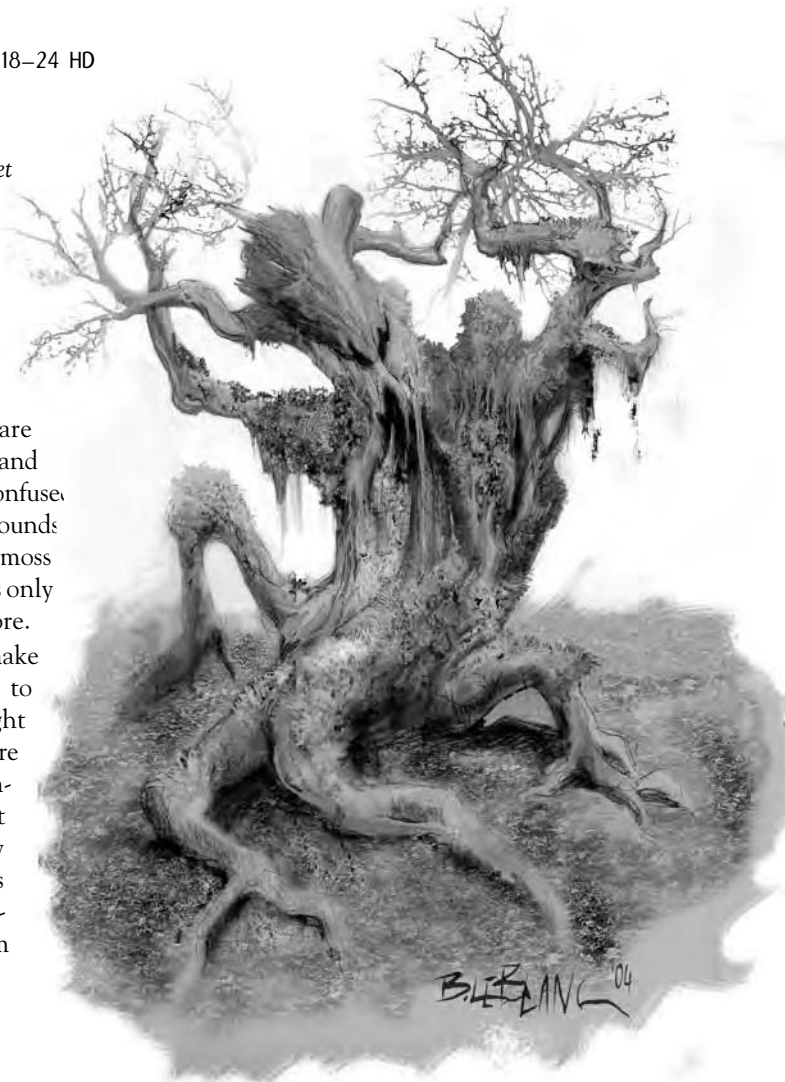
While many types of treants might make an effort to negotiate, or at least try to determine whether or not travelers might be hostile to whatever forest they are living in, lightning treants tend to simply attack first and, quite frankly, not question anything. Using their ability to *call lightning storms*, these creatures can be a true bane to travelers, especially those that do not recognize them at first.

Combat

Lightning treants have an inherent hatred of all humanoids and attack them on sight. If there is more than one or two in a group the lightning treant starts combat with a *chain lightning* spell and then uses *call lightning storm* to have further lightning bolts ready. Afterward, the lightning treant charges into combat, focusing first on anyone with an axe or other slashing weapon. If combat goes against it, it uses *lightning bolt* on its enemies, as well as using bolts called down with *call lightning storm* to heal itself or hurt its opponents.

Double Damage against Objects (Ex): A lightning treant that makes a full attack against an object or structure does double damage.

Spell-like Abilities (Su): At will—*enlarge*, *faerie fire*, *greater magic fang* (self only), 3/day—*call lightning storm* (DC 18), *lightning bolt* (DC 16), protection from energy, 1/day—*chain lightning* (DC 19). Caster level 12th (druid). The save DCs are Wisdom-based.



Electric Healing (Ex): Any attack against a lightning treant that deals electricity damage heals 1 point of damage for every 3 points it would otherwise deal. If the amount of healing would cause the lightning treant to exceed its full normal hit points, it gains any excess as temporary hit points. These temporary hit points disappear after 2 hours.

Fast Healing (Ex): A lightning treant heals as long as it's touching the ground.

Skills: Due to its ability to match the surrounding trees and leaves, a lightning treant has a +16 bonus on all Hide checks while standing motionless. Once it begins moving, this bonus is lost.

LIVING LAKE

Colossal Ooze

Hit Dice:	30d10+360 (525 hp)
Initiative:	+4
Speed:	30 ft. (6 squares)
Armor Class:	22 (-8 size, +20 natural), touch 2, flat-footed 22
Base Attack/Grapple:	+22/+55
Attack:	Slam +31 melee (3d8+17)
Full Attack:	4 (or more) slams +31 melee (3d8+17)
Space/Reach:	100 ft./20 ft.
Special Attacks:	Crush, engulf, improved grab, spells
Special Qualities:	Blindsight 60 ft., ooze traits, SR 36, tremorsense 120 ft.
Saves:	Fort +22, Ref +12, Will +18
Abilities:	Str 45, Dex 10, Con 35, Int 16, Wis 22, Cha 16
Skills:	Concentration +45, Hide +17, Knowledge (any one) +36, Knowledge (nature) +36, Listen +8, Move Silently +33, Spot +8, Survival +6 (+8 aboveground)
Feats:	Alertness, Augment Summoning, Combat Casting, Empower Spell, Improved Initiative, Improved Natural Attack (slam), Iron Will, Lightning Reflexes, Power Attack, Quicken Spell, Weapon Focus (slam)
Environment:	Any land
Organization:	Solitary
Challenge Rating:	22
Treasure:	Double standard
Alignment:	Usually neutral
Advancement:	31+ HD (Colossal)
Level Adjustment:	—

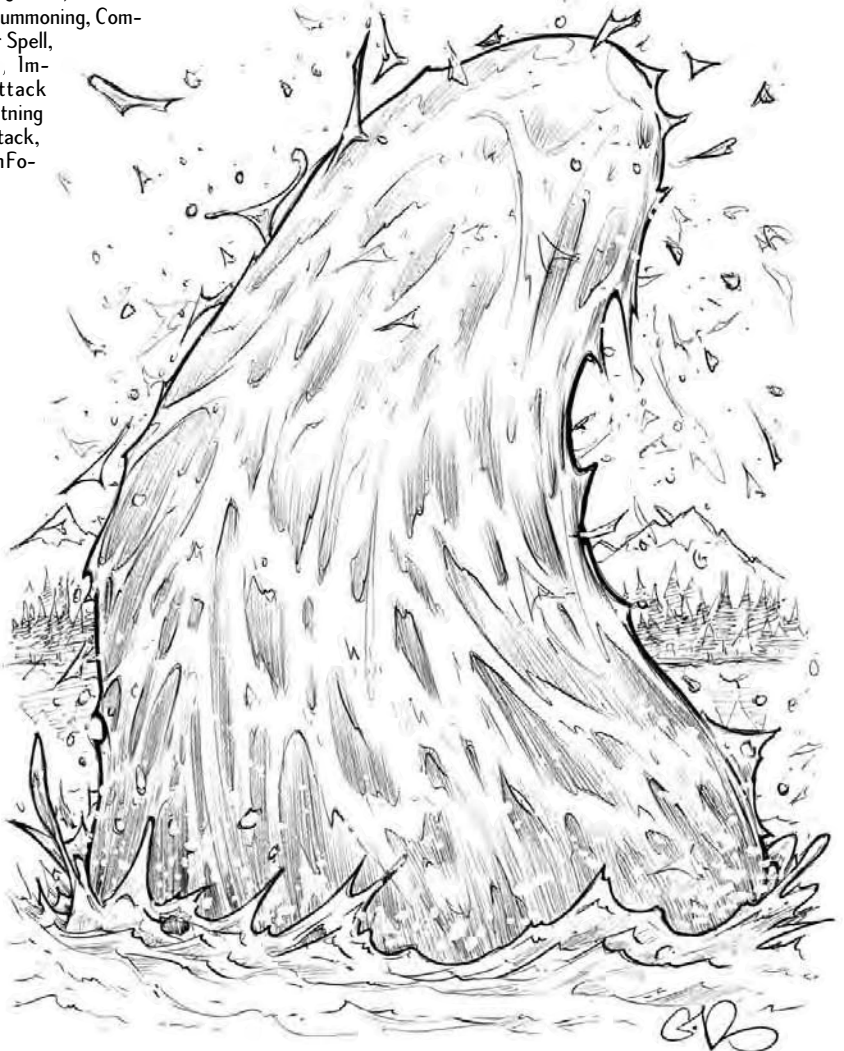
The lake's surface is calm and serene, and a cool morning mist rises from it. Suddenly, it is alive with activity as a massive pseudopod, towering dozens of feet into the air, erupts like a cyclone.

Hundreds of feet across, a living lake, also called an agrath-ogh in the language of the orcs, is an ooze of truly colossal proportions. The first living lake is said to have fallen from the heavens ages ago at a time so ancient that no eyes were around to witness its fall. The protoplasmic body of a living lake is fluid in nature and transparent in water, such that one of these creatures could remain unseen and unknown for centuries.

Unlike most oozes, a living lake is a not a mindless blob of muck. It is intel-

ligent, but it is also highly receptive to the thoughts and beliefs of any large group of intelligent creatures that live near it. A living lake can become a god — so to speak — because of the will of the creatures that worship it. Thus, it responds in a manner dictated by its own worshippers. The god is created by the worshipper, instead of vice-versa. Unfortunately for the world, living lakes are generally found in hills and badlands — the very same environs favored by orcs. Living lakes worshipped by orcs are cruel, chaotic, destructive things, since those are the qualities most revered in orcish deities.

Once it has been ensconced as a god, a living lake uses its abilities to live up to the expectations of its worshippers. It can reward a tasty sacrifice with a life-giving rain, or punish insolence with a plague of insects.



Combat

A living lake attacks by forming pseudopods from its oozy form and pummeling its opponents. A grabbed foe is held and squeezed or engulfed in the creature's body, usually only released when it dies or falls unconscious. Against powerful opponents, or those that press the combat, the living lake mixes its spells with its natural attacks, usually summoning animals or animating plants to help it. (A living lake usually forms at least one pseudopod per opponent it faces. It can form a maximum of one pseudopod per 3 Hit Dice it possesses.)

Crush (Ex): A living lake can raise a portion of itself off the ground and bring it crashing down on top of its opponents. It can crush opponents of Large or smaller size as a standard action. A crush attack affects as many creatures as can fit under the living lake's body. Each creature in the affected area must succeed on a DC 37 Reflex save or be pinned, automatically taking slam damage each round it remains crushed. A crushed foe is considered grappled; the living lake is not. The save DC is Constitution-based.

Engulf (Ex): A living lake that has grabbed an opponent can try to wrap it in its body by making a successful grapple check. If it wins the grapple check it engulfs its foe. A living lake can pummel an engulfed foe with its slam attack with a +4 bonus on the attack roll.

An engulfed creature can do nothing but attempt to break free by succeeding on an opposed grapple check. In addition, an engulfed foe has no air to breathe and must hold its breath or risk drowning (see the DMG for rules on drowning).

A living lake can engulf 1 Gargantuan, 2 Huge, 8 Large, 16 Medium, 32 Small, 64 Tiny, 128 Diminutive, or 512 Fine creatures.

Improved Grab (Ex): To use this ability, a living lake must hit an opponent with a slam attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold.

Spells (Sp): Living lakes cast spells as 20th-level druids. The save DCs for its spells are Wisdom-based.

Typical Druid Spells Prepared (6/7/7/6/6/6/5/4/4/4; save DC 16 + spell level): 0—*cure minor wounds*, *detect magic*, *detect poison*, *flare* (DC 16), *purify food and drink*, *virtue*; 1st—*calm animals* (DC 17), *charm animal* (DC 17), *cure light wounds*, *endure elements*, *obscuring mist*, *produce flame*, *summon nature's ally I*; 2nd—*animal trance* (DC 18), *bull's strength*, *chill metal* (DC 18), *flaming sphere* (DC 18), *heat metal* (DC 18), *hold animal* (DC 18), *lesser restoration*; 3rd—*call lightning* (DC 19), *daylight*, *dominate animal* (DC 19), *poison* (DC 19), *sleet storm*, *water breathing*; 4th—*blight* (DC 20), *command plants* (DC 20), *dispel magic*, *flame strike* (DC 20), *scrying*, *summon nature's ally IV*; 5th—*animal growth*, *baleful polymorph* (DC 21), *death ward*, *insect plague*, *summon nature's ally V*, *wall of thorns*; 6th—*greater dispel magic*, *liveoak*, *move earth*, *stone tell*, *summon nature's ally VI*; 7th—*animate plants*, *control weather*, *heal*, *sunbeam* (DC 23); 8th—*control plants* (DC 24), *earthquake*, *sunburst* (DC 24), *whirlwind* (DC 24); 9th—*antipathy* (DC 25), *mass cure critical wounds*, *regenerate*, *summon nature's ally IX*.

Tremorsense (Ex): A living lake can pinpoint the location of anything within 120 feet that is in contact with the ground.

LYTHIC

Medium Elemental (Earth, Extraplanar)

Hit Dice:	6d8+12 (39 hp)
Initiative:	+1
Speed:	30 ft. (6 squares), burrow 20 ft.
Armor Class:	18 (+1 Dex, +7 natural), touch 11, flat-footed 17
Base Attack/Grapple:	+4/+7
Attack:	Slam +7 melee (1d6+3)
Full Attack:	2 slams +7 melee (1d6+3)
Space/Reach:	5 ft./5 ft.
Special Attacks:	Fury of the earth
Special Qualities:	Blend with stone, darkvision 60 ft., earth glide, elemental traits, tremorsense 100 ft.
Saves:	Fort +7, Ref +3, Will +2
Abilities:	Str 17, Dex 12, Con 15, Int 11, Wis 11, Cha 11
Skills:	Hide +5*, Listen +7, Move Silently +8, Spot +7
Feats:	Alertness, Power Attack, Skill Focus (Move Silently)
Environment:	Elemental Plane of Earth
Organization:	Solitary or gang (2–5)
Challenge Rating:	4
Treasure:	Standard
Alignment:	Always neutral
Advancement:	7–10 HD (Medium), 11–18 HD (Large)
Level Adjustment:	—

This creature appears to be a man-sized humanoid composed of smoothly-formed rock. Its features are human-like though emotionless.

Lythics are creatures from the Elemental Plane of Earth. There, they spend their time in huge underground caverns with others of their race or in the company of earth elementals. Some lythics serve the elder elemental lords as spies, using their skills of going unnoticed to sneak into the palaces of arch-rivals.

Lythics occasionally punch through a vortex or portal and wind up on the Material Plane. Other outer planes (save some of the more desolate Abyssal planes) hold no interest for the lythic. On the Material Plane, they spend their time underground or gliding through mountains, devouring minerals as they move along. Occasionally, a lythic's elemental master sends it on a mission into the Material Plane.

Lythics are not particularly fond of pechs and generally avoid them or attack on sight (see the **Tome of Horrors** for details on the pech). They rarely associate with other elemental creatures.

A lythic seems to communicate with others of its kind by thumping or stomping on a stone surface. It is believed that lythics speak Terran, but do so only to converse with earth elementals.



Combat

Lythic are not particularly hostile unless threatened. When a party of would-be delvers enters its domain, the lythic often trails them by blending with surrounding stone. If detected, a lythic usually flees unless attacked. Once in combat however, a lythic rarely backs down, and often fights until it is killed or its opponents are dead or fleeing.

Fury of the Earth (Su): Any time a lythic suffers more than 50% of its normal hit points in damage in a single encounter, it flies into a berserker-like rage. This grants the lythic a bonus to its damage rolls equal to one-half its Hit Dice for the remainder of the encounter. It cannot end this fury voluntarily.

Blend with Stone (Su): A lythic can use its Hide skill even when being observed. As long as it's within 10 feet of some sort of stone, a lythic can hide itself from view in the open without anything to actually hide behind.

Earth Glide (Su): A lythic can glide through stone, dirt or almost any other sort of earth except metal as easily as a fish swims through water. Its burrowing leaves behind no tunnel or hole, nor does it create any ripple or other signs of its presence. A *move earth* spell cast on an area containing a burrowing lythic flings the lythic back 30 feet, stunning the creature for 1 round unless it succeeds on a DC 15 Fortitude save.

Tremorsense (Ex): Lythics can automatically sense the location of anything within 100 feet that is in contact with rocky or stony ground.

Skills: *Against a background of stone or in rocky areas or surroundings, lythics have a +8 racial bonus to Hide checks.

MANTIDRAKE

Large Magical Beast	
Hit Dice:	9d10+45 (94 hp)
Initiative:	+2
Speed:	30 ft. (6 squares), fly 50 ft. (clumsy)
Armor Class:	19 (-1 size, +2 Dex, +8 natural), touch 11, flat-footed 17
Base Attack/Grapple:	+9/+20
Attack:	Claw +15 melee (2d4+7) or 6 spikes +11 ranged (1d8+3, 19–20/x2)
Full Attack:	2 claws +15 melee (2d4+7) and bite +13 melee (1d8+3) or 6 spikes +11 ranged (1d8+3, 19–20/x2)
Space/Reach:	10 ft./5 ft.
Special Attacks:	Breath weapon, spikes
Special Qualities:	Darkvision 60ft., immunity to energy, immunity to sleep and paralysis, low-light vision, scent
Saves:	Fort +11, Ref +8, Will +5
Abilities:	Str 24, Dex 15, Con 21, Int 9, Wis 14, Cha 13
Skills:	Intimidate +4, Listen +10, Spot +10, Survival +3
Feats:	Flyby Attack, Multiattack, Power Attack, Track ^B , Weapon Focus (spikes)
Environment:	Any (see text)
Organization:	Solitary or pair
Challenge Rating:	8

Treasure:	Standard
Alignment:	Usually lawful evil
Advancement:	10–18 HD (Large); 19–27 HD (Huge)
Level Adjustment:	—

This creature resembles a large, powerfully-built lion with a dragon's head where its head would normally be, a pair of large scaly draconic wings, and a long serpentine tail that ends in volley of sharpened spikes.

Mantidrakes were born from fell experiments and dark rituals that crossed evil dragons with manticores. The result: a creature that combines the best and worst traits of both of its parents. From a distance, a mantidrake is often mistaken for a normal manticore. Only when opponents close against it do they see that the creature is something different.

Mantidrakes like dragons are territorial predators and often claim a wide expanse of land as their hunting ground. Creatures that wander into a mantidrake's territory rarely go unnoticed, especially during the daylight hours when the mantidrake spends most of its time hunting. Slain prey is either devoured on the spot (if the mantidrake is hungry) or carried back to its lair and stored for later (or fed to the young

if such creatures are present). Mantidrakes are generally solitary creatures though sometimes a pair may be encountered. Such an encounter is with a mated pair.

Female mantidrakes are just as common (or rare depending on how you classify this creature) as males and are just as likely to be encountered as both sexes are skilled hunters. When gestating, a female curtails the time she spends hunting to spend it in the lair preparing both herself and the lair for her young. Young are born live and by 2 years of age they are independent enough to go out hunting on their own.

A typical mantidrake is about 10 to 12 feet long and weighs about 1,100 to 1,300 pounds. Its draconic head is scaled and is the same color as its dragon parent. The color slowly fades and meshes with the mantidrake's leonine body which is covered in dull tan fur, except for its underbelly which is scaled like a true dragon's. Its wings are of the same color as its dragon parent, dark, almost black (and in the case of a black dragon parent, the wings are actually black in color).

A mantidrake's environment varies based on its dragon heritage: black mantidrakes can be found in warm marshes, deserts, or underground; blue mantidrakes favor warm hills and mountains, rarely being found underground; green mantidrakes favor temperate or warm forests and underground settings; red mantidrakes favor warm mountains and underground settings; and white mantidrakes favor cold mountains, cold deserts, and underground environments.

Mantidrakes speak Common and Draconic.

Combat

Mantidrakes are aggressive combatants and begin most attacks with a blast from their deadly breath weapon. This is followed next by a volley of spikes or a claw/claw/bite routine against the closest opponent. Mantidrakes prefer

to use their powerful wings to stay aloft and fight from the air where it can rain a combination of its breath weapon and deadly spikes down on its opponents.

Breath Weapon (Su): A mantidrake's breath weapon depends on what type of dragon parent it had, as summarized on the table below. Regardless of its type, a mantidrake's breath weapon is usable once every 1d4 rounds, deals 5d8 points of damage, and allows a DC 19 Reflex save for half damage. The save DC is Constitution-based.

To determine a mantidrake's draconic parent and breath weapon randomly, roll 1d10 and consult the table below.

1d10	Draconic Parent	Breath Weapon
1-2	Black	60-foot line of acid
3-4	Blue	60-foot line of lightning
5-6	Green	30-foot cone of gas (acid)
7-8	Red	30-foot cone of fire
9-10	White	30-foot cone of cold

Spikes (Ex): With a snap of its tail, a mantidrake can loose a volley of six spikes as a standard action (make an attack roll for each spike). This attack has a range of 180 feet with no range increment. All targets must be within 30 feet of each other. The creature can launch only twenty-four spikes in a single day.

Immunity to Energy (Ex): A mantidrake is immune to one type of energy based on its draconic heritage: black, immunity to acid; blue, immunity to electricity; green, immunity to acid; red, immunity to fire; white, immunity to cold.

Skills: A mantidrake's multiple heads combined with its draconic heritage give it a +4 racial bonus on Spot and Listen checks.



MARSH JELLY

Marsh Jelly Medium Aberration

Hit Dice:	5d8+10 (32 hp)
Initiative:	+5
Speed:	5 ft. (1 square), fly 30 ft. (average)
Armor Class:	16 (+1 Dex, +5 natural), touch 11, flat-footed 15
Base Attack/Grapple:	+3/+6
Attack:	Tentacle +6 melee (1d6+3 plus poison)
Full Attack:	4 tentacles +6 melee (1d6+3 plus poison)
Space/Reach:	5 ft./5 ft.
Special Attacks:	Death throes, disorienting glow, poison
Special Qualities:	Damage reduction 5/piercing or slashing, darkvision 60 ft., scent
Saves:	Fort +3, Ref +2, Will +5
Abilities:	Str 16, Dex 12, Con 15, Int 3, Wis 12, Cha 10
Skills:	Hide +3, Listen +9, Move Silently +3
Feats:	Improved Initiative, Stealthy
Environment:	Temperate marshes
Organization:	Solitary or globe (2–5)
Challenge Rating:	3
Treasure:	10% standard
Alignment:	Always neutral
Advancement:	6–10 HD (Medium); 11–15 HD (Large)
Level Adjustment:	—

This transparent jellyfish-like being occasionally flickers with a weird green inner light that steadily flashes on and off.

This bizarre creature floats slowly through the gloom of swamps and marshes. It has a gelatinous body reminiscent of a jellyfish that is nearly translucent, its four stringy tentacles dangling beneath it in a constant hunt for food. Marsh jellies are roughly man-sized and tend to thrive on giant swamp rats, and other creatures smaller than itself. It is not uncommon however for a marsh jelly or an orb of such creatures to prey on unwary travelers who stray to deeply into open marshland. Marsh jellies are responsible for the strange disappearance of many who enter their swamps for they digest their prey, bones and all, leaving only acid resistant precious metals such as gold behind.

A marsh jelly looks like a hovering, flying jellyfish with a translucent sickly green body and four long dangling grayish-pink tentacles. Many smaller tentacles ring its body and aid the creature in locomotion as well as detecting scents in the air. A marsh jelly's body emits a pulsating glow when it is threatened or damaged, and the creature can likewise use this glow to lure prey closer to it.

Jubilex-Touched Medium Aberration (Chaotic, Extraplanar, Evil)

Hit Dice:	15d8+75 (142 hp)
Initiative:	+5
Speed:	5 ft. (1 square), fly 30 ft. (average)
Armor Class:	17 (–1 size, +1 Dex, +7 natural), touch 10, flat-footed 16
Base Attack/Grapple:	+11/+22
Attack:	Tentacle +18 melee (1d8+3 plus 1d6 acid plus poison)
Full Attack:	4 tentacles +18 melee (1d8+3 plus 1d6 acid plus poison)
Space/Reach:	10 ft./10 ft.
Special Attacks:	Acid, death throes, disorienting glow, poison
Special Qualities:	Damage reduction 10/slashing or piercing and good, darkvision 60 ft., immunity to poison, resistance to acid, cold, and fire 10, scent, SR 20, telepathy 100 ft.
Saves:	Fort +10, Ref +8, Will +10
Abilities:	Str 24, Dex 12, Con 20, Int 10, Wis 12, Cha 10
Skills:	Hide +8, Listen +12, Move Silently +12, Spot +12
Feats:	Alertness, Hover, Improved Initiative, Lightning Reflexes, Stealthy, Weapon Focus (tentacle)
Environment:	The Abyss
Organization:	Solitary or globe (2–5)
Challenge Rating:	11
Treasure:	Standard
Alignment:	Always chaotic evil
Advancement:	16–30 HD (Large); 31–45 HD (Huge)
Level Adjustment:	—

Combat

Marsh jellies descend on their prey from above, stinging repeatedly with their venomous tentacles. When wounded, their translucent flesh begins to pulse rapidly with a flashing green strobe effect that tends to disorient its prey, and any other creatures who may seek to harm it.

Death Throes (Ex): When slain, a marsh jelly explodes in a blast of acid that deals 2d6 points of acid damage to anything within 10 feet. A successful DC 14 Reflex save reduces the damage by half. The save DC is Constitution-based.

Disorienting Glow (Ex): When a marsh jelly first takes damage, its body begins pulsating and flashing rapidly, emitting an eerie greenish glow. Creatures viewing a pulsating marsh jelly must succeed on a DC 14 Will save or be disoriented (–1 on attack rolls and skill checks) for 1d4 rounds. The save DC is Constitution-based.

Poison (Ex): A marsh jelly delivers its deadly poison with a successful tentacle attack. The save DC is Constitution-based.

Marsh Jelly Poison: Injury, Fortitude DC 14 negates; initial and secondary damage 1d2 Dexterity damage.

Jubilex-Touched Marsh Jelly

Jubilex-touched marsh jellies are advanced jellies that have been “blessed” by Jubilex, The Faceless Lord, Lord of the Underpits. They are found floating throughout the slime pits and bogs of his Abyssal plane. Jubilex sometimes sends these creatures to the material planes to aid his worshippers, avenge those who have wronged him, or to simply wreak as much havoc as possible.

Jubilex-touched marsh jellies understand Common and can communicate telepathically.

A Jubilex-touched marsh jelly’s natural weapons are treated as chaotic-aligned and evil-aligned for the purpose of overcoming damage reduction.

Acid (Ex): A Jubilex-touched marsh jelly deals 1d6 points of acid damage each time it hits with a tentacle attack.

Death Throes (Ex): A Jubilex-touched marsh jelly deals 3d6 points of acid damage and 3d6 points of profane damage to anything within 10 feet when it is

killed. A successful DC 22 Reflex save reduces the acid damage by half (but does not reduce the profane damage).

Disorienting Glow (Ex): Will DC 22.

Poison (Ex): Injury, Fortitude DC 22 negates; initial and secondary damage 1d6 Dexterity damage. Against good-aligned creatures, a Jubilex-touched marsh jelly’s poison deals an extra +2 points of Dexterity damage.

Telepathy (Su): Jubilex-touched marsh jellies can communicate telepathically with any creature within 100 feet that has a language.

MEMORY CHILD

Small Outsider (Extraplanar)

Hit Dice: 8d8+19 (55 hp)
Initiative: +2
Speed: 30 ft. (6 squares)
Armor Class: 16 (+1 size, +2 Dex, +3 natural), touch 13, flat-footed 14
Base Attack/Grapple: +8/+4
Attack: Touch +9 melee (1d4 plus thought consumption)
Full Attack: Touch +9 melee (1d4 plus thought consumption)
Space/Reach: 5 ft./5 ft.
Special Attacks: Mind flood, thought consumption
Special Qualities: Damage reduction 10/silver, darkvision 60 ft., outsider traits, telepathy 100 ft.
Saves: Fort +8, Ref +8, Will +10
Abilities: Str 10, Dex 14, Con 14, Int 12, Wis 15, Cha 11

Skills:

Feats:
Environment:
Organization:
Challenge Rating:
Treasure:
Alignment:
Advancement:
Level Adjustment:

Diplomacy +5, Disguise +6, Gather Information +11, Hide +17, Knowledge (any two) +12, Knowledge (the planes) +12, Listen +4, Move Silently +13, Perform (oratory) +11, Perform (storytelling) +11, Spot +4, Survival +2 (+4 on other planes)
 Alertness, Iron Will, Toughness
 Any
 Solitary or gang (2–4)
 6
 Standard
 Always neutral
 9–12 HD (Small)
 —

A small innocent child, seemingly confused or lost, stands in front of you.

A memory child is an extraplanar being from an unknown plane of existence whose sole purpose is the harvesting and collecting of memories from all of those it encounters. Such memories function as food for the memory child (though it retains all memories collected; that is, they are not actually devoured and do not disappear).

Memory children take delight in traveling to the Material Plane and so are most often encountered there, especially in places where intelligent creatures reside such as cities and towns.

To the observer, a memory child looks exactly like an ordinary child (male or female) about 7 or 8 years old with delicate features, pale skin, and innocent eyes of blue (all memory children have blue eyes). Regardless of its actual age, a memory child never seems to grow up or grow old.

Memory children speak a variety of languages, but all can speak Common.

Combat

A memory child waits until the perfect moment to use its abilities. It rarely if ever engages in melee, preferring to flee rather than engage a foe in combat. If possible, it uses its special abilities to make such combat unnecessary.

Detect Thoughts (Su): A memory child can use *detect thoughts* as a free action as the spell of the same name (caster level 10th; Will DC 12 negates). The save DC is Charisma-based.



Mind Flood (Su): As a standard action and by touching an opponent, a memory child floods the opponent's mind with every single thought the child has ever collected from those that have come into contact with it. This effect overloads the opponent's brain dazing it for 1d6+2 rounds and confusing it for 1 hour (treat as a *confusion* spell, caster level equals the memory child's Hit Dice). A successful DC 16 Will save negates the stunning effect and reduces the confusion effect to 1 minute. The save DC is Constitution-based. This ability is always active but can be suppressed or restarted by the memory child as a free action.

Thought Consumption (Su): A memory child can drain an opponent's thoughts and memories by touch. (The opponent retains its memories; the memory child just copies them). By making a successful melee touch attack, a memory child deals 1d4 points of Intelligence damage to its opponent.

A memory child must consume at least 4 points of Intelligence each day or it suffers the effects of starvation.

Telepathy (Sp): A memory child can communicate telepathically with any other creature within 100 feet that has a language.

MEPHIT, LIGHTNING

Small Outsider (Air, Electricity, Extraplanar)

Hit Dice: 3d8 (13 hp)
Initiative: +7
Speed: 30 ft. (6 squares), fly 60 ft. (perfect)
Armor Class: 17 (+1 size, +3 Dex, +3 natural), touch 14, flat-footed 14

Base Attack/Grapple: +3/-1
Attack: Claw +4 melee (1d3 plus 1d4 electricity)
Full Attack: 2 claws +4 melee (1d3 plus 1d4 electricity)
Space/Reach: 5 ft./5 ft.
Special Attacks: Breath weapon, spell-like abilities, *summon mephit*

Special Qualities: Damage reduction 5/magic, darkvision 60 ft., fast healing 2, immunity to electricity
Saves: Fort +3, Ref +6, Will +3

Abilities: Str 10, Dex 17, Con 10, Int 6, Wis 11, Cha 15
Skills: Bluff +8, Escape Artist +9, Hide +13, Diplomacy +4, Disguise +2 (+4 acting), Intimidate +4, Listen +6, Move Silently +9, Spot +6, Use Rope +3 (+5 with bindings)

Feats: Dodge, Improved Initiative
Environment: Quasi-Elemental Plane of Lightning
Organization: Solitary (1), gang (2–4 mephits of mixed types), or mob (5–12 mephits of mixed types)

Challenge Rating: 3

Treasure: Standard
Alignment: Usually neutral
Advancement: 4–6 HD (Small); 7–9 HD (Medium)
Level Adjustment: +3 (cohort)

This small creature appears to be a humanoid-shaped being composed of electricity. Bluish-white lighting arcs in small bursts from its body.

Lightning mephits come from the Quasi-Elemental Plane of Lightning. Rarely are they encountered elsewhere unless summoned or called by a spellcaster. If encountered on a material plane it is usually in the employ of some spellcaster who has called it to do his or her bidding. Occasionally however, a lightning mephit stumbles into a material plane by way of a lightning storm (when said storm reaches into the Quasi-Elemental Plane of Lightning and opens a temporary portal). Lightning mephits found anywhere except their home plane will be encountered in areas where lightning and storms are most prevalent.

A lightning mephit is about 4 feet tall and weighs about 1 pound. Lightning mephits speak Common and Auran.

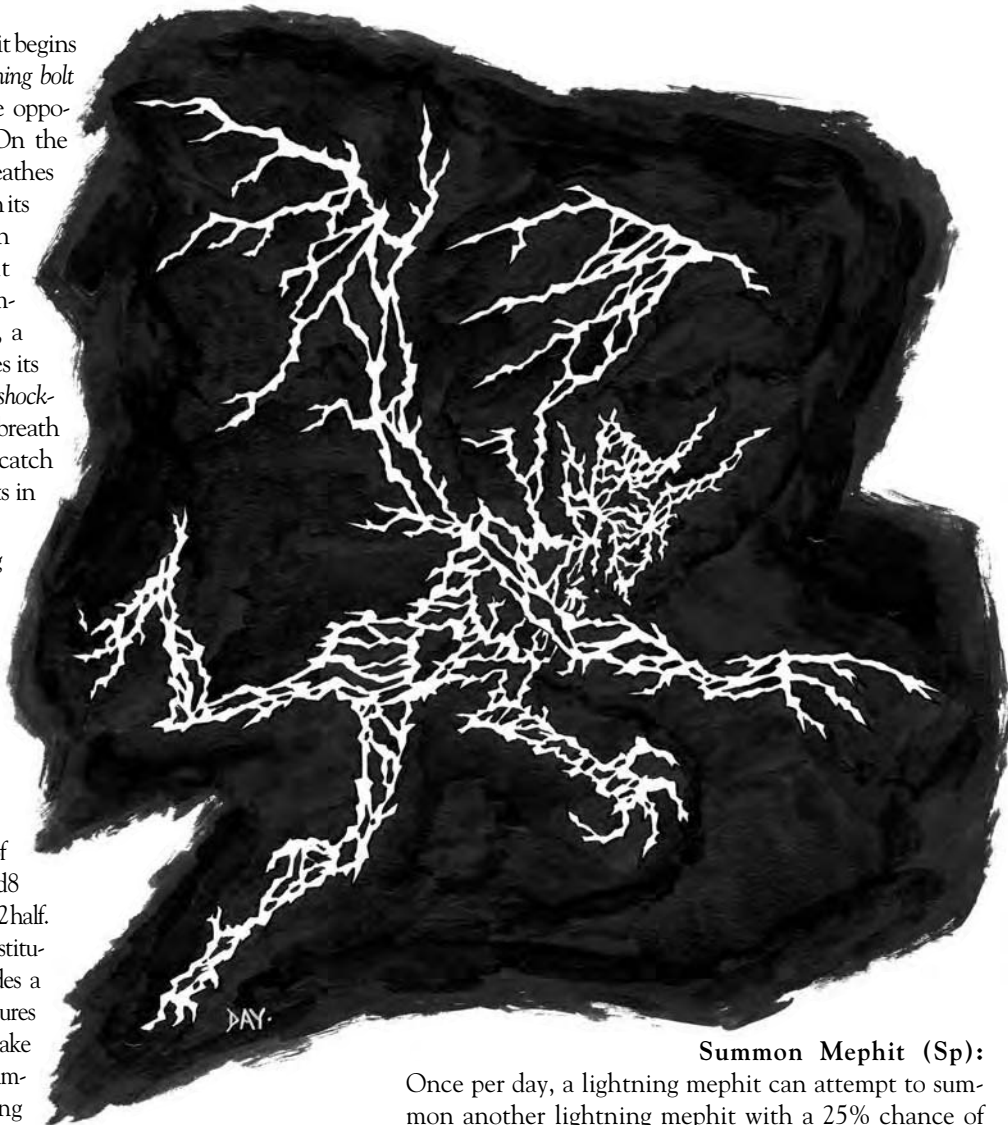
Combat

A lightning mephit begins combat with a *lightning bolt* attack, targeting the opponent closest to it. On the following round it breathes a cone of lightning on its foes if most are within range; otherwise it moves to melee combat. Once in melee, a lightning mephit uses its natural attacks and *shocking grasp*, as well as its breath weapon (if it can catch most of its opponents in the cone).

A lightning mephit's natural weapons are treated as magic weapons for the purpose of overcoming damage reduction.

Breath Weapon (Su): 15-foot cone of lightning, damage 1d8 electricity, Reflex DC 12 half. The save DC is Constitution-based and includes a +1 racial bonus. Creatures wearing metal armor take an extra +2 points of damage from a lightning mephit's breath weapon.

Spell-Like Abilities: 1/hour—*shocking grasp* (caster level 3rd); 1/day—*lightning bolt* (DC 16, caster level 6th). The save DC is Charisma-based.



Summon Mephit (Sp):

Once per day, a lightning mephit can attempt to summon another lightning mephit with a 25% chance of success. This ability is the equivalent of a 2nd-level spell.

Fast Healing (Ex): A lightning mephit heals only if exposed electricity (whether natural, such as an electrical storm, or magical, such as its own *shocking grasp* or *lightning bolt* spell-like ability).

MEPHIT, SMOKE

Small Outsider (Air, Extraplanar, Fire)

Hit Dice:	3d8 (13 hp)
Initiative:	+6
Speed:	30 ft. (6 squares), fly 50 ft. (perfect)
Armor Class:	16 (+1 size, +2 Dex, +3 natural), touch 13, flat-footed 14
Base Attack/Grapple:	+3/−1
Attack:	Claw +4 melee (1d3)
Full Attack:	2 claws +4 melee (1d3)
Space/Reach:	5 ft./5 ft.
Special Attacks:	Breath weapon, spell-like abilities, <i>summon mephit</i>
Special Qualities:	Damage reduction 5/magic, darkvision 60 ft., fast healing 2, outsider traits, immunity to fire, vulnerability to cold
Saves:	Fort +3, Ref +5, Will +4
Abilities:	Str 10, Dex 14, Con 10, Int 6, Wis 11, Cha 15

Skills:

Bluff +8, Escape Artist +8, Hide +12, Diplomacy +4, Disguise +2, (+4 acting), Intimidate +4, Listen +6, Move Silently +8, Spot +6, Use Rope +2 (+4 with bindings)

Feats:

Dodge, Improved Initiative

Environment:

Plane of Molten Skies

Organization:

Solitary, gang (2–4) or mob (5–12)

Challenge Rating:

3

Treasure:

Standard

Alignment:

Usually neutral

Advancement:

4–6 HD (Small); 7–9 HD (Medium)

Level Adjustment:

+3 (cohort)

This small winged humanoid has soot-colored skin, crimson eyes, and dark wings. Small trails of smoke stream from its body as it flies along.

Smoke mephits are generally only encountered on the Plane of Molten Skies, though it is believed they originate from an elemental plane or para-elemental plane comprised entirely of smoke. They are generally lazy, but quick to anger. When encountered on the material planes it is usually because they have been summoned or called by a spellcaster to perform some task or chore. On such planes, smoke mephits generally prefer warmer climates and are never found in cold areas (unless specifically called by a spellcaster).

A smoke mephit stands about 4 feet tall and weighs about 2 pounds. It speaks Common and either Ignan or Auran.

Combat

Smoke mephits enjoy combat and rush headlong into it, slashing with their claws. If a smoke mephit can draw its opponents to within 20 feet of its position, it uses its spell-like abilities to create an ember storm.

A smoke mephit's natural weapons are treated as magic weapons for the purpose of overcoming damage reduction.

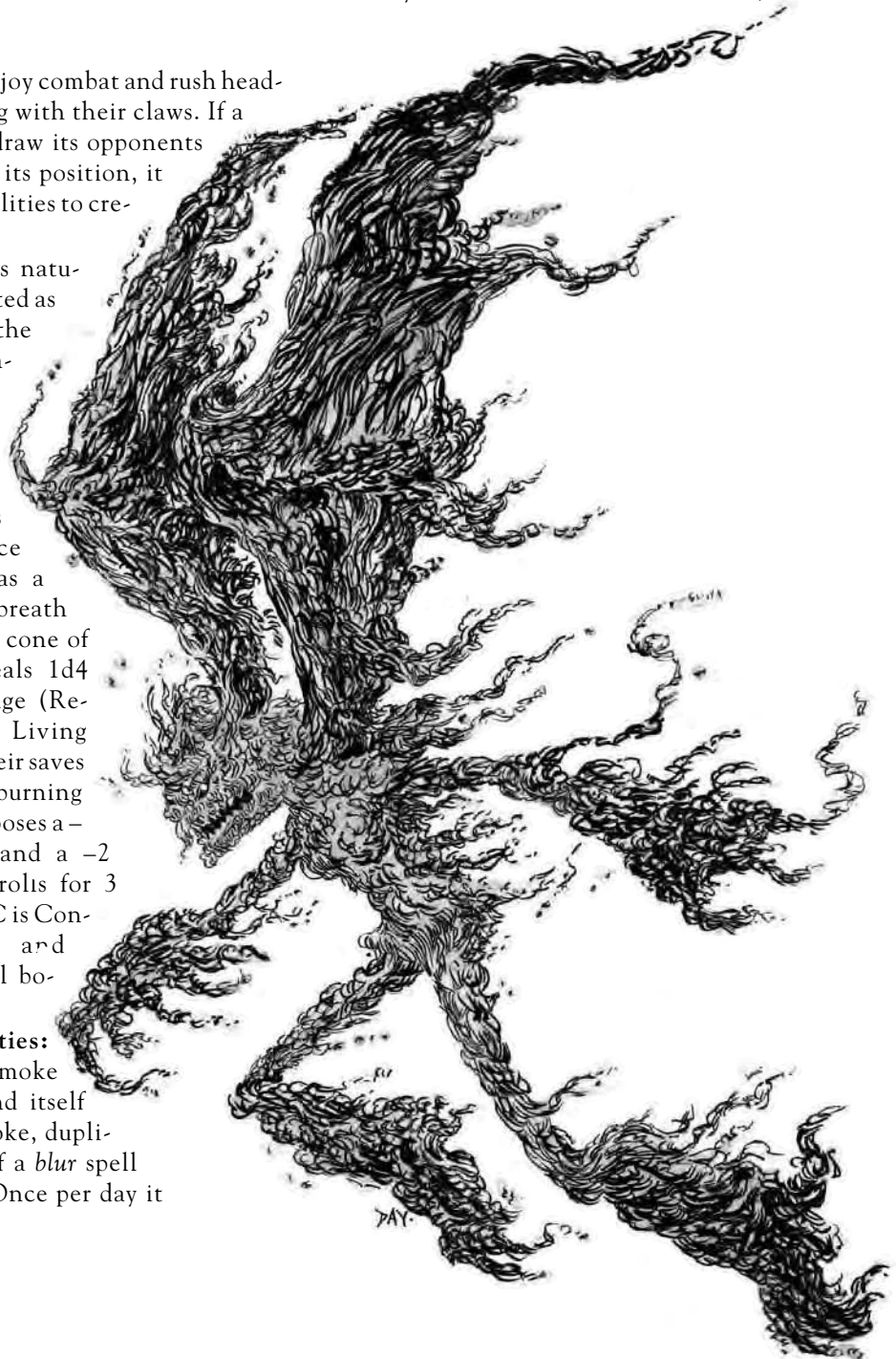
Breath Weapon (Su): A smoke mephit can use its breath weapon once every 1d4 rounds as a standard action. Its breath weapon is a 15-foot cone of black soot that deals 1d4 points of fire damage (Reflex DC 12 half). Living creatures that fail their saves are tormented by burning eyes. This effect imposes a -4 penalty to AC and a -2 penalty on attack rolls for 3 rounds. The save DC is Constitution-based and includes a +1 racial bonus.

Spell-Like Abilities: Once per hour, a smoke mephit can surround itself with a plume of smoke, duplicating the effects of a *blur* spell (caster level 3rd). Once per day it

can create a downpour of white-hot embers that affects a 20-foot radius. Living creatures caught in the storm take 2d6 points of fire damage (Reflex DC 14 half, caster level 6th). This ability is the equivalent of a 2nd-level spell. The save DC is Charisma-based.

Summon Mephit (Sp): Once per day, a smoke mephit can attempt to summon another smoke mephit with a 25% chance of success. This ability is the equivalent of a 2nd-level spell.

Fast Healing (Ex): A smoke mephit heals only if it is exposed to smoke or soot (whether magically created or mundane in nature).



MIRE BRUTE

Huge Elemental (Earth, Extraplanar, Water)

Hit Dice:	21d8+168 (262 hp)
Initiative:	-1
Speed:	20 ft. (4 squares), swim 60 ft.
Armor Class:	17 (-2 size, -1 Dex, +10 natural), touch 7, flat-footed 18
Base Attack/Grapple:	+15/+34
Attack:	Slam +24 melee (3d6+11, 19-20/x2)
Full Attack:	2 slams +24 melee (3d6+11, 19-20/x2)
Space/Reach:	15 ft./15 ft.
Special Attacks:	Disgorge vermin, disease, drench, impale, improved grab
Special Qualities:	Damage reduction 10/—, darkvision 60 ft., elemental traits, immunity to fire, resistance to cold 15, tremorsense 100 ft.
Saves:	Fort +22, Ref +6, Will +9
Abilities:	Str 32, Dex 8, Con 26, Int 6, Wis 11, Cha 10
Skills:	Hide -1*, Listen +8, Spot +8, Swim +23
Feats:	Alertness, Cleave, Great Cleave, Great Fortitude, Improved Critical (slam), Iron Will, Power Attack, Weapon Focus (slam)
Environment:	Temperate marshes
Organization:	Solitary
Challenge Rating:	13
Treasure:	None
Alignment:	Always neutral evil
Advancement:	22-42 HD (Huge); 43-63 HD (Gargantuan)
Level Adjustment:	—

This creature resembles a vaguely humanoid monster about 12 feet tall covered with slime. Sharpened wooden stakes seemingly jut from its body at various points and angles. No discernible facial features are present.

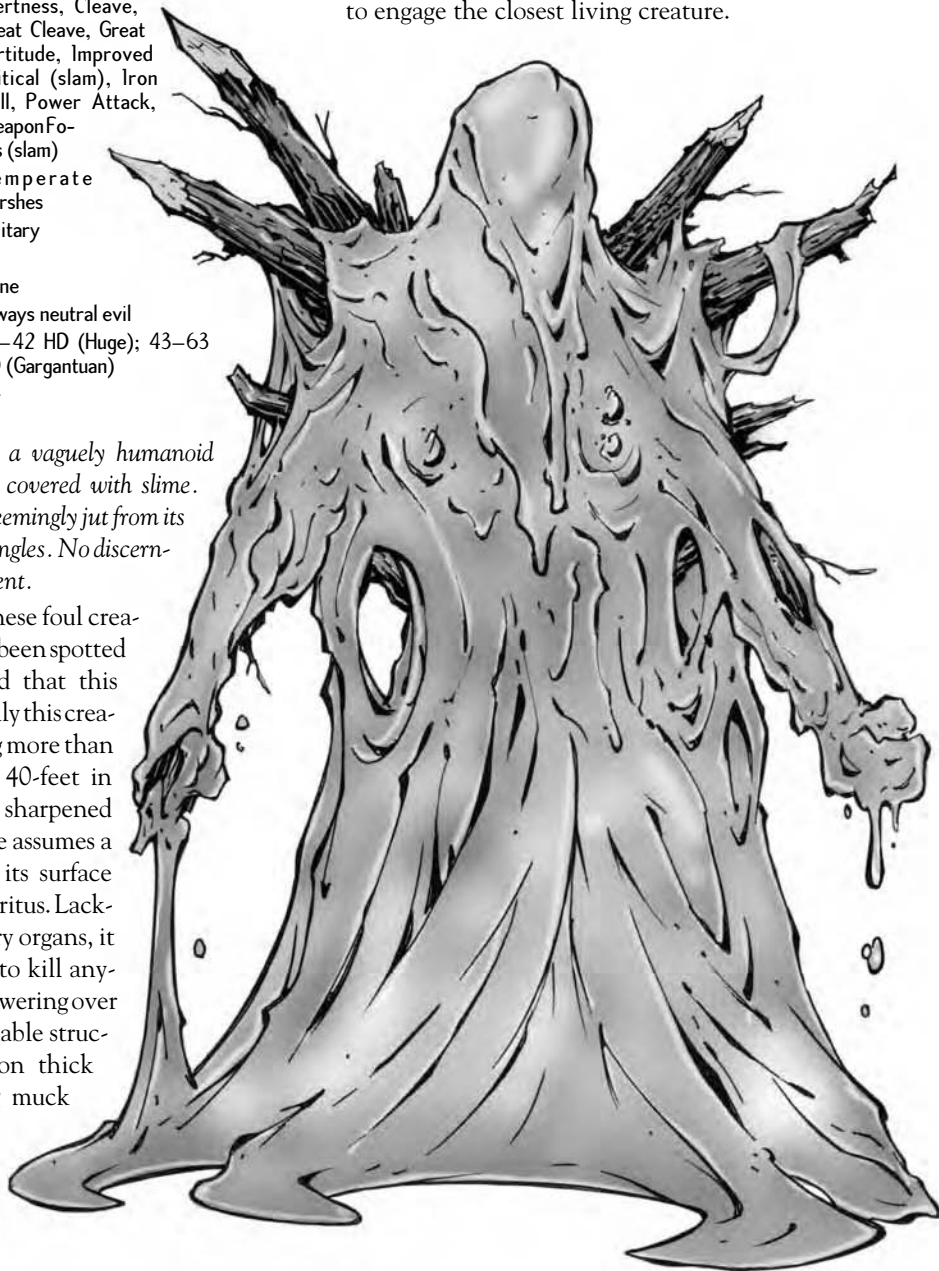
Conceivably more of these foul creatures exist, but none have been spotted before and it is believed that this monster is unique. Normally this creature appears to be nothing more than a stretch of mud, about 40-feet in diameter, bristling with sharpened stakes. When a mire brute assumes a vaguely humanoid form its surface glistens with slime and detritus. Lacking any discernible sensory organs, it shamles about, looking to kill anything it detects nearby. Towering over 12 feet tall, and of an instable structure, it lurches about, on thick featureless legs, dripping muck over the battlefield.

Mire brutes understand Aquan and Terran, though they speak neither language.

Combat

Mire brutes, when dormant, appear as large stretches of mud bristling with wooden stakes. It lies in wait for lone or distracted targets, at which time it rises and attacks. Thereafter it charges. Stupid and destructive, it fights blindly, targeting whatever comes within its reach. The most repellant attack form available to the mire brute is its ability to unleash a slough of putrid fluid, squirming insects and worms.

Disgorge Vermin (Ex): Once per day as a standard action, a mire brute can vomit forth a spray of fetid water to a range of 30 feet. The spray contains small biting insects and worms. Treat these vermin as a locust swarm (see the MM for details). A mire brute disgorges 1d3 locust swarms when it uses this ability. A swarm moves to engage the closest living creature.



Disease (Ex): The stakes protruding from a mire brute's body are filthy and always covered in muck, vermin, disease, and so on. A creature impaled on the mire brute's body is subjected to the filth. The save DC is Constitution-based.

Filth Fever: Stakes, Fortitude DC 28 negates, incubation period 1d3 days; damage 1d3 Dex and 1d3 Con.

Drench (Ex): A mire brute can extinguish torches, campfires, exposed lanterns and other open flames of a nonmagical origin if they are of Large size or smaller. A mire brute can dispel magical fire as *dispel magic* (caster level equals the mire brute's HD).

Impale (Ex): A mire brute can try to impale a grabbed opponent of one size smaller than itself by making a successful grapple check. If successful, the opponent immediately takes 4d6 points of damage and is impaled on the stakes jutting from the mire brute's body. An impaled opponent is considered pinned and thereafter takes 3d6 points of damage each round until it breaks free. An impaled opponent must succeed on a grapple check against

the mire brute to break free. A mire brute is not considered grappled while it has an opponent impaled.

A Huge mire brute can impale 1 Large, 2 Medium, 8 Small, or 32 Tiny or smaller opponents at one time.

Improved Grab (Ex): To use this ability, a mire brute must hit with a slam attack. It can then start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and can impale its opponent on its next turn.

Tremorsense (Ex): A mire brute can pinpoint the location of anything within 100 feet that is in contact with the ground.

Skills: *A mire brute has a +8 racial bonus on Hide checks when in its natural environment.

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

MORTUARY CYCLONE

Huge Undead	
Hit Dice:	31d12+62 (263 hp)
Initiative:	+5
Speed:	40 ft. (8 squares)
Armor Class:	26 (–2 size, +1 Dex, +15 natural, +2 profane), touch 11, flat-footed 25
Base Attack/Grapple:	+15/+34
Attack:	Slam +25 melee (2d8+11, 19–20/x2)
Full Attack:	Slam +25 melee (2d8+11, 19–20/x2)
Space/Reach:	15 ft./15 ft.
Special Attacks:	Create spawn, desecrating aura, energy drain, necrocone, whirlwind
Special Qualities:	Damage reduction 15/bludgeoning and magic, darkvision 60 ft., SR 31, undead traits, unholy grace
Saves:	Fort +14, Ref +15, Will +22
Abilities:	Str 33, Dex 12, Con —, Int 11, Wis 12, Cha 15
Skills:	Intimidate +36, Listen +37, Move Silently +35, Spot +37
Feats:	Ability Focus (energy drain), Alertness, Cleave, Death's Blessing, Great Fortitude, Improved Critical (slam), Improved Initiative, Iron Will, Lightning Reflexes, Power Attack, Weapon Focus (slam)
Environment:	Any land
Organization:	Solitary or band (10–40 HD of undead creatures)
Challenge Rating:	20
Treasure:	None
Alignment:	Usually neutral
Advancement:	32–62 HD (Huge); 63–93 HD (Gargantuan)
Level Adjustment:	—

A whirling and spinning cyclone of dirt, bone fragments, and body parts rapidly advances toward you. It stands about 20 feet tall. From its central form you see two large arm-like appendages ending in clenched fists emerge.

A mortuary cyclone is an undead creature born when living creatures tamper with or desecrate a mass grave (either magically or naturally). Though not evil by nature, the destruction a mortuary cyclone deals and leaves in its wake is legendary. These creatures simply decide on a direction to move, and much like a natural occurring tornado, they move in that direction without regard to who or what stands in their way. A single mortuary cyclone is more than capable of destroying a village or small town in a very short time if left unchecked.

Mortuary cyclones feed on the energy of living creatures. Such creatures caught in the path of a mortuary cyclone are sucked into its central form and pummeled by high speed winds, bone fragments, and negative energy. Slain creatures are deposited on the ground where they rise as undead "slaves" in command of the mortuary cyclone.

A mortuary cyclone appears as a 20 foot tall or taller tornado composed of grave dirt, bone fragments, and body parts all swirling around in its whirlwind form. A mortuary cyclone seems to understand Common, but it is unknown whether or not the creature itself can actually speak.

Combat

A mortuary cyclone attacks by forming pseudo-fists from its whirlwind form and pummeling its foes or by absorbing them into its whirlwind (its favored method of attack). A mortuary cyclone simply has to move into a creature's space to pull it into its cyclonic form. It continues raining its fists down on creatures that avoid its whirlwind, all the while, firing a burst of bone fragments and negative energy at foes attempting to keep their distance.

A mortuary cyclone's natural weapons are treated as magic weapons for the purpose of overcoming damage reduction.

Create Spawn (Su): Any living creature slain by a mortuary cyclone's necrocone attack (see below) or energy drain attack becomes an undead creature in 1d4 rounds. Spawn are under the command of the mortuary cyclone that created them and remain enslaved until its destruction. See the sidebar for the type of undead creatures a mortuary cyclone can spawn.

Desecrating Aura (Su): A mortuary cyclone emanates an aura of desecration within a 50-foot radius centered on its body. This functions as a *desecrate* spell (caster level 18th) as if the mortuary cyclone were a permanent fixture dedicated to its own deity. Clerics in the area take a -6 profane penalty on turning checks, undead within the area gain a +2 profane bonus on attack rolls, damage rolls, and saves, and undead created within the area have +2 hit points per HD. Further, anyone casting *animate dead* within 50 feet of a mortuary cyclone creates as many as double the normal amount of undead (4 HD per caster level instead of 2 HD per caster level).

A *consecrate* spell cast on a mortuary cyclone by a caster of 18th level or higher nullifies its desecrating aura for 1 minute per caster level.

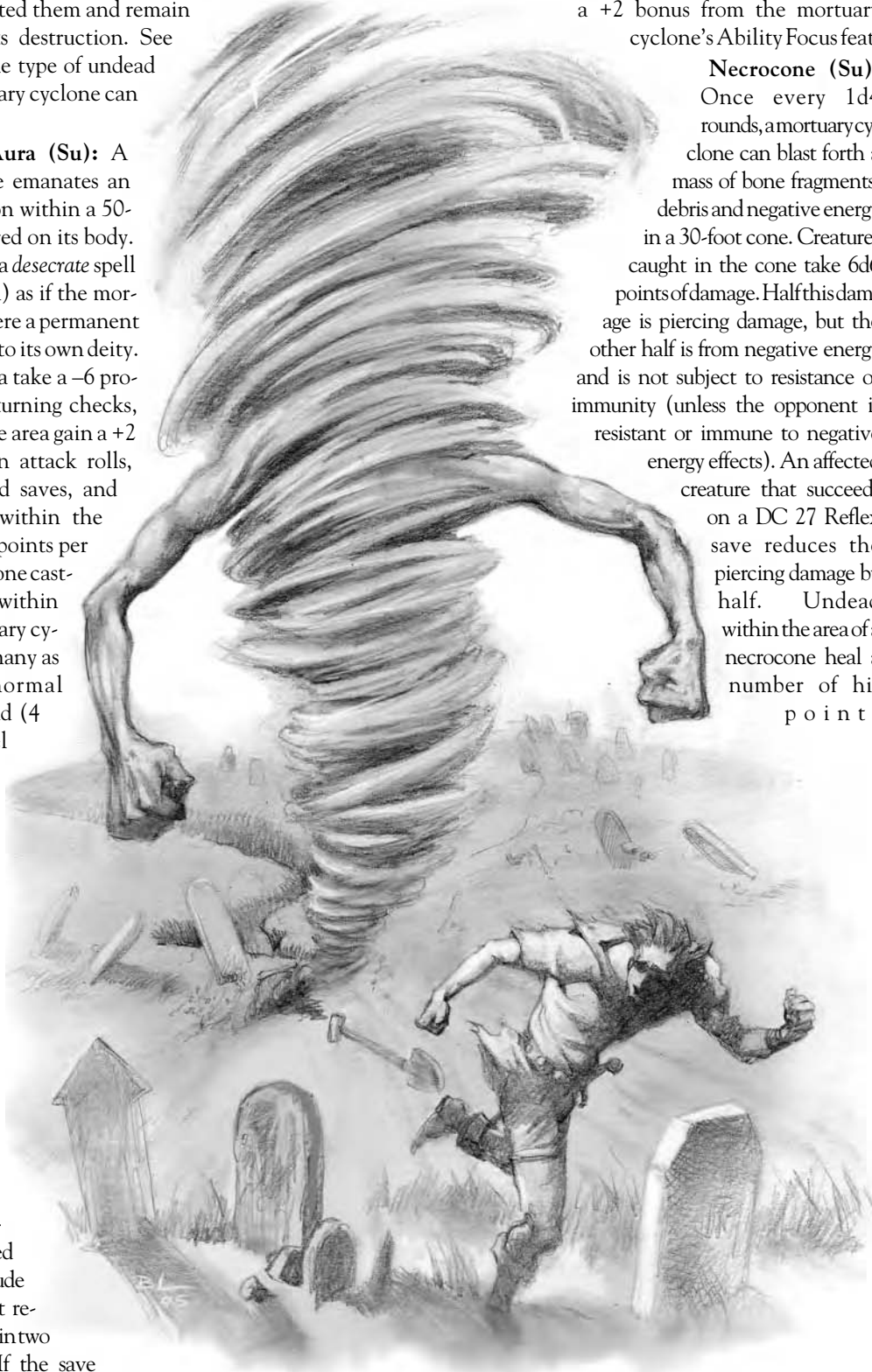
Energy Drain (Su): A creature caught in the mortuary cyclone's whirlwind must succeed on a DC 29 Fortitude save each round it remains trapped or gain two negative levels. (If the save succeeds, the creature does not gain

negative levels.) For each negative level bestowed, the mortuary cyclone heals 5 points of damage. If the amount of healing would heal the mortuary cyclone above its normal hit points, it gains any excess as temporary hit points. A mortuary cyclone does not deal negative levels with its slam attack.

The Fortitude save to remove a negative level has a DC of 29. The save DC is Charisma-based and includes a +2 bonus from the mortuary cyclone's Ability Focus feat.

Necrocone (Su):

Once every 1d4 rounds, a mortuary cyclone can blast forth a mass of bone fragments, debris and negative energy in a 30-foot cone. Creatures caught in the cone take 6d6 points of damage. Half this damage is piercing damage, but the other half is from negative energy and is not subject to resistance or immunity (unless the opponent is resistant or immune to negative energy effects). An affected creature that succeeds on a DC 27 Reflex save reduces the piercing damage by half. Undead within the area of a necrocone heal a number of hit points



equal to the amount of negative energy damage (3d6) the attack would otherwise deal. An undead creature cannot gain temporary or bonus hit points from a mortuary cyclone's necrocone. The save DC is Charisma-based.

Whirlwind (Su): A mortuary cyclone is 5 feet wide at the base, 30 feet wide at the top and about 40 feet tall. The mortuary cyclone can control its exact height, but it must be at least 10 feet.

Opponents touching or entering the mortuary cyclone (of if the cyclone moves into another creature's space) might be lifted into the air if they are one or more size categories smaller than the mortuary cyclone. An affected creature must succeed on a DC 36 Reflex save when it comes into contact with the whirlwind or take 3d6 points of damage. It must also succeed on a second DC 36 Reflex save or be picked up bodily and held suspended in the powerful winds, automatically taking 3d6 points of damage each round. A creature that can fly is allowed a Reflex save each round to escape the whirlwind. The creature still takes damage but can leave if the save is successful. The save DC is Strength based.

Creatures trapped in the whirlwind cannot move except to go where the mortuary cyclone carries them or to escape the whirlwind.

Creatures caught in the whirlwind can otherwise act normally, but must succeed on a Concentration check (DC 15 + spell level) to cast a spell. Creatures caught in the whirlwind take a -4 penalty to Dexterity and a -2 penalty on attack rolls. The mortuary cyclone can have only as many creatures trapped inside the whirlwind at one time as will fit inside the whirlwind's volume.

The mortuary cyclone can eject any carried creatures whenever it wishes, depositing them wherever the whirlwind happens to be.

A cloud of dirt and debris always follows the mortuary cyclone where its base touches the ground. This cloud is centered on the mortuary cyclone and has a diameter equal to half the whirlwind's height. The cloud obscures all vision, including darkvision, beyond 5 feet. Creatures 5 feet away have concealment, while those farther away have total concealment.

Those caught in the cloud must succeed on a Concentration check (DC 15 + spell level) to cast a spell.

Unholy Grace (Su): A demilich adds its Charisma modifier as a bonus on its saving throws and as a profane bonus to its Armor Class. (The statistics block already reflects these bonuses.)

MOSQUITO, GIANT

Small Vermin

Hit Dice:	1d8 (4 hp)
Initiative:	+2
Speed:	30 ft. (6 squares), fly 50 ft. (good)
Armor Class:	15 (+1 size, +2 Dex, +2 natural), touch 13, flat-footed 13
Base Attack/Grapple:	+0/-4 (+4 when at- tached)
Attack:	Touch +1 melee (attach)
Full Attack:	Touch +1 melee (attach)
Space/Reach:	5 ft./5 ft.
Special Attacks:	Attach, blood drain, welt
Special Qualities:	Darkvision 60 ft., scent, vermin traits
Saves:	Fort +2, Ref +2, Will +0
Abilities:	Str 10, Dex 14, Con 10, Int —, Wis 10, Cha 2
Skills:	Hide +14, Spot +8
Feats:	—
Environment:	Warm marshes
Organization:	Solitary, cluster (2–5), swarm (6– 30)
Challenge Rating:	1/2
Treasure:	None
Alignment:	Always neutral
Advancement:	2 HD (Small); 3 HD (Medium)
Level Adjustment:	—

This creature looks like an enlarged version of a normal mosquito.

Giant mosquitoes are large blood-sucking relatives of normal mosquitoes and are found in any area where large amounts of water have stagnated. They are most active at sunset and actively



hunt living creatures from which to drink blood and gain nourishment.

Mating takes place in early spring and summer when the female lays a large cluster of eggs in an area of murky or stagnant water. The female uses the nutrients and bacteria in the water to provide nourishment to the eggs. The male mosquito fertilizes the eggs soon after the female lays them and then flies away. Shortly after fertilization, the male dies. The eggs hatch a few days later and the larva form of the giant mosquito emerges. They remain in the area, absorbing nutrients from the surrounding waters for about a few weeks, moving from larvae to pupae and finally to adulthood.

Giant mosquitoes are 3 feet long and slender with dark black bodies. Silver scales line their thorax, and like other insects, the giant mosquito is segmented. It has six legs of the same dark color as its body and its single pair of wings is translucent. The giant mosquito possesses a long, slender proboscis, the end of which contains its mouth. Females use this to pierce a living creature and drink their blood.

Combat

Giant mosquitoes normally attack in clusters or groups when confronted. They prefer to attack sleeping or helpless victims and draw blood without fear of resistance or attack. Sleeping victims are not likely to notice

a giant mosquito's bite when it attaches, as they inject an anesthetic with their bite (Wisdom check DC 12 to notice).

Attach (Ex): If a giant mosquito hits with a touch attack, it uses its legs to latch onto the opponent's body. An attached giant mosquito is effectively grappling its foe. The giant mosquito loses its Dexterity bonus to AC and has an AC of 13. Giant mosquitoes gain a +8 racial bonus to grapple checks (already figured into the Base Attack/Grapple entry).

An attached giant mosquito can be struck with a weapon or grappled itself. To remove an attached giant mosquito through grappling, the opponent must achieve a pin against the giant mosquito.

Blood Drain (Ex): A giant mosquito drains blood, dealing 1d4 points of Constitution damage in any round where it begins its turn attached to a victim. Once it has dealt 4 points of Constitution damage, it detaches and flies off to digest its meal.

Welt (Ex): The bite of a giant mosquito forms an irritating welt on the affected area that imposes a -2 conditional modifier to skill checks for one day if the opponent fails a DC 10 Fortitude save. A DC 10 Heal check or any *cure* spell negates the penalty. Both the save DC and check DC are Constitution-based.

Skills: A giant mosquito gains a +8 racial bonus on Hide and Spot checks.

MUDBOG

Large Ooze	
Hit Dice:	3d10+18 (34 hp)
Initiative:	-5
Speed:	10 ft. (2 squares)
Armor Class:	4 (-1 size, -5 Dex), touch 4, flat-footed 4
Base Attack/Grapple:	+2/+11
Attack:	— (see text)
Full Attack:	— (see text)
Space/Reach:	10 ft./0 ft.
Special Attacks:	Acid, engulf
Special Qualities:	Blindsight 60 ft., camouflage, resistance to fire 10, ooze traits
Saves:	Fort +4, Ref -4, Will -4
Abilities:	Str 20, Dex 1, Con 23, Int —, Wis 1, Cha 1
Skills:	Hide -5*
Feats:	—
Environment:	Any marshes
Organization:	Solitary
Challenge Rating:	3
Treasure:	50% standard
Alignment:	Always neutral
Advancement:	4-9 HD (Large)
Level Adjustment:	—

What you originally thought was a patch of muddy water reveals itself to be a protoplasmic life-form resembling a giant brownish-black amoeba.

Mudbogs are strange, slow-moving, pudding-like creatures that dwell in swamps, fens, and wetlands. Situated comfortably in its hole along well-traveled paths, a mudbog

is likely to be mistaken for a patch of muddy water or a wet spot in the road. Creatures attempting to simply walk over or through the "mud puddle" find themselves stuck fast and, worse yet, being consumed by the hungry ooze.

They are brownish in color, resembling nothing more than brackish mud. These monsters use their coloration to their best advantage and use their acidic bodies to dig a hole, usually several feet deep, in which to lie in wait for a meal. The average mudbog is roughly 10 feet across and 3 feet deep.

A mudbog lacks the intelligence to collect treasure. However, the possessions of its victims can always be found in a heap at the bottom of the hole it has chosen as its home. Actually getting to the treasure involves somehow removing the mudbog from its hole.

Combat

A mudbog doesn't really attack its opponents; its method of getting a meal is strictly passive. However, once a meal stumbles into its protoplasmic body, the mudbog is determined not to let it escape.

Acid (Ex): A mudbog secretes a digestive acid that quickly dissolves organic material, but not metal or stone. Any melee hit deals 1d6 points of acid damage. Armor or clothing dissolves and becomes useless immediately unless it succeeds on a DC 17 Reflex save. A wooden weapon that strikes a mudbog dissolves immediately unless it succeeds on a DC 17 Reflex save. The save DCs are Constitution-based.



The mudbog's acidic touch deals 17 points of acid damage per round to wooden objects, but the ooze must remain in contact with the object for 1 full round to deal this damage.

Engulf (Ex): A Medium or smaller opponent that walks into a mudbog is automatically grappled and takes acid damage each round the mudbog maintains the hold. Engulfed creatures are considered to be grappled and are trapped within the mudbog's body.

Blindsight (Ex): A mudbog's entire body is a primitive sensory organ that allows it to ascertain prey by scent and vibration within 60 feet.

Camouflage (Ex): The consistency and coloration of a mudbog makes it difficult to discern from a normal patch of mud. Any creature within 10 feet of a mudbog must make a DC 20 Spot or Survival check to determine the actual nature of the creature.

Skills: *A mudbog gains a +12 racial bonus on Hide checks made in its natural environment.

MURDER CROW

Medium Undead

Hit Dice: 9d12 (59 hp)

Initiative: +9

Speed: 10 ft. (2 squares), fly 70 ft. (average)

Armor Class: 18 (+5 Dex, +3 natural), touch 15, flat-footed 13

Base Attack/Grapple: +4/+5

Attack: Claw +5 melee (1d4+1)

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

Space/Reach: 5 ft./5 ft.

Special Attacks: Eye-rake

Special Qualities: Darkvision 60 ft., death throes, undead traits

Saves:

Abilities:

Skills:

Feats:

Environment:

Organization:

Challenge Rating:

Treasure:

Alignment:

Advancement:

Level Adjustment:

Fort +3, Ref +8, Will +8

Str 12, Dex 20, Con —, Int 2, Wis 14, Cha 10

Listen +6, Move Silently +9, Spot +6

Dodge, Flyby Attack, Improved Initiative, Multiattack

Temperate forests

Solitary, gang (2–4), or murder (10–90)

5

None

Always chaotic evil

10–18 HD (Medium); 19–27 HD (Large)

—



This creature appears to be a crow about 4 feet tall. Its feathers are tattered, blood-soaked, and matted against its rotting form. A decaying stench emanates from it as it circles overhead.

Murder crows are undead avians found haunting cemeteries, graveyards, and charnel houses where they feast on the carcasses of humanoids, animals, and other once living creatures. These creatures are formed in desolate areas where the formless souls of birds condense into a solitary creature—a murder crow.

Murder crows resemble standard crows except that they stand nearly 4 feet tall with a wingspan of 9 feet. Their tattered feathers are black and carry the stench of death. The eyes of a murder crow are bleak and hollow, showing no signs of emotion or life. Murder crows possess an intelligence level similar to that of their living counterparts; however, they have a great level of awareness that allows them to hunt and kill in a much more proficient manner.

Combat

Murder crows attack with their jagged beaks and sinister talons. Rarely does a murder crow face its adversaries on the ground, preferring instead to execute a flyby attack, enhancing this attack with its special eye-rake ability.

Eye-Rake (Ex): If a murder crow hits an opponent with both claws in the same round, the victim must succeed on a DC 15 Reflex save or be blinded as the crow scratches and tears at the victim's eyes. The blindness last for 1d4 days while the eyes naturally heal, or until healed (with *remove blindness* or a successful DC 15 Heal check). The save DC is Charisma-based and includes a +1 racial bonus.

Death Throes (Su): If a murder crow is reduced to 0 hit points or less, it explodes into a murder of standard crows. Use the statistics for the undead raven swarm found elsewhere in this book. These smaller crows continue to relentlessly attack all living creatures within sight.

NAZALOR

Medium Magical Beast

Hit Dice:	8d10+32 (76 hp)
Initiative:	+3
Speed:	30 ft. (6 squares)
Armor Class:	18 (+3 Dex, +5 natural), touch 13, flat-footed 15
Base Attack/Grapple:	+8/+13
Attack:	Claw +13 melee (1d8+5)
Full Attack:	2 claws +13 melee (1d8+5) and bite +8 melee (1d8+2)
Space/Reach:	5 ft./5 ft.
Special Attacks:	Rage, stun
Special Qualities:	Darkvision 60 ft., low-light vision, scent
Saves:	Fort +10, Ref +9, Will +3
Abilities:	Str 21, Dex 16, Con 18, Int 5, Wis 12, Cha 11
Skills:	Hide +7, Listen +6, Move Silently +8, Spot +6, Survival +5 (+9 when tracking by scent)
Feats:	Die-hard, Endurance, Power Attack, Track ⁸
Environment:	Temperate forests
Organization:	Solitary
Challenge Rating:	6
Treasure:	None
Alignment:	Always chaotic neutral
Advancement:	9–16 HD (Medium); 17–24 HD (Large)
Level Adjustment:	—

This creature resembles a bipedal, stocky, bronze furred hyena with slightly oversized claws and fangs.



Nazalors are nocturnal carnivores that derive great pleasure by wading into combat and shredding their foes to pieces with their wicked claws. These vicious bipedal beasts like nothing more than stalking and hunting their prey, toying with it, before finally striking in one swift killing blow.

A nazalor is a solitary creature. It is a highly territorial creature and will drive away any creature attempting to lair in what it considers its hunting ground (especially other nazalors). Even during mating season, once the mating ritual is ended, each nazalor goes its own way. Gestation is 7 months and young are born live. They reach maturity within about 15 months.

Nazalors feast on anything they can kill, with the exception being one of their own kind; they do not eat other nazalors. These creatures may fight to the death if one moves into another's territory or may fight over a kill, but a nazalor will starve to death before it eats another of its kind.

A nazalor stands 7 feet tall and looks like a stocky, fur covered hyena. Its claws and fangs are large for its build. Its fur is bronze in color with varying shades depending on the creature's age (young nazalors are brighter in color while an aged nazalor's coat is dull). Its eyes are usually green or brown.

Nazalors seem to be able to understand Sylvan, though they do not speak it or any other language. They communicate with others of their kind (when not killing each other) through a series of howls, yelps, and barks.

Combat

A nazalor rages into combat swinging its deadly claws and gnashing at its opponents with its sharp teeth. Though the creature can move across the ground on all fours, it always enters and fights in a bipedal stance. A nazalor fights to the death if defending its lair, hunting ground, or if hungry. Otherwise, if combat goes poorly for it, it seeks immediate escape through the quickest route possible (though it may continue to stalk its prey and attack again in the future when it thinks it has the advantage).

Rage (Ex): Three times per day, a nazalor can whip itself into a maddening frenzy. As long as it rages it gains +4 Strength, +4 Constitution, and -2 AC. This rage lasts up to 1 minute, but the nazalor can end it early if desired. It is not fatigued when its rage ends.

While raging, a nazalor has the following changes made to the statistics block above:

AC 16 (+3 Dex, +5 natural, -2 rage), touch 11, flat-footed 13; hp 92; Atk claw +15 melee (1d8+7); Full Atk 2 claws +15 melee (1d8+7) and bite +10 melee (1d8+3); Fort +12; Str 25; Con 22.

Stun (Ex): If a nazalor hits an opponent with both claws and its bite in the same round, that opponent must succeed on a DC 18 (DC 20 when raging) Fortitude save or be stunned for 1d2 rounds. The save DC is Constitution-based.

Skills: A nazalor has a +4 racial bonus on Hide, Listen, and Move Silently checks. It has a +4 racial bonus on Survival checks when tracking by scent.

NETHERSPARK

Medium Outsider (Evil, Extraplanar)

Hit Dice:	10d8+70 (115 hp)
Initiative:	+7
Speed:	30 ft. (6 squares)
Armor Class:	19 (+3 Dex, +6 natural), touch 13, flat-footed 16
Base Attack/Grapple:	+10/+14
Attack:	Slam +14 melee (1d6+4) or negative energy ray +14 ranged (negative level)
Full Attack:	2 slams +14 melee (1d6+4) or negative energy ray +14 ranged (negative level)
Space/Reach:	5 ft./5 ft.
Special Attacks:	Negative energy aura, negative energy burst, negative energy ray
Special Qualities:	Damage reduction 10/magic, immunity to negative energy, outsider traits, positive energy resistance 16
Saves:	Fort +14, Ref +10, Will +10
Abilities:	Str 19, Dex 16, Con 24, Int 14, Wis 16, Cha 14
Skills:	Balance +16, Bluff +15, Climb +17, Concentration +20, Diplomacy +17, Disguise +2 (+4 acting), Intimidate +17, Knowledge (the planes) +15, Listen +18, Search +15, Spot +18, Survival +3 (+5 on other planes) (+5 following tracks)
Feats:	Alertness, Improved Initiative, Power Attack, Weapon Focus (negative energy ray)

Environment:	Negative Energy Plane
Organization:	Solitary
Challenge Rating:	7
Treasure:	Standard
Alignment:	Always neutral evil
Advancement:	11–20 HD (Medium)
Level Adjustment:	—

This creature looks like a 6-foot tall humanoid whose form is composed of dark matter. Its head is featureless and sports no eyes, ears, nose, or mouth. It wears no clothes and bands of silver and white crackle and dance in its form.

Nethersparks are natives of the negative energy plane that sometimes find themselves lost in the material plane where they seek to transform positive energy into a negative charge. On their home plane, they are attracted to living organisms, and seek to transform them into nothingness where both they and their home plane absorb the creature's positive essence. On the material planes these creatures are often found haunting graveyards or in the employ of a powerful necromancer. Undead creatures are attracted to, and can detect the presence of a netherspark within 60 feet.

A netherspark stands about 6 feet tall and weighs about 180 pounds. Its body is entirely composed of negative energy and dark matter. No facial features are discernable on its head, though the creature can see, hear, and speak.

Nethersparks speak Celestial, Draconic, Common, and Infernal.

Combat

A netherspark begins combat using its negative energy ray before closing into melee range. In close combat, the creature rains blow after blow down on its adversaries with its powerful fists. The creature continually moves around during combat attempting to expose as many targets as possible to its negative energy aura.

A netherspark's natural weapons are treated as magic weapons for the purpose of overcoming damage reduction. A netherspark's natural weapons, as well as any weapon it wields, are treated as evil-aligned for the purpose of overcoming damage reduction.

Negative Energy Aura (Ex): Being composed of negative energy, a netherspark radiates an aura of such energy in a 10-foot radius. Any living creature within this area takes 1 point of damage per round until it leaves the area. Undead in the area heal 1 hit point each round they remain in the area. Undead cannot more hit points than their normal total from the netherspark's aura.

Negative Energy Burst (Su): Once every 1d4 rounds, a netherspark can release a burst of negative energy in a 20-foot radius around it. Creatures in the area take 1d8+10 points of negative energy damage. Undead take no damage but heal a number of hit points equal to what the ray would otherwise deal.

Negative Energy Ray (Su): Once per round as a standard action, a netherspark can release a ray of negative energy in a 40-foot line. This requires a successful ranged touch attack. A target hit takes gains one negative level if it fails a DC 22 Fortitude saving throw. On a successful save, the target avoids the negative level but still takes 1d8 points of negative energy damage. The Fortitude save to remove a negative level has a DC of 22. The save DC is Constitution-based.

Immunity to Negative Energy (Ex): A netherspark is immune to all spells, spell-like abilities, and supernatural effects that deal negative energy damage, including energy drain effects. It takes no damage from *inflict* spells but heals an amount of damage equal to the amount the spell would have otherwise dealt.

Positive Energy Resistance (Su): A netherspark has spell resistance 16 against spells that use positive energy.



ONYX DEER

Large Magical Beast

Hit Dice:	7d10+21 (59 hp)
Initiative:	+6
Speed:	40 ft. (8 squares)
Armor Class:	17 (-1 size, +2 Dex, +6 natural), touch 11, flat-footed 15
Base Attack/Grapple:	+7/+15
Attack:	Gore +10 melee (1d8+4) or bite +10 melee (1d8+4 plus onyx bite)
Full Attack:	Gore +10 melee (1d8+4) and 2 hooves +5 melee (1d8+2) or bite +10 melee (1d8+4 plus onyx bite) and 2 hooves +5 melee (1d8+2)
Space/Reach:	10 ft./5 ft.
Special Attacks:	Bellow, onyx bite
Special Qualities:	Darkvision 60 ft., immunity to petrification, low-light vision, scent
Saves:	Fort +8, Ref +7, Will +3
Abilities:	Str 19, Dex 15, Con 17, Int 5, Wis 12, Cha 13
Skills:	Listen +12, Spot +10
Feats:	Ability Focus (onyx bite), Improved Initiative, Improved Natural Attack (hoof)
Environment:	Temperate and warm forests
Organization:	Solitary, band (2-5), or herd (6-18)
Challenge Rating:	5
Treasure:	None
Alignment:	Usually neutral
Advancement:	8-14 HD (Large); 15-21 HD (Huge)
Level Adjustment:	—

This creature looks like a deer about 5 feet tall at the shoulders with a dark brown head and chest changing to light brown on the rest of its body. A large white patch is prevalent across its back and rump. It has huge antlers at least as wide as a typical human is tall.

Other than being larger than most common deer, an onyx deer resembles its (thought to be distant) lesser cousin. These creatures are found in temperate and warm forested lands in the same general habitat as their normal counterparts though onyx deer do not associate with ordinary deer.

Onyx deer are herd animals, congregating in groups of up to 20 individuals. Among the adults, the males outnumber the females by nearly a 2-to-1 ratio. Young (called does) make up the rest of the herd (their total number usually equals the number of adults in the herd).

Mating season for onyx deer comes in the fall. During this time males within the herd often clash with one another. Such clashes see the animals square off and charge headlong into each other crashing their antlers together and slashing with their sharp hooves. When one

falls, the battle ends. The loser of the battle usually survives, but always leaves the herd. Females give birth to 1d3 young in the early summer months.

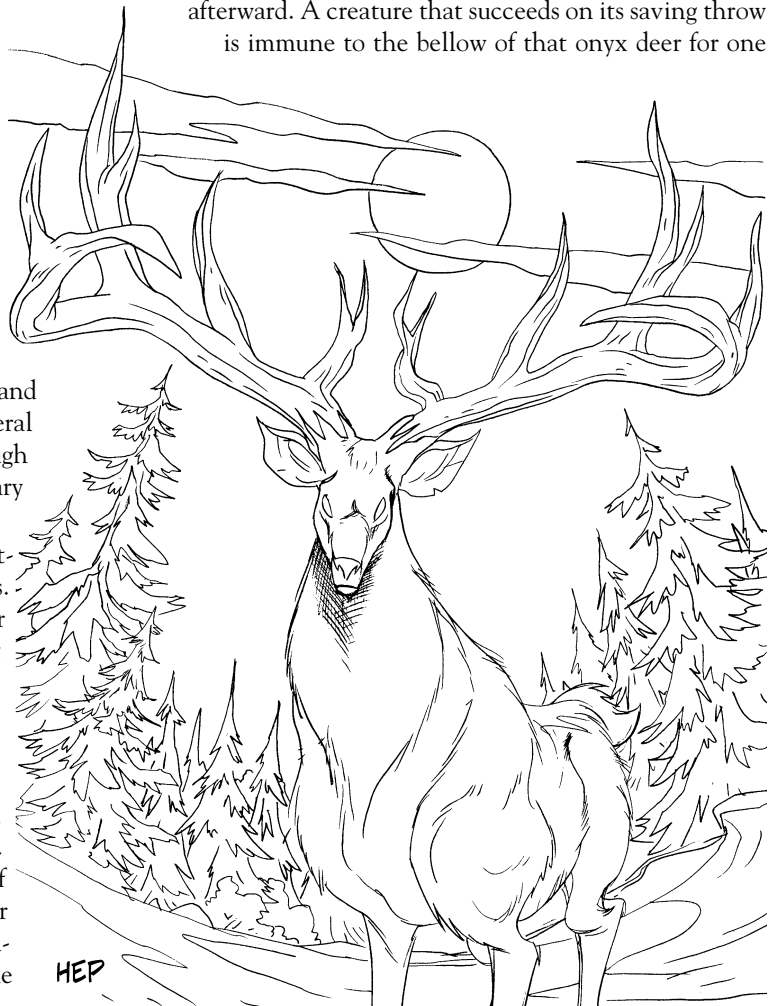
Onyx deer stand 5 to 6 feet tall at the shoulder and weigh more than 800 pounds. They understand but do not speak Sylvan.

Combat

An onyx deer begins combat by releasing a loud bellow in an attempt to scare off any would-be attackers. Those who stand their ground are met with either a gore attack and hooves or a ferocious bite and hooves. The bite of an onyx deer transforms the wound and flesh surrounding it into a gem-like stone that resembles onyx.

Onyx deer are generally passive creatures and only attack when threatened or when their herd is threatened. If a herd is molested, both male and female onyx deer defend the young does to the death.

Bellow (Su): Twice per day, an onyx deer can unleash a rumbling bellow that instills fear in any creature within 100 feet that hears it. All creatures in the area must succeed on a DC 14 Will save or be shaken as long as they remain within the area and for 2d4 rounds afterward. A creature that succeeds on its saving throw is immune to the bellow of that onyx deer for one



day. The save DC is Charisma-based. Onyx deer are immune to their own bellow and that of other onyx deer.

Onyx Bite (Su): An onyx deer's bite deals 1d4 points of Constitution damage against a living creature if it fails a DC 18 Fortitude save. A living creature reduced to Constitution 3 or less transforms into onyx, resembling nothing more than a statue. A *stone to flesh* spell returns a transformed creature to its original form though if it was reduced to Constitution 0 by the onyx deer's

bite it immediately dies upon returning to its natural form. The save DC is Constitution-based and includes a +2 bonus from the onyx deer's Ability Focus feat.

Immunity to Petrification (Ex): An onyx deer is immune to any attack, spell, spell-like ability, or supernatural effect that causes petrification (*flesh to stone*, a medusa's gaze, a gorgon's breath, and so on). They are also immune to the onyx bite of other onyx deer.

Skills: Onyx deer have a +6 racial bonus on Listen checks and a +4 racial bonus on Spot checks.

OOZE, AMBER

Diminutive Ooze

Hit Dice:	1d10+2 (7 hp)
Initiative:	+0
Speed:	10 ft. (2 squares)
Armor Class:	14 (+4 size), touch 14, flat-footed 14
Base Attack/Grapple:	+0/-15
Attack:	See below
Full Attack:	See below
Space/Reach:	1 ft./0 ft.
Special Attacks:	Ability score drain, infuse, weaken will
Special Qualities:	Blindsight 60 ft., ooze traits
Saves:	Fort +2, Ref -1, Will -5
Abilities:	Str 4, Dex 10, Con 14, Int —, Wis 1, Cha 1
Skills:	—
Feats:	—
Environment:	Any temperate or warm land
Organization:	Solitary
Challenge Rating:	1
Treasure:	None
Alignment:	Always neutral
Advancement:	2 HD (Tiny); 3 HD (Small)
Level Adjustment:	—

This creature resembles a small pool of liquid the color and consistency of mead.

Amber oozes were created by an evil wizard as a means of gaining control over the elders of a powerful city. He bred many of the creatures in secret and sealed them into kegs of ale, then hired merchants to distribute this ale throughout the city. The wizard was ultimately slain and the city saved by a band of heroic adventurers.

Unknown to the adventurers, the merchants had wanted to line their own pockets without the knowledge of their employer. Unaware of the plot they sold some of the kegs of ale in illegal markets. Now, many of the kegs containing amber oozes have been shipped to other cities and the creatures are spreading. When an amber ooze divides, one of the new creatures seeps out of the keg to find its own lair. Stacked in rows with other kegs of uncontaminated ale, amber oozes can quickly take over a store room or pantry.

An amber ooze is approximately 1 foot in diameter, and is a dark amber color. The designs of the mad mage even provided the amber ooze with the scent of mead or heady ale. Amber oozes can lay in a state of hibernation for years, coming out of it only to replicate — a process they undergo once every few months — or when they are alerted by movement of the keg.

Combat

When a keg containing an amber ooze is tapped, the creature makes its way to the opening. Within the drawing of a few drinks, the amber ooze squeezes out of the tap and into the mug. As soon as the victim drinks, the ooze forces itself down the victim's throat and into its belly.

Ability Score Drain (Ex): If not purged from the host body, the acids and protoplasm of an amber ooze begin damaging its host's body and mind. After 1 week, the host takes 1 point each of Intelligence, Wisdom, and Charisma drain per day. When one of the three abilities reaches 0, the host dies.

Infuse (Ex): A victim that has ingested an amber ooze must succeed on a DC 13 Fortitude save or the amber ooze



infuses itself into his body. The ooze merges with flesh and bone, and can only be removed by a *remove disease* spell. The save DC is Constitution-based. A *detect magic* (or similar magic) cast on the host reveals the amber ooze.

If the victim succeeds on the Fortitude save, the amber ooze takes 1 point of acid damage per round from the host's digestive juices. Once it begins to take damage, the ooze retreats from the host's body through its mouth.

Weaken Will (Su): An amber ooze that has infused itself into a host weakens the will of its victim. As long as the amber ooze remains in the host, he takes a –4 penalty on Will saves to resist mind-influencing spells and effects (such as *charm person* and *suggestion*.)

Blindsight (Ex): An amber ooze's entire body is a primitive sensory organ that allows it to ascertain prey by scent and vibration within 60 feet.

OOZE, ENTROPIC

	Entropic Ooze
	Large Ooze (Extraplanar)
Hit Dice:	11d10+88 (148 hp)
Initiative:	–2
Speed:	20 ft. (4 squares), climb 20 ft.
Armor Class:	12 (–1 size, –2 Dex, +5 natural), touch 7, flat-footed 14
Base Attack/Grapple:	+8/+18
Attack:	Slam +13 melee (2d6+9 plus energy drain)
Full Attack:	Slam +13 melee (2d6+9 plus energy drain)
Space/Reach:	10 ft./5 ft.
Special Attacks:	Devour soul, energy drain
Special Qualities:	Blindsight 60 ft., immune to negative energy, ooze traits, soulsight, SR 24 (against positive energy effects)
Saves:	Fort +11, Ref +1, Will –2
Abilities:	Str 23, Dex 6, Con 26, Int —, Wis 1, Cha 10
Skills:	Climb +14
Feats:	—
Environment:	Negative Energy Plane
Organization:	Solitary
Challenge Rating:	9
Treasure:	None
Alignment:	Always neutral
Advancement:	12–22 HD (Large); 23–33 HD (Huge)
Level Adjustment:	—

Dark Matter Entropic Ooze

	Large Ooze (Extraplanar)
Hit Dice:	27d10+270 (418 hp)
Initiative:	–3
Speed:	20 ft. (4 squares), climb 20 ft.
Armor Class:	13 (–2 size, –3 Dex, +8 natural), touch 5, flat-footed 16
Base Attack/Grapple:	+20/+38
Attack:	Slam +28 melee (2d8+10 plus energy drain)
Full Attack:	Slam +28 melee (2d8+10 plus energy drain)
Space/Reach:	15 ft./10 ft.
Special Attacks:	Devour soul, energy drain
Special Qualities:	Blindsight 60 ft., immune to negative energy, ooze traits, soulsight, SR 24 (against positive energy effects)
Saves:	Fort +19, Ref +6, Will +4
Abilities:	Str 31, Dex 4, Con 30, Int —, Wis 1, Cha 10
Skills:	Climb +18
Feats:	—
Environment:	Negative Energy Plane
Organization:	Solitary
Challenge Rating:	14
Treasure:	None
Alignment:	Always neutral
Advancement:	28–33 HD (Huge)
Level Adjustment:	—

This protoplasmic creature resembles a giant amoeba, black in color. A deathly cold seems to emanate from its form.

An entropic ooze is a dangerous and deadly protoplasmic creature thought to have arrived on the Material Plane from another dimension or time. Its sole purpose seems to be the collection and destruction of the souls of the living. Some tales spoken only in whispers say the entropic ooze is the creation of an insane god, sent to destroy life so that the gods may remake creation. Others conjecture that the entropic ooze is the creation of some vile and evil spellcaster warped on the perverseness of its own destruction and that of the world around it. Whatever its true purpose, the entropic ooze is a deadly creature that seems to have no useful purpose in the ecosystem, save perhaps to those of a destructive nature.

Entropic oozes can be found just about anywhere, though most are found in or near locations frequented by living creatures. They prefer areas of darkness, such

as subterranean caves, dungeons, and the like, where their naturally dark coloration allows them to blend into the natural darkness.

An entropic ooze is an amorphous and swirling mass of black protoplasm that covers an area of 15 feet or more. Its form resembles that of a black pudding and it is often mistaken for said creature. The entropic ooze is naturally cold to the touch and those that have contacted the ooze (and lived), speak of the unnatural energy they felt flowing through it. The screams of those that have been absorbed are thought to be heard emanating from the creature's form as it undulates along.

Combat

A entropic ooze is driven by its hunger and need to absorb souls. It attacks by forming pseudopods from its protoplasmic form or by simply rolling over its opponents and absorbing them into its form. After devouring the soul of an engulfed creature, the entropic ooze ejects the creature's physical body, now a dried and crumbling

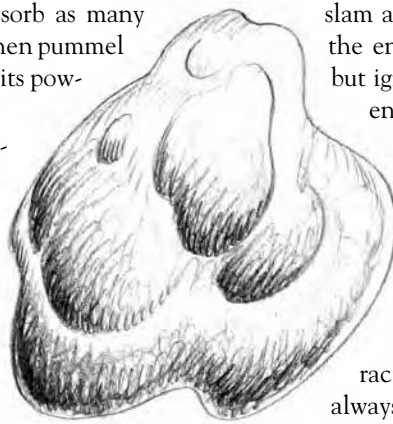
husk. A entropic ooze prefers to absorb as many creatures as it can into its body, and then pummel those that avoid being engulfed with its powerful pseudopods.

Devour Soul (Su): A living creature slain by an entropic ooze has its soul devoured by the ooze. Such a creature cannot be returned to life until the entropic ooze that contains its soul is slain.

Energy Drain (Su): Living creatures hit by an entropic ooze's slam attack gain two negative levels. The DC is 15 for the Fortitude save to remove a negative level. The save DC is Charisma-based. For each negative level bestowed, the entropic ooze gains 5 temporary hit points.

Blindsight (Ex): An entropic ooze's entire body is a primitive sensory organ that allows it to ascertain prey by scent and vibration within 60 feet.

Immunity to Negative Energy (Ex): An entropic ooze is immune to all negative energy based effects (such as inflict spells), including death effects. An entropic ooze still takes damage normally if the attack deals damage other than negative energy damage (such as the



slam attack of a negative energy elemental; the entropic ooze would take slam damage but ignore extra damage caused by negative energy).

Soulsight (Su): An entropic ooze can automatically detect the location of any living creature within 120 feet. It also senses the strength of their life force automatically, as if it had cast *deathwatch*.

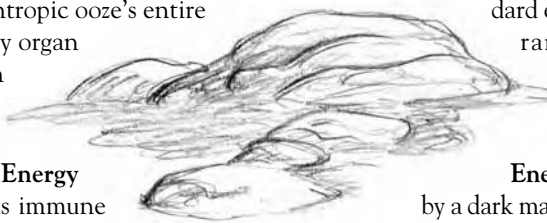
Skills: An entropic ooze has a +8 racial bonus on Climb checks and can always choose to take 10 on a Climb check even if rushed or threatened.

Dark Matter Entropic Ooze

A larger, more powerful version of the standard entropic ooze, this massive creature rarely leaves its home plane.

Spellcasters who summon this creature often live (or don't live) to regret it.

Energy Drain (Su): Living creatures hit by a dark matter entropic ooze's slam attack gain three negative levels. The DC is 23 for the Fortitude save to remove a negative level. The save DC is Charisma-based. For each negative level bestowed, the dark matter entropic ooze gains 5 temporary hit points.



OOZE, GLACIAL

Large Ooze (Cold)	
Hit Dice:	6d10+42 (75 hp)
Initiative:	-5
Speed:	20 ft. (4 squares), swim 20 ft.
Armor Class:	4 (-1 size, -5 Dex), touch 4, flat-footed 4
Base Attack/Grapple:	+4/+10
Attack:	Slam +5 melee (2d4+3 plus 2d4 cold)
Full Attack:	Slam +5 melee (2d4+3 plus 2d4 cold)
Space/Reach:	10 ft./5 ft.
Special Attacks:	Cold, engulf, freeze
Special Qualities:	Blindsight 60 ft., damage reduction 5/bludgeoning, immunity to cold, ooze traits, transparent, vulnerability to fire
Saves:	Fort +9, Ref -3, Will -3
Abilities:	Str 15, Dex 1, Con 24, Int —, Wis 1, Cha 1
Skills:	Swim +10
Feats:	—
Environment:	Cold plains
Organization:	Solitary
Challenge Rating:	6
Treasure:	None
Alignment:	Always neutral
Advancement:	7-9 HD (Large); 10-18 HD (Huge)
Level Adjustment:	—

At first glance what appears to be a snow bank or mound of snow reveals itself to be a sentient creature formed of snow and ice.

This creature appears as translucent bluish-white icy sludge about 10 feet on each side (though larger specimens have been encountered). This ooze is conjectured to be a relative of the gelatinous cube, though a link between the two has yet to be established.

The glacial ooze is at home in or out of the water, and is often encountered inhabiting frozen or partially frozen lakes and rivers. It gains nutrients from water and snow, absorbing them into its gelatinous form and digesting them. Like many oozes, the glacial ooze is a scavenger and feeds on the carcasses of once living creatures that have frozen to death. Rather than completely digesting such creatures, the glacial ooze absorbs all bodily fluids and liquids from a corpse, leaving behind a frozen and rotted husk.

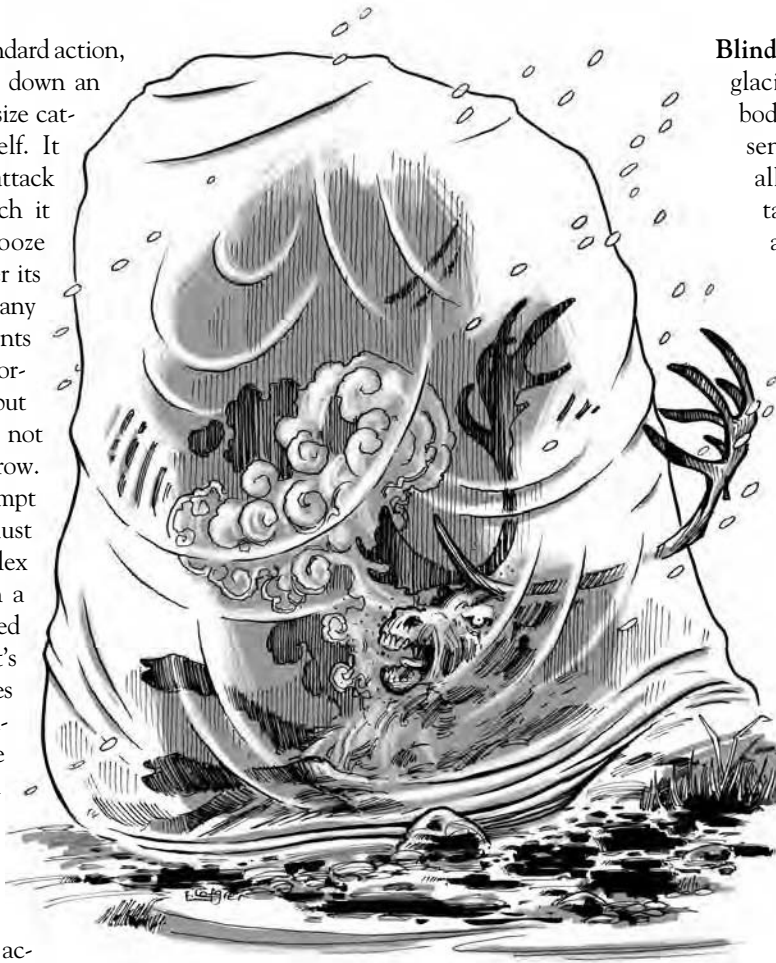
Combat

A glacial ooze attacks by forming a pseudopod and pummeling a foe. Against creatures smaller than itself, it simply moves across them, absorbing them into its form and holding them until they freeze to death.

Cold (Ex): A glacial ooze's form is extremely cold. Any melee hit deals cold damage. Creatures attacking a glacial ooze unarmed or with natural weapons take cold damage each time one of their attacks hits.

Engulf (Ex): As a standard action, a glacial ooze can mow down an opponent of up to one size category smaller than itself. It cannot make a slam attack during a round in which it engulfs. The glacial ooze merely has to move over its opponents, affecting as many as it can cover. Opponents can make attacks of opportunity against the ooze, but if they do so they are not entitled to a saving throw. Those who do not attempt opportunity attacks must succeed at a DC 15 Reflex save or be engulfed; on a success, they are pushed back or aside (opponent's choice) as the ooze moves forward. Engulfed creatures are subject to the ooze's cold and freeze, and are considered to be grappled and trapped within its body. The save DC is Strength-based.

Freeze (Ex): As a free action, a glacial ooze can encase an engulfed opponent in ice. A frozen creature takes 2d4 points of cold damage each round. A frozen creature can break free of the ice by making a successful DC 19 Strength check. The ice is AC 10, hardness 0, and has 10 hit points per 5-foot section. A frozen creature cannot use a weapon to break free even if it was holding it when it was frozen. Spells with verbal, material, or somatic components cannot be cast by a creature encased in ice. The check DC is Strength-based and includes a +4 racial bonus.



Blindsight (Ex): A glacial ooze's entire body is a primitive sensory organ that allows it to ascertain prey by scent and vibration within 60 feet.

Transparent (Ex): A glacial ooze is hard to identify, even under ideal conditions, and it takes a DC 20 Spot check to notice one. Creatures who fail to notice a glacial ooze and walk into it are automatically engulfed.

Vulnerability to Fire (Ex): A glacial

ooze takes half again as much (+50%) damage as normal from fire, regardless of whether a save is allowed, or if the save is a success or failure.

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

OOZE, METALLIC (HOARD OOZE)

Large Ooze	
Hit Dice:	7d10+56 (94 hp)
Initiative:	-5
Speed:	20 ft. (4 squares), climb 10 ft.
Armor Class:	4 (-1 size, -5 Dex), touch 4, flat-footed 4
Base Attack/Grapple:	+5/+12
Attack:	Slam +7 melee (1d8+4 plus 1d6 acid and poison)
Full Attack:	Slam +7 melee (1d8+4 plus 1d6 acid and poison)
Space/Reach:	10 ft./5 ft.
Special Attacks:	Acid, irritating fumes, poison
Special Qualities:	Blindsight 60 ft., ooze traits
Saves:	Fort +4, Ref -3, Will -3
Abilities:	Str 17, Dex 1, Con 26, Int —, Wis 1, Cha 1
Skills:	Climb +11

Feats:	—
Environment:	Underground
Organization:	Solitary
Challenge Rating:	6
Treasure:	50% standard
Alignment:	Always neutral
Advancement:	8–15 HD (Large); 16–21 HD (Huge)
Level Adjustment:	—

A large pile of seemingly unguarded coins lies before you.

Metallic oozes come in a variety of sizes and colors: gold, silver, platinum, copper, brass, or bronze. Regardless of the color or size, metallic oozes resemble large piles of coins. The oozes use their appearance to lure would-be treasure hunters to their doom. Because of this, they are sometimes referred to as hoard oozes.

A metallic ooze can be found virtually anywhere, though it tends to inhabit dungeons, ruined temples, castles, and other buildings where treasure seekers seem to enjoy perfecting their craft. From a distance of 30 feet or more, a metallic ooze resembles a pile of loose coins (of whatever type its coloration most closely resembles). A creature can attempt a DC 20 Spot check to notice the ooze for what it is.

This monster does not collect treasure, but the remnants of living creatures that meet their demise at the hands of this creature are often found scattered about its lair.

A metallic ooze appears as a 9-foot blob of protoplasm of varying hue and color. Its form is coarse and rough giving it the appearance of piles of coins. A metallic ooze can flatten its body in order to squeeze through spaces and cracks where it normally could not go.

Combat

A metallic ooze lies still until it detects a potential meal within range. It then forms a pseudo-pod and pummels the opponent. Creatures killed by a metallic ooze are devoured.

While a metallic ooze can cling to walls and ceilings (and often does drop on unsuspecting prey), it prefers to wander dungeon corridors and such on the ground, often waiting in one spot until living prey wanders too close.

Acid (Ex): A metallic ooze's protoplasmic form secretes acid that dissolves organic matter but not metal or stone. Any melee hit deals acid damage. Non-metal armor or clothing dissolves and becomes useless immediately unless it succeeds on a DC 21 Reflex save. Wooden weapons that strike a metallic ooze dissolve immediately unless they succeed on a DC 21 Reflex save. The save DCs are Constitution-based.

A metallic ooze's touch deals 21 points of damage per round to wooden objects, but the ooze must remain in contact with the object for 1 full round to deal this damage.

Irritating Fumes (Ex): If a metallic ooze is subjected

to a heat or fire effect, it emanates a cloud of semi-transparent vapor that irritates the eyes and respiratory system of living creatures within a 10-foot radius. Affected creatures must succeed on a DC 21 Fortitude save or take 2d6 points of acid damage initially and suffer a -2 circumstance penalty on attack and weapon damage rolls for 3 rounds. The cloud disperses in 1d4 rounds and can be affected by wind. The save DC is Constitution-based.

Poison (Ex): A metallic ooze's touch is poisonous. Each time it deals acid damage it poisons its target. The save DC is Constitution-based.

Metallic Ooze Poison: Contact, Fortitude DC 21 negates, initial and secondary damage 1d6 Dexterity.

Blindsight (Ex): A metallic ooze's entire body is a sensory organ that can ascertain prey by scent and vibration within 60 feet.

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



ORCS

Orc tribes are feared and reviled throughout the planes for their depravities and their penchant for destruction and mindless violence. The vast majority of orcs are easy enough to identify by their jutting jaw, yellowed tusks, squinting eyes and hairy, brutally muscular frames. Their skin color tends to run the gamut

from blue-black to grey, with putrid slime green being the most common. Many tribes of orcs however have adopted traits unique to their own species through interbreeding with other races, adaptation to climate and terrain, and the intervention of evil magicians or other-planar powers.

ORC, BLACK (BLACK ORC OF ORCUS)

Black Orc

	Medium Humanoid (Orc)
Hit Dice:	2d8+4 (13 hp)
Initiative:	+1
Speed:	20 ft. (4 squares) in scale mail; base speed 30 ft.
Armor Class:	16 (+1 Dex, +1 natural, +4 armor), touch 11, flat-footed 15
Base Attack/Grapple:	+1/+5
Attack:	Longspear +5 melee (1d8+6, crit x3) or light crossbow +2 ranged (1d8, 19–20/x2)
Full Attack:	Longspear +5 melee (1d8+6, crit x3) or light crossbow +2 ranged (1d8, 19–20/x2)
Space/Reach:	5 ft./5 ft.
Special Attacks:	—
Special Qualities:	Blessing of Orcus +4, damage reduction 1/—, darkvision 60 ft.
Saves:	Fort +5, Ref +1, Will –1
Abilities:	Str 19, Dex 12, Con 14, Int 9, Wis 8, Cha 6
Skills:	Listen +1, Spot +2
Feats:	Power Attack
Environment:	Temperate hills and mountains
Organization:	Gang (2–4), squad (11–20 plus 2 3rd-level sergeants and 1 leader of 3rd–6th level), band (30–300 plus 150% noncombatant plus 1 3rd-level sergeant per 10 adults, 5 5th-level lieutenants, and 3 7th-level captains), or tribe (1d4 bands plus 1 10th–12th level chieftain)
Challenge Rating:	2
Treasure:	Standard
Alignment:	Always chaotic evil
Advancement:	By character class
Level Adjustment:	+2

Black Orc High Priest, 10th-Level Cleric (Priest of Orcus)

	Medium Humanoid (Orc)
Hit Dice:	2d8+4 plus 10d8+20 (78 hp)
Initiative:	+2
Speed:	20 ft. (4 squares) in scale mail; base speed 30 ft.
Armor Class:	17 (+2 Dex, +1 natural, +4 armor), touch 12, flat-footed 15
Base Attack/Grapple:	+8/+12
Attack:	Longspear +12 melee (1d8+6, crit x3) or light crossbow +10 ranged (1d8, 19–20/x2)
Full Attack:	Longspear +12/+7 melee (1d8+6, crit x3) or light crossbow +10 ranged (1d8, 19–20/x2)
Space/Reach:	5 ft./5 ft.
Special Attacks:	Spells, rebuke undead
Special Qualities:	Blessing of Orcus +4, damage reduction 1/—, darkvision 60 ft.
Saves:	Fort +10, Ref +5, Will +10
Abilities:	Str 19, Dex 14, Con 14, Int 10, Wis 16, Cha 14
Skills:	Knowledge (religion) +7, Knowledge (the planes) +7, Heal +6, Listen +7, Spellcraft +3, Spot +7
Feats:	Brew Potion, Empower Spell, Improved Initiative, Maximize Spell, Power Attack
Environment:	Temperate hills and mountains
Organization:	Solitary or crew (cleric plus 2d4 skeletons, zombies, or ghouls, or 1d4 wights)
Challenge Rating:	12
Treasure:	Standard
Alignment:	Always chaotic evil
Advancement:	By character class
Level Adjustment:	+2

This creature resembles a 7-foot tall orc with bluish-black skin and red eyes.

Fully a head taller than an ordinary orc these foul brutes have been known to make other orcs cringe in fear. Unlike normal orcs, black orcs move in daylight as well as they do the darkness of their subterranean lairs

(they do not have the light sensitivity penalty that normal orcs have).

Black orcs were taken in early ages by Orcus the Demon Lord of Undead and bred with demonic blood in a matter that would accommodate his diabolical needs. Black orcs refer to their dark master as “Old Man Death”. These orcs fairly worship death and display the

death's head prominently upon their standards and devices. They are often found in the service of necromancers and move easily in mixed groups of zombies, skeletons, and even ghouls.

Larger and more intelligent than their lesser kin, black orcs look down on other orc races as inferior to themselves. When forced to cooperate with other orc tribes in large forces black orcs consistently plot to overthrow the other tribe's chieftain and take command. This treachery is likely the reason there are so few bands of the black orc nation known to exist, as the infighting tends to keep their numbers down.

Black orcs stand 7 feet tall and weigh 200 to 280 pounds. Females tend to be about the same height, but are a bit lighter. Both males

and females have blue-black skin with red eyes and more pronounced tusks than their smaller cousins.

Black orcs speak Orc. Those with above average intelligence often learn Abyssal, Common, Goblin, or Giant.



Combat

Black orcs have a decent understanding of tactics. They are adept in the use of reach weapons such as longswords and glaives. Many of their number are proficient in the use of light crossbows. In melee they prefer to gang up on powerful opponents and dispatch them quickly before moving on to lesser foes whenever possible. As they are often led by clerics and necromancers in the service of Orcus, they are likely to take prisoners if possible with the intent of sacrificing them to the Demon Lord of Undeath at some future time.

Blessing of Orcus (Su): Black orcs gain a +4 racial bonus on all saving throws made to resist any attack or effect created by an undead creature.

Black Orc High Priest of Orcus

Black orcs practice the dark arts, paying homage to their “father”, the Lord of Undeath, Orcus.

Spells: The sample black orc priest is a 10th-level cleric. The save DCs are Wisdom-based.

Typical Cleric Spells Prepared (6/5/5/4/3/2; save DC 13 + spell level): 0—*create water, detect magic, inflict minor wounds* (+12 melee touch, DC 13) (x2), *read magic, resistance*; 1st—*bane* (DC 14), *curse water* (DC 14), *doom* (DC 14), *inflict light wounds* (+12 melee touch, DC 14), *shield of faith*; 2nd—*align weapon, bull's strength, desecrate, silence* (DC 15), *undetected alignment*; 3rd—*bestow curse* (DC 16), *inflict serious wounds* (+12 melee touch, DC 16) (x2), *speak with dead*; 4th—*divine power, lesser planar ally, spell immunity*; 5th—*slay living* (+12 melee touch, DC 18), *unhallow* (DC 18).

Domain Spells (Death, Evil): 1st—*protection from good*; 2nd—*death knell* (+12 melee touch, DC 15); 3rd—

animate dead; 4th—*death ward*; 5th—*dispel good* (+12 melee touch, DC 18).

Black Orcs as Characters

Black orc leaders tend to be clerics or barbarians. Black orc clerics worship Orcus. A black orc cleric has access to two of the following domains: Chaos, Death, Destruction, Evil, and War. Black orc clerics favor spells that deal damage or create undead.

Black orc characters possess the following racial traits.

- +8 Strength, +2 Dexterity, +4 Constitution, -2 Intelligence, -2 Wisdom, -4 Charisma.
- A black orc's base speed is 30 feet.
- Darkvision to a range of 60 feet.
- Racial Hit Dice: A black orc begins with two levels of humanoid, which provides it with 2d8 Hit Dice, a base attack bonus of +1, and base saving throws of Fort +3, Ref +0, and Will +0.
- Racial Skills: A black orc's humanoid levels give it skill points equal to 5 x (2 + Int modifier, minimum 1). Its class skills are Listen and Spot.
- Racial Feats: A black orc's humanoid levels give it one feat.
- +1 natural armor bonus.
- Special Qualities (see above): Blessing of Orcus, damage reduction 1/-.
- Automatic Languages: Orc. Bonus Languages: Abyssal, Common, Goblin, Giant.
- Favored Class: Barbarian or cleric (chosen when the character is first created).
- Level Adjustment +2.

ORC, BLOOD

Medium Humanoid (Orc)

Hit Dice:	2d8+4 (13 hp)
Initiative:	+1
Speed:	30 ft. (6 squares)
Armor Class:	15 (+1 Dex, +4 chain shirt), touch 11, flat-footed 14
Base Attack/Grapple:	+1/+5
Attack:	Greataxe +5 melee (1d12+6, crit x3)
Full Attack:	Greataxe +5 melee (1d12+6, crit x3) and bite +0 melee (1d4+2)
Space/Reach:	5 ft./5 ft.
Special Attacks:	Frenzy
Special Qualities:	Darkvision 60 ft., light sensitivity, scent
Saves:	Fort +5, Ref +1, Will -2
Abilities:	Str 18, Dex 13, Con 14, Int 8, Wis 6, Cha 6
Skills:	Listen +0, Spot +1
Feats:	Power Attack
Environment:	Temperate hills
Organization:	Gang (2-4), squad (11-20 plus 2 3rd-level sergeants and 1 leader of 3rd-6th level), band (30-300 plus 150% non-combatant plus 1 3rd-level sergeant per 10 adults, 5 5th-level lieutenants, and 3 7th-level captains) or tribe (1d4 bands plus 1 10th-12th level chieftain)

Challenge Rating:	1
Treasure:	Standard
Alignment:	Usually chaotic evil
Advancement:	By character class
Level Adjustment:	+1

This massive creature resembles a powerful orc with bestial jaws and oversized tusks. It wears black armor and carries a wicked greataxe caked in blood. Its armor and hair, like its weapon, is caked with dried blood.

Blood orcs are considered vicious killers even amongst other breeds of orcs. Distrusted in times of peace, their savage warriors are sought out in times of war for their brutality and ferocity. Blood orc bands decorate their standards and shields with the scalps and severed heads of opponents and are known to drink flagons of putrid blood before entering battle. Blood orcs always fight to the death, take few prisoners, and offer no quarter to their foes. Blood orcs have a special hatred for black orcs whom they see as traitors to the orcish god Grotaag.

A typical male blood orc stands over 6 feet tall and weighs around 200 pounds or more. Females tend to be slightly lighter and smaller. Blood orcs skin is dark red-

dish-black and their hair is black, dark brown, or crimson (rare, but it does occur). Eye color is always black. Blood orcs favor armor and clothes of black or dark red.

Blood orcs speak Orc. Those with a higher intelligence also speak Common, Giant, Goblin, or Undercommon.

Combat

Skilled in combat, blood orcs are ruthless opponents, attacking with weapons and savage bite. They swarm foes and are known for assaulting the center of enemy forces, overbearing defenders with their brutal attacks. Their most common tactic is to form a shield wall with heavy wooden shields. The front rows of attackers break enemy lines with battleaxes while the rear ranks attack with longswords and glaives. Once melee is mixed and blood is in the air, the blood orcs drop both in favor of greataxes. When faced with magic-using opponents they spread themselves out to avoid being consumed by area of effect spells.

Frenzy (Ex): Once per day a blood orc who smells or tastes blood during combat may fly into a frenzy in the following round, biting and attacking with its weapons until it or its opponent is dead. It gains +2 Strength, +2 Constitution, and -2 AC. The creature cannot end its frenzy voluntarily.

Light Sensitivity (Ex): Blood orcs are dazzled in bright sunlight or within the radius of a *daylight* spell.

Blood Orc Society

Blood orcs are a primitive (even for orcs), barbaric race of people. Hunters and nomads by nature, they rarely settle in one place for long being always on the move following any source of food. Blood orc tribes and villages tend to congregate near one another for protection, food, and various other needs. Most tribes or villages also situate themselves near an abundant source of water. Other orc tribes avoid the blood orc nations, seeing them as savages and primitives. Trade between the blood orcs and other races is rare though blood orcs do tend to favor the company of gnolls, flinds, and hobgoblins (why, no one knows).

Each tribe or village is led by an elder warrior, a barbarian of great strength and power. Each tribe also includes at least a single shaman or witch doctor who tends to the wounded, predicts the future, and so on.

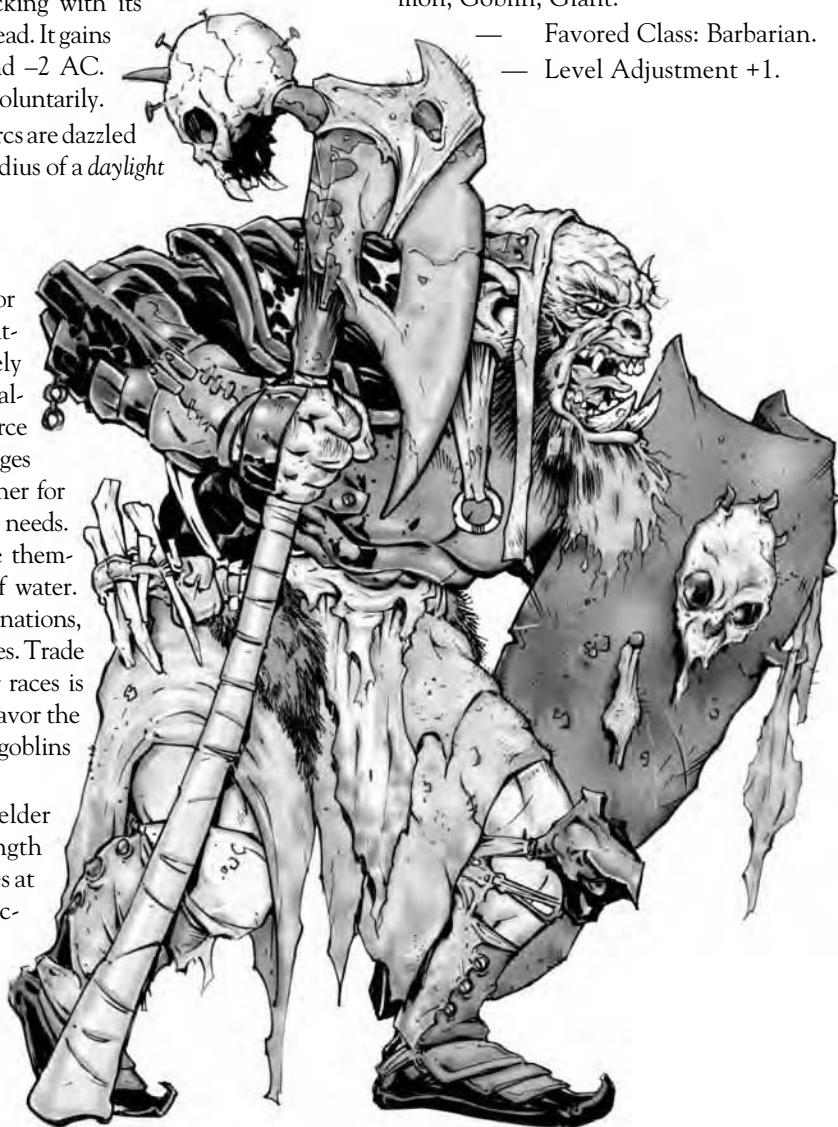
Blood Orcs as Characters

Blood leaders tend to be barbarians. Blood orcs pay homage

to Grotaag. Clerics have access to two of the following domains: Chaotic, Evil, Trickery, and War.

Blood orc characters possess the following racial traits.

- +8 Strength, +2 Dexterity, +4 Constitution, -2 Intelligence, -4 Wisdom, -4 Charisma.
- A blood orc's base speed is 30 feet.
- Darkvision to a range of 60 feet.
- Racial Hit Dice: A blood orc begins with two levels of humanoid, which provides it with 2d8 Hit Dice, a base attack bonus of +1, and base saving throws of Fort +3, Ref +0, and Will +0.
- Racial Skills: A blood orc's humanoid levels give it skill points equal to 5 x (2 + Int modifier, minimum 1). Its class skills are Listen and Spot.
- Racial Feats: A blood orc's humanoid levels give it one feat.
- Special Attacks (see above): Frenzy.
- Special Qualities (see above): Light sensitivity, scent.
- Automatic Languages: Orc. Bonus Languages: Common, Goblin, Giant.
- Favored Class: Barbarian.
- Level Adjustment +1.



ORC, GHOST-FACED

Medium Humanoid (Orc)

Hit Dice:	2d8+2 (11 hp)
Initiative:	+0
Speed:	30 ft. (6 squares)
Armor Class:	13 (+3 studded leather), touch 10, flat-footed 13
Base Attack/Grapple:	+1/+4
Attack:	Greataxe +4 melee (1d12+4, crit x3) or shortbow +1 ranged (1d6, crit x3)
Full Attack:	Greataxe +4 melee (1d12+4, crit x3) or shortbow +1 ranged (1d6, crit x3)
Space/Reach:	5 ft./5 ft.
Special Attacks:	—
Special Qualities:	Darkvision 60 ft., invisibility in shadows, light sensitivity
Saves:	Fort +4, Ref +0, Will +0
Abilities:	Str 17, Dex 10, Con 12, Int 7, Wis 10, Cha 5
Skills:	Listen +2, Move Silently +3, Spot +2
Feats:	Skill Focus (Move Silently)
Environment:	Temperate hills and mountains
Organization:	Gang (2–4), squad (11–20 plus 2 3rd-level sergeants and 1 leader of 3rd–6th level), band (30–300 plus 150% non-combatant plus 1 3rd-level sergeant per 10 adults, 5 5th-level lieutenants, and 3 7th-level captains)
Challenge Rating:	1
Treasure:	Standard
Alignment:	Usually chaotic evil
Advancement:	By character class
Level Adjustment:	+1

This creature looks like an orc whose face and head is painted in a grotesque skull-like pattern.

When they may be seen at all, ghost-faced orcs appear as normal orcs who paint their faces in grotesque skull like patterns. Invisible in shadow and darkness to all but one another due to unholy pacts with their dark god, their face paint gives them the impression of floating disembodied skulls.

Ghost-faced orcs are similar in every way to their common cousins—filthy, smelly, aggressive and thoroughly cruel. Their hair is ranges from black to slate grey to shock white. Their equipment is ill kempt and crudely made, leaving most to forage for better gear amongst their victims. Ghost-faces are seldom seen above ground except on moonless nights.

More intelligent members of their tribes frequently speak Giant, Goblin or Common as well as their own patois of Orc.

Combat

Ghost-faced orcs are proficient with all simple weapons. Most are warriors, fighters or barbarians and favor greataxes and longswords to any other weapon. They on occasion carry shortbows for hunting or ambushes.

Invisible in Shadows (Ex): Whenever a ghost-faced orc stands still or moves slowly (no more than 5 feet per round) in shadowy illumination or complete darkness, it becomes effectively invisible to all natural and extraordinary sight, including darkvision and other sight-based senses. A ghost-faced orc invisible in shadows can still be detected by hearing and smell. A *true seeing* spell (or other similar magic) reveals its location as well.

Light Sensitivity (Ex): Ghost-faced orcs are dazzled in bright sunlight or within the radius of a *daylight* spell.

Ghost-Faced Orc Society

Ghost-faced orcs differ little from their kin with the exception that a larger portion of their population are clerics in service of Grotaag. As such these battle priests hold a revered place in society. The priesthood is re-



ferred to as the Ghost Face Cabal which is made up of the highest level clerics amongst the tribe. The cabals outfit themselves and their most powerful slayers with enchanted weapons, armor and potions.

Ghost-Faced Orcs as Characters

Ghost Faced Orc leaders tend to be clerics of Grotaag or powerful barbarian champions. Clerics have access to two of the following domains: Chaotic, Evil, Trickery, and War.

Ghost-faced orc characters possess the following racial traits.

- +6 Strength, +2 Constitution, -4 Intelligence, -6 Charisma.
- A ghost-faced orc's base speed is 30 feet.

- Darkvision to a range of 60 feet.
- Racial Hit Dice: A ghost-faced orc begins with two levels of humanoid, which provides it with 2d8 Hit Dice, a base attack bonus of +1, and base saving throws of Fort +3, Ref +0, and Will +0.
- Racial Skills: A ghost-faced orc's humanoid levels give it skill points equal to 5 x (2 + Int modifier, minimum 1). Its class skills are Listen and Spot.
- Racial Feats: A ghost-faced orc's humanoid levels give it one feat.
- Special Qualities (see above): Invisibility in shadows, light sensitivity.
- Automatic Languages: Orc. Bonus Languages: Common, Goblin, Giant.
- Favored Class: Barbarian.
- Level Adjustment +1.

ORC, GREENSKIN

Medium Humanoid (Orc)

Hit Dice:	2d8+2 (11 hp)
Initiative:	+2
Speed:	30 ft. (6 squares)
Armor Class:	14 (+2 Dex, +2 leather), touch 12, flat-footed 12
Base Attack/Grapple:	+1/+3
Attack:	Longsword +3 melee (1d8+2, 19–20/x2) or composite longbow +3 ranged (1d8+2, crit x3)
Full Attack:	Longsword +3 melee (1d8+2, 19–20/x2) or composite longbow +3 ranged (1d8+2, crit x3)
Space/Reach:	5 ft./5 ft.
Special Attacks:	—
Special Qualities:	Darkvision 60 ft., scent
Saves:	Fort +4, Ref +2, Will -1
Abilities:	Str 15, Dex 15, Con 12, Int 7, Wis 8, Cha 6
Skills:	Hide +2*, Listen +3, Spot +2
Feats:	Point Blank Shot
Environment:	Temperate and warm forests
Organization:	Gang (2–4), squad (11–20 plus 2 3rd-level sergeants and 1 leader of 3rd–6th level), band (30–300 plus 150% non-combatant plus 1 3rd-level sergeant per 10 adults, 5 5th-level lieutenants, and 3 7th-level captains)
Challenge Rating:	1
Treasure:	Standard
Alignment:	Usually chaotic evil
Advancement:	By character class
Level Adjustment:	+1

This creature looks like an ugly orc with green slime colored skin, small tusks, and canine-like eyes.

Wiry and quick, these slime green orcs have long ears, smallish tusks, and coyote like eyes. They shoot first and eat later.

Greenskins are a wicked orcish species of arboreal hunters. More stealthy and agile than their common cousins they are slighter of build but suffer no penalties from daylight or bright light. They are generally open and friendly to other evil humanoid races and often set up trade routes with said creatures.

Greenskins make their homes among the dense foliage of the forest building their wooden huts from the trees and branches. Some tribes even build their entire village among the treetops (as a defense measure against land-based adversaries).

Greenskin orcs stand about 6 feet tall. Females are slightly smaller. Hair color is always black or greenish-black. Eye color varies, but is usually dark brown, dark green, or occasionally deep, rich blue.

Greenskin orcs speak Orc. Those with a higher intelligence often speak Common or Goblin.

Combat

Greenskins are highly proficient in the use stealth and surprise, attacking with their ranged weapons when an enemy is sighted. They seek to disable and weaken foes with arrows before closing to finish the job with their wicked longswords.

Skills: Greenskin orcs have a +2 racial bonus on Listen checks. *Due to their coloration, greenskin orcs have a +4 racial bonus on Hide checks in their natural environment.

Greenskin Society

Greenskins tend to get along well with most other species of orcs being smart enough to take orders and wise enough to keep their mouths shut. They often serve roles in mixed tribes as scouts and skirmishers. Greenskins are mortal enemies of elves and the bane of fey and enchanted woodland creatures. They torture such beings mercilessly should they manage to take one alive. Despite their skill with the longbow, greenskin warriors are equally proficient with the longsword and hunting knife.

Greenskins tend to hunt in packs, using their scent ability to track their quarry. Their hunting packs are competitive with one another, each member seeking to

be the one to make the kill. Greenskins are likely to have 1d2 trained worgs among them. Greenskin lairs often have as many as two dozen of these foul creatures living and sleeping amongst their masters filthy sleeping rags.

Greenskin tribes are known to hire themselves out to civilized masters as scouts and even irregular and regular missile units. They are also likely to serve evil druids and despotic ranger lords.

Greenskin Orcs as Characters

Greenskin leaders tend to be rangers or druids. Greenskin orcs pay homage to "He of the One Eye" or a nature god local to the area. A greenskin orc cleric has access to two of the following domains: Evil, Strength, and War.

Greenskin orc characters possess the following racial traits.

- +4 Strength, +4 Dexterity, +2 Constitution, -4 Intelligence, -2 Wisdom, -4 Charisma.
- A greenskin orc's base speed is 30 feet.
- Darkvision to a range of 60 feet.
- Racial Hit Dice: A greenskin orc begins with two levels of humanoid, which provides it with 2d8 Hit Dice, a base at-

tack bonus of +1, and base saving throws of Fort +3, Ref +0, and Will +0.

- Racial Skills: A greenskin orc's humanoid levels give it skill points equal to $5 \times (2 + \text{Int modifier, minimum } 1)$. Its class skills are Listen and Spot. Greenskin orcs have a +2 racial bonus on Listen checks. Due to their coloration, greenskin orcs have a +4 racial bonus on Hide checks in their natural environment.
- Racial Feats: A greenskin orc's humanoid levels give it one feat.
- Special Qualities (see above): Scent.
- Automatic Languages: Orc. Bonus Languages: Common, Goblin, Giant.
- Favored Class: Ranger.
- Level Adjustment +1.



PHASMA

Medium Undead (Incorporeal)

Hit Dice:	13d12+65 (149 hp)
Initiative:	+7
Speed:	30 ft. (6 squares), fly 40 ft. (perfect)
Armor Class:	18 (+3 Dex, +5 deflection), touch 18, flat-footed 15
Base Attack/Grapple:	+6/—
Attack:	Incorporeal touch +9 melee (1d6 plus 1d6 Wis)
Full Attack:	Incorporeal touch +9 melee (1d6 plus 1d6 Wis)
Space/Reach:	5 ft./5 ft.
Special Attacks:	Phantasmagoria, spell-like abilities, wisdom drain
Special Qualities:	Darkvision 60 ft., incorporeal traits, undead traits
Saves:	Fort +4, Ref +7, Will +11
Abilities:	Str —, Dex 17, Con —, Int 15, Wis 17, Cha 20
Skills:	Bluff +17, Concentration +12, Diplomacy +9, Disguise +5 (+7 acting), Intimidate +23, Knowledge (any one) +10, Listen +15, Sense Motive +15, Spellcraft +14, Spot +15
Feats:	Combat Casting, Death's Blessing, Improved Initiative, Quicken Spell-Like Ability, Strength of the Grave
Environment:	Any
Organization:	Solitary
Challenge Rating:	12
Treasure:	Standard
Alignment:	Always chaotic evil
Advancement:	14–26 HD (Medium); 27–39 HD (Large)
Level Adjustment:	—

A floating semi-transparent humanoid dressed in grayish robes slowly moves toward you. Its face is either nonexistent or concealed behind a translucent gray mask. A faint pulsating white light surrounds its form.

A phasma is an undead creature spawned when a humanoid or monstrous humanoid fails its Fortitude saving throw against a *phantasmal killer* spell and dies as a result. Phasmas are extremely evil and highly aggressive with a hatred for living creatures (especially arcane spellcasters) that knows no bounds. A phasma is usually found haunting an area within 500 feet of where it was slain when it was alive. It is not bound to this area and may travel or move wherever it pleases, though for some reason, a phasma rarely leaves the area where it died.



A phasma feeds on the mental strength of living creatures. By sapping a foe's mental strength it weakens its mind, thereby opening it up to the true power of the phasma, the ability to kill an opponent the same way it died—by a *phantasmal killer* effect. Creatures slain are left where they fall: the phasma has no use for the opponent anymore.

A phasma appears as a 6-foot tall incorporeal humanoid dressed in gray robes. A translucent and pale white light surrounds its entire body.

A phasma speaks the same languages it did in life and Common (though it rarely engages in communication with living creatures, other than perhaps to hurl insults and curses at its opponents).

Combat

A phasma engages any living foe it encounters. It begins melee using its incorporeal touch in order to feed on an opponent's mental strength, often focusing its incorporeal touch on a different opponent each round. Once it feels it has weakened the will of its foes enough, it uses its phantasmagoria ability to try and kill its foes immediately.

Phantasmagoria (Su): Twice per day, a phasma can create a phantasmal image of the most fearsome creature imaginable to each subject within 30 feet. This effect is identical to a *phantasmal killer* spell (caster level 13th) except it affects all creatures within 30 feet rather than just a single target and deals 6d6 points of damage (rather than 3d6 like the spell) on a successful Fortitude save. The Will save has a DC of 21 and the Fortitude save has a DC of 21. A creature that succeeds on its Will save is immune to the phantasmagoria attack of that phasma for one day. The save DCs are Charisma-based.

Spell-Like Abilities: At will—*detect good*; 3/day—*dispel magic*, *protection from evil*, *protection from good*; 1/day—*blasphemy* (DC 22), *unholy aura* (DC 23). Caster level 13th. The save DCs are Charisma-based.

Wisdom Drain (Su): A phasma feeds on the mental strength of its enemies. Its incorporeal touch deals 1d4 points of Wisdom drain each time one of its attacks hits. On each successful attack, a phasma gains 5 temporary hit points.

PHOOKA

Small Fey	
Hit Dice:	4d6+4 (18 hp)
Initiative:	+3
Speed:	30 ft. (6 squares)
Armor Class:	16 (+1 size, +3 Dex, +2 natural), touch 14, flat-footed 13
Base Attack/Grapple:	+2/-2
Attack:	Dagger +6 melee (1d3)
Full Attack:	Dagger +6 melee (1d3)
Space/Reach:	5 ft./5 ft.
Special Attacks:	Alternate form, spell-like abilities
Special Qualities:	Damage reduction 5/cold iron, low-light vision, one with nature, SR 16, tree stride
Saves:	Fort +2, Ref +7, Will +6
Abilities:	Str 10, Dex 17, Con 12, Int 13, Wis 15, Cha 18
Skills:	Bluff +9, Craft (any one) +5, Diplomacy +8, Disguise +4 (+6 acting), Escape Artist +7, Handle Animal +8, Heal +6, Hide +15, Intimidate +6, Knowledge (nature) +3, Listen +8, Move Silently +11, Ride +7, Spot +8, Survival +6
Feats:	Alertness, Dodge ⁸ , Weapon Finesse
Environment:	Temperate forests
Organization:	Solitary or gang (2–5)
Challenge Rating:	3
Treasure:	Standard
Alignment:	Any chaotic
Advancement:	5–8 HD (Small)
Level Adjustment:	+3

These small hairy creatures resemble a cross between a goblin and a child's fuzzy play bear. They have wide set glowing golden eyes and long pointed ears like those of a donkey. They have a mouth to match their ears, complete with buck teeth.

Phookas are tricksters and jokesters. They revel in playing tricks on unwary travelers, leading them on merry chases or getting them lost deep in the forest. They are not necessarily malicious, however some phooka do lean towards evil and murder.

A phooka's trickery may include turning itself into an enchanted pony and offer a stranger a ride, only to lead it through brambles and thorns at top speed, or to lead travelers to enchanted springs that cause them to fall into deep slumber and strip them of all their belongings and clothes, then leave behind clues as to where their possessions are hidden.

Phooka are deeply attuned to nature and animals and have a bond with their natural surroundings. If slain all plant matter within one square mile of the phooka withers and dies.

A phooka stands about 3 feet tall and speaks Common and Sylvan.

Combat

When cornered and faced with violence, a phooka prefers to change shape into a wolf or mountain lion with natural attacks. Failing this, it defends itself with a

dagger, unless it can somehow barter a portion of its treasure away in exchange for its life.

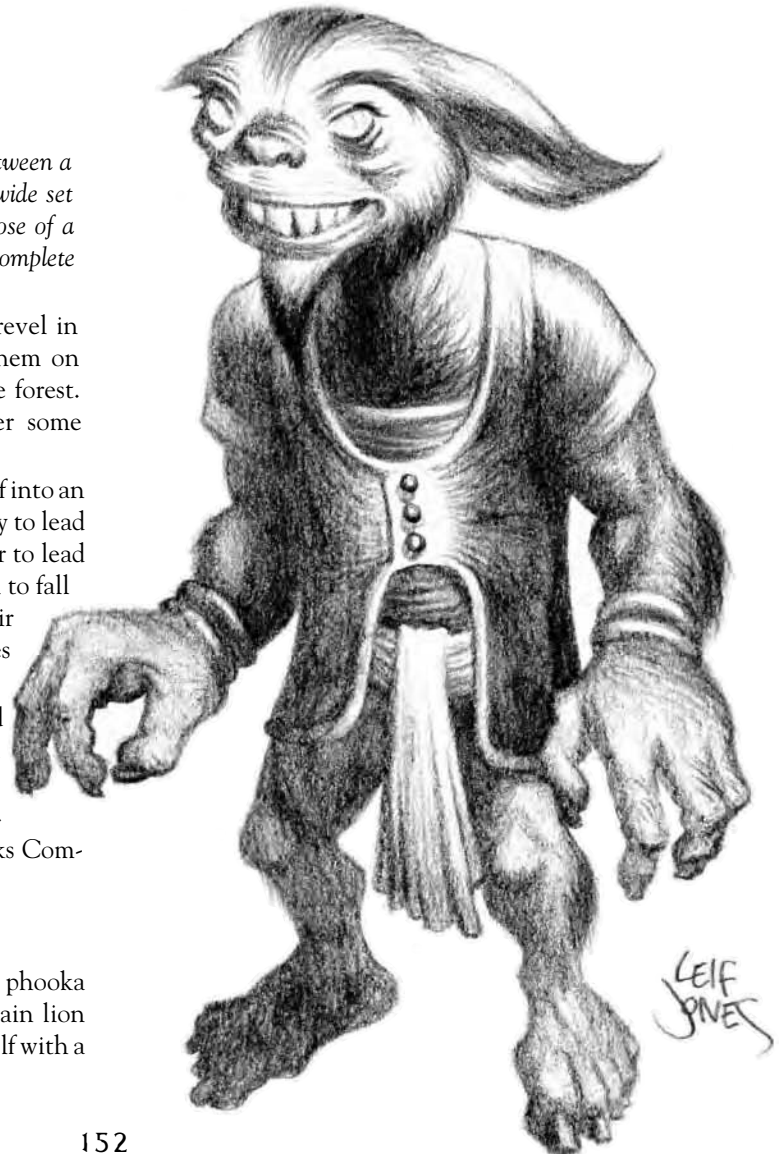
Alternate Form (Su): A phooka can assume the shape of a mountain lion or wolf as a standard action. In either form, the phooka gains the special attacks of its chosen form.

Spell-Like Abilities: 3/day—*dancing lights*, *ghost sound* (DC 14), *prestidigitation*. Caster level 6th. The save DC is Charisma-based.

One with Nature (Su): When a phooka is slain through violence, all plants within a 100-foot radius of where it fell die and no new ones grow naturally in that area for 1 year.

Tree Stride (Su): As a free action, a phooka can enter a tree and move from it to another tree with 50 feet as if by a *tree stride* spell. A phooka can remain inside a tree as long as it wishes. This ability otherwise resembles the spell of the same name.

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



PSIWYRM (DRACO PRESENTIA FACULTAS)

Large Dragon (Psionic)

Hit Dice:	14d12+56 (147 hp)
Initiative:	+7
Speed:	40 ft. (8 squares), fly 150 ft. (poor)
Armor Class:	24 (-1 size, +3 Dex, +12 natural), touch 12, flat-footed 21
Base Attack/Grapple:	+14/+24
Attack:	Bite +19 melee (2d6+6)
Full Attack:	Bite +19 melee (2d6+6) and 2 claws +14 melee (1d8+3)
Space/Reach:	10 ft./5 ft.
Special Attacks:	Breath weapon, psi-like abilities
Special Qualities:	Damage reduction 15/magic, darkvision 120 ft., immunity to <i>sleep</i> and paralysis, low-light vision, power resistance 23, see in darkness, SR 23
Saves:	Fort +13, Ref +12, Will +11
Abilities:	Str 23, Dex 17, Con 19, Int 15, Wis 15, Cha 17
Skills:	Balance +15, Concentration +21, Diplomacy +17, Escape Artist +15, Intimidate +15, Knowledge (any one) +19, Listen +18, Sense Motive +15, Search +15, Spot +18, Survival +2 (+4 following tracks), Use Rope +3 (+5 with bindings)
Feats:	Alertness, Improved Initiative, Power Attack, Psionic Endowment, Speed of Thought
Environment:	Temperate plains
Organization:	Solitary or pair
Challenge Rating:	12
Treasure:	Double standard
Alignment:	Usually neutral evil
Advancement:	15–28 HD (Large); 29–42 HD (Huge)
Level Adjustment:	—

This purple dragon has a long, serpentine and sleek body. A fin of scintillating shades of purple runs the length of its body. Two large downward turned horns protrude from its head. Its eyes are glossy and black and its mouth is lined with razor-sharp fangs.

Psiwyrms are aggressive (and usually evil) dragons that possess powerful psionic abilities. They are found in lightly forested areas and spend most of their days soaring high above their territory, rarely landing or touching the ground. Psiwyrms are carnivores and enjoy a diet of fresh meat. They have ferocious appetites and feed on cattle, livestock, and herd animals. Most of the time, the dragon simply swoops down, grabs its target, and flies back to its lair to dine or feed the young.

Psiwyrms mate twice per year; once in the summer and once in the winter. The

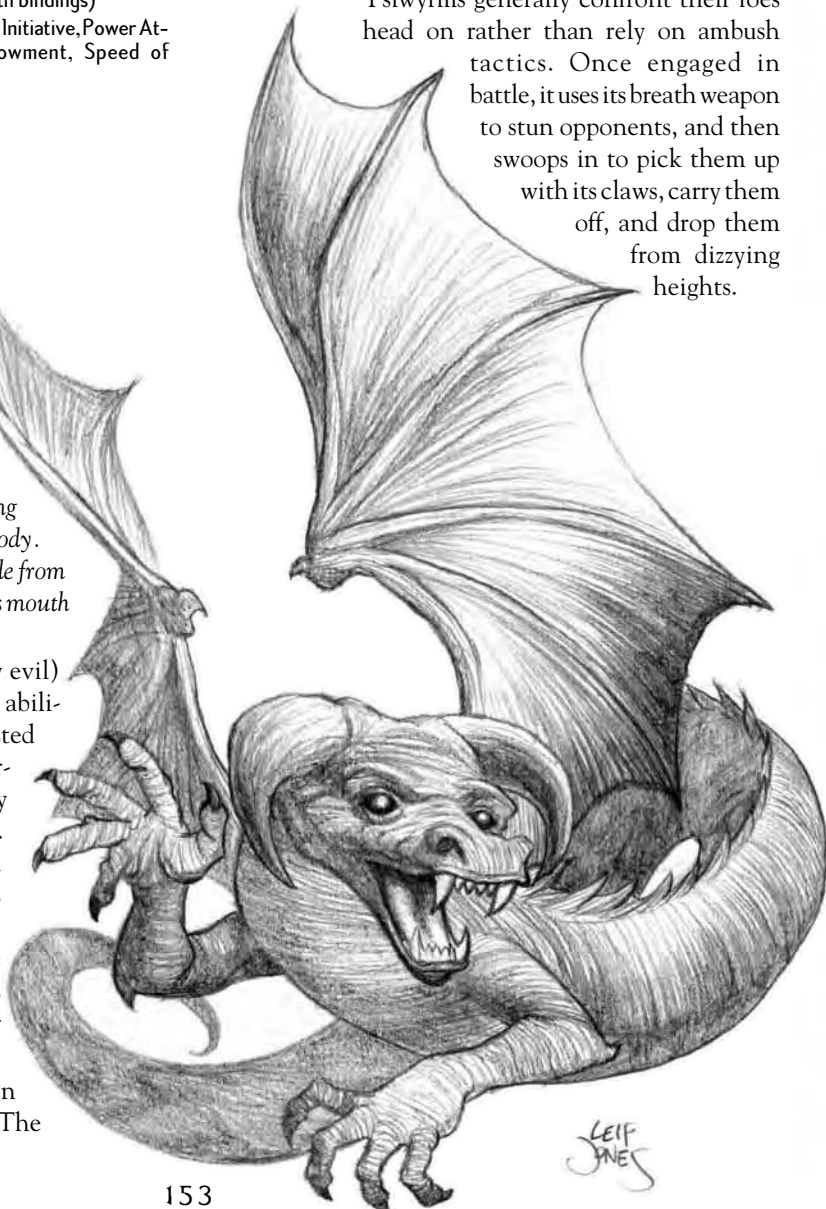
female lays a clutch of 1d4 eggs which hatch 10 months later. Young psiwyrms resemble dark grayish-purple lizards and are wingless until they are about 2 months old. Young do not gain their breath weapon or psi-like abilities until they are about 5 or 6 months old.

Psiwyrms are 15 feet long with long, sleek, muscular bodies. Their scales are a rich purple color, growing darker on the dragon's underside and its clawed feet. A psiwurm's mouth is filled with sharpened fangs and two large downward curving horns protrude from its angular head. The psiwurm's eyes are glossy black. A fin of scintillating shades of purple runs the length of its body, starting near the base of its skull and tapering as it nears the tail. The tail is long and sinuous and has a curved barb on the end. (The psiwurm doesn't use this barb to attack with, but it does aid the dragon in intimidating its foes).

Psiwyrms speak Common, Draconic, and Giant.

Combat

Psiwyrms generally confront their foes head on rather than rely on ambush tactics. Once engaged in battle, it uses its breath weapon to stun opponents, and then swoops in to pick them up with its claws, carry them off, and drop them from dizzying heights.



Psiwyrms use their psi-like abilities in battle, sprinkling combat liberally with them in conjunction with their claws and bite. Foes that refuse to back down or retreat are usually slain.

A psiwurm's natural weapons are treated as a magic weapon for the purpose of overcoming damage reduction.

Breath Weapon (Su): Once every 1d4 rounds, a psiwurm breathes a cone of force to a range of 50 feet. A creature caught in the area must succeed on a DC 21 Reflex save or take 10d6 points of damage and be stunned for 1d2 rounds. A creature that successfully saves takes one-half damage but isn't stunned. The save DC is Constitution-based.

Psi-Like Abilities: At will—*detect psionics*, *distract* (DC 14), *psionic suggestion* (6 targets, DC 15*), *read thoughts* (DC 15); 3/day—*body adjustment* (6d12*), *brain lock* (any non-mindless, DC 15*), *mental barrier* (+5 AC, 6 rounds*), *mind trap* (10 rounds*); 1/day—*mind thrust* (14d10, DC 20*). Manifest level 14th. The save DCs are Charisma-based.

*Includes augmentation for the psiwurm's manifest level.

See in Darkness (Su): Psiwyrms can see perfectly in darkness of any kind, even that created by *deeper darkness* spells.

QUANTUM

Huge Aberration (Extraplanar)

Hit Dice:	26d8+260 (377 hp)
Initiative:	+4
Speed:	Fly 40 ft. (8 squares) (good)
Armor Class:	32 (–2 size, +4 Dex, +18 natural, +2 deflection), touch 14, flat-footed 28
Base Attack/Grapple:	+19/+38
Attack:	Tentacle +29 melee (2d6+11)
Full Attack:	Quantum attack +27/+27/+27/+27/+27 melee (2d6+11)
Space/Reach:	15 ft./15 ft.
Special Attacks:	Disintegration, quantum attack
Special Qualities:	Damage reduction 15/adamantine, darkvision 60 ft., quantum form, quantum movement, unstable form
Saves:	Fort +18, Ref +14, Will +19
Abilities:	Str 33, Dex 18, Con 30, Int 11, Wis 14, Cha 14
Skills:	Diplomacy +4, Listen +23, Search +18, Sense Motive +16, Spot +19, Survival +2 (+4 following tracks)
Feats:	Alertness, Awesome Blow, Blind-Fight, Cleave, Improved Bull Rush, Iron Will, Lightning Reflexes, Power Attack, Weapon Focus (tentacle)
Environment:	Any
Organization:	—
Challenge Rating:	20
Treasure:	None
Alignment:	Always neutral
Advancement:	27–52 HD (Huge); 53–78 HD (Gargantuan)
Level Adjustment:	—

This creature seems to have no true shape, as its outline flickers and changes seemingly at random. At first it appears to have four tentacles, then in a flicker eight more appear and waver menacingly before shimmering once more out of existence. Its general shape is serpentine, with an uncertain number of tentacles dangling beneath it, but the only constants are its six glowing eyes, three on each side of what must be its head.

The quantums hail from beyond and between all planes. The first quantum is said to have followed a lost band of adventurers back after they became lost on a planar journey.

A quantum exists simultaneously in many dimensions at once, which gives it a flickering, seemingly insubstan-

tial shape as if some mad god is continually creating and re-creating it on a whim. If its form could somehow be stabilized into only three dimensions, a quantum would resemble a flattened jellyfish with a knob at the top containing six unblinking eyes. It has an oblong body with many tentacles radiating out from beneath its body. The exact number of tentacles cannot be known, however, since stabilizing a quantum's shape is a task yet to be undertaken and may not even be possible.

Quantums move by avoiding space entirely. A quantum hovers like some eerie jellyfish but doesn't fly by conventional means. Instead a quantum actually teleports short distances too fast for the eye to detect and in this manner it appears to be hovering. A quantum can also teleport across greater distances. At one moment a quantum can be in one space and then in an instant it is somewhere else, having never been at any point between. The flickering form of a quantum allows it to attack with one tentacle, two, six, as many as it needs. Attack-capable limbs seem to manifest themselves as they are needed, then vanish again as if they had never existed.

A quantum seems to understand Common, and speaks its own weird language.

Combat

A quantum lashes out at its foes with its tentacle (or tentacles) mixing its quantum attack with its normal attacks as needed. Against a particularly powerful opponent, it uses its disintegration attack. When facing multiple foes, a quantum uses its quantum form to better its odds or make its escape.

Disintegration (Su): Three times per day, as a full-round action, a quantum can attack with a single tentacle. If it hits, it sets up subatomic vibrations that shake apart the molecular structure of its opponent. The target must succeed on a DC 33 Fortitude save or take 40d6 points of damage. Even if the save succeeds, the target takes 10d6 points of damage. This effect functions as a *disintegrate* spell with a caster level equal to the quantum's Hit Dice.

The save DC is Constitution-based. A quantum can use this ability when it uses its quantum form. Each use by one of its forms counts against its daily use limit.

Quantum Attack (Ex): A quantum can manifest one tentacle per 5 Hit Dice it possesses and attack with each one at its full base attack bonus. This functions as a flurry of blows. Each attack at its full base attack bonus is at the expense of accuracy and takes a –2 penalty. The resulting modified base attack bonuses are shown in the quantum attack bonus on the quantum's full attack line. This penalty applies for 1 round, so it also affects attacks of opportunity the quantum might make before its next action. A quantum must use a full attack action to strike with a quantum attack.

Quantum Form (Su): Three times per day and once per round, a quantum can move in such a way as to appear in two places at once, at a distance no greater than 30 feet. This is a free action that provokes an attack of opportunity and lasts only one round. While occupying two spaces simultaneously, each representation of the quantum can perform one independent standard action (including using the quantum's special attacks). Using this ability, the same quantum could attack two different opponents, or attack one opponent while opening a door to escape, and so on. At the end of the round, both instances of the quantum return to the space it originally occupied before activating this ability.

Quantum Movement (Su): At will, a quantum can use the *dimension door* spell as a standard action with a caster level equal to its Hit Dice.

Unstable Form (Su): A quantum has a deflection bonus to its Armor Class equal to its Charisma bonus. Further,

because it moves by means of short-distance teleportation, attacks aimed at a quantum have a 20% miss chance.

Skills: A quantum's multiple eyes grant it a +4 racial bonus on Search and Spot checks.



RAGOTH

Large Magical Beast

Hit Dice:	10d10+50 (105 hp)
Initiative:	+7
Speed:	40 ft. (8 squares)
Armor Class:	22 (–1 size, +3 Dex, +10 natural), touch 12, flat-footed 19
Base Attack/Grapple:	+10/+21
Attack:	Claw +16 melee (1d6+7)
Full Attack:	4 claws +16 melee (1d6+7) and bite +11 melee (1d8+3)
Space/Reach:	10 ft./5 ft.
Special Attacks:	Improved grab, pounce, rake, tormenting howl
Special Qualities:	Damage reduction 10/magic, darkvision 60 ft., low-light vision, scent, stability
Saves:	Fort +12, Ref +10, Will +4
Abilities:	Str 24, Dex 16, Con 21, Int 6, Wis 12, Cha 14

Skills:	Hide +7, Listen +7, Move Silently +10, Spot +7, Survival +8* (+12 tracking by scent)
Feats:	Alertness, Improved Initiative, Power Attack, Stealthy, Track ⁸
Environment:	Temperate forests
Organization:	Solitary or pair
Challenge Rating:	8
Treasure:	Standard
Alignment:	Often neutral evil
Advancement:	11–20 HD (Large); 21–30 HD (Huge)
Level Adjustment:	—

A sleek black-furred creature leaps from the underbrush, its gaping mouth showing a full allotment of sharpened fangs. Its head is wolf-like and it has six muscular legs. Its body is long and ends in a thick furred tail.

Raggoths are aggressive predators with voracious appetites and a killing instinct that makes them quite deadly in battle. Though its hunting area typically covers only about a mile around its lair, raggoths are known to track their prey up to 10 or more miles. Whether this only occurs when food is scarce or if the raggoth simply hunts and tracks its prey for the sheer thrill of the hunt is unknown.

Raggoths by their very nature are solitary, though sometimes they will work together to track down an elusive target or work together to bring down a particularly powerful opponent. Typically raggoths working in concert with one another are a mated pair.

Raggoth dwell in thick forests and make their home amidst the foliage or in shallow caves and caverns. If a mated pair is encountered, there is a chance (40%) that 1d4 young are present. Young are born live and are fully dependent on their mother for the first year of their life. Around 12 to 18 months they begin to gain their independence, but do not fully leave the lair until they are around 2 years of age. A young raggoth reaches maturity around 4 years of age.

A raggoth is about 8 feet long and weighs about 450 pounds. Its fur is jet black, its nails and teeth are dull white, and its eyes are dull yellow.

Combat

Raggoths are ambush hunters and always use stealth tactics when hunting and tracking their prey. When spotted, a raggoth moves slowly toward its target and then quickly bursts from its hiding spot at its opponent. If the raggoth doesn't fell its opponent in the first round, it lets loose its tormenting howl to weaken its prey before attempting to finish it off with its terrible claws and bite. A raggoth fights to the death only if cornered or defending its lair.

When a raggoth uses its Power Attack feat, it typically takes a -5 penalty on attack rolls in order to gain a +5 bonus on its damage rolls.

A raggoth's natural weapons are treated as magic weapons for the purpose of overcoming damage reduction.



Improved Grab (Ex): To use this ability, a raggoth must hit an opponent with a claw attack. It can then attempt to start a grapple as a free action. If it wins the grapple check, it establishes a hold.

Pounce (Ex): If a raggoth charges, it can make a full attack, including two rakes.

Rake (Ex): Attack bonus +16, damage 1d6+3.

Tormenting Howl (Su): Once every 1d4 rounds, a raggoth can loose a piercing howl that affects all creatures within 60 feet that hear it. A creature within the area must succeed on a DC 17 Will save or take a -2 penalty on attack rolls, saving throws, ability and skill checks, and weapon damage rolls for as long as they remain in the area and for 2d4 rounds after leaving the area. A creature that succeeds on its save is immune to the tormenting howl of that raggoth for one day. The save DC is Charisma-based.

Stability (Ex): A raggoth gets a +4 bonus on checks made to resist being bull rushed or tripped when standing on the ground (but not when climbing, flying, riding, or otherwise not standing firmly on the ground).

Skills: A raggoth has a +4 racial bonus on Hide, Move Silently, and Survival checks. *When tracking by scent, the bonus to Survival checks increases to +8.

RAWBONES

Medium Undead

Hit Dice:	14d12+28 (119 hp)
Initiative:	+2
Speed:	30 ft. (6 squares)
Armor Class:	18 (+2 Dex, +6 natural), touch 12, flat-footed 16
Base Attack/Grapple:	+7/+11
Attack:	Slam +12 melee (1d8+4) or entrails lash +9 ranged (1d4+4)
Full Attack:	2 slams +12 melee (1d8+4) or entrails lash +9 ranged (1d4+4)
Space/Reach:	5 ft./5 ft.
Special Attacks:	Nauseating aura, strangulation, vomit gore
Special Qualities:	Damage reduction 10/magic or silver, darkvision 60 ft., immunity to cold, +2 turn resistance, undead traits
Saves:	Fort +6, Ref +8, Will +10
Abilities:	Str 19, Dex 14, Con —, Int 12, Wis 12, Cha 14
Skills:	Balance +13, Climb +15, Escape Artist +13, Intimidate +15, Listen +14, Move Silently +15, Spot +14, Use Rope +2 (+4 with bindings)
Feats:	Death's Blessing, Great Fortitude, Lightning Reflexes, Power Attack, Weapon Focus (slam)
Environment:	Any land
Organization:	Solitary or gang (2–4)
Challenge Rating:	8
Treasure:	Standard
Alignment:	Always lawful evil
Advancement:	15–28 HD (Medium); 29–42 HD (Large)
Level Adjustment:	—

Skulking towards you is what appears to be a freshly skinned and cleaned corpse. It is a bloody, skeletal creature with bits of flesh and muscle still clinging to its wet bones. Its entrails and organs hang loosely in its torso, sometimes even dropping out entirely. Its eyes roll about in its eye sockets as it seeks its prey.

A rawbones is an undead creature that comes into being when a tortured person rises from the grave. Rawbones are commonly found in ancient dungeons that hold old torture chambers and prison cells. Some are also found haunting the local cemeteries where a tortured person was laid to rest. While disgusting in appearance, there is something in the magic (or evil) of a rawbones that keeps it looking 'fresher' than most of its other undead kin.

Like many undead, rawbones despise the living and seek to harm such creatures whenever they can. A rawbones is generally a solitary creature though it is possible more than one could be encountered together (e.g., an ancient dungeon where a mass torture/execution took place or a mass grave where tortured and broken bodies were laid to rest).

A rawbones stands 6 to 6-1/2 feet tall and weighs roughly 140 pounds. Its bones are stained red with fresh blood which seems to continually weep from the creature's body. Bits of flesh and muscle fall away from it as it moves about and its entrails often drag the ground behind it or are wrapped around the creature's forearms.

A rawbones speaks Common and at least one other language.

Combat

A rawbones attacks primarily with its powerful fists, but it has other weapons at its disposal. It can vomit forth a horrifying spray of blood and gore or use its entrails as a ranged weapon which it loops around an opponent's neck in an attempt to strangle it. While battling its foes, it attempts to keep them within range of its nauseating aura.

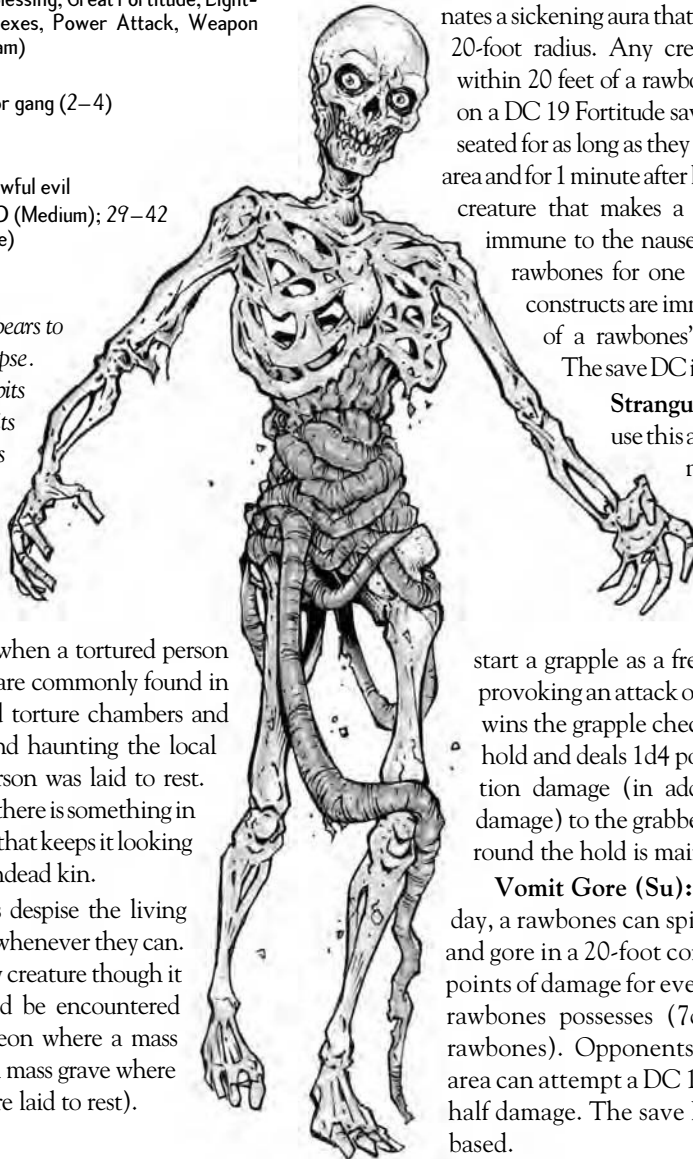
A rawbones natural weapons are treated as magic weapons for the purpose of overcoming damage reduction.

Nauseating Aura (Su): A rawbones emanates a sickening aura that reeks of death in a 20-foot radius. Any creature that comes within 20 feet of a rawbones must succeed on a DC 19 Fortitude save or become nauseated for as long as they remain within the area and for 1 minute after leaving the area. A creature that makes a successful save is immune to the nauseating aura of that rawbones for one day. Undead and constructs are immune to the effects of a rawbones' nauseating aura. The save DC is Charisma-based.

Strangulation (Ex): To use this ability, a rawbones must hit an opponent of up to one size larger with its entrails lash attack. It can then attempt to

start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and deals 1d4 points of strangulation damage (in addition to normal damage) to the grabbed opponent each round the hold is maintained.

Vomit Gore (Su): Three times per day, a rawbones can spit a blast of blood and gore in a 20-foot cone that deals 1d6 points of damage for every 2 Hit Dice the rawbones possesses (7d6 for a typical rawbones). Opponents in the affected area can attempt a DC 19 Reflex save for half damage. The save DC is Charisma-based.



REIGON

Large Magical Beast (Psionic)

Hit Dice:	5d10+10 (37 hp)
Initiative:	+2
Speed:	30 ft. (6 squares), climb 30 ft.
Armor Class:	15 (–1 size, +2 Dex, +4 natural), touch 11, flat-footed 13
Base Attack/Grapple:	+5/+14
Attack:	Claw +9 melee (1d6+5) or club +9 melee (1d6+5)
Full Attack:	2 claws +9 melee (1d6+5) and bite +4 melee (1d8+2) or club +9 melee (1d6+5) and bite +4 melee (1d8+2)
Space/Reach:	10 ft./10 ft.
Special Attacks:	Psi-like abilities
Special Qualities:	Darkvision 120 ft., power resistance 14, scent
Saves:	Fort +6, Ref +6, Will +2
Abilities:	Str 21, Dex 15, Con 14, Int 10, Wis 12, Cha 10
Skills:	Climb +14, Concentration +7, Listen +7, Move Silently +4, Spot +7
Feats:	Alertness, Power Attack
Environment:	Temperate and cold forests
Organization:	Solitary, gang (2–5), band (6–9), or tribe (1 leader of 3rd–5th level, 3 wardens of 1st–2nd level, 10–30 reigons plus 100% noncombatants)
Challenge Rating:	4
Treasure:	Standard
Alignment:	Always chaotic evil
Advancement:	By character class
Level Adjustment:	+3

This powerful creature resembles a gorilla with thick, brownish-black fur. Its face is white and its eyes are brown. Its mouth is lined with rows of sharp teeth with the canines being slightly longer than the rest. Its hands end in wickedly sharp black nails.

A reigon is an aggressive predatory biped that dwells in dark forests away from general civilization, but not so far away that a small band of these creatures can't go out hunting in the night hours. A reigon's diet consists of berries, plants, forest game (both large and small), and sometimes humanoids (particularly if a supply, such as a small town or village, is readily available).

Reigons are tribal, territorial, and never associate with creatures outside their own tribe or family (including other reigons). If two reigon tribes move into the same area, a small war usually ensues with the victor claiming rights to the area and any survivors of the defeated side moving on to greener pastures. If a common threat presents itself however, reigon tribes will band together in order to remove said threat before each tribe goes its own way.

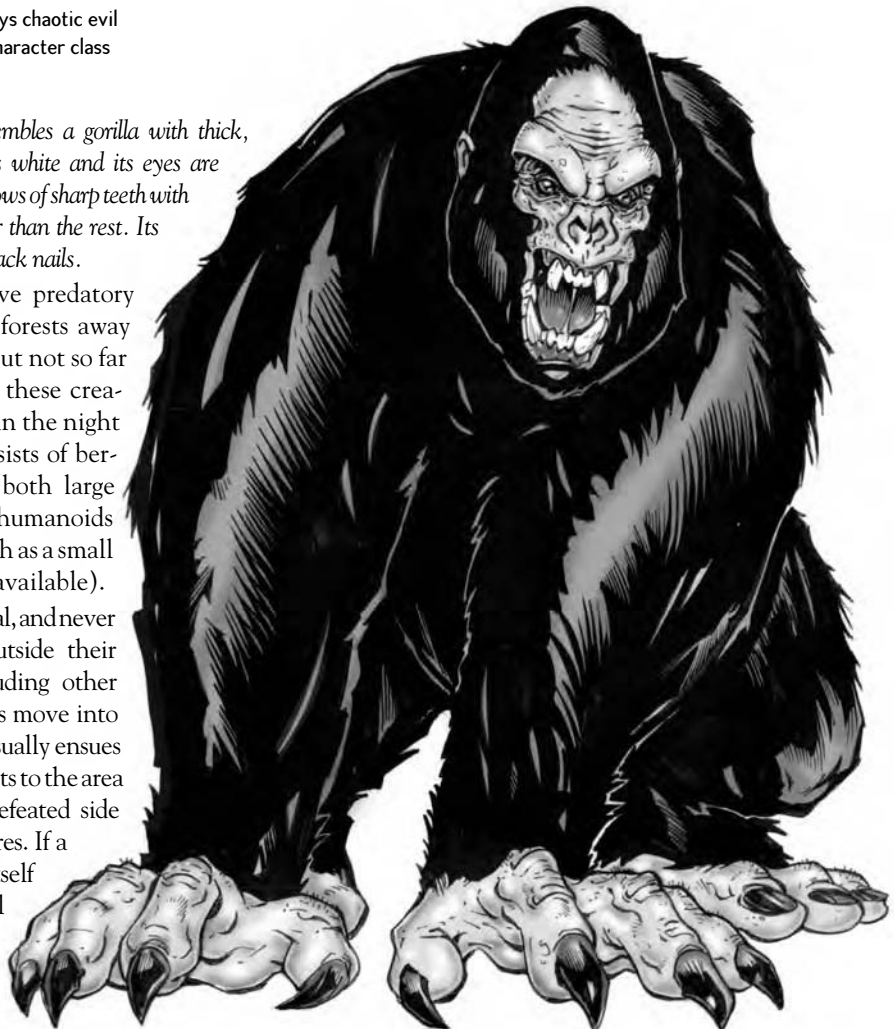
A reigon tribe makes its home in thickly wooded areas usually well hidden and out of the way, but fairly close to a natural source of water. Once seated, a tribe rarely moves, unless a new tribe moves into the area and forces them to flee or food and water become extremely scarce. Reigon lairs are simple wooden structures covered with bark, cloth, leaves, and vines.

A reigon stands about 8 feet tall and weighs around 600 pounds. Its entire body, save for its face and palms are covered in thick fur. A reigon generally lives for about 40 years with young reaching maturity around 4 to 6 years of age.

Reigons speak their own guttural language consisting of grunts, growls, and howls.

Combat

Reigons attack from ambush, using their *chameleon* psi-like ability to hide and wait for their targets to wander close by. Once in range, a reigon leaps to the attack, slashing and biting with its claws (though occasionally, a reigon employs a club). If an opponent isn't killed immediately it is assaulted in the following rounds by a barrage of psi-like abilities, most notably a reigon's *mind thrust* or *concussion blast*.



Slain prey is dragged or carried back to the reigon's lair and either stored for later consumption or distributed among the other reigon's in the lair.

Psi-Like Abilities: At will—*chameleon*; 3/day—*mental barrier*, *mind thrust* (4d10, DC 12*), *defensive precognition* (+2 insight bonus*); 1/day—*concussion blast*. Manifest level 4th. The save DCs are Charisma-based.

*Includes augmentation for the reigon's manifest level.

Skills: Reigons have a +8 racial bonus on Climb checks and can always choose to take 10 on Climb checks, even if rushed or threatened.

Reigons as Characters

Reigon leaders are usually psychic warriors or fighters. Reigon characters possess the following racial traits.

- +10 Strength, +4 Dexterity, +4 Constitution, +2 Wisdom.
- Large size (–1 penalty to Armor Class, –1 penalty on attack rolls, –4 penalty on Hide checks, +4 bonus on grapple checks, lifting and carrying limits double those of Medium characters).
- Space/Reach 10 ft./10 ft.

- A reigon's base land speed is 30 feet. Reigons have a climb speed of 30 feet.
- Darkvision to a range of 120 feet.
- Racial Hit Dice: A reigon begins with 5 levels of magical beast which provide 5d10 Hit Dice, a base attack bonus of +5, and base saving throw bonuses of Fort +4, Ref +4, and Will +1.
- Racial Skills: A reigon's magical beast levels give it skill points equal to 8 * (2 + Int modifier, minimum 1). Its class skills are Climb, Concentration, Listen, Move Silently, and Spot. Reigons have a +8 racial bonus on Climb checks and can always choose to take 10 on Climb checks, even if rushed or threatened.
- Racial Feats: A reigon's magical beast levels give it two feats.
- +4 natural armor bonus.
- Natural Weapons: Claw (1d6), bite (1d8).
- Special Attacks (see above): Psi-like abilities.
- Special Qualities (see above): Power resistance 14, scent.
- Automatic Languages: Reigon. Bonus Languages: Common, Sylvan, Goblin, Terran.
- Favored Class: Psychic warrior.
- Level Adjustment: +3.

RELIQUARY GUARDIAN

Large Construct

Hit Dice:	13d10+30 (101 hp)
Initiative:	+1
Speed:	30 ft. (6 squares)
Armor Class:	26 (–1 size, +1 Dex, +16 natural), touch 10, flat-footed 25
Base Attack/Grapple:	+9/+23
Attack:	+1 <i>greatsword</i> +19 melee (3d6+16, 19–20/x2) or slam +18 melee (3d8+10)
Full Attack:	+1 <i>greatsword</i> +19/+14 melee (3d6+16, 19–20/x2) or 2 slams +18 melee (3d8+10)
Space/Reach:	10 ft./10 ft.
Special Attacks:	Magic weapon, pronouncement, spell-like abilities
Special Qualities:	Alignment subtype, construct traits, damage reduction 10/(see alignment subtype below), darkvision 60 ft., fast healing 10, immunity to magic, low-light vision
Saves:	Fort +6, Ref +5, Will +9
Abilities:	Str 31, Dex 12, Con —, Int 10, Wis 17, Cha 16
Skills:	Concentration +6, Knowledge (religion) +10, Listen +13, Spot +13
Feats:	Alertness, Combat Casting, Great Fortitude, Iron Will, Power Attack
Environment:	Any except true neutral
Organization:	Solitary or pair
Challenge Rating:	13
Treasure:	Large +1 <i>greatsword</i> (see below)
Alignment:	Any good or evil
Advancement:	14–26 HD (Large); 27–39 HD (Huge)
Level Adjustment:	—

A twelve foot tall statue of exquisite craftsmanship, a pair of finely carved wings folded over its back, a large greatsword held before it over an altar to ancient gods.

Reliquary guardians are constructs found guarding the bones of saints or protecting religious icons and relics against would be thieves or plunderers. They stand unmoving unless activated by intrusion into their protected sanctuary by unbelievers. At this time they activate and reap great ruin upon foes with divine magic and deadly blows from their weapon or fists.

Reliquary guardians are aligned to the faith of their creator. All weapons and spells used are thus aligned accordingly whether on the law–chaos axis, the good–evil axis, or both. There are no true neutral-aligned reliquary guardians known to exist.

Imbued with a spark of intellect by the deity involved in their creation, reliquary guardians may travel great distances and even seek to cross into other planes of existence in order to retrieve the icons placed in their protection. They may possibly enlist the aid of heroes in their quest to return certain relics to their rightful sanctuary.

A reliquary guardian stands 12 feet tall and weighs 5,000 pounds. It speaks Common, and at least one other language (Abyssal or Infernal if evil-aligned or Celestial if good-aligned).

Combat

A reliquary guardian begins combat by making a pronouncement against its foes. Those that survive or manage to escape it relatively unharmed are assaulted by a barrage of spell-like abilities and repeated blows by the reliquary guardian's mighty greatsword.

Magic Weapon (Ex): A reliquary guardian carries a +1 greatsword with an alignment special quality that matches its alignment on the good–evil axis or the law–chaos axis. Thus, a chaotic evil reliquary guardian might carry a +1 *anarchic greatsword* or a +1 *unholy greatsword* while a lawful good reliquary guardian would carry either a +1 *axiomatic greatsword* or a +1 *holy greatsword*.

Pronouncement (Su): Once per day, a reliquary guardian can make a pronouncement that affects all creatures within 60 feet that hear it. This pronouncement otherwise functions as a *blasphemy*, *dictum*, *holy word*, or *word of chaos* spell. Note, a reliquary guardian only has one type of pronouncement. It is set during the construction process based on the creator's alignment and the reliquary guardian's alignment and cannot be changed.

The Will save, where applicable, has a DC of 19. The save DC for a reliquary guardian's pronouncement is Wisdom-based.

Blasphemy: CE, LE, or NE reliquary guardians.

Dictum: LG, LE, or LN reliquary guardians.

Holy: CG, LG, or NG reliquary guardians.

Word of Chaos: CE, CG, or CN reliquary guardians.

Spell-Like Abilities: A reliquary guardian has a total of five spell-like abilities (one each of spell levels 1st thru 5th), each usable once per day.

Its spell-like abilities are based on its alignment and are drawn from one of the following cleric domains: Chaos, Evil, Good, or Law. A reliquary guardian whose alignment is CE, CG, LG, or LE must be assigned a single domain (one that matches one of its alignment axes) during construction. This domain can never be changed.

Regardless of the reliquary guardian's alignment, its spell-like abilities function at caster level 13th. The save DCs are Wisdom-based.

Typical Spell-Like Abilities (evil-aligned reliquary guardian): 1/day—*desecrate*, *dispel good* (DC 18), *magic circle against good*, *protection from good*, *unholy blight* (DC 17).

Alignment Subtype (Ex): Because a reliquary is infused with a spark from their creator's deity, the creature gains the appropriate subtype(s) based on its alignment. Thus, a lawful good reliquary guardian has both the Good and Lawful subtypes. In addition, a reliquary guardian's weapons and natural attacks can overcome this type of



damage reduction as if its weapons and natural attacks had an alignment (or alignments) that match the reliquary guardian's subtype(s).

Further, its damage reduction is based on its alignment subtype(s). Thus a chaotic evil reliquary guardian has damage reduction 10/lawful and good while a lawful good reliquary guardian has damage reduction 10/chaotic and evil.

Immunity to Magic (Ex): A reliquary guardian is immune to any spell or spell-like ability that allows spell resistance. In addition, certain spells and effects function differently against a reliquary guardian, as noted below.

A *dispel* (chaos/evil/good/law) spell targeted against an appropriately aligned reliquary guardian deals 4d6 points of damage to it.

A *blasphemyspell* heals an evil-aligned reliquary guardian of all its lost hit points. Likewise, a *dictum* spell heals a law-aligned reliquary guardian; a *holy word* spell heals a good-aligned reliquary guardian; and a *word of chaos* spell heals a chaos-aligned reliquary guardian.

Construction

Reliquary guardians are created for a specific purpose, be it the guarding of a saint's tomb or protection of a detailed item or place of religious significance to its creator and the creator's deity. A reliquary guardian is crafted from 3,000 pounds of purest marble which is sprinkled with various exotic powders. The total cost is at least 5,000 gp for its body. The color of the marble it is crafted from denotes the predominant alignment of the deity and creator: white marble (good-aligned), green marble (chaos-aligned), red marble (law-aligned), black marble (evil-aligned).

Assembling the body requires a successful DC 20 Craft (sculpting) check or a DC 20 Craft (stonemasonry) check.

CL 16th; Craft Construct (see the MM), *commune*, *geas/quest*, *limited wish*, *polymorph any object*, caster must be at least 16th level, one of the following spells (*protection from evil*, *good*, *chaos*, *law*) and one of the following (*blasphemy*, *dictum*, *holy word*, *word of chaos*); Price 72,000 gp; Cost 41,000 gp + 2,680 XP.

SCYLLA

Huge Magical Beast (Aquatic)

Hit Dice:	12d10+72 (138 hp)
Initiative:	+2
Speed:	10 ft. (2 squares), swim 50 ft.
Armor Class:	20 (—2 size, +2 Dex, +10 natural), touch 10, flat-footed 18
Base Attack/Grapple:	+12/+33
Attack:	Bite +24 melee (2d6+13, 19–20/x2)
Full Attack:	6 bites +24 melee (2d6+13, 19–20/x2)
Space/Reach:	15 ft./10 ft.
Special Attacks:	Boil water, heat, scalding blast
Special Qualities:	Darkvision 60 ft., low-light vision, water dependency
Saves:	Fort +14, Ref +10, Will +8
Abilities:	Str 37, Dex 14, Con 23, Int 10, Wis 14, Cha 10
Skills:	Listen +16, Search +2, Spot +21, Swim +26
Feats:	Alertness, Improved Critical (bite), Iron Will, Power Attack, Weapon Focus (bite)
Environment:	Any temperate or warm aquatic
Organization:	Solitary
Challenge Rating:	10
Treasure:	None
Alignment:	Always neutral
Advancement:	13—24 HD (Huge); 25—36 HD (Gargantuan)
Level Adjustment:	—

This massive sea monster is about 20 feet long with a rounded lower body, four large fins, a short tail, and six heads, each perched on top of a long snake-like neck.

Scyllas are thought to be related to hydras, though no proof exists connecting the two. They are found in climates from temperate to warm (they don't like the cold) and prefer to lair in natural underwater caves and caverns, only emerging when hungry. A scylla is a

predatory creature, existing on a diet of large fish such as shark, octopus or squid, or unlikely swimmers and sailors. Prey is usually devoured in the same spot it is killed; rarely does a scylla return to its lair with prey except when nursing its young.

Scyllas are solitary creatures and even during mating season it is rare to actually encounter more than one of these creatures. The mating ritual lasts but a short time with the male swimming away afterwards, never to return to the lair. Young are born about 6 months later and reach maturity in just under a year. Young scyllas are noncombatants and do not possess the heat ability of adult scyllas.

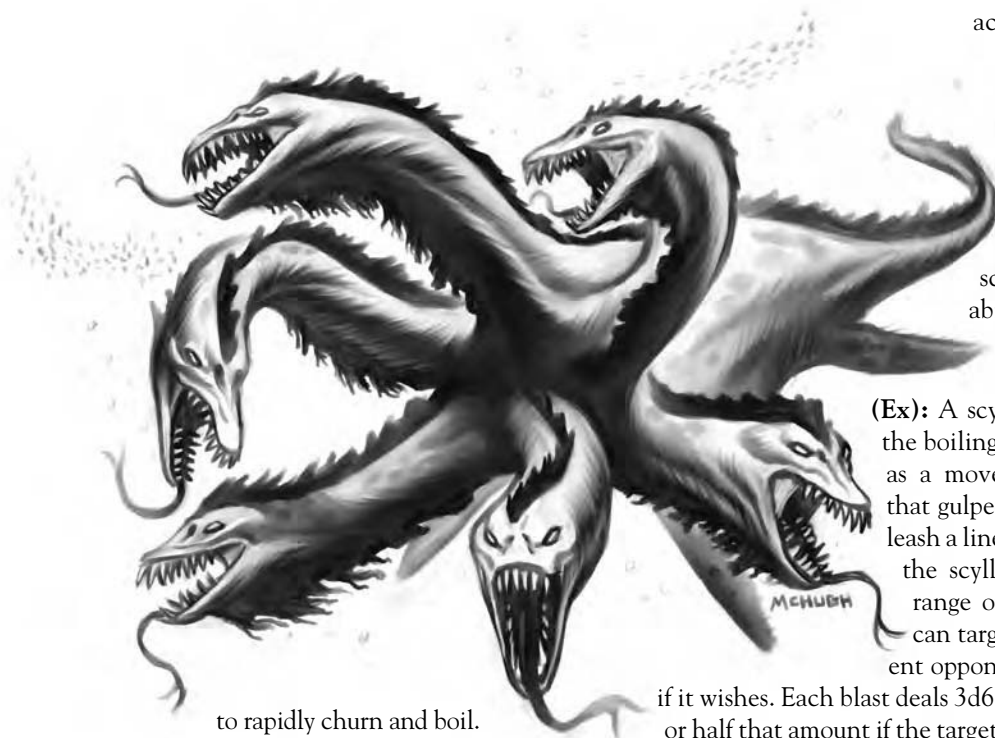
A scylla is gray-blue to dark gray in color with a lighter shaded underbelly. Its fins are gray-blue to dark gray. Its eyes are golden or gray and each mouth is lined with triple rows of whitish-gray teeth. Scyllas can grow to a length of 50 feet.

Scyllas speak Common and Aquan.

Combat

Scyllas attack their foes with vicious bites from their multiple heads. When facing more than one opponent, a scylla uses its heat ability to boil the water surrounding it and burn its foes. Scyllas prefer to attack when it is most advantageous, such as surfacing under a foe. If combat goes against a scylla it dives beneath the waves and swims away. A cornered or hungry scylla, or one defending its lair, always fights to the death.

Boil Water (Ex): If a scylla uses its heat ability (see below) for 3 consecutive rounds and doesn't move more than 5 feet from its current location, the water surrounding it (in a 10-foot radius and to a depth of 10 feet) begins



to rapidly churn and boil.

Creatures caught in the boiling water take 3d6 points of fire damage each round they remain in the area. A successful DC 22 Fortitude save reduces the damage by half. Creatures wearing heavy clothing or medium or heavy armor take a -2 penalty on their saving throw. In addition, those wearing metal armor or coming into contact with very hot metal are affected as if by a *heat metal* spell. The save DC is Constitution-based.

Once the scylla moves from its location or shuts its heat ability off, the boiling water takes 3 rounds to return to its normal temperature (it still deals full damage during its cooling off period). A scylla is immune to its own boil water ability and to the boil water ability of other scyllas.

Heat (Ex): A scylla raises the temperature of its body in order to generate intense heat. It does so as a free

action. Creatures attacking a scylla unarmed or with natural weapons take 1d6 points of fire damage each time their attacks hit. In addition, a scylla can use its heat ability to boil the surrounding waters.

Scalding Blast

(Ex): A scylla can gulp some of the boiling water surrounding it as a move action. Each head that gulped water can then unleash a line of scalding steam on the scylla's next action to a range of 50 feet. The scylla can target the same or different opponents with each head,

if it wishes. Each blast deals 3d6 points of fire damage or half that amount if the target succeeds on a DC 22 Reflex save. The save DC is Constitution-based. This is effective both on the surface and underwater.

In any round that a head does not gulp water, it can bite.

Water Dependency (Ex): A scylla can survive on land for a number of hours equal to its Constitution modifier (minimum 1 hour). After that, refer to the drowning rules in the DMG.

Skills: Scyllas have a +2 racial bonus on Listen, Search, and Spot checks due to its multiple heads.

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

SEA SERPENTS

Nearly as old as the dragons that roam the sky are the sea serpents, great snakelike creatures that have roamed the oceans for ages. Unlike the classical dragon, these great, scaly, serpentine beasts are generally agreed to be a product of evolution, though many suspect magical influence, either deliberate or natural, somewhere in their evolution.

Whatever their origins, sea serpents are a highly varied species, with a great variation in size, coloration, intellect, and temperament. However, all sea serpents bear certain similarities. They are long, serpentine, warm-blooded creatures that closely resemble snakes in appearance, though they all have two sets of flippers, which may be large or so small and atrophied as to be nearly unnoticeable. Sea serpents are aquatic creatures, though some can make their way about on land. All sea serpents can breathe both water and air with equal efficiency, another fact that distin-

guishes them from marine mammals and reptiles. Further, all sea serpents are sentient, with an intellect ranging from little greater than moronic to supra-genius level.

One trait that sea serpents share in common with their draconic brethren is a sense of innate superiority, a feeling that they are masters of the sea, at least in whatever manner they choose to pursue their expertise.

Unlike dragons, however, sea serpents are not distinguished by color or age category. And while some species are as acquisitive as dragons, others have no interest in hoarding wealth, and live lives little better than beasts.

All sea serpents can speak and understand Aquatic, and many know Draconic as well. The more intelligent species may also learn the languages of marine civilizations, or the languages of sea-traveling surface dwellers.

Combat

Due to their physical similarities, sea serpents use fairly consistent tactics in combat situations. All sea serpents have venomous bites, and they use this to their advantage to slow or immobilize multiple attackers so they can concentrate on one foe. In addition to their lethal bite, all sea serpents have the ability to ensnare prey in their coils as a giant constrictor does and crush the life out of them. The larger sea serpents may even use this constriction attack against sea vessels, and

mariners in their smoky dens delight in recounting tales of horror and woe of great serpents that splinter hulls and then devour the helpless sailors in the water.

Because they are sentient beings, sea serpents can often be reasoned with, even if the reasoning is no more complex than simple intimidation. They are adaptable to circumstances, and none throw themselves into battle rashly.

Feats: All sea serpents have Swim-By Attack as a bonus feat.

SEA SERPENT, BRINE

Huge Dragon (Aquatic)

Hit Dice:	16d12+64 (168 hp)
Initiative:	+6
Speed:	Swim 40 ft. (8 squares)
Armor Class:	26 (–2 size, +2 Dex, +16 natural), touch 10, flat-footed 24
Base Attack/Grapple:	+16/+29
Attack:	Bite +19 melee (2d6+7 plus poison)
Full Attack:	Bite +19 melee (2d6+7 plus poison)
Space/Reach:	15 ft./10 ft.
Special Attacks:	Breath weapon, constrict 2d6+7, improved grab, poison
Special Qualities:	Darkvision 60 ft., immunity to sleep and paralysis, scent
Saves:	Fort +14, Ref +14, Will +11
Abilities:	Str 21, Dex 15, Con 18, Int 7, Wis 13, Cha 14
Skills:	Bluff +17, Diplomacy +4, Hide +10, Intimidate +4, Listen +26, Move Silently +18, Search +8, Spot –1, Swim +13
Feats:	Ability Focus (breath weapon), Combat Reflexes, Dodge, Improved Initiative, Lightning Reflexes, Mobility, Swim-By Attack ⁸
Environment:	Any aquatic
Organization:	Solitary
Challenge Rating:	14
Treasure:	Double standard
Alignment:	Usually chaotic evil
Advancement:	17–18 HD (Huge); 19–32 HD (Gargantuan)
Level Adjustment:	—

This serpentine creature is about 20 feet long, nose to tail, with two sets of large flippers and a wide body. A finned crest runs the length of its back, head to tail. The body is dark blue with a lighter underbelly, often tinged with rust or green highlights.

The brine sea serpent is a relatively stupid but intelligent and aggressive predator of the deeps, and is the only sea serpent with a breath weapon.

The brine serpent lives in cave lairs on the ocean floor, where it maintains a hoard much like a dragon. It often lives in seas known for their stormy conditions, since it enjoys feeding on humans capsized from boats. Sometimes it even attacks ships directly if it is hungry. It also searches sunken ships for objects of interest to add to its hoard. The eyes of a brine serpent are small, but it possesses large ears, and has exceptional hearing.

Brine serpents speak Draconic and Aquan.



Combat

Against lone prey, the brine serpent likely closes and attack with its bite. When confronting larger groups it uses this breath weapon first — the brine sea serpent has a special organ that harvests sodium from seawater and stores it in concentrated form in a gland in its cheek. It generally avoids constricting attacks unless attacking large opponents that do not die from its poisonous bite. The brine sea serpent may also use the constriction attack against small sea vessels if it is very hungry.

Breath Weapon (Ex): Once per hour, a brine sea serpent can release a blast of acid and salt water in a 50-foot cone. Creatures in the area take 10d8 points of acid damage. A successful DC 24 Reflex save reduces the damage by half. The save DC is Constitution-based, and includes a +2 bonus from the Ability Focus feat.

Constrict (Ex): On a successful grapple check, a brine sea serpent deals 2d6+7 points of damage.

Improved Grab (Ex): To use this ability, a brine sea serpent must hit with its bite attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and can try to constrict the foe following round.

Poison (Ex): Brine sea serpents deliver a virulent poison with a successful bite attack. The save DC is Constitution-based.

Brine Sea Serpent Poison: Injury, Fortitude DC 22; initial and secondary damage 2d6 Strength damage.

Skills: Brine sea serpents take a –4 racial penalty on Spot checks due to their weak vision, but gain a +4 racial bonus on Listen checks thanks to their keen hearing.

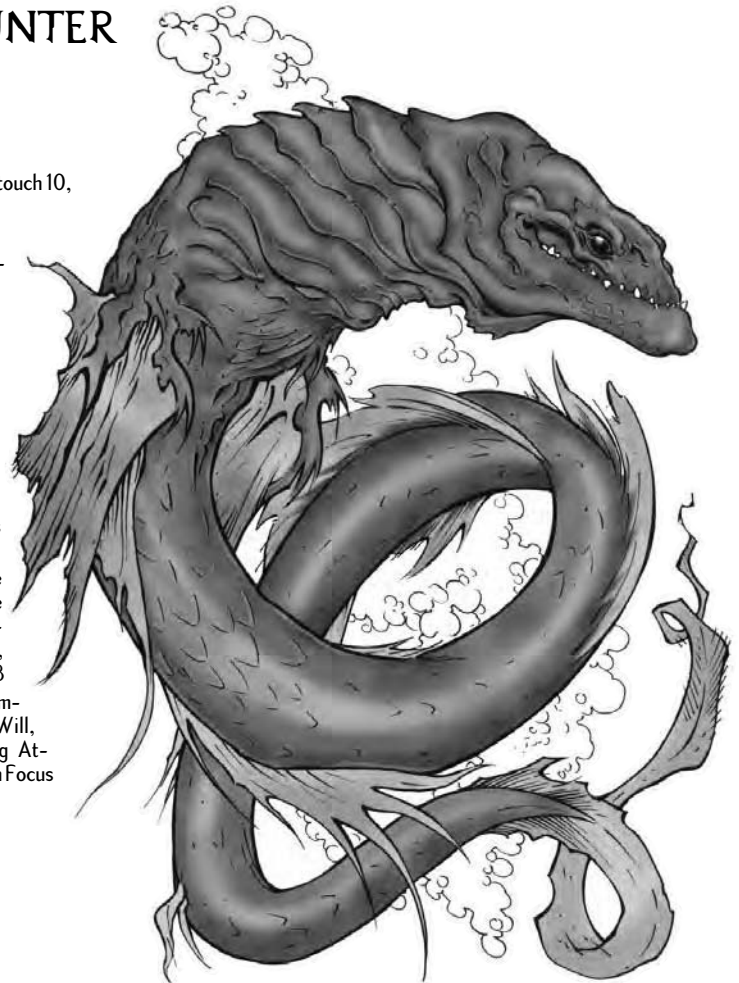
A brine sea serpent has a +8 racial bonus on Swim checks to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

SEA SERPENT, DEEP HUNTER

Gargantuan Dragon (Aquatic)

Hit Dice:	24d12+126 (282 hp)
Initiative:	+1
Speed:	Swim 60 ft. (12 squares)
Armor Class:	18 (–1 size, +1 Dex, +8 natural), touch 10, flat-footed 17
Base Attack/Grapple:	+24/+46
Attack:	Bite +31 melee (2d8+15 plus poison, crit 19–20)
Full Attack:	Bite +31 melee (2d8+15 plus poison, crit 19–20)
Space/Reach:	20 ft./15 ft.
Special Attacks:	Constrict 2d8+15, improved grab, poison, swallow whole
Special Qualities:	Darkvision 60 ft., immunity to sleep and paralysis, scent
Saves:	Fort +23, Ref +15, Will +17
Abilities:	Str 31, Dex 13, Con 24, Int 11, Wis 13, Cha 12
Skills:	Bluff +13, Diplomacy +5, Hide +16, Intimidate +3, Knowledge (nature) +2, Listen +21, Move Silently +28, Sense Motive +10, Spot +20, Swim +38, Survival +28
Feats:	Cleave, Dodge, Great Fortitude, Improved Critical (bite), Iron Will, Mobility, Power Attack, Spring Attack, Swim-By Attack ⁸ , Weapon Focus (bite)
Environment:	Any aquatic
Organization:	Solitary
Challenge Rating:	22
Treasure:	Double standard
Alignment:	Usually lawful neutral
Advancement:	25–48 HD (Gargantuan)
Level Adjustment:	—

The serpent is about 60 feet long and 10 feet thick. Its body scales are smooth, each about the size of a large shield, and the entire serpent is deep green to jet black in color, with eyes a solid, nearly black red color.



The immense deep hunter serpent lives in deep oceans, and delights in hunting down and killing the most fearsome creatures of the sea.

The deep hunter lives on the ocean floor, usually near thermal vents and volcanic areas where it is relatively warm. However, when hunting it may be encountered

just about anywhere at sea; its preferred prey are krakens and the largest whales, though it may attack any other fearsome sea predator—the more dangerous, the better.

Deep hunters speak Draconic and Aquan.

Combat

The deep hunter sea serpent is seldom seen near the surface, as its prey tends to stick to deep waters. It does not initiate combat against creatures it sees as its inferiors, but if it does regard a creature as a threat, it uses stealth to surprise its prey when possible, and launches into a full-scale assault using all of its physical attacks to the best of its ability.

Constrict (Ex): On a successful grapple check, a deep hunter deals 2d8+15 points of damage.

Improved Grab (Ex): To use this ability, a deep hunter sea serpent must hit with its bite attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and can try to constrict or swallow the foe whole following round.

Poison (Ex): Deep hunters deliver a deadly poison with a successful bite attack. The save DC is Constitution-based.

Deep Hunter Sea Serpent Venom: Injury, Fortitude DC 29; initial 1d6 Strength damage, secondary 3d6 Strength damage.

Swallow Whole (Ex): A deep hunter can try to swallow a Huge or smaller opponent by making a successful grapple check. The swallowed creature takes 2d8+12 points of crushing damage per round plus 1d8 points of acid damage from the deep hunter's gizzard. A swallowed creature can cut its way out by using claws or a light slashing weapon to deal 25 points of damage to the gizzard (AC 14). Once the creature exits, muscular action closes the hole; another swallowed opponent must again cut its own way out.

The serpent's interior can hold two Large, four Medium, sixteen Small, sixty-four Tiny, or several hundred Diminutive or smaller opponents.

Skills: A deep hunter serpent has a +8 racial bonus on Swim checks to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

SEA SERPENT, FANGED

Large Dragon (Aquatic)

Hit Dice:	8d12+24 (76 hp)
Initiative:	+1
Speed:	Swim 30 ft. (6 squares)
Armor Class:	24 (–1 size, +1 Dex, +14 natural), touch 10, flat-footed 23
Base Attack/Grapple:	+8/+16
Attack:	Bite +12 melee (1d8+6 plus poison)
Space/Reach:	10 ft./5 ft.
Special Attacks:	Constrict 1d8+6, improved grab, poison
Special Qualities:	Darkvision 60 ft., immunity to sleep and paralysis, scent
Saves:	Fort +9, Ref +7, Will +6
Abilities:	Str 18, Dex 13, Con 16, Int 5, Wis 11, Cha 6
Skills:	Listen +11, Spot +11, Survival +11, Swim +12
Feats:	Cleave, Power Attack, Swim-By Attack ^B , Weapon Focus (bite)
Environment:	Any aquatic
Organization:	Solitary, pair or swarm (3–20)
Challenge Rating:	6
Treasure:	None
Alignment:	Usually neutral
Advancement:	9–12 HD (Large); 13–24 HD (Huge)
Level Adjustment:	—

This serpent is 12 to 15 feet long and 5 feet thick. Its body scales are thickened and hardened, which slows it somewhat in water but provides good protection. The serpent's most outstanding features, however, are the rows of long, sharp teeth that fill its mouth. It has large, lidless red eyes with white pupils.



The fanged sea serpent is a vicious predator of the seas feared for its tendency to travel in packs and swarm over creatures much larger than itself.

Fanged sea serpents are nomadic, traveling with ocean currents. They prefer to hunt in groups, which they can surround and attack from all sides. Fanged sea serpents have been known to attack their own kind, but only when starving.

Combat

Fanged sea serpents on their own usually live on large fish, and avoids confronting intelligent opposition unless they believe their victims to be helpless. However, when they are in groups, they become much more aggressive, and attack creatures much larger than themselves. They prefer to use swarm tactics, surrounding their target and attacking simultaneously from all directions; in the water, where they can also attack from above and below, few marine creatures can stand up to a prolonged assault.

Constrict (Ex): On a successful grapple check, a fanged sea serpent deals 1d8+6 points of damage.

Improved Grab (Ex): To use this ability, a fanged sea serpent must hit with its bite attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and can try to constrict the foe the following round.

Poison (Ex): A fanged sea serpent delivers a virulent poison with a successful bite attack. The save DC is Constitution-based.

Fanged Sea Serpent Poison: Injury, Fortitude DC 17; initial and secondary damage 1d6 Constitution damage.

Skills: A fanged sea serpent has a +8 racial bonus on Swim checks to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

SEA SERPENT, GILDED

Medium Dragon (Aquatic)

Hit Dice:	5d12+15 (47 hp)
Initiative:	+4
Speed:	10 ft. (2 squares), swim 40 ft.
Armor Class:	20 (+4 Dex, +16 natural), touch 14, flat-footed 16
Base Attack/Grapple:	+5/+6
Attack:	Bite +9 melee (1d8+1 plus poison)
Attack:	Bite +9 melee (1d8+1 plus poison)
Space/Reach:	5 ft./5 ft.
Special Attacks:	Constrict 1d8+1, improved grab, poison
Special Qualities:	Amphibious, damage reduction 5/gold, darkvision 60 ft., immunity to <i>sleep</i> and paralysis, scent
Saves:	Fort +10, Ref +9, Will +8
Abilities:	Str 12, Dex 19, Con 16, Int 7, Wis 16, Cha 17
Skills:	Hide +8*, Listen +11, Move Silently +12, Spot +11, Swim +9
Feats:	Great Fortitude, Swim-By Attack ⁸ , Weapon Finesse (bite)
Environment:	Temperate and warm aquatic
Organization:	Solitary, pair or cluster (3–8)
Challenge Rating:	5
Treasure:	None (see below)
Alignment:	Usually neutral
Advancement:	6–8 HD (Medium); 9–15 HD (Large)
Level Adjustment:	—

This serpent is about 8 feet long and 2 feet thick. Its body scales are small and smooth, with the brilliant luster of gold. It has a long, narrow crocodilian snout and a cluster of antenna-like whiskers sweeping back from just above its jaws.

One of the rarest of sea serpents, the gilded serpent is known for its glittering golden hide, and is often hunted for this skin, and for the powerful narcotic that can be made from its venom.

In the wild, gilded sea serpents live on the most secluded islands and hidden lagoons, where they nest in sandy lairs and shallow, sun-warmed waters. Wealthy

Golden Bliss

This drug is made from the venom of a gilded sea serpent. A serpent that is milked of its venom produces enough poison to make 2d4 doses of golden bliss per day. This requires a DC 15 Craft (alchemy or poison) check, and the market value is 40 gp. When inhaled, the drug produces a euphoric catatonia that lasts 10-30 minutes, with a secondary effect being a –4 penalty to Wisdom that lasts 24 hours. When used, golden bliss temporarily increases Charisma by +4 and provides complete protection against mind-influencing magic and psionic incursion. An unwilling recipient must succeed on a DC 15 Fortitude saving throw to resist the effect.

Golden bliss is highly addictive. A user must succeed on a DC 15 Fortitude save each time he uses golden bliss. Failure means he has become addicted. Once this occurs, the addict must receive a dose of golden bliss at least every 7 days or go into withdrawal. For every day beyond that, the addict must make a Fortitude save with a DC of 15 +1 per each additional day that passes. For every failed save, the addict suffers 1 point of Wisdom damage that cannot heal naturally; only magic can restore Wisdom lost in this fashion. Once the bliss addict's Wisdom reaches 0, he dies. Each time an addict goes without golden bliss long enough to experience withdrawal, there is a 25% chance that the first point of Wisdom loss suffered is permanent.

A *cure disease* spell cures the addiction, and *lesser restoration* and *restoration* restores ability score damage normally. A *heal* or *greater restoration* spell restores both ability damage and cures the addiction.

coastal lords have been known to acquire gilded sea serpent eggs or infants and raised them captivity. These serpents are usually revered as holy or prized as status symbols; captive gilded serpents that are mistreated quickly lose the will to live and die.

The golden hide of a gilded serpent can be harvested and made into a single set of scale mail that fits a Medium or smaller creature. This armor is considered masterwork, and has the same properties as mithral scale armor.

The poison of the gilded serpent can be milked or harvested as well, then made into a powerful narcotic drug called golden bliss (see sidebar).

Wild gilded sea serpents speak Draconic; those raised in captivity also speak the language of whatever race possesses them.

Combat

Gilded sea serpents flee danger when they can, using their ability to swim swiftly to evade danger as quickly as possible. If cornered or surprised, however, they lash out with their bite, and use their constriction attack if their prey is small enough. The venom of a gilded sea serpent numbs the flesh to pain and induces a state of catatonic stupor.

Constrict (Ex): On a successful grapple check, a gilded sea serpent deals 1d8+1 points of damage.

Improved Grab (Ex): To use this ability, a gilded sea serpent must hit with its bite attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and can try to constrict the foe the following round.

Poison (Ex): A gilded sea serpent delivers its debilitating poison with a successful bite attack. The save DC is Constitution-based.

Gilded Sea Serpent Venom: Injury, Fortitude DC 15; initial damage 1d4 Wisdom, secondary damage 1d4 Wisdom plus paralysis for 2d6 minutes.

Amphibious (Ex): A gilded sea serpent can breathe both air and water and survive indefinitely on land.

Damage Reduction (Su): The gilded serpent ignores the first 5 points of physical damage from any source unless the weapon is composed primarily of gold. Gilded serpent hunters prefer to use poisoned gold-tipped arrows and weapons when hunting these beasts. A gilded weapon costs double the price of a silvered weapon.

Skills: A gilded sea serpent has a -4 racial penalty on Hide checks due to their glittering golden hide.

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



SEA SERPENT, SHIPBREAKER

Colossal Dragon (Aquatic)

Hit Dice:	38d12+383 (630 hp)
Initiative:	+4
Speed:	10 ft. (5 squares), swim 40 ft.
Armor Class:	28 (-8 size, +26 natural), touch 2, flat-footed 28
Base Attack/Grapple:	+38/+65
Attack:	Bite +42 melee (4d6+16 plus poison)
Full Attack:	Bite +42 melee (4d6+16 plus poison)
Space/Reach:	50 ft./50 ft. (coiled)
Special Attacks:	Constrict 4d6+16, improved grab, poison, swallow whole
Special Qualities:	Amphibious, darkvision 60 ft., immunity to sleep and paralysis, scent
Saves:	Fort +33, Ref +23, Will +26
Abilities:	Str 32, Dex 11, Con 30, Int 11, Wis 17, Cha 21
Skills:	Hide +25, Intimidate +25, Listen +44, Move Silently +20, Search +40, Spot +44, Survival +24, Swim +41
Feats:	Ability Focus (poison), Blind-Fight, Cleave, Endurance, Great Cleave, Great Fortitude, Improved Grapple, Improved Initiative, Iron Will, Lightning Reflexes, Power Attack, Swim-By Attack [®] , Toughness, Weapon Focus (bite)
Environment:	Any aquatic
Organization:	Solitary
Challenge Rating:	30
Treasure:	50% coins; double goods; standard items
Alignment:	Usually chaotic neutral
Advancement:	39+ HD (Colossal)
Level Adjustment:	—

This devastating serpent is over 120 feet long and 15 feet thick. Its body scales are dark gray-brown, festooned with barnacles, seaweed, and other sea life. Its maw is the size of a large wagon, with teeth the size of greatswords.

The legendary shipbreaker is thought to be the largest of the sea serpents, a true behemoth that rules the seas. It is a fearless hunter that enjoys

attacking the largest seagoing vessels and crushing them in its mighty coils. It is believed by many sailors and seafarers that the shipbreaker is a unique creature (i.e., that only one of these mighty beasts exists), and apparently (and thankfully) it seems to spend most of its time hibernating.

The shipbreaker is most often sighted deep at sea, usually just before it approaches and breaks up a naval vessel into kindling.

It is unknown what language the shipbreaker speaks or understands, if any, since none have ever reported successfully speaking with it. A shipbreaker's broad flat flippers allows it to slowly propel itself onto and across dry land.



Combat

A shipbreaker attacks ships and huge-sized creatures as its primary prey. It ignores smaller creatures except as snacks, or if directly threatened by one. Its favorite tactic is to ambush a ship or approach it at speed, then wrap it in its coils and crush it. It then feasts on the sailors in the water at its leisure.

Constrict (Ex): On a successful grapple check, a shipbreaker sea serpent deals $4d6+16$ points of damage.

Improved Grab (Ex): To use this ability, a shipbreaker sea serpent must hit an opponent up to one size smaller with its bite attack. It can then start a grapple check as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and can try to constrict or swallow the foe whole following round.

Poison (Ex): A shipbreaker sea serpent delivers its deadly poison with a successful bite attack. The save DC is Constitution-based and includes a +2 bonus from its Ability Focus feat.

Shipbreaker Sea Serpent Venom: Injury, Fortitude DC 41; initial and secondary damage $3d6$ Constitution damage.

Swallow Whole (Ex): A shipbreaker sea serpent can try to swallow a Gargantuan or smaller opponent by making a successful grapple check. The swallowed creature takes $2d8+16$ points of crushing damage per round plus $2d8$ points of acid damage from the shipbreaker's gizzard. A swallowed creature can cut its way out by using claws or a light slashing weapon to deal 40 points of damage to the gizzard (AC 23). Once the creature exits, muscular action closes the hole; another swallowed opponent must again cut its own way out.

The shipbreaker's interior can hold two Huge, four Large, sixteen Medium, sixty-four Small, or 128 Tiny or smaller opponents.

Amphibious (Ex): A shipbreaker sea serpent can breathe both air and water and survive indefinitely on land.

Skills: A shipbreaker sea serpent has a +8 racial bonus on Swim checks to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

SEA SERPENT, SPITTING

Large Dragon (Aquatic)

Hit Dice:	12d12+24 (102 hp)
Initiative:	+6
Speed:	10 ft. (2 squares), swim 40 ft.
Armor Class:	21 (-1 size, +12 natural), touch 9, flat-footed 21
Base Attack/Grapple:	+12/+17
Attack:	Bite +12 melee (1d8+1 plus poison) or spit +18 ranged (2d6 acid)
Full Attack:	Bite +12 melee (1d8+1 plus poison) or spit +18 ranged (2d6 acid)
Space/Reach:	10 ft./5 ft.
Special Attacks:	Constrict 1d8+1, improved grab, poison, spit
Special Qualities:	Amphibious, darkvision 60 ft., immunity to sleep and paralysis, scent
Saves:	Fort +10, Ref +14, Will +10
Abilities:	Str 13, Dex 22, Con 14, Int 8, Wis 15, Cha 6
Skills:	Hide +10, Intimidate +13, Listen +14, Move Silently +14, Spot +17, Survival +7, Swim +24
Feats:	Ability Focus (poison), Far Shot, Point Blank Shot, Rapid Shot, Swim-By Attack ⁸ , Weapon Focus (spit)
Environment:	Any aquatic
Organization:	Solitary or pair
Challenge Rating:	9
Treasure:	None
Alignment:	Usually chaotic evil
Advancement:	13–15 HD (Large); 16–24 HD (Huge)
Level Adjustment:	—

The body length of a these serpents is roughly 15 to 18 feet, with a girth of up to 3 feet. They are covered with rough-edged scales of brown, green, or blue coloration, giving their hides a mottled appearance. Their heads are short, with thick, muscular necks concealed beneath a webbed fringe.



Spitting sea serpents are a fiercely territorial if not terribly intelligent species that can be a great hazard on unfamiliar coasts. They are renowned for their great ability to spit globs of acidic spittle onto creatures that threaten them.

A spitting sea serpent prefers to dwell in shallow coastal waters and coastlines, and avoids deep water where they are ill-equipped to handle encounters with large marine predators, against which their ability to spit is ineffective. They prefer to live in wild, uncivilized lands, and fiercely protect their hunting grounds from intrusion by any other predators.

Spitting sea serpents speak Aquan, and some may speak Draconic as well.

Combat

The spitting sea serpent always tries to use its spitting attack against any that anger it, using its bite and constriction attacks against food or as a last resort.

Constrict (Ex): On a successful grapple check, a spitting sea serpent deals 1d8+1 points of damage.

Improved Grab (Ex): To use this ability, a spitting sea serpent must hit with its bite attack. It can then

attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and can try to constrict the foe the following round.

Poison (Ex): A spitting sea serpent delivers a debilitating poison with a successful bite attack. The save DC is Constitution-based and includes a +2 bonus from its Ability Focus feat.

Spitting Sea Serpent Venom: Injury, Fortitude DC 20; initial damage 2d6 Dexterity damage plus 1d6 points of acid damage [for two rounds, no save], secondary damage 2d6 Dexterity damage.

Spit (Ex): The spitting sea serpent can eject a sticky glob of concentrated acidic mucous up to twice a round (using the Rapid Shot feat), with a range of 60 feet.

Amphibious (Ex): A spitting sea serpent can breathe both air and water and survive indefinitely on land.

Skills: A spitting sea serpent has a +8 racial bonus on Swim checks to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

SEA SPIDER

	Common	Pelagos
	Huge Magical Beast (Aquatic)	Huge Magical Beast (Aquatic)
Hit Dice:	16d8+48 (120 hp)	20d10+120 (230 hp)
Initiative:	+7	+7
Speed:	Swim 90 ft. (18 squares)	Swim 90 ft. (18 squares)
Armor Class:	18 (–2 size, +3 Dex, +7 natural), touch 11, flat-footed 15	23 (–2 size, +3 Dex, +12 natural), touch 11, flat-footed 20
Base Attack/Grapple:	+16/+29	+20/+35
Attack:	4 slams +18 (1d6+5)	Bite +26 melee (2d8+10)
Full Attack:	4 slams +18 (1d6+5) and bite +13 (2d6+2 plus 1d4 acid)	Bite +26 melee (2d8+10)
Space/Reach:	15 ft./10 ft.	15 ft./10 ft.
Special Attacks:	Improved grab, swallow whole	Poison, spell-like abilities
Special Qualities:	Darkvision 60 ft., low-light vision	Darkvision 60 ft., low-light vision
Saves:	Fort +15, Ref +13, Will +6	Fort +20, Ref +15, Will +12
Abilities:	Str 20, Dex 16, Con 16, Int 6, Wis 12, Cha 11	Str 24, Dex 16, Con 22, Int 20, Wis 18, Cha 18
Skills:	Hide –1*, Spot +10, Survival +6, Swim +16	Diplomacy +27, Escape Artist +26, Gather Information +27, Hide +18, Listen +29, Spot +29, Swim +38
Feats:	Alertness, Cleave, Combat Reflexes, Great Fortitude, Improved Initiative, Power Attack	Alertness, Fast Swim, Great Fortitude, Improved Initiative, Iron Will, Swim-By Attack, Weapon Focus (bite)
Environment:	Any aquatic	Any aquatic
Organization:	Solitary	Solitary
Challenge Rating:	11	15
Treasure:	None	Standard
Alignment:	Usually neutral evil	Usually neutral
Advancement:	17–32 HD (Huge); 33–48 HD (Gargantuan)	21–40 HD (Huge); 41–60 HD (Gargantuan)
Level Adjustment:	—	—

This creature resembles similar arachnids found on land. Its color ranges through various shades of blue and green with distinct black markings. Its legs and bodies are covered with thousands of fine, sticky hairs.

The hairs on a sea spider's legs trap air bubbles, which aid in floatation and mobility. With its long, strong legs a sea spider can propel itself underwater as easily as it can glide upon the surface. Sea spiders make their lairs in shallow underwater caverns in secluded lagoons of uninhabited islands. They never leave the sea as they cannot long stand the stillness of dry land.

Sea spiders survive on a diet of plants, coral, and under-sea denizens, preferring shark and eel to other aquatic life. A meal is devoured immediately, though not necessarily digested immediately. A sea spider has an extra stomach in which it stores food for later digestion. This allows the spider to go long periods of time between meals.

A sea spider is about 16 feet long and resembles a monstrous spider with fur of varying hues of blues and greens. Sea spiders speak Aquan.

Combat

Sea spiders never venture on land, confining their attacks to ships. They usually attach themselves to the ship with the sticky hairs of their hind legs. This brings their mouth to the level of the deck where they may bite the ship, trying to disable it, or any person in close range. Their forelegs are free to swing at opponents. If no one is in range, the sea spider relocates to another area of the ship and attack again. Their primary tactic is to grapple opponents and draw them to the mouth, attempting to swallow them whole.

Improved Grab (Ex): To use this ability, a sea spider must hit with its bite attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and can try to swallow the foe the following round.

Swallow Whole (Ex): A sea spider can try to swallow a Large or smaller opponent by making a successful grapple check. The swallowed creature takes 1d8+5 points of crushing damage per round plus 1d8 points of acid damage from the sea spider's gizzard. A swallowed creature can cut its way out by using claws or a light slashing weapon to deal 25 points of damage to the gizzard (AC 13). Once the creature exits, muscular action closes the hole; another swallowed opponent must again cut its own way out.

The sea spider's interior can hold two Medium, four Small, eight Tiny, or sixteen Diminutive or smaller opponents.

Skills: *A sea spider has a +8 bonus on Hide checks when floating on the surface due to its natural camouflage.

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

Pelagos

This great sea spider makes its home in the deep ocean never venturing close to the coast or shorelines. Its lair is often made in sunken ships or underwater caverns and caves. It sustains itself on a steady diet of fish and aquatic plants.

A pelagos is thought to be the creation of an ancient sea god set upon the world to either guard or harass ships and waterborne travelers. Many cultures revere the great pelagoses as sea gods themselves and often make sacrifices to them to ensure a safe ocean journey (or to bring about a curse upon the heads of pirates, buccaneers, or other water bandits who have wronged the community).

A pelagos speaks Common, Aquan, and four other languages (usually Sylvan, Draconic, and Elven are among its other spoken languages).

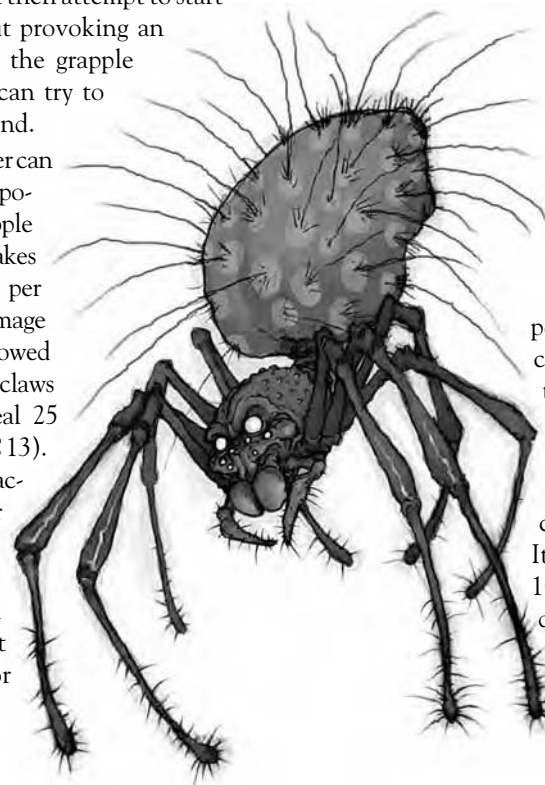
Poison (Ex): A pelagos delivers a virulent poison with a successful bite attack. The save DC is Constitution-based.

Pelagos Venom: Injury, Fortitude DC 26; initial and secondary damage 2d6 Constitution. A creature that dies from this poison turns into water and flows away (and is irrevocably dead save for a *miracle*, *wish*, or the intervention of a deity).

Spell-Like Abilities: 3/day—*cone of cold* (DC 19), *lightning bolt* (DC 17) (affects a 30-ft. radius around the pelagos rather than a single target); 1/day—*stinking cloud* (DC 17). Caster level 9th. The save DCs are Charisma-based.

Watersense (Ex): A pelagos can pinpoint the location of any within 60 feet that is touching the water.

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



SEPULCHRAL GUARDIAN

Medium Construct

Hit Dice:	10d10+20 (75 hp)
Initiative:	+0
Speed:	30 ft. (6 squares)
Armor Class:	24 (+14 natural), touch 10, flat-footed 24
Base Attack/Grapple:	+7/+14
Attack:	+1 <i>longsword</i> +15 melee (1d8+8, 19–20/x2) or slam +14 melee (2d6+7 plus disease)
Full Attack:	+1 <i>longsword</i> +15/+10 melee (1d8+8, 19–20/x2) or 2 slams +14 melee (2d6+7 plus disease)
Space/Reach:	5 ft./5 ft.
Special Attacks:	Disease, dread
Special Qualities:	Construct traits, damage reduction 10/adamantine, darkvision 60 ft., immunity to cold and fire, low-light vision, resistance to acid, electricity 10, SR 18
Saves:	Fort +3, Ref +3, Will +3
Abilities:	Str 24, Dex 10, Con —, Int —, Wis 11, Cha 12
Skills:	—
Feats:	Ability Focus (disease) ⁶
Environment:	Any
Organization:	Solitary
Challenge Rating:	8
Treasure:	+ 1 <i>longsword</i>
Alignment:	Always neutral
Advancement:	11–30 HD (Medium)
Level Adjustment:	—

A humanoid wearing iron armor stands before you. In its hand it holds a wickedly sharp longsword. Its eyes show no signs of life.

Sepulchral guardians are specially constructed guardians created from the preserved corpses of dead humanoids that have been encased in iron. They are created for one purpose and one purpose only: to guard the final resting place of a now dead creature. Once activated, a sepulchral guardian performs its task until it is destroyed. Even the death of its creator does not disrupt a sepulchral guardian as many are created to guard the final resting place of the one that created them.

A sepulchral guardian appears as a humanoid standing just over 6 feet tall. Its entire body, save its face, is encased in a suit of iron. Its face, while humanoid, shows no signs of life, and its eyes are filled with the emptiness of an automaton. Most sepulchral guardians wield longswords, battleaxes, or other such weapons. A sepulchral guardian weighs about 900 pounds.

Sepulchral guardians cannot speak and do not utter any sound.

Combat

Sepulchral guardians attack with deadly accuracy, relying on either a longsword or their powerful fists in battle. They are relentless combatants and attack until destroyed or until their foes are slain or driven from the area they are protecting. A sepulchral guardian never gives pursuit, refusing to leave its assigned area.



Disease (Su): A creature damaged by a sepulchral guardian's slam attack must succeed on a DC 17 Fortitude save or contract crypt death, a supernatural disease created long ago by a spellcaster whose name has been lost over time. The save DC is Constitution-based and includes a +2 bonus from the sepulchral guardian's Ability Focus feat.

Crypt Death—supernatural disease, slam, Fortitude DC 17, incubation period 1 minute; damage 1d6 Con and 1d6 Str.

Dread (Su): Creatures viewing a sepulchral guardian must succeed on a DC 16 Will save or take a -2 penalty on attack rolls, saving throws, skill and ability checks, and weapon damage rolls as long as the sepulchral

guardian is "alive" and within 100 feet and for 2d4 rounds afterwards. The save DC is Charisma-based.

Construction

A sepulchral guardian's body is constructed from 500 pounds of iron mixed with rare chemicals totaling 1,000 gp and the preserved corpse of a single humanoid (which is encased in the iron). Assembling the body requires a successful DC 15 Craft (armorsmithing) check or DC 15 Craft (weaponsmithing) check.

Caster level 11th; Craft Construct (see the MM), *contagion*, *geas/quest*, *limited wish*, *polymorph any object*, caster must be at least 11th level; Price 41,000 gp; Cost 21,000 gp + 1,600 XP.

SHEET FUNGUS

Medium Plant (Fungus)

Hit Dice:	3d8+12 (25 hp)
Initiative:	+3
Speed:	Fly 40 ft. (8 squares) (good)
Armor Class:	17 (+3 Dex, +4 natural), touch 13, flat-footed 14
Base Attack/Grapple:	+2/+4
Attack:	Slam +5 melee (1d6+3)
Full Attack:	Slam +5 melee (1d6+3)
Space/Reach:	5 ft./5 ft.
Special Attacks:	Engulf
Special Qualities:	Camouflage, damage reduction 5/bludgeoning, low-light vision, plant traits
Saves:	Fort +7, Ref +4, Will +3
Abilities:	Str 14, Dex 16, Con 18, Int 10, Wis 11, Cha 10
Skills:	Listen +6, Spot +6
Feats:	Hover [®] , Iron Will, Weapon Finesse
Environment:	Any
Organization:	Solitary or pair
Challenge Rating:	3
Treasure:	None
Alignment:	Usually neutral (evil tendencies)
Advancement:	4–6 HD (Medium); 7–9 HD (Large)
Level Adjustment:	—

What at first appeared to be an intricately carved tapestry is apparently alive as it springs at you.

Sheet funguses are flat, sheet-like plant creatures believed to be created by evil priests who experimented with various plants and funguses mixed with dark magic. They resemble tapestries or rugs and use this to their advantage when hunting for food. Sheet funguses are fond of blood and flesh, especially that of humans. Sheet funguses are sometimes found acting as guards in temples dedicated to foul fungus and ooze demons.

A sheet fungus is a flat, sheet thin creature about 6 feet long and 2-1/2 or 3 feet wide. It weighs about 3 pounds. Two small dark circles "sewn" into its design function as eyes. Sheet funguses seem to understand Common and Sylvan but they do not speak.

Combat

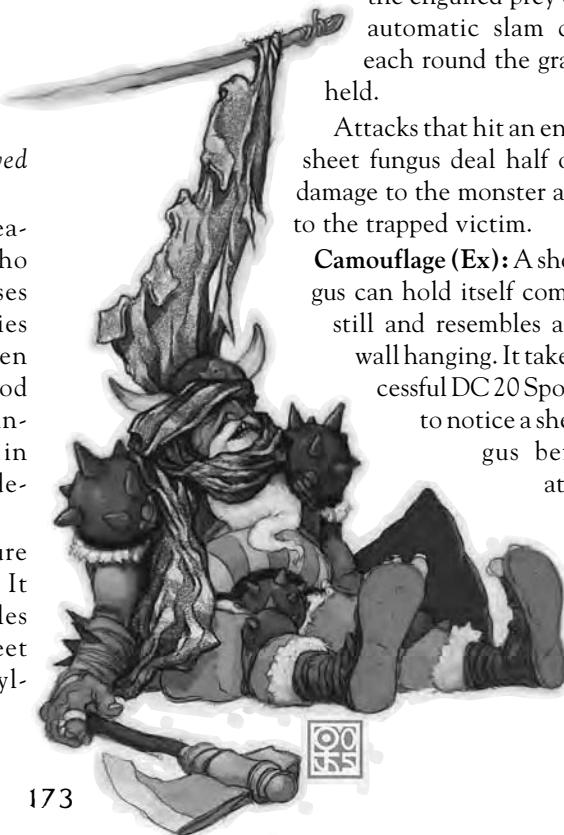
Sheet funguses press themselves up against walls or floors so as to appear to be nothing more than a wall hanging or rug. When a potential meal wanders too close, the sheet fungus springs out and attempts to envelope the target in its body. A grabbed opponent is held until it dies or until the sheet fungus takes 3/4 or more of its hit points in damage at which time it usually releases its prey and flees. A hungry sheet fungus will fight to the death however. There is a 5% chance that any creature slain by a sheet fungus returns to life as a free-willed vegepygmy (see **Tome of Horrors I**).

Engulf (Ex): A sheet fungus can try to wrap a creature of its size or smaller in its body as a standard action. The sheet fungus attempts a grapple check that does not provoke an attack of opportunity. If it wins the grapple check, it establishes a hold and squeezes

the engulfed prey dealing automatic slam damage each round the grapple is held.

Attacks that hit an engulfing sheet fungus deal half of their damage to the monster and half to the trapped victim.

Camouflage (Ex): A sheet fungus can hold itself completely still and resembles a rug or wall hanging. It takes a successful DC 20 Spot check to notice a sheet fungus before it attacks.



SKIN STITCHER

Medium Aberration

Hit Dice:	7d8+14 (45 hp)
Initiative:	+2
Speed:	30 ft. (6 squares)
Armor Class:	18 (+2 Dex, +6 natural), touch 12, flat-footed 16
Base Attack/Grapple:	+5/+8
Attack:	Chain rake +9 melee (2d4+3, crit x3)
Full Attack:	2 chain rakes +9 melee (2d4+3, crit x3) or 2 claws +8 melee (1d4+3)
Space/Reach:	5 ft./5 ft.
Special Attacks:	Rage, augmented critical
Special Qualities:	Darkvision 60 ft., skin scent
Saves:	Fort +4, Ref +4, Will +6
Abilities:	Str 16, Dex 14, Con 14, Int 11, Wis 12, Cha 6
Skills:	Climb +6, Hide +7, Listen +6, Move Silently +4, Spot +6
Feats:	Blind-Fight, Power Attack, Weapon Focus (chain)
Environment:	Any land and underground
Organization:	Solitary or gang (2–4)
Challenge Rating:	5
Treasure:	Standard
Alignment:	Always chaotic evil
Advancement:	8–12 HD (Medium); 13–21 HD (Large)
Level Adjustment:	—

This gaunt skeletal humanoid has heavily scarred flesh randomly stitched together. Its eyes are sunken and burn with hatred.

A skin stitcher is a malevolent and violent creature that kills for food, pleasure, and the skin of humanoids (which it keeps and collects). While it is known to eat just about anything it kills, it only keeps the skin and flesh of humanoid creatures. Other creatures are devoured, flesh and all.

Skin stitchers collect the flesh and skin of any humanoid creature slain. From this, they weave intricate clothes and coverings that they wear over their entire body. At a distance, the skin stitcher can pass for a normal humanoid when wearing one of these “skin suits” (Spot check DC 20 to reveal its true identity). Up close, the skin stitcher’s disguise becomes much less effective, making it appear as a humanoid with a heavily scarred and stitched together body.

The skin stitcher stands about 6 feet tall and (in its true form) appears as a skinless humanoid. Its natural body appears to be bone wrapped tightly with corded muscle and covered with a dark red-purplish slime. Its eye sockets are deep and contain large bulbous eyes with blue irises. The skin stitcher’s long, lanky arms end in claws as do its thick, muscled legs. It carries two large chains covered with many sharpened barbs.

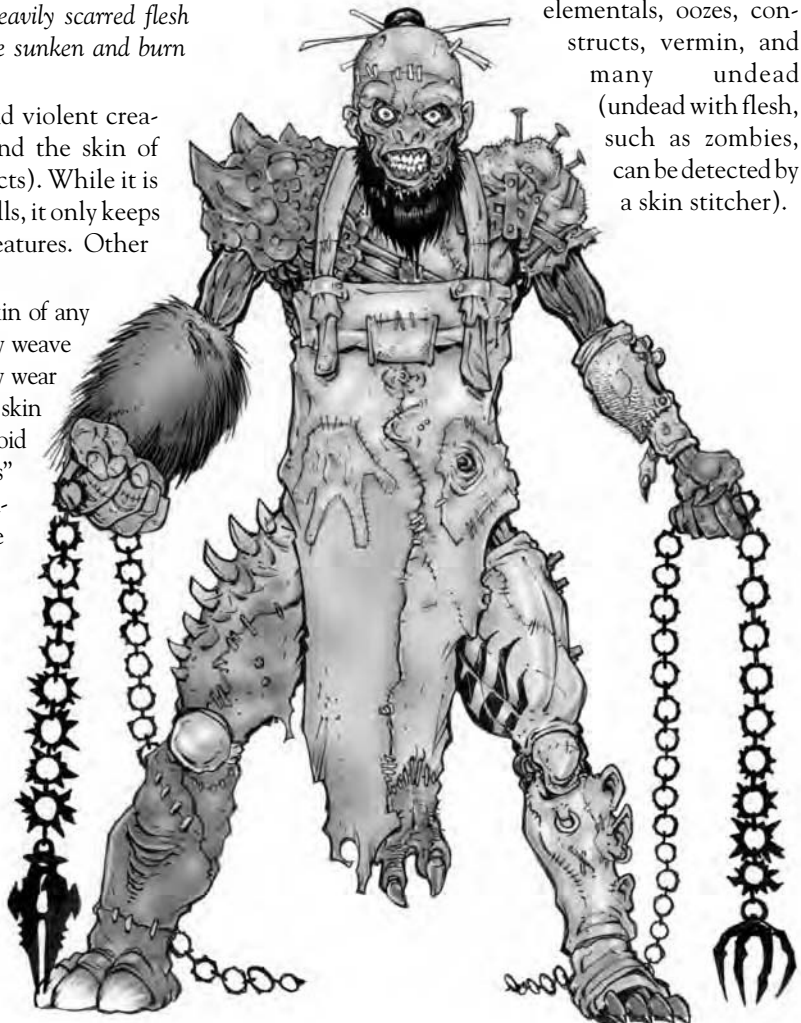
Combat

Though their hands are clawed, skin stitchers prefer to attack using large chains covered with razor-sharp barbs. These not only aid in killing a foe, but also help strip the flesh from a victim. Skin stitchers often attack from ambush, attempting to gain the upper hand over their prey as quickly as possible. Slain opponents are skinned and then eaten or carried to the skin stitcher’s lair and devoured later.

Rage (Ex): A skin stitcher that takes damage in combat has a 50% chance of flying into a berserk rage the following round, attacking its foe until either it or its opponent is dead. It gains +4 Strength and –4 AC while raging. The skin stitcher cannot end its rage voluntarily. Note that the skin stitcher does not drop its chains while raging.

Augmented Critical (Ex): If the skin stitcher scores a critical hit with a chain rake, it deals triple normal damage to an opponent.

Skin Scent (Ex): The skin stitcher can detect any living creature that possesses natural skin to a distance of one-half mile. This includes all creature types, in most cases, except plants, elementals, oozes, constructs, vermin, and many undead (undead with flesh, such as zombies, can be detected by a skin stitcher).



SLAG WORM

Gargantuan Elemental (Earth, Extraplanar, Fire)

Hit Dice:	24d8+192 (300 hp)
Initiative:	+2
Speed:	30 ft. (6 squares), burrow 30 ft.
Armor Class:	28 (–4 size, +2 Dex, +20 natural), touch 8, flat-footed 26
Base Attack/Grapple:	+18/+45
Attack:	Bite +30 melee (4d6+22, 19–20/x2)
Full Attack:	Bite +30 melee (4d6+22, 19–20/x2)
Space/Reach:	20 ft./15 ft.
Special Attacks:	Deafening roar, improved grab, intense heat, swallow whole
Special Qualities:	Damage reduction 15/adamantine, darkvision 60 ft., elemental traits, fire absorption, immunity to fire, susceptible to rust, tremorsense 60 ft., vulnerability to cold
Saves:	Fort +18, Ref +18, Will +12
Abilities:	Str 41, Dex 14, Con 26, Int 8, Wis 14, Cha 10
Skills:	Listen +24, Spot +11
Feats:	Alertness, Cleave, Great Cleave, Great Fortitude, Improved Critical (bite), Iron Will, Lightning Reflexes, Power Attack, Weapon Focus (bite)
Environment:	Elemental Plane of Earth, Elemental Plane of Fire and Plane of Molten Skies
Organization:	Solitary
Challenge Rating:	20
Treasure:	None
Alignment:	Always neutral
Advancement:	25–48 HD (Gargantuan); 49–72 HD (Colossal)
Level Adjustment:	—

This massive wormlike creature of burnt iron and glistening hematite grinds with the roar of the forge. Its fanged lamprey like mouth opens to reveal the molten fires burning in its gut.

Slag worms burrow endlessly through the elemental Plane of Earth, Elemental Plane of Fire, and Plane of Molten Skies, occasionally forcing through weak points into the material planes where they burrow deep beneath the earth, devouring raw iron deposits to keep their internal furnaces burning. Because of this they have been known to devour entire companies of heavily armored dwarves and orcs, mistaking their gear for a new vein of naturally occurring iron salts.

Slag worms average about 40 feet long and weigh about 60,000 pounds, though specimens as large as 100 feet or more have been rumored to exist. Its massive form radiates abysmal heat and when the worm opens its maw,

fires can be seen burning and raging in its interior. They are intelligent creatures (more so than their appearance of a big dumb worm would lead one to believe) and speak Ignan and Terran though they rarely choose to converse with other races.

Combat

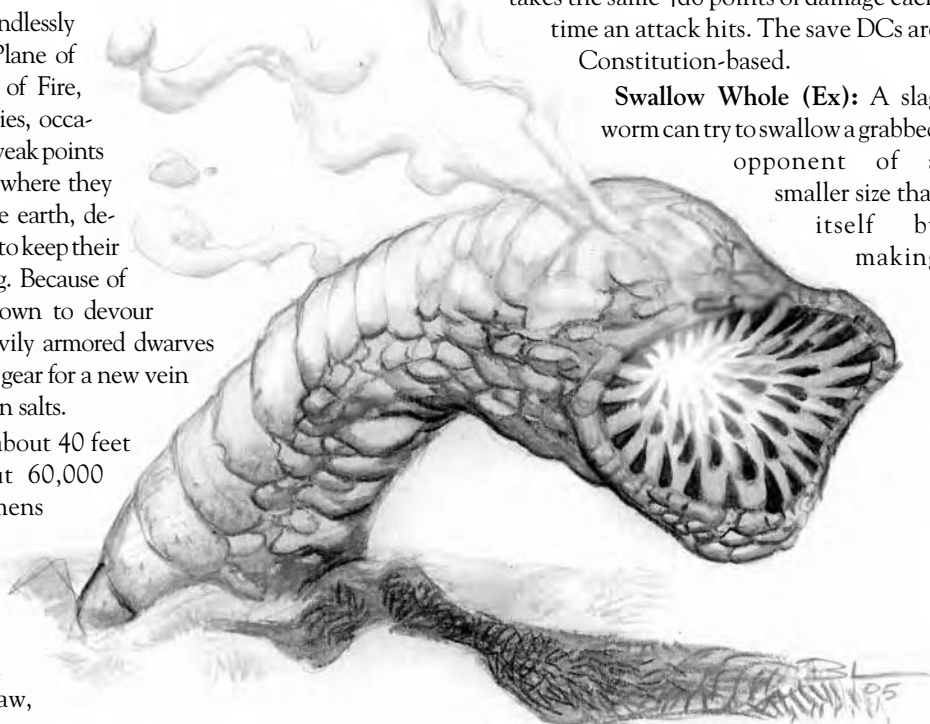
A slag worm erupts from the ground seeking to eat anything wearing iron, steel, or other metal armor or equipment. It attacks such creatures with a great ferocity, generally disregarding other enemies until the worm is heavily injured or forced away by magic.

Deafening Roar (Su): Whenever a slag worm moves at least half of its speed in a single round it creates a grinding roar of metal on metal from its body. Creatures within 50 feet that hear this grinding roar must succeed on a DC 30 Fortitude save or be deafened for 2d4 rounds. The save DC is Constitution-based.

Improved Grab (Ex): To use this ability, a slag worm must hit with its bite attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, the slag worm establishes a hold and can attempt to swallow its opponent on its next turn.

Intense Heat (Ex): A slag worm's body generates intense heat. Anything within 10 feet of its body takes 4d6 points of fire damage each round. A DC 30 Fortitude save reduces the damage by half. Any weapon that strikes a slag worm must succeed on a DC 30 Fortitude save or melt into slag. (Magic weapons gain their enhancement bonus to their save.) A creature striking a slag worm with a natural attack or unarmed takes the same 4d6 points of damage each time an attack hits. The save DCs are Constitution-based.

Swallow Whole (Ex): A slag worm can try to swallow a grabbed opponent of a smaller size that itself by making



a successful grapple check. Once inside, the opponent takes 4d6+22 points of crushing damage plus 8d6 points of fire damage per round from the slag worm's molten interior. A swallowed creature can cut its way out by using a light slashing or piercing weapon to deal 25 points of damage to the worm's interior (AC 20). Once the creature exits, muscular action closes the hole; another swallowed opponent must cut its own way out.

A Gargantuan slag worm's interior can hold 2 Large, 8 Medium, 32 Small, 128 Tiny, or 512 Diminutive or smaller opponents.

Fire Absorption (Ex): Fire deals no damage to a slag worm. Instead, the slag worm absorbs the effect and

heals 1 point of damage for each 3 points the effect would otherwise deal. If the amount of healing would cause the slag worm to exceed its full normal hit points, it gains any excess as temporary hit points.

Susceptible to Rust (Ex): Attacks that cause rusting (such as a *rusting grasp* spell or the touch of a rust monster) deal 2d6 points of damage to a slag worm.

Tremorsense (Ex): A slag worm can automatically pinpoint the location of anything within 60 feet that is in contact with the ground.

Vulnerability to Cold (Ex): A slag worm takes half again as much (+50%) damage as normal from cold, regardless of whether a save is allowed, or if the save is a success or failure.

SOUL REAPER

Large Undead

Hit Dice:	18d12+72 (189 hp)
Initiative:	+7
Speed:	40 ft. (8 squares)
Armor Class:	29 (-1 size, +3 Dex, +16 natural), touch 13, flat-footed 26
Base Attack/Grapple:	+9/+21
Attack:	Scythe +16 melee (2d4+12 plus soul slash, 19–20/x4)
Full Attack:	Scythe +16/+11 melee (2d4+12 plus soul slash, 19–20/x4)
Space/Reach:	10 ft./10 ft.
Special Attacks:	Soul slash, spell-like abilities
Special Qualities:	Damage reduction 15/silver and magic, darkvision 60 ft., SR 27, inseparable weapon, undead traits, +4 turn resistance
Saves:	Fort +8, Ref +11, Will +17
Abilities:	Str 27, Dex 16, Con —, Int 18, Wis 18, Cha 18
Skills:	Diplomacy +24, Hide +20, Intimidate +25, Move Silently +21, Listen +22, Search +22, Sense Motive +22, Spot +22, Survival +22 (+24 following tracks)
Feats:	Death's Blessing, Great Fortitude, Improved Critical (scythe), Improved Initiative, Iron Will, Lightning Reflexes, Power Attack
Environment:	Any
Organization:	Solitary
Challenge Rating:	15
Treasure:	Standard
Alignment:	Always neutral evil
Advancement:	19–48 HD (Large)
Level Adjustment:	—

This sinister figure appears shrouded in a long, black hooded robe. Its face is hidden from view and its long wickedly-curved claws are deathly black in color. It grips a gleaming silver-bladed scythe in its claws.

Soul reapers are vile undead with a fierce hatred for the living. They exist only to kill, and take great pleasure in slaying any living creature they encounter. They kill without guilt, without feeling or remorse, and without emotion; drinking the soul of their victim to insure it never returns to life.

Soul reapers have no ties to the land of the living, in that they have always existed and have always been.

Their origins are unknown, but speculation says they stepped from the great void at the beginning of creation. It is thought that only six or seven of these creatures exist (and most living beings are thankful of that).

Soul reapers are 12-foot tall humanoid creatures shrouded in long, black hooded cloaks. Though they are corporeal creatures, their form is either shrouded in utter darkness or formed of the stuff of shadows. No discernible facial features are visible under the hood. The creature's hands end in wicked claws of inky black-



ness that are always clutched tightly around its gleaming, sharp scythe. These creatures never speak and no one knows if they even can (and if they could, what would one say to a soul reaper?)

Combat

Soul reapers haunt civilized lands searching for the next victim who will fall prey to the deadly scythe and its soul-draining powers. When it encounters a living creature, the soul reaper casts *unholy aura* on itself. It then pinpoints an enemy spellcaster and uses its *deafness* ability, or selects the most powerful foe (its best guess) and hits it with *blindness*. Invisible opponents are no match for the soul reaper and it often targets them first, just to show them that they cannot hide from its deadly blade.

When it closes to melee, the soul reaper uses a full attack with its scythe against its closest opponent.

A soul reaper's natural weapons are treated as magic weapons for the purpose of overcoming damage reduction.

Soul Slash (Su): If a soul reaper scores a critical hit with its scythe, the target must succeed on a DC 23 Fortitude save or have its soul torn from its body and pulled into the soul reaper's scythe. If the save succeeds, the victim takes an extra 3d6 points of damage. A soul

reaper's scythe can hold a number of souls equal to its Charisma bonus (four souls for a typical soul reaper). This effect is similar to a *trap the soul* spell. The save DC is Charisma-based.

A creature's soulless body collapses into a desiccated husk, and in one day crumbles to dust.

To reclaim a captured soul, the reaper must be destroyed and its scythe shattered on *consecrated* ground. When the scythe is shattered, all souls trapped are released and seek their original body (if it's been less than one day since the body was killed). Creatures without a body are left to wander in spirit form but can be returned to life through the successful casting of a *miracle*, *wish*, or *true resurrection* spell.

Spell-Like Abilities: At will—*desecrate*, see *invisibility*, *unholy blight* (DC 18 partial); 1/day—*blindness/deafness* (DC 16), *symbol of pain* (DC 19), *unholy aura*. Caster level 18th. The DCs are Charisma-based.

Inseparable Weapon (Su): A soul reaper has a mystic and magical connection to its scythe. If separated from its scythe (if the soul reaper is disarmed, for example) and within 100 feet of it, it may summon it to its hands as a move action. If an opponent is holding the weapon when the reaper summons it, that opponent must succeed on a DC 23 Strength check or the weapon flies from its hands to the soul reaper. The check DC is Charisma-based.

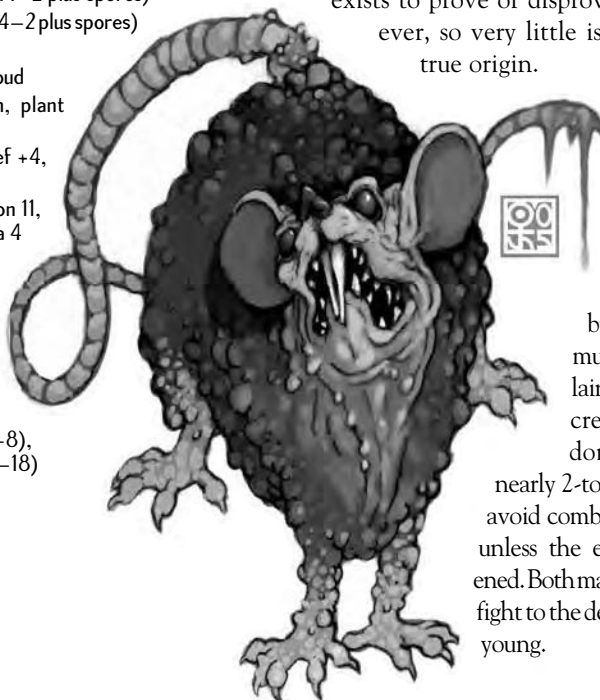
SPORE RAT

Small Plant (Fungus)

Hit Dice:	3d8 (13 hp)
Initiative:	+3
Speed:	20 ft. (4 squares), climb 20 ft.
Armor Class:	16 (+1 size, +3 Dex, +2 natural), touch 14, flat-footed 13
Base Attack/Grapple:	+2/-4
Attack:	Bite +6 melee (1d4-2 plus spores)
Full Attack:	Bite +6 melee (1d4-2 plus spores)
Space/Reach:	5 ft./5 ft.
Special Attacks:	Spores, spore cloud
Special Qualities:	Low-light vision, plant traits
Saves:	Fort +3, Ref +4, Will +2
Abilities:	Str 6, Dex 16, Con 11, Int 2, Wis 12, Cha 4
Skills:	Climb +11, Listen +6, Spot +6
Feats:	Alertness, Weapon Finesse
Environment:	Any
Organization:	Solitary, pack (4-8), or infestation (9-18)
Challenge Rating:	1
Treasure:	None
Alignment:	Always neutral
Advancement:	4-6 HD (Small)
Level Adjustment:	—

This creature resembles a dog-sized rat with matted brownish fur and ruby red eyes. Its mouth is lined with sharpened teeth and its claws appear to be razor-sharp.

Spore rats are thought to be the result of an ancient ensorcelled experiment involving giant rats and one or more unknown plant or fungus creatures. No evidence exists to prove or disprove this theory however, so very little is known as to their true origin.



Spore rats favor damp environments such as rainforests and swamps where they build their nests and lairs from the underbrush, overgrowth, and mud or slime. A typical lair contains 10 or more creatures, with males dominating the pack nearly 2-to-1. Females generally avoid combat and confrontation unless the entire nest is threatened. Both males and females always fight to the death if defending their young.

Spore rats exist on a diet of plants, berries, and various funguses and lichens. Food is gathered by the hunters (almost always males) and carried back to the lair where it is stored in holes for future use (during the cold months and to feed the young). A typical spore rat hunting band often journeys up to 1 mile from its lair if no closer food source can be found.

A spore rat is typically up to 3 feet long and weighs about 30 pounds. Its fur is greenish-brown and is not actually fur at all, but tightly packed funguses and mushrooms. Its eyes are ruby red or pale yellow. Its claws and teeth are always filthy and are brownish-white in color.

Combat

If threatened, a spore rat releases a spore cloud in an effort to detour would be aggressors. Failing this, it lashes

out with its bite attempting to nauseate its opponents. Given the chance, a spore rat flees combat unless cornered.

Spores (Ex): The bite of a spore rat injects a living creature with miniscule spores that cause nausea for 1 round. A successful DC 11 Fortitude save negates the nausea. The save DC is Constitution-based.

Spore Cloud (Ex): Twice per day, a spore rat can release a cloud of noxious spores in a 5-foot radius. Creatures adjacent to the spore rat must succeed on a DC 11 Fortitude save or take 1d4 points of Strength damage. The cloud lasts a single round. The save DC is Constitution-based.

Skills: A spore rat has a +8 racial bonus on Climb checks and can always choose to take 10 on Climb checks, even if rushed or threatened. Spore rats use their Dexterity modifier on Strength checks.

STONE MAIDEN

Medium Elemental (Earth, Extraplanar)

Hit Dice:	10d8+40 (85 hp)
Initiative:	+4
Speed:	30 ft. (6 squares), burrow 30 ft.
Armor Class:	20 (+10 natural), touch 10, flat-footed 20
Base Attack/Grapple:	+7/+11
Attack:	Longsword +11 melee (1d8+4, 19–20/x2) or slam +11 melee (1d6+4)
Full Attack:	Longsword +11/+6 melee (1d8+4, 19–20/x2) or 2 slams +11 melee (1d6+4)
Space/Reach:	5 ft./5 ft.
Special Attacks:	<i>Animate rocks</i> , earth mastery, spell-like abilities
Special Qualities:	Damage reduction 10/magic, darkvision 60 ft., elemental traits, immunity to earth magic, one with the earth, veil
Saves:	Fort +11, Ref +5, Will +8
Abilities:	Str 18, Dex 10, Con 18, Int 15, Wis 16, Cha 20
Skills:	Craft (stonemasonry) +15, Diplomacy +8, Knowledge (nature) +13, Listen +8, Sense Motive +7, Spot +8, Survival +12 (+14 aboveground)
Feats:	Improved Initiative, Iron Will, Lightning Reflexes, Power Attack
Environment:	Elemental Plane of Earth
Organization:	Solitary or troupe (2–5)
Challenge Rating:	8
Treasure:	Standard
Alignment:	Usually neutral
Advancement:	11–20 HD (Medium)
Level Adjustment:	—

This creature resembles an exquisitely carved statue, female and shapely in design. Loose-fitting robes clothe her form and a veil hangs across her shoulders and wraps around her head, though her face is not obscured. Her skin is the color of shale.

Stone maidens are reclusive creatures of elemental earth thought to be somehow related to dryads and other fey creatures of earth and nature. How sages came to this conclusion is unknown (but one can venture a

guess and say it is because like many fey creatures, such as nymphs, dryads, and nereids, the stone maiden is a strikingly attractive female creature). They spend almost of their time on the Elemental Plane of Earth, rarely venturing into the Material Plane, unless summoned. If summoned by a spellcaster, a stone maiden performs the task asked of her (if she can and if it does not go against her alignment) and quickly returns to her home plane.

Stone maidens rarely associate with other races, preferring to deal only with those of their own kind (meaning earth creatures). They are often found in the company of geons (see **Tome of Horrors II**), non-evil vilstraks (see **Tome of Horrors I**), and earth elementals. (It is rumored the Elemental Lord of Earth has a personal harem of stone maidens in his private palace.)

A stone maiden's features are delicate and smooth. Her hair (almost always hidden by her veil) is long and flowing, and generally darker than her grayish "skin." A typical stone maiden stands about 6 feet tall.

Stone maidens speak Common, Terran, and at least one other language (often Sylvan).

A stone maiden can be summoned using a *summon monster VII*, *planar ally* (or greater), or *planar binding* (or greater) spell.

Combat

A stone maiden is reluctant to enter combat unless pressed. Once engaged, a stone maiden defends itself with its longsword (or slam attack if unarmed) and an array of spell-like abilities.

A stone maiden usually opens combat by animating a section of nearby rock and directing the animated rocks to attack her nearest opponents. Next, she uses *spike stones* to turn the ground between herself and her foes into a field of razor-sharp points (and remember, because of her immunity to earth magic, a stone maiden

can move through a spike stoned area unimpeded and without taking damage). Creatures making their way through the *spike stoned* area are usually met with a *wall of stone* or a hail of *magic stones*.

If combat goes against a stone maiden she *melds into stone* to escape.

A stone maiden's natural weapons are treated as magic weapons for the purpose of overcoming damage reduction.

Animate Rocks (Sp): A stone maiden can animate rock within 180 feet at will, controlling up to two rocks at a time. Animated rocks are vaguely humanoid-shaped (most often resembling a stone maiden) and use the same statistics as stone maidens. They do not possess a stone maiden's *animate rocks* ability, spell-like abilities, or veil special quality. They can move through a *spike stoned* area unimpeded and without taking damage.

An animated rock loses its ability to move if the stone maiden that animated it is incapacitated or moves out of range.

Earth Mastery (Ex): A stone maiden gains a +1 bonus on attack and damage rolls if both it and its foe are touching the ground. If an opponent is airborne or waterborne, the stone maiden takes a -4 penalty on attack and damage rolls. (These modifiers are not included in the statistics block.)

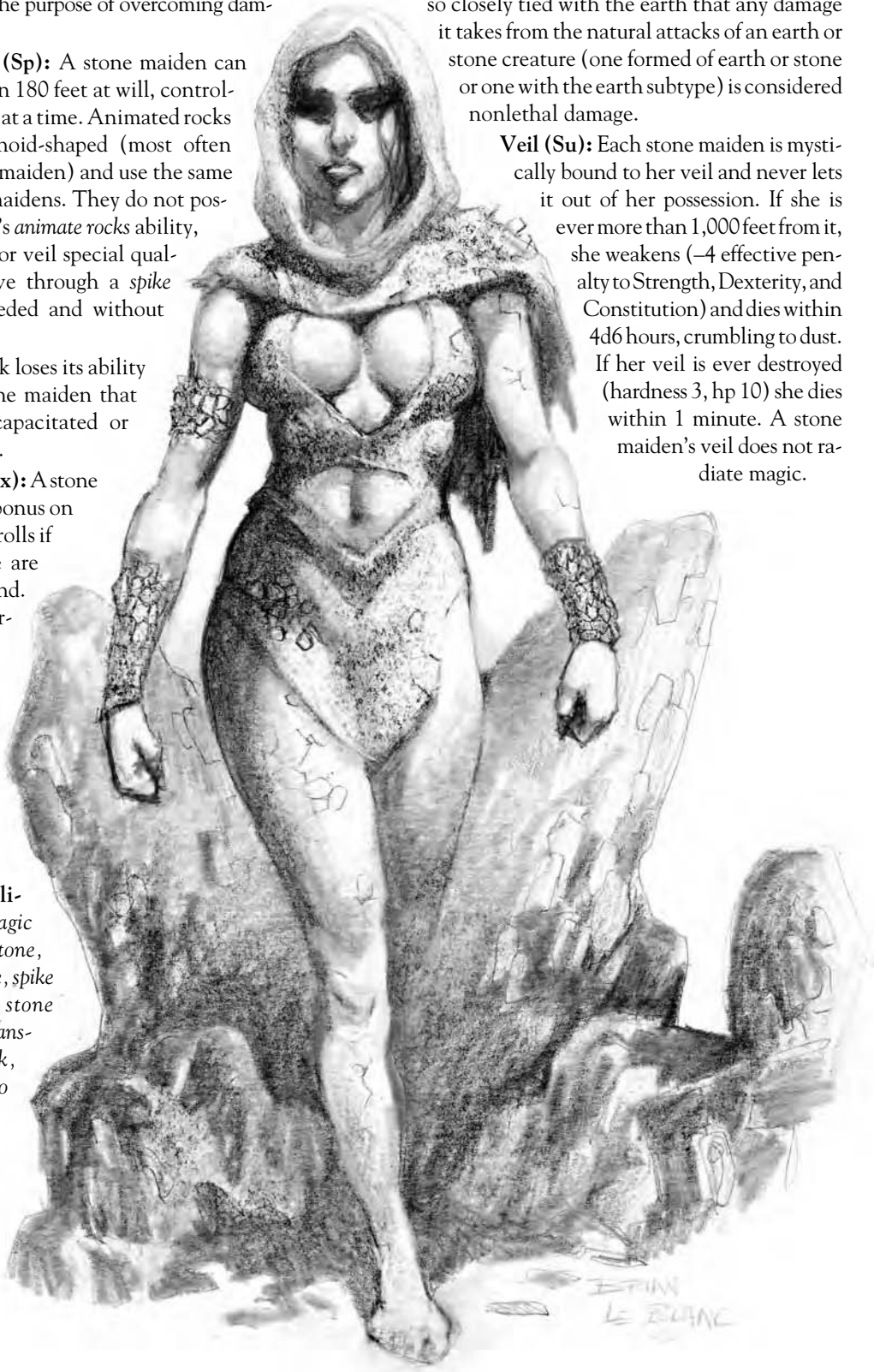
Spell-Like Abilities: At will—*magic stone*, *meld into stone*, *soften earth and stone*, *spike stones* (DC 19), *stone shape*, *stone tell*, *transmute mud to rock*, *transmute rock to mud*; 3/day—*move earth*; 1/day—*iron body*, *wall of stone*

(DC 20). Caster level 10th. The save DCs are Charisma-based.

Immunity to Earth Magic (Ex): A stone maiden is immune to all spells, spell-like abilities, and supernatural effects with the earth descriptor, including spells of the Earth domain.

One with the Earth (Ex): A stone maiden is so closely tied with the earth that any damage it takes from the natural attacks of an earth or stone creature (one formed of earth or stone or one with the earth subtype) is considered nonlethal damage.

Veil (Su): Each stone maiden is mystically bound to her veil and never lets it out of her possession. If she is ever more than 1,000 feet from it, she weakens (-4 effective penalty to Strength, Dexterity, and Constitution) and dies within 4d6 hours, crumbling to dust. If her veil is ever destroyed (hardness 3, hp 10) she dies within 1 minute. A stone maiden's veil does not radiate magic.

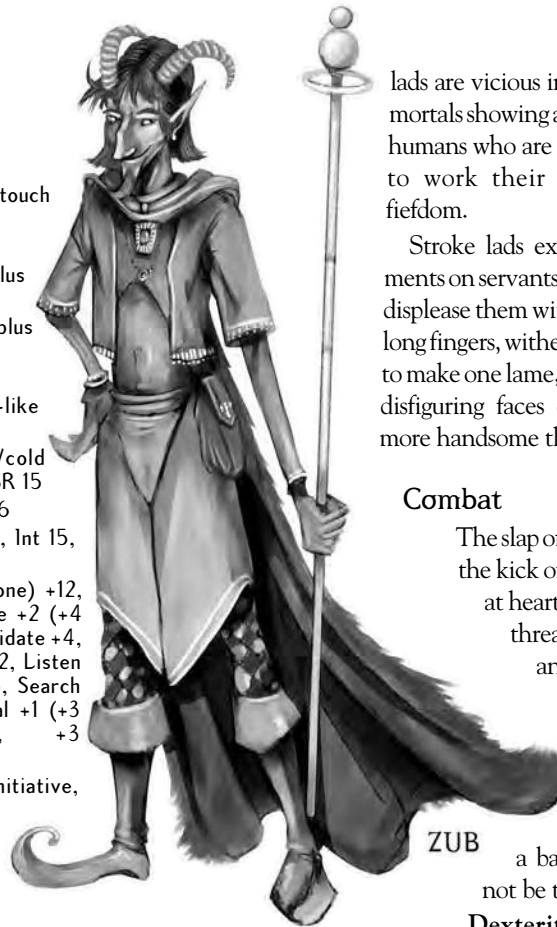


STROKE LAD

Medium Fey	
Hit Dice:	7d6+21 (45 hp)
Initiative:	+7
Speed:	30 ft. (6 squares)
Armor Class:	21 (+3 Dex, +8 natural), touch 13, flat-footed 18
Base Attack/Grapple:	+3/+5
Attack:	Slap +6 melee (1d6+2 plus 1d6 Dex drain)
Full Attack:	Slap +6 melee (1d6+2 plus 1d6 Dex drain)
Space/Reach:	5 ft./5 ft.
Special Attacks:	Dexterity drain, spell-like abilities
Special Qualities:	Damage reduction 10/cold iron, low-light vision, SR 15
Saves:	Fort +5, Ref +8, Will +6
Abilities:	Str 14, Dex 17, Con 16, Int 15, Wis 12, Cha 15
Skills:	Bluff +16, Craft (any one) +12, Diplomacy +4, Disguise +2 (+4 acting), Hide +13, Intimidate +4, Knowledge (nature) +12, Listen +15, Move Silently +13, Search +12, Spot +15, Survival +1 (+3 following tracks, +3 aboveground)
Feats:	Alertness, Improved Initiative, Weapon Finesse
Environment:	Temperate forests
Organization:	Solitary
Challenge Rating:	6
Treasure:	Standard
Alignment:	Always neutral evil
Advancement:	8–14 HD (Medium)
Level Adjustment:	—

A handsome and wicked looking young man of slight build with sharply pointed ears, small goat like horns jutting from their broad temples. They dress in fine silk robes and ermine lined cloaks and often bear a scepter or some other symbol of nobility.

Stroke lads are a wicked race of fey who make their homes in abandoned manor houses and castles, where they have cursed the masters and chased them from their lands. Stroke



lads are vicious in their disdain for mortals showing a special dislike for humans who are often held as serfs to work their newly acquired fiefdom.

Stroke lads exact their punishments on servants and enemies who displease them with a touch of their long fingers, withering arms and legs to make one lame, and permanently disfiguring faces of those deemed more handsome than themselves.

Combat

The slap of a stroke lad is like the kick of a mule. Cowards at heart, they surrender if threatened with death and attempt to negotiate their way out of danger to themselves. Of course they never keep to a bargain and should not be trusted.

Dexterity Drain (Su):

Creatures hit by a stroke lad's slap attack must succeed on a DC 16 Fortitude save or take 1d6 points of Dexterity drain. The save DC is Constitution-based. The stroke lad does not gain temporary hit points when it drains an opponent's Dexterity.

Spell-Like Abilities: 1/day—*confusion* (DC 16), *dancing lights*, *detect evil*, *detect good*, *detect thoughts* (DC 14), *dispel magic*. Caster level 12th. The save DCs are Charisma-based.

Skills: Stroke lads have a +4 racial bonus on Bluff checks and a +2 racial bonus on Listen and Spot checks.

SUDOTH

Medium Aberration (Aquatic)	
Hit Dice:	4d8+8 (26 hp)
Initiative:	+3
Speed:	5 ft. (1 square), swim 30 ft.
Armor Class:	16 (+3 Dex, +3 natural), touch 13, flat-footed 13
Base Attack/Grapple:	+3/+7
Attack:	Slam +7 melee (1d6+4) or spear +7 melee (1d8+4)
Full Attack:	2 slams +7 melee (1d6+4) and tail tentacles +5 melee (1d8 plus paralysis) or spear +7 melee (1d8+4) and tail tentacles +5 melee (1d8 plus paralysis)
Space/Reach:	5 ft./5 ft.
Special Attacks:	Paralysis
Special Qualities:	All-around vision, damage reduction 5/piercing or slashing, darkvision 60 ft., watersense 60 ft., water dependent
Saves:	Fort +3, Ref +4, Will +5

Abilities:	Str 18, Dex 16, Con 14, Int 11, Wis 12, Cha 8
Skills:	Listen +8, Search +4, Spot +12, Swim +12
Feats:	Multitask, Swim-By Attack
Environment:	Temperate and warm aquatic
Organization:	Solitary, gang (2–4), or school (5–8)
Challenge Rating:	3
Treasure:	Standard
Alignment:	Usually neutral
Advancement:	5–8 HD (Medium); 9–12 HD (Large)
Level Adjustment:	—

This vaguely humanoid creature has a head that resembles a large jelly fish. Extending down from its large head is a manlike torso and arms that again change into a long knot of feathery writhing tentacles which it uses as a means of propulsion beneath the waves. Its lower torso is a mass of writhing and twitching tentacles.

Sudoth are a curious species thought to be the offspring of sailors stranded in windless seas and some cursed horror of the deep. For this reason they are often attacked by mariners on sight. In truth, the sudoth are a peaceable if dangerous species that trade freely between locathah, sahaugin, and occasionally sea elves and merfolk. Their pliable flesh proves immune to the pressures of deep waters, allowing them to salvage riches from the depths that even other races of the seas find impossible to retrieve. They are enemies of krakens and aboleth who find them a delicious tasting delicacy.

Sudoths make their lairs deep under the oceans and sustain themselves on a diet of small fish and plant life. Hunters by nature, they often employ spears and nets when on a hunting excursion.

The fleshy parts of this creature vary in color from a milky white transparent color to a deep, rich bluish-green. Its tentacles range in color from gray to dark blue and vary in size with the sudoth (the larger specimen's tentacles reach lengths of 10 feet or more). A small almost unnoticeable band of eyes (the same color as its flesh) ring the circumference of its head.

Combat

Sudoth attack with weapons such as spears or with slam attacks. Their tail tentacles excrete a paralytic substance. A common tactic is to grapple and paralyze a foe with its tentacles, and finish them off with stabs from their spear.

Its malleable form protects it against most bludgeoning attacks; thus opponents are advised to employ piercing or slashing weapons when combating a sudoth.

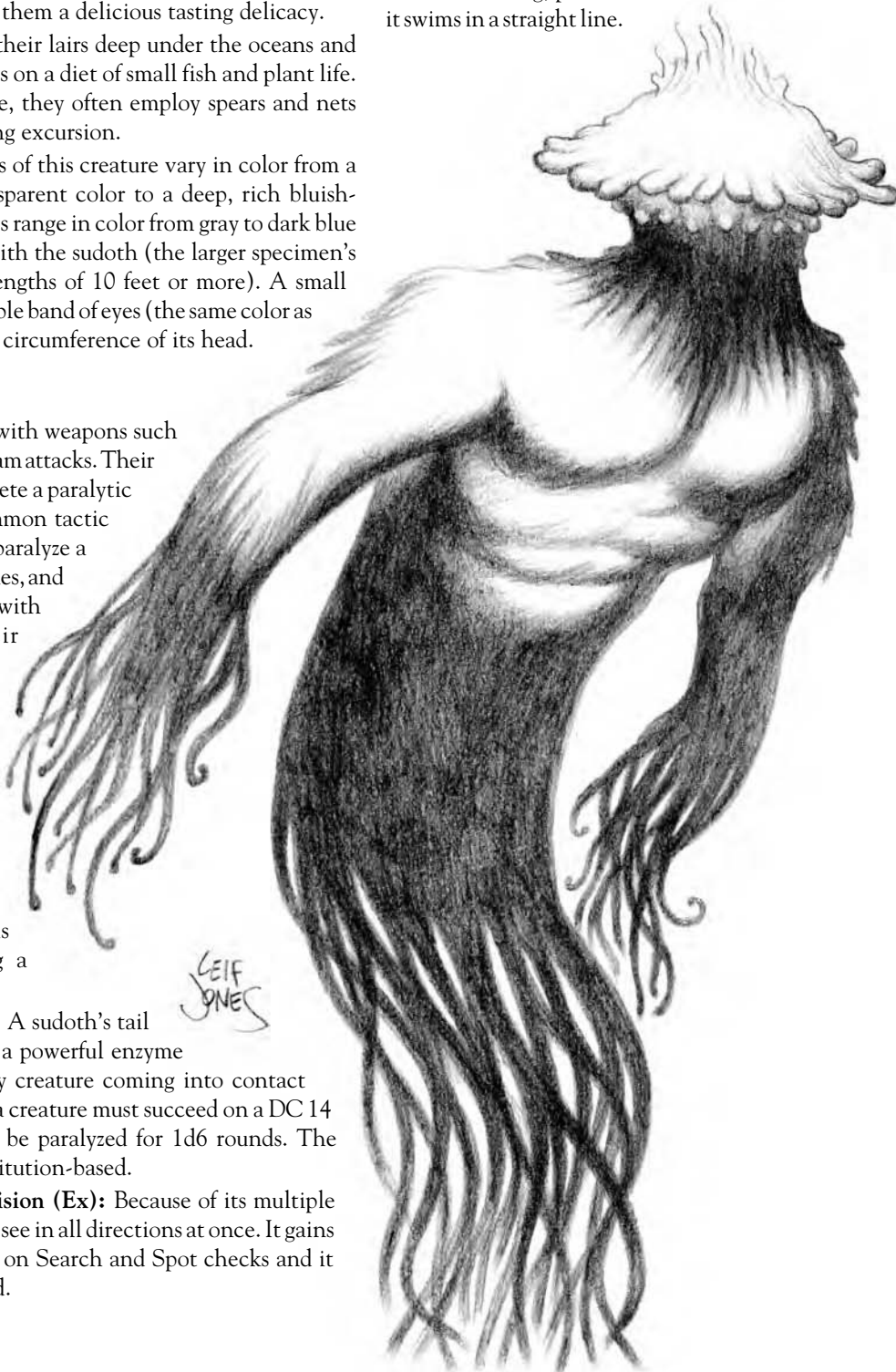
Paralysis (Ex): A sudoth's tail tentacles excrete a powerful enzyme that paralyzes any creature coming into contact with them. Such a creature must succeed on a DC 14 Fortitude save or be paralyzed for 1d6 rounds. The save DC is Constitution-based.

All-Around Vision (Ex): Because of its multiple eyes, a sudoth can see in all directions at once. It gains a +4 racial bonus on Search and Spot checks and it cannot be flanked.

Watersense (Ex): A sudoth can automatically pinpoint anything in contact with the water within 60 feet.

Water Dependent (Ex): A sudoth can survive out of the water for 1 hour per 2 points of Constitution (after that, refer to the drowning rules in the DMG).

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



SWARM, ADAMANTINE WASP

Fine Construct (Swarm)

Hit Dice:	15d10 (82 hp)
Initiative:	+6
Speed:	5 ft. (1 square), fly 40 ft. (good)
Armor Class:	24 (+8 size, +6 Dex), touch 24, flat-footed 18
Base Attack/Grapple:	+11/—
Attack:	Swarm (3d6 plus poison)
Full Attack:	Swarm (3d6 plus poison)
Space/Reach:	10 ft./0 ft.
Special Attacks:	Distraction, poison
Special Qualities:	Construct traits, darkvision 60 ft., immunity to weapon damage, low-light vision, SR 18, swarm traits
Saves:	Fort +5, Ref +11, Will +5
Abilities:	Str 1, Dex 22, Con —, Int —, Wis 11, Cha 2
Skills:	—
Feats:	—
Environment:	Any
Organization:	Solitary, cloud (2–4 swarms) or plague (5–8 swarms)
Challenge Rating:	10
Treasure:	None
Alignment:	Always neutral
Advancement:	—
Level Adjustment:	—

The sound of metallic clicking drones in your ears as thousands of tiny metal insects descend from the air.

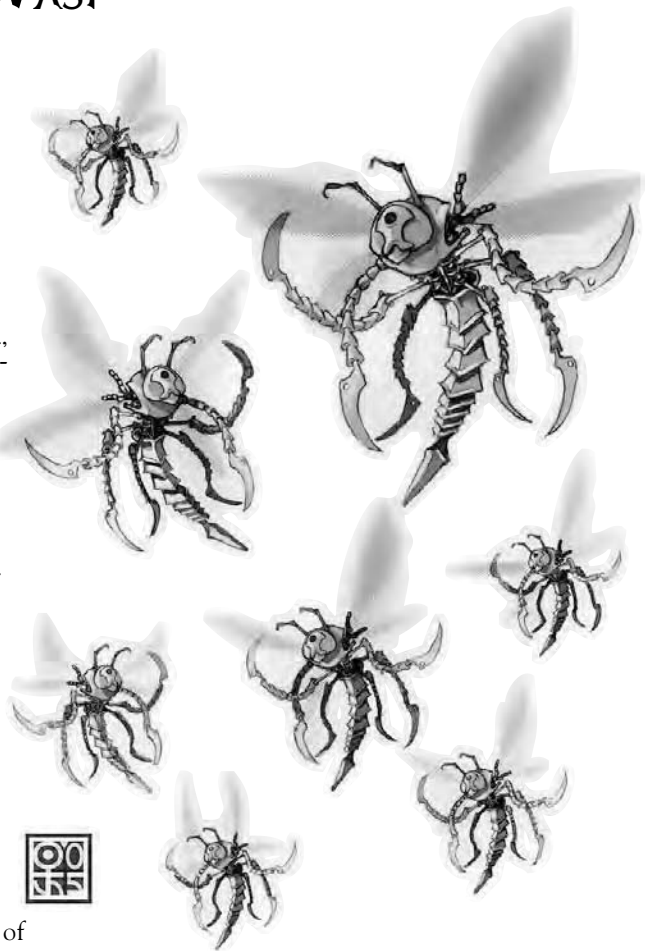
The adamantine wasp is a flying construct capable of bringing down the most powerful of opponents with its deadly sting.

Adamantine wasps are constructed by spellcasters and used to guard or patrol areas the creator wishes to keep “off limits.” From a distance, they resemble 1-foot long silver wasps, and some spellcasters further enhance this ruse by constructing fake nests nearby to detract would-be trespassers.

An adamantine wasp is 1-foot long and looks like its namesake only made out of metal. Its body is segmented like a normal wasp (head, thorax, and abdomen) and has carefully and delicately been fitted together to form the wasp. A wicked-looking adamantine stinger protrudes from its abdomen. Its wings are formed of paper-thin adamantine, specially treated during the construction process.

Combat

Adamantine wasps, being constructs, are non-intelligent and are programmed to carry out simple tasks such as “guard this room” or “attack any who enter here.” When following their commands, adamantine wasps fight until destroyed. A swarm attacks by stinging its foes and injecting its blood-freezing poison.



An adamantine wasp swarm deals 3d6 points of damage to any creature whose space it occupies at the end of its move.

Distraction (Ex): Any living creature that begins its turn with an adamantine swarm in its space must succeed on a DC 17 Fortitude save or be nauseated for 1 round. The save DC is Constitution-based.

Poison (Ex): An adamantine wasp swarm delivers a debilitating poison. The save DC is Constitution-based.

Adamantine Wasp Poison: Injury, Fortitude DC 17; initial and secondary damage, 1d6 Dexterity.

A creature reduced to Dexterity 0 freezes solid (similar to a *flesh to stone* spell) for 1d4 hours as his body hardens into ice. If reduced to 0 or less hit points while frozen, the creature shatters into pieces and dies.

Construction

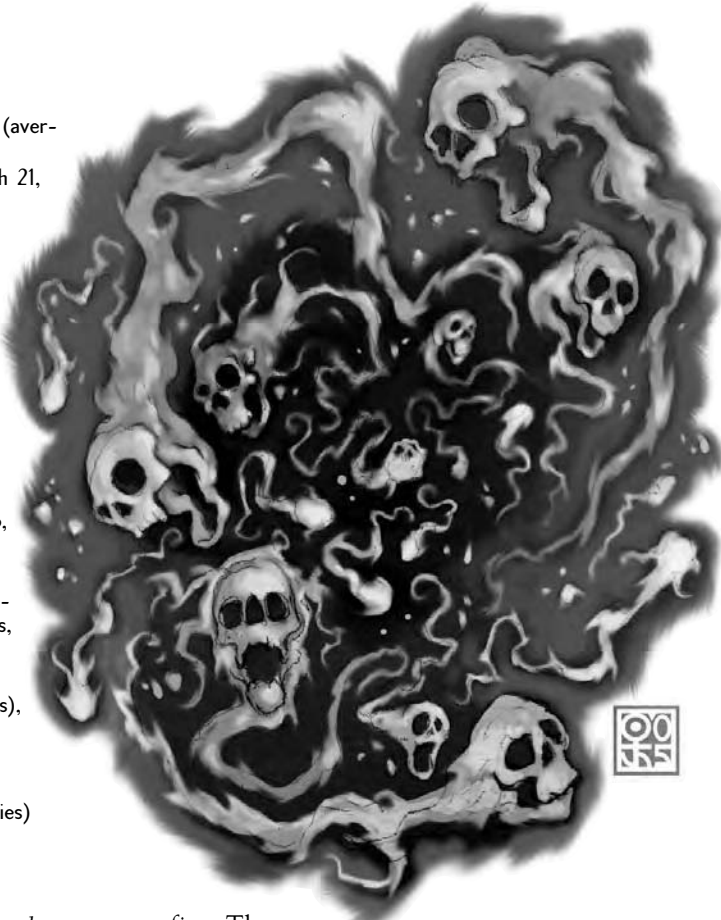
Creating an adamantine wasp swarm costs 10,000 gp. Assembling the “body” requires a successful DC 20 Craft (weaponsmithing) check or DC 20 Craft (armorsmithing) check.

CL 13th; Craft Construct (see the MM); fly, geas/quest, poison, limited wish, caster must be at least 13th level; Price 80,000 gp; Cost 45,000 gp + 2,800 XP.

SWARM, HEAT

Diminutive Elemental (Extraplanar, Fire, Swarm)

Hit Dice:	12d8+27 (81 hp)
Initiative:	+11
Speed:	30 ft. (6 squares), fly 60 ft. (average)
Armor Class:	21 (+4 size, +7 Dex), touch 21, flat-footed 14
Base Attack/Grapple:	+9/—
Attack:	Swarm (3d6 plus 2d6 fire)
Full Attack:	Swarm (3d6 plus 2d6 fire)
Space/Reach:	10 ft./0 ft.
Special Attacks:	Burn, distraction, fiery aura
Special Qualities:	Damage reduction 10/—, darkvision 60 ft., immunity to fire, immune to weapon damage, swarm traits, vulnerability to cold
Saves:	Fort +8, Ref +15, Will +4
Abilities:	Str 1, Dex 24, Con 14, Int 6, Wis 10, Cha 6
Skills:	Listen +7, Spot +8
Feats:	Dodge, Great Fortitude, Improved Initiative, Toughness, Weapon Finesse
Environment:	Paraelemental Plane of Heat
Organization:	Solitary, mass (2–4 swarms), or holocaust (7–12 swarms)
Challenge Rating:	7
Treasure:	None
Alignment:	Usually neutral (evil tendencies)
Advancement:	None
Level Adjustment:	—



A hellish-red swirling mass of dancing flames advances toward you.

A heat swarm is a mass of flying, aggressive, foul-tempered elementals from the Para-Plane of Heat. A single heat elemental that makes up a heat swarm resembles a thumb-sized ball of fire with vaguely discernable facial features.

Heat swarms are highly territorial and attack any creatures (other than their own kind) entering their domain. Several swarms often work together to drive away a common foe.

When encountered on the Material Plane (which is a very rare occurrence indeed), a heat swarm is most often found in a highly unbearable (by human standards) climate such as an active volcano.

Combat

A heat swarm attacks by moving on top of and engulfing its foe. A heat swarm deals 3d6 points of damage plus 2d6 points of fire damage to any creature whose space it occupies at the end of its move.

Burn (Ex): A heat swarm's attack deals normal damage plus fire damage from the elemental's flaming form. Those hit by a heat swarm's swarm attack also must succeed on a DC 18 Reflex save or catch

on fire. The flame burns for 1d4 rounds. A burning creature can take a move action to put out the flame. The save DC is Constitution-based.

Creatures hitting a heat swarm with natural weapons or unarmed attacks take fire damage as though hit by the elemental's attack, and also catch on fire unless they succeed on a Reflex save.

Distraction (Ex): Any living creature that begins its turn with a heat swarm in its square is nauseated for 1 round; a DC 18 Fortitude save negates the effect. Spellcasting or concentrating on spells within the area of a swarm requires a Concentration check (DC 20 + spell level). Using skills that involve patience and concentration requires a DC 20 Concentration check.

Fiery Aura (Ex): Anyone within 20 feet of a heat swarm must succeed on a DC 18 Fortitude save or take 1d6 points of heat damage per round from the intense heat. The save DC is Constitution-based.

Vulnerability to Cold (Ex): A heat swarm takes half again as much (+50%) damage as normal from cold, regardless of whether a saving throw is allowed, or if the save is a success or failure.

SWARM, SHADOW RAT

Tiny Undead (Swarm)

Hit Dice:	6d12+6 (45 hp)
Initiative:	+2
Speed:	40 ft. (8 squares), climb 20 ft.
Armor Class:	15 (+2 size, +2 Dex, +1 natural), touch 14, flat-footed 13
Base Attack/Grapple:	+3/—
Attack:	Swarm (2d6 plus 1d6 Str)
Full Attack:	Swarm (2d6 plus 1d6 Str)
Space/Reach:	10 ft./0 ft.
Special Attacks:	Distraction, strength damage
Special Qualities:	Darkvision 60 ft., half damage from slashing and piercing, incorporeal form, scent, shadow blend, undead traits
Saves:	Fort +2, Ref +4, Will +6
Abilities:	Str 6, Dex 15, Con —, Int 2, Wis 12, Cha 2
Skills:	Balance +11, Climb +11, Hide +17, Listen +5, Spot +5
Feats:	Alertness, Toughness (x2), Weapon Finesse ^B
Environment:	Underground
Organization:	Solitary, pack (2–4 swarms), or nest (5–8 swarms)
Challenge Rating:	4
Treasure:	None
Alignment:	Always neutral
Advancement:	—
Level Adjustment:	—

A squirming and squeaky mass of rats with rotting flesh, torn and matted fur, and reddish blazing eyes moves toward you. Their semi-translucent skin shows discolored bones and muscle.

Shadow rats are essentially undead rats that can assume an incorporeal form. Other than their semi-translucent form, they resemble their earthly counterparts in all respects. A shadow rat swarm is simply a massive number of shadow rats that have cluttered or banded together for survival or food.

Shadow rat swarms can be found just about anywhere, but are most commonly encountered near graveyards, ruined temples, and haunted sewers.

Combat

A shadow rat swarm attempts to surround and envelop its opponent in its form. A shadow rat swarm deals 2d6 points of damage plus 1d2 points of Strength damage to any creature whose space it occupies at the end of its move.

Distraction (Ex): Any living creature that begins its turn with a shadow rat swarm in its square is nauseated for 1 round; a DC 13 Forti-

Common Shadow Rat

This is the updated version of the common shadow rat from *Tome of Horrors I*.

Shadow Rat: CR 1/2; SZ T Undead; HD 1/2d12; hp 3; Init +2; Spd 15 ft., climb 15 ft.; AC 15 (+2 size, +2 Dex, +1 natural), touch 14, flat-footed 13; BAB/Grp +0/–10; Atk +4 melee (1d3 plus 1d2 Str, bite); Full Atk +4 melee (1d3 plus 1d2 Str, bite); Space/Reach 2-1/2 ft./0 ft.; SA strength damage (bite, 1d2 Str); SQ darkvision (60 ft.), incorporeal form, scent, shadow blend, undead traits; AL N; SV Fort +0, Ref +2, Will +4; Str 6, Dex 15, Con —, Int 2, Wis 12, Cha 2.

Skills: Balance +11, Climb +11, Hide +14, Listen +3, Spot +3. Shadow rats have a +4 racial bonus on Hide checks and a +8 racial bonus on Balance checks. Shadow rats have a +8 racial bonus on Climb checks and can always choose to take 10 on Climb checks, even if rushed or threatened. They use their Dexterity modifier on Climb checks. **Feats:** Alertness, Weapon Finesse^B.

tude save negates the effect. Spellcasting or concentrating on spells within the area of a swarm requires a Concentration check (DC 20 + spell level). Using skills that involve patience and concentration requires a DC 20 Concentration check.

Strength Damage (Su): A shadow rat swarm deals Strength damage to a living foe. A creature reduced to Strength 0 by a shadow rat swarm dies. This is a negative energy effect.

Incorporeal Form (Su): A shadow rat swarm can, as a standard action, assume an incorporeal form for up to 1 hour per day. In this form, the swarm loses its natural AC bonus, but gains a +1 deflection bonus to AC. While in this form, the shadow rat swarm has AC 15 (+2 size, +2 Dex, +1 deflection), touch 15, flat-footed 13. The shadow rat swarm can attack corporeal opponents while it is incorporeal (its attack becomes a melee touch attack). Additionally, an incorporeal shadow rat swarm gains the incorporeal subtype while using this ability.

Shadow Blend (Ex): In any condition of illumination other than full daylight, a shadow rat swarm can disappear into the shadows, giving it total concealment. Artificial illumina-



tion, even a *light* or *continual flame* spell, does not negate this ability. A *daylight* spell however will.

Skills: Shadow rat swarms have a +4 racial bonus on Hide checks and a +8 racial bonus on Balance checks.

Shadow rat swarms have a +8 racial bonus on Climb checks and can always choose to take 10 on Climb checks, even if rushed or threatened. They use their Dexterity modifier on Climb checks.

T'SHANN

Small Aberration

Hit Dice:	4d8+ 4 (22 hp)
Initiative:	-3
Speed:	5 ft. (1 square), burrow 5 ft.
Armor Class:	11 (+1 size, -3 Dex, +3 natural), touch 8, flat-footed 11
Base Attack/Grapple:	+3/-1
Attack:	Slam +4 melee (1d4)
Full Attack:	Slam +4 melee (1d4)
Space/Reach:	5 ft./5 ft.
Special Attacks:	Alien thoughts, spew
Special Qualities:	Burrow, darkvision 60 ft.
Saves:	Fort +2, Ref +0, Will +4
Abilities:	Str 10, Dex 4, Con 13, Int 2, Wis 10, Cha 12
Skills:	Listen +5, Spot +6
Feats:	Alertness, Lightning Reflexes
Environment:	Any underground
Organization:	Solitary
Challenge Rating:	2
Treasure:	None
Alignment:	Always neutral
Advancement:	5-12 HD (Small)
Level Adjustment:	—

The slug-like thing has a cylindrical body and a mass of dripping, writhing tentacles at its head. It is brownish gray, with patches of green and black blotches scattered unevenly over its body. Its underside is pasty off-white in color and ripples with the muscular contractions that move the creature along.

T'shanns are slug-like creatures that burrow through earth and stone to consume the minerals trapped in the rock. They range anywhere from 2 to 4 feet long. A t'shann burrows through stone by extruding powerful digestive enzymes through its mouth and skin, letting it dissolve the stone, and then slurping it up for consumption. It can use

this ability to attack creatures that threaten it.

The most unusual aspect of a t'shann is its ability to cause confusion by its mere presence. The simple but alien brain of a t'shann emits waves in such a frequency that more advanced creatures suffer from severe disorientation if they come too close.

Combat

T'shanns rarely attack. They are content to burrow through rock and dirt, blissfully unaware of the rest of the world. If attacked, however, a t'shann defends itself with all the natural weapons available to it.

Alien Thoughts (Su): The alien brainwaves of a t'shann have a bizarre effect on intelligent creatures. Within 30 feet of a t'shann, all opponents with an Intelligence score greater than 5 must succeed on a DC 13 Will save or be affected as if by a *confusion* spell (caster level equal to the t'shann's HD). If the opponent approaches to within 10 feet he must succeed on another DC 13 Will save or take 1d4 points of Intelligence damage for as long as he remains within 10 feet of the t'shann. Once the opponent moves more than 10 feet from this effect, his Intelligence score immediately returns to normal, although any *confusion* effects remain until he moves more than 30 feet away. The save DCs are Charisma-based.

Psionic monsters and creatures, being attuned to the brainwaves of others, suffer these effects at double the normal range.

Spew (Ex): If attacked, a t'shann emits a spray of powerful acids from nearly every pore on its body, affecting



any creature within 10 feet of it. This acidic spray deals 1d4 points of acid damage, plus 1 point of damage per round for 1d4 rounds. A DC 13 Reflex save reduces the acid damage by half. The save DC is Constitution based.

Burrow (Ex): A t'shann rarely appears in the open air, preferring the closeness and coolness of being deep

in the earth. In order to attack a t'shann physically, an opponent must first find it and lure it out of its burrow. Finding a t'shann burrow requires a successful DC 15 Search check. Once the burrow is located, the t'shann can be lured out by placing small pile of gems at the entrance. The t'shann must succeed on a DC 10 Will save or shuffle out of its lair to consume the treats.

TENDRUL

Large Aberration (Aquatic)

Hit Dice:	9d8+30 (70 hp)
Initiative:	+2
Speed:	10 ft. (2 squares), swim 40 ft.
Armor Class:	20 (–1 size, +2 Dex, +9 natural), touch 11, flat-footed 18
Base Attack/Grapple:	+6/+15
Attack:	Bite +10 melee (1d8+5)
Full Attack:	Bite +10 melee (1d8+5) and tail slash +5 melee (1d6+2)
Space/Reach:	10 ft./5 ft.
Special Attacks:	Gnashing of teeth, improved grab
Special Qualities:	Amphibious, darkvision 60 ft., keen scent
Saves:	Fort +6, Ref +5, Will +9
Abilities:	Str 21, Dex 15, Con 17, Int 3, Wis 12, Cha 6
Skills:	Listen +9, Spot +9, Swim +13
Feats:	Alertness, Iron Will, Swim-By Attack, Toughness
Environment:	Temperate and warm aquatic
Organization:	Solitary or school (3–8)
Challenge Rating:	7
Treasure:	None
Alignment:	Usually neutral (evil tendencies)
Advancement:	10–18 HD (Large); 19–27 HD (Huge)
Level Adjustment:	—

The size of a small whale, this amphibious creature has a pair of powerful flippers with which it pulls itself from the waters to sun itself on the stones. It has a head reminiscent of a piranha, the body of a giant grayish-black seal, and a bony razor-sharp scythe-like tail.

The tendrul is a horror of the semi- and subtropical shallows, often attacking fisher-

men who wade out into the shallows with their nets, or wander out to search their crab traps.

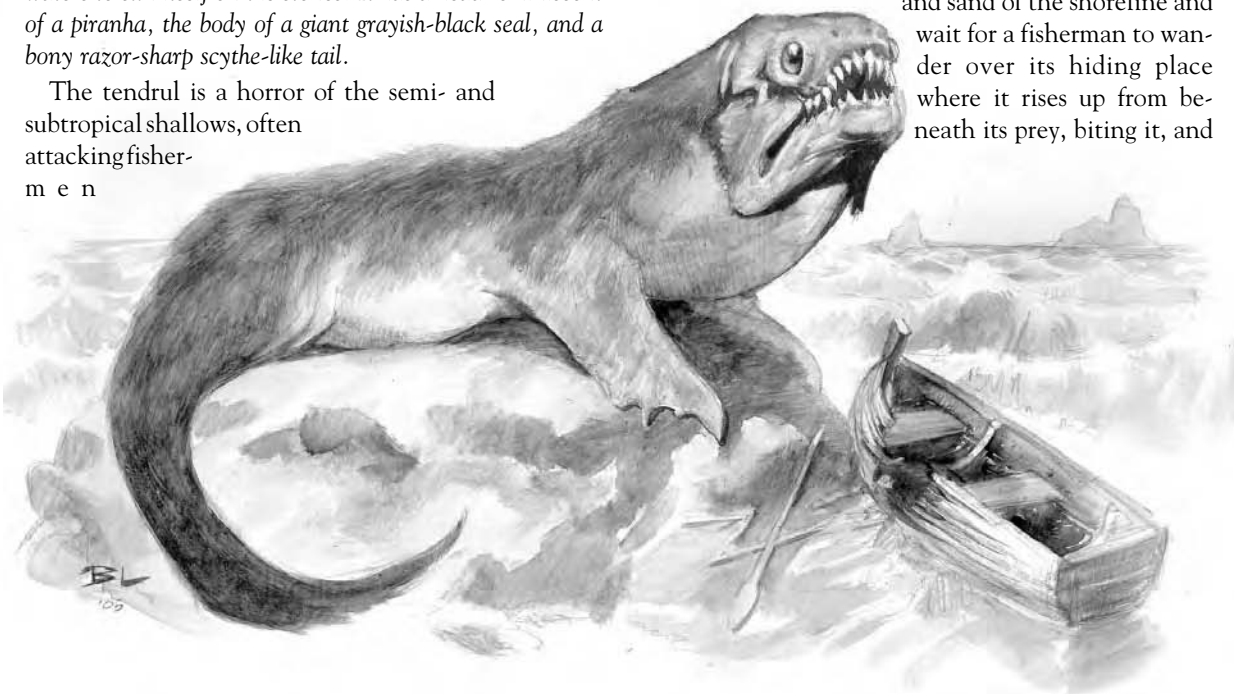
A tendrul makes its home in the shallows of the water, sleeping in underwater caves or between rocks. During the daylight hours on warmer days, it is not uncommon to see a tendrul sunning itself on the rocks or sands. Though it can survive indefinitely on land, a tendrul prefers the sanctity of its watery home, leaving the waters only to sun on the rocks or feed on some unlucky fisherman or creature that has wandered too close to the shoreline.

A tendrul sustains itself on fish, aquatic life, and oceanic plants in the water, but prefers a diet of flesh from land-bound creatures. It especially savors the flesh of humans and goblins.

A tendrul looks like a hideous cross between a seal and piranha. An average tendrul reaches 12 feet long and weighs several hundred pounds. Its body is grayish-black with it being lighter on its underbelly and a bit darker on the head. Its trunk tapers off into a thin, scythe-like tail of hardened bone, dark gray in color. Its piranha-like head sports a gaping maw filled with razor-sharp dagger-sized teeth of grayish-yellow.

Combat

A tendrul's favorite tactic is to bury itself in the silt and sand of the shoreline and wait for a fisherman to wander over its hiding place where it rises up from beneath its prey, biting it, and



devouring it on the spot. Amphibious, it is not uncommon for a tendrul to chase wounded prey some distance onto the shore to finish it off.

Another favored tactic a tendrul employs is to grab prey in its mouth, drag it into the water and pin it underwater where the tendrul holds it until its prey drowns.

Gnashing of Teeth (Ex): If a tendrul scores a natural 20 on its attack roll with its bite attack and subsequently confirms the critical hit, it deals triple normal damage.

Improved Grab (Ex): To use this ability, a tendrul must hit with its bite attack. It can then attempt to start a grapple as a free action without provoking an attack of

opportunity. If it wins the grapple check, it establishes a hold and deals automatic bite damage each round the hold is maintained.

Amphibious (Ex): A tendrul can breathe both air and water and can survive indefinitely on land.

Keen Scent (Ex): A tendrul notices creatures by scent in a 90-foot radius and detects blood in the water at ranges of up to 500 feet.

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

THERMITE

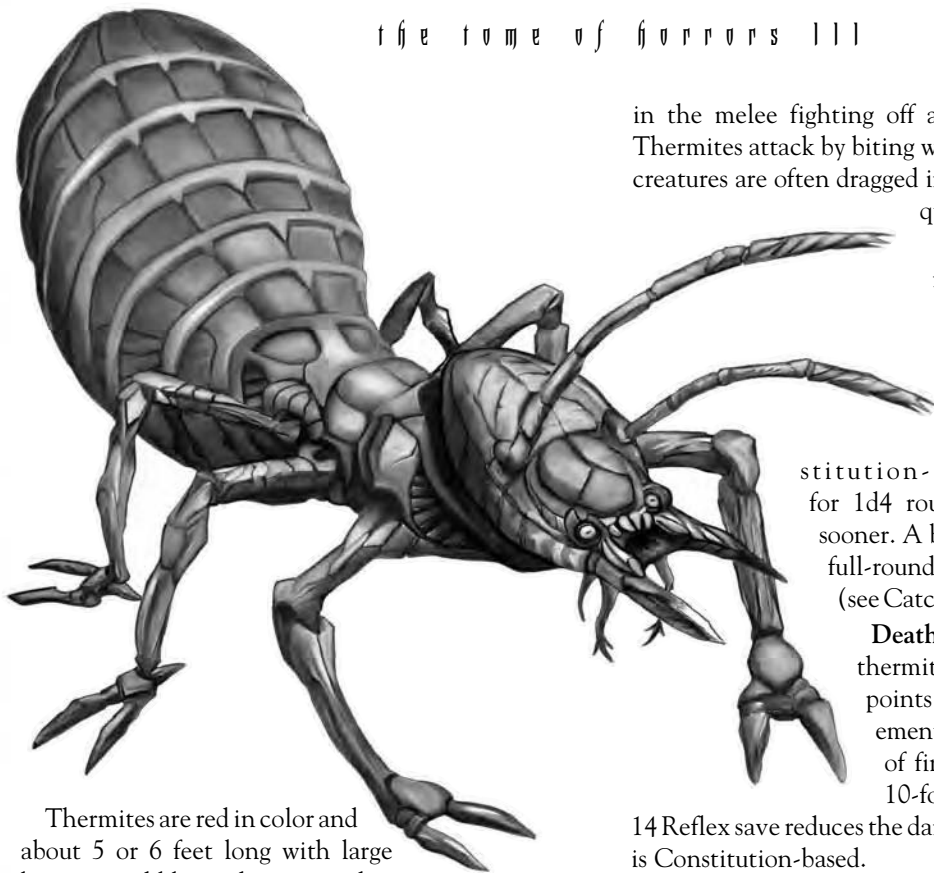
	Worker Medium Vermin (Extraplanar, Fire)	Soldier Medium Vermin (Extraplanar, Fire)	Queen Large Vermin (Extraplanar, Fire)
Hit Dice:	3d8+3 (16 hp)	5d8+10 (32 hp)	8d8+16 (52 hp)
Initiative:	+2	+2	+2
Speed:	30 ft. (6 squares)	30 ft. (6 squares)	30 ft. (6 squares)
Armor Class:	18 (+2 Dex, +6 natural), touch 12, flat-footed 16	18 (+2 Dex, +6 natural), touch 12, flat-footed 16	20 (+2 Dex, +8 natural), touch 12, flat-footed 18
Base Attack/Grapple:	+2/+3	+3/+5	+6/+9
Attack:	Bite +3 melee (1d6+1 plus 2d6 fire)	Bite +5 melee (1d8+3 plus 2d6 fire)	Bite +9 melee (2d6+4 plus 2d6 fire)
Full Attack:	Bite +3 melee (1d6+1 plus 2d6 fire)	Bite +5 melee (1d8+3 plus 2d6 fire)	Bite +9 melee (2d6+4 plus 2d6 fire)
Space/Reach:	5 ft./5 ft.	5 ft./5 ft.	10 ft./5 ft.
Special Attacks:	Burn, heat 1d6	Burn, death throes, heat 2d6	Burn, death throes, heat 2d6
Special Qualities:	Darkvision 60 ft., fire sense, immunity to fire, tremorsense 60 ft., vermin traits, vulnerability to cold	Darkvision 60 ft., fire sense, immunity to fire, tremorsense 60 ft., vermin traits, vulnerability to cold	Darkvision 60 ft., fire sense, immunity to fire, tremorsense 60 ft., vermin traits, vulnerability to cold
Saves:	Fort +4, Ref +3, Will +1	Fort +6, Ref +3, Will +1	Fort +8, Ref +4, Will +2
Abilities:	Str 12, Dex 14, Con 12, Int —, Wis 10, Cha 2	Str 15, Dex 14, Con 14, Int —, Wis 10, Cha 2	Str 17, Dex 14, Con 14, Int —, Wis 10, Cha 2
Skills:	—	—	—
Feats:	—	—	—
Environment:	Elemental Plane of Fire	Elemental Plane of Fire	Elemental Plane of Fire
Organization:	Gang (2–8) or crew (9–16)	Solitary or gang (2–5)	Nest (1 plus 10–40 workers and 5–10 soldiers)
Challenge Rating:	2	4	6
Treasure:	None	None	None
Alignment:	Always neutral	Always neutral	Always neutral
Advancement:	4–6 HD (Medium)	6–10 HD (Medium)	9–12 HD (Large); 13–16 HD (Huge)

This creature looks like a giant reddish-hued termite. Immense heat radiates from its body.

Thermites are extraplanar vermin that dwell on the Elemental Plane of Fire. Rarely are they encountered anywhere else (save the Paraelemental Plane of Heat occasionally). Once in a rare while a gang or band of these creatures stumble through a vortex and sets up their nest on the Material Plane. Such a nest is always located near a massive heat source (such as a volcano).

On their home plane, thermites build large underground nests. The bulk of the colony is maintained by the workers—whose job it is to construct the nest,

forage for food, feed the queen and soldiers, and repair the nest. Soldiers defend the nest against intruders and trespassers. About a week after the nest is finished, the queen takes a king (use the worker termite's statistics) and they construct a reproduction chamber where she lays 10–20 eggs each day over a period of a week. Young thermites are helpless and depend solely on the queen and workers for food, protection, and so on. Young become independent after several months, and the reproductives (winged thermites) fly off to form their own nests. The cycle above then repeats. (Winged thermites have a fly speed of 50 feet with average maneuverability.)



Termites are red in color and about 5 or 6 feet long with large biting mandibles and segmented antennae. Soldiers are slightly larger than workers and have slightly larger heads with oversized mandibles. The queen can reach a length of 12 feet or longer and as she ages, she becomes bloated, resembling a giant reddish colored maggot. Reproductives resemble workers and soldiers but are slightly darker in color and have translucent reddish wings.

Combat

Termites are generally passive creatures except when their nest is attacked. In such an event, the soldiers move to defend the young and the queen. Workers join

in the melee fighting off any would-be interlopers. Termites attack by biting with their mandibles. Slain creatures are often dragged into the lair and fed to the queen and the young.

Burn (Ex): When a termite hits with its bite attack, the opponent must succeed on a DC 12 (DC 14 soldier, DC 16 queen) Reflex save or catch on fire. The save DC is Constitution-based. The flame burns for 1d4 rounds if not extinguished sooner. A burning creature can use a full-round action to put out the flame (see Catching on Fire in the DMG).

Death Throes (Ex): A soldier termite reduced to 0 or less hit points explodes in a ball of elemental flame dealing 3d6 points of fire damage to all within a 10-foot radius. A successful DC 14 Reflex save reduces the damage by half. The save DC is Constitution-based.

At 0 or less hit points, a queen termite explodes in a fiery blast dealing 8d8 points of fire damage to all within a 40-foot radius. A successful DC 16 Reflex save reduces the damage by half.

Heat (Ex): Touching or being touched by a termite automatically deals 2d6 points of fire damage (1d6 points of fire damage for worker).

Fire Sense (Ex): A termite notices and locates any fire source equal to a torch or greater within 200 feet. It also senses the intensity of the flame.

Tremorsense (Ex): Termites can automatically detect the location of anything within 60 feet that is in contact with the ground.

TOMBSTONE FAIRY

Small Fey
Hit Dice: 9d6+9 (40 hp)
Initiative: +4
Speed: 20 ft. (4 squares)
Armor Class: 17 (+1 size, +4 Dex, +2 natural), touch 15, flat-footed 13
Base Attack/Grapple: +4/-1
Attack: Dagger +9 melee (1d3-1)
Full Attack: Dagger +9 melee (1d3-1)
Space/Reach: 5 ft./5 ft.
Special Attacks: Danse macabre, spell-like abilities
Special Qualities: Damage reduction 10/good and cold iron, low-light vision, SR 20
Saves: Fort +6, Ref +10, Will +9
Abilities: Str 9, Dex 19, Con 12, Int 16, Wis 16, Cha 15
Skills: Bluff +14, Craft (any one) +15, Diplomacy +4, Disguise +2 (+4 acting), Escape Artist +16, Heal +15, Hide +8, Intimidate +16, Listen +17, Move Silently +16, Sense Motive +15, Spot +17, Use Ropes +4 (+6 with bindings)

Feats: Alertness, Blind-Fight, Great Fortitude, Weapon Finesse
Environment: Any (graveyards, mausoleums, cemeteries)
Organization: Solitary, pair, or throng (3-5)
Challenge Rating: 9
Treasure: Standard
Alignment: Any evil
Advancement: 10-18 HD (Small)
Level Adjustment: —

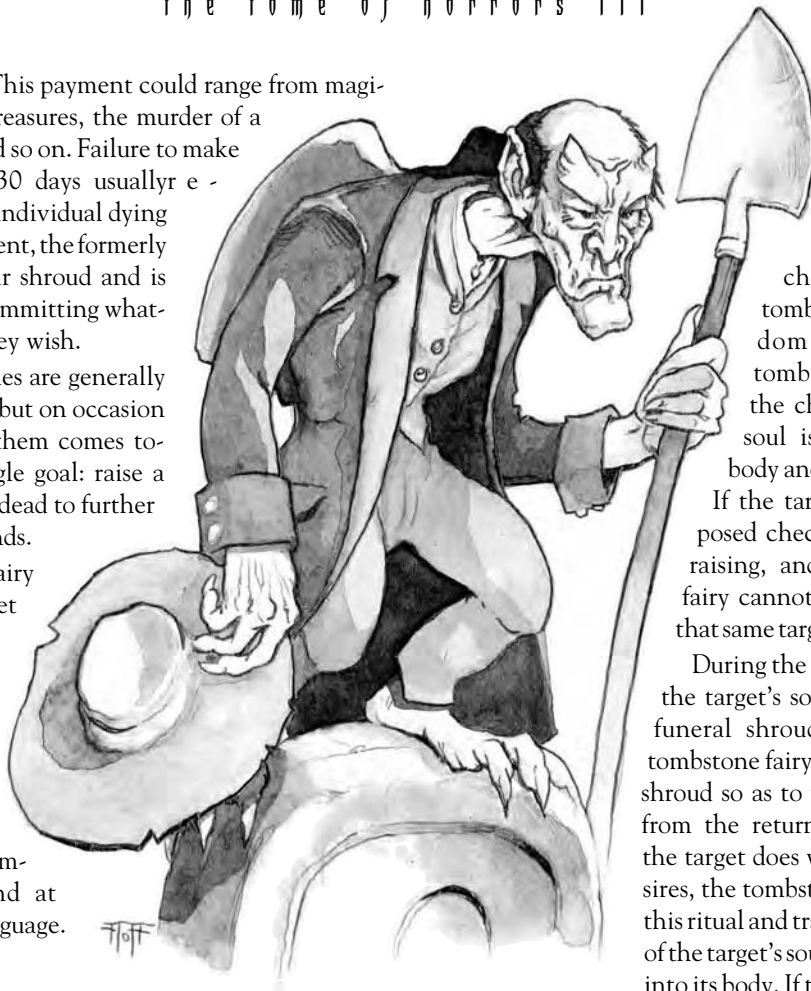
This wicked little creature is dressed in the garb of an undertaker and resembles a tiny gargoyle. It has tiny black close set eyes, and its skin is slate gray.

Tombstone fairies are wicked beings that dwell within graveyards, raising murderers and evil heroes from the dead to go out and continue their deadly work. They often demand some form of repayment for the raising of such beings, keeping the creature's funeral shroud as a

bargaining chip. This payment could range from magical or monetary treasures, the murder of a specific enemy and so on. Failure to make payment within 30 days usually results in the raised individual dying again. Upon payment, the formerly dead is given their shroud and is free to go about committing whatever foul deeds they wish.

Tombstone fairies are generally solitary creatures, but on occasion a small group of them comes together with a single goal: raise a small band of evil dead to further the fairies' own ends.

A tombstone fairy stands about 3 feet tall and weighs around 35 pounds. Its skin is always slate gray and its hair is either dark brown or black. Its eyes are always black. It speaks Common, Sylvan, and at least one other language.



A target unwilling to return to life can prevent its raising by making an opposed Wisdom check against the tombstone fairy's Wisdom check. If the tombstone fairy wins the check, the target's soul is forced into its body and it returns to life.

If the target wins the opposed check, it prevents its raising, and the tombstone fairy cannot attempt to raise that same target for one month.

During the ritual a portion of the target's soul transfers to its funeral shroud or cloth. The tombstone fairy often retains this shroud so as to force compliance from the returned target. Once the target does what the fairy desires, the tombstone fairy finishes this ritual and transfers the last bit of the target's soul from the shroud into its body. If the funeral shroud

Combat

When pressed into combat, tombstone fairies fight with their wicked boning knife and spell-like abilities, seeking escape as quickly as possible. If cornered, they fight to the death.

Danse Macabre (Su): Once per night, a tombstone fairy can invoke a ritual to raise any evil creature from the dead. The ritual takes 10 minutes to perform and the target cannot have been dead longer than one day per HD of the tombstone fairy. Additionally, the target's body must be present during the ritual and its soul must be available for return (that is, if the target's soul is trapped, such as by a *trap the soul* spell, this ritual automatically fails).

is destroyed while it contains a part of the target's soul, the target instantly dies and can only be returned to life through the use of a *resurrection*, *true resurrection*, *miracle* or *wish*.

This ability otherwise resembles a *raise dead* spell (caster level 12th). A tombstone fairy can have only one funeral shroud (containing a target's soul) in its possession at one time.

Spell-Like Abilities: 3/day—*dancing lights*, *death ward*, *deathwatch*, *desecrate*, *detect chaos*, *detect evil*, *detect law*, *detect thoughts* (DC 14), *dispel magic*, *protection from good*; 1/day—*suggestion* (DC 15), *unholy blight* (DC 16). Caster level 12th. The save DCs are Charisma-based.

TUMBLESPARK

Medium Elemental (Air, Electricity, Extraplanar)

Hit Dice: 5d8+10 (32 hp)
Initiative: +3
Speed: 30 ft. (6 squares)
Armor Class: 18 (+3 Dex, +5 natural), touch 13, flat-footed 15
Base Attack/Grapple: +3/+5
Attack: Slam +5 melee (1d6+3 plus 1d6 electricity)
Full Attack: Slam +5 melee (1d6+3 plus 1d6 electricity)
Space/Reach: 5 ft./5 ft.
Special Attacks: Arc, electricity, trample 1d6+3 plus 1d6 electricity

Special Qualities:

Saves:
Abilities:

Skills:
Feats:
Environment:
Organization:
Challenge Rating:
Treasure:
Alignment:
Advancement:
Level Adjustment:

Darkvision 60 ft., elemental traits, immunity to electricity, insubstantial form
 Fort +6, Ref +4, Will +1
 Str 15, Dex 16, Con 14, Int 2, Wis 11, Cha 6
 Listen +4, Spot +4
 Dodge, Mobility
 Quasi-Elemental Plane of Lightning
 Solitary, pair, or bramble (3–6)
 4
 None
 Always neutral
 6–10 HD (Medium); 11–15 HD (Large)
 —



This weird creature looks like a giant tumbleweed whose form crackles and sparks with electricity.

Riding the strong winds and electrical storms of the Quasi-Plane of Lightning, tumblersarks seek constantly to unleash their pent up electric energy. As they spin and move they continually generate huge amounts of electricity. Magnetism draws them towards living creatures until the spark is fully discharged. Unfortunately for planar travelers unlucky enough to encounter a bramble of these creatures, this energy never seems to fully dissipate.

Tumblersarks are sometimes summoned to the Material Plane by spellcasters to safeguard some precious item or location, but more often than not any encounter with a tumbleweed on a material plane is the result of the creature rolling or crashing through a portal. On a material plane, a tumbleweed is likely to be encountered in areas of great electrical activity.

A tumbleweed appears as a man-sized sphere of electricity, rolling and sliding across the ground. Its form crackles and dances with bluish-white electricity. A tumbleweed can grow to a diameter of 10 feet or more.

Combat

Individual tumblersarks are drawn to positively charged beings such as those wearing large amounts of metal armor. They slam into them discharging blast after blast of electrical energy until the positively charged victim loses its own charge usually as a result of the victim's demise. Against smaller foes, a tumbleweed simply rolls over them, dealing crushing and electricity damage.

Arc (Ex): Once per round, a tumbleweed can release a jolt of electricity against a single opponent within 10 feet that deals 4d6 points of electricity damage. A successful DC 14 Fortitude save reduces the damage by half. The save DC is Constitution-based.

Electricity (Ex): A tumbleweed's form is entirely made up of electricity. Any melee attack deals electricity damage.

Trample (Ex): Reflex DC 14 half. The save DC is Strength-based.

Insubstantial Form (Ex): A tumbleweed's natural form is a ball of dancing and arcing electricity; it is not solid, nor is it incorporeal. Any piercing or slashing attack has a 20% miss chance against a tumbleweed. Bludgeoning attacks deal damage normally.

TURTLE-SHARK

	Turtle-Shark Huge Magical Beast (Aquatic)
Hit Dice:	6d10+30 (63 hp)
Initiative:	+3
Speed:	10 ft. (2 squares), swim 40 ft.
Armor Class:	21 (–2 size, +3 Dex, +10 natural), touch 11, flat-footed 18
Base Attack/Grapple:	+6/+22
Attack:	Bite +13 melee (2d6+8)
Full Attack:	Bite +13 melee (2d6+8) or slam +12 melee (1d6+8)
Space/Reach:	15 ft./10 ft.
Special Attacks:	Capsize, improved grab, swallow whole
Special Qualities:	Amphibious, darkvision 60 ft., low-light vision, shell
Saves:	Fort +10, Ref +8, Will +2
Abilities:	Str 26, Dex 16, Con 21, Int 2, Wis 10, Cha 8
Skills:	Listen +4, Spot +, Swim +16
Feats:	Cleave, Power Attack, Weapon Focus (bite)
Environment:	Any aquatic
Organization:	Solitary or pair
Challenge Rating:	6
Treasure:	20% standard
Alignment:	Always neutral
Advancement:	7–12 HD (Huge); 13–18 HD (Gargantuan)
Level Adjustment:	—

From a distance this creature resembles a giant snapping turtle. It has a peaked and craggy shell from which protrude four long fins and a scowling head at the end of a long neck. Rather than a turtle's head, however, this creature's head has irrefutably shark-like features. It has round, black eyes and a gaping maw filled with rows of razor sharp teeth.

A turtle-shark is a giant hybrid animal, which many think is a product of the same twisted magic that created the owlbear. These vicious marine predators have developed a taste for humanoid flesh, and routinely patrol shipping lanes in the hopes of making a tasty meal out of any sailor that has the extreme misfortune of falling overboard. Much like a shark's, the teeth of a turtle-shark constantly replace themselves throughout the centuries-long life of the turtle-shark.

If the belly of a turtle-shark is cut open, it might contain the indigestible belongings of its previous meals.

Turtle sharks average 20 feet in length and weigh about 10,000 pounds. It shell is dark greenish-brown or dull green mottled with brown splotches. Its head and fins are dark grayish-green.

Combat

A turtle-shark surprises many foes with its quickness in the water. Many assume that it is as slow as its other shelled

	Stygian Turtle-Shark Gargantuan Magical Beast (Aquatic, Extraplanar)
	18d10+126 (225 hp)
Initiative:	+3
Speed:	10 ft. (2 squares), swim 40 ft.
Armor Class:	23 (–4 size, +3 Dex, +14 natural), touch 9, flat-footed 20
Base Attack/Grapple:	+18/+42
Attack:	Bite +27 melee (4d8+12)
Full Attack:	Bite +27 melee (4d8+12) or slam +26 melee (2d6+12)
Space/Reach:	20 ft./15 ft.
Special Attacks:	Capsize, improved grab, smite good, swallow whole
Special Qualities:	Amphibious, damage reduction 10/magic, darkvision 60 ft., low-light vision, resistance to cold and fire 10, shell, SR 23
Saves:	Fort +18, Ref +14, Will +6
Abilities:	Str 34, Dex 16, Con 25, Int 3, Wis 10, Cha 8
Skills:	Listen +10, Spot +11, Swim +20
Feats:	Cleave, Great Cleave, Improved Natural Attack (bite), Iron Will, Power Attack, Swim-By Attack, Weapon Focus (bite)
Environment:	River Styx
Organization:	Solitary
Challenge Rating:	12
Treasure:	20% standard
Alignment:	Always neutral evil
Advancement:	19–36 HD (Gargantuan); 37–54 HD (Colossal)

kin, and underestimate its shark-like speed. Like its predatory cousins, a turtle-shark attacks nearly anything it can reach, especially if there is blood or activity in the water.

Capsize (Ex): A submerged turtle-shark that surfaces under a boat or ship less than 20 feet long capsizes the vessel 95% of the time. It has a 50% chance to capsize a vessel from 20 to 60 feet long, and a 20% chance to capsize one over 60 feet long.

Improved Grab (Ex): To use this ability, a turtle-shark must hit an opponent with its bite attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and can try to swallow the foe whole following round or deal automatic bite damage per round the grapple is maintained.

Swallow Whole (Ex): A turtle-shark can try to swallow an opponent one size smaller than itself by making a successful grapple check. Once inside, the swallowed foe takes 2d8+8 points of crushing damage per round plus 6 points of acid damage from the turtle-shark's digestive juices. A swallowed creature can cut its way out by using claws or a light slashing weapon to deal 20 points of damage to the stomach (AC 15). Once the creature exits, muscular action closes the hole; another swallowed opponent must again cut its own way out.

A Huge turtle-shark's stomach can hold 1 Large, 2 Medium, 4 Small, 8 Tiny, 16 Diminutive, or 32 Fine opponents.

Amphibious (Ex): A turtle shark can breathe both air and water and can survive indefinitely on land.

Shell (Ex): If severely threatened, a turtle-shark can completely withdraw into its shell, leaving it almost completely impervious to attack. When withdrawn, a turtle-shark gains a +8 bonus to its Armor Class and a +4 bonus on Reflex saves.

Skills: Turtle-sharks have a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. They can always take 10 on a Swim check, even if distracted or endangered. They can use the run action while swimming, provided they swim in a straight line.

Stygian Turtle Shark

This fiendish monster is likely to be encountered when adventurers are crossing or journeying near the River Styx as it winds through the underworld. Swimming lazily through the mind-poisoning waters of the river, the stygian turtle-shark spends much of its time hunting other natives of the river, though the occasional adventurer who happens to fall into the river or wander too close to its shore makes just as tasty a meal.

Charon, charonadaemons, and various demon lords often employ these monsters as guards.

Combat

A stygian turtle-shark normally begins combat using its Power Attack feat, taking a hefty penalty on its attack roll in order to deal out as much damage as possible. If it grabs an opponent in its mouth it is just as likely to swallow it as it is to dive as deep in the water as it can in an effort to drown its prey.

A stygian turtle-shark's natural weapons are considered magic weapons for the purpose of overcoming damage reduction.

Capsize (Ex): A submerged stygian turtle-shark that surfaces under a boat or ship less than 20 feet long capsizes the vessel 100% of the time. It has a 75% chance to capsize a vessel from 20 to 60 feet long, and a 50% chance to capsize one over 60 feet long.

Smite Good (Su): Once per day, a stygian turtle shark can make a normal melee attack to deal an extra 18 points of damage against a good foe.

Swallow Whole (Ex): 4d8+12 points of damage; AC 17. A Gargantuan stygian turtle-shark's gizzard can hold 2 Large, 8 Medium, 16 Small, 32 Tiny, or 64 Diminutive or smaller opponents.



VORIN

Huge Aberration

Hit Dice:	17d8+102 (178 hp)
Initiative:	+8
Speed:	40 ft. (8 squares)
Armor Class:	18 (–2 size, +4 Dex, +6 natural), touch 12, flat-footed 14
Base Attack/Grapple:	+12/+29
Attack:	Spit +15 ranged touch (poison) or sting +19 melee (2d6+9 plus poison)
Full Attack:	Spit +15 ranged touch (poison) or sting +19 melee (2d6+9 plus poison) and bite +14 melee (2d6+4)
Space/Reach:	15 ft./10 ft.
Special Attacks:	Poison, spit
Special Qualities:	Damage reduction 15/slashing or piercing, darkvision 60 ft., immunity to acid, resistance to fire 10, water breathing
Saves:	Fort +11, Ref +9, Will +10
Abilities:	Str 28, Dex 18, Con 23, Int 2, Wis 11, Cha 12
Skills:	Hide +3*, Listen +7, Move Silently +11, Spot +7
Feats:	Alertness, Cleave, Improved Initiative, Power Attack, Stealthy, Weapon Focus (spit)
Environment:	Any marshes
Organization:	Solitary or squad (2–5)
Challenge Rating:	14
Treasure:	Standard
Alignment:	Always chaotic evil
Advancement:	18–25 HD (Huge); 26–34 HD (Gargantuan)
Level Adjustment:	—

This creature is an immense greenish-black thing with intense yellow eyes. It is 30 feet long and a foot thick. The body of the thing is a worm-like mass of pulpy flesh with several gill-like apertures along its length with which it propels itself through the water. The front of the beast has a long trunk similar to that of an elephant. Its skin glistens as if coated with a sheen of oil.

Vorins live in dismal swamps and bogs, lurking down in the murk and the mire. The eyes of a vorin are raised above the rest of the head on slight bulges. This arrangement allows the vorin to remain mostly submerged while it watches its potential prey.

The boneless body of a vorin helps to protect it from impacts. A vorin feeds and attacks with a long proboscis. This proboscis contains the creature's tongue, with is tipped with a thorny barb that can inject a paralytic poison. A vorin can also spit its poison at prey that it can't reach physically.

A typical vorin is 30 feet long and weighs 3,000 pounds.

Combat

A vorin relies on its poison in combat, hoping to incapacitate an opponent so it can consume the victim at its leisure. It enters combat by spitting poison at any larger opponents first. The vorin tries to remain at a distance, spitting its poison and darting back below the water to slither to another location before rising again. A vorin only enters melee if pressed or if it is unable to escape.

Poison (Ex): A vorin delivers its poison with a successful bite attack or a successful ranged touch attack. The save DC is Constitution-based.

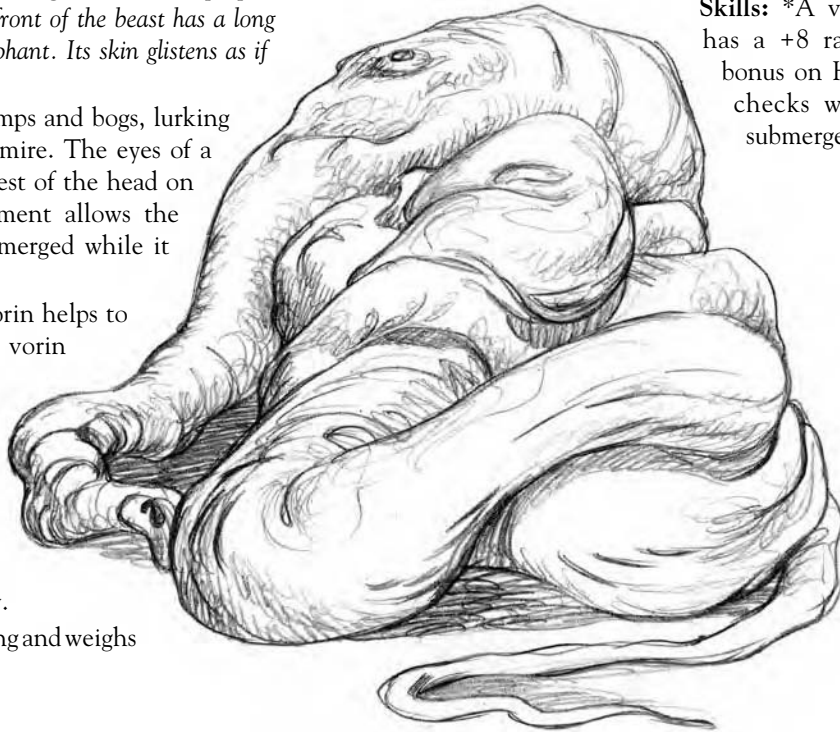
Vorin Poison: Injury, Fortitude DC 24; initial damage 1d6 Dexterity and paralysis 1d3 hours, secondary damage 1d6 Dexterity damage.

Spit (Ex): Once per round a vorin can spit a blob of sticky poison with a sickening odor at a single opponent within 50 feet (no range increment). This requires the vorin to make a successful ranged touch attack. If struck, a target is subjected to the vorin's poison.

An opponent struck by a blob of vorin poison is protected from its effects for a short time by any amount of worn armor—the blob strikes the armor but not the opponent's flesh. The blob of poison seeps through armor in a number of rounds equal to the armor's armor bonus (do not apply any magical bonuses). The blob can be scraped off as a move action. Natural armor does not provide any defense as the poison seeps through the opponent's pores.

Water Breathing (Ex): Vorins can breathe underwater indefinitely.

Skills: *A vorin has a +8 racial bonus on Hide checks when submerged.



WANG LIANG

	Wang Liang Medium Outsider (Evil, Extraplanar, Lawful) 3d8+3 (16 hp) +2 30 ft. (6 squares) 16 (+2 Dex, +4 natural), touch 12, flat-footed 14 +3/+4 Claw +5 melee (1d4+1 plus poison)
Hit Dice:	
Initiative:	
Speed:	
Armor Class:	
Base Attack/Grapple:	
Attack:	
Full Attack:	2 claws +5 melee (1d4+1 plus poison) and bite +3 melee (1d6 plus poison)
Space/Reach:	5 ft./5 ft.
Special Attacks:	Poison, spell-like abilities
Special Qualities:	Damage reduction 5/silver, darkvision 60 ft., fast healing 2, immunity to poison, resistance to fire 5
Saves:	Fort +4, Ref +5, Will +4
Abilities:	Str 12, Dex 15, Con 13, Int 10, Wis 12, Cha 12
Skills:	Bluff +7, Climb +7, Intimidate +7, Knowledge (the planes) +6, Listen +7, Sense Motive +7, Spot +7, Survival +7 (+9 on other planes)
Feats:	Multiattack, Weapon Finesse
Environment:	Any lawful evil-aligned plane
Organization:	Solitary or troupe (3–7)
Challenge Rating:	2
Treasure:	None
Alignment:	Always lawful evil
Advancement:	By character class
Level Adjustment:	+3

This feral humanoid creature is completely hairless with gray skin. Its eyes are pools of midnight with glittering red ruby dots that serve as pupils and shine with a hellish glow. Its hands end in razor-sharpened talons that have the appearance and color of iron. Its mouth is lined with rows of shark-like teeth and its ears are pointed.

The wang liang are an infernal race of humanoid beings bred for power and cruelty by the authority of Lucifer himself. It is said that the blood of Lucifer himself and that of his most trusted advisors was mixed with that of mortal races to spawn this horrid hybrid. Before his fall, the wang liang were the former ruler of Hell's most devout worshippers. The wang liang organized themselves into monk-like sects and frequently acted as spies and enforcers in Hell and as emissaries and advisors to mortal rulers across the material planes.

Wang Liang Master, 6th-Level Monk

Medium Outsider (Evil, Extraplanar, Lawful) 3d8+3 plus 6d8+6 (49 hp) +4 50 ft. (10 squares) 21 (+4 Dex, +4 natural, +1 monk, +2 Wis), touch 17, flat-footed 17 +7/+9 Claw +11 melee (1d4+2 plus poison) or unarmed strike +11 melee (1d8+2) or +1 <i>kama</i> +12 melee (1d6+3) 2 claws +11 melee (1d4+2 plus poison) and bite +9 melee (1d6+1 plus poison) or unarmed strike +11 melee (1d8+2) or flurry of blows +10/+10 melee (1d8+2) or +1 <i>kama</i> +11/+11 melee (1d6+3) 5 ft./5 ft. Flurry of blows, <i>ki</i> strike (magic), poison, spell-like abilities, unarmed strike Damage reduction 5/silver, darkvision 60 ft., evasion, fast healing 2, immunity to poison, purity of body, resistance to fire 5, slow fall (30 ft.), still mind Fort +9, Ref +12, Will +10 Str 14, Dex 18, Con 13, Int 10, Wis 14, Cha 12 Balance +12, Bluff +7, Climb +8, Concentration +7, Escape Artist +10, Intimidate +7, Knowledge (the planes) +6, Listen +8, Sense Motive +8, Spot +8, Survival +8 (+10 on other planes), Tumble +10, Use Rope +4 (+6 with bindings) Combat Reflexes ^B , Dodge, Improved Disarm ^B , Multiattack, Power Attack, Stunning Fist ^B , Weapon Finesse Any lawful evil-aligned plane Solitary or troupe (master plus 2–5 wang liangs or 1–4 wang liang 1st-level monks) 8 Standard plus +1 <i>kama</i> Always lawful evil By character class +3
--

A typical wang liang stands 6 feet tall and weighs 200 pounds. It speaks Infernal and Common. At will the wang liang may cause their iron clawed fingertips and razor sharp fangs to drip with an infernal venom.

Combat

Wang liang prefer to use misdirection and intimidation to alter the outcome of fights and bide their time if possible to assault foes when they are at their most vulnerable. It is not uncommon for a wang liang to use allies to their advantage. When pressed into actual combat they use full attacks in an attempt to infuse their opponent with as much venom as possible.

A wang liang's natural weapons, as well as any weapons it wields, are treated as evil-aligned and

lawful-aligned for the purpose of overcoming damage reduction.

Poison (Ex): A wang liang delivers a virulent poison with a successful bite or claw attack. The save DC is Constitution-based.

Wang Liang Venom: Injury, Fortitude DC 12, initial and secondary damage 1d4 Strength.

Spell-Like Abilities: At will—*detect good*; 3/day—*curse water* (DC 12), *darkness*. Caster level 3rd. The save DCs are Charisma-based.

Wang Liang Master

Wang liang masters are often found leading monasteries of wang liang monks dedicated to Lucifer. Such monasteries dedicated to the Dark One are located in remote, out of the way places or cleverly disguised as another business or monastery if found within a populated area.

Ki Strike (Su): The wang liang master's unarmed strikes are treated as magic weapons for the purpose of overcoming damage reduction.

Evasion (Ex): A wang liang master can avoid even magical and unusual attacks with great agility. If it makes a successful Reflex save against an attack that normally deals half damage on a successful save, it instead takes no damage.

Purity of Body (Ex): A wang liang master is immune to all diseases except for supernatural and magical diseases (such as mummy rot and lycanthropy).

Slow Fall (Ex): A wang liang master within arm's reach of a wall can use it to slow his descent. When first using this ability, he takes damage as if the fall were 30 feet shorter than it actually is.

Still Mind (Ex): A wang liang master gains a +2 bonus on saving throws against spells and effects from the school of enchantment.

Wang Liang Society

Wang liang were once greater than they currently are, having suffered great losses and in many cases a thinning of their infernal bloodline in the course of their masters defeat. Spiteful over their diminished authority, they now pursue strength through exercise of their old monastic ways and practice of martial arts or pursuit of sorcerous knowledge. The wang liang

still organize themselves into regimented monastic orders, sending their most gifted champions out on missions to spread the words of Lucifer.

Wang Liang as Characters

Wang liang leaders are usually monks or monk/sorcerers. Having been bred in the lusts of Lucifer and with the industry of the coal chambers of hell the wang liang player characters are often raised within the monasteries of lawful evil sects of monks upon the material planes. Due to their natural attacks and nerve numbing venom they quickly rise in the ranks of such sanctuaries of hellish intent, often serving as grand champions and grand masters. In Infernus, entire legions of wang liang monks are at Lucifer's immediate command, with several masters serving as elite bodyguards.

Wang liang characters possess the following racial traits.

- +2 Strength, +4 Dexterity, +2 Constitution, +2 Wisdom, +2 Charisma.
- A wang liang's base land speed is 30 feet.
- Medium sized.
- Darkvision out to 60 feet.
- Racial Hit Dice: A wang liang begins with three levels of outsider, which provide 3d8 Hit Dice, a base attack bonus of +3, and base saving throw bonuses of Fort +3, Ref +3, and Will +3.

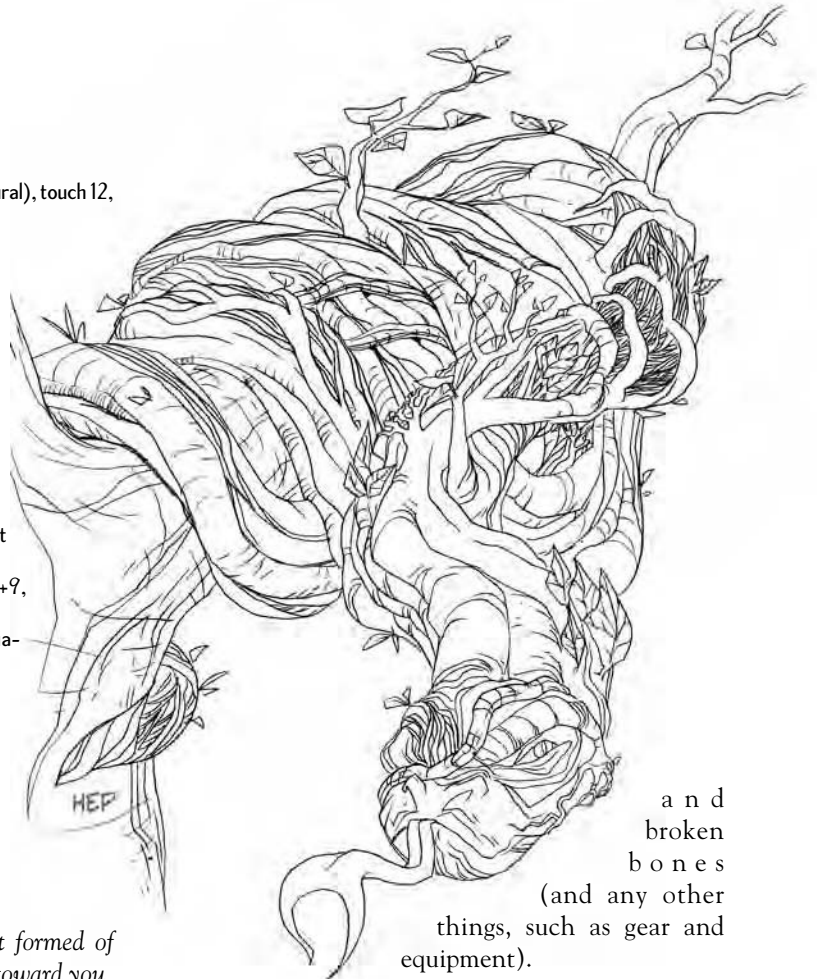


- Racial Skills: A wang liang's outsider levels give it skill points equal to 6 x (8 + Int modifier, minimum 1). Its class skills are Bluff, Climb, Intimidate, Knowledge (the planes), Listen, Sense Motive, Spot, and Survival.
- Racial Feats: A wang liang's outsider levels give it two feats.
- +4 natural armor bonus.
- Special Attacks (see above): Poison, spell-like abilities.
- Special Qualities (see above): Damage reduction 5/silver, fast healing 2, immunity to poison, resistance to fire 5.
- Automatic Languages: Infernal. Those with an Intelligence score of at least 10 also speak Common. Bonus Languages: Abyssal, Celestial, Draconic, and Sylvan.
- Favored Class: Monk.
- Level adjustment +2.

WEIRD, FUNGUS

Large Plant (Fungus)

Hit Dice:	6d8+12 (39 hp)
Initiative:	+7
Speed:	30 ft. (6 squares)
Armor Class:	16 (−1 size, +3 Dex, +4 natural), touch 12, flat-footed 13
Base Attack/Grapple:	+4/+11
Attack:	Bite +7 melee (1d8+4)
Full Attack:	Bite +7 melee (1d8+4)
Space/Reach:	10 ft./5 ft.
Special Attacks:	Improved grab, sleep spores
Special Qualities:	Camouflage, damage reduction 5/bludgeoning, fungus pool, low-light vision, plant traits, reform
Saves:	Fort +7, Ref +5, Will +3
Abilities:	Str 17, Dex 17, Con 14, Int 10, Wis 12, Cha 11
Skills:	Listen +9, Move Silently +9, Spot +9
Feats:	Alertness, Improved Initiative, Weapon Focus (bite)
Environment:	Underground
Organization:	Solitary
Challenge Rating:	4
Treasure:	50% standard
Alignment:	Always neutral
Advancement:	7–12 HD (Large); 13–18 HD (Huge)
Level Adjustment:	—



and broken bones (and any other things, such as gear and equipment).

A fungus weird resembles a 10-foot long snake composed of various hues of plants, vines, mushrooms and other funguses. Two dark splotches function as eyes. A vine-like tongue flicks in and out of its mouth.

Fungus weirds speak Common and Terran.

Combat

A fungus weird is an ambush and opportunity hunter, lying in wait in its pool until its prey comes within range. Once a potential target is close by, the fungus weird springs from its pool and attempts to bite and grab its target. A grabbed opponent is pulled into its pool where it is entangled. A creature that struggles, or any additional creatures assaulting the fungus weird are met with a spray of sleep spores.

This creature appears to be a large serpent formed of fungus, plants, and tangled vines. As it moves toward you, it flicks its vine-like tongue and sways back and forth.

Though this creature resembles other weirds, initial suggestions are that this creature is in fact not related to those creatures at all (since other weirds are extraplanar and this creature seems to be native to the Material Plane). The origin of the fungus weird is shrouded in mystery. Legends hint that this weird was created by an ancient race of druids for less than honorable purposes (the exact purpose is unknown).

A fungus weird's diet consists of flesh and blood (which there never seems to be a shortage of in the Underdark thanks to meddlesome adventurers). Though the creature isn't required to eat that often (and can actually go the entire winter months without requiring any food at all), when it does consume food, it ravenously devours it all, leaving nothing but a mass of bent

Improved Grab (Ex): To use this ability, a fungus weird must hit with its bite attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, the fungus weird establishes a hold and can attempt to drag the grabbed foe into its pool on its next turn.

Sleep Spores (Ex): Once every 1d4 rounds, as a standard action, a fungus weird can release a puff of greenish-yellow spores in a 10-foot cone. These spores induce sleep (as the *sleep* spell) if the opponent fails a DC 15 Will save. Unlike the *sleep* spell, there is no HD limit or maximum HD affected. The save DC is Constitution-based.

Camouflage (Ex): A fungus weird is effectively invisible in its pool until it attacks. It takes a successful DC 20 Spot check to notice a fungus weird in its pool before it attacks.

Fungus Pool: A fungus weird's "pool" is not a pool at all, but an entanglement of leaves, branches, mosses, funguses, and plants. A typical pool covers a 20-foot radius, and a fungus weird (being bound to its pool) can never leave this area.

A creature that enters a fungus weird's pool (on its own or with the aid of the fungus weird) is automatically entangled (as the *entangle* spell) until it escapes. An entangled creature can break free and move half its normal speed by using a full-round action to make a DC 15 Escape Artist check or a DC 19 Strength check. The check DCs are Constitution-based and the Strength check includes a +4 racial bonus.

Reform (Ex): When reduced to 0 hit points or less, a fungus weird collapses back into its pool. Four rounds later, it reforms at full strength minus any damage taken from fire-based spells and effects.

WELL LURKER

Large Aberration

Hit Dice:	12d8+60 (114 hp)
Initiative:	+0
Speed:	10 ft. (2 squares)
Armor Class:	21 (–1 size, +12 natural), touch 9, flat-footed 21
Base Attack/Grapple:	+9/+21
Attack:	Tentacle +17 melee (1d8+8)
Full Attack:	6 tentacles +17 melee (1d8+8) and bite +14 melee (2d8+4)
Space/Reach:	10 ft./10 ft.
Special Attacks:	Improved grab, swallow whole
Special Qualities:	Damage reduction 5/—, darkvision 60 ft., low-light vision, tremorsense 60 ft.
Saves:	Fort +9, Ref +6, Will +7
Abilities:	Str 26, Dex 10, Con 20, Int 4, Wis 12, Cha 6
Skills:	Listen +16, Spot +5
Feats:	Alertness, Lightning Reflexes, Multiattack, Power Attack, Weapon Focus (tentacle)
Environment:	Underground
Organization:	Solitary
Challenge Rating:	9
Treasure:	1 0 % standard
Alignment:	Always neutral
Advancement:	13–22 HD (Large); 23–36 HD (Huge)
Level Adjustment:	—

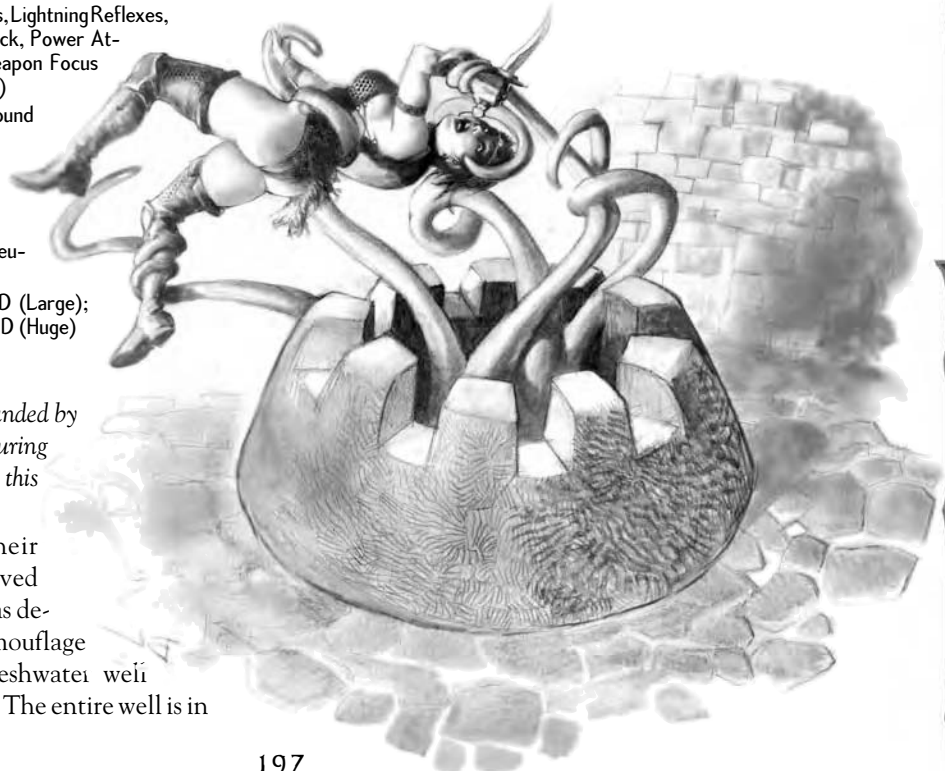
An open well-like hole surrounded by a crenellated edge hides the devouring mouth and lashing tentacles of this creature.

These creatures make their homes in crevasses and carved dungeon pits. This creature has developed a keen natural camouflage making them appear as a freshwater well carved into subterranean lairs. The entire well is in

fact the beast with tentacles and devouring mouth drawn five feet beneath a rocky collar which protrudes from the ground.

Well lurkers are opportunistic and passive hunters, rarely seeking out their meals; they simply wait for something to wander too close to them and then strike. If food becomes scarce or the area around a well lurker's lair becomes devoid of life, it uproots itself and moves to a new location. Such occurrences are rare however as the well lurker can go months without eating (and its rare for caves and caverns to go months without being explored by adventurer types).

A typical well lurker covers a 10-foot area, though specimens covering as much as a 30-foot area have been reported. A well lurker's tentacles are deep brown in



color and about 10 feet long (longer on larger specimens). Its maw is dark brown and ringed with many small tentacles. It can draw its grasping tentacles into its form and fold its mouth tentacles backwards inside its maw, thus appearing for all intents and purposes as an ancient stone well.

Animals can detect the unnatural presence of a well lurker and are generally nervous in its presence. Unless forced, an animal does not approach closer than 10 feet to this creature.

Combat

This monster's tactics are simple. It waits for beings to attempt to draw water from the apparently bottomless depth before lashing out with tentacles, attempting to draw prey into its fanged mouth, biting and devouring foes whole. Cutting oneself out from the well lurker is nearly impossible as they brace their girth against solid stone, meaning one would have to climb out through the mouth of the beast in order to escape certain death and painful digestion.

Improved Grab (Ex): To use this ability, a well lurker must hit with a tentacle attack. It can then attempt to start a grapple as a free action without provoking an

attack of opportunity. If it wins the grapple check, it establishes a hold and can attempt to swallow the foe the following round.

Swallow Whole (Ex): A well lurker can try to swallow a grabbed opponent of a smaller size than itself by making a successful grapple check. Once inside, the opponent takes 2d8+8 points of crushing damage plus 8 points of acid damage per round from the monster's digestive juices.

A swallowed creature can climb out of the well lurker with a successful grapple check. This returns it to the creature's maw, where another successful grapple check is needed to get free. A swallowed creature can also cut its way out by using a light slashing or piercing weapon to deal 25 points of damage to the gizzard (AC 16) (though such a technique is generally impossible since the creature lairs in holes and crevices). Once the creature exits, muscular action closes the hole; another swallowed opponent must cut its own way out.

A Large lurker's interior can hold 2 Medium, 8 Small, 32 Tiny, or 128 Diminutive or smaller opponents.

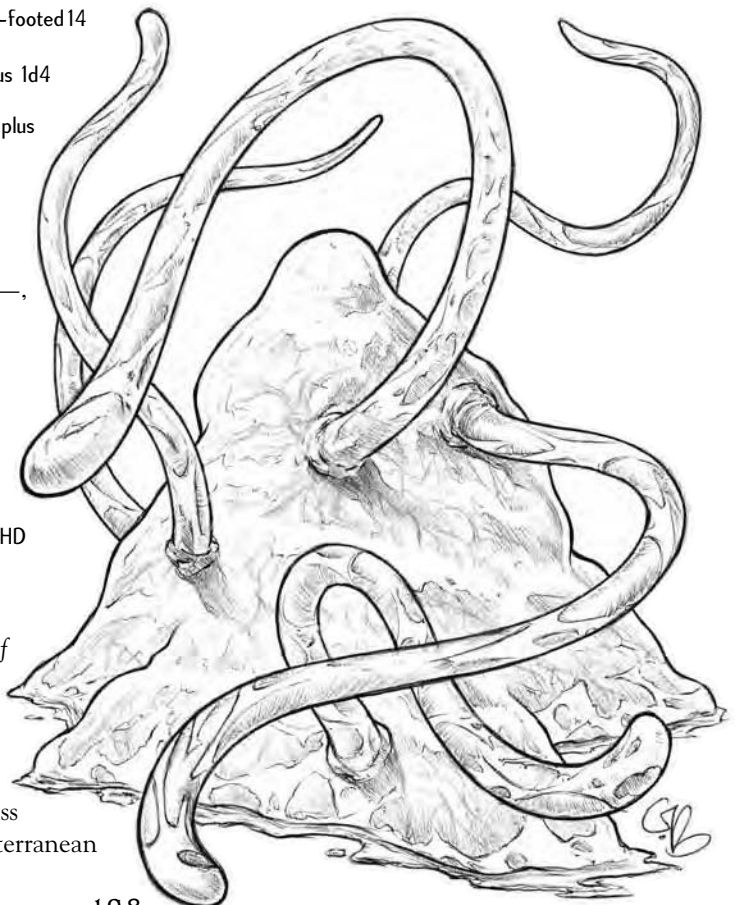
Tremorsense (Ex): A well lurker can automatically pinpoint the location of anything within 60 feet that is in contact with the ground.

WHIP JELLY

Medium Ooze

Hit Dice:	3d10+12 (28 hp)
Initiative:	+0
Speed:	20 ft. (4 squares), climb 20 ft.
Armor Class:	14 (+4 natural), touch 10, flat-footed 14
Base Attack/Grapple:	+2/+3
Attack:	Tendrils +3 melee (1d4+1 plus 1d4 acid)
Full Attack:	4 tendrils +3 melee (1d4+1 plus 1d4 acid)
Space/Reach:	5 ft./5 ft.
Special Attacks:	Acid
Special Qualities:	Blindsight 60 ft., ooze traits
Saves:	Fort +5, Ref +1, Will -4
Abilities:	Str 13, Dex 10, Con 18, Int —, Wis 1, Cha 1
Skills:	Climb +9
Feats:	—
Environment:	Underground
Organization:	Solitary
Challenge Rating:	2
Treasure:	50% standard
Alignment:	Always neutral
Advancement:	4–6 HD (Medium); 7–9 HD (Large)
Level Adjustment:	—

world for food. Rarely encountered near the surface, the deeper one goes in the Underdark, the more likely an encounter with one of these creatures is to occur.



This creature looks like a squirming mass of bluish-gray slime with several long writhing tentacles protruding from its form. Veins of dark blue and black snake through its protoplasmic form.

A whip jelly, like most oozes, is a mindless hunter that spends its time prowling the subterranean

Whip jellies lair in darkened dry areas. They have a natural disdain for water (though it does not harm them in any way). Their lairs contain the remains of past meals and possibly any treasure or belongings (of a metallic nature) that the meal happened to be carrying at the time of its demise.

A whip jelly looks like a bluish-gray quivering pile of goo with four long slimy tendrils jutting from its form. The creature's body is rather thick and resilient (hence the natural armor bonus, usually unheard of for ooze creatures). Its tendrils are a bit darker in color than its main body. Shoots of dark blue and black through its body give the appearance of veins.

Combat

A whip jelly attacks by whipping and striking its foes with its long slimy tentacles. A slain creature is slowly

digested by the jelly over a period of days or weeks (ultimately depending on how hungry the creature is at the time).

Acid (Ex): A whip jelly secretes a deadly acid that quickly dissolves organic matter but does not harm metal or stone. Any melee hit deals acid damage. Non-metal armor or clothing dissolves and becomes useless immediately unless it succeeds on a DC 15 Reflex save. A wooden weapon that strikes a whip jelly dissolves immediately unless it succeeds on a DC 15 Reflex save. The save DCs are Constitution-based.

Blindsight (Ex): A whip jelly's entire body is a primitive sensory organ that allows it to ascertain prey by scent and vibration within 60 feet.

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

WIDOW CREEPER

Large Plant	
Hit Dice:	15d8+73 (160 hp)
Initiative:	+4
Speed:	30 ft. (6 squares), climb 20 ft.
Armor Class:	16 (-1 size, +7 natural), touch 9, flat-footed 16
Base Attack/Grapple:	+11/+23
Attack:	Tentacle +19 melee (1d8+8) or entangle +10 ranged touch (entangle)
Full Attack:	2 tentacles +19 melee (1d8+8) or entangle +10 ranged touch (entangle)
Space/Reach:	10 ft./10 ft. (20 ft. with tentacle)
Special Attacks:	Control plants, entangle, fluid drain, improved grab
Special Qualities:	Damage reduction 15/magic and slashing, darkvision 60 ft., improved woodland stride, plant traits, plantsense 120 ft.
Saves:	Fort +15, Ref +7, Will +8
Abilities:	Str 27, Dex 10, Con 23, Int 2, Wis 12, Cha 6
Skills:	Climb +16, Hide -4*, Listen +10, Spot +10
Feats:	Improved Grapple, Improved Initiative, Iron Will, Lightning Reflexes, Toughness, Weapon Focus (tentacle)
Environment:	Temperate forests
Organization:	Solitary
Challenge Rating:	13
Treasure:	Standard
Alignment:	Usually neutral
Advancement:	16-30 HD (Large); 31-45 HD (Huge)
Level Adjustment:	—

This creature resembles a monstrous spider about twice the size of a human constructed of weeds, vines, and leaves. Two writhing tentacles sprout from its spider-like body, each ending in a sharpened point. An hourglass-shaped pattern of leaves and brush can be seen on its back.

Widow creepers are spider-like plant creatures that make their lairs deep in tangled forests. They constantly harass woodsmen, foresters, and denizens of the forests from their weed-like webs which they spin high in the tree tops.

Widow creepers spend much of their time in their nests, venturing forth only to feed, and even then, they rarely venture far from their lair. They prefer to lure potential prey to them by rustling nearby leaves or underbrush.

A widow creeper sustains itself on a diet of brain fluid and blood. Corpses drained of blood and fluids are left where they fall; the widow creeper does not devour the flesh, bones, or muscle of its prey.

A widow creeper is 8 feet tall and looks like a giant black widow formed from leaves, weeds, and tangled brush. It is dark greenish-brown in color. Two long, sinewy vine-like tentacles protrude from its body and aid the creature in capturing and securing its prey.

A widow creeper utters no sounds and cannot speak any known languages.

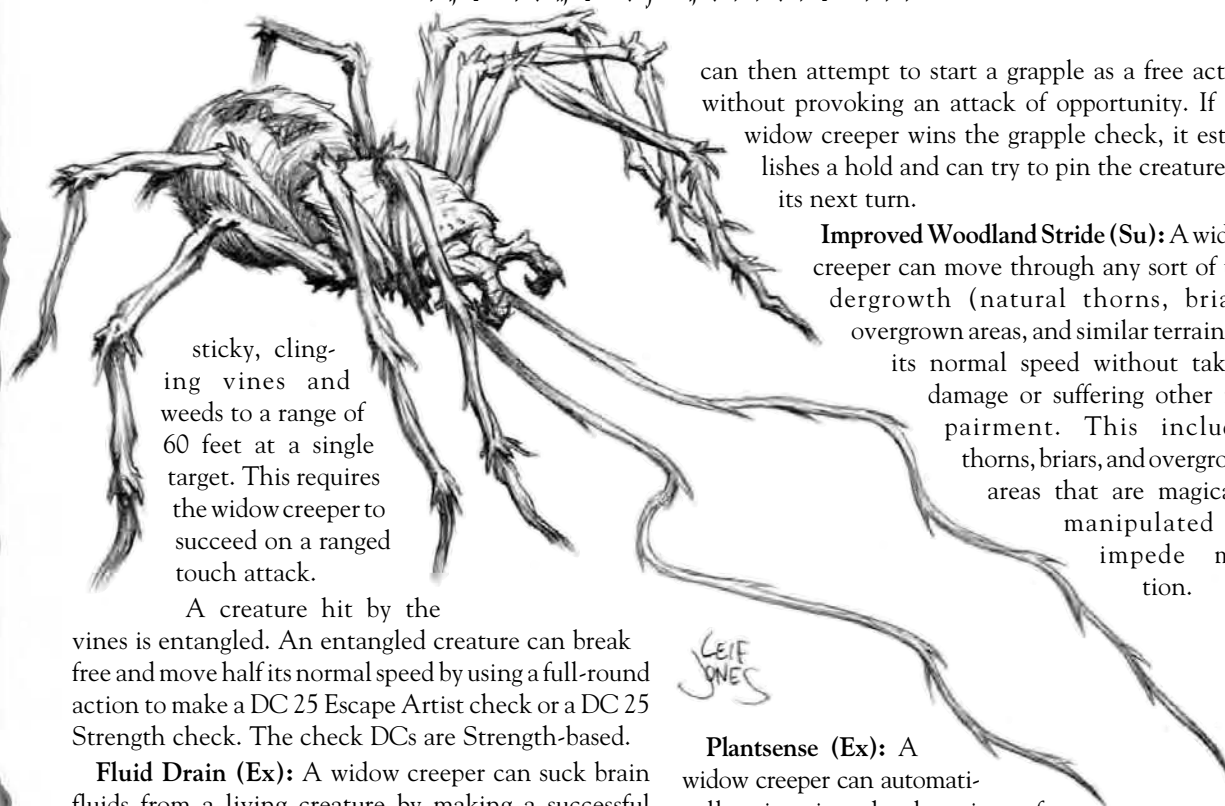
Combat

Widow creepers are ambush hunters, waiting in their vine-like webs for a creature to pass nearby. When a potential meal comes close to its nest the widow creeper leaps from hiding and attacks. It uses its tentacles to either slash its foe or grapple it. Against a grappled foe, a widow creeper stabs one of its long tentacles into the opponent's head and attempts to drain its brain fluids. While grappling a foe, the widow creeper uses its control plants and entangle attacks to keep any other opponents at bay.

A widow creeper's natural weapons are treated as magic weapons for the purpose of overcoming damage reduction.

Control Plants (Su): A widow creeper can use *control plants*, as the spell (caster level 15th).

Entangle (Su): As a standard action, up to a number of times per day equal to its Constitution modifier (minimum +1), a widow creeper can fire a mass of



sticky, clinging vines and weeds to a range of 60 feet at a single target. This requires the widow creeper to succeed on a ranged touch attack.

A creature hit by the vines is entangled. An entangled creature can break free and move half its normal speed by using a full-round action to make a DC 25 Escape Artist check or a DC 25 Strength check. The check DCs are Strength-based.

Fluid Drain (Ex): A widow creeper can suck brain fluids from a living creature by making a successful grapple check. If it pins the foe, it drains brain fluid, dealing 1d4 points of Constitution damage and 1 point of Intelligence damage each round that it maintains the hold.

Improved Grab (Ex): To use this ability, a widow creeper must hit an opponent with a tentacle attack. It

can then attempt to start a grapple as a free action without provoking an attack of opportunity. If the widow creeper wins the grapple check, it establishes a hold and can try to pin the creature on its next turn.

Improved Woodland Stride (Su): A widow creeper can move through any sort of undergrowth (natural thorns, briars, overgrown areas, and similar terrain) at its normal speed without taking damage or suffering other impairment. This includes thorns, briars, and overgrown areas that are magically manipulated to impede motion.

LEIF JONES

Plantsense (Ex): A widow creeper can automatically pinpoint the location of anything within 120 feet that is in contact with vegetation.

Skills: A widow creeper has a +8 racial bonus on Climb checks and can always choose to take 10 on Climb checks, even if rushed or threatened. *In forested areas, a widow creeper has a +12 racial bonus on Hide checks due to its coloration.

WILLOW DUSK

Huge Plant	
Hit Dice:	15d8+105 (172 hp)
Initiative:	-1
Speed:	20 ft. (4 squares)
Armor Class:	23 (-2 size, -1 Dex, +16 natural), touch 7, flat-footed 24
Base Attack/Grapple:	+11/+29
Attack:	Slam +20 melee (2d8+10)
Full Attack:	4 slams +20 melee (2d8+10)
Space/Reach:	15 ft./15 ft.
Special Attacks:	Aura of misery, droning, improved grab, swallow whole
Special Qualities:	Damage reduction 10/magic, fast healing 5, low-light vision, plant traits, resistance to cold 10 and fire 10
Saves:	Fort +16, Ref +6, Will +7
Abilities:	Str 30, Dex 8, Con 25, Int 4, Wis 14, Cha 10
Skills:	Hide -8*, Listen +13, Spot +13
Feats:	Ability Focus (droning), Alertness, Improved Natural Attack (slam), Lightning Reflexes, Power Attack, Weapon Focus (slam)
Environment:	Temperate forests
Organization:	Solitary, pair, or grove (3-6)
Challenge Rating:	14
Treasure:	50% standard
Alignment:	Always chaotic evil
Advancement:	16-30 HD (Huge); 31-45 HD (Gargantuan)
Level Adjustment:	—

You see a 20 foot tall willow tree with dark greenish-brown branches and blackish-brown bark.

Willow dusks are nocturnal predators that drone their targets into a lethargic state or a coma-induced sleep before relentlessly attacking and devouring them. To the untrained eye, a willow dusk appears as a normal willow tree and nothing more. Any creature with 5 or more ranks in Knowledge (nature) or Survival can detect "something's not quite right about that tree" on a successful DC 20 check.

A willow dusk prefers to devour a victim whole, scooping it up in its massive branches and dumping it fully into its gaping maw where its stomach acids digest its swallowed prey. Willow dusks prefer warm-blooded creatures to cold-blooded creatures and always eat freshly killed prey. They are not scavengers and will not eat something they didn't kill (or at least something that has been dead longer than 1 hour).

A willow dusk appears as a 20-foot tall willow tree and can grow to a height of 40 feet or more. A typical willow dusk is 20 feet tall and weighs 900 pounds.

A willow dusk speaks and understands Sylvan, though it rarely communicates. Occasionally, willow dusks have been known to aid evil-aligned druids and rangers.

Combat

A willow dusk hunts at night, just as the sun is setting. When it finds a potential victim, it loses its droning and charges an opponent who succumbs to its effect, bashing it with a slam attack or grappling it and tossing it into its maw. Creatures who resist the willow dusk's droning are subjected to its aura of misery attack as long as they remain within 10 feet of the creature. An opponent that falls to Charisma 0 is quickly scooped up by the willow dusk and devoured.

A willow dusk's natural weapons are treated as magic weapons for the purpose of overcoming damage reduction.

Aura of Misery (Su): Once every 1d4+1 rounds as a free action, a willow dusk can emit a wave of negative energy that affects all living creatures within 10 feet of it. Creatures within the area take 1d6 points of Charisma damage if they fail a DC 23 Will save. The save DC is Constitution-based. At Charisma 0, a creature collapses into a coma until at least 1 point of Charisma is restored.

Droning (Su): Once per round as a standard action, a willow dusk can emit a droning sound audible to a range of 100 feet. Creatures within the area that hear it, must succeed on a DC 19 Will save or enter a state of lethargy. Affected creatures cannot move (as if held by a *hold monster* spell) and have no desire to take any other action or engage in combat (unless attacked first, in which case the lethargy effect is broken). The effects last for a number of rounds equal to the one-half of the willow dusk's Hit Dice (7 rounds for the typical willow dusk). A creature who succeeds on his Will save is unaffected by the droning from that same willow dusk for one day. This is a mind-affecting effect. The save DC is Charisma-based and includes a +2 bonus from the creature's Ability Focus feat. A willow dusk that attacks a creature affected by this ability gains a +4 bonus on its attack roll. Whether the attack succeeds or fails, the lethargy effect is immediately broken.

Improved Grab (Ex): To use this ability, a willow dusk must hit an opponent with a slam attack. It can then attempt to start a grapple as a free action without provoking an

attack of opportunity. If it wins the grapple check, it establishes a hold and can attempt to swallow its opponent on its next turn.

Swallow Whole (Ex): A willow dusk can try to swallow a grabbed opponent of up to one size smaller than itself by making a successful grapple check. Once inside, the opponent takes 2d6+10 points of bludgeoning damage plus 8 points of acid damage from the creature's digestive juices. A swallowed creature can cut its way out by using a light slashing or piercing weapon to deal 25 points of damage to the willow dusk's interior (AC 18). Once the creature exits, muscular action closes the hole; another swallowed opponent must cut its own way out.

A Huge willow dusk's interior can hold 1 Large, 4 Medium, 16 Small, 32 Tiny, 128 Diminutive, or 256 Fine opponents.

Skills: *A willow dusk gains a +16 racial bonus on Hide checks in its natural environment.



WOODWOSE

Medium Fey

Hit Dice:	9d6+36 (67 hp)
Initiative:	+5
Speed:	30 ft. (6 squares)
Armor Class:	19 (+1 Dex, +8 natural), touch 11, flat-footed 18
Base Attack/Grapple:	+4/+7
Attack:	Club +7 melee (1d6+3) or slam +7 melee (1d6+3)
Full Attack:	Club +7 melee (1d6+3) or 2 slams +7 melee (1d6+3)
Space/Reach:	5 ft./5 ft.
Special Attacks:	Spell-like abilities, spells, spines
Special Qualities:	Damage reduction 10/cold iron, immunity to wood, plant passivism, plantsense 60 ft.
Saves:	Fort +7, Ref +7, Will +8
Abilities:	Str 17, Dex 13, Con 18, Int 13, Wis 15, Cha 16
Skills:	Craft (any one) +13, Craft (poisonmaking) +13, Diplomacy +5, Hide +1*, Knowledge (nature) +15, Listen +16, Sense Motive +8, Search +7, Spot +16, Survival +14 (+16 following tracks, +16 aboveground)
Feats:	Alertness, Blind-Fight, Dodge, Improved Initiative
Environment:	Temperate forests
Organization:	Solitary
Challenge Rating:	10
Treasure:	Standard
Alignment:	Always neutral evil
Advancement:	10–18 HD (Medium) or by character class
Level Adjustment:	—

This green skinned green haired figure has the appearance of a gnarled old man with skin like tree bark. Its hair and beard looks like Spanish moss with brambles and leaves knotted through it.

The woodwose or green men are wicked male counterparts of the dryad. Guardians and protectors of forests and woodlands, woodwoses have a cruel streak, feeling it better to bury an intruder amongst the trees than ever let them leave their forested sanctuaries again. Due to their malign nature, woodwoses do not associate with dryads, most sprites, or other benign woodland creatures. They do however sometimes form bonds and alliances with other evil fey creatures (such as redcaps and quicklings).

Woodwoses have great magical powers like those of a druid, whom they seek to thwart and destroy when given the opportunity.

A woodwose stands 5 feet tall and weighs about 150 pounds. Its skin is dark brown and rough and course to the touch. Its hair is dark greenish-brown. A woodwose's eyes are deep chestnut brown.

Woodwoses speak Common and Sylvan.

Combat

Woodwoses primarily fight using spells and spell-like abilities. In melee combat they lash out with powerful slam attacks or use thick wooden clubs and cause great spines to sprout from their body after the manner of a porcupine.

Spell-Like Abilities: At will—*entangle* (DC 14), *pass without trace*, *shillelagh*, *speak with plants*, *wood shape*; 3/day—*blight* (DC 18), *transport via plants*, *wall of thorns*; 1/day—*ironwood*, *tree shape*. Caster level 9th. The save DCs are Charisma-based.

Spells: A woodwose can cast spells as a 9th-level druid. The save DCs are Wisdom-based.

Typical Druid Spells Prepared (6/5/5/3/2/1; save DC 12 + spell level): 0—*detect magic*, *flare* (DC 12), *guidance*, *know direction*, *read magic*, *resistance*; 1st—*detect animals and plants*, *endure elements*, *faerie fire*, *magic stone*, *summon nature's ally I*; 2nd—*barkskin*, *chill metal* (DC 14), *fire trap* (DC 14), *flaming sphere* (DC 14), *heat metal* (DC 14); 3rd—*contagion* (+7 melee touch, DC 15), *dominate animal* (DC 15), *snare*; 4th—*giant vermin*, *rusting grasp* (+7 melee touch, DC 16); 5th—*insect plague*.

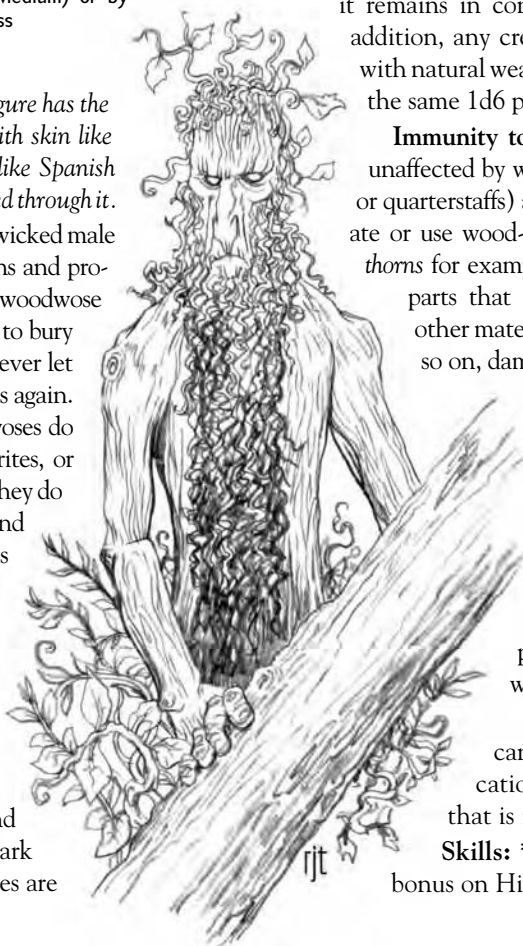
Spines (Ex): As a free action, a woodwose can cause sharpened wooden spines to protrude from its body. Any creature in contact with the woodwose or grappling with it takes 1d6 points of piercing damage each round it remains in contact with the woodwose. In addition, any creature attacking a wood wose with natural weapons or unarmed attacks takes the same 1d6 points of damage.

Immunity to Wood (Ex): A woodwose is unaffected by wooden weapons (such as clubs or quarterstaves) and spells or effects that generate or use wood-type effects (such as a *wall of thorns* for example). Weapons with damaging parts that are primarily metal (or some other material) such as arrows, spears, and so on, damage a woodwose normally.

Plant Passivism (Ex): No plant creatures willingly attack a woodwose. They can be forced to do so through magical means however. If attacked by a woodwose or one of its allies, the effect is broken and the plant creature can attack the woodwose normally.

Plantsense (Ex): A woodwose can automatically sense the location of anything within 60 feet that is in contact with vegetation.

Skills: *A woodwose has a +4 racial bonus on Hide checks in forested areas.



appendix one:

A N I M A L S

BRONTOTHERIUM

Huge Animal	
Hit Dice:	13d8+68 (126 hp)
Initiative:	+0
Speed:	40 ft. (8 squares)
Armor Class:	17 (–2 size, +9 natural), touch 8, flat-footed 17
Base Attack/Grapple:	+9/+26
Attack:	Gore +16 melee (2d6+13)
Full Attack:	Gore +16 melee (2d6+13)
Space/Reach:	15 ft./10 ft.
Special Attacks:	Powerful charge, trample 2d6+13
Special Qualities:	Low-light vision, scent
Saves:	Fort +15, Ref +8, Will +7
Abilities:	Str 28, Dex 10, Con 21, Int 2, Wis 12, Cha 2
Skills:	Listen +11, Spot +11
Feats:	Alertness, Great Fortitude, Iron Will, Power Attack, Toughness
Environment:	Temperate forests and plains
Organization:	Solitary or herd (2–8)
Challenge Rating:	8
Treasure:	None
Alignment:	Always neutral
Advancement:	14–26 HD (Huge)
Level Adjustment:	—

This massive beast vaguely resembles a rhinoceros with a forked nose horn. Its powerful body is covered with short bristly hair.

Brontotheriums (also called thunder beasts by some primitive tribes) are found on lost continents and large islands far from civilization. They dwell in wooded primeval forests bordering broad plains where there is plenty of vegetation for these herbivores to feast upon. They generally forage at night, in the early morning hours, or early evening hours so as to avoid the midday heat.

Herds tend to keep to themselves and are highly territorial, sometimes clashing with other herds of their kind, except on common ground (water holes, foraging areas, and so on). When two herds meet (on any ground other than mentioned above), the males quickly charge, butting heads and goring with their horns in an attempt to force the other herd to leave the area.

Mating season for brontotheriums occurs anytime throughout the year. A male selects a female and fighting often ensues between them before the mating ritual begins. Gestation lasts for 400 days after which time the female gives birth to one live young. Within one year, the young becomes independent and

no longer depends on its mother for food and protection. Maturity is reached within 10 years (15 for females) and brontotheriums have an average lifespan of 40 years.

A brontotherium weighs two tons, is about 14 feet long, and stands eight feet tall at the shoulder. Its fur is dark brown or grayish-brown.

Combat

Brontotheriums defend their herds from hunters and predators by charging and goring foes with their massive horn. When a herd is in danger, they charge, tearing up everything in their path and trampling any lesser creatures which stand in their way. Sometimes before charging a brontotherium lets out a snort, growl, or roar to warn potential adversaries of its intent. If locked in combat defending the herd or young, a brontotherium always fights to the death.

Powerful Charge (Ex): A brontotherium deals 4d6+26 points of damage when it makes a charge.

Trample (Ex): Reflex half DC 25. The save DC is Strength-based.



CATFISH, GIANT ELECTRIC

Large Animal (Aquatic)

Hit Dice:	10d8+30 (75 hp)
Initiative:	+2
Speed:	Swim 40 ft. (8 squares)
Armor Class:	19 (–1 size, +2 Dex, +8 natural), touch 11, flat-footed 17
Base Attack/Grapple:	+7/+15
Attack:	Bite +11 melee (1d8+6)
Full Attack:	Bite +11 melee (1d8+6)
Space/Reach:	10 ft./5 ft.
Special Attacks:	Electricity discharge, improved grab, swallow whole
Special Qualities:	Low-light vision, watersense 60 ft.
Saves:	Fort +10, Ref +7, Will +6
Abilities:	Str 19, Dex 15, Con 17, Int 1, Wis 12, Cha 2
Skills:	Listen +6, Spot +6, Swim +19
Feats:	Alertness, Iron Will, Power Attack, Weapon Focus (bite)
Environment:	Temperate and warm aquatic
Organization:	Solitary or school (5–8)
Challenge Rating:	6
Treasure:	None
Alignment:	Always neutral
Advancement:	11–20 HD (Large)
Level Adjustment:	—

A wide mouthed goggle-eyed fish with slippery grey skin and a puffy, bloated body.

Giant electric catfish make their homes beneath fallen logs and in streambed pits where they face upstream with their mouth open, swallowing everything resembling food that should tumble or float into its toothless maw. They favor dank, dark, slow-moving or stagnant water with limited visibility. They are nocturnal hunters and venture out a few hours after sunset to hunt.

Giant electric catfish are about 8 feet long but can grow to lengths of 12 feet or more. Its bloated body is generally gray or grayish-brown in color fading to a dull white or cream color on its underbelly. Its eyes are

small and its snout wide and round. Three sets of barbels (or feelers) are located around its mouth. Unlike many fish, a giant electric catfish has no dorsal fin.

Combat

Giant electric catfish are highly territorial and defend their realms with great ferocity. Before engaging in combat, when threatened or facing a potential enemy, an electric catfish generates a pulse of crackling electricity in an effort to intimidate or discourage would-be predators. Failing this, the giant electric catfish enters combat and bites its foe. A giant electric catfish produces an electrical charge that tends to stun any creature within ten feet of it. Stunned prey is bitten and swallowed.

Electricity Discharge (Ex): Once every 1d4 rounds, a giant electric catfish can generate a pulse of electricity that deals 2d6 points of electricity damage to everything within 10 feet of it. Living creatures within the area not only take damage but also are stunned for 1 round. A successful DC 18 Reflex save reduces the electricity damage by half and negates the stunning effect. The save DC is Constitution-based.

Improved Grab (Ex): To use this ability, a giant electric catfish must hit an opponent up to two sizes smaller with a bite attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and can swallow its prey in the following round.

Swallow Whole (Ex): A giant electric catfish can try to swallow a grabbed opponent of two sizes smaller than itself by making a successful grapple check. Once inside, the opponent takes 1d8+6 points of crushing damage plus 6 points of acid damage from the fish's digestive juices. A swallowed creature can cut its way out by using a light slashing or piercing weapon to deal 20 points of damage to the eel's stomach (AC 14). Once the creature exits, muscular action closes the hole; another swallowed opponent must cut its own way out.



A Large electric catfish's stomach can hold 1 Small, 2 Tiny, or 8 Diminutive or smaller creatures.

Skills: A giant electric catfish has a +8 racial bonus on any Swim check to perform some special action or

avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

DIRE SMILODON (DIRE SABER-TOOTHED CAT)

Large Animal (Augmented Animal, Dire)

Hit Dice:	18d8+126 (207 hp)
Initiative:	+3
Speed:	50 ft. (10 squares)
Armor Class:	19 (–1 size, +3 Dex, +7 natural), touch 12, flat-footed 16
Base Attack/Grapple:	+13/+29
Attack:	Bite +25 melee (3d6+12, 19–20/x2)
Full Attack:	Bite +25 melee (3d6+12, 19–20/x2) and 2 claws +22 melee (1d6+6)
Space/Reach:	10 ft./5 ft.
Special Attacks:	Improved grab, pounce, rake 1d6+6, wounding
Special Qualities:	Low-light vision, scent
Saves:	Fort +18, Ref +14, Will +7
Abilities:	Str 35, Dex 17, Con 25, Int 2, Wis 12, Cha 6
Skills:	Balance +9, Hide +7, Jump +26, Listen +8, Move Silently +12, Spot +8
Feats:	Alertness, Improved Critical (bite), Improved Natural Attack (bite), Multiattack, Power Attack, Run, Weapon Focus (bite)
Environment:	Warm forests
Organization:	Solitary, pair, or den (6–10)
Challenge Rating:	11
Treasure:	None
Alignment:	Always neutral
Advancement:	19–36 HD (Large); 37–54 HD (Huge)
Level Adjustment:	—

This massive golden-furred cat is about 10 feet long. It has short, powerful legs and a small, bobbed tail. Two 12-inch long, downward-curving canines protrude from its mouth.

Dire smilodons are larger, much more aggressive versions of the standard smilodon (see the *Tome of Horrors II* for the smilodon). They are territorial predators, not unlike their smaller cousins, and have a similar diet consisting of mastodons, mammoths, elephants, and herd animals (such as buffalo, deer, moose, and so on). Dire smilodons have a particular taste for the flesh of lions and dire lions and often hunt these creatures

to extinction whenever they settle in an area inhabited by the aforementioned cats.

Dire smilodons often hunt in groups or packs of up to four individuals. All such hunters come from the same den and food that is killed and dragged back to the lair is split equally among all dire smilodons, including the young. A den consists of up to 10 cats, and several young dire smilodons. Female and male numbers in a typical den are equal and both lead and take part in hunts.

Mating season is year round for dire smilodons. Females are typically receptive for only a few days every few months however. Gestation lasts 100 days and young are born live. A typical litter is 3–4 cubs in size and cubs are born blind and helpless and are completely dependent on their mother. At 10 weeks, young begin following their mother from the den and orienting themselves to their surroundings. At 20 months of age, cubs gain their independence and by 3 years of age, cubs leave the den in search of their own hunting grounds. Cubs reach maturity by age 5.

A typical dire smilodon is 10 feet long and weighs about 1,100 pounds. Females tend to be slightly smaller than males. They can grow to lengths of over 20 feet and weigh up to 2,500 pounds. A dire smilodon's fur is dull tan or gold. Some have spotted coats similar to a leopard's. Its tail is short and bobbed and its legs are short and thick. The most striking feature of a dire smilodon are its canines.

They are about 12



inches long in the standard dire smilodon but can grow to about 18 inches in the largest specimens.

Combat

Dire smilodons, like their smaller relatives, are ambush hunters. Using the surrounding terrain to conceal their location, they lie in wait for a potential target to cross their path before springing to the attack. Such attacks usually come from the rear or at an angle. Dire smilodons attempt to knock their prey to the ground where they pounce on it and lock their jaws around its throat and suffocate it quickly.

If outnumbered, a dire smilodon allows the creatures to pass unmolested and only attacks if it is extremely hungry. A hunting pack usually attacks even if outnumbered, relying on their speed and strength to quickly down their targets.

Once it engages a foe, a dire smilodon rakes with its claws and bites with its powerful jaws. It charges whenever possible and attempts to get an opponent prone so it can sink its teeth into its throat or neck. It uses its oversized canines to stab its prey, hoping to bleed it to death. Slain prey is dragged into the underbrush or back to the smilodon's lair where it devours it. Food is sometimes rationed over several days during the winter months.

Improved Grab (Ex): To use this ability, a dire smilodon must hit with a claw or bite attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and can rake.

Pounce (Ex): If a dire smilodon charges an opponent, it can make a full attack, including two rake attacks.

Alternately, it can make a single bite attack if it charges. If the attack succeeds, it latches onto the opponent's neck and can make a grapple check as a free action. On the following round, it deals automatic bite damage and the foe must make a Constitution check each round (DC 10, +1 per previous check) or suffocate (see suffocation in the DMG).

Rake (Ex): Attack bonus +25 melee, damage 1d6+6.

Wounding Bite (Ex): A dire smilodon that scores a critical hit with its bite attack bleeds its opponent for 2 points of Constitution damage.

Skills: Dire smilodons have a +6 racial bonus on Jump checks. Dire smilodons have a +4 racial bonus on Balance, Hide, and Move Silently checks. *In areas of tall grass or heavy underbrush, the Hide bonus improves to +8.

GULPER EEL

Large Animal (Aquatic)

Hit Dice:	8d8+19 (55 hp)
Initiative:	+2
Speed:	Swim 50 ft. (10 squares)
Armor Class:	15 (–1 size, +2 Dex, +4 natural), touch 11, flat-footed 13
Base Attack/Grapple:	+6/+13
Attack:	Bite +9 melee (1d8+4)
Full Attack:	Bite +9 melee (1d8+4)
Space/Reach:	10 ft./5 ft.
Special Attacks:	Improved grab, swallow whole
Special Qualities:	Low-light vision, scent
Saves:	Fort +8, Ref +8, Will +3
Abilities:	Str 17, Dex 15, Con 14, Int 1, Wis 12, Cha 2
Skills:	Listen +6, Spot +7, Swim +11
Feats:	Swim-By Attack, Toughness, Weapon Focus (bite)
Environment:	Any aquatic
Organization:	Solitary
Challenge Rating:	5
Treasure:	None
Alignment:	Always neutral
Advancement:	9–16 HD (Large); 17–24 HD (Huge)
Level Adjustment:	—

This strange being of the depths appears to be little more than a large mouth, flaccid body and dangling tail which glows with an unnatural red light.

This larger version of its more common cousin makes its home in deep tropical and temperate waters well below 3,000 feet in depth. The gulper eel spends its life eating giant shrimp, and any other creatures which happen to arouse its senses.

Gulper eels spend most of their lives in the deepest and darkest parts of the oceans, rarely if ever venturing near the surface waters. Solitary creatures by nature, during mating season (colder months of the year), it is not uncommon to find a pair of these creatures dwelling together. During mating season, the female deposits her eggs (2–8) in the dirt and mass of plants on the ocean floor. Within two months the eggs hatch and the young swim free. Young are independent within 2 weeks after birth and venture out on their own shortly thereafter.

A gulper eel averages 10 feet in length but can grow to reach 30 feet or more. Its body is long, sleek, and black in color and its tail ends in a luminous organ. Its eyes are small for its body and close to its snout. Its massive mouth is lined with rows of sharpened teeth.

Combat

Gulper eels attempt to bite their prey, holding it before swallowing it whole. Because a gulper eel can unhinge its jaw and stretch its stomach, it can swallow opponents larger than itself.

Improved Grab (Ex): To use this ability, a gulper eel must hit an opponent up to one size larger with its bite attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and can attempt to swallow its foe in the following round.

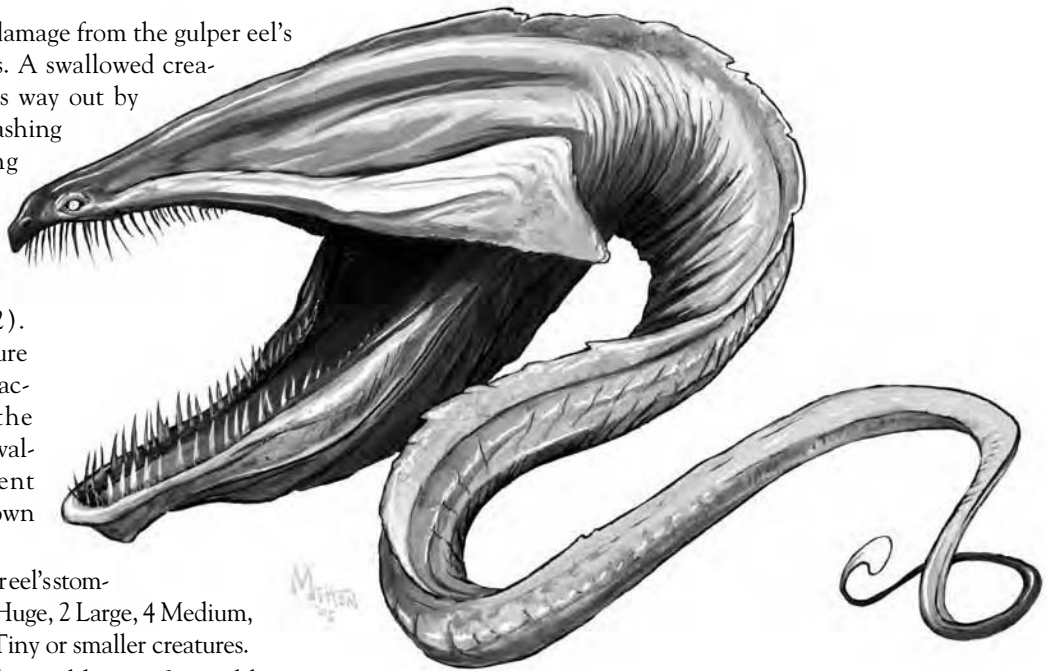
Swallow Whole (Ex): A gulper eel can try to swallow a grabbed opponent of one size larger than itself by making a successful grapple check. Once inside, the opponent takes 1d8+4 points of crushing damage plus 6

points of acid damage from the gulper eel's digestive juices. A swallowed creature can cut its way out by using a light slashing or piercing weapon to deal 20 points of damage to the eel's stomach (AC 12). Once the creature exits, muscular action closes the hole; another swallowed opponent must cut its own way out.

A Large gulper eel's stomach can hold 1 Huge, 2 Large, 4 Medium, 8 Small, or 32 Tiny or smaller creatures.

Skills: A gulper eel has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check,

even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.



MANDRILL

Small Animal

Hit Dice: 2d8+2 (9 hp)
Initiative: +2
Speed: 30 ft. (6 squares), climb 30 ft.

Armor Class: 14 (+1 size, +2 Dex, +1 natural), touch 13, flat-footed 12

Base Attack/Grapple: +1/-3

Attack: Bite +4 melee (1d4)

Full Attack: Bite +4 melee (1d4)

Space/Reach: 5 ft./5 ft.

Special Attacks: —

Special Qualities: Low-light vision, scent

Saves: Fort +4, Ref +5, Will +1

Abilities: Str 10, Dex 15, Con 12, Int 2, Wis 12, Cha 6

Skills: Balance +11, Climb +11, Hide +7, Listen +2, Spot +2

Feats: Weapon Finesse

Environment: Warm forests

Organization: Solitary, foraging pack (2–5), group (4–9 adults, plus 100% noncombatant young) or colony (10–40 adults, plus 150% noncombatant young)

Challenge Rating: 1/4

Treasure: None

Alignment: Always neutral

Advancement: 3–4 HD (Small)

Level Adjustment: —

This brightly-colored primate has a bushy mane, dense fur, and a long ridged snout.



Mandrills are diurnal and terrestrial primates found in warm forests. During the day, mandrills spend their time on the forest floor, hunting and foraging. At night, the animals seek shelter and refuge in the trees.

Mandrills subsist on a diet of fruits, nuts, berries, small insects, seeds, roots, and occasionally grass and the typical group has a hunting ground of 5-8 square miles. When foraging, mandrills use their powerful hands aid in pulling bulbs and digging roots. A mandrill is equipped with cheek pouches that begin to the side of its teeth and extend down its neck. The animal can hold almost an entire meal in its pouches. It often stores food in its cheeks while it continues to hunt or climb.

A typical mandrill group consists of one or more males, one of which is an alpha male, several females, and an equal number of young (that do not fight). Females have a gestation period of about 5-1/2 months and young are born live (usually in the late winter or early spring months). Young generally stay with their mother for about a year (females usually a bit longer, males not quite as long).

The average adult mandrill reaches a height of just under 3 feet tall and weighs around 35 pounds (though some males generally weigh around 50 pounds). A mandrill's fur is olive brown fading to a paler color on its underbelly. Adult males have a bright blue and red snout and a yellowish "beard." Females and young mandrills are likewise colored, but their colorations are duller.

Combat

Mandrills are generally passive creatures and rarely engage in battle, preferring to outmaneuver would-be attackers by taking to the trees and outrunning their opponents. If the young are threatened, they do not hesitate to attack. Mandrills defending their group always fight to the death. Likewise, a foraging pack that is molested defends its "treasure" if food is scarce; otherwise, it usually drops its food (or sticks it in its cheek pouches) and scurries into the trees.

Skills: Mandrills have a +8 racial bonus on Balance and Climb checks. They can always choose to take 10 on Climb checks, even if rushed or threatened. They use their Dexterity modifier instead of Strength modifier for Climb checks.

MARGAY

Small Animal

Hit Dice:	2d8+4 (13 hp)
Initiative:	+3
Speed:	40 ft. (8 squares), climb 30 ft.
Armor Class:	14 (+1 size, +3 Dex), touch 14, flat-footed 11
Base Attack/Grapple:	+1/+2
Attack:	Bite +5 melee (1d4+1)
Full Attack:	Bite +5 melee (1d4+1) and 2 claws +0 melee (1d2)
Space/Reach:	5 ft./5 ft.
Special Attacks:	Improved grab, pounce, rake 1d2
Special Qualities:	Superior low-light vision, scent
Saves:	Fort +5, Ref +6, Will +1
Abilities:	Str 13, Dex 17, Con 15, Int 2, Wis 12, Cha 6
Skills:	Balance +11, Climb +16, Hide +12, Listen +2, Move Silently +8, Spot +6
Feats:	Weapon Finesse
Environment:	Temperate and warm forests
Organization:	Solitary, pair, or family (3-5)
Challenge Rating:	1
Treasure:	None
Alignment:	Always neutral
Advancement:	3 HD (Small); 4 HD (Medium)
Level Adjustment:	—

This jungle denizen appears as a large wild housecat with markings similar to a tiger.

Margays are jungle-dwelling cats similar in makeup and build to the ocelot. They favor dense forests with thick foliage and spend their days basking in the sun or hunting for food.

A margay's diet includes small mammals, birds, bird eggs, small reptiles and amphibians, and fruits and nuts. They are active during both the night and day, having no set hunting or feeding time.

Margays generally mate early in their life (usually within the first year) and gestation lasts about 80 days. Young are born live and a litter consists of one or two young. Young margays are dependent on their mother for about 8 weeks before being able to forage and hunt on their own.

A margay looks like a small, slender, spotted cat. Its fur ranges in color from tan to brown or cinnamon. Its spots are darker and run in longitudinal rows along its body. Margays generally average about 2 feet long and weigh about 8 pounds.



Combat

Margays attack with stealth and surprise but avoid conflict with creatures much larger than themselves unless cornered. When engaged, they attempt to pounce upon their prey and wrap their claws around the victims head, sinking their needle-like teeth into its throat.

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

Pounce (Ex): If a margay charges a foe, it can make a full attack including two rakes.

Alternately, the margay can make a single bite attack if it charges. If the attack succeeds, it latches onto the opponent's neck and can make a grapple check as a free action. On the following round, it deals automatic bite damage and the foe must make a Constitution check

each round (DC 10, +1 per previous check) or begin suffocating. When the opponent fails a Constitution check, it suffocates. In the first round, it falls unconscious (0 hp). In the next round, it drops to -1 hit points and is dying. In the third round, it dies.

Rake (Ex): Attack bonus +5 melee, damage 1d2.

Superior Low-Light Vision (Ex): A margay can see three times as far as a human in starlight, moonlight, torchlight, and similar conditions of shadowy illumination. It retains the ability to distinguish color and detail under these conditions.

Skills: Margays have a +8 racial bonus on Balance checks and a +12 racial bonus on Climb checks. A margay can always choose to take 10 on a Climb check, even if rushed or threatened. A margay can use its Dexterity or Strength modifier for Climb checks, whichever is higher.

A margay has a +4 racial bonus on Hide, Move Silently, and Spot checks.

RACCOON

Tiny Animal	
Hit Dice:	1/2d8 (2 hp)
Initiative:	+2
Speed:	20 ft. (4 squares), climb 20 ft.
Armor Class:	14 (+2 size, +2 Dex), touch 14, flat-footed 12
Base Attack/Grapple:	+0/-11
Attack:	Bite +4 melee (1d3-3)
Full Attack:	Bite +4 melee (1d3-3)
Space/Reach:	2-1/2 ft./0 ft.
Special Attacks:	—
Special Qualities:	Low-light vision
Saves:	Fort +2, Ref +4, Will +1
Abilities:	Str 5, Dex 15, Con 10, Int 2, Wis 12, Cha 5
Skills:	Climb +10, Hide +10, Listen +7, Spot +3, Swim +6
Feats:	Weapon Finesse
Environment:	Temperate forests
Organization:	Solitary, pair, or family (1 adult plus 1-4 young)
Challenge Rating:	1/6
Advancement:	1 HD (Tiny); 2 HD (Small)
Level Adjustment:	—

This animal is about the size of a small dog. Its fur is brownish-grey, and its bushy tail is ringed in black. Its paws and ears are black as well, and it has a black and white mask-like marking on its face.

Raccoons are small nocturnal omnivores that live in all but the warmest and coldest forests. They prefer to dwell near lakes and rivers, where their pri-

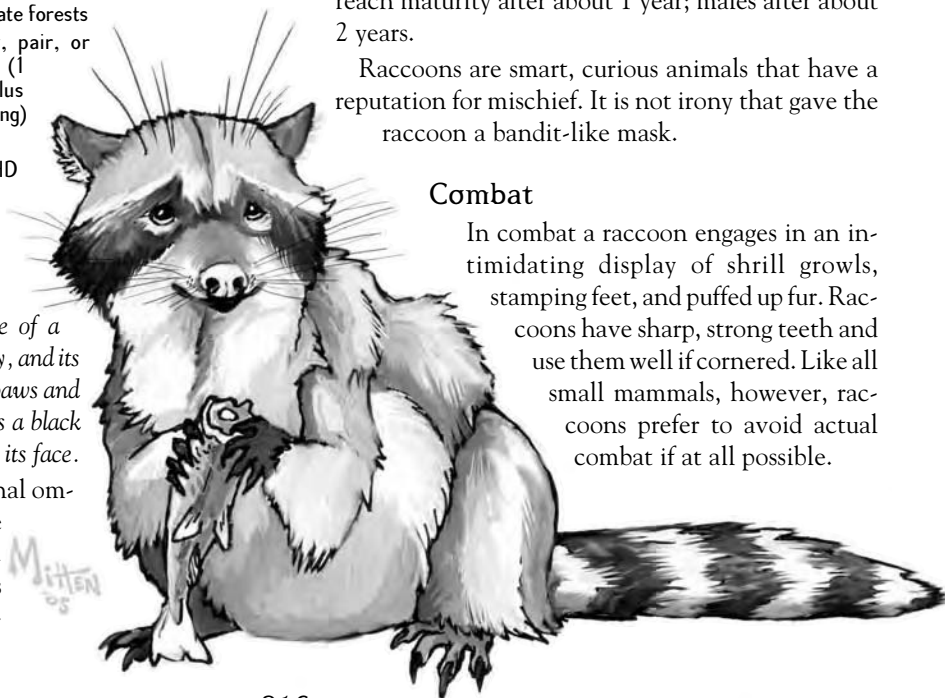
mary nourishment consists of fresh-water shellfish, frogs, lizards, and berries. Males often travel up to four or five miles from the lair in search of food while females tend to stay closer, especially if there are young raccoons in the den. They make their dens in trees or caves, mines, burrows, buildings, or sewers. Those found in populated areas feed on leftover or discarded food and trash. When food is scarce, raccoons in any environment often resort to eating the remains of dead animals.

Raccoons mate in the spring, gestation usually lasts about 60 days, and bear 1d8 live young (only about half of which survive to adulthood) which stay with their mother for about a year. The kits are capable of hunting on their own after only 3 months, however. Females reach maturity after about 1 year; males after about 2 years.

Raccoons are smart, curious animals that have a reputation for mischief. It is not irony that gave the raccoon a bandit-like mask.

Combat

In combat a raccoon engages in an intimidating display of shrill growls, stamping feet, and puffed up fur. Raccoons have sharp, strong teeth and use them well if cornered. Like all small mammals, however, raccoons prefer to avoid actual combat if at all possible.



Familiar: As a familiar, a raccoon provides its master with a +3 bonus on Sleight of Hand checks.

Skills: Raccoons have a +4 racial bonus on Listen and Swim checks. They have a +8 racial bonus on Climb

checks. They can always choose to take 10 on Climb checks, even if rushed or threatened. Raccoons use their Dexterity modifier instead of their Strength modifier for Climb checks and Swim checks.

RACCOON, DIRE

Small Animal (Augmented Animal, Dire)

Hit Dice:	1d8 (4 hp)
Initiative:	+2
Speed:	30 ft. (6 squares), climb 30 ft.
Armor Class:	16 (+2 size, +2 Dex, +2 natural), touch 14, flat-footed 14
Base Attack/Grapple:	+3/-1
Attack:	Bite +4 melee (1d4+1)
Full Attack:	Bite +4 melee (1d4+1)
Space/Reach:	2-1/2 ft./0 ft.
Special Attacks:	Disease
Special Qualities:	Low-light vision
Saves:	Fort +2, Ref +4, Will +1
Abilities:	Str 13, Dex 15, Con 12, Int 2, Wis 12, Cha 5
Skills:	Climb +10, Hide +6, Listen +7, Spot +3, Swim +6
Feats:	Weapon Finesse
Environment:	Temperate forests
Organization:	Solitary, pair, or family (1 adult plus 1d4 young)
Challenge Rating:	1/4
Advancement:	2-4 HD (Small); 3-6 HD (Medium)
Level Adjustment:	—

This animal is about the size of a large dog. Its fur is brownish-grey, and its bushy tail is ringed in black. Its paws and ears are black as well, and it has a black and white mask-like marking on its face.

Ever the opportunists, these giant procyonids tend to move out of their native habitat in the forests to the compost heaps and refuse piles of

large cities. Food is easier to find there, and in good supply. Dire raccoons are not picky, and like their smaller cousins they are omnivorous. Rats, rotten food, and even the occasional corpse are all parts of an urban dire raccoon's diet. Because of its unsanitary lifestyle and questionable eating habits, dire raccoons that live in city trash heaps often carry filth fever.

In its natural habitat, a dire raccoon eats the same foods—although in greater amounts of course—as a normal raccoon. They are fond of shellfish, berries, and any small lizards or frogs they can catch. Dire raccoons have the same mating habits and rear the same number of young as their normal counterparts (see the raccoon entry).

Combat

In combat a dire raccoon engages in an intimidating display of shrill growls, stamping feet, and puffed up fur. Dire raccoons have sharp, strong teeth and use them well if cornered.

Disease (Ex): Filth fever—bite, Fortitude DC 11, incubation period 1d3 days, damage 1d3 Dexterity and 1d3 Constitution. The save DC is Constitution-based.

Skills: Dire raccoons have a +4 racial bonus on Listen and Swim checks. Dire raccoons have a +8 racial bonus on Climb checks. They can always choose to take 10 on Climb checks, even if rushed or threatened. Dire raccoons use their Dexterity modifier instead of their Strength modifier for Climb checks and Swim checks.



SWARM, RAVEN

	Raven Swarm
	Tiny Animal (Swarm)
Hit Dice:	4d8 (18 hp)
Initiative:	+2
Speed:	5 ft. (1 square), fly 40 ft. (average)
Armor Class:	14 (+2 size, +2 Dex), touch 14, flat-footed 12
Base Attack/Grapple:	+3/—
Attack:	Swarm (1d6)
Full Attack:	Swarm (1d6)
Space/Reach:	10 ft./0 ft.
Special Attacks:	Distraction, eye-rake
Special Qualities:	Half damage from piercing and slashing, low-light vision, scent, swarm traits
Saves:	Fort +4, Ref +6, Will +3
Abilities:	Str 1, Dex 15, Con 10, Int 2, Wis 14, Cha 6
Skills:	Listen +6, Spot +9
Feats:	Alertness, Weapon Finesse
Environment:	Temperate forests
Organization:	Solitary, pack (2–4), or murder (5–10)
Challenge Rating:	3
Treasure:	None
Alignment:	Always neutral
Advancement:	None
Level Adjustment:	—

	Undead Raven Swarm
	Tiny Undead (Swarm)
	18d12 (117 hp)
	+6
	5 ft. (1 square), fly 40 ft. (average)
	16 (+2 size, +2 Dex, +2 natural), touch 14, flat-footed 14
	+4/—
	Swarm (4d6)
	Swarm (4d6)
	10 ft./0 ft.
	Disease, distraction, eye-rake
	Darkvision 60 ft., half damage from piercing and slashing, low-light vision, scent, swarm traits, undead traits
	Fort +8, Ref +10, Will +15
	Str 1, Dex 15, Con —,
	Int 2, Wis 14, Cha 6
	Listen +14, Spot +15
	Alertness, FlyBy Attack, Great Fortitude, Improved Initiative, Iron Will, Lightning Reflexes, Weapon Finesse
	Any temperate
	Solitary, pack (2–4), or murder (5–10)
	9
	None
	Always lawful evil
	None
	—

A screeching cawing whirlwind of buffeting wings, clawing talons and pecking beaks.

A raven swarm is a disorienting mass of angered birds. An undead raven swarm is a teeming mass of sinister, rotting, disease-ridden birds that seek to destroy any living creature encountered.

Raven swarms have the same general characteristics and habitat of normal ravens. Undead raven swarms are found in desolate forests, on desolate plains or moors, or in haunted caves and mountains.

A single undead raven appears as a rotting and diseased black bird whose feathers are torn, matted and dirty. Its eyes are inky black.

Combat

Raven swarms attack by surrounding their prey, pecking, scratching and clawing until destroyed or frightened away. They specifically seek the head, face and eyes of victims. A raven swarm deals 1d6 points of damage to any creature whose space it occupies at the end of its move. An undead raven swarm deals 4d6 points of damage to any creature whose space it occupies at the end of its move.

Disease (Su): Any creature that takes damage from an undead raven swarm must succeed on a DC 19 Fortitude save or contract *raven plague*. The save DC is Constitution-based.



Raven Plague: Fortitude DC 19, incubation period 1 day; damage 1d4 Constitution and 1d2 Strength.

Distraction (Ex): Any living creature that begins its turn with a raven swarm in its space must succeed on a DC 12 (DC 19, undead raven swarm) Fortitude save or be nauseated for 1 round. The save DC is Constitution-based.

Eye-Rake (Ex): Any living creature damaged by a raven swarm must succeed on a DC 12 (DC 19, undead raven swarm) Reflex save or be blinded as the swarm scratches and tears at the victim's eyes. The blindness last for 1d4 days while the eyes naturally heal, or until healed (with *remove blindness* or a successful DC 12 Heal check). The save DC is Constitution-based.

TUATARA, GIANT

Large Animal

Hit Dice:	6d8+24 (51 hp)
Initiative:	+1
Speed:	30 ft. (6 squares), burrow 10 ft.
Armor Class:	15 (–1 size, +1 Dex, +5 natural), touch 10, flat-footed 14
Base Attack/Grapple:	+4/+13
Attack:	Bite +8 melee (1d8+7)
Full Attack:	Bite +8 melee (1d8+7)
Space/Reach:	10 ft./5 ft.
Special Attacks:	—
Special Qualities:	Low-light vision, scent
Saves:	Fort +11, Ref +8, Will +3
Abilities:	Str 21, Dex 13, Con 19, Int 1, Wis 12, Cha 2
Skills:	Climb +8, Listen +5, Spot +5, Swim +7
Feats:	Alertness, Great Fortitude, Lightning Reflexes
Environment:	Temperate plains and hills
Organization:	Solitary or pair
Challenge Rating:	4
Treasure:	None
Alignment:	Always neutral
Advancement:	7–9 HD (Large)
Level Adjustment:	—

This reptile has a beak like upper jaw, a long narrow body and is covered in hard scales and short spines running along its back.

This burrowing reptile has a sharp beak designed to crack and tear through the carapace or scaled hide of its prey. A tuatara's diet consists of anything it can find: plants, insects, and adventurers. Prey that is not devoured immediately is dragged back to its lair and either fed to the young. Their slow metabolism allows them to go long periods of time without eating so food is generally not kept or saved. In times when food is scarce, tuataras often eat their own kind.

They generally bury their eggs in a burrow with females producing 1d0+4 eggs per litter during the warmer months of the year. Females mate once about every four or five years, and rarely before 20 years of age (tuataras have a slow metabolism and do not reach maturity until about 20 years of age). Mating occurs in the early spring months and incubation lasts 13 to 15 months with young being born the following summer. Young are helpless and depend solely on their mother for survival for the first few months of their life. Tuataras live to be about 100 years old.

A tuatara is about 10 feet long and weighs close to 400 pounds. Its color ranges from gray or olive to dull red. It lacks ears but has two small openings on either side of its head that seem to function as such. On top of its head is a "third eye" (or parietal eye) that helps the tuatara in regulating its body temperature. Males have a noticeable crest down the center of its neck and back; females have the same crest, but it is much less pronounced.

Combat

Tuataras stalk their prey at night, having excellent vision in low light and a keen sense of smell. They generally avoid contact with creatures larger than themselves if they can help it.

When threatened, a tuatara inflates its body, raises and flares its crest, and darkens the scales between its shoulders and neck.



appendix two: TEMPLATES

CLOCKWORK CREATURE

Clockworks are constructs crafted when a spellcaster binds an elemental spirit into a container and transfers it to a finely constructed body or shell composed of iron, steel, bronze, or some other metal.

Clockworks have no mind of their own and follow any commands and orders given by their creator. If their creator dies or is slain, the clockwork continues to carry out its last given command to the best of its ability. If it cannot carry out its last order, it either becomes free-willed or simply ceases to function (50% chance of either).

Creating a Clockwork

"Clockwork" is an inherited template that can be applied to any living, corporeal creature (referred to hereafter as the base creature).

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

Size and Type: The creature's size remains unchanged. Its type changes to construct. It does not gain the augmented subtype and it loses any other subtypes it has. Recalculate the creature's base attack bonus and saves based on its new type (see below).

Construct Size	Bonus Hit Points
Fine	—
Diminutive	—
Tiny	—
Small	10
Medium	20
Large	30
Huge	40
Gargantuan	60
Colossal	80

Hit Dice: All current and future HD become d10s. Additionally, drop all HD gained from class levels. Since the base creature loses its Con score, it loses all bonus hit points from its Con score, but gains bonus hit points based on its size (as all constructs do).

Armor Class: Natural armor improves by +2 (this stacks with any natural armor bonus the base creature has).

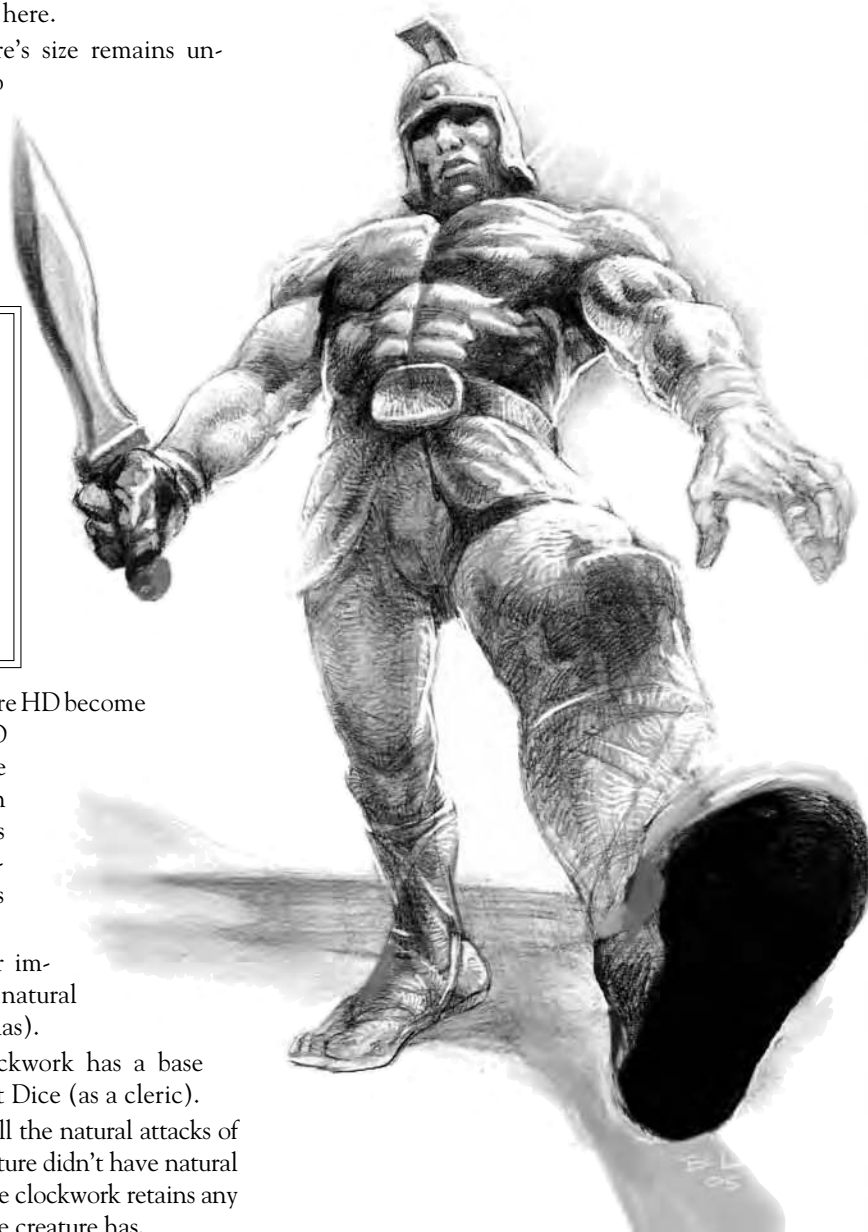
Base Attack Bonus: A clockwork has a base attack bonus equal to 3/4 its Hit Dice (as a cleric).

Attack: A clockwork retains all the natural attacks of the base creature. If the base creature didn't have natural attacks, it gains a slam attack. The clockwork retains any proficiency with weapons the base creature has.

Full Attack: A clockwork retains all the natural attacks of the base creature. If it gains a slam attack (see above) it can make two slam attacks each round at its full attack bonus if it makes a full attack.

Damage: A clockwork that gains a slam attack uses the damage value listed on the table below. If it already has a slam attack, it uses the values below or the base creature's damage values, whichever are greater. If it has a Strength bonus, it gains it to each slam attack.

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



Special Attacks: A clockwork retains any extraordinary attacks the base creature possesses, but loses all spell-like abilities, spells, and supernatural attacks. Special attacks with save DCs based on the base creature's Con modifier must be recalculated since the clockwork has no Con score.

Special Qualities: A clockwork loses all the special qualities of the base creature but gains low-light vision, darkvision and construct traits. Further, it gains the special qualities listed below.

— Damage reduction based on the base creature's Hit Dice: HD 10 or less, 5/adamantine; HD 11 to 20, 10/adamantine; HD 21 or more, 15/adamantine.

— Spell resistance equal to the base creature's HD + 5 (maximum 25).

Saving Throws: Recalculate the clockwork's saving throws based on its new type. (A construct has poor saves; i.e., its base save bonus is equal to 1/3 HD.)

Abilities: Adjust from the base creature as follows: Str +4, Dex -2. A construct has no Constitution or Intelligence score. Its Wisdom changes to 11 and its Charisma changes to 1.

Skills: The base creature loses all skill points, but retains any racial bonuses to skills it has.

Feats: The base creature loses all feats, but retains any bonus feats it has.

Environment: Any.

Organization: Solitary.

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

Treasure: None.

Alignment: Always neutral.

Advancement: A clockwork can advance to three times its current Hit Dice.

Level Adjustment: —.

Constructing a Clockwork Creature

A clockwork's body is sculpted, formed, or constructed from whatever material the creator desires. Creating the body requires the Craft Construct feat and a DC 20 (armorsmithing, weaponsmithing, or stonemasonry) check.

The cost of materials needed to create a clockwork's body is based on its size.

Size	Body Cost	Size	Body Cost
Fine	100 gp	Large	10,000 gp
Diminutive	250 gp	Huge	20,000 gp
Tiny	500 gp	Gargantuan	30,000 gp
Small	1,000 gp	Colossal	40,000 gp
Medium	2,000 gp		

The cost to create a clockwork is equal to its body cost plus 2,000 gp per HD. Divide the total by 20 to find the XP cost to create the clockwork. The market price of the clockwork is equal to 4,000 gp per HD.

To create a clockwork creature, the caster must have a caster level equal to at least 10 + 1/2 the clockwork's HD (maximum caster level 20).

Sample Clockwork Creature

This sample creature uses an advanced bronze giant (detailed elsewhere in this book) as the base creature.

CLOCKWORK BRONZE GIANT

Huge Construct	
Hit Dice:	32d10+40 (216 hp)
Initiative:	+0
Speed:	40 ft. (8 squares)
Armor Class:	24 (—2 size, +16 natural), touch 8, flat-footed 24
Base Attack/Grapple:	+24/+45
Attack:	Slam +35 melee (2d6+13) or longsword +35 melee (3d6+13, 19–20/x2) or spear +22 ranged (3d6+13, crit x3) or rock +23 ranged (2d8+13)
Full Attack:	2 slams +35 melee (2d6+13) or longsword +35/+30/+25/+20 melee (3d6+13, 19–20/x2) or spear +22 ranged (3d6+13, crit x3) or rock +23 ranged (2d8+13)
Space/Reach:	15 ft./15 ft.
Special Attacks:	Rock throwing
Special Qualities:	Construct traits, damage reduction 15/adamantine, darkvision 60 ft., low-light vision, rock catching, SR 25
Saves:	Fort +10, Ref +10, Will +10
Abilities:	Str 37, Dex 11, Con —, Int —, Wis 11, Cha 1
Skills:	—
Feats:	—
Environment:	Any

Organization:	Solitary
Challenge Rating:	17
Treasure:	None
Alignment:	Always neutral
Advancement:	33–96 HD (Huge)
Level Adjustment:	—

This automaton appears to be a massive humanoid about 25 feet tall constructed entirely of bronze.

Combat

Rock Throwing (Ex): Clockwork bronze giants are accomplished rock throwers and receive a +1 racial bonus on attack rolls when throwing rocks. A clockwork bronze giant can hurl rocks weighing 60 to 80 pounds each (Medium objects) up to five range increments. The range increment is 120 feet for a clockwork bronze giant's thrown rocks.

Rock Catching (Ex): A clockwork bronze giant can catch Small, Medium, or Large rocks (or projectiles of similar shape). Once per round, a clockwork bronze giant that would normally be hit

by a rock can make a Reflex save to catch it as a free action. The DC is 15 for a Small rock, 20 for a Medium one, and 25 for a Large one. (If the projectile provides a magical bonus on attack rolls, the DC increases by that amount.) The clockwork bronze giant must be ready for and aware of the attack in order to make a rock catching attempt.

Construction

Creating a clockwork bronze giant requires 20,000 gp in materials for its body and a DC 20 Craft (armorsmithing) check.

CL 20th; Craft Construct (see the MM); caster must be at least 20th level; Price 128,000 gp; Cost 84,000 gp + 4,200 XP.

COLLECTIVE CREATURE

A collective creature is a swarm of small animals or insects that has taken on a definite single shape. The individuals in the swarm merge together and act as a single creature, gaining the benefits of one body comprised of many parts. Some kind of strange natural magic binds the creatures together, giving them a rudimentary intelligence spawned from a hive mind. The form of a collective creature vaguely resembles the shape of the animal or insect from which it is made; the collective subconscious of the individuals forces them to align in a familiar configuration. Even though the collective takes on a recognizable shape, it is featureless and obviously formed of a writhing mass of individuals.

Though a collective is intelligent, it cannot speak.

Creating a Collective Creature

“Collective” is an acquired template that can be applied to any swarm composed of animals or vermin (referred to hereafter as the base swarm). It uses all the base swarm’s special abilities, except as noted below.

Size and Type: The base swarm’s type changes to magical beast and it loses the swarm subtype. The size of a collective creature is determined by the number of swarms in its composition. A collective creature comprised of 1 swarm is Medium; a collective creature comprised of 2–3 swarms is Large; and a collective creature comprised of 4 swarms is Huge. Do not recalculate base attack bonus or saves if the collective is composed of a single swarm. If the collective is made of more than one swarm its base attack bonus and saves increase for its increased Hit Dice (see below). When referring to the base swarm in this template, it refers to a single swarm unless noted otherwise.

Hit Dice: All current and future Hit Dice become d10s. A collective creature has HD equal to the HD of the base swarm, plus one-half the HD of all other swarms comprising the collective creature. For example, a locust swarm has 6 HD. A collective creature formed of 3 locust swarms would have 12 HD (6 HD for the first swarm, 3 HD for the second swarm, and 3 HD for the third swarm).

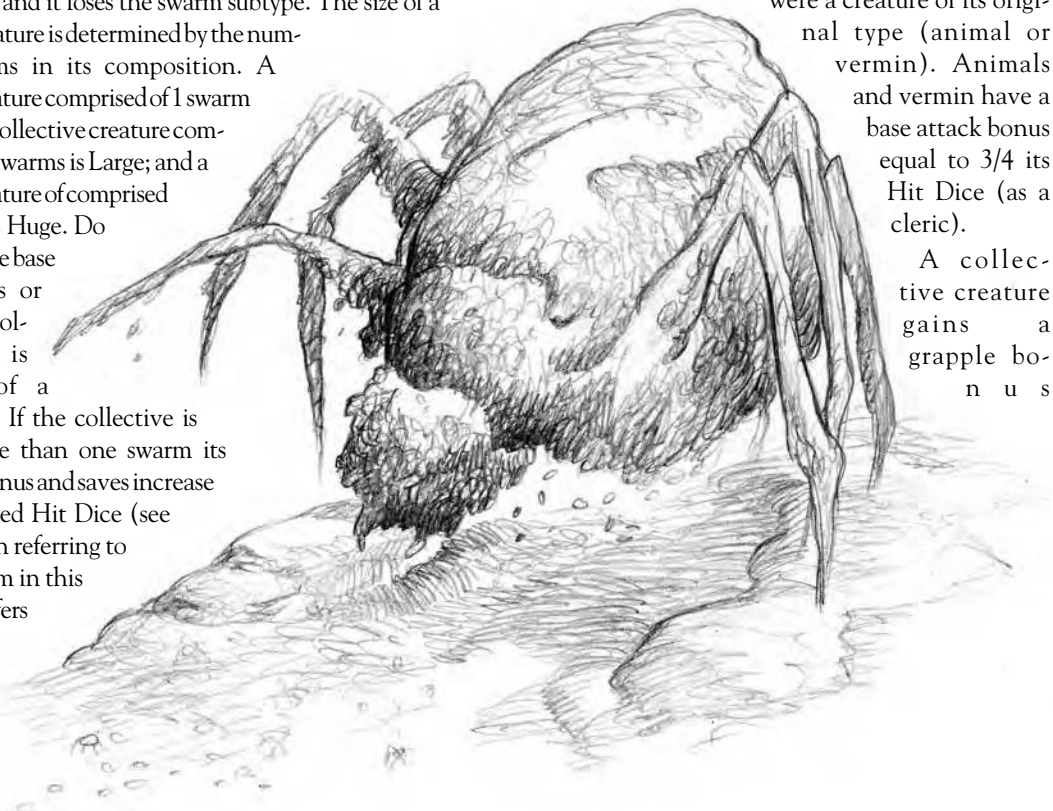
Speed: The ground speed of a collective creature is that of the base swarm or 30 feet, whichever is better. Flying swarms reduce their fly speed by 10 feet (minimum of 10 feet) and maneuverability decreases by one grade if it is good or better.

Armor Class: The individuals that comprise a collective creature are packed together in a dense mass. A collective creature gains a +4 natural armor bonus. This stacks with any other natural bonus the base swarm has.

Base Attack/Grapple: Base attack bonus does not change if the collective is made up of a single swarm. If the collective is made of more than one swarm, figure its total base attack bonus using its total Hit Dice as if it

were a creature of its original type (animal or vermin). Animals and vermin have a base attack bonus equal to 3/4 its Hit Dice (as a cleric).

A collective creature gains a grapple bonus



equal to its base attack bonus + its Strength modifier + size modifier (if any).

Attack: A collective creature loses its swarm attack and gains a single attack relative to its animal or vermin type (the attack is usually a bite or sting). Damage for its attack is based on its size: Medium, 1d6; Large, 1d8; or Huge, 2d6.

Full Attack: A collective creature's full attack is identical to the full attack a single creature of its type can make.

Space/Reach: A collective creature's space/reach is standard for a creature of its size: Medium, 5 ft./5 ft.; Large 10 ft./10 ft. or 10 ft./5 ft.; Huge, 15 ft./15 ft. or 15 ft./10 ft.

Special Attacks: A collective creature retains all the special attacks of the base swarm, and gains the following. Saves have a DC of $10 + 1/2$ collective creature's HD + Con modifier unless noted otherwise.

Engulf (Ex): A collective creature can occupy the same square(s) as a creature that fits within its space as a standard action (since the individuals can crawl all over the opponent). It cannot make any other attack in any round in which it engulfs. The collective creature merely has to move over its opponents, affecting as many as it can cover. Opponents can make attacks of opportunity against the collective creature, but if they do so, they are not entitled to a saving throw. Those who do not attempt attacks of opportunity must succeed on a Reflex save or be engulfed; on a success, they are pushed back or aside (opponent's choice). Engulfed creatures take slam damage and are subjected to any other special attack the collective might have (poison, disease, and so on) each round on the collective's turn. An engulfed creature is considered to be grappled and trapped within the collective creature's body.

Many from One (Ex): A collective creature can sling a clump of individuals from its body at a single target within 10 feet (with a 10-foot range increment). This requires a successful ranged touch attack. If struck, the target takes 1d6 points of damage. If the base swarm's normal attack deals disease, poison, or any other such damage, its ranged attack does as well. If the attack allows a save to avoid or resist, the target can attempt a saving throw.

A collective creature automatically takes 1 point of damage each time it uses this attack since the individual components of itself used in the attack are either killed or scurry away.

Swarming Body (Ex): Any creature attacking a collective creature unarmed or with natural weapons automatically takes 1d4 points of damage as the swarms comprising the collective creature bite, sting or otherwise attack the opponent. Large collectives deal 1d6 points of damage; Huge collectives deal 1d8 points of damage with their swarming body attack.

If the base swarm's normal attack deals disease, poison, or any other such damage, this attack does as well.

If the attack allows a save to avoid or resist, the target can attempt a saving throw.

Special Qualities: A collective loses the swarm subtype (and all associated special qualities) but retains all other special qualities of the base swarm and gains the following.

Collective Traits (Ex): A collective creature can move through squares occupied by enemies and vice versa without impediment, although the collective creature provokes an attack of opportunity if it does so. A collective creature can move through cracks or holes large enough for its component creatures. Moving through small openings is a full-round action that provokes an attack of opportunity and the collective creature's speed is reduced to 5 feet (1 square) until it is clear of the obstruction.

Damage Reduction (Su): A collective creature gains damage reduction based on its Hit Dice: 5 HD or less, damage reduction 5/bludgeoning; 6–11 HD, damage reduction 10/bludgeoning; 12 HD or more, damage reduction 15/bludgeoning.

One from Many (Ex): A collective creature has no clear front or back and no discernable anatomy, so it is not subject to critical hits or flanking. Reducing a collective creature to 0 hit points or lower causes it to break apart into its component creatures. Collective creatures are never staggered or reduced to a dying state by damage.

At will, a collective can break into its component swarms or even into individual creatures and disperse.

Immunities (Ex): A collective creature is immune to any spell or effect that targets a specific number of creatures (including single-target spells such as *disintegrate*), with the exception of mind-affecting effects (charms, compulsions, phantasms, patterns, and morale effects). A collective creature takes half again as much (+50%) damage from spells or effects that affect an area, such as splash weapons and evocation spells such as *fireball*.

A collective creature rendered unconscious by means of nonlethal damage becomes disorganized and dispersed, and does not reform until its hit points exceed its nonlethal damage.

Saves: Saves do not change if the collective is made up of a single swarm. If the collective is made of more than one swarm, figure its total save bonuses using its total Hit Dice as if it were a creature of its original type (animal or vermin). Animals have good Fort and Ref saves. Vermin have good Fort saves.

Abilities: Adjust from the base swarm as follows: Strength equals $12 +$ base swarm's HD, plus 1 per additional swarm; Dexterity -2 , Constitution $+2$, Wisdom $+2$, Intelligence becomes 6, Charisma is equal to the base swarm's Cha or 11, whichever is greater.

Skills: A collective creature has skill points equal to $(2 +$ Int modifier, minimum 1) $\times$ (HD + 3). The collective's class skills are the same as the base swarm. If the base swarm has no skills, then its class skills are

Climb, Hide, Jump, Listen, Move Silently, and Spot. A collective creature has a +4 racial bonus on Spot checks.

Feats: Same as the base swarm. If the base swarm has no feats, then the collective creature gains one feat, plus one feat for every 3 Hit Dice of the base swarm. If the base swarm has a feat that no longer benefits it (say Weapon Finesse and after applying this template its Strength is higher than its Dexterity), it can swap that feat for another similar feat (in the above example, the collective would lose Weapon Finesse and gain Weapon Focus).

Organization: Solitary.

SPIDER COLLECTIVE

Medium Magical Beast

Hit Dice:	2d10+2 (13 hp)
Initiative:	+2
Speed:	20 ft. (4 squares), climb 20 ft.
Armor Class:	16 (+2 Dex, +4 natural), touch 12, flat-footed 14
Base Attack/Grapple:	+1/+3
Attack:	Bite +3 melee (1d6+2 plus poison)
Full Attack:	Bite +3 melee (1d6+2 plus poison)
Space/Reach:	5 ft./5 ft.
Special Attacks:	Engulf, many from one, poison, swarming body
Special Qualities:	Collective traits, damage reduction 5/bludgeoning, darkvision 60 ft., immunities, one from many, tremorsense 30 ft.
Saves:	Fort +4, Ref +2, Will +1
Abilities:	Str 15, Dex 15, Con 12, Int 6, Wis 12, Cha 2
Skills:	Climb +10, Hide +6, Listen +2, Spot +7
Feats:	Power Attack
Environment:	Warm forests
Organization:	Solitary
Challenge Rating:	2
Treasure:	None
Alignment:	Always neutral
Advancement:	None
Level Adjustment:	3–4 HD (Large); 5 HD (Huge)

Challenge Rating: A collective creature's Challenge Rating is equal to the CR of the base swarm +1, plus 1 per additional swarm that comprises the collective creature.

Advancement: A collective creature advances by increasing the number of swarms that comprise its form. A Medium collective becomes Large by adding one or two more swarms (its total form is made of 2 or 3 swarms); a Large collective becomes Huge by adding one or two more swarms (a Huge collective is made up of four swarms). A collective cannot be comprised of more than four swarms.

This creature appears to be a massive spider at least as large as a human. Closer inspection reveals the creature is actually a swarm of spiders crawling and squirming all over each other.

Combat

A spider collective attacks by biting its opponent and injecting it with its poison.

Engulf (Ex): Reflex DC 12. An engulfed creature is subjected to a spider collective's poison (see below) while engulfed.

Many from One (Ex): Attack bonus +3 ranged, damage 1d6. A creature struck is subjected to the spider collective's poison.

Poison (Ex): Injury, Fortitude DC 12, initial and secondary damage 1d3 Str. The save DC is Constitution-based.

Swarming Body (Ex): Any creature attacking a spider collective unarmed or with natural weapons automatically takes 1d4 points of damage plus poison damage.

Skills: A spider collective has a +4 racial bonus on Hide and Spot checks and a +8 racial bonus on Climb checks. It uses its Dexterity modifier instead of its Strength modifier for Climb checks. It can always choose to take 10 on a Climb check, even if rushed or threatened.

DEATHLEECH

Spawned by an unhealthy interest in the necromantic arts or perhaps a lifetime of proximity to significant necromantic energies, the deathleech is the bane of living creatures. Driven by an insatiable hunger for death, these malign horrors stalk the living, preying on the weak to boost their own power through foul and twisted means. Deathleeches are most often powerful necromancers, liches, or other intelligent and powerful undead. However, other creatures have become tainted with these evil powers from time to time. Deathleeches frequently live lives in secret, preying on the stragglers and easier marks until their powers are such that they can make themselves known. They hate all that is good and are willing to destroy its emissaries whenever possible.

Deathleeches appear much the same as the base creatures, only their countenances radiate a strange and unnerving energy. There is often a faint chill in the air within 5 feet of a deathleech.

Creating a Deathleech

"Deathleech" is an acquired template that can be added to any creature (referred to hereafter as the base creature). A deathleech uses all the base creature's statistics and abilities except as noted below. All class abilities of the base creature (if applicable) are retained by the deathleech version.

Size and Type: Both size and type remain unchanged. A deathleech gains the evil subtype if it didn't already have it.

Attacks: The deathleech retains all the attacks of the base creature and gains 2 slam attacks if it does not already have a slam attack.

A deathleech's natural weapons, as well as any weapon it wields, are treated as evil-aligned for the purpose of overcoming damage reduction.

Damage: A deathleech's uses the damage values on the table below for its slam attack or the creature's original damage values if it already had a slam attack, whichever is better.

Size	Damage
Tiny or smaller	1d2
Small	1d4
Medium	1d6
Large	1d8
Huge	2d6
Gargantuan	2d8
Colossal	4d6

Special Attacks: A deathleech retains all the special attacks of the base creature and gains the following. Saves have a DC of 10 + 1/2 deathleech's HD + deathleech's Cha modifier unless noted otherwise.

Energy Drain (Su): Living creatures hit by a deathleech's slam attack gain one negative level. For each negative level bestowed, a deathleech gains 5 temporary hit points. A deathleech can use its energy drain ability once per round.

Death Knell (Su): Once per day for each 3 Hit Dice plus class levels (if any) a deathleech has, it can draw forth the ebbing life force of a creature to fuel its own power. This functions as a death knell spell with a caster level equal to the deathleech's total Hit Dice plus class levels (if any).

Greater Death Knell (Su): Once per month for each 8 Hit Dice plus class levels (if any) a deathleech has, it musters enough negative energy to perform a greater death knell. This ability functions as a death knell spell, except the hit points and Strength gained are permanent. If the target succeeds on its Will save, the deathleech actually loses 1d8 hit points permanently and takes 2 points of Strength drain.

A deathleech can only ever gain a number of hit points equal to three times its Hit Dice from using this ability. It can never gain more than 6 Strength points from this ability.

Special Qualities: A deathleech retains all the special qualities of the base creature, and gains the following. Saves have a DC of 10 + 1/2 deathleech's HD + deathleech's Cha modifier unless noted otherwise.

Aura of Death (Su): Deathleeches radiate an unnerving aura of death and destruction. Undead recognize

this aura and the powerful necromantic energy that it represents. Mindless undead do not attack a deathleech unless attacked first. Intelligent undead with Hit Dice at least equal to the deathleech's total Hit Dice plus class levels must succeed on a Will save to attack a deathleech. Once it makes a successful save, that undead creature never again has to make a save to attack that same deathleech. Intelligent undead with more Hit Dice than the deathleech are unaffected by this aura.

Deathstare (Su): A deathleech can determine the condition of creatures near death within 30 feet. (This range doubles for every 10 HD a deathleech has.) This functions as a deathwatch spell with a caster level equal to the deathleech's Hit Dice. This ability is always on, but can be suppressed or negated. A deathleech can restart it again as a free action on its next turn.

Immunities (Ex): Deathleeches are immune to negative energy effects, ability damage, ability drain, cold, and evil spells. (Note even though it is immune to ability damage and drain, a deathleech is still subject to Strength drain if its target succeeds on its save against the deathleech's greater death knell ability.)

Spell Resistance (Ex): If the base creature was not an undead creature, it gains SR 8 + its HD (maximum 35). If it already has spell resistance, use this value or its original value, whichever is better.

Turn Resistance (Ex): If the base creature was an undead creature, it gains +6 turn resistance +6. If it already has turn resistance, use this value or its original value, whichever is better.

Abilities: Adjust from the base creature as follows: Str +2, Dex +2, Con +2, Cha +4. Undead have no Constitution score and do not gain the +2 bonus to Con.

Challenge Rating: Same as the base creature +3.

Alignment: Always evil.

Advancement: Same as the base creature or by character class.

Sample Deathleech Creature

This example uses a horned devil as the base creature.

DEATHLEECH HORNED DEVIL

Large Outsider (Evil, Extraplanar, Lawful)	
Hit Dice:	15d8+120 (187 hp)
Initiative:	+8
Speed:	20 ft. (4 squares), fly 50 ft. (average)
Armor Class:	36 (–1 size, +8 Dex, +19 natural) touch 17, flat-footed 28
Base Attack/Grapple:	+15/+30
Attack:	Spiked chain +26 melee (2d6+16 plus stun) or claw +25 melee (2d6+11) or tail +25 melee (2d6+11 plus infernal wound) or slam +25 melee (1d8+11 plus energy drain)
Full Attack:	Spiked chain +26/+21/+16 melee (2d6+16 plus stun) and bite +23 melee (2d8+5) and tail +23 melee (2d6+5 plus infernal wound); or 2 claws +25 melee (2d6+11) and bite +23 melee (2d8+5) and tail +23 melee (2d6+5 plus infernal wound) or 2 slams +25 melee (1d8+11 plus energy drain)

Space/Reach:	10 ft./10 ft. (20 ft. with spiked chain)
Special Attacks:	Death knell, energy drain, fear aura, greater death knell, infernal wound, spell-like abilities, stun, <i>summon devil</i>
Special Qualities:	Aura of death, damage reduction 10/good and silver, darkvision 60 ft., deathstare, immunity to fire and poison, immunities, resistance to acid 10 and cold 10, regeneration 5, see in darkness, spell resistance 28, telepathy 100 ft.
Saves:	Fort +17, Ref +17, Will +15
Abilities:	Str 33, Dex 27, Con 27, Int 14, Wis 18, Cha 26
Skills:	Bluff +26, Climb +29, Concentration +25, Diplomacy +12, Disguise +8 (+10 acting), Hide +22, Intimidate +28, Listen +22, Move Silently +24, Search +20, Sense Motive +22, Spot +22, Survival +4 (+6 following tracks)

Feats:	Cleave, Improved Sunder, Iron Will, Multiattack, Power Attack, Weapon Focus (spiked chain)
Environment:	A lawful evil-aligned plane
Organization:	Solitary, team (2–4), or squad (6–10)
Challenge Rating:	19
Treasure:	Standard coins; double goods; standard items
Alignment:	Always lawful evil
Advancement:	16–20 HD (Large); 21–45 HD (Huge)
Level Adjustment:	—

A deathleech horned devil is 9 feet tall and weighs about 600 pounds.

Combat

Deathleech horned devils are tenacious combats and rarely ever flee or retreat, even when facing certain destruction. They rely on their array of spell-like abilities, energy drain, and other abilities to destroy or drive away their enemies.

A deathleech horned devil's natural weapons, as well as any weapons it wields, are treated as evil-aligned and lawful-aligned for the purpose of overcoming damage reduction.

Death Knell (Su): 5/day; Will DC 25. The save DC is Charisma-based.

Energy Drain (Su): The DC is 25 for the Fortitude save to remove a negative level inflicted by a deathleech horned devil. The save DC is Charisma-based.

Fear Aura (Su): A deathleech horned devil can radiate a 5-foot-radius fear aura as a free action. A creature in the area must succeed on a DC 25 Will save or be affected as though by a *fear* spell (caster level 15th). A creature that successfully saves cannot be affected again by the same deathleech horned devil's aura for 24 hours. Other devils are immune to the aura. The save DC is Charisma-based.

Greater Death Knell (Su): 1/month; Will DC 25. The save DC is Charisma-based.

Spell-Like Abilities: At will—*dispel chaos* (DC 23), *dispel good* (DC 23), *magic circle against good*, *greater teleport* (self plus 50 pounds of objects only); *persistent image* (DC 23) 3/day—*fireball* (DC 21), *lightning bolt* (DC 21). Caster level 15th. The save DCs are Charisma-based.

Stun (Su): Whenever a deathleech horned devil hits with a spiked chain attack, the opponent must succeed on a DC 28 Fortitude save or be stunned for 1d4 rounds. The save DC is Strength-based. This ability is a function of the deathleech horned devil, not of the spiked chain.

Infernal Wound (Su): The damage a deathleech horned devil deals with its tail attack causes a



persistent wound. An injured creature loses 2 additional hit points each round. The wound does not heal naturally and resists healing spells. The continuing hit point loss can be stopped by a DC 25 Heal check, a *cure* spell, or a *heal* spell. However, a character attempting to cast a *cure* spell or a *heal* spell on a creature damaged by a deathleech horned devil's tail must succeed on a DC 25 caster level check, or the spell has no effect on the injured character. A successful Heal check automatically stops the continuing hit point loss as well as restoring hit points. The check DC is Constitution-based.

Summon Devil (Sp): Once per day a deathleech horned devil can attempt to summon 2d10 lemures or 1d6 bearded devils with a 50% chance of success, 1d6 barbed devils with a 35% chance of success, or another deathleech horned devil with a 20% chance of success. This ability is the equivalent of a 6th-level spell.

Deathsight (Su): A deathleech horned devil's deathsight has a range of 60 feet.

Immunities (Ex): Deathleech horned devils are immune to negative energy effects, ability damage, ability drain, cold, and evil spells.

Regeneration (Ex): A deathleech horned devil takes normal damage from good-aligned silvered weapons, and from spells or effects with the good descriptor.

FLAME-SPAWNED CREATURE

Flame-spawned creatures are creatures born of elemental fire and are native to the Elemental Plane of Fire. They resemble their normal Material Plane counterparts in most all respects save their bodies are composed of elemental fire and are colored red, reddish-bronze, yellow-orange, or black. For example, a flame-spawned wolf looks like a normal wolf but its body is reddish-bronze and covered in dancing flames rather than fur. A flame-spawned creature's eyes burn with white-hot fire.

Flame-spawn creatures with an Intelligence of 3 or higher can speak Ignan.

Creating an Flame-spawned Creature

"Flame-spawned" is an inherited template that can be applied to any corporeal aberration, animal, dragon, fey, giant, humanoid, magical beast, monstrous humanoid, ooze, plant, or vermin that does not have the cold or water subtype (referred to hereafter as the base creature).

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

Size and Type: The creature's type changes to elemental. Do not recalculate the creature's Hit Dice, base attack bonus, skill points, or saves. Size is unchanged. Flame-spawned creatures gain the fire subtype. Flame-spawned creatures encountered on any plane other than their native plane have the extraplanar subtype.

Speed: Same as the base creature. If the base creature has a swim speed it retains it and can swim in liquid fire, such as the Sea of Fire.

Armor Class: Natural armor improves by +2 (this stacks with any natural armor bonus the base creature has).

Special Attacks: A flame-spawned creature retains all the special attacks of the base creature and also gains the following special abilities. Saves have a DC of $10 + 1/2$ flame-spawn's HD + flame-spawn's Con modifier.

Burn (Ex): A flame-spawned creature deals fire damage with any natural attack. Those hit by a flame-spawned creature's natural attack must succeed on a Reflex save or catch on fire. The flame burns for 1d4 rounds. A burning creature can take a move action to put out the flame. The save DC is Constitution-based.

Creatures hitting a flame-spawned creature with natural weapons or unarmed attacks take fire damage as though hit by the flame-spawned creature's natural attack, and also catch on fire unless they succeed on a Reflex save.

A flame-spawned creature deals fire damage with a natural attack based on its size. See the table below.

Fiery Aura (Ex): Anyone within 5 feet of a flame-spawned creature must succeed on a Fortitude save or take heat damage each round from the intense heat.

Size	Fire Damage
Small or smaller	1d4
Medium	1d6
Large	1d8
Huge or larger	2d6

The save DC is Constitution-based. The amount of heat damage equals the fire damage dealt by the flame-spawn's natural attack as shown on the table above.

Special Qualities: A flame-spawned creature is an elemental creature and has all the traits of the elemental type. It retains all the special qualities of the base creature and also gains the following.

— **Damage Reduction:** A flame-spawned creature with 4 to 8 HD gains damage reduction 5/magic; 9 or more HD, damage reduction 10/magic.

A flame-spawned creature's natural attacks are treated as magic weapons for the purpose of overcoming damage reduction.

— **Darkvision:** A flame-spawned creature has darkvision out to a range of 60 feet.

— **Immunity to Fire:** Flame-spawned creatures are immune to fire.



— **Vulnerability to Cold:** Flame-spawned creatures take half again as much (+50%) damage as normal from cold, regardless of whether a saving throw is allowed, or if the save is a success or failure.

If the base creature already has one or more of these special qualities, use the better value.

Abilities: Adjust from the base creature as follows: Dex +2.

Environment: Any warm climate or fire-based elemental/quasi-elemental/para-elemental plane.

Challenge Rating: HD 3 or less, as base creature; 4 HD to 8 HD, as base creature, +1; HD 9 or more, as base creature +2.

Alignment: Usually neutral or same as the base creature.

Advancement: Same as the base creature.

Level Adjustment: Same as the base creature +3.

Sample Flame-Spawned Creature

This example uses a troll as the base creature.

FLAME-SPAWNED TROLL

Large Elemental (Fire)

Hit Dice:	6d8+36 (63 hp)
Initiative:	+3
Speed:	30 ft. (6 squares)
Armor Class:	19 (–1 size, +3 Dex, +7 natural), touch 12, flat-footed 16
Base Attack/Grapple:	+4/+14
Attack:	Claw +9 melee (1d6+6 plus 1d8 fire)
Full Attack:	2 claws +9 melee (1d6+6 plus 1d8 fire) and bite +4 melee (1d6+3 plus 1d8 fire)
Space/Reach:	10 ft./10 ft.
Special Attacks:	Burn, fiery aura, rend 2d6+9
Special Qualities:	Damage reduction 5/magic, darkvision 90 ft., immunity to fire, low-light vision, regeneration 5, scent, vulnerability to cold
Saves:	Fort +11, Ref +5, Will +3
Abilities:	Str 23, Dex 16, Con 23, Int 6, Wis 9, Cha 6
Skills:	Listen +5, Spot +6
Feats:	Alertness, Iron Will, Track
Environment:	Warm mountains
Organization:	Solitary or gang (2–4)
Challenge Rating:	6
Treasure:	Standard
Alignment:	Usually chaotic evil
Advancement:	By character class
Level Adjustment:	+8

This hunched humanoid has a dark reddish hide and is swathed in fire. A blistering aura of heat emanates from its gangly form as it moves toward you.

Flame-spawned trolls walk upright but hunched forward with sagging shoulders. Their gait is uneven, and when they run, their arms dangle and drag along the ground. For all this seeming awkwardness, flame-spawned trolls are very agile.

A typical adult flame-spawned troll stands 9 feet tall and weighs 500 pounds. Females are slightly larger than

males. A flame-spawned troll's rubbery hide is brownish-red, mottled green and gray, or putrid gray. The hair is usually greenish black or iron gray.

Flame-spawned trolls speak Ignan and Giant.

Combat

Flame-spawned trolls have no fear of death: They launch themselves into combat without hesitation, flailing wildly at the closest opponent. Even when confronted with cold, they try to attack.

A flame-spawned troll's natural weapons are treated as magic weapons for the purpose of overcoming damage reduction.

Burn: A flame-spawned troll deals 1d8 points of fire damage with its natural attacks. Those hit by a flame-spawned creature's natural attack must succeed on a DC 19 Reflex save or catch on fire. The flame burns for 1d4 rounds. A burning creature can take a move action to put out the flame. The save DC is Constitution-based.

Fiery Aura (Ex): Damage 1d8 fire, Fortitude DC 19.

Rend (Ex): If a flame-spawned troll hits with both claw attacks, it latches onto the opponent's body and tears the flesh. This attack automatically deals an additional 2d6+9 points of damage.

Regeneration (Ex): Cold and acid deal normal damage to a flame-spawned troll. If a flame-spawned troll loses a limb or body part, the lost portion regrows in 3d6 minutes. The creature can reattach the severed member instantly by holding it to the stump.

Vulnerability to Cold (Ex): Flame-spawned trolls take half again as much (+50%) damage as normal from cold, regardless of whether a saving throw is allowed, or if the save is a success or failure.

MYTHICAL ANIMAL

Mythical animals are the stuff of legends; stronger, faster, wiser, and more intimidating than their normal counterparts.

Mythical animals appear as normal animals and are indistinguishable from them, though in some cases their eyes may betray their origin and existence (perhaps showing a glint of intellect or wisdom unknown to their

lesser cousins). Mythical animals are found wherever their normal animal counterparts are, though they rarely keep company with such animals. Though they may be the creation of the gods and beasts of legend and dreams, mythical animals still pay homage and answer to the various animal lords (see the **Tome of Horrors I** for details on the animal lords).



Creating a Mythical Animal

“Mythical” is an inherited template that can be added to any normal, non-dire animal that has at least 1 HD (referred to hereafter as the base animal).

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

Size and Type: The animal’s type does not change. Size is unchanged.

Hit Dice: Advance the base animal’s Hit Dice to the maximum listed for its current size. After advancing its Hit Dice, double it. Recalculate its base attack bonus, base saves, and skill points based on its increased Hit Dice.

Speed: Increase the base animal’s land speed by +10 feet. If the base animal has a swim speed or fly speed, increase it by +20 feet.

Armor Class: Double the base animal’s natural armor bonus.

Base Attack Bonus: A mythical animal has a base attack bonus equal to 3/4 its Hit Dice (as a cleric).

Attack: A mythical animal retains all the attacks of the base animal.

Damage: A mythical animal’s damage dice increase for each of its attacks as if it had the Improved Natural Attack feat with each of its natural attacks. The damage for each natural weapon increases by one step: 1d2, 1d3, 1d4, 1d6, 1d8, 2d6, 3d6, 4d6, 6d6, 8d6, 12d6. A natural attack that deals 1d10 points of damage increases as follows: 1d10, 2d8, 3d8, 4d8, 6d8, 8d8, 12d8.

Special Attacks: A mythical animal retains all the special attacks of the base animal.

Special Qualities: A mythical animal retains all the special qualities of the base animal.

Saves: Recalculate the mythical animal’s saves based on its increased Hit Dice. A mythical animal has all good saves.

Abilities: A mythical animal’s ability scores are increased based on the animal’s size.

If the base animal is Small or smaller, increase from the base animal as follows: Str +4, Dex +12, Con +4, Wis +4, Cha +4 (minimum 10).

If the base animal is Medium, increase from the base animal as follows: Str +10, Dex +10, Con +6, Wis +4, Cha +4 (minimum 10).

If the base animal is Large or larger, increase from the base animal as follows: Str +12, Dex +4, Con +6, Wis +4, Cha +4 (minimum 10).

Skills: Recalculate the mythical animal’s skill points based on its increased Hit Dice. Animals have skill points equal to $(HD + 3) * (2 + \text{Int modifier})$. Mythical animals gain a +4 racial bonus on Listen and Spot checks. They retain any other racial bonuses to skill checks possessed by the base animal.

Feats: Mythical animals gain Endurance, Improved Initiative, and Iron Will as bonus feats, assuming the base animal meets the prerequisites and doesn’t already have these feats. The increased Hit Dice gained by this template grant the base animal additional feats.

Environment: Any, usually same as base animal.

Organization: Same as the base animal.

Challenge Rating: Same as the base animal +2, plus an additional +1 per 3 Hit Dice the base animal improved.

Advancement: Mythical animals can advance to twice their Hit Dice.

Level Adjustment: —.

Sample Mythical Creature

The following example uses a lion as the base animal.

MYTHICAL LION

Large Animal	
Hit Dice:	16d8+80 (152 hp)
Initiative:	+9
Speed:	50 ft. (10 squares)
Armor Class:	20 (–1 size, +5 Dex, +6 natural), touch 14, flat-footed 15
Base Attack/Grapple:	+12/+27
Attack:	Claw +22 melee (1d6+11)
Full Attack:	2 claws +22 melee (1d6+11) and bite +18 melee (2d6+5)
Space/Reach:	10 ft./5 ft.
Special Attacks:	Pounce, improved grab, rake (1d6+5)
Special Qualities:	Low-light vision, scent
Saves:	Fort +15, Ref +15, Will +15
Abilities:	Str 33, Dex 21, Con 21, Int 2, Wis 16, Cha 10
Skills:	Balance +9, Hide +5*, Listen +14, Move Silently +18, Spot +14
Feats:	Alertness, Cleave, Diehard, Endurance ^B , Improved Initiative ^B , Iron Will ^B , Power Attack, Run, Weapon Focus (bite)
Environment:	Warm plains
Organization:	Solitary
Challenge Rating:	8

Treasure:	None
Alignment:	Always neutral
Advancement:	17–32 HD (Large)
Level Adjustment:	—

This massive lion has a shiny golden coat and large dark brownish-golden mane.

Combat

Pounce (Ex): If a mythical lion charges, it can make a full attack, including two rake attacks.

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

Rake (Ex): Attack bonus +22 melee, damage 1d6+5.

Skills: Mythical lions have a +4 racial bonus on Balance, Hide, Move Silently, Listen, and Spot checks. *In areas of tall grass or heavy undergrowth, the Hide bonus improves to +12.

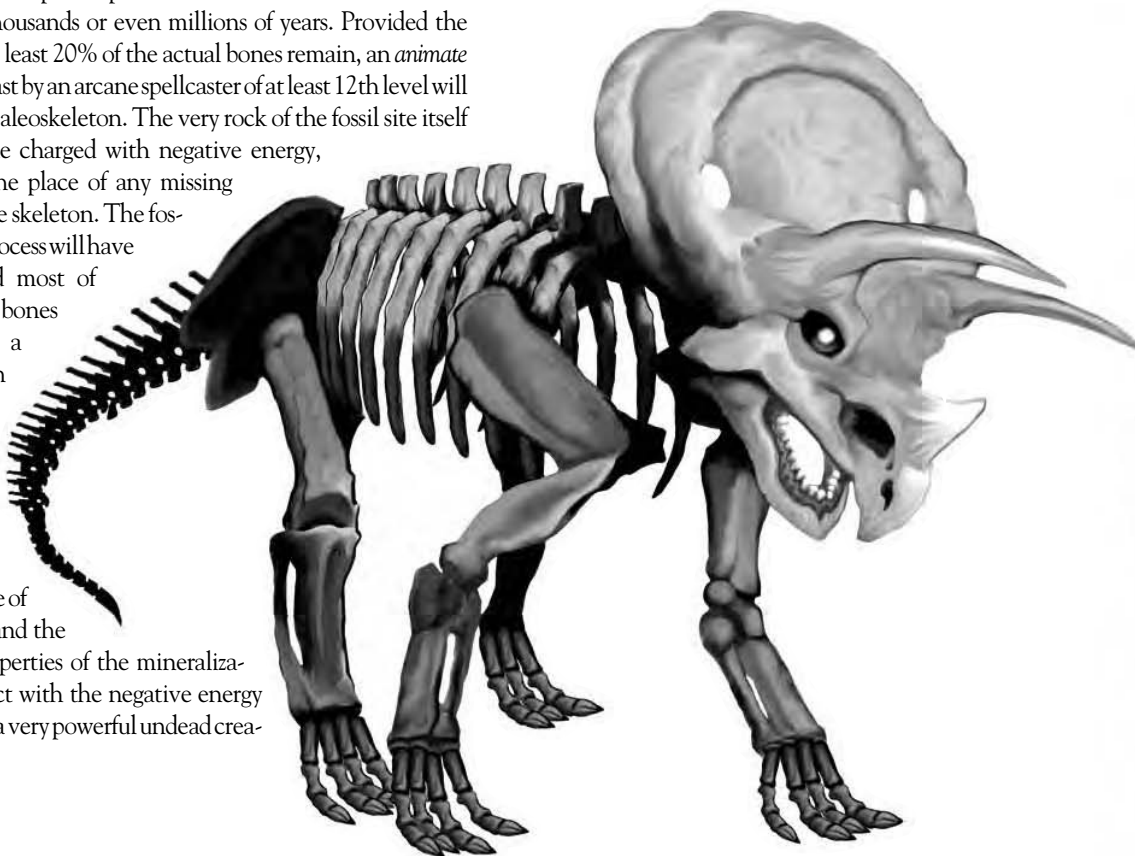
PALEOSKELETON CREATURE

Paleoskeletons are the fossil remains of long-dead creatures animated by necromantic rituals. These undead dinosaurs are used as temple guardians by evil witch doctors.

Only fossilized remains can become paleoskeletons. The bones that comprise a paleoskeleton must have been in the earth for thousands or even millions of years. Provided the skull and at least 20% of the actual bones remain, an *animate dead* spell cast by an arcane spellcaster of at least 12th level will produce a paleoskeleton. The very rock of the fossil site itself will become charged with negative energy, and take the place of any missing bones in the skeleton. The fossilization process will have mineralized most of the actual bones in a paleoskeleton as well, replacing them with stone or other silicates. The extreme age of the bones and the strange properties of the mineralization interact with the negative energy to produce a very powerful undead creature.

Creating a paleoskeleton

“Paleoskeleton” is an acquired template that can be applied to any dinosaur or prehistoric animal (hereafter referred to as the base creature).



Size and Type: The creature's type changes to undead and it gains the earth subtype. It does not gain the augmented subtype. Recalculate base attack, saves, and skill points based on creature's new type. Size does not change.

Hit Dice: Increase all current and future Hit Dice to d12s.

Speed: Same as base creature. If the base creature has the natural ability to fly, it loses this movement mode.

Armor Class: A paleoskeleton gains a natural armor bonus based on its size. This replaces (does not stack with) any current natural armor bonus the creature has.

Size	Natural AC	Size	Natural AC
Tiny or smaller	±0	Huge	+4
Small	+1	Gargantuan	+6
Medium	+2	Colossal	+10
Large	+3		

Base Attack Bonus: A paleoskeleton has a base attack bonus equal to 1/2 its Hit Dice (as a wizard).

Special Attacks: A paleoskeleton retains all the special attacks of the base creature except those that rely on the creature having flesh (such as swallow whole), and gains those listed below. The save DC for all special attacks is 10 + 1/2 paleoskeleton's HD + paleoskeleton's Charisma modifier unless otherwise noted.

Fossilize (Su): Once every 1d4 rounds, a paleoskeleton can forfeit its first melee attack to make a touch attack. Any opponent struck by this attack must succeed on a Fortitude save or be turned to stone permanently.

Primal Roar (Su): A paleoskeleton can, once every other round, unleash an eerie roar. Creatures with fewer Hit Dice than the paleoskeleton must succeed on a Will save or be shaken for 2d6 rounds.

Special Qualities: A paleoskeleton retains all the special qualities of the base creature except those that rely on the creature having flesh, and gains those listed below. The save DC for all special qualities is 10 + 1/2

paleoskeleton's HD + paleoskeleton's Charisma modifier unless otherwise noted.

Damage reduction: Because it is comprised of partially mineralized bone and rock, a paleoskeleton gains damage reduction 5/bludgeoning or adamantine.

Immunity to Cold: Paleoskeletons gain immunity to cold.

Saves: Paleoskeletons have poor Fortitude and Reflex saves, and good Will saves.

Abilities: Adjust the base creature as follows: Dex +2, Wisdom changes to 10. Being undead, it has no Constitution score and being mindless, it has no Intelligence score.

Skills: A paleoskeleton loses all skills possessed by the base creature.

Feats: A paleoskeleton loses all feats possessed by the base creature, but gains Improved Initiative as a bonus feat.

Environment: Same as base creature.

Organization: Solitary.

Challenge Rating: Depends on the Hit Dice of the base creature. See the table below.

Hit Dice	Challenge Rating
1/2	1/2
1	1
2–3	2
4–5	3
6–7	4
8–9	5
10–11	6
12–14	7
15–17	8
18–20	9

Treasure: None.

Alignment: Always neutral evil.

Advancement: Same as base creature.

Level Adjustment: —

Sample Paleoskeleton

The following example uses a triceratops as the base creature.

PALEOSKELETON TRICERATOPS

Huge Undead (Earth)

Hit Dice: 16d12 (78 hp)
Initiative: +4
Speed: 30 ft. (6 squares)
Armor Class: 12 (–2 size, +4 natural), touch 8, flat-footed 12

Base Attack/Grapple: +8/+26
Attack: Gore +16 melee (2d8+15)
Full Attack: Gore +16 melee (2d8+15)
Space/Reach: 15 ft./10 ft.
Special Attacks: Fossilize, powerful charge, primal roar, trample 2d12+15

Special Qualities: Damage reduction 5/bludgeoning or adamantine, immunity to cold, low-light vision, scent

Saves: Fort +5, Ref +5, Will +10
Abilities: Str 30, Dex 11, Con —, Int —, Wis 10, Cha 7
Skills: —
Feats: Improved Initiative^B
Environment: Temperate plains
Organization: Solitary, pair, or herd (5–8)

Challenge Rating: 8
Treasure: None
Alignment: Always neutral
Advancement: 17–32 HD (Huge); 33–48 HD (Gargantuan)
Level Adjustment: —

The skeletal remains of a triceratops advance toward you.

Combat

This creature is likely to charge and skewer any creature of at least Large size it encounters.

Fossilize (Su): Fortitude DC 16.

Powerful Charge (Ex): When a paleoskeleton triceratops charges, its gore attack deals 4d8+20 points of damage.

Primal Roar (Su): Will DC 16.

Trample (Ex): Reflex half DC 28. The save DC is Strength-based.

PLANT-IMBUED CREATURE

Plant-imbued creatures are animals or magical beasts that have been magically converted to a plant-type creature through the use of powerful druidic spells (such as the *plant enlightenment* spell in the sidebar). These creatures not only gain some of the characteristics and abilities of plants, they also gain additional Wisdom and Intelligence.

While they can be found in a wide variety of different locations, they are almost never found underground or in areas that get little sunlight. These mystical creatures are often in the company of druids, or found in areas where powerful druids reside. Once created, their additional Wisdom and Intelligence gives them the free will to go where they wish and learn new things about the world around them. Those plant-imbued creatures that do choose to learn more of the world can eventually become almost fey-like as they age.

Creating a Plant-Imbued Creature

“Plant-Imbued” is an acquired template that can be added to any animal or magical beast (referred to hereafter as the base creature).

A plant-imbued creature uses all the base creature’s statistics and abilities except as noted here.

Size and Type: The creature’s type changes to plant. Do not recalculate the creature’s Hit Dice, base attack bonus, saves, or skill points. Size is unchanged.

Hit Dice: All current and future Hit Dice become d8s. If the base creature has less than 2 HD, advance it to at least 2 HD (even if the creature doesn’t have an advancement range) before applying this template.

Armor Bonus: The base creature’s natural armor bonus improves by +4. This stacks with any other natural armor bonus the base creature has.

Special Attacks: Plant-imbued creatures retain all of the base creature’s special attacks and gains the one listed below. The save DCs are Wisdom-based for its spell-like abilities.

Spell-like Abilities: At will—*freedom of movement*; 3/day—*entangle*, *magic fang*; 1/day—*sunburst*, *tree stride*. Caster level 9th.

Special Qualities: A plant-imbued creature retains all of the special qualities of the base creature and gains those described below.

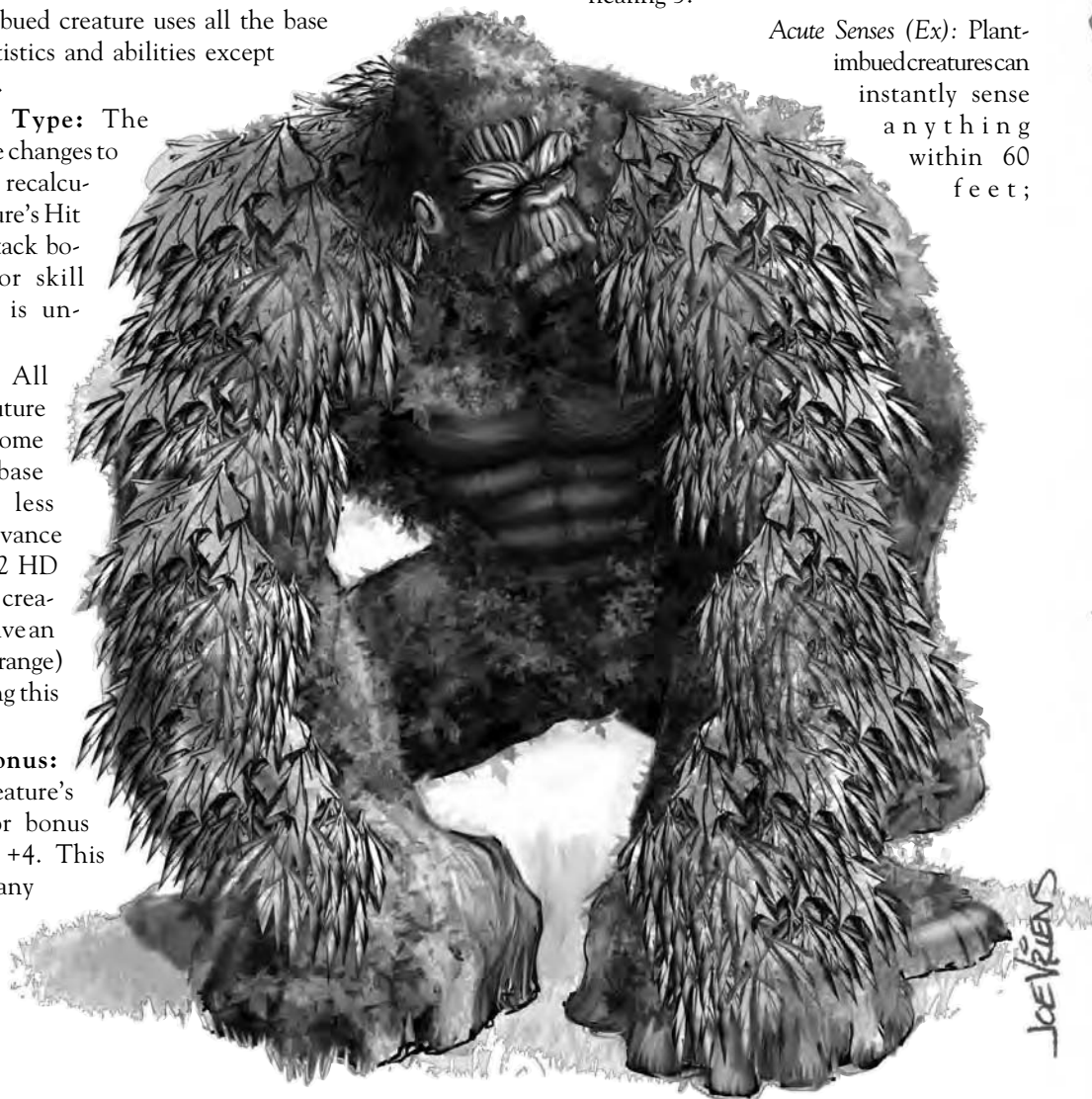
Damage Reduction: A plant-imbued creature gains damage reduction based on its Hit Dice.

HD	Damage Reduction
1–5	5/magic
6–10	10/magic
11–15	15/magic
16+	15/magic and cold iron

Spell Resistance (Ex): Plant-imbued creatures gain spell resistance equal to their HD + 10 (maximum 25).

Fast Healing (Ex): Plant-imbued creatures gain fast healing 5.

Acute Senses (Ex): Plant-imbued creatures can instantly sense anything within 60 feet;



Plant Enlightenment

Transmutation

Level: Drd 9

Components: V, S, DF, XP

Casting Time: 24 hours

Range: Touch

Target: Animal Touched

Duration: Instantaneous

Saving Throw: Will negates

Spell Resistance: Yes

You use your divine knowledge of plants and plant growth combined with some of your own life energy to convert an animal or magical beast into an enlightened, plant type creature. Similar to *awaken*, you need to make a Will save (DC = 10 + HD of the converted creature) in order to succeed. If successful, the “plant-imbued” template is added to the creature making it

a plant type creature and giving it additional characteristics. The newly enlightened creature is friendly toward you, but you have no special empathy or connection with it. Plant-imbued creatures have their own free will and decide who they want to associate with, and what they wish to do, at the same time, they always view you as a friend unless you attack them.

Creatures created with this spell gain the ability to speak Sylvan, as well as other languages known by the caster based upon their Intelligence bonus. Plant-imbued creatures can not serve as familiars or animal companions, although they might choose to travel with someone for a while on their own.

XP Cost: 100 XP/HD of creature enlightened, minimum of 500 XP.

they can not be flanked or surprised and gain Improved Uncanny Dodge as if they possessed rogue levels equal to their Hit Dice. They can also detect invisible foes or opponents in heavy fog or other obscuring conditions allowing them to strike without any miss chance.

Darkvision (Ex): Plant-imbued creatures gain darkvision to a range of 60 feet if the base creature did not already possess darkvision. If the base creature already possessed darkvision, that ability is extended by an additional 30 ft.

Woodland Stride (Ex): Plant-imbued creatures can move through any sort of undergrowth at their full movement rate without taking any penalties or suffering any damage. Magical enchantments designed to impede movement still affect them.

Abilities: Strength, Dexterity, and Constitution are unchanged.

Intelligence is replaced with a new score (roll 3d6). Wisdom is increased by +1d6 points; base creatures with Cha less than 10 roll 2d6 and add the result to their Cha; if Cha is 11–14, add +1d4; if Cha is 14+, the score is unchanged.

Skills: Same as the base creature. *Plant-imbued creatures gain a +4 racial bonus to any Hide skill checks made in forested terrain. This bonus stacks with any similar bonus to Hide checks the creature already has.

Environment: Any temperate or warm land.

Organization: Solitary.

Challenge Rating: HD 8 or less, as base creature +3; HD 9 or more, as base creature +2.

Treasure: Standard.

Alignment: Any*.

Advancement: By character class*.

*A plant-imbued creature is free-willed. This means it can choose its own way in life. Plant-imbued creatures advance by character class with druid as their favored class.

Sample Plant-Imbued Creature

This example uses an ape as the base creature.

PLANT-IMBUED APE

Large Plant

Hit Dice: 4d8+11 (29 hp)
Initiative: +2
Speed: 30 ft. (6 squares), climb 30 ft.
Armor Class: 18 (–1 size, +2 Dex, +7 natural), touch 11, flat-footed 16
Base Attack/Grapple: +3/+12
Attack: Claws +7 melee (1d6+5)
Full Attack: 2 claws +7 melee (1d6+5) and bite +2 melee (1d6+2)
Space/Reach: 10 ft./10 ft.
Special Attacks: Spell-like abilities
Special Qualities: Acute senses, damage reduction 5/magic, darkvision 60 ft., fast healing 5, low-light vision, plant traits, scent, SR 14, woodland stride
Saves: Fort +6, Ref +6, Will +2
Abilities: Str 21, Dex 15, Con 14, Int 13, Wis 15, Cha 14
Skills: Climb +14, Hide –2*, Listen +7, Spot +7
Feats: Alertness, Toughness

Environment: Warm forests
Organization: Solitary
Challenge Rating: 5
Treasure: Standard
Alignment: Any
Advancement: By character class
Level Adjustment: —

Combat

Spell-Like Abilities: At will—*freedom of movement*; 3/day—*entangle* (DC 13), *magic fang*; 1/day—*sunburst* (DC 20), *tree stride*. Caster level 9th. The save DCs are Wisdom-based.

Skills: Plant-imbued apes have a +8 racial bonus on Climb checks and can always choose to take 10 on Climb checks, even if rushed or threatened. *They gain a +4 racial bonus to any Hide skill checks made in forested terrain.

Tenebrous Creature

Tenebrous creatures are native to the Plane of Shadow and are rarely encountered elsewhere. On occasion, a momentary tear in the fabric of the planes allows these creatures access to other planes of existence, such as the Prime Material. Tenebrous creatures enjoy attacking and devouring living creatures, but generally do not attack prey larger than themselves.

Tenebrous creatures look much like the base creature except that its body is dark gray to black in color and covered in thick coat of dull, black, coarse bristles. Tenebrous creatures have a pair of sharp mandibles flanking their mouth and large, compound eyes.

Creating a Tenebrous Creature

“Tenebrous Creature” is an inherited template that can be added to any living, corporeal creature except constructs, outsiders, and undead (hereafter referred to as the base creature).

A tenebrous creature uses all the base creature’s statistics except as noted here. Do not recalculate the creature’s Hit Dice, base attack bonus, saves, or skill points.

Size and Type: The creature’s type change to outsider. Size is unchanged. Tenebrous creatures encountered on the Material Plane have the extraplanar subtype.

Armor Class: The tenebrous creature gains a +6 natural armor bonus to Armor Class. This bonus stacks with any natural armor bonus the base creature may have.

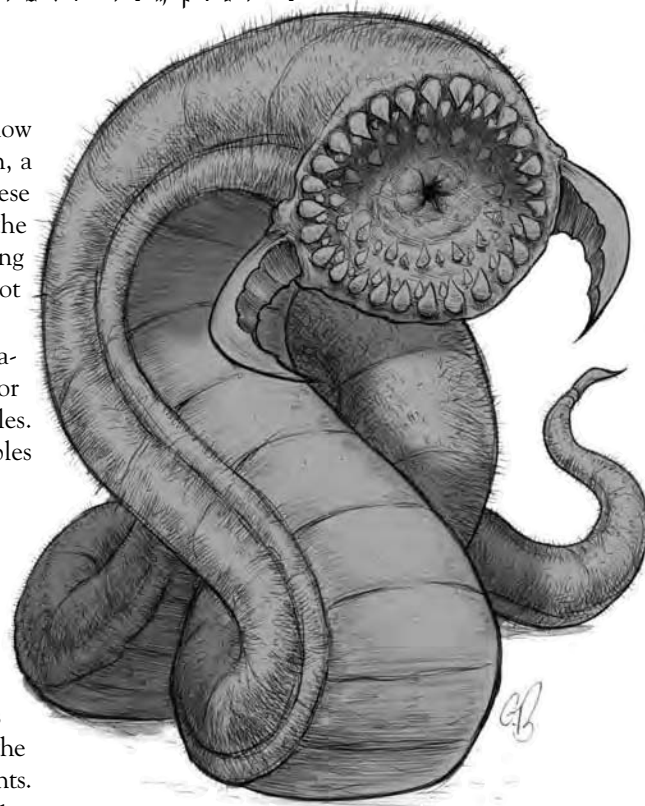
Attacks: The tenebrous creature retains all the attacks of the base creature and gains a bite attack with its powerful mandibles. If the base creature already has a bite attack, it retains it and gains increased damage just as if it had the Improved Natural Attack (bite) feat.

Damage: Tenebrous creatures have bite attacks. If it gains a bite attack it uses the damage value listed on the table below for its bite attack according to its size. Otherwise, increase its current damage value one step just as if the tenebrous creature had the Improved Natural Attack (bite) feat.

Size	Damage	Size	Damage
Tiny or smaller	1d3	Huge	2d6
Small	1d4	Gargantuan	2d8
Medium	1d6	Colossal	4d6
Large	1d8		

Special Attacks: Tenebrous creatures retain all the special attacks of the base creature and gain the following. Saves have a DC of 10 + 1/2 tenebrous creature’s HD + tenebrous creature’s Con modifier unless noted otherwise.

Acid Bite (Ex): The bite of a tenebrous creature is acidic. Any melee hit with its bite attack deals 1d6 points of acid damage if the creature is Medium or smaller size or 2d6 points of acid damage if the creature is Large or larger.



Bristles (Ex): A tenebrous creature’s head is covered in many small filaments that inject a deadly poison into any living creature that comes into contact with them. An opponent attacking a tenebrous creature with natural weapons, unarmed attacks, or handheld weapons must succeed on a Reflex save or contact the many bristles that cover the tenebrous creature’s head and be subjected to its poison.

On a failed Reflex save the opponent is paralyzed for 1d4 rounds. Immediately after the paralysis wears off, the opponent must succeed on a Fortitude save or take Con damage (the exact amount is based on the tenebrous creature’s Hit Dice): 3 HD or less, 1d6 Con; 4–9 HD, 2d6 Con; 10 HD or more, 3d6 Con.

A *neutralize poison* removes the effects of the poison and if cast before an opponent makes its Fortitude save prevents the need for such. Creatures with resistance to poison receive their normal bonus on their saving throws, and creatures immune to poison are unaffected by a tenebrous creature’s bristles.

Special Qualities: A tenebrous creature retains all the special qualities of the base creature. Since it becomes an outsider, it gains outsider traits and darkvision to a range of 60 feet (if it didn’t already have darkvision).

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

Environment: Plane of Shadow.

Challenge Rating: HD 3 or less, as base creature +1; HD 4 to 9, as base creature +2; HD 10 or more, as base creature +3.

Sample Tenebrous Creature

This example uses a purple worm as the base creature.

TENEBOUS PURPLE WORM

Gargantuan Outsider (Extraplanar)

Hit Dice:	16d10+144 (232 hp)
Initiative:	-2
Speed:	20 ft. (4 squares), burrow 20 ft., swim 10 ft.
Armor Class:	25 (-4 size, -2 Dex, +21 natural), touch 4, flat-footed 25
Base Attack/Grapple:	+16/+41
Attack:	Bite +26 melee (3d8+13 plus 2d6 acid)
Full Attack:	Bite +26 melee (3d8+13 plus 2d6 acid) and sting +21 melee (2d6+6 plus poison)
Space/Reach:	20 ft./15 ft.
Special Attacks:	Acid bite, bristles, improved grab, swallow whole, poison
Special Qualities:	Darkvision 60 ft., outsider traits, tremorsense 60 ft.
Saves:	Fort +19, Ref +8, Will +4
Abilities:	Str 37, Dex 6, Con 29, Int 1, Wis 8, Cha 10
Skills:	Listen +18, Swim +21
Feats:	Awesome Blow, Cleave, Improved Bull Rush, Power Attack, Weapon Focus (bite), Weapon Focus (sting)
Environment:	Plane of Shadow
Organization:	Solitary
Challenge Rating:	15
Treasure:	No coins, 50% goods (stone only), no items
Alignment:	Always neutral
Advancement:	16-32 HD (Gargantuan); 33-48 HD (Colossal)
Level Adjustment:	—

This massive creature looks like a gigantic worm with dark blackish-gray flesh and whose body is covered in thousands, perhaps millions, of tiny black bristles. Two oversized mandibles flank its mouth.

The body of a tenebrous purple worm is 5 feet in diameter and 80 feet long, weighing about 40,000 pounds. The creature has a poisonous stinger in its tail.

Combat

In battle, a tenebrous purple worm forms into a coil 20 feet in diameter, biting with its acidic bite and stinging

anything within reach. Creatures attacking with handheld or natural weapons are subjected to its poisonous bristles.

Acid Bite (Ex): The bite of a tenebrous purple worm is acidic. Any melee hit with its bite attack deals 2d6 points of acid damage.

Bristles (Ex): Reflex DC 27; Fort DC 27; 3d6 Con. The save DCs are Constitution-based.

Improved Grab (Ex): To use this ability, a tenebrous purple worm must hit with its bite attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and can attempt to swallow the foe the following round.

Poison (Ex): Injury, Fortitude DC 27, initial damage 1d6 Str, secondary damage 2d6 Str. The save DC is Constitution-based.

Swallow Whole (Ex): A tenebrous purple worm can try to swallow a grabbed opponent of a smaller size than itself by making a successful grapple check. Once inside, the opponent takes 3d8+13 points of crushing damage plus 8 points of acid damage per round from the worm's gizzard. A swallowed creature can cut its way out by using a light slashing or piercing weapon to deal 25 points of damage to the gizzard (AC 20). Once the creature exits, muscular action closes the hole; another swallowed opponent must cut its own way out. A Gargantuan worm's interior can hold 2 Large, 8 Medium, 32 Small, 128 Tiny, or 512 Diminutive or smaller opponents.

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

THORNY

This creature resembles an animal composed of wood and leaves and other vegetable matter. Its entire body is covered with small, thorny spikes.

Thornies are the pets and companions of the vegpeygms (see *Tome of Horrors I*). They are rarely encountered outside of a vegpeygm tribe or hunting party. Vegpeygms often use them to hunt prey. Although the most common thorny is dog-like, vegpeygms have managed to cultivate other types of thornies that resemble other animals in form and manner of attack.

Thornies reproduce by planting egg-like seeds (that the female lays) in the ground. Three to six months later, a small tree sprouts and buds, and from these buds are born the thornies. An average thorny tree is capable of producing 1d6+4 thornies. The tree dies once it buds and the thornies hatch.

Creating a Thorny

"Thorny" is an inherited template that can be applied to any animal (hereafter referred to as the base animal). It uses all the base animal's attacks and special abilities, except as noted below.

Size and Type: The base animal's type changes to plant. Recalculate its base attack bonus, saves, and skill points based on its improved Hit Dice (see below). Size is unchanged.

Hit Dice: Add 2 Hit Dice to the base animal. All current and future Hit Dice become d8s.

Speed: The base animal's land speed increases by +10 feet. It loses all other modes of movement, if any.

Armor Class: The base animal's natural armor bonus improves by +1.

Attack: A thorny retains all the attacks of the base animal.

Full Attack: A thorny uses all the attacks of the base animal.

Special Attacks: A thorny retains all the special attacks of the base animal, and gains the following.

Thorns (Ex): A thorny's body is covered with sharp wooden thorns. Any creature attacking a thorny unarmed, with a handheld weapon, or with natural attacks takes damage from the thorny's sharpened thorns. A creature that grapples with a thorny takes this same damage each round.

The amount of damage dealt by the creature's thorns is based on its size. A thorny modifies the total damage by its full Strength modifier (minimum 1 point of damage if its Strength modifier is actually a penalty). Use the table below to determine the damage value for a thorny's thorns.

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

Special Qualities: A thorny retains all the special qualities of the base animal. It gains low-light vision and plant traits.

Saves: Thornies have good Fortitude saves and poor Reflex and Will saves.

Skills: Thornies have skill points equal to (2 + Int modifier, minimum 1) per Hit Die, with quadruple skill points for the first Hit Die. Thornies have a +4 racial bonus on Hide, Listen, Move Silently, and Spot checks. The bonus on Hide checks increases to +12 when in a swampy or forested area. It retains any racial bonuses to skills the base animal possesses.

Environment: Warm forests.

Organization: Solitary same as base animal.

Challenge Rating: Same as base animal +1.

Treasure: None.

Alignment: Always neutral.

Advancement: A thorny can advance to twice its Hit Dice.

Level Adjustment: —.

Sample Thorny

The following example uses a Tyranosaurus as the base creature.



THORNY TYRANNOSAURUS

Gargantuan Plant	
Hit Dice:	40d8+283 (467 hp)
Initiative:	+1
Speed:	50 ft. (10 squares)
Armor Class:	17 (−4 size, +1 Dex, +10 natural), touch 7, flat-footed 16
Base Attack/Grapple:	+30/+55
Attack:	Bite +40 melee (3d8+19, 19–20/x2)
Full Attack:	Bite +40 melee (3d8+19, 19–20/x2)
Space/Reach:	20 ft./20 ft.
Special Attacks:	Improved grab, swallow whole, thorns 2d8+13
Special Qualities:	Low-light vision, plant traits, scent
Saves:	Fort +29, Ref +16, Will +17
Abilities:	Str 36, Dex 12, Con 25, Int 2, Wis 15, Cha 10
Skills:	Hide +2, Listen +27, Move Silently +5, Spot +27
Feats:	Alertness, Cleave, Diehard, Endurance, Great Cleave, Improved Critical (bite), Improved Natural Attack (bite), Iron Will, Lightning Reflexes, Power Attack, Run, Toughness (x3), Track, Weapon Focus (bite)
Environment:	Warm forests
Organization:	Solitary or pair
Challenge Rating:	17
Treasure:	None
Alignment:	Always neutral
Advancement:	41–80 HD (Gargantuan)
Level Adjustment:	—

This thorny is based on an advanced 38 HD tyrannosaurus. It was advanced before this template was added. Note its ability score increases due to its new size.

Combat

A thorny tyrannosaurus has the following special attacks and special qualities.

Improved Grab (Ex): To use this ability, a thorny tyrannosaurus must hit with its bite attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and can try to swallow the foe the following round.

Swallow Whole (Ex): A thorny tyrannosaurus can try to swallow a grabbed opponent of Large size or smaller by making a successful grapple check.

The swallowed creature takes 3d8+13 points of bludgeoning damage and 8 points of acid damage each round from the thorny tyrannosaurus's digestive juices. A swallowed creature can cut its way out by using a light slashing or piercing weapon to deal 25 points of damage to the stomach (AC 15). Once the creature exits, muscular action closes the hole; another swallowed opponent must cut its own way out.

A Gargantuan thorny tyrannosaurus's gizzard can hold 2 Huge, 8 Medium, 32 Small, or 128 Tiny, or 256 Diminutive or smaller opponents.

Thorns (Ex): 2d8+13 damage.

Skills: A thorny tyrannosaurus has a +4 racial bonus on Hide, Listen, Move Silently, and Spot checks. The bonus on Hide checks increases to +12 when in a swampy or forested area.

appendices:
NEW MONSTER FEATS
PLANES OF EXISTENCE
GLOSSARY &
CHALLENGE RATINGS

Appendix Three:

New Monster Feats

This appendix details new feats available and typically used by monsters. Several monsters detailed within this book make use of these feats. Some of these feats are reprinted from *Tome of Horrors II* for ease of reference.

Align Spell-Like Ability [General]

The creature can use a spell-like ability tuned to either law, chaos, good, or evil.

Prerequisite: Spell-like ability at caster level 4th or higher.

Benefit: Choose one of the creature's spell-like abilities, subject to the restrictions below. The creature can use that ability as an aligned spell-like ability three times per day (or less, if the ability normally usable only once or twice per day). An aligned spell-like ability gains the good, evil, lawful, or chaotic descriptor.

When a creature uses an aligned spell-like ability, one-half the spell-like ability's damage is of that type (evil, good, lawful, or chaotic). For example, a creature casts an aligned (evil) *lightning bolt* with a caster level of 6th. The aligned *lightning bolt* deals 3d6 points of unholy damage and 3d6 points of electricity damage. Thus, a creature immune to electricity suffers no damage from the electricity effect, but still takes 3d6 points of unholy damage.

Aligned spell-like abilities deal normal damage to creatures with regeneration if the creature's description states that it takes damage from that type of effect (for instance, devils that are only harmed by good-aligned spells and effects would take damage from a good-aligned spell-like ability). Saving throws and opposed rolls (such as the one made when a character casts *dispel magic*) are not affected. Spell-like abilities that already have an alignment descriptor are not affected.

The creature can only select a spell-like ability duplicating a spell with a level less than or equal to half its caster level (round down) -1. For a summary, see the table at the end of this section. For example, a creature that uses its spell-like abilities as a 6th-level caster can only align spell-like abilities duplicating spells of 2nd level or lower.

Special: This feat can be taken multiple times. Each time it is taken, the creature can apply it to a different one of its spell-like abilities.

Death's Blessing [General]

The undead creature gains bonus hit points.

Prerequisite: Undead, Cha 13+.

Benefit: The undead creature gains a number of bonus hit points equal to its Charisma bonus times its Hit Dice. This feat can only be taken once.

Enlarge Spell-Like Ability [General]

The creature can use a spell-like ability to a range farther than normal.

Prerequisite: Spell-like ability at caster level 4th or higher.

Benefit: Choose one of the creature's spell-like abilities, subject to the restrictions below. The creature can use that ability as an enlarged spell-like ability three times per day (or less, if the ability normally usable only once or twice per day).

When a creature uses an enlarged spell-like ability with a range of close, medium, or long, the range increases by 100%. An enlarged spell-like ability with a range of close now has a range of 50 ft. + 5 ft./level, while a medium-range spell-like ability has a range of 200 ft. + 20 ft./level, and a long-range spell-like ability has a range of 800 ft. + 80 ft./level. Saving throws and opposed rolls (such as the one made when a character casts *dispel magic*) are not affected. Spell-like abilities whose ranges are not defined by distance, as well as spell-like abilities whose ranges are not close, medium, or long are not affected.

The creature can only select a spell-like ability duplicating a spell with a level less than or equal to half its caster level (round down) -1. For a summary, see the table at the end of this section. For example, a creature that uses its spell-like abilities as a 6th-level caster can only enlarge spell-like abilities duplicating spells of 2nd level or lower.

Special: This feat can be taken multiple times. Each time it is taken, the creature can apply it to a different one of its spell-like abilities.

Extend Spell-Like Ability [General]

The creature can use a spell-like ability that lasts longer than normal.

Prerequisite: Spell-like ability at caster level 4th or higher.

Benefit: Choose one of the creature's spell-like abilities, subject to the restrictions below. The creature can use that ability as an extended spell-like ability three times per day (or less, if the ability normally usable only once or twice per day).

When a creature uses an extended spell-like ability, its duration is doubled. Spell-like abilities whose durations are instantaneous, concentration, or permanent are not affected.

The creature can only select a spell-like ability duplicating a spell with a level less than or equal to half its caster level (round down) -1. For a summary, see the table at the end of this section. For example, a creature that uses its spell-like abilities as a 6th-level caster can only extend spell-like abilities duplicating spells of 2nd level or lower.

Special: This feat can be taken multiple times. Each time it is taken, the creature can apply it to a different one of its spell-like abilities.

Improved Constriction [General]

The creature's constriction attack is deadlier than normal.

Prerequisite: Constrict special attack, base attack bonus +4.

Benefit: The damage for the creature's constrict attack increases by one step, as if the creature's size had increased by one category: 1d2, 1d3, 1d4, 1d6, 1d8, 2d6, 3d6, 4d6, 6d6, 8d6, 12d6.

Improved Flight [General]

The creature has more control over flying than normal.

Prerequisite: Fly speed.

Benefit: The creature's maneuverability improves by one category: clumsy to poor; poor to average; average to good. If the creature's maneuverability is already good, it gains no benefit from this feat.

Special: This feat can be taken more than once. Each time a creature takes this feat its maneuverability improves by one category.

Menacing [General]

The creature can use its physical bulk to intimidate those around it.

Prerequisite: Str 13+.

Benefit: The creature can use its Strength bonus rather than its Charisma bonus on Intimidate checks.

Maximize Spell-Like Ability [General]

The creature can use a spell-like ability to maximum effect.

Prerequisite: Spell-like ability at caster level 8th or higher.

Benefit: Choose one of the creature's spell-like abilities, subject to the restrictions below. The creature can use that ability as a maximized spell-like ability three times per day (or less, if the ability normally usable only once or twice per day).

When a creature uses a maximized spell-like ability, all variable, numeric effects of the spell-like ability are increased to their maximum effect. A maximized spell-like ability deals maximum damage, cures maximum hit points, affects maximum targets, and so on as appropriate. For example, a hellstoker devil's *burning hands* deals 20 points of damage (5d4 maximized). Saving throws and opposed rolls (such as the one made when a character casts dispel magic) are not affected. Spell-like abilities without random variables are not affected.

The creature can only select a spell-like ability duplicating a spell with a level less than or equal to half its caster level (round down) -3. For a summary, see the table at the end of this section. For example, a creature that uses its spell-like abilities as a 10th-level caster can only maximize spell-like abilities duplicating spells of 2nd level or lower.

Special: This feat can be taken multiple times. Each time it is taken, the creature can apply it to a different one of its spell-like abilities.

Resistance to Negative Energy [General]

The creature gains resistance to the effects of negative energy (such as that delivered by *inflict* spells, some undead, or exposure to negative energy creatures).

Benefit: The creature gains resistance 5 to any damage-dealing/healing negative energy effect.

Special: This feat can be taken twice. The second time it is taken, the creature's resistance rises to 10.

Resistance to Positive Energy [General]

The creature gains resistance to the effects of positive energy (such as that delivered by *cure* spells or exposure to positive energy creatures).

Benefit: The creature gains resistance 5 to any damage-dealing/healing positive energy effect.

Special: This feat can be taken twice. The second time it is taken, the creature's resistance rises to 10.

Strength of the Grave [General]

Undead that have been turned can attempt to recover and negate the turning effect.

Prerequisites: Undead type, base attack bonus +2.

Benefit: An undead creature that has been successfully turned and is fleeing or cowering can attempt a Will save (DC equal to the turning check that turned it). If successful, the undead creature is no longer turned, but is frightened and takes a -2 penalty on all attack rolls, saving throws, skill checks, and ability checks for the remainder of the time it would have been turned. If the save fails, the undead creature can attempt a new save each round, but the save DC increases by +1 each time. A creature that breaks the turning effect can be turned again.

Swim-By Attack [General]

The creature can attack while swimming.

Prerequisite: Swim speed.

Benefit: When swimming, the creature can take a move action and another standard action at any point during the move. The creature cannot take a second move action during a round it makes a swim-by attack.

Normal: Without this feat, the creature takes a standard action either before or after its move.

Spell-Like Ability Feats Table

Spell Level	Caster Level			
	Align	Enlarge	Extend	Maximize
0	—	—	—	—
1st	4th	4th	4th	8th
2nd	6th	6th	6th	10th
3rd	8th	8th	8th	12th
4th	10th	10th	10th	14th
5th	12th	12th	12th	16th
6th	14th	14th	14th	18th
7th	16th	16th	16th	20th
8th	18th	18th	18th	—
9th	20th	20th	20th	—

Appendix Four:

Planes of Existence

This appendix details one new plane, the Elemental Plane of Gravity, and reprints the plane of Infernus (from *Tome of Horrors II*) for ease of reference.

Elemental Plane of Gravity

The Elemental Plane of Gravity is an empty plane, resembling the vastness of space itself with points of light like distant stars, swirling gasses, and dark matter. The Elemental Plane of Gravity touches on all other planes, for gravity is a factor in all parts of the multiverse.

The Elemental Plane of Gravity is the least survivable of the Inner Planes, as it consists of the vacuum of space itself. It contains large, dark almost planet-like bodies that exert strong forces on other nearby bodies. Planar travelers to the Elemental Plane of Gravity that require air to breathe must somehow bring their own supply or be subject to suffocation.

The Elemental Plane of Gravity is the home of all manner of strange creatures that need no air, light, or food on which to survive. The only places where there is a pull of gravity here are near the planetary bodies or near natives to the plane itself. Using the principles of action/reaction, non-native travelers must somehow push off from a solid surface in order to move (attaining a speed equal to 10 feet + 5 feet per point of Strength bonus) or use magical means of locomotion.

The Elemental Plane of Gravity has the following traits.

Gravity: Subjective directional gravity. Inhabitants of the plane determine their own “down” direction. Objects not under the motive force of others do not move.

Elemental Traits: No dominant elemental traits. No single element dominates on the Plane of Gravity.

Alignment Traits: No dominant alignment traits. No single alignment is stronger than the other on the Plane of Gravity.

Enhanced Magic: Spells and spell-like abilities that use, manipulate, or create gravity are both empowered and enlarged (as if the Empower Spell and Enlarge Spell metamagic feats had been used on them, but the spells don't require higher-level slots).

Infernus

Cast out of Hell, Lucifer sought revenge against his persecutors. But revenge required power, and he was tired, injured, and weakened from the time spent battling in Hell. He needed a place to rest, a place to grow in power, and a place to plan. Thus he created Infernus, a plane of eternal and everlasting fire and suffering: one plane, one ruler; created by his own hands, his own blood, and a portion of his very essence.

Lucifer is said to be one with the plane. As the gods of law are to the planes of good, so is Lucifer to Infernus. Nothing goes unnoticed by him on Infernus. All move-

ments are seen, all whispers are heard. A plan is not hatched or contrived in this place without Lucifer's knowledge. When people speak of Infernus, they speak of Lucifer and vice versa. No creature, it is thought, stands a chance against Lucifer on Infernus, not even the arch-devils that stood against him a millennia ago.

Infernus is a plane wrought of blood and fire. The entire plane is hot (though not as hot as the Elemental Plane of Fire) and the horizon and landscape glow with an orange light. Outposts dot the landscape, though no permanent settlements are likely to be found. These outposts are maintained by the devils that still serve Lucifer. There is one permanent settlement known to exist on this plane—*Malefacta*, the palace of Lucifer. This large, black, basalt palace stretches for miles (or so it appears). At various points, large towers rise and disappear into the orange-glowed sky. Within the walls of *Malefacta*, Lucifer and his servants hold court, dine, and dwell. Near the center of the citadel, and thought to be underground in the lower levels, are the furnaces that provide the fires that keep Infernus burning. These furnaces are maintained by the hellstoker devils and they in turn are commanded by Xaphan.

Planar features of Infernus include rivers of fire and flame, heat storms, geysers of flame, and flame-cones (tornadoes composed of fire).

Infernus has the following planar traits.

Gravity: Normal gravity. Infernus has gravity similar to that of the Material Plane. The usual rules for ability scores, carrying capacity, and encumbrance apply.

Time: Normal time. Time passes here the same as it does on the Material Plane. One hour on the Infernus equals one hour on the Material Plane.

Size: Finite size.

Morphic Traits: Alterable morphic. Objects remain where they are (and what they are) unless affected by physical force or magic. You can change the immediate environment as a result of tangible effort.

Elemental Trait: None are dominant though many areas are fire-dominant.

Alignment Traits: Strongly evil-aligned and lawful-aligned.

Enhanced Magic: Spells and spell-like abilities with the fire descriptor (including those of the Fire domain and those that summon fire elementals or outsiders with the fire subtype) are both maximized and enlarged (as if the Maximize Spell and Enlarge Spell metamagic feats had been used on them, but the spells don't require higher-level slots).

Impeded Magic: Spells and spell-like abilities that use or create water (including spells of the Water domain and spells that summon water elementals or outsiders with the water subtype) are impeded.

Appendix Five:

Glossary of Traits, Types, and Subtypes and Challenge Ratings

Aberration Type: An aberration has a bizarre anatomy, strange abilities, an alien mindset, or any combination of the three.

Features: An aberration has the following features.

- d8 Hit Dice.
- Base attack bonus equal to 3/4 total Hit Dice (as cleric).
- Good Will saves.
- Skill points equal to (2 + Int modifier, minimum 1) per Hit Die, with quadruple skill points for the first Hit Die.
- **Traits:** An aberration possesses the following traits (unless otherwise noted in a creature's entry).
- Darkvision out to 60 feet.
- Proficient with its natural weapons. If generally humanoid in form, proficient with all simple weapons and any weapon it is described as using.
- Proficient with whatever type of armor (light, medium, or heavy) it is described as wearing, as well as all lighter types. Aberrations not indicated as wearing armor are not proficient with armor. Aberrations are proficient with shields if they are proficient with any form of armor.
- Aberrations eat, sleep, and breathe.

Air Subtype: This subtype usually is used for elementals and outsiders with a connection to the Elemental Plane Air. Air creatures always have fly speeds and usually have perfect maneuverability.

Angel Subtype: Angels are a race of celestials, or good outsiders, native to the good-aligned Outer Planes.

Traits: An angel possesses the following traits (unless otherwise noted in a creature's entry).

- Darkvision out to 60 feet and low-light vision.
- Immunity to acid, cold, and petrification.
- Resistance to electricity 10 and fire 10.
- +4 racial bonus on saves against poison.
- **Protective Aura (Su):** Against attacks made or effects created by evil creatures, this ability provides a +4 deflection bonus to AC and a +4 resistance bonus on saving throws to anyone within 20 feet of the angel. Otherwise, it functions as a *magic circle against evil* effect and a *lesser globe of invulnerability*, both with a

radius of 20 feet (caster level equals angel's HD). (The defensive benefits from the circle are not included in an angel's statistics block.)

- **Tongues (Su):** All angels can speak with any creature that has a language, as though using a *tongues* spell (caster level equal to angel's Hit Dice). This ability is always active.

Animal Type: An animal is a living, nonhuman creature, usually a vertebrate with no magical abilities and no innate capacity for language or culture.

Features: An animal has the following features (unless otherwise noted in a creature's entry).

- d8 Hit Dice.
- Base attack bonus equal to 3/4 total Hit Dice (as cleric).
- Good Fortitude and Reflex saves (certain animals have different good saves).
- Skill points equal to (2 + Int modifier, minimum 1) per Hit Die, with quadruple skill points for the first Hit Die.

Traits: An animal possesses the following traits (unless otherwise noted in a creature's entry).

- Intelligence score of 1 or 2 (no creature with an Intelligence score of 3 or higher can be an animal).
- Low-light vision.
- Alignment: Always neutral.
- Treasure: None.
- Proficient with its natural weapons only. A noncombative herbivore uses its natural weapons as a secondary attack. Such attacks are made with a -5 penalty on the creature's attack rolls, and the animal receives only 1/2 its Strength modifier as a damage adjustment.
- Proficient with no armor unless trained for war.
- Animals eat, sleep, and breathe.

Aquatic Subtype: These creatures always have swim speeds and thus can move in water without making Swim checks. An aquatic creature can breathe underwater. It cannot also breathe air unless it has the amphibious special quality.

Augmented Subtype: A creature receives this subtype whenever something happens to change its original type.

Some creatures (those with an inherited template) are born with this subtype; others acquire it when they take on an acquired template. The augmented subtype is always paired with the creature's original type. A creature with the augmented subtype usually has the traits of its current type, but the features of its original type.

Chaotic Subtype: A subtype usually applied only to outsiders native to the chaotic-aligned Outer Planes. Most creatures that have this subtype also have chaotic alignments; however, if their alignments change they still retain the subtype. Any effect that depends on alignment affects a creature with this subtype as if the creature has a chaotic alignment, no matter what its alignment actually is. The creature also suffers effects according to its actual alignment. A creature with the chaotic subtype overcomes damage reduction as if its natural weapons and any weapons it wields were chaotic-aligned (see Damage Reduction, below).

Cold Subtype: A creature with the cold subtype has immunity to cold. It has vulnerability to fire, which means it takes half again as much (+50%) damage as normal from fire, regardless of whether a saving throw is allowed, or if the save is a success or failure.

Construct Type: A construct is an animated object or artificially constructed creature. A construct possesses the following traits (unless otherwise noted in a creature's entry).

- 10-sided Hit Dice.
- Base attack bonus equal to 3/4 total Hit Dice (as cleric).
- No good saving throws.
- Skill points equal to (2 + Int modifier, minimum 1) per Hit Die, with quadruple skill points for the first Hit Die, if the construct has an Intelligence score. However, most constructs are mindless and gain no skill points or feats.

Traits: A construct possesses the following traits (unless otherwise noted in a creature's entry).

- No Constitution score.
- Low-light vision.
- Darkvision out to 60 feet.
- Immunity to all mind-affecting effects (charms, compulsions, phantasms, patterns, and morale effects).
- Immunity to poison, sleep effects, paralysis, stunning, disease, death effects, and necromancy effects.
- Cannot heal damage on their own, but often can be repaired by exposing them to a certain kind of effect (see the creature's description for details) or through the use of the Craft Construct feat. A construct with the fast healing special quality still benefits from that quality.
- Not subject to critical hits, nonlethal damage, ability damage, ability drain, fatigue, exhaustion, or energy drain.
- Immunity to any effect that requires a Fortitude save (unless the effect also works on objects, or is harmless).
- Not at risk of death from massive damage. Immediately destroyed when reduced to 0 hit points or less.
- Since it was never alive, a construct cannot be raised or resurrected.

- Because its body is a mass of unliving matter, a construct is hard to destroy. It gains bonus hit points based on size, as shown on the following table.

Construct Size	Bonus Hit Points	Construct Size	Bonus Hit Points
Fine	—	Large	30
Diminutive	—	Huge	40
Tiny	—	Gargantuan	60
Small	10	Colossal	80
Medium	20		

- Proficient with its natural weapons only, unless generally humanoid in form, in which case proficient with any weapon mentioned in its entry.
- Proficient with no armor.
- Constructs do not eat, sleep, or breathe.

Daemon Traits (Ex): Daemons possess the following traits (unless otherwise noted in a creature's entry).

- Immunity to poison and acid.
- Resistance to cold 10, fire 10, and electricity 10.
- *Telepathy (Sp)*: Daemons can communicate telepathically with any creature within 100 feet that has a language.
- Unique daemons (such as Charon) get a profane bonus to AC equal to their Cha modifier (minimum +1).
- Arch daemons (such as the Oinodaemon) get an insight bonus to AC equal to their Wis modifier (minimum +1).

Demodand Traits (Ex): Demodands possess the following traits (unless otherwise noted in a creature's entry).

- Immunity to acid and poison.
- Immunity to all mind-affecting effects (charms, compulsions, phantasms, patterns, and morale effects).
- Resistance to cold 10 and fire 10.

Demon Traits (Ex): Demons possess the following traits (unless otherwise noted in a creature's entry).

- Immunity to electricity and poison.
- Resistance to cold 10, fire 10, and acid 10.
- *Telepathy (Sp)*: Demons can communicate telepathically with any creature within 100 feet that has a language.
- Unique demon dukes, princes, and lords get a profane bonus to AC equal to their Cha modifier (minimum +1).
- Demon lords and princes get an insight bonus to AC equal to their Wis modifier (minimum +1).

Devil Traits (Ex): Devils possess the following traits (unless otherwise noted in a creature's entry).

- Immunity to fire and poison.
- Resistance to cold 10 and acid 10.
- Can see perfectly in darkness of any kind, even that created by *deeper darkness* spells.
- *Telepathy (Sp)*: Devils can communicate telepathically with any creature within 100 feet that has a language.
- Unique devils (dukes, arch devils) get a profane bonus to AC equal to their Cha modifier (minimum +1).

- Arch devils get an insight bonus to AC equal to their Wis modifier (minimum +1)

Dire Subtype: A dire animal is a normal animal that has been modified using the dire animal template (see the *Tome of Horrors* or the Dire Animals [Revised] download available from www.necromancergames.com). Dire animals are generally stronger, faster, and larger than their normal counterparts. Rangers can choose Animal (Dire) specifically as a favored enemy. Dire animals have all good saves.

Dragon Type: A dragon is a reptilelike creature, usually winged, with magical or unusual abilities.

Features: A dragon has the following features.

- 12-sided Hit Dice.
- Base attack bonus equal to total Hit Dice (as fighter).
- Good Fortitude, Reflex, and Will saves.
- Skill points equal to (6 + Int modifier, minimum 1) per Hit Die, with quadruple skill points for the first Hit Die.

Traits: A dragon possesses the following traits (unless otherwise noted in the description of a particular kind).

- Darkvision out to 60 feet and low-light vision.
- Immunity to magic sleep effects and paralysis effects.
- Proficient with its natural weapons only unless humanoid in form (or capable of assuming humanoid form), in which case proficient with all simple weapons and any weapons mentioned in its entry.
- Proficient with no armor.
- Dragons eat, sleep, and breathe.

Earth Subtype: This subtype usually is used for elementals and outsiders with a connection to the Elemental Plane of Earth. Earth creatures usually have burrow speeds, and most earth creatures can burrow through solid rock.

Elemental Type: An elemental is a being composed of one of the four classical elements: air, earth, fire, or water.

Features: An elemental has the following features.

- 8-sided Hit Dice.
- Base attack bonus equal to 3/4 total Hit Dice (as cleric).
- Good saves depend on the element: Fortitude (earth, water) or Reflex (air, fire).
- Skill points equal to (2 + Int modifier, minimum 1) per Hit Die, with quadruple skill points for the first Hit Die.

Traits: An elemental possesses the following traits (unless otherwise noted in a creature's entry).

- Darkvision out to 60 feet.
- Immunity to poison, sleep effects, paralysis, and stunning.
- Not subject to critical hits or flanking.
- Unlike most other living creatures, an elemental does not have a dual nature—its soul and body form one unit. When an elemental is slain, no soul is set loose. Spells that restore souls to their bodies, such as *raise dead*, *reincarnate*, and *resurrection*, don't work on an elemental. It takes a different magical effect, such as *limited wish*, *wish*, *miracle*, or *true resurrection*, to restore it to life.

- Proficient with natural weapons only, unless generally humanoid in form, in which case proficient with all simple weapons and any weapons mentioned in its entry.

- Proficient with whatever type of armor (light, medium, or heavy) that it is described as wearing, as well as all lighter types. Elementals not indicated as wearing armor are not proficient with armor. Elementals are proficient with shields if they are proficient with any form of armor.

- Elementals do not eat, sleep, or breathe.

Evil Subtype: A subtype usually applied only to outsiders native to the evil-aligned Outer Planes. Evil outsiders are also called fiends. Most creatures that have this subtype also have evil alignments; however, if their alignments change, they still retain the subtype. Any effect that depends on alignment affects a creature with this subtype as if the creature has an evil alignment, no matter what its alignment actually is. The creature also suffers effects according to its actual alignment. A creature with the evil subtype overcomes damage reduction as if its natural weapons and any weapons it wields were evil-aligned (see Damage Reduction).

Extraplanar Subtype: A subtype applied to any creature when it is on a plane other than its native plane. A creature that travels the planes can gain or lose this subtype as it goes from plane to plane. Monster entries assume that encounters with creatures take place on the Material Plane, and every creature whose native plane is not the Material Plane has the extraplanar subtype (but would not have when on its home plane). Every extraplanar creature in this book has a home plane mentioned in its description.

Creatures not labeled as extraplanar are natives of the Material Plane, and they gain the extraplanar subtype if they leave the Material Plane. No creature has the extraplanar subtype when it is on a transitive plane, such as the Astral Plane, the Ethereal Plane, and the Plane of Shadow.

Fey Type: A fey is a creature with supernatural abilities and connections to nature or to some other force or place. Fey are usually human-shaped.

Features: A fey has the following features.

- 6-sided Hit Dice.
- Base attack bonus equal to 1/2 total Hit Dice (as wizard).
- Good Reflex and Will saves.
- Skill points equal to (6 + Int modifier, minimum 1) per Hit Die, with quadruple skill points for the first Hit Die.

Traits: A fey possesses the following traits (unless otherwise noted in a creature's entry).

- Low-light vision.
- Proficient with all simple weapons and any weapons mentioned in its entry.
- Proficient with whatever type of armor (light, medium, or heavy) that it is described as wearing, as well as all lighter types. Fey not indicated as wearing armor are not proficient with armor. Fey are proficient with shields if they are proficient with any form of armor.

— Fey eat, sleep, and breathe.

Fire Subtype: A creature with the fire subtype has immunity to fire. It has vulnerability to cold, which means it takes half again as much (+50%) damage as normal from cold, regardless of whether a saving throw is allowed, or if the save is a success or failure.

Giant Type: A giant is a humanoid-shaped creature of great strength, usually of at least Large size.

Features: A giant has the following features.

- 8-sided Hit Dice.
- Base attack bonus equal to 3/4 total Hit Dice (as cleric).
- Good Fortitude saves.
- Skill points equal to (2 + Int modifier, minimum 1) per Hit Die, with quadruple skill points for the first Hit Die.

Traits: A giant possesses the following traits (unless otherwise noted in a creature's entry).

- Low-light vision.
- Proficient with all simple and martial weapons, as well as any natural weapons.
- Proficient with whatever type of armor (light, medium or heavy) it is described as wearing, as well as all lighter types. Giants not described as wearing armor are not proficient with armor. Giants are proficient with shields if they are proficient with any form of armor.
- Giants eat, sleep, and breathe.

Goblinoid Subtype: Goblinoids are stealthy humanoids who live by hunting and raiding and who all speak Goblin.

Good Subtype: A subtype usually applied only to outsiders native to the good-aligned Outer Planes. Most creatures that have this subtype also have good alignments; however, if their alignments change, they still retain the subtype. Any effect that depends on alignment affects a creature with this subtype as if the creature has a good alignment, no matter what its alignment actually is. The creature also suffers effects according to its actual alignment. A creature with the good subtype overcomes damage reduction as if its natural weapons and any weapons it wields were good-aligned (see Damage Reduction).

Humanoid Type: A humanoid usually has two arms, two legs, and one head, or a humanlike torso, arms, and a head. Humanoids have few or no supernatural or extraordinary abilities, but most can speak and usually have well-developed societies. They usually are Small or Medium. Every humanoid creature also has a subtype.

Humanoids with 1 Hit Die exchange the features of their humanoid Hit Die for the class features of a PC or NPC class. Humanoids of this sort are presented as 1st-level warriors, which means that they have average combat ability and poor saving throws.

Humanoids with more than 1 Hit Die are the only humanoids who make use of the features of the humanoid type.

Features: A humanoid has the following features (unless otherwise noted in a creature's entry).

- 8-sided Hit Dice, or by character class.

— Base attack bonus equal to 3/4 total Hit Dice (as cleric).

— Good Reflex saves (usually; a humanoid's good save varies).

— Skill points equal to (2 + Int modifier, minimum 1) per Hit Die, with quadruple skill points for the first Hit Die, or by character class.

Traits: A humanoid possesses the following traits (unless otherwise noted in a creature's entry).

- Proficient with all simple weapons, or by character class.
- Proficient with whatever type of armor (light, medium, or heavy) it is described as wearing, or by character class. If a humanoid does not have a class and wears armor, it is proficient with that type of armor and all lighter types. Humanoids not indicated as wearing armor are not proficient with armor. Humanoids are proficient with shields if they are proficient with any form of armor.
- Humanoids breathe, eat, and sleep.

Incorporeal Traits (Ex): Can be harmed only by other incorporeal creatures, magic weapons or creatures that strike as magic weapons, or spells, with a 50% chance to ignore any damage from a corporeal source (except positive energy, negative energy, and force effects such as *magic missile*); can pass through solid objects at will, and own attacks pass through armor; cannot make trip or grapple attacks and cannot be tripped or grappled; do not set off traps triggered by weight; always moves silently and cannot be heard with Listen checks unless it wants to be; can move at full speed even when it cannot see.

Lawful: A subtype usually applied only to outsiders native to the lawful-aligned Outer Planes. Most creatures that have this subtype also have lawful alignments; however, if their alignments change, they still retain the subtype. Any effect that depends on alignment affects a creature with this subtype as if the creature has a lawful alignment, no matter what its alignment actually is. The creature also suffers effects according to its actual alignment. A creature with the lawful subtype overcomes damage reduction as if its natural weapons and any weapons it wields were lawful-aligned (see Damage Reduction).

Magical Beast Type: Magical beasts are similar to animals but can have Intelligence scores higher than 2. Magical beasts usually have supernatural or extraordinary abilities, but sometimes are merely bizarre in appearance or habits.

Features: A magical beast has the following features.

- 10-sided Hit Dice.
- Base attack bonus equal to total Hit Dice (as fighter).
- Good Fortitude and Reflex saves.
- Skill points equal to (2 + Int modifier, minimum 1) per Hit Die, with quadruple skill points for the first Hit Die.

Traits: A magical beast possesses the following traits (unless otherwise noted in a creature's entry).

- Darkvision out to 60 feet and low-light vision.
- Proficient with its natural weapons only.

— Proficient with no armor.

— Magical beasts eat, sleep, and breathe.

Monstrous Humanoid Type: Monstrous humanoids are similar to humanoids, but with monstrous or animalistic features. They often have magical abilities as well.

Features: A monstrous humanoid has the following features.

— 8-sided Hit Dice.

— Base attack bonus equal to total Hit Dice (as fighter).

— Good Reflex and Will saves.

— Skill points equal to (2 + Int modifier, minimum 1) per Hit Die, with quadruple skill points for the first Hit Die.

Traits: A monstrous humanoid possesses the following traits (unless otherwise noted in a creature's entry).

— Darkvision out to 60 feet.

— Proficient with all simple weapons and any weapons mentioned in its entry.

— Proficient with whatever type of armor (light, medium, or heavy) it is described as wearing, as well as all lighter types. Monstrous humanoids not indicated as wearing armor are not proficient with armor. Monstrous humanoids are proficient with shields if they are proficient with any form of armor.

— Monstrous humanoids eat, sleep, and breathe.

Native Subtype: A subtype applied only to outsiders. These creatures have mortal ancestors or a strong connection to the Material Plane and can be raised, reincarnated, or resurrected just as other living creatures can be. Creatures with this subtype are native to the Material Plane (hence the subtype's name). Unlike true outsiders, native outsiders need to eat and sleep.

Ooze Type: An ooze is an amorphous or mutable creature, usually mindless.

Features: An ooze has the following features.

— 10-sided Hit Dice.

— Base attack bonus equal to 3/4 total Hit Dice (as cleric).

— No good saving throws.

— Skill points equal to (2 + Int modifier, minimum 1) per Hit Die, with quadruple skill points for the first Hit Die, if the ooze has an Intelligence score. However, most oozes are mindless and gain no skill points or feats.

Traits: An ooze possesses the following traits (unless otherwise noted in a creature's entry).

— Mindless: No Intelligence score, and immunity to all mind-affecting effects (charms, compulsions, phantasms, patterns, and morale effects).

— Blind (but have the blindsight special quality), with immunity to gaze attacks, visual effects, illusions, and other attack forms that rely on sight.

— Immunity to poison, sleep effects, paralysis, polymorph, and stunning.

— Some oozes have the ability to deal acid damage to objects. In such a case, the amount of damage is equal

to 10 + 1/2 ooze's HD + ooze's Con modifier per full round of contact.

— Not subject to critical hits or flanking.

— Proficient with its natural weapons only.

— Proficient with no armor.

— Oozes eat and breathe, but do not sleep.

Outsider Type: An outsider is at least partially composed of the essence (but not necessarily the material) of some plane other than the Material Plane. Some creatures start out as some other type and become outsiders when they attain a higher (or lower) state of spiritual existence.

Features: An outsider has the following features.

— 8-sided Hit Dice.

— Base attack bonus equal to total Hit Dice (as fighter).

— Good Fortitude, Reflex, and Will saves.

— Skill points equal to (8 + Int modifier, minimum 1) per Hit Die, with quadruple skill points for the first Hit Die.

Traits: An outsider possesses the following traits (unless otherwise noted in a creature's entry).

— Darkvision out to 60 feet.

— Unlike most other living creatures, an outsider does not have a dual nature—its soul and body form one unit. When an outsider is slain, no soul is set loose. Spells that restore souls to their bodies, such as *raise dead*, *reincarnate*, and *resurrection*, don't work on an outsider. It takes a different magical effect, such as *limited wish*, *wish*, *miracle*, or *true resurrection* to restore it to life. An outsider with the native subtype can be raised, reincarnated, or resurrected just as other living creatures can be.

— Proficient with all simple and martial weapons and any weapons mentioned in its entry.

— Proficient with whatever type of armor (light, medium, or heavy) it is described as wearing, as well as all lighter types. Outsiders not indicated as wearing armor are not proficient with armor. Outsiders are proficient with shields if they are proficient with any form of armor.

— Outsiders breathe, but do not need to eat or sleep (although they can do so if they wish). Native outsiders breathe, eat, and sleep.

Planar Omniscience: Several power unique outsiders, such as demon lords and princes, arch devils, and the Oinodaemon have several special abilities that set them above and beyond other such powerful entities. These abilities function only when the creature is on his home plane (defined as any plane or planar layer the creature holds dominion over).

— *All-Knowing (Su)*: When a living creature enters any layer controlled by the entity, that outsider knows immediately where the creature is. This ability functions similar to a *discern location* spell (caster level is the same as that of the outsider's spell-like abilities) except the entity is not required to have seen the creature or have some item that once belonged to it. He is not required to have touched an object if it is the target of this ability.

- **All-Sensing (Su):** By concentrating for one minute, the entity can extend its senses (hearing and vision for example, including darkvision) from its present location out to a radius of 1 mile per 5 Hit Dice. The sensing power can penetrate any barrier except a divine shield (described in Salient Divine Abilities in *DDG*) or an area otherwise blocked by an entity of equal or higher Hit Dice or a deity of rank 6 or higher. All-sensing is not fooled by *misdirection* or *nondetection* or similar spells, and it does not create a magical sensor that other creatures can detect. An entity can extend its senses to one location at a time and still sense what's going on nearby.

Once an entity chooses a remote location to sense, it automatically receives sensory information from that location until it chooses a new location to sense (as a standard action), or until it can't sense the location.

- **Block Sensing (Su):** As a standard action, the entity can block the sensing ability of other entities of its Hit Dice or lower (including deities of rank 5 or lower). This power extends for a radius of one mile per 5 Hit Dice of the entity. The creature can block the area within one mile of itself while blocking a remote location. The blockage lasts 1 hour per 5 Hit Dice.
- **Planar Knowledge (Ex):** These powerful entities are attuned to their home plane. They always treat any location as familiar for the purpose of spells and effects such as *teleport*.

Plant Type: This type comprises vegetable creatures. Note that regular plants, such as one finds growing in gardens and fields, lack Wisdom and Charisma scores (see Nonabilities, above) and are not creatures, but objects, even though they are alive.

Features: A plant creature has the following features.

- 8-sided Hit Dice.
- Base attack bonus equal to 3/4 total Hit Dice (as cleric).
- Good Fortitude saves.
- Skill points equal to (2 + Int modifier, minimum 1) per Hit Die, with quadruple skill points for the first Hit Die, if the plant creature has an Intelligence score. However, some plant creatures are mindless and gain no skill points or feats.

Traits: A plant creature possesses the following traits (unless otherwise noted in a creature's entry).

- Low-light vision.
- Immunity to all mind-affecting effects (charms, compulsions, phantasms, patterns, and morale effects).
- Immunity to poison, sleep effects, paralysis, polymorph, and stunning.
- Not subject to critical hits.
- Proficient with its natural weapons only.
- Proficient with no armor.
- Plants breathe and eat, but do not sleep.

Reptilian Subtype: These creatures are scaly and usually coldblooded. The reptilian subtype is only used to describe a set of humanoid races, not all animals and monsters that are truly reptiles.

Resistance to Energy (Ex): A creature with this special quality ignores some damage of the indicated type each time it takes damage of that kind (commonly acid, cold, fire, or electricity). The entry indicates the amount and type of damage ignored.

Shapechanger Subtype: A shapechanger has the supernatural ability to assume one or more alternate forms. Many magical effects allow some kind of shape shifting, and not every creature that can change shapes has the shapechanger subtype.

Traits: A shapechanger possesses the following traits (unless otherwise noted in a creature's entry).

- Proficient with its natural weapons, with simple weapons, and with any weapons mentioned in the creature's description.
- Proficient with any armor mentioned in the creature's description, as well as all lighter forms. If no form of armor is mentioned, the shapechanger is not proficient with armor. A shapechanger is proficient with shields if it is proficient with any type of armor.

Swarm Traits (Ex): Cannot be flanked; not subject to critical hits; immune to all weapon damage (Fine or Diminutive creatures) or takes half damage from piercing and slashing weapons (Tiny creatures); reducing a swarm to 0 or less hit points causes it to disperse; cannot be staggered or reduced to a dying state; cannot be tripped, grappled, or bull rushed; swarms cannot grapple.

Swarms are immune to spells that target specific numbers of creatures (including single target spells); are susceptible to mind-affecting attacks (unless the creatures are mindless); takes half again as much damage (+50%) from spells or effects that affect an area; susceptible to high winds (Fine or Diminutive creatures).

Telepathy (Su): A creature with this ability can communicate telepathically with any other creature within a certain range (specified in the creature's entry, usually 100 feet) that has a language. It is possible to address multiple creatures at once telepathically, although maintaining a telepathic conversation with more than one creature at a time is just as difficult as simultaneously speaking and listening to multiple people at the same time.

Some creatures have a limited form of telepathy, while others have a more powerful form of the ability.

Undead Type: Undead are once-living creatures animated by spiritual or supernatural forces.

Features: An undead creature has the following features.

- 12-sided Hit Dice.
- Base attack bonus equal to 1/2 total Hit Dice (as wizard).
- Good Will saves.
- Skill points equal to (4 + Int modifier, minimum 1) per Hit Die, with quadruple skill points for the first Hit Die, if the undead creature has an Intelligence score. However, many undead are mindless and gain no skill points or feats.

Traits: An undead creature possesses the following traits (unless otherwise noted in a creature's entry).

- No Constitution score.

- Darkvision out to 60 feet.
- Immunity to all mind-affecting effects (charms, compulsions, phantasms, patterns, and morale effects).
- Immunity to poison, sleep effects, paralysis, stunning, disease, and death effects.
- Not subject to critical hits, nonlethal damage, ability drain, or energy drain. Immune to damage to its physical ability scores (Strength, Dexterity, and Constitution), as well as to fatigue and exhaustion effects.
- Cannot heal damage on its own if it has no Intelligence score, although it can be healed. Negative energy (such as an *inflict* spell) can heal undead creatures. The fast healing special quality works regardless of the creature's Intelligence score.
- Immunity to any effect that requires a Fortitude save (unless the effect also works on objects or is harmless).
- Uses its Charisma modifier for Concentration checks.
- Not at risk of death from massive damage, but when reduced to 0 hit points or less, it is immediately destroyed.
- Not affected by *raise dead* and *reincarnate* spells or abilities. *Resurrection* and *true resurrection* can affect undead creatures. These spells turn undead creatures back into the living creatures they were before becoming undead.
- Proficient with its natural weapons, all simple weapons, and any weapons mentioned in its entry.
- Proficient with whatever type of armor (light, medium, or heavy) it is described as wearing, as well as all lighter types. Undead not indicated as wearing armor are not proficient with armor. Undead are proficient with shields if they are proficient with any form of armor.

- Undead do not breathe, eat, or sleep.

Vermin Type: This type includes insects, arachnids, other arthropods, worms, and similar invertebrates.

Features: Vermin have the following features.

- 8-sided Hit Dice.
- Base attack bonus equal to 3/4 total Hit Dice (as cleric).
- Good Fortitude saves.
- Skill points equal to (2 + Int modifier, minimum 1) per Hit Die, with quadruple skill points for the first Hit Die, if the vermin has an Intelligence score. However, most vermin are mindless and gain no skill points or feats.

Traits: Vermin possess the following traits (unless otherwise noted in a creature's entry).

- Mindless: No Intelligence score, and immunity to all mind-affecting effects (charms, compulsions, phantasms, patterns, and morale effects).
- Darkvision out to 60 feet.
- Proficient with their natural weapons only.
- Proficient with no armor.
- Vermin breathe, eat, and sleep.

Vulnerability to Energy: Some creatures have vulnerability to a certain kind of energy effect (typically either cold or fire). Such a creature takes half again as much (+50%) damage as normal from the effect, regardless of whether a saving throw is allowed, or if the save is a success or failure.

Water Subtype: This subtype usually is used for elementals and outsiders with a connection to the Elemental Plane of Water. Creatures with the water subtype always have swim speeds and can move in water without making Swim checks. A water creature can breathe underwater and usually can breathe air as well.

Monsters by Challenge Rating

Monster	CR	T'shann	2	Lythic	4
Raccoon	1/6	Wang Liang	2	Negative Energy Elemental, Medium	4
Mandrill	1/4	Whip Jelly	2	Positive Energy Elemental, Medium	4
Gremlin	1/2	Baccae	3	Reigon	4
Kuah-Lij	1/2	Bumblebee, Giant (Worker)	3	Swarm, Shadow Rat	4
Mosquito, Giant	1/2	Demon, Skitterdark	3	Thermite, Soldier	4
Raccoon, Dire	1/2	Giant Horsefly	3	Tumblespark	4
Abyssal Larva	1	Gravity Elemental, Medium	3	Weird, Fungus	4
Golden Cat	1	Graymalkin, Tether	3	Assassin Bug	5
Gravity Elemental Small	1	Gronk	3	Bumblebee, Giant (Queen)	5
Margay	1	Lightning Mephit	3	Demon, Mehrim	5
Ooze, Amber	1	Marsh Jelly	3	Ectoplasm	5
Orc, Blood	1	Mephit, Smoke	3	Fungus Gargoyle	5
Orc, Ghost-Faced	1	Mud Bog	3	Gravity Elemental, Large	5
Orc, Greenskin	1	Phooka	3	Gulper Eel	5
Spore Rat	1	Sheet Fungus	3	Inphidian, Night Adder	5
Boneneedle	2	Sudoth	3	Murder Crow	5
Chupacabra	2	Swarm, Raven	3	Onyx Deer	5
Collective Creature (Spider)	2	Blood Bush	4	Plant-Imbued Ape	5
Fetch	2	Boneneedle, Greater	4	Sea Serpent, Gilded	5
Forgotten One	2	Churr	4	Skin Stitcher	5
Graymalkin, Slinker	2	Collective Creature (Locust)	4	Thorny Brown Bear	5
Negative Energy Elemental, Small	2	Dire Wolfwere	4	Baobhan Sith	6
Orc, Black	2	Fye	4	Bogeyman	6
Positive Energy Elemental, Small	2	Giant Tuatara	4	Brykolakas	6
Thermite, Worker	2	Inphidian, Rattler	4	Crimson Basilisk	6

Demon, Gallu	6	Wang Liang Master	8	Corpse Orgy	13
Devil, Lilin	6	Arach	9	Demon, Nysrock	13
Flame-Spawned Troll	6	Blood Wight	9	Grimm	13
Giant Electric Catfish	6	Dream Spectre	9	Hag, Pit	13
Giant, Smoke	6	Genie, Hawanar	9	Mire Brute	13
Golem, Mummy	6	Genie, Marid	9	Reliquary Guardian	13
Gremlin Filcher	6	Gohl	9	Widow Creeper	13
Lantern Goat	6	Gravity Elemental, Greater	9	Demilich	14
Memory Child	6	Lantern Goat, Advanced	9	Dragon, Wrath	14
Nazlor	6	Lich Shade	9	Glass Wyrn	14
Negative Energy Elemental, Large	6	Ooze, Entropic	9	Mythical Giant Octopus	14
Netherspark	6	Sea Serpent, Spitting	9	Ooze, Dark Matter Entropic	14
Ooze, Glacial	6	Swarm, Undead Raven	9	Sea Serpent, Brine	14
Ooze, Metallic	6	Tombstone Fairy	9	Vorin	14
Positive Energy Elemental, Large	6	Well Lurker	9	Willow Dusk	14
Sea Serpent, Fanged	6	Brume	10	Elemental Construct, Air	15
Stroke Lad	6	Giant, Bronze	10	Elemental Construct, Earth	15
Thermite, Queen	6	Gnarlwood	10	Elemental Construct, Fire	15
Turtle Shark	6	Golem, Gelatinous	10	Elemental Construct, Water	15
Collective Creature (Centipede)	7	Inphidian, Night Adder Priest	10	Herald Of Tsathogga	15
Genie, Abasheen	7	Negative Energy Elemental, Greater	10	Sea Spider, Pelagos	15
Golem, Flagstone	7	Positive Energy Elemental, Greater	10	Soul Reaper	15
Gravity Elemental, Huge	7	Scylla	10	Tenebrous Purple Worm	15
Swarm, Heat	7	Splinter Drake	10	Arach, Spellbinder Sorcerer	16
Tendrul	7	Swarm, Adamantine Wasp	10	Biclops Hero	16
Brontotherium	8	Woodwose	10	Devil, Lilith	16
Demon, Balban	8	Angel, Chalkydri	11	Splinter Drake Tracker	16
Devil, Amaimon	8	Demon, Mezzalorn	11	Abyssal Harvester	17
Dune Haunt	8	Dire Smilodon	11	Afanc	17
Ghoul, Dust	8	Giant, Sea	11	Clockwork Bronze Giant	17
Gnasher Lizard	8	Golem, Witch Doll	11	Giant, Jack-In-Irons	17
Gray Nisp	8	Gravity Elemental, Elder	11	Thorny Tyrannosaurus	17
Lightning Treant	8	Marsh Jelly, Jubilex-Touched	11	Beetle, Requiem	18
Mantidrake	8	Sea Spider, Common	11	Demon, Choronzon	18
Mythical Lion	8	Biclops	12	Deathleech Horned Devil	19
Negative Energy Elemental, Huge	8	Chain Worm	12	Mortuary Cyclone	20
Paleoskeleton Triceretops	8	Crystallis	12	Quantum	20
Positive Energy Elemental, Huge	8	Negative Energy Elemental, Elder	12	Slag Worm	20
Raggoth	8	Orc, Black (Priest)	12	Cherum	22
Rawbones	8	Phasma	12	Living Lake	22
Sea Anemone, Giant	8	Positive Energy Elemental, Elder	12	Sea Serpent, Deep Hunter	22
Sepulchral Guardian	8	Psiwyrn	12	Devil, Alastor	23
Stone Maiden	8	Turtle-Shark, Stygian	12	Sea Serpent, Shipbreaker	30

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