



BOOK TWO:

FOOD, PETS AND SLAVES



RAPPAN ATHUK

RELOADED



appendix a: MONSTERS

Amalgamation: CR 20; SZ G Construct; HD 30d10+40; hp 250; Init +9 (Dex); Spd 10 ft., fly 50 ft. (perfect); AC 25 (-4 size, +9 Dex, +10 deflection), touch 25, flat-footed 16; BAB/Grp +22/+41; Atk +25 melee or +27 ranged (by weapon); Full Atk +25 melee or +27 ranged (by weapon, up to five weapons); Space/Reach 20 ft./15 ft.; SA item use, swarm attack (10d6); SQ blindsight (100 ft.), construct traits, DR (10/—), immunities, multiattack; AL N; SV Fort +10, Ref +19, Will +15; Str 24, Dex 28, Con —, Int —, Wis 20, Cha 1. See the New Monsters section for details on its special abilities, and Area 3B-18 for a listing of what items it has at its disposal.

Location(s): Level 3B

Barrow Wight: CR 4; SZ M Undead; HD 6d12; hp 39; Init +1 (Dex); Spd 30 ft.; AC 16 (+1 Dex, +5 natural), touch 11, flat-footed 15; BAP/Grapple +3/+5; Atk +5 melee (1d4+3 plus energy drain, slam); SA create spawn, energy drain, insanity gaze; SQ undead traits, turn resistance (+2); AL CE; SV Fort +2, Ref +3, Will +6; Str 14, Dex 12, Con —, Int 11, Wis 13, Cha 16.

Skills: Climb +8, Hide +7, Listen +9, Move Silently +15, Search +6, Spot +9. *Feats:* Alertness, Blind-Fight, Power Attack.

Create Spawn (Su): A humanoid slain by a barrow wight becomes a barrow wight in 1d4 rounds. Spawn are under the command of the barrow wight that created them and remain enslaved until its death. They do not possess any of the abilities they had in life.

Energy Drain (Su): Living creatures hit by a barrow wight's slam attack gain one negative level. The Fortitude save to remove the negative level has a DC of 16. For each such negative level bestowed, the barrow wight gains 5 temporary hit points.

Insanity Gaze (Su): Anyone with 30 feet that meets the barrow wight's gaze is affected as if by an *insanity spell* (CL 9th). A successful Will save (DC 16) negates the effects.

Skills: Barrow wights have a +8 racial bonus on Move Silently checks.

Barrow Wight, Advanced: CR 6; SZ M Undead; HD 12d12; hp 96; Init +5 (Dex, Improved Initiative); Spd 20 ft. (armor), 30 ft. base; AC 24 (+1 Dex, +5 natural, +8 armor),

touch 11, flat-footed 23; BAP/Grapple +6/+8; Atk +8 melee (1d4+3 plus energy drain, slam); SA create spawn, energy drain (Fort DC 20), insanity gaze (Will DC 20); SQ undead traits, turn resistance (+2); AL CE; SV Fort +4, Ref +5, Will +9; Str 14, Dex 12, Con —, Int 11, Wis 13, Cha 18.

Skills: Climb +10, Hide +9, Listen +13, Move Silently +17, Search +10, Spot +13. *Feats:* Alertness, Cleave, Blind-Fight, Improved Initiative, Power Attack.

Skills: Barrow wights have a +8 racial bonus on Move Silently checks.

Possessions: chainmail.

Location(s): Level 5

Disruption Field (Su): As a full round action, this beholder can focus all its innate magical energy into one intense burst of antimagic through its center eye. This has the effect of a *Morden's disjunction* spell, cast at 20th level, save that it has no chance to affect artifacts or epic-level items. If the beholder uses this power, it cannot use its antimagic field ability that round. It must then wait 1d4+1 rounds before it can use this power again.

Location(s): Level 3B

Blood Orchid: CR 5; SZ L Aberration; HD 5d8+15; hp 37; Init +1 (Dex), Spd 5 ft., fly 30 ft. (good); AC 16 (-1 size, +1 Dex, +6 natural), touch 10, flat-footed 15; BAB/Grp +3/+9; Atk +5 melee (1d3+2 plus poison, tentacle); Full Atk +5 melee (1d3+2 plus poison [x8], tentacles); Space 10 ft.; SA blood drain (1d4 Con damage/round), improved grab, poison (coma 1d6 minutes [no secondary effect], Fort DC 15 resists); SQ all-around vision, darkvision (60 ft.), energy resistance (10), sonic immunity, telepathic bond (20 ft.); AL LE; SV Fort +4, Ref +4, Will +5; Str 15, Dex 12, Con 16, Int 11, Wis 12, Cha 13.

Skills: Hide +1, Listen +8, Search +4, Spot +10. *Feats:* Lightning Reflexes, Weapon Focus (tentacle).

Location(s): Level 8A

Blood Orchid, Savant Sav4: CR 9; SZ L Aberration; HD 5d8+15 plus 4d4+12; hp 60; Init +5 (Dex, Improved Initiative), Spd 5 ft., fly 30 ft. (good); AC 16 (-1 size, +1 Dex, +6 natural), touch 10, flat-footed 15; BAB/Grp +5/+11; Atk +7 melee (1d3+2 plus poison, tentacle);

Full Atk +7 melee (1d3+2 plus poison [x8], tentacles); Space 10 ft.; SA blood drain (1d4 Con damage/round), improved grab, poison (coma 1d6 minutes [no secondary effect], Fort DC 15 resists); SQ all-around vision, darkvision (60 ft.), energy resistance (10), sonic immunity, special casting, spells, telepathic bond (20 ft.); AL LE; SV Fort +5, Ref +5, Will +9; Str 15, Dex 12, Con 16, Int 12, Wis 12, Cha 15.

Skills: Concentration +10, Hide +1, Knowledge (arcana) +7, Listen +8, Search +7, Spellcraft +7, Spot +10. **Feats:** Extend Spell, Improved Initiative, Lightning Reflexes, Weapon Focus (tentacle).

Arcane Spells Known (cast per day 6/7/4; base DC 13 + spell level): 0—daze, dancing lights, detect magic, flare, light, mage hand, resistance; 1st—cause fear, detect animals or plants, endure elements, hypnotism, protection from good, shield; 2nd—barkskin, blur, cure light wounds, hold animal, hypnotic pattern, resist elements, scare, see invisibility.

Location(s): Level 8A

Blood Orchid, Grand Savant Sav6: CR 14; SZ H Aberration; HD 10d8+40 plus 6d4+24; hp 140; Init +2 (Dex, Improved Initiative), Spd 5 ft.; AC 17 (-2 size, -2 Dex, +9 natural, +2 deflection), touch 8, flat-footed 17; BAB/Grp +10/+24; Atk +15 melee (1d4+6 plus poison, tentacle); Full Atk +15 melee (1d4+6 plus poison [x12], tentacles); Space/Reach 15 ft./15 ft. SA blood drain (1d6 Con damage/round), improved grab, poison (coma 1d6 minutes [no secondary effect], Fort DC 20 resists); SQ all-around vision, darkvision (60 ft.), energy resistance (15), sonic immunity, special casting, spells, telepathic bond (20 ft.); AL LE; SV Fort +10, Ref +5, Will +13; Str 23, Dex 6, Con 20, Int 14, Wis 13, Cha 18.

Skills: Concentration +17, Hide -6, Knowledge (arcana) +12, Listen +19, Search +10, Spellcraft +13, Spot +19. **Feats:** Extend Spell, Improved Initiative, Lightning Reflexes, Spell Penetration, Weapon Focus (tentacle).

Arcane Spells Known (cast per day 6/7/6/4; base DC 14+spell level): 0—daze, dancing lights, detect magic, flare, light, mage hand, resistance; 1st—cause fear, detect animals or plants, endure elements, hypnotism, protection from good, shield; 2nd—barkskin, blur, cure light wounds, hold animal, hypnotic pattern, resist elements, scare, see invisibility; 3rd—cure moderate wounds, dispel magic, dominate animal, hold person, slow, stinking cloud.

Possessions: The grand savant wears a silver +2 ring of protection on one of its many eyestalk tendrils. Finding it without using *detect magic* requires a successful Search check (DC 20).

Location(s): Level 8A

Bone Crawler (armored): CR 12, SZ H Aberration; HD 12d8+60; hp 114; Init +3 (Dex); Spd 20 ft. (armor), 30 ft. (base), climb 10 ft.; AC 18 (-2 size, +10 natural armor), touch 8, flat-footed 18; BAB/Grp +9/+25; Atk +16 melee (1d8+8, bone blade), or +15 melee (1d4+8,

whipfrond); Full Atk +16 melee (1d8+8 [up to x12, -1 per 10 damage to bone armor], bone blade), and/or +15 melee (1d4+8 [x12], whipfrond) {maximum number of attacks equals number of HD}; Space/Reach 10 ft./5 ft.; SA bone blades, whipfronds, whirling frenzy (5 ft. range, Ref DC 19 avoids, 1d8+5 per 3 bone blades); SQ blindsight (60 ft.), bone armor (hardness 10; hp 130), heightened fortitude, SR (24); SV Fort +15, Ref +7, Will +10; Str 26, Dex 16, Con 21, Int 9, Wis 15, Cha 9.

Location(s): Level 1A

Skills: Climb +14, Disguise +6. **Feats:** Cleave, Multi-attack, Multiweapon Fighting, Power Attack, Weapon Focus (bone blade).

Bone Crawler (unarmored): CR 12, SZ H Aberration; HD 12d8+60; hp 114; Init +3 (Dex); Spd 30 ft., climb 10 ft.; AC 11 (-2 size, +3 Dex), touch 11, flat-footed 8; BAB/Grp +9/+25; Atk +15 melee (1d4+8, whipfrond); Full Atk +15 melee (1d4+8 [x12], whipfronds); Space/Reach 10 ft./5 ft. (10 ft. with whipfronds); SA whipfronds; SQ blindsight (60 ft.), heightened fortitude, SR (24); SV Fort +15, Ref +7, Will +10; Str 26, Dex 16, Con 21, Int 9, Wis 15, Cha 9.

Skills: Climb +24, Disguise +6. **Feats:** Cleave, Multi-attack, Multiweapon Fighting, Power Attack, Weapon Focus (bone blade).

Location(s): Level 1A

For more information on bone crawlers, see the listing in the **New Monsters Appendix**.

Bone Reaper Reflection: CR 10; SZ L Construct; HD 11d10+30; hp 90; Init +2 (Dex); Spd 40 ft. (can't run); AC 20 (-1 size, +2 Dex, +9 natural), touch 11, flat-footed 18; BAB/Grp +8/+17; Atk +13 melee (1d8+5, claw rake, crit x4); Full Atk +13 melee (1d8+5 [x2], claw rake, cri. x4); Space/Reach 10 ft./10 ft.; SQ construct traits, DR (15/adamantine), darkvision (60 ft.), immunities, low-light vision, reflection, rust vulnerability; AL N; SV Fort +3, Ref +5, Will +3; Str 20, Dex 14, Con —, Int —, Wis 11, Cha 1.

Construct (Ex): Immune to mind-influencing effects, poison, disease, and similar effects. Not subject to critical hits, subdual damage, ability damage, energy drain, or death from massive damage.

Immunities (Ex): Fire damage heals the reaper one hit point for every 3 points of damage inflicted, and breaks any slow effects. Electrical damage slows it for a round. It is immune to all other spells and effects not specifically targeted at golems.

Reflection (Su): The bone reaper can only be directly attacked by viewing its reflection and striking blindly at where it would be from that view. This incurs a -4 circumstance penalty to hit, a -2 penalty to AC, and a possibility of concealment depending on how far one is from the mirror. The reaper can attack directly, however. In addition, if the reaper statue is damaged, the reflected reaper takes a like amount of damage. Note that this is not invisibility, and see

invisible or even *true seeing* does not reveal its true location, for it is not really there, but rather exists in reflections. If no mirrors or reflective surfaces are present, the bone reaper cannot attack, since it actually strikes against the reflections of its adversaries, not the creatures themselves.

Rust vulnerability (Ex): The bone reaper reflection is affected by rust attacks normally.

Location(s): Level 9D

Bone Warriors, Ftr4: CR 5; SZ M Undead; HD 1d12 plus 4d10; hp 40; Init +5 (Dex, Improved Initiative); Spd 20 ft (armor), base 30 ft; AC 20 (+1 Dex, +2 natural, +5 chainmail, +2 shield); BAB/Grp +4/+6; Atk +8 melee (see below); SQ DR (5/bludgeoning), darkvision (60 ft.), fighter qualities, immunity to cold, turn resistance (+4), undead traits; AL N; SV Fort +4, Ref +2, Will +3; Str 14, Dex 12, Con —, Int —, Wis 10, Cha 11.

Skills: None. **Feats:** Exotic Weapon Proficiency (weapon), Improved Initiative, Weapon Focus (weapon), Weapon Specialization (weapon).

Fighter Qualities (Ex): As part of their creation from experienced fighters, they retain their known feats despite losing all intelligence. They do not, however, retain the skills they had when alive. They also retain their fighter hit dice, base attack bonus and saves.

Possessions: The bone warriors each wear ancient but serviceable chainmail armor and a heavy steel shield. All but one wears a golden circlet set with a ruby worth 250 gp (the last circlet was looted long ago, and can now be found in the Bloodways as random treasure). Each bears a different masterwork quality weapon, for which it has exotic weapon proficiency, weapon focus, and weapon specialization. Those fighter skeletons not using exotic weapons do not have an alternate feat. Weapons are as follows:

#1-2: Bastard sword (1d10+4, crit 19-20) #3-4: Dwarven waraxe (1d10+4, crit x3) #5-6: Scimitar (1d6+4, crit 18-20) #7-8: Morning star (1d8+4, crit x3)

Location(s): Level 9D

Bonesuckers: CR 7; SZ L Aberration; HD 8d8+24; hp 60; Init +1 (Dex); Spd 20 ft.; AC 16 (-1 size, +1 Dex, +6 natural), touch 10, flat-footed 15; BAB/grapple +6/+14; Atk +9 melee (1d4+4 plus ability score damage, tentacle); Full Atk +9 melee (1d4+4 and ability score damage [x4], tentacles); SA ability score damage, constriction, improved grab; SQ all-around vision, DR (10/magic), darkvision (90 ft.); AL NE; SV Fort +5, Ref +5, Will +7; Str 18, Dex 13, Con 17, Int 10, Wis 12, Cha 13.

Skills: Hide +2, Listen +7, Move Silently +5, Search +9, Spot +11. **Feats:** Alertness, Dodge, Lightning Reflexes.

Improved Grab (Ex): To use this ability, a bonesucker must hit an opponent of Large size or smaller with a tentacle attack. If it gets a hold, it can constrict.

Constrict (Ex): A bonesucker deals 1d4+4 points of damage with a successful grapple check against large or smaller creatures.

Ability Score Damage (Ex): A bonesucker that has successfully grappled an opponent deals 1d2 points of Strength and 1d2 points of Dexterity damage to an opponent as long as the hold is maintained.

All-Around Vision (Ex): A bonesucker's symmetrically placed eyes allow it to look in all directions, bestowing a +4 racial bonus to Spot and Search checks. Bonesuckers cannot be flanked.

Locations: Level 1A

For more details on bonesuckers, see the *Tome of Horrors*, by Necromancer Games.

Bugbear Ravagers, Male Bugbear Bbn3: CR 5; SZ M; HD 3d8+9 plus 3d12+9; hp 52 (64); Init +1 (Dex); Spd 40 ft.; AC 17 (15) (+1 Dex, +3 natural, +2 leather, +1 shield, [-2 rage]), touch 11 (9), flat-footed 16 (14); BAB/Grp +5/+10; Atk +12 (+14) melee (1d8+5 [1d8+7], masterwork morningstar) or +7 ranged (1d6+5 [1d6+7], javelin, range 30 ft.); SA rage (1/day, 8 rounds); SQ darkvision (60 ft.), fast movement, illiteracy, scent, trap sense (+1), uncanny dodge (Dex bonus to AC); AL CE; SV Fort +7 (+9), Ref +6, Will +3 (+5); Str 20 (24), Dex 14, Con 17 (21), Int 8, Wis 13, Cha 8. Value in parenthesis/braces are while raging.

Skills: Climb +7 (+9), Hide +3, Listen +3, Move Silently +10, Search +1, Spot +4, Survival +2. **Feats:** Alertness, Power Attack, Weapon Focus (morningstar).

Languages: Common, Goblin.

Possessions: Masterwork morningstar, leather armor, light wood shield, 2d6 gp, 3d6 sp.

Note: Values while raging are separated by parenthesis or braces.

Location(s): Wilderness

Carrion Crawlers (advanced): CR 6; SZ H Aberration; HD 9d8+36; hp 72; Init +1 (Dex); Spd 30 ft., climb 15 ft.; AC 19 (-2 size, +1 Dex, +10 natural), touch 9, flat-footed 18; BAB/Grp +6/+20; Atk +11 melee (paralysis, tentacle); Full Atk +11 melee (paralysis [x8], tentacles) and +9 melee (1d6+3, bite); SPACE/REACH 15 ft./10 ft.; SA paralysis (Fort DC 18, 2d6 minutes); SQ darkvision (60 ft.), scent; AL N; SV Fort +7, Ref +4, Will +8; Str 22, Dex 13, Con 18, Int 3, Wis 15, Cha 6.

Skills: Climb +18, Listen +8, Spot +8. **Feats:** Alertness (b), Combat Reflexes, Improved Natural Armor, Track, Multiattack.

Location(s): Level 9D

Cave Fisher: CR 2; SZ M Vermin; HD 3d8+9; hp 22; Init +1 (Dex); Spd 10 ft., climb 10 ft.; AC 16 (+1 Dex, +5 natural), touch 11, flat-footed 15; BAB/Grp +2/+6; Atk +3 ranged touch (drag, 60 ft. reach), or +6 melee (1d4+4, claw); Full Atk +3 ranged touch (drag, 60 ft. reach), and +6 melee (1d4+4 [x2], claws); SA adhesive, filament, drag (10 ft./round, Escape Artist [DC 19], or Strength [DC 15] to escape); SQ darkvision (60 ft.), vermin traits; AL N; SV Fort +6, Ref +2, Will +1; Str 18, Dex 12, Con 16, Int —, Wis 10, Cha 4.

Skills: Climb +12.

Drag (Ex): If a cave fisher hits with its filament attack, the filament latches onto the opponent's body. This deals no damage but drags the stuck opponent 10 feet closer each subsequent round (provoking no attack of opportunity) unless that creature breaks free, which requires a DC 19 Escape Artist check or a DC 15 Strength check. The check DCs are Strength-based, and the Escape Artist DC includes a +4 racial bonus. A cave fisher can draw in a creature within 5 feet of itself and attack with its claws with a +4 attack bonus in the same round. The filament has 10 hit points and can be attacked by making a successful sunder attempt. However, attacking a cave fisher's filament does not provoke an attack of opportunity. If the filament is currently attached to a target, the cave fisher takes a -4 penalty on its opposed attack roll to resist the sunder attempt. Severing the filament deals no damage to a cave fisher.

An application of liquid with high alcohol content dissolves the adhesive and forces the cave fisher to release its hold (though it may strike again normally with it on its next turn). An application of the universal solvent likewise forces a cave fisher to release its grip.

Filament (Ex): Most encounters with a cave fisher begin when it fires its strong, sticky filament. The creature can strike up to 60 feet away (no range increment). If the filament is severed, it grows back within 1 hour.

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

For more information on cave fishers, see the *Tome of Horrors* by Necromancer Games.

Location(s): Level 8A

Chaos Beast (advanced): CR 12; SZ L Outsider (chaotic); HD 16d8+64; hp 166; Init +5 (Dex, Improved Initiative); Spd 20 ft.; AC 17 (-1 size, +1 Dex, +7 natural), touch 10, flat-footed 16; BAB/Grp +16/+26; Atk +22 melee (1d4+6 and corporeal instability, claw); Full Atk +22 melee (1d4+6 and corporeal instability [x2], claws); Space 10 ft.; SA corporeal instability (Fort DC 22 resist, Cha check DC 15 regains form); SQ darkvision (60 ft.), immune to critical hits and transformation, SR (15); AL CN; SV Fort +14, Ref +11, Will +10; Str 22, Dex 13, Con 18, Int 10, Wis 10, Cha 10.

Skills: Climb +20, Disguise +8, Escape Artist +20, Hide +16, Jump +12, Listen +19, Search +10, Spot +19,

Survival +10, Tumble +18. **Feats:** Dodge, Improved Initiative, Mobility, Power Attack, Spring Attack, Weapon Focus (claw).

Location(s): Level 9D

Crawfish, Giant: CR 2; SZ M Vermin (aquatic); HD 4d8+8; hp 30; Init -1 (Dex); Spd 20 ft., swim 40 ft.; AC 16 (-1 Dex, +7 natural), touch 9, flat-footed 15; BAB/Grp +3/+7; Atk +7 melee (1d6+4, claws); Full Atk +7 melee (1d8+4 [x2], claws); SA improved grab, constrict (1d4+1); SQ darkvision (60 ft.), vermin traits, water dependency; AL N; SV Fort +8, Ref +0, Will +1; Str 19, Dex 8, Con 15, Int —, Wis 10, Cha 11.

Skills: Climb +6, Spot +4, Swim +12.

Water Dependency (Ex): Giant crawfish can survive out of the water for 1 hour per point

of Constitution (after that, refer to the drowning rules in the DMG).

Location(s): Level 11

Crazed Cannibalistic Humans, Bbn6: CR 6; SZ M; HD 6d12+18 (6d12+30); hp 57 (69); Init +3; Spd 40 ft.; AC 16; +12/+7 (+14/+9) melee (1d10+6 [1d10+8], greatclub); SA rage (2/day, 8/rounds, statistics when enraged are in parenthesis); SQ fast movement, insane, illiteracy, improved uncanny dodge, uncanny dodge, trap sense (+2); AL CE; SV Fort +8 (+10), Ref +5, Will -3 (see below); Str 23 (27), Dex 16, Con 16 (20), Int 10, Wis 1, Cha 10.

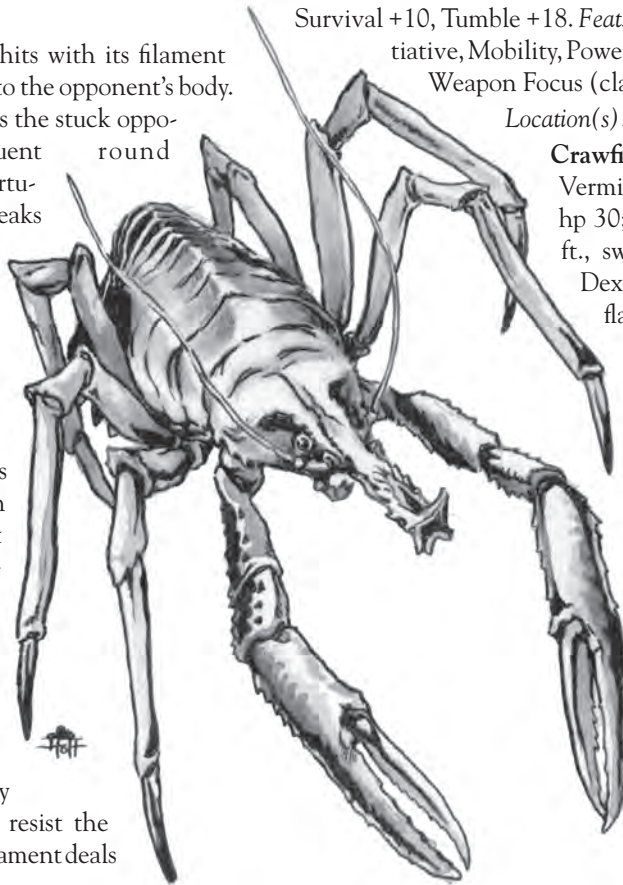
Skills: Climb +12, Jump +12, Listen +11, Spot +6, Swim +2, Wilderness Lore +6. **Feats:** Alertness, Blind-Fight, Improved Unarmed Strike, Power Attack.

Insane (Ex): These men are completely immune to all mind-affecting spells and effects. All effects that alter the Wisdom of their target are also ineffective. No saving throw need be made for these types of effects. Likewise, they must always use their rage ability at the start of any combat.

Possessions: Greatclub, hide armor, loincloth, bone trinkets, ear collections, teeth collections, and so on.

Location(s): Level 9B, Level 9C

Crazed Goblin Scouts, Rog3: CR 3; SZ S; HD 3d6 (3d6+12); hp 14 (26); Init +1 (Dex); Spd 30 ft.; AC 16



(+1 size, +1 Dex, +3 armor, +1 shield, [-2 rage]), touch 12, flat-footed 15; BAB +2/-2 (+0); Atk +2 (+4) melee (1d4-1 [1d4+1], small handaxe, crit x3) or +2 (+4) melee (1d3-1 [1d3+1], dagger, crit 19-20) or +4 ranged (1d4-1, small javelin, range 30 ft.), or +4 ranged (1d4-1 [1d4], shortbow, crit x3, range 60 ft.); SA rage (as per Barbarians, 1/day, 5/rounds, statistics when enraged are in parenthesis), sneak attack (+2d6); SQ darkvision (60 ft.), evasion, insane; AL NE; SV Fort +1 (+3), Ref +4, Will -4 (see below); Str 8 (12), Dex 13, Con 11 (15), Int 10, Wis 1, Cha 8.

Skills: Balance +4, Climb +2 (+4), Disable Device +3, Escape Artist +4, Hide +10, Listen +0, Move Silently +6, Open Lock +3, Sleight of Hand +3, Spot +0, Tumble +4, Use Rope +3. **Feats:** Dodge, Mobility.

Insane (Ex): These goblins are completely immune to all mind-affecting spells and effects. All effects that alter the Wisdom of their target are also ineffective. No saving throw need be made for these types of effects. Likewise, they must always use their rage ability at the start of any combat.

Possessions: Small studded leather armor, small light wooden shield, small shortbow with 40 arrows or small javelins (3) or small handaxe, dagger, 1d4 sp, 2d4 cp.

Location(s): Level 9B, Level 9C

Crimson Death: CR 10; SZ M Aberration (incorporeal); HD 13d8+13; hp 71; Init +9 (Dex, Improved Initiative); Spd 60 ft., 30 ft. after feeding; AC 19 (+5 Dex, +4 deflection), touch 19, flat-footed 14, or 11 (+5 Dex, -4 circumstance), touch 11, flat-footed 6 after feeding; BAB/Grp +9/—; Atk +14 melee touch (fluid drain, incorporeal touch); SA fluid drain, grab; SQ darkvision (60 ft.), incorporeal traits, weakened; AL NE; SV Fort +7, Ref +11, Will +11; Str —, Dex 20, Con 13, Int 18, Wis 16, Cha 18.

Skills: Hide +21*, Listen +21, Search +20, Sense Motive +19, Spot +21, Survival +19 (+21 following tracks). **Feats:** Alertness, Great Fortitude, Improved Initiative, Lightning Reflexes, Weapon Finesse.

Fluid Drain (Ex): A crimson death deals 1d6 points of Constitution damage to a grabbed opponent each round it maintains the hold.

Grab (Ex): A crimson death that hits an opponent up to one size larger has wrapped its incorporeal tendrils around the opponent. The opponent is considered grappled (grapple bonus +11) and is subjected to the crimson death's fluid drain each round the hold is maintained.

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.

Weakened (Ex): After draining its victim's Constitution, the crimson death, sated from its feeding, moves at one-half its normal speed, loses the incorporeal subtype, loses its racial bonus to Hide checks, and suffers a -4 circumstance penalty to AC. These effects last for 1 hour.

Skills: *A crimson death has a +8 racial bonus on Hide checks in smoky, foggy, misty areas.

Location(s): Level 7A

Demilich: CR 29; SZ D Undead; HD 21d12; hp 130; Init +7 (Dex, Improved Initiative); Spd fly 180 ft. (perfect); AC 43 (+4 size, +3 Dex, +5 natural, +21 insight), touch 38, flat-footed 40; BAB/Grp +10/-2; Atk +35 touch (10d6+20 plus paralyzing touch); SA fear aura, paralyzing touch, perfect automatic still spell, spell-like abilities, spells, trap the soul; SQ DR (15/epic and bludgeoning), immunity (cold, electricity, mind affecting, polymorph), magic immunity, phylactery transference, resistance (acid 20, fire 20, sonic 20), summon familiar, turn resistance (+20), undead traits; AL LE; SV Fort +10, Ref +12, Will +17; Str 10, Dex 16, Con —, Int 38, Wis 24, Cha 20.

Skills: Concentration +25, Craft (alchemy) +34, Hide +35, Knowledge (arcana) +34, Knowledge (history) +26, Knowledge (the planes) +26, Listen +27, Move Silently +23, Search +34, Sense Motive +27, Spellcraft +36, Spot +27. **Feats:** Automatic Quicken Spell (0-3rd), Blinding Speed, Brew Potion, Combat Casting, Craft Wondrous Item, Enlarge Spell, Heighten Spell, Improved Initiative, Improved Spell Capacity (10th), Lightning Reflexes, Maximize Spell, Quicken Spell Scribe Scroll, Spell Penetration, Tenacious Magic (any).

Fear Aura (Su): Demiliches are shrouded in a dreadful aura of death and evil. Creatures of less than 5 HD in a 60-foot radius that look at the demilich must succeed at a Will save (DC 19) or be affected as though by *fear* as cast by a 21st-level caster. The DC is Charisma-based.

Magic Immunity (Ex): Demiliches are immune to all magical and supernatural effects, except as follows. A *shatter* spell affects a demilich as if it were a crystalline creature, but deals half the damage normally indicated. A *dispel evil* spell deals 3d6 points of damage (Fort save for half damage). *Holy smite* spells affect demiliches normally.

Paralyzing Touch (Su): Any living creature a demilich touches must succeed at a Fortitude save (DC 36) or be permanently paralyzed. **Perfect Automatic Still Spell (Ex):** A demilich can cast all the spells it knows without gestures.

Phylactery Transference (Su): Headbands, belts, rings, cloaks, and other wearable items kept in close association with the demilich's phylactery transfer all their benefits to the demilich no matter how far apart the demilich and the phylactery are located. The standard limits on types of items utilized simultaneously still apply.

Remove paralysis or any spell that can remove a curse can free the victim. The effect cannot be dispelled. Anyone paralyzed by a demilich seems dead, though a successful Spot check (DC 20) or Heal check (DC 15) reveals that the victim is still alive.

Spell-Like Abilities: At will—*alter self*, *astral projection*, *create greater undead*, *create undead*, *death knell*, *enervation*, *greater dispel magic*, *harm* (usually used to heal itself), *summon monster I–IX*, *telekinesis*, *weird*; 2/day—*greater planar ally*. Demiliches use these abilities as casters of a level equal to their spellcaster level, but the save DCs are all 36. The DC is 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 Fortitude saving throw (DC 36). If the target makes its saving throw, it gains four 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 form. The gem gleams for 24 hours, indicating the captive soul within. The soulless body collapses in a mass of corruption and molds in a single round, 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 absorbed, 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 either *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 saving throw and is effective against the level loss on a successful save. The DC is Charisma-based.

Arcane Spells Prepared (4/8/8/7/7/7/6/6/6/3; base DC 24 + spell level): 0—detect magic, mage hand (x2), read magic; 1st—charm person, erase, magic missile (x5), shocking grasp; 2nd—arcane lock, cat's grace, fog cloud, gust of wind, invisibility, mirror image, see invisible, spectral hand; 3rd—dispel magic, displacement, fireball (x2), lightning bolt, slow; 4th—charm monster, detect scrying, dimensional anchor, enervation, fire shield, greater invisibility, phantasm killer; 5th—baleful polymorph, break enchantment, cloudkill, cone of cold (x2), flesh to stone (x2), teleport; 6th—bigby's forceful hand, chain lightning, greater dispel magic, planar binding, true seeing (x2), wall of iron; 7th—delayed fireball blast, finger of death, greater teleport, power word blind (x2), reverse gravity; 8th—greater invisibility (quickened), greater prying eyes, horrid wilting, mass charm monster, maze, prismatic wall; 9th—cone of cold (quickened), Morden's disjunction, power word kill, shapechange, teleport (quickened), timestop; 10th—chain lightning (quickened), chain lightning (maximized), shapechange (silenced).

Possessions: Material components enough to cast all its spells.

Devouring Mist: CR 9; SZ L Undead; HD 14d12; hp 91; Init +4 (Dex); Spd fly 40 ft. (perfect); AC 13 (-1 size, +4 Dex), touch 13, flat-footed 9; BAB/Grp +7/—; Atk +11 melee (1d6 plus blood drain, slam); Full Atk +11 melee (1d6 plus blood drain [x2], slams); Space 10 ft.; SA blood drain (1d4 Con damage), engulf; SQ blow evasion, create spawn, dark vision (60 ft.), DR (10/magic), gaseous, SR (24); AL NE; SV Fort +4, Ref +8, Will +12; Str 11, Dex 19, Con —, Int 8, Wis 16, Cha 16.

Skills: Hide +20 (+30 in bloodmists), Knowledge (Bloodways) +4, Listen +20, Spot +20. **Feats:** Alertness, Combat Reflexes, Dodge, Mobility, Weapon Finesse.

Location(s): Level 9D

Note: see the **Appendix** for more details on Devouring Mist.

Dragon, Shadow, Adult Female: CR 12; SZ L Dragon; HD 19d12+57; hp 211; Init +7 (Dex, Improved Initiative); Spd 80 ft., fly 150 ft. (poor); AC 34 (+3 Dex, +22 natural, -1 size), touch 12, flat-footed 31; BAB/Grp +19/+27; Atk +22 melee (2d6+4, bite); Full Atk +22 melee (2d6+4, bit), +20 melee (1d8+2 [x2], claws), +20 melee (1d6+2 [x2], wings), and +20 melee (1d8+6, tail slap); Space/Reach 10 ft./5 ft. (10 ft. with bite);

SA breath weapon (3 level drain, 40 ft. cone, Ref DC 24 half, Fort DC 24 recovers), frightful presence (Will DC 22), spells; SQ blindsense (60 ft.), DR (5/magic), darkvision (120 ft.), immunities (energy drain, *sleep*, paralysis), keen senses, low-light vision, scent, shadow blend, spell-like abilities, SR (22); AL CE; SV Fort +14, Ref +11, Will +16; Str 19, Dex 16, Con 17, Int 24, Wis 22, Cha 25.

Skills: Bluff +29, Concentration +25, Craft (alchemy) +29, Diplomacy +33, Escape Artist +25, Gather Information +29, Hide +21, Intimidate +31, Jump +45, Knowledge (arcana) +29, Listen +28, Move Silently +25, Search +29, Sense Motive +28, Spellcraft +29, Spot +28, Tumble +27.

Feats: Ability Focus (breath weapon), Alertness, Brew Potion, Flyby Attack, Improved Initiative, Multiattack, Quicken Spell-like Ability (dimension door).

Arcane/Divine Spells Known (spells per day: 6/8/6; base DC 17 + spell level; as a 5th—level sorcerer): 0—detect magic, detect poison, mage hand, mending, prestidigitation, read magic; 1st—bane, charm person, magic missile, shield; 2nd—detect thoughts, resist energy.

Breath Weapon (Su): A shadow dragon's breath weapon is a cone of billowing, smoky shadows, with an energy drain effect. Creatures within the cone gain a number of negative levels shown in their description; the saving throw to remove the negative level also appears there as well. A successful Reflex save (in stat blocks) reduces the number of negative levels by half (round down).

Shadow Blend (Su): During any conditions other than full daylight, a shadow dragon can disappear into the shadows, giving it nine-tenths concealment. Artificial illumination, even a *light* or *continual flame* spell, does not negate this ability. A *daylight* spell, however does.

Languages: Abyssal, Common, Draconic, Goblin, Infernal, Orc, Terran, Undercommon.

Location(s): Level 9A

Dragon, Shadow, Mature Male: CR 16; SZ L Dragon; HD 24d12+120; hp 316; Init +4 (Improved Initiative); Spd 80 ft., fly 150 ft. (poor); AC 34 (-1 size, +25 natural), touch 9, flat-footed 34; BAB/Grp +24/+36; Atk +31 melee (2d6+8, bite); Full Atk +31 melee (2d6+8, bite), +29 melee (1d8+4 [x2], claws), +29 melee (1d6+4 [x2], wings), and +29 melee (1d8+12, tail slap); Space/Reach 10 ft./5 ft (10 ft. with bite); SA breath weapon (4 level drain, 40 ft. cone, Ref DC 27 half, Fort DC 27 recovers), frightful presence (Will DC 27), spells; SQ blindsense (60 ft.), DR (10/magic), darkvision (120 ft.), immunities (energy drain, *sleep*, paralysis), keen senses, low-light vision, scent, shadow blend, spell-like abilities, SR (25); AL CE; SV Fort +17, Ref +12, Will +16; Str 26, Dex 10, Con 21, Int 20, Wis 18, Cha 21.

Skills: Bluff +32, Concentration +32, Diplomacy +36, Escape Artist +27, Hide +23, Intimidate +34, Jump +52, Knowledge (arcana) +25, Knowledge (history) +17, Listen +31, Move Silently +27, Search +32, Sense Motive +32, Spellcraft +31, Spot +31.

Feats: Alertness, Cleave, Flyby Attack, Great Cleave, Improved Bull Rush, Improved Initiative, Multiattack, Power Attack, Wingover.

Arcane/Divine Spells Known (spells per day: 6/8/7/5; base DC 15 + spell level; as a 7th—level sorcerer): 0—detect magic, detect poison, mage hand, mending, message, prestidigitation, read magic; 1st—alarm, bless, charm person, magic missile, shield; 2nd—bear's endurance, resist energy, silence; 3rd—dispel magic, wind wall.

Languages: Common, Draconic, Dwarven, Goblin, Terran, Undercommon.

Spell-Like Abilities: 3/day—*mirror image*; 2/day—*dimension door*.

Location(s): Level 9A

Dwarf, Male War1: CR 1/2; SZ M; HD 1d8+2; hp 2 (normally 10); Init +0; Spd 20 ft.; AC 10, touch 10, flat-footed 10; BAB/Grapple +1/+3; Atk +3 melee, or +1 ranged; Full Atk +3 melee, or +1 ranged; SQ dwarven traits; AL CG; SV Fort +3 (with reduced Con); Ref +0, Will +0; Str 14, Dex 10, Con 14 (normally 12), Int 10, Wis 10, Cha 8.

Skills: Climb +6, Jump +6. *Feats:* Weapon Focus (battleaxe).

Location(s): Level 12

Flumph: CR 2; SZ S Aberration; HD 2d8; hp 9; Init +3 (Dex); Speed fly 20 ft (average); AC 20 (+1 size, +3 Dex, +6 natural), touch 14, flat-footed 17; BAB/Grp +1/-3; Atk +5 ranged touch (sickened, nauseating spray) or +5 melee (1d6 plus 1d4 acid, spikes); SA acid; SQ darkvision (60 ft), low-light vision; AL LG; SV Fort +0, Ref +3, Will +5; Str 10, Dex 16, Con 11, Int 10, Wis 14, Cha 10.

Skills: Hide +9, Listen +4, Move Silently +5, Search +2, Spot +4. *Feats:* Weapon Finesse.

Acid (Ex): A flumph that hits an opponent with its spikes injects acid into the wound, dealing 1d4 points of acid damage. The acid damage continues for the next 2d4 rounds. Immersion in running water or a DC 15 Heal check stops the acid damage.

Nauseating Spray (Ex): A flumph's nauseating spray is a 20-foot line that it can fire once every 1d4 rounds. A creature hit must make a DC 11 Fortitude save or be sickened for 5 rounds. Creatures that successfully save cannot be affected by the same flumph's nauseating spray for 24 hours. A *delay poison* or *neutralize poison* spell removes the effect from the sickened creature. Creatures with immunity to poison are unaffected, and creatures resistant to poison receive their normal bonus on their saving throws.

The odor from this spray lingers in the area (and on any creature hit) for 1d4 hours and can be detected to a range of 100 feet. Creatures that come within 100 feet of an affected area or creature during this time must succeed on a DC 11 Fortitude save or become sickened for 5 rounds.

Location(s): Level 8A

Flumph, Hunter, Rgr2: CR 4; SZ S Aberration; HD 2d8+2 plus 2d8+2; hp 24; Init +7 (Dex, Improved Initiative); Speed fly 20 ft (average); AC 20 (+1 size, +3 Dex, +6 natural), touch 14, flat-footed 17; BAB/Grp +3/-1; Atk +7 ranged touch (sickened, nauseating spray) or +7 melee (1d6 plus 1d4 acid, spikes); SA acid; SQ combat style (far shot*), darkvision (60 ft), favored enemy (vermin), low-light vision, track, wild empathy; AL LG; SV Fort +4, Ref +6, Will +5; Str 10, Dex 16, Con 12, Int 10, Wis 14, Cha 10.

Skills: Hide +9, Listen +4, Move Silently +5, Search +2, Spot +4. *Feats:* Improved Initiative, Weapon Finesse.

*Because they cannot use their nauseating spray more than once a round, the flumph hunter gains the Far Shot bonus feat instead of Rapid Shot in its ranged combat style at 2nd level.

Location(s): Level 8A

Flumph, Protector Sor3: CR 5; SZ S Aberration; HD 2d8 plus 3d4; hp 18; Init +7 (Dex, Improved Initiative); Speed fly 20 ft (average); AC 20 (+1 size, +3 Dex, +6 natural), touch 14, flat-footed 17; BAB/Grp +2/-2; Atk +6 ranged touch (sickened, nauseating spray) or +6 melee (1d6 plus 1d4 acid, spikes); SA acid, spells; SQ darkvision (60 ft), low-light vision; AL LG; SV Fort +1, Ref +4, Will +8; Str 10, Dex 16, Con 11, Int 10, Wis 14, Cha 14.

Skills: Concentration +2, Hide +9, Knowledge (arcane) +2, Listen +4, Move Silently +5, Search +2, Spellcraft +2, Spot +4. *Feats:* Weapon Finesse.

Arcane Spells Known (cast per day 6/6; base DC 12 + spell level):

Protector #1: 0—daze, flare, mage hand, ray of frost, resistance; 1st—color spray, shield, unseen servant.

Protector #2: 0—daze, flare, prestidigitation, ray of frost, resistance; 1st—color spray, magic missile, shield.

Protector #3: 0—daze, detect magic, mage hand, ray of frost, read magic; 1st—burning hands, sleep, shield.

Protector #4: 0—daze, flare, mage hand, ray of frost, read magic; 1st—cause fear, magic missile, shield.

Protector #5: 0—dancing lights, detect magic, flare, mage hand, prestidigitation; 1st—color spray, magic missile, ray of enfeeblement.

Location(s): Level 8A

Flumph, Master Hunter Rgr4: CR 6; SZ S Aberration; HD 2d8+2 plus 4d8+4; hp 42; Init +7 (Dex, Improved Initiative); Speed fly 20 ft (average); AC 20 (+1 size, +3 Dex, +6 natural), touch 14, flat-footed 17; BAB/Grp +5/+2; Atk +9 ranged touch (sickened, nauseating spray) or +9 melee (1d6+1 plus 1d4 acid, spikes); SA acid; SQ animal companion, combat style (farshot*), darkvision (60 ft), endurance, favored enemy (vermin), low-light vision, track, wild empathy; AL LG; SV Fort +5, Ref +7, Will +6; Str 13, Dex 16, Con 11, Int 10, Wis 14, Cha 10.

Skills: Hide +11, Listen +8, Move Silently +7, Search +4, Spot +8, Survival +8. *Feats*: Alertness, Eschew Materials (b), Improved Initiative, Weapon Finesse.

*Because it cannot use its nauseating spray more than once a round, the flumph master hunter gains the Far Shot bonus feat instead of Rapid Shot in its ranged combat style at 2nd level.

Divine Spells Prepared: (cast per day 1; base DC 12 + level) 1st—magic fang.

Location(s): Level 8A

Flumph, Leader Sor6: CR 8; SZ S Aberration; HD 2d8+2 plus 6d4+6; hp 36; Init +7 (Dex, Improved Initiative); Speed fly 20 ft (average); AC 20 (+1 size, +3 Dex, +6 natural), touch 14, flat-footed 17; BAB/Grp +4/+0; Atk +8 ranged touch (sickened, nauseating spray) or +8 melee (1d6 plus 1d4 acid, spikes); SA acid, spells; SQ darkvision (60 ft), low-light vision; AL LG; SV Fort +5, Ref +5, Will +10; Str 10, Dex 16, Con 12, Int 12, Wis 14, Cha 16.

Skills: Concentration +7, Hide +10, Knowledge (arcana) +7, Listen +5, Move Silently +6, Search +3, Spellcraft +9, Spot +5. *Feats*: Alertness, Eschew Materials (b), Great Fortitude (b), Improved Initiative, Weapon Finesse.

Arcane Spells Known (cast per day 6/7/6/4; base DC 13 + spell level): 0—daze, flare, light, mage hand, ray of frost, read magic, resistance; 1st—burning hands, color spray, magic missile, shield, unseen servant; 2nd—blindness/deafness, hypnotic pattern, mirror image; 3rd—slow.

Location(s): Level 8A

Fungus Man: CR 2; SZ M Plant; HD 3d8+1; hp 14; Init -1 (Dex); Spd 20 ft.; AC 14 (-1 Dex, +5 natural),

touch 9, flat-footed 14; BAB/Grp +2/+3; Atk +3 melee (1d6+1, slam) or +3 melee (1d6+1, shortspear); SA spore cloud; SQ darkvision (90 ft.), plant traits; AL N; SV Fort +4, Ref +0, Will +1; Str 12, Dex 8, Con 12, Int 10, Wis 10, Cha 10.

Skills: Hide +7, Move Silently +7, Profession (gardener) +7. *Feats*: Improved Natural Weapon, Skill Focus (Profession [gardener]).

Spore Cloud (Ex): 3/day—20 ft. radius. All those caught within the cloud must succeed at a Fort save (DC 12) or become totally passive, unwilling to take any aggressive action unless attacked. This affect lasts for 1d6 hours.

Location(s): Level 10A

Fungus Man, King: CR 4; SZ M Plant; HD 6d8+12; hp 39; Init -1 (Dex); Spd 20 ft.; AC 18 (-1 Dex, +9 natural), touch 9, flat-footed 18; BAB/Grp +4/+6; Atk +6 (1d6+3, slam) or +3 melee (1d6+2, shortspear); SA spore cloud, hallucination cloud; AL N; SV Fort +7, Ref +1, Will +3; Str 14, Dex 8, Con 14, Int 12, Wis 12, Cha 10.

Skills: Hide +12, Move Silently +12, Profession (gardener) +13. *Feats*: Ability Focus (spore cloud), Improved Natural Weapon, Skill Focus (Profession [gardener]).

Hallucination Cloud (Ex): 3/day—20-foot radius, and all those caught within the cloud must succeed at a Fort save (DC 15) or behave as affected by a *confusion* spell. This effect lasts for 10 rounds.

Spore Cloud (Ex): 3/day—20 ft. radius. All those caught within the cloud must succeed at a Fort save (DC 17) or become totally passive, unwilling to take any aggressive action unless attacked themselves. This affect lasts for 1d6 hours.

Location(s): Level 10A

Gar, Giant: CR 2; SZ L Animal (aquatic); HD 7d8+7; hp 38; Init +2 (Dex); Spd swim 60 ft.; AC 15 (-1 size, +2 Dex, +4 natural), touch 11, flat-footed 13; BAB/Grp +5/+12; Atk +8 melee (1d8+4, bite); Space/Reach 10 ft./5 ft.; SQ low-light vision, scent; AL N; SV Fort +6, Ref +4, Will +3; Str 17, Dex 15, Con 13, Int 1, Wis 12, Cha 2.

Skills: Listen +8, Spot +8, Swim +11. *Feats*: Alertness, Power Attack, Weapon Focus (bite).

Location(s): Level 10A, Level 11

Gargoyles, Green Guardians of Rappan Athuk: CR 4; SZ M Magical Beast (Earth); HD 4d10+19; hp 41; Init +2 (Dex); Spd 40 ft., fly 60 ft. (average); AC 16 (+4 natural, +2 Dex), touch 12, flat-footed 14; BAB/Grp +4/+7; Atk +7 melee (1d4+3, claw); Full Atk +7 melee (1d4+3 [x2], claws), +5 melee (1d6+1 melee), and +5 melee (1d6+1, gore); SA hold; SQ damage reduction (10/magic), darkvision (60 ft.), freeze, low-light vision, reanimation; AL CE; SV Fort +8, Ref +6, Will +1; Str 17, Dex 14, Con 18, Int 6, Wis 11, Cha 7.

Skills: Hide +7*, Listen +4, Spot +4. Gargoyles receive a +8 to Hide checks when hiding against a background

of worked stone. *Feats*: Multiattack, Weapon Focus (Claw). * Against a background of stone, the Hide bonus increases by +8.

Hold (Sp): If a green guardian gargoyle hits an opponent with both claw attacks, that opponent must succeed on a DC 16 Fortitude save or be *held* for 4 rounds as if by a *hold person* spell (caster level 6th). Unlike the *hold person* spell, a held creature does not receive a new save each round to break the effects.

Reanimation (Ex): Green guardians automatically reanimate in 1d8+2 days unless the eye gems are crushed and disenchanting with both *dispel magic* and *remove curse*.

Description: The gargoyle is carved of a strange green stone and has two eyes of jet (500 gp each). The eyes radiate magic and evil if detected. Green guardians speak Common and Terran.

Location(s): Ground Level

Gas Spore (Hazard CR 4)

From a distance greater than 10 feet, the gas spore is likely to be mistaken for a beholder (Spot check DC 30 to notice the difference). The gas spore is not related to the beholder, but uses its mimicry to lure would-be victims to their doom. The gas spore moves at the rate of 10 feet per round. Any creature touching it (or if it touches a living foe; requiring a touch attack, +6 bonus), it injects poisonous rhizomes into the victim. Each day thereafter, an infected creature must make a Fortitude save (DC 12, +1 per additional day) or take 1d6 points of temporary Constitution damage. At Constitution 0, the victim dies and 2d4 gas spores emerge from its body. A *remove disease* spell cast on an affected creature before it dies destroys the rhizomes and prevents any further Constitution damage.

If the gas spore is struck for a single point of damage, it explodes in a violent blast of gas that deals 6d6 points of damage to all creatures within 30 feet. A Reflex save (DC 15) halves the damage.

For further details on gas spores, see the *Tome of Horrors* by Necromancer Games.

Location(s): Level 9B

Goblin, Berserker Male Bbn2/Rog2: CR 4; SZ S; HD 2d12+6 plus 2d6+6; hp 36 (44); Init +2 (Dex); Spd 30 ft.; AC 16 (14) (+1 size, +2 Dex, +3 armor, [-2 rage]), touch 13 (11), flat-footed 14 (12); BAB/Grp +3/+2 (+4); Atk +8 (+10) melee (1d4+4 [1d4+7], masterwork heavy pick, crit x4), or +6 ranged (1d4+3 [1d4+5], javelin, crit x3, range 30 ft.); SA berserker rage (2/day, 7 rounds), sneak attack (+1d6); SQ darkvision (60 ft.), evasion,

fast movement, illiteracy, trapfinding, uncanny dodge (Dex bonus to AC); AL CE; SV Fort +6 (+8), Ref +5, Will +1 (+3); Str 16 (20*), Dex 14, Con 17 (21*), Int 8, Wis 12, Cha 8.

Values in parenthesis/braces are while raging.

Skills: Climb +8 (+10), Hide +11, Intimidate +5, Listen +7, Move Silently +9, Spot +4, Survival +5, Tumble +7. *Feats*: Combat Reflexes, Power Attack.

Berserker rage: 2/day, for 9 rounds, can enter a rage as a barbarian, gaining +4 to Strength and Constitution, +2 to Will saves, and a -2 AC penalty. However, if no enemies are left standing within visual range, the berserker goblin must make a Will save (DC 15) or

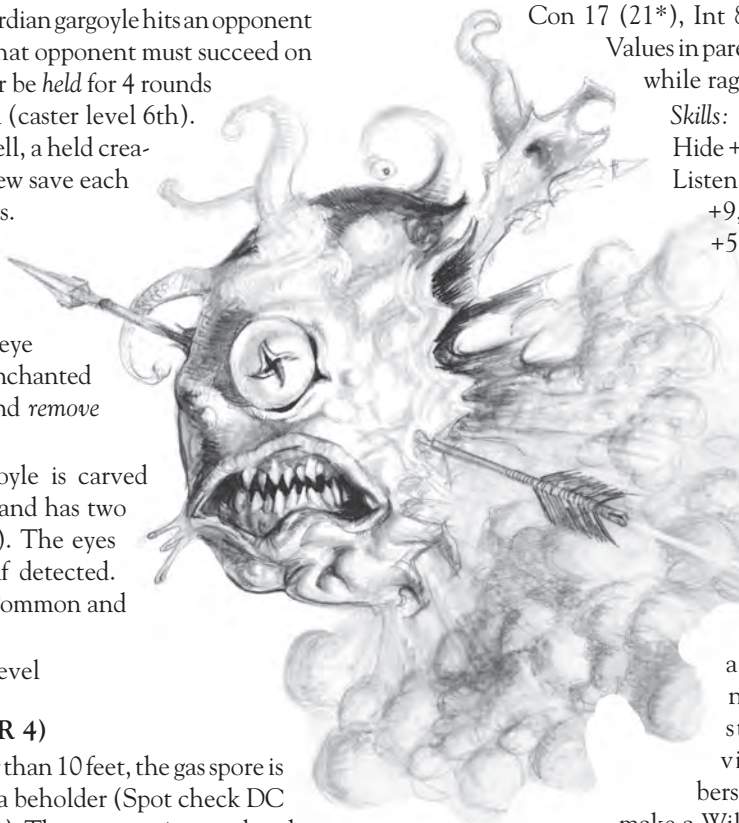
attack an ally. The berserker goblins are trained not to attack each other or their commander, Oolarg, but any other goblin or priest of Orcus is fair game. In addition, the post-rage fatigue penalties are doubled. The berserker goblin can rage one additional time per day, and the rage lasts for one more round than that of a traditional barbarian of comparable level (4 + new Con bonus).

Possessions: Masterwork studded leather armor, small masterwork heavy pick, 3 small javelins, *potion of cure serious wounds*, *potion of bull's strength*, 1d10 pp, 2d10 gp, 1d10 sp, 1d6-1 gems worth 10 gp each.

Location(s): Level 10B

Goblin, Cleric Male Clr8 (Orcus): CR 8; SZ S; HD 8d8; hp 41; Init +1 (Dex); Spd 20 ft. (armor), base 30 ft.; AC 20 (+1 size, +1 Dex, +7 armor, +1 shield), touch 12, flat-footed 19; BAB/Grapple +6/+2; Atk +10 melee (1d6+2, +2 *small morningstar*) or +9 ranged (1d6, small masterwork light crossbow, crit 19-20, range 80 ft.); Full Atk +10/+5 melee (1d6+2, Small +2 *morningstar*) or +9 ranged (1d6, small masterwork light crossbow, crit 19-20, range 80 ft.); SA rebuke undead (3/day, +2 synergy), smite; SQ aura, darkvision (60 ft.), increased evil spells; AL CE; SV Fort +8, Ref +3, Will +9; Str 10, Dex 13, Con 10, Int 12, Wis 17, Cha 11.

Skills: Concentration +11, Heal +14, Knowledge (religion) +12, Listen +5, Move Silently +5, Spot



+5. *Feats*: Alertness, Great Fortitude, Weapon Focus (morningstar).

Unholy Spells Prepared (6/5/4/4/2; save DC 13 + spell level): 0—cure minor wounds (x2), detect magic, guidance, read magic, resistance; 1st—bane, cause fear, cure light wounds, doom, entropic shield; 2nd—bull's strength, cure moderate wounds, hold person, inflict moderate wounds; 3rd—blindness/deafness, cure serious wounds, dispel magic, inflict serious wounds; 4th—inflict critical wounds, summon monster IV.

Domain Spells (Destruction, Evil): 1st—inflict light wounds; 2nd—shatter; 3rd—magic circle against good; 4th—unholy blight.

Domain Abilities: Destruction—Once per day, a cleric of Orcus may make a single melee attack with a +4 attack bonus and a +8 damage bonus; Evil—Cast evil spells at a +1 caster level.

Languages: Dwarven, Goblin.

Possessions: +2 *small chainmail*, small light steel shield, +2 *small morningstar*, 1 *potion of cure serious wounds* (CL6, 3 doses), pouch with 80 pp.

Location(s): Level 12A

Goblin, Cleric Male Clr9 (Orcus): CR 9; SZ S; HD 9d8; hp 40; Init +1 (Dex); Spd 20 ft. (armor), base 30 ft.; AC 21 (+1 size, +1 Dex, +7 armor, +2 shield), touch 12, flat-footed 19; BAB/Grapple +6/+2; Atk +10 melee (1d6+2, +2 *small morningstar*); Full Atk +10/+5 melee (1d6+2, +2 *small morningstar*); SA rebuke undead (3/day, +2 synergy), smite; SQ aura, darkvision (60 ft.), increased evil spells, spontaneous casting; AL CE; SV Fort +8, Ref +4, Will +9; Str 10, Dex 13, Con 10, Int 12, Wis 17, Cha 11.

Skills: Concentration +12, Heal +15, Knowledge (religion) +13, Listen +5, Move Silently +5, Spot +5. *Feats*: Alertness, Great Fortitude, Scribe Scroll, Weapon Focus (morningstar).

Unholy Spells Prepared (6/5/5/4/2/1; save DC 13 + spell level): 0—cure minor wounds (x2), detect magic, guidance, read magic, resistance; 1st—bane, cause fear, cure light wounds, doom, entropic shield; 2nd—bull's strength, cure moderate wounds, hold person, inflict moderate wounds, sound burst; 3rd—blindness/deafness, cure serious wounds, dispel magic, inflict serious wounds; 4th—inflict critical wounds, summon monster IV; 5th—spell resistance.

Domain Spells (Destruction, Evil): 1st—inflict light wounds; 2nd—shatter; 3rd—magic circle against good; 4th—unholy blight; 5th—dispel good.

Domain Abilities: Destruction—Once per day, a cleric of Orcus may make a single melee attack with a +4 attack bonus and a +9 damage bonus; Evil—Cast evil spells at a +1 caster level.

Languages: Abyssal, Goblin.

Possessions: +2 *small chainmail*, +1 *small light steel shield*, +2 *small morningstar*, 1 *potion of cure serious wounds* (CL9, 3 doses), pouch with 100 pp.

Location(s): Level 12A

Goblin, Elite Guards, Male Ftr4: CR 4; SZ S; HD 4d10; hp 25; Init +5 (Dex, Improved Initiative); Spd 20 ft. (armor), base 30 ft.; AC 17 (+1 size, +1 Dex, +5 armor), touch 12, flat-footed 15; BAB/Grapple +4/+1; Atk +8 melee (1d6+3, masterwork small battleaxe, crit x3); SQ darkvision (60 ft.); AL CE; SV Fort +4, Ref +2, Will +1; Str 12, Dex 13, Con 11, Int 10, Wis 11, Cha 8.

Skills: Hide +1, Listen +5, Move Silently +1, Spot +5. *Feats*: Alertness, Dodge, Improved Initiative, Weapon Focus (battleaxe), Weapon Specialization (battleaxe).

Possessions: Masterwork small chainmail, masterwork small battleaxe.

Location(s): Level 12A

Goblin, Elite Guard, Male Ftr5: CR 5; SZ S; HD 5d10+10; hp 40; Init +5 (Dex, Improved Initiative); Spd 20 ft. (armor), base 30 ft.; AC 19 (+1 size, +1 Dex, +5 armor, +2 shield), touch 12, flat-footed 18; BAB +5/Grapple +3; Atk +10 melee (1d4+5, +1 *small short sword*, crit 19-20) or +8 ranged (1d8+1, small masterwork heavy crossbow and +1 bolts, crit 19-20, range 120 ft.); SQ darkvision (60 ft.); AL CE; SV Fort +6, Ref +2, Will +1; Str 14, Dex 13, Con 14, Int 10, Wis 10, Cha 8.

Skills: Hide +4, Listen +4, Move Silently +8, Sense Motive +2, Spot +4. *Feats*: Alertness, Improved Initiative, Point Blank Shot, Weapon Focus (short sword) Weapon Specialization (short sword).

Possessions: +1 *short sword*, masterwork heavy crossbow, +1 bolts (x10), breastplate, +1 *light steel shield*, *potion of cure moderate wounds* (CL 5, 2 doses), pouch with 25 pp.

Location(s): Level 13A

Goblin Guard, Ftr2: CR 2; SZ S; HD 2d10; hp 11; Init +5; Spd 30 ft.; AC 16 (+1 size, +1 Dex, +3 armor, +1 shield), touch 12, flat-footed 15; BAB/Grapple +2/+4; Atk +4 melee (1d4, masterwork small short sword, crit 19-20); SQ darkvision (60 ft.); AL CE; SV Fort +3, Ref +1, Will +0; Str 10, Dex 13, Con 11, Int 10, Wis 11, Cha 8.

Skills: Hide +4, Listen +4, Move Silently +4, Spot +5; *Feats*: Alertness, Improved Initiative, Weapon Focus (Short Sword).

Possessions: Studded leather armor, small light wooden shield, masterwork small short sword.

Location(s): Level 12A

Goblin, Guard Male Ftr3: CR 3; SZ S; HD 3d10+3; hp 24; Init +5 (Dex, Improved Initiative); Spd 20 ft. (armor), base 30 ft.; AC 17 (+1 size, +1 Dex, +5 armor), touch 12, flat-footed 16; BAB/Grapple +3/+0; Atk +7 melee (1d6+1, small masterwork morningstar) or +7 ranged (1d8+1, small masterwork heavy crossbow and +1 bolts, crit 19-20, range 120 ft.); SQ darkvision (60 ft.); AL CE; SV Fort +4, Ref +2, Will +1; Str 12, Dex 13, Con 12, Int 10, Wis 10, Cha 8.

Skills: Hide +4, Listen +4, Move Silently +8, Ride +5, Spot +4. *Feats*: Alertness, Improved Initiative, Point Blank Shot, Weapon Focus (morningstar).

Possessions: small masterwork morningstar, small masterwork heavy crossbow, +1 bolts (x10), small chainmail, pouch with 150 gp.

Location(s): Level 13A

Goblin, Guard Ftr4: CR 4; SZ S; HD 4d10+4; hp 30; Init +5 (Dex, Improved Initiative); Spd 20 ft. (armor), base 30 ft.; AC 19 (+1 size, +1 Dex, +7 chainmail), touch 12, flat-footed 18; BAB/Grp +4/+2; Atk +9 melee (1d4+4, masterwork small shortsword, crit 19-20), or +6 ranged (1d6+2 plus poison, masterwork javelin, range 30 ft.); Full Atk +7 melee (1d4+4, masterwork small shortsword, crit 19-20) and +7 melee (1d3+3, +1 small dagger, crit 19-20), or +6 ranged (1d6+2 plus poison, masterwork javelin, range 30 ft.); SA poison; SQ darkvision (60 ft.); SV Fort +5, Ref +2, Will +0; Str 14, Dex 13, Con 12, Int 10, Wis 8, Cha 8.

Skills: Climb +5, Jump +5, Move Silently +1, Ride +5. *Feats:* Improved Initiative, Two-Weapon Fighting, Weapon Focus (dagger), Weapon Focus (short sword), Weapon Specialization (short sword).

Possessions: +1 small dagger, +2 small chainmail, masterwork small short sword, 3 small javelins coated in large scorpion venom (DC 18 Fort save or 1d6/1d6 points of Strength damage), *potion of cure critical wounds* (CL 7, 1 dose), 4 flasks of oil.

Location(s): Level 10A, Level 12A

Goblin, Guard (goblin city), Male Ftr4: CR 4; SZ S; HD 4d10; hp 28; Init +5; Spd 20 ft. (armor), base 30 ft.; AC 17 (+1 size, +1 Dex, +5 armor), touch 12, flat-footed 15; BAB/Grapple +4/+2; Atk +9 melee (1d6+4, small masterwork morningstar) or +7 ranged (1d4+2, small composite shortbow [Str +2], crit x3, range 70 ft.); SQ darkvision (60 ft.); AL CE; SV Fort +4, Ref +2, Will +1; Str 14, Dex 13, Con 11, Int 8, Wis 10, Cha 8.

Skills: Climb +4, Listen +2, Move Silently +0, Spot +2. *Feats:* Alertness, Improved Initiative, Weapon Focus (shortbow), Weapon Focus (morningstar), Weapon Specialization (morningstar).

Possessions: Masterwork small morningstar, small composite shortbow (Str +2), small chainmail, pouch with 35 gp.

Goblin, Guard Ftr6: CR 6; SZ S; HD 6d10+6; hp 44; Init +5 (Dex); Spd 20 ft. (armor), base 30 ft. base; AC 22 (+8 full plate, +1 Dex, +1 size, +2 shield), touch 12, flat footed 21; BAB/Grapple +6/+6; Atk +13 (1d4+7, +1 small shortsword, crit 19-20); Full Atk +13/+8 (1d4+7, +1 small shortsword, crit 19-20); SQ darkvision (60 ft.); AL CE; SV Fort +6, Ref +5, Will +4; Str 18 (with *claw of Orcus*), Dex 13, Con 13, Int 9, Wis 10, Cha 10.

Skills: Hide +0, Listen +4, Move Silently -1, Ride +5, Spot +4. *Feats:* Alertness, Improved Initiative, Iron Will, Lightning Reflexes, Power Attack, Weapon Focus (short sword), Weapon Specialization (short sword).

Possessions: +1 small short sword, small full plate, +1 small light steel shield, *claw of Orcus* (see side box).

Location(s): Level 12

Goblin, Leader Rog5: CR 5; SZ S; HD 5d6+5; hp 26; Init +2 (Dex); Spd 30 ft.; AC 17 (+1 size, +2 Dex, +3 studded leather, +1 shield), touch 13, flat-footed 15; BAB/Grp +3/-1; Atk +4 melee (1d4, small handaxe, crit x3), or +4 melee (1d3, small dagger, crit 19-20), or +5 ranged (1d4, small shortbow, crit x3, range 60 ft.); SA sneak attack (+3d6); SQ darkvision (60 ft.), evasion, trap finding, trap sense (+1), uncanny dodge; AL NE; SV Fort +3, Ref +7, Will +2; Str 10, Dex 14, Con 12, Int 13, Wis 11, Cha 10.

Skills: Appraise +4, Balance +5, Bluff +5, Climb +4, Decipher Script +2, Disable Device +4, Disguise +2, Escape Artist +5, Hide +12, Listen +8, Move Silently +12, Riding +6, Search +3, Spot +8, Tumble +5, Use Rope +3. *Feats:* Dodge, Mobility.

Languages: Common, Gnoll, and Goblin.

Possessions: Masterworks small studded leather armor, small buckler, small shortbow, arrows (x40), small handaxe, small dagger, mining tools, thieves' tools, 2d4 sp, 2d4 cp.

Location(s): Level 2, Level 3, Level 6, Level 6A, Level 7A, Level 8, Level 9, Level 9A, Level 10A, Level 10B

Goblin, Leader (wilderness) Rog5: CR 5; SZ S; HD 5d6+5; hp 26; Init +2 (Dex); Spd 30 ft.; AC 17 (+1 size, +2 Dex, +3 armor, +1 shield), touch 13, flat-footed 15; BAB/Grp +3/-1; Atk +6 melee (1d4, small rapier, crit 18-20), +6 melee (1d3, small dagger, crit 19-20), or +7 ranged (1d4+1, small shortbow with +1 arrows, crit x3, range 60 ft.); SA sneak attack (+3d6); SQ darkvision (60 ft.), evasion, trap finding, trap sense (+1), uncanny dodge; AL NE; SV Fort +2, Ref +6, Will +2; Str 10, Dex 14, Con 12, Int 13, Wis 11, Cha 10.

Skills: Appraise +4, Balance +5, Bluff +5, Climb +4, Decipher Script +2, Disable Device +4, Disguise +2, Escape Artist +5, Hide +12, Listen +8, Move Silently +12, Riding +6, Search +3, Spot +8, Tumble +5, Use Rope +3. *Feats:* Dodge, Mobility.

Languages: Common, Gnoll, and Goblin.

Possessions: Masterworks small studded leather armor, small buckler, small shortbow, arrows (x40), +1 arrows (x10), small handaxe, small dagger, mining tools, thieves' tools, 2d4 sp, 2d4 cp.

Location(s): Wilderness

Goblin, Miners Rog2: CR 2; SZ S; HD 2d6; hp 9; Init +1 (Dex); Spd 30 ft.; AC 14 (+1 size, +1 Dex, +2 armor), touch 12, flat-footed 13; BAB/Grp +1/-4; Atk +2 melee (1d6-1, masterwork small morningstar); SA sneak attack (+1d6); SQ darkvision (60 ft.), evasion, trapfinding; AL NE; SV Fort +0, Ref +4, Will +0; Str 8, Dex 13, Con 11, Int 10, Wis 11, Cha 8.

Skills: Appraise +1, Balance +4, Bluff +0, Climb +2, Disable Device +2, Disguise +0, Escape Artist +3, Hide +13, Jump +1, Listen +2, Move Silently +13, Open Lock +3, Ride +5, Search +2, Sleight of Hand +3, Spot +2, Tumble +5, Use Rope +3. *Feats:* Dodge.

Possessions: Masterwork small morningstar, small leather armor, mining equipment, 2 flasks of oil, 3d6 sp.

Location(s): Level 10A

Goblin, Patrol Leader, Male Ftr4: CR 4; SZ S; HD 4d10; hp 25; Init +5 (Dex, Improved Initiative); Spd 20 ft. (armor), base 30 ft.; AC 17 (+1 size, +1 Dex, +5 armor), touch 12, flat-footed 15; BAB/Grapple +4/+1; Atk +8 melee (1d6+3, masterwork small battleaxe, crit x3); SQ darkvision (60 ft.); AL CE; SV Fort +4, Ref +2, Will +1; Str 12, Dex 13, Con 11, Int 10, Wis 11, Cha 8.

Skills: Hide +1, Listen +5, Move Silently +1, Spot +5. *Feats:* Alertness, Dodge, Improved Initiative, Weapon Focus (battleaxe), Weapon Specialization (battleaxe).

Possessions: Masterwork small chainmail, masterwork small battleaxe.

Location(s): Level 12A

Goblin, Priest, Male Clr10 (Orcus): CR 10; SZ S; HD 10d8+10; hp 60; Init +5 (Dex, Improved Initiative); Spd 20 ft. (armor), base 30 ft.; AC 21 (+7 armor, +2 shield, +1 Dex, +1 size), touch 12, flat-footed 20; BAB/Grapple +7/+3; Atk +11 melee (1d4+2, +2 small light mace); Full Atk +11/+6 melee (1d4+2, +2 small light mace); SA rebuke undead (5/day, +2 synergy), smite, spells; SQ aura, darkvision (60 ft.), increased evil spells, spontaneous casting; AL CE; SV Fort +8, Ref +4, Will +11; Str 10, Dex 13, Con 12, Int 11, Wis 18, Cha 14.

Skills: Concentration +11, Knowledge (religion) +6, Listen +6, Spellcraft +10, Spot +6. *Feats:* Alertness, Combat Casting, Improved Initiative, Weapon Focus (light mace).

Unholy Spells Prepared (6/5/5/4/4/2; save DC 14 + spell level): 0—cure minor wounds (x2), detect magic, guidance, read magic, resistance; 1st—bane, cure light wounds, divine favor, doom, sanctuary; 2nd—bull's strength, cure moderate wounds, darkness, hold person, spiritual weapon; 3rd—animate dead, cure serious wounds, desecrate, dispel magic; 4th—cure critical wounds, divine power, poison, summon monster IV; 5th—mass inflict light wounds, slay living.

Domain Spells (Destruction, Evil): 1st—inflict light wounds; 2nd—desecrate; 3rd—magic circle against good; 4th—unholy blight; 5th—dispel good.

Domain Abilities: Destruction—Once per day a priest of Orcus may make a single melee attack with a +4 attack bonus and a +10 damage bonus; Evil—Cast evil spells at +1 caster level.

Possessions: +2 small light mace, +2 small chainmail, +1 light steel shield, wand of searing light (CL8, 30 charges).

Location(s): Level 12

Goblin, Scout Rog3: CR 3; SZ S; HD 3d6; hp 14; Init +1 (Dex); Spd 30 ft.; AC 16 (+1 size, +1 dex, +3 armor, +1 shield), touch 12, flat-footed 15; BAB/Grap +2/-3; Atk +2 melee (1d4-1, small handaxe, crit x3), +2 melee (1d3-1, small dagger, crit 19-20), or +4 ranged (1d4-1,

small javelin, range 30 ft.), or +4 ranged (1d4, small shortbow, crit x3, range 60 ft.); SA sneak attack (+2d6); SQ darkvision (60 ft.), evasion, trap finding, trap sense (+1); AL NE; SV Fort +1, Ref +4, Will +1; Str 8, Dex 13, Con 11, Int 10, Wis 11, Cha 8.

Skills: Appraise +2, Balance +3, Climb -1, Disable Device +3, Hide +9, Listen +6, Move Silently +9, Open Lock +3, Riding +5, Search +2, Sleight of Hand +1, Spot +5, Tumble +5, Use Rope +3. *Feats:* Dodge, Mobility.

Possessions: Small studded leather armor, small buckler, small shortbow, arrows (x40) or small javelins (x3), or small handaxe, dagger, mining tools, thieves' tools, 1d4 sp, 1d4 cp.

Location(s): Level 2, Level 3, Level 6, Level 6A, Level 7A, Level 8, Level 9, Level 9A, Level 10B, Level 10C, Level 11A

Goblin, Scout (wilderness) Rog3: CR 3; SZ S; HD 3d6; hp 14; Init +1 (Dex); Spd 30 ft.; AC 16 (+1 size, +1 dex, +3 armor, +1 shield), touch 12, flat-footed 15; BAB/Grap +2/-3; Atk +4 melee (1d4-1, small rapier, crit 18-20), +4 melee (1d3-1, small dagger, crit 19-20), or +4 ranged (1d4-1, small shortbow, crit x3, range 60 ft.); SA sneak attack (+2d6); SQ darkvision (60 ft.), evasion, trap finding, trap sense (+1); AL NE; SV Fort +1, Ref +4, Will +1; Str 8, Dex 13, Con 11, Int 10, Wis 11, Cha 8.

Skills: Appraise +2, Balance +3, Climb -1, Disable Device +3, Hide +9, Listen +6, Move Silently +9, Open Lock +3, Riding +5, Search +2, Sleight of Hand +1, Spot +5, Tumble +5, Use Rope +3. *Feats:* Dodge, Weapon Finesse.

Possessions: Small studded leather armor, small buckler, small shortbow, arrows (x40), small rapier, small dagger, thieves' tools, 1d4 sp, 1d4 cp.

Location(s): Wilderness

Goblins, War2: CR 1; SZ S; HD 2d8; hp 11; Init +1 (Dex); Spd 30 ft.; AC 15/16 (+1 size, +1 Dex, +3 armor, +1 shield), touch 12, flat-footed 14/15; BAB/Grap +2/-3; Atk +2 melee (1d6-1, small morningstar), +4 ranged (1d4-1, small javelin, range 30 ft.) or +4 ranged (1d8, small light crossbow, crit 19-20, range 80 ft.); SQ darkvision (60 ft.); AL NE; SV Fort +3, Ref +1, Will +0; Str 8, Dex 13, Con 11, Int 10, Wis 11, Cha 8.

Skills: Climb +1, Hide +6, Listen +3, Move Silently +8, Spot +3. *Feat:* Alertness.

Possessions: Small studded leather, small morningstar, (small light wooden shield and 2 small javelins, or small light crossbow), 20 bolts, 3d4 sp, 4d4 cp.

Location(s): Level 12A, Level 13A

Golem, Blood (advanced): CR 7; SZ H Aberration; HD 12d8+27; hp 93; Init +0; Spd 30 ft.; AC 17 (-2 size, +9 natural), touch 8, flat-footed 17; BAB/Grap +9/+29; Atk +17 melee (2d6+7 and blood consumption, slam); Full Atk +17 melee (2d6+7 and blood consumption [x2],

slam); Space/Reach 15 ft./10 ft.; SA blood consumption, cell division; SQ DR (10/magic and bludgeoning), fast healing (3), fire resistance (10), immunities (mind-influencing spells and effects), tremorsense (60 ft.), vulnerabilities (slowed by cold-based attacks for 1 round per 6 points damage dealt; purify food and drink cast on golem slays it if Fort save failed); AL N; SV Fort +8, Ref +4, Will +8; Str 25, Dex 10, Con 14, Int 2, Wis 11, Cha 1.

Skills: Listen +11, Spot +8. **Feats:** Alertness, Diehard, Endurance, Great Fortitude, Weapon Focus (claws).

Blood Consumption (Su): When a blood golem hits a living creature with its slam attack, it gains hit points equal to the damage inflicted. These hit points are added even above its normal maximum, up to the maximum allowed for its hit dice (123 hit points). If a blood golem hits with both slams in one round on one creature, it must make a Fortitude save (DC 23) or suffer catastrophic blood expulsion; this save is Strength-based. This expulsion drains the victim of a percentage of its current hit points equal to 10% times 1d4 plus the amount by which the save was failed. The blood golem is healed by the same amount, subject to the limitation above. If this puts it at maximum, it undergoes cell division.

Cell Division (Ex): When a blood golem absorbs enough hit points to raise it to the maximum allowed for its hit dice (120 hit points), it splits into two equal blood golems, each with one-half the total hit points as the original. It can only use this ability if it is draining blood from the same opponent each round.

Vulnerabilities (Ex): A blood golem is *slowed* (as the spell) for 1d4 rounds by any cold-based attacks or effects. A *purify food and water* spell instantly slays a blood golem if it fails a Fortitude save.

Location(s): Level 10C

For further details on blood golems, see the **Tome of Horrors** by Necromancer Games.

Groaning Spirit: CR 7; SZ M Undead (Incorporeal); HD 7d12; hp 45; Init +7 (Dex, Improved Initiative); Spd 30 ft., fly 60 ft. (good); AC 17 (+3 Dex, +4 deflection), touch 17, flat-footed 14; BAB +3/—; Atk +6 melee touch (1d8 plus Str drain, incorporeal touch); SA chill touch, fear aura, keening; SQ darkvision (60 ft.), immunity (cold, electricity), incorporeal

traits, sense living, SR (20), turn resistance (+4), undead traits, unnatural aura, vulnerability; AL CE; SV Fort +2, Ref +5, Will +8; Str —, Dex 17, Con —, Int 16, Wis 18, Cha 18.

Skills: Bluff +14, Hide +13, Intimidate +14, Listen +15, Search +13, Sense Motive +13, Spot +15. **Feats:** Ability Focus (keening), Alterness (b), Blind-Fight, Improved Initiative.

Chill Touch (Su): Damage caused by the groaning spirit's touch attack is considered negative energy and afflicts the target with a chilling cold. Any creature touched must make a successful DC 17 Fortitude save or suffer 1 point of Strength drain. Groaning spirits are the bane of other undead, and any undead (except other groaning spirits) they touch must make a successful DC 17 Will save or flee in fear for 2d6 rounds.

Fear Aura (Su): Anyone viewing a groaning spirit must make a successful DC 17 Will save or flee in terror for 1d6+4 rounds. Whether or not the save is successful, a creature is immune to the fear aura of that groaning spirit for one day.

Keening (Su): Once per day, at night only, a groaning spirit can release a death wail audible to a range of 1 mile. All creatures within 30 feet that hear this must make a successful DC 19 Will save or be affected as per the *wail of the banshee* spell. Those that make their save still take 3d6+7 points of damage.

Sense Living (Su): A groaning spirit can sense all living creatures up to 5 miles away.

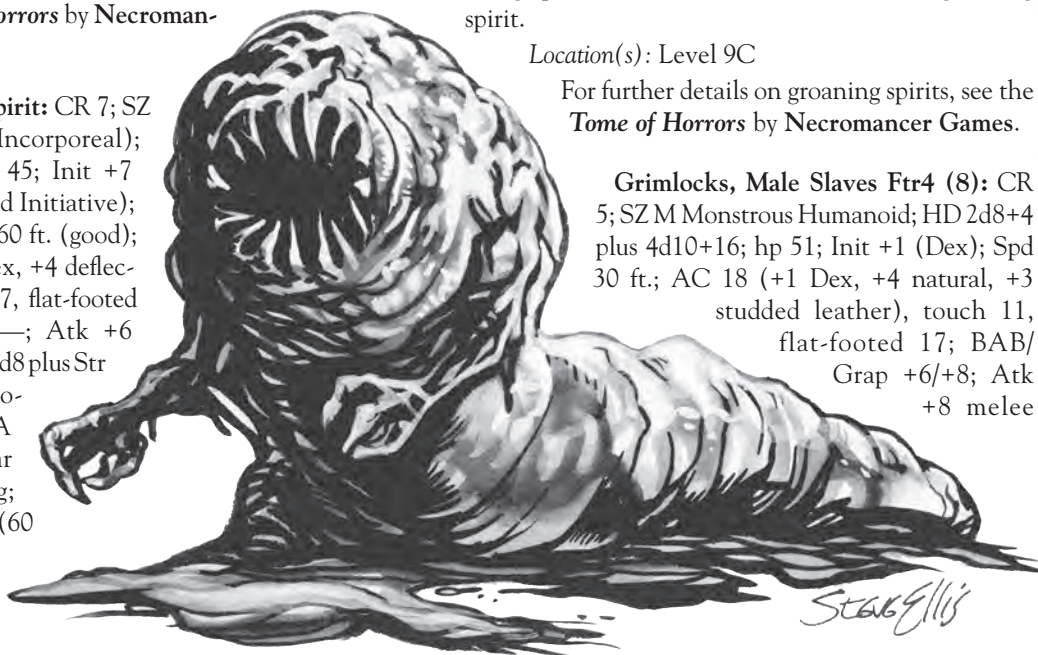
Unnatural Aura (Su): Both wild and domesticated animals can sense the unnatural presence of a groaning spirit at a distance of 30 feet. They will not willingly approach nearer than that and panic if forced to do so; they remain panicked as long as they are within that range.

Vulnerability (Ex): A *dispel evil* deals 1d6 points of damage per caster level (maximum 10d6) to a groaning spirit.

Location(s): Level 9C

For further details on groaning spirits, see the **Tome of Horrors** by Necromancer Games.

Grimlocks, Male Slaves Ftr4 (8): CR 5; SZ M Monstrous Humanoid; HD 2d8+4 plus 4d10+16; hp 51; Init +1 (Dex); Spd 30 ft.; AC 18 (+1 Dex, +4 natural, +3 studded leather), touch 11, flat-footed 17; BAB/Grp +6/+8; Atk +8 melee



(1d8+3, battleaxe, crit x3); Full Atk +8/+3 melee (1d8+3, battleaxe, crit x3); SQ blindsight (40 ft.), immunities, scent; AL NE; SV Fort +6, Ref +5, Will +3; Str 15, Dex 13, Con 14, Int 10, Wis 8, Cha 6.

Skills: Climb +8, Hide +4, Listen +5, Spot +4. *Feats:* Alertness, Power Attack, Weapon Focus (battleaxe), Weapon Specialization (battleaxe), Track (b).

Possessions: battleaxe, studded leather armor.

Location(s): Level 7

Hobgoblin, Captain, Male Ftr5: CR 5; SZ M; HD 5d10+10; hp 37; Init +7 (Dex, Improved Initiative); Spd 20 ft. (armor), base 30 ft.; AC 21 (+3 Dex, +5 armor, +3 shield), touch 13, flat-footed 18; BAB/Grapple +5/+8; Atk +10 melee (1d8+6, +1 longsword, crit 19-20) or +8 ranged (1d6+3, javelin, range 30 ft.); SQ darkvision (60 ft.); AL CE; SV Fort +5, Ref +3, Will +2; Str 17, Dex 17, Con 13, Int 12, Wis 13, Cha 10.

Skills: Climb +2, Hide -2, Jump +2, Listen +6, Move Silently +4, Spot +4. *Feats:* Alertness, Improved Initiative, Power Attack, Weapon Focus (longsword), Weapon Specialization (longsword).

Languages: Goblin, Undercommon.

Possessions: +1 longsword, +1 heavy steel shield, chainmail, 4 javelins, pouch with 50 gp.

Location(s): Level 12A

Hobgoblin, Elite Foot Soldiers, Male Ftr3: CR 3; SZ M; HD 3d10+6; hp 24; Init +6 (Dex, Improved Initiative); Spd 30 ft.; AC 17 (+2 Dex, +4 armor, +1 shield), touch 12, flat-footed 15; BAB/Grapple +3/+5; Atk +6 melee (1d8+2, longsword, crit 19-20) or +4 ranged (1d6+2, javelin, range 30 ft.); SQ darkvision (60 ft.); AL CE; SV Fort +5, Ref +3, Will +1; Str 15, Dex 14, Con 14, Int 10, Wis 10, Cha 10.

Skills: Hide +2, Listen +3, Move Silently +6, Spot +3. *Feats:* Alertness, Improved Initiative, Power Attack, Weapon Focus (longsword).

Possessions: Longsword, 4 javelins, chain shirt, light wooden shield, pouch with 15 gp.

Location(s): Level 12A

Hobgoblin, Elite Guards, Male Ftr6: CR 6; SZ M; HD 6d10+6; hp 45; Init +6 (Dex, Improved Initiative); Spd 20 ft. (armor), base 30 ft.; AC 20 (+1 Dex, +7 armor, +2 shield), touch 11, flat-footed 18; BAB/Grapple +6/+9; Atk +11 melee (1d8+6, +1 longsword, crit 19-20) or +8 (1d6+3, javelin); Full Atk +11/+6 melee (1d8+6, +1 longsword, crit 19-20) or +8/+3 (1d6+3, javelin); SQ darkvision (60 ft.); AL CE; SV Fort +6, Ref +4, Will +2; Str 17; Dex 15, Con 12, Int 10, Wis 10, Cha 10.

Skills: Listen +5, Climb +0, Spot +5. *Feats:* Alertness, Cleave, Dodge, Improved Initiative, Power Attack, Weapon Focus (longsword), Weapon Specialization (longsword).

Possessions: +1 longsword, +1 banded mail, heavy steel shield, 2 javelins, pouch with 50 pp.

Location(s): Level 12A

Hobgoblin, Foot Soldiers, Male War2: CR 1; SZ M; HD 2d8+2; hp 11; Init +1 (Dex); Spd 30 ft.; AC 15 (+1 Dex, +3 armor, +1 shield), touch 11, flat-footed 14; BAB/Grapple +2/+3; Atk +3 melee (1d8+1, longsword, crit 19-20) or +3 ranged (1d6+1, javelin, range 30 ft.); SQ darkvision (60 ft.); AL CE; SV Fort +4, Ref +1, Will +0; Str 13, Dex 13, Con 13, Int 10, Wis 10, Cha 10.

Skills: Hide +2, Listen +3, Move Silently +6, Spot +3. *Feats:* Alertness.

Possessions: Longsword, studded leather, 4 javelins, light wooden shield, pouch with 10 gp.

Location(s): Level 12A

Hobgoblin, Lieutenant, Male Ftr4: CR 4; SZ M; HD 4d10+4; hp 31; Init +7 (Dex, Improved Initiative); Spd 30 ft.; AC 19 (+3 Dex, +4 armor, +2 shield), touch 13, flat-footed 16; BAB/Grapple +4/+7; Atk +9 melee (1d8+5, masterwork longsword, crit 19-20) or +7 ranged (1d6+3, javelin, range 30 ft.); SQ darkvision (60 ft.); AL CE; SV Fort +5, Ref +2, Will +2; Str 16, Dex 16, Con 13, Int 10, Wis 12, Cha 10.

Skills: Hide +2, Listen +4, Move Silently +8, Spot +4. *Feats:* Alertness, Improved Initiative, Power Attack, Weapon Focus (longsword), Weapon Specialization (longsword).

Possessions: Masterwork longsword, 4 javelins, chain shirt, heavy steel shield, pouch with 20 gp.

Location(s): Level 12A

Hobgoblin, Lieutenant, Male Ftr8: CR 8; SZ M; HD 8d10+16; hp 65; Init +6 (Dex, Improved Initiative); Spd 20 ft. (armor), base 30 ft.; AC 20 (+2 Dex, +5 armor, +3 shield), touch 12, flat-footed 18; BAB/Grapple +8/+11; Atk +13 melee (1d8+6, +1 longsword, crit 17-20), or +10 ranged (1d10, masterwork heavy crossbow, crit 19-20, range 120 ft.); Full Atk +13/+8 melee (1d8+6, +1 longsword, crit 17-20), or +10 ranged (1d10, masterwork heavy crossbow, crit 19-20, range 120 ft.); SQ darkvision (60 ft.); AL CE; SV Fort +8, Ref +3, Will +4; Str 16, Dex 15, Con 14, Int 10, Wis 10, Cha 8.

Skills: Hide +2, Listen +8, Move Silently +5, Spot +8. *Feats:* Alertness, Cleave, Improved Critical (longsword), Improved Initiative, Iron Will, Power Attack, Weapon Focus (longsword), Weapon Specialization (longsword).

Possessions: +1 longsword, masterwork heavy crossbow, 10 bolts, breastplate, +1 heavy steel shield, *potion of cure moderate wounds* (CL 5, 2 doses), *potion of bull's strength* (CL 5), pouch with 100 pp.

Location(s): Level 13A

Hobgoblin, Offering Guard, Male Ftr3/Clr3 (Orcus): CR 6; SZ M; HD 3d10+3 plus 3d8+3; hp 40; Init +1 (Dex); Spd 20 ft. (4 squares) (in armor, 30 ft. base); AC 18 (+1 Dex, +5 armor, +2 shield), touch 11, flat-footed 17; BAB/Grapple +5/+8; Atk +10 melee (1d8+4, +1 battleaxe, crit x3); SA rebuke undead (3/day), smite,

spells; SQ aura, darkvision (60 ft.), increased evil spells, spontaneous casting; AL CE; SV Fort +7, Ref +3, Will +6; Str 16, Dex 13, Con 12, Int 10, Wis 14, Cha 10.

Skills: Concentration +7, Intimidate +3, Jump +2, Knowledge (religion) +6, Listen +4, Spellcraft +6, Spot +4. **Feats:** Alertness, Combat Casting, Cleave, Power Attack, Weapon Focus (Battleaxe). Jump skill reduced by a -4 armor check penalty.

Unholy Spells Prepared (4/3/2; save DC 12 + spell level): 0—detect magic, guidance, cure minor wounds, resistance; 1st—bane, cause fear, shield of faith; 2nd—bull's strength, cure moderate wounds.

Domain Spells (Destruction, Evil): 1st—protection from good; 2nd—desecrate.

Domain Abilities: Destruction—Once per day, a cleric of Orcus may make a single melee attack with a +4 attack bonus and a +3 damage bonus; Evil—Cast evil spells at a +1 caster level.

Possessions: +1 battleaxe, breastplate, heavy steel shield, holy symbol (Orcus).

Location(s): Level 12A

Human, Acolytes of Orcus, Male Clr2 (Orcus): CR 2; SZ M; HD 2d8+4; hp 18; Init +1 (Dex); Spd 20 ft. (armor), 30 ft. base; AC 17 (+1 Dex, +5 armor, +1 shield), touch 11, flat-footed 16; BAB/Grp +1/+3; Atk +3 melee (1d8+2, heavy mace) or +3 touch (death touch); SA death touch, rebuke undead (4/day), spells; SQ aura, increased evil spells, spontaneous casting; SV Fort +5, Ref +1, Will +6; AL CE; Str 14, Dex 12, Con 14, Int 12, Wis 16, Cha 12.

Skills: Concentration +7, Knowledge (religion) +5, Listen +4, Search +2, Spellcraft +6, Spot +4. **Feats:** Improved Sunder, Power Attack.

Unholy Spells (4/3; save DC 13 + spell level): 0—cure minor wounds (x3), resistance; 1st—bane, doom, protection from good.

Domain Spells (Death/Evil): 1st—cause fear.

Domain Abilities: Death—Death Touch; 1/day, roll 2d6, if that total is equals or is greater than the opponent's hit points, the opponent dies (no save); Evil—evil spells cast at +1 caster level.

Languages: Abyssal and Common.

Possessions: Heavy mace, chainmail, light steel shield, vials of unholy water (x3), unholy symbol of Orcus, black robe emblazoned with the symbol of Orcus, a small sack with 4d10 gp.

Location(s): Level 4, Level 9, Level 10B, Level 11A, Level 14

Human, Brigand Rog3: CR 3; SZ M; HD 3d6; hp 15; Init +1 (Dex); Spd 30 ft.; AC 15 (+1 Dex, +3 armor, +1 shield), touch 11, flat-footed 14; BAB/Grp +2/+2; Atk +3 melee (1d6, rapier, crit 18-20) or +3 melee (1d4, dagger, crit 19-20) or +3 ranged (1d6, shortbow, crit x3, range 60 ft.); SA sneak attack (+2d6); SQ evasion, trapfinding,

trap sense (+1); AL NE; SV Fort +1, Ref +4, Will +1; Str 10, Dex 13, Con 11, Int 10, Wis 11, Cha 8.

Skills: Appraise +2, Balance +3, Bluff +0, Climb +0, Disable Device +3, Escape Artist +3, Hide +5, Jump -1, Listen +6, Move Silently +5, Open Lock +3, Search +2, Sleight of Hand +1, Spot +6, Tumble +5, Use Rope +3. **Feats:** Dodge, Mobility, Weapon Finesse.

Possessions: Studded leather armor, light wooden shield, shortbow with 40 arrows, rapier, dagger, 1d4 sp, 2d4 cp.

Location(s): Wilderness

Human, Brigand Leader Rog5: CR 5; SZ M; HD 5d6+5; hp 26; Init +2 (Dex); Spd 30 ft.; AC 16 (+2 Dex, +3 armor, +1 shield), touch 12, flat-footed 14; BAB/Grp +3/+3; Atk +5 melee (1d6, rapier, crit 18-20), +5 melee (1d4, dagger, crit 19-20), or +6 ranged (1d6+1, shortbow with +1 arrows, crit x3, range 60 ft.); SA sneak attack (+3d6); SQ evasion, trapfinding, trap sense (+1), uncanny dodge; AL NE; SV Fort +2, Ref +6, Will +1; Str 10, Dex 14, Con 12, Int 11, Wis 11, Cha 10.

Skills: Appraise +5, Balance +2, Bluff +1, Climb +3, Decipher Script +2, Diplomacy +1, Disable Device +4, Escape Artist +5, Hide +9, Intimidate +2, Jump +1, Listen +8, Move Silently +9, Open Lock +5, Search +5, Sleight of Hand +5, Spot +8, Tumble +5, Use Rope +4. **Feats:** Dodge, Mobility, Weapon Finesse.

Possessions: Masterwork studded leather armor, light wooden shield, shortbow with 40 arrows, 10 +1 arrows, rapier, dagger, 1d4 sp, 2d4 cp, *potion of healing*.

Location(s): Wilderness

Human, Brigand Warlock Wiz9: CR 9; SZ M; HD 9d4+18; hp 40; Init +2 (Dex); Spd 30 ft.; AC 12 (+2 Dex), touch 12, flat-footed 10; BAB/Grp +4/+5; Atk +5 melee (1d4+1, dagger, crit 19-20), or +6 ranged (1d8, light crossbow, crit 19-20, range 80 ft.); SA spells; SQ summon familiar; AL NE; SV Fort +7, Ref +5, Will +10; Str 13, Dex 15, Con 15, Int 16, Wis 14, Cha 13.

Skills: Concentration +12, Craft (alchemy) +6, Hide +8, Knowledge (arcana) +15, Knowledge (geography) +10, Knowledge (local) +14, Knowledge (nature) +8, Spellcraft +17. **Feats:** Combat Casting, Extend Spell, Great Fortitude, Iron Will, Scribe Scroll, Silent Spell, Still Spell.

Arcane Spells Prepared (5/6/6/5/3/2; base DC 13 + spell level): 0—dancing lights, daze, detect magic, flare, prestidigitation; 1st—charm person (silenced), color spray, endure elements, magic missile (x2), shield; 2nd—expeditious retreat (extended), invisibility, mage armor (extended), mirror image, protection from arrows, see invisibility; 3rd—displacement, fly, heroism, lightning bolt, rage; 4th—charm monster, confusion, dimension door; 5th—hold monster, waves of fatigue.

Spellbook: 0—all in PHB; 1st—alarm, charm person, color spray, endure elements, expeditious retreat, mage armor, magic missile, shield, sleep; 2nd—arcane lock,

fox's cunning, invisibility, knock, mirror image, protection from arrows, see invisibility; 3rd—deep slumber, dispel magic, displacement, fireball, fly, heroism, lightning bolt, rage, tongues; 4th—charm monster, confusion, dimension door, greater invisibility, phantasmal killer; 5th—cone of cold, hold monster, waves of fatigue.

The DM is encouraged to modify each brigand wizard's spell list, spellbook contents, and other stats to personalize him.

Languages: Common, Draconic, Elven, Goblin.

Possessions: Robes, spellbook, dagger, light crossbow, *wand of detect magic* (2d10 charges), *potion of cure serious wounds*, 2 other potions of the DM's choice, 4d10 gp, 5d10 gp, 3d10 sp.

Location(s): Wilderness

Human, Footman Ftr2: CR 2; SZ M; HD 2d10+2; hp 14; Init +5 (Dex, Improved Initiative); Spd 30 ft.; AC 15 (+1 Dex, +3 armor, +1 shield), touch 11, flat-footed 14; BAB/Grp +2/+3; Atk +4 melee (1d8+1, longspear, crit x3), +3 melee (1d6+1, short sword, crit 19-20), or +3 ranged (1d8, light crossbow, crit 19-20, range 80 ft.); AL NG; SV Fort +4, Ref +1, Will +0; Str 12, Dex 12, Con 12, Int 10, Wis 10, Cha 10.

Skills: Climb +3, Jump +2, Ride +2, Spot +2, Swim +2. *Feats:* Improved Initiative, Quick-Draw, Run, Weapon Focus (longspear).

Possessions: Studded leather armor, light wooden shield, surcoat bearing the insignia of their ruler, longspear, short sword, light crossbow, 20 bolts, 3 gp, 12 sp.

Location(s): Wilderness

Human, Knight Ftr4: CR 4; SZ M; HD 4d10+8; hp 34; Init +6 (Dex, Improved Initiative); Spd 20 ft. (armor), base 30 ft., 40 ft. (mounted); AC 19 (+2 Dex, +5 armor, +2 shield), touch 12, flat-footed 17; BAB/Grp +4/+7; Atk +8 melee (1d8+3, lance, crit x3) or +8 melee (1d8+3, longsword, crit 19-20); Reach 10 ft. (lance); AL NG; SV Fort +6, Ref +3, Will +2; Str 16, Dex 14, Con 14, Int 10, Wis 12, Cha 12.

Skills: Handle Animal +8, Ride +8, Spot +4, Swim -10. *Feats:* Improved Initiative, Mounted Combat, Ride-By Attack, Spirited Charge, Weapon Focus (lance), Weapon Focus (longsword).

Possessions: Chainmail, heavy wood shield, full helm, surcoat bearing the insignia of their ruler, lance, longsword, 10 gp, 46 sp.

Location(s): Wilderness

Human, Pirate Captain, Male Ftr4/Rog5: CR 9; SZ M; HD 5d6+5 plus 4d10+4; hp 55; Init +7 (Dex, Improved Initiative); Spd 30 ft.; AC 16 (+3 Dex, +3 armor), touch 13, flat-footed 13; BAB/Grp +7/+9; Atk +12 melee (1d6+3, +1 rapier, crit 18-20) or +11 melee (1d4+3, +1 dagger, crit 19-20) or +11 ranged (1d8, light crossbow with masterwork bolts, crit 19-20, range 80 ft.); Full Atk +10/+5 melee (1d6+3, +1 rapier, crit 18-20) and +9 melee (1d4+3, +1

dagger, crit 19-20), or +11 ranged (1d8, light crossbow with masterwork bolts, crit 19-20, range 80 ft.); SA sneak attack (+3d6); SQ evasion, trapfinding, trap sense (+1), uncanny dodge; AL LE; SV Fort +6, Ref +8, Will +3; Str 14, Dex 17, Con 12, Int 13, Wis 12, Cha 13.

Skills: Appraise +10, Balance +8, Bluff +12, Climb +12 (+14 climbing ropes/riggings), Diplomacy +9, Escape Artist +5, Hide +5, Intimidate +12, Jump +12, Knowledge (local seas) +8, Move Silently +5, Profession (sailor) +7, Search +5, Spot +5, Swim +9, Tumble +12, Use Rope +8. *Feats:* Acrobatic, Dodge, Improved Initiative, Leadership, Quick-Draw, Two-Weapon Fighting, Weapon Finesse, Weapon Focus (rapier).

Languages: Common, Aquan.

Possessions: Masterwork studded leather armor, +1 rapier, +1 dagger, light crossbow with 20 masterwork bolts, *potion of cure moderate wounds* x2, *potion of cat's grace*, 4d6 gp, 2d6 sp.

Location(s): Wilderness

Human, Pirate Mate, Male Ftr2/Rog3: CR 5; SZ M; HD 3d6+3 plus 2d10+2; hp 30; Init +2 (Dex); Spd 30 ft.; AC 14 (+2 Dex, +2 armor), touch 12, flat-footed 12; BAB/Grp +4/+5; Atk +7 melee (1d6+1, cutlass, 19-20) or +6 melee (1d4+1, dagger, crit 19-20) or +7 ranged (1d8, light crossbow with masterwork bolts, crit 19-20, range 80 ft.); SA sneak attack (+2d6); SQ evasion, trapfinding, trap sense (+1); AL NE; SV Fort +5, Ref +5, Will +1; Str 13, Dex 14, Con 12, Int 10, Wis 11, Cha 8.

Skills: Appraise +4, Balance +8, Bluff +5, Climb +7, Diplomacy +2, Escape Artist +3, Hide +3, Intimidate +8, Jump +10, Move Silently +3, Profession (sailor) +5, Search +2, Spot +4, Swim +6, Tumble +11, Use Rope +7. *Feats:* Acrobatic, Dodge, Quick-Draw, Weapon Finesse, Weapon Focus (cutlass).

Possessions: Leather armor, cutlass (treat as short sword), light crossbow with 20 masterwork bolts, dagger, 2d4 gp, 3d4 sp, 2d4 cp.

Location(s): Wilderness

Human, Pirate Priest, Male Clr6 (Sea God): CR 6; SZ M; HD 6d8+12; hp 42; Init +1 (Dex); Spd 30 ft.; AC 14 (+1 Dex, +3 armor), touch 11, flat-footed 13; BAB/Grp +4/+5; Atk +6 melee (1d8+2, +1 returning harpoon, crit x3), +6 ranged (1d8+2, +1 returning harpoon, crit x3, range 20 ft.), or +6 melee (1d4+1, masterwork punching dagger, crit x3); SA rebuke undead (4/day), rebuke water creatures, turn fire creatures, spells; SQ aura, feat of luck (allows reroll 1/day, luck domain), spontaneous casting; AL CN; SV Fort +7, Ref +3, Will +7; Str 12, Dex 13, Con 14, Int 10, Wis 15, Cha 12.

Skills: Concentration +9, Diplomacy +4, Heal +7, Knowledge (arcana) +1, Knowledge (religion) +5, Profession (sailor) +7, Spellcraft +1. *Feats:* Combat Casting, Dodge, Endurance, Silent Spell.

Divine Spells Prepared (5/4/4/2; save DC 12 + spell level): 0—create water x2, detect magic, detect poison, guid-

ance; 1st—bless, cure light wounds, divine favor, endure elements; 2nd—calm emotions, cure moderate wounds, hold person, make whole; 3rd—daylight, prayer.

Domain spells (Luck, Water): 1st—entropic shield; 2nd—fog cloud; 3rd—water breathing.

Domain Abilities: Luck—1/day reroll one result before DM declares whether the roll is successful; Water—rebuke water creatures, turn fire creatures.

Possessions: Masterwork studded leather armor, +1 returning harpoon (treat as spear), masterwork punching dagger, silver holy symbol of Sea God, 4 vials holy water, 3d6 gp, 3d6 sp.

Location(s): Wilderness

Human, Pirate Ruffian, Male Rog3: CR 3; SZ M; HD 3d6; hp 14; Init +2 (Dex); Spd 30 ft.; AC 14 (+2 Dex, +2 armor), touch 12, flat-footed 12; BAB/Grp +2/+2; Atk +4 melee (1d6, cutlass, crit 19-20) or +4 melee (1d4, dagger, crit 19-20) or +4 ranged (1d8, light crossbow, crit 19-20, range 80 ft.); SA sneak attack (+2d6); SQ evasion, trapfinding, trap sense (+1); AL CE; SV Fort +1, Ref +5, Will +1; Str 10, Dex 14, Con 10, Int 10, Wis 11, Cha 8.

Skills: Appraise +4, Balance +7, Bluff +5, Climb +5, Diplomacy +2, Escape Artist +4, Hide +4, Intimidate +4, Jump +9, Move Silently +4, Profession (sailor) +5, Spot +4, Swim +3, Tumble +12, Use Rope +7. *Feats*: Acrobatic, Dodge, Weapon Finesse.

Possessions: Leather armor, cutlass (treat as short sword), light crossbow with 20 bolts, dagger, 1d4 sp, 2d4 cp.

Location(s): Wilderness

Human, Priest of Orcus (Acolyte), Male Clr3: CR 3; SZ M; HD 3d8+6; hp 25; Init +1 (Dex); Spd 20 ft (armor), base 30 ft; AC 17 (+1 Dex, +5 chainmail, +1 shield), touch 11, flat-footed 16; BAB/Grp +2/+4; Atk +5 melee (1d8+2, heavy mace); SA death touch, spells; SQ increased evil spells, spontaneous casting, rebuke undead (3/days, +2 synergy); AL CE; SV Fort +5, Ref +2, Will +6; Str 14, Dex 12, Con 14, Int 13, Wis 16, Cha 10.

Skills: Concentration +7, Heal +7, Knowledge (history) +4, Knowledge (religion) +6, Search +3, Spellcraft +4. *Feats*: Combat Expertise, Power Attack, Weapon Focus (heavy mace).

Unholy Spells Prepared (4/3/2, save DC 13 + spell level): 0—cure minor wounds (x2), guidance, resistance; 1st—bane, command, cure light wounds; 2nd—endurance, hold person.

Alternate Unholy Spells Prepared (4/3/2, base DC 13 + spell level): 0—cure minor wounds (x3), resistance; 1st—bane, doom, hide from undead; 2nd—bull's strength, hold person.

Domain spells (Death, Evil): 1st—protection from good; 2nd—death knell.

Domain Abilities: Death—Death Touch; 1/day, roll 3d6, if that total is equals or is greater than the opponent's

hit points, the opponent dies (no save); Evil—evil spells cast at +1 caster level.

Languages: Abyssal, Common.

Possessions: Heavy mace, chainmail, light steel shield, 3 vials of unholy water, holy symbol of Orcus, 3d10 gp, lantern, 3 flasks oil, flint and steel, and an iron key to Area 10B-5.

Location(s): Level 10, Level 10C

Human, Priests of Orcus, Male Clr5: CR 5; SZ M; HD 5d8+15; hp 50; Init +2 (Dex); Spd 20 ft. (armor), 30 ft. base; AC 19 (+2 Dex, +5 armor, +2 shield), touch 12, flat-footed 17; BAB/Grp +3/+6; Atk +8 melee (1d8+4 plus 2d6 vs. good, +1 *unholy morningstar*), or +6 melee touch (death touch); SA death touch, rebuke undead (6/day, +2 synergy bonus), spells; SQ aura, increased evil spells, spontaneous casting; SV Fort +7, Ref +3, Will +7; AL CE; Str 16, Dex 14, Con 16, Int 16, Wis 16, Cha 16.

Skills: Appraise +4, Concentration +11, Diplomacy +5, Heal +7, Intimidate +7, Knowledge (arcana) +11, Knowledge (religion) +11, Search +4, Sense Motive +4, Spellcraft +11, Spot +4. *Feats*: Combat Expertise, Power Attack, Weapon Focus (*morningstar*).

Unholy Spells Prepared (5/4/3/2; save DC 13 + spell level): 0—cure minor wounds (x3), guidance, resistance; 1st—bane, bless, doom, protection from good; 2nd—bull's strength, hold person, silence; 3rd—contagion, dispel magic.

Domain Spells (Death/Evil): 1st—cause fear, 2nd—death knell, 3rd—bestow curse.

Domain Abilities: Death—Death Touch; 1/day, roll 5d6, if that total equals or is greater than the opponent's current hit points, the opponent dies (no save); Evil—evil spells cast at +1 caster level.

Languages: Abyssal, Common, Infernal, and Orc.

Possessions: Masterwork chainmail, heavy steel shield, +1 *unholy morningstar*, unholy symbol of Orcus, prayer book, fine black robe emblazoned with the symbol of Orcus.

Location(s): Level 4, Level 10C, Level 13A

Human, Priests of Orcus (Level 10C), Male Clr5: CR 5; SZ M; HD 5d8+10; hp 40; Init +1 (Dex); Spd 20 ft (armor), base 30 ft; AC 18 (+1 Dex, +5 chainmail, +2 shield), touch 11, flat-footed 17; BAB/Grp +3/+5; Atk +7 melee (1d8+3 plus 2d6 vs. good, +1 *unholy morningstar*); SA death touch, rebuke undead (3/day, +2 synergy), spells; SQ aura, increased evil spells, spontaneous casting; AL CE; SV Fort +6, Ref +2, Will +7; Str 14, Dex 12, Con 14, Int 13, Wis 16, Cha 11.

Skills: Concentration +9, Heal +9, Knowledge (history) +6, Knowledge (religion) +7, Search +3, Spellcraft +5. *Feats*: Combat Expertise, Power Attack, Weapon Focus (*morningstar*).

Unholy Spells Prepared (5/4/3/2; save DC 13 + spell level): 0—cure minor wounds (x3), guidance, resis-

tance; 1st—bane, command, cure light wounds, doom; 2nd—hold person, shield other, silence; 3rd—contagion, dispel magic.

Domain spells (Death, Evil): 1st—protection from good; 2nd—death knell; 3rd—magic circle against good.

Domain Abilities: Death—Death Touch; 1/day, roll 3d6, if that total is equals or is greater than the opponent's hit points, the opponent dies (no save); Evil—evil spells cast at +1 caster level.

Languages: Abyssal, Common.

Possessions: Masterwork chainmail, heavy steel shield, +1 *unholy morningstar*, unholy symbol of Orcus, prayer book, 1d6 pp, 5d10 gp, a platinum ring (worth 50 gp), small gold key Area 10C-6, convoluted steel key to Area 10C-9, and a fine black robe emblazoned with the symbol of Orcus.

Location(s): Level 10C

Human, Sheriff Ari2/Ftr3: CR 4; SZ M; HD 2d8+2 plus 3d10+3; hp 36; Init +2 (Dex); Spd 30 ft.; AC 16 (+2 Dex, +3 armor, +1 shield), touch 12, flat-footed 14; BAB/Grp +4/+5; Atk +6 melee (1d8+1, masterwork longsword, crit 19-20); AL LG; SV Fort +4, Ref +3, Will +5; Str 12, Dex 14, Con 12, Int 14, Wis 12, Cha 14.

Skills: Diplomacy +11, Gather Information +7, Handle Animal +7, Knowledge (local) +7, Ride +7, Search +6, Sense Motive +8, Spot +7, Swim +3. *Feats*: Alertness, Dodge, Combat Expertise, Mounted Combat, Negotiator.

Languages: Common, Dwarven, Elven.

Possessions: Masterwork studded leather, masterwork light steel shield, full helm, surcoat bearing the insignia of their ruler, masterwork long sword, *potion of cure serious wounds* (2 doses), writ of authority, five 20 gp gems, 22 gp, 12 sp.

Location(s): Wilderness

Jackalweres, Jackal Form: CR 2; SZ M Magical Beast (Shapechanger); HD 3d8+6; hp 18; Init +3 (Dex); Spd 40 ft.; AC 16 (+3 Dex, +3 natural), touch 13, flat-footed 13; BAB/Grp +2/+3; Atk +4 melee (1d6+1, bite); SA sleep gaze; SQ alternate form, DR (5/magic or cold iron), darkvision (60 ft.), low-light vision, scent; AL NE; SV Fort +5, Ref +6, Will +2; Str 13, Dex 17, Con 15, Int 12, Wis 12, Cha 12.

Skills: Jump +9, Listen +8, Spot +8, Survival +5. *Feats*: Alertness, Track (b), Weapon Focus (bite).

Location(s): Level 3

Jackalweres, Human Form: CR 2; SZ M Magical Beast (Shapechanger); HD 3d8+6; hp 18; Init +3 (Dex); Spd 30 ft.; AC 15 (+3 Dex, +2 natural), touch 13, flat-footed 12; BAB/Grp +2/+3; Atk +3 melee (1d8+1, longsword, crit 19-20); SA sleep gaze; SQ alternate form, DR (5/magic or cold iron), darkvision (60 ft.), low-light vision, scent; AL NE; SV Fort +5, Ref +6, Will +2; Str 13, Dex 17, Con 15, Int 12, Wis 12, Cha 12.

Skills: Jump +9, Listen +8, Spot +8, Survival +5. *Feats*: Alertness, Track (b), Weapon Focus (bite).

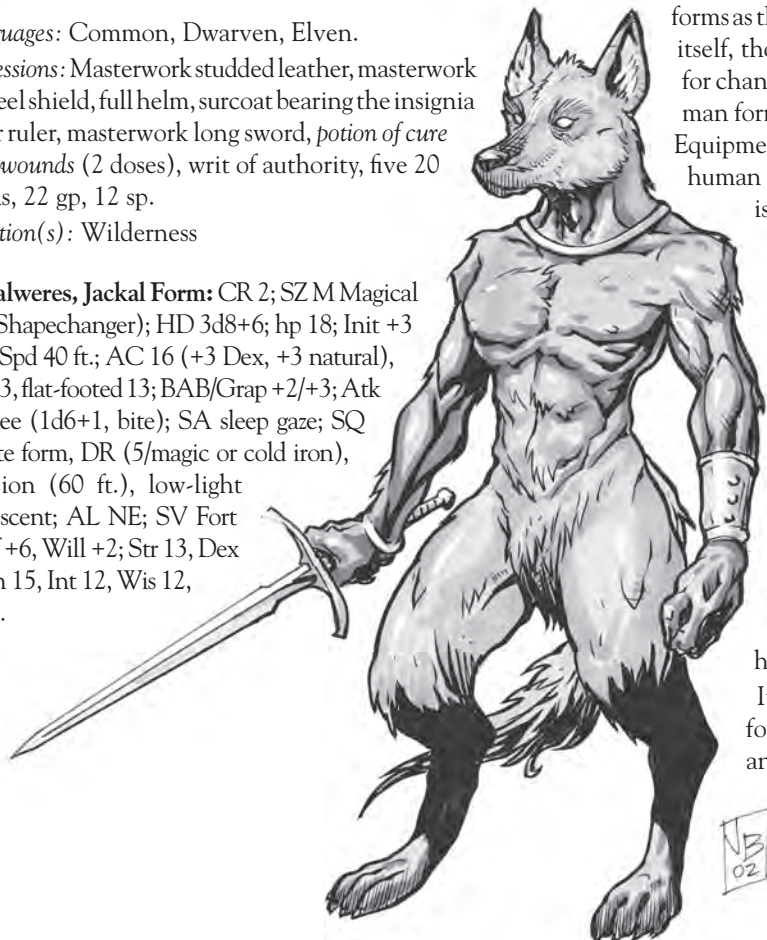
Jackalweres, Hybrid Form: CR 2; SZ M Magical Beast (Shapechanger); HD 3d8+6; hp 18; Init +3 (Dex); Spd 30 ft.; AC 15 (+3 Dex, +2 natural), touch 13, flat-footed 12; BAB/Grp +2/+3; Atk +3 melee (1d8+1, longsword, crit 19-20); Full Atk +3 melee (1d8+1, longsword, crit 19-20) and -1 melee (1d6+1, bite); SA sleep gaze; SQ alternate form, DR (5/magic or cold iron), darkvision (60 ft.), low-light vision, scent; AL NE; SV Fort +5, Ref +6, Will +2; Str 13, Dex 17, Con 15, Int 12, Wis 12, Cha 12.

Skills: Jump +9, Listen +8, Spot +8, Survival +5. *Feats*: Alertness, Track (b), Weapon Focus (bite).

Alternate Form (Su): A jackalwere's natural form is that of a jackal. 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 jackalwere 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 jackalwere shifts back into human or hybrid form, equipment (including magic items) returns to normal and function normally.

A jackalwere's first form is that of a human. A jackalwere 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.

Its second form is a bipedal hybrid form with prehensile hands and animalistic features. The jackalwere retains its natural attacks and extraordinary special attacks in this form, and can also wield weapons or wear armor.



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

Sleep Gaze (Su): Any creature within 30 feet that meets the jackalwere's gaze falls asleep for 3 minutes if it fails a DC 12 Will save. This ability functions as the *sleep* spell (caster level 3rd), but there is no HD limit to the number of creatures it can affect. The save DC is Charisma-based.

Possessions: Longsword.

Location(s): Level 3

Juju Zombies: CR 4; SZ M Undead; HD 4d12+3; hp 32; Init +6 (Dex, Improved Initiative); Spd 30 ft.; AC 19 (+3 natural, +2 Dex, +4 armor), touch 12, flat-footed 17; BAB/Grp +2/+6; Atk +6 melee (1d6+3, slam); SQ DR (5/magic and slashing), immune (cold, electricity, and *magic missiles*), resistant to fire (10), turn resistance (+2); AL CE; SV Fort +1, Ref +3, Will +4; Str 18, Dex 14, Con —, Int 4, Wis 10, Cha 10.

Skills: Climb +10, Escape Artist +8, Hide +8, Listen +8, Move Silently +8, Search +8, Spot +8. **Feats:** Dodge, Improved Initiative, Mobility, Spring Attack, Toughness.

Skills: Climb +20, Escape Artist +10, Hide +10, Intuit Direction +3, Jump +10, Listen +7, Move Silently +10, Search +6, Spot +7. **Feats:** Dodge, Spring Attack, Mobility.

Resistance to Fire (Ex): A juju zombie takes one-half damage from all fire attacks.

Possessions: Chain shirt.

Location(s): Level 3A, Level 10C

Juju Zombie, Goblin: CR 2; SZ S Undead; HD 2d12+3; hp 16; Init +6 (Dex, Improved Initiative); Spd 30 ft.; AC 14 (+2 Dex, +2 natural), touch 12, flat-footed 12; BAB/Grp +1/-1; Atk +3 melee (1d6+2, small spiked chain); Reach 10 ft. (spiked chain); SQ DR (5/magic and slashing), darkvision (60 ft.), immunity (cold, electricity, *magic missile*), fire resistance (10), undead traits; AL NE; SV Fort +0, Ref +2, Will +4; Str 15, Dex 14, Con —, Int 4, Wis 10, Cha 10.

Skills: Climbing +10, Hide +8, Listen +7, Spot +7. **Feats:** Alternance, Improved Initiative, Toughness.

Location(s): Level 10C

Meat Puppet (Human): CR 4; SZ M Undead; HD 4d12+6; hp 32; Init +2 (Dex); Spd 30 ft.; AC 12 (+2 Dex), touch 12, flat-footed 10; BAB/Grp +2/+5; Atk +5 melee (1d6+3, slam); Full Atk +5 melee (1d6+3 [x2], slams); SA improved grab, throttle (suffocation); SQ DR (5/slashing or piercing); darkvision (60 ft.), fleshknit (1), undead traits; AL NE; SV Fort +1, Ref +3, Will +6; Str 17, Dex 14, Con —, Int 3, Wis 14, Cha 3.

Feats: Toughness (x2).

Location(s): Level 1A, Level 9D.

For more information on the meat puppet template, see the **New Monsters Appendix**.

Meat Puppet (Umber Hulk): CR 10; SZ L Undead; HD 16d12+18; hp 122; Init +3 (Dex); Spd 20 ft.; AC 12 (-1 size, +3 Dex), touch 12, flat-footed 9; BAB/Grp +8/+21; Atk +16 melee (1d8+9, slam); Full Atk +16 melee (1d8+9 [x2], slam); Space/Reach 10 ft./10 ft.; SA improved grab, throttle; SQ darkvision (60 ft.), DR (5/slashing or piercing), fleshknit (4), undead traits; AL NE; SV Fort +5, Ref +8, Will +10; Str 29, Dex 17, Con —, Int 3, Wis 14, Cha 3.

Feats: Toughness (x6).

Location(s): Level 9D

Memory Moss (Hazard CR 5)

Memory moss appears as a 1-foot square patch of black moss. It grows in temperate or warm climates and is sometimes encountered in subterranean realms (though not often). Memory moss cannot abide the cold or the arid clime of the desert and is never encountered in such environments.

When a living creature moves within 60 feet of a patch of memory moss, it attacks by attempting to steal that creature's memories. It can target a single creature each round. A targeted creature must succeed on a DC 16 Will save or lose all memories from the last 24 hours. This is particularly nasty to spellcasters, who lose all spells prepared within the last 24 hours. (Only those spells actually prepared in the last 24 hours are lost; spells prepared longer than 24 hours ago are not lost.)

Once a memory moss steals a creature's memories, it sinks back down and does not attack again for one day. Any creature who loses its memories to the memory moss acts as if affected by a *confusion* spell (caster level 8th) for the next 1d4 hours. Lost memories can be regained by eating the memory moss that absorbed them. Doing so requires a DC 13 Fortitude save, with failure resulting in the creature being nauseated for 1d6 minutes and suffering 1d4 points of Constitution damage.

A creature that eats the memory moss temporarily gains the memories currently stored therein (even if they are not the creature's own memories). Such creatures can even cast spells if the memory moss has stolen these from a spellcasting creature. Any non-spellcaster that attempts to cast a spell gained in this way must succeed on a Concentration check (DC 10 + spell level) or the spell fizzles away. After 24 hours, the memories fade (including any spells not yet cast). Creatures eating the memory moss to regain their own lost memories do not lose them after 24 hours. Fire and cold kills a single patch of memory moss.

When first encountered, there is a 25% chance that the memory moss has eaten within the last day and does not attack by stealing memories. In such a case, the moss contains 2d4 spells determined randomly (use the arcane or divine spell scroll tables in the *DMG*). When a living creature moves within 60 feet of a sated memory

moss, it assumes a vaguely humanoid form and casts the stolen spells at its targets. The moss casts these spells as a sorcerer of the minimum level necessary to cast the stolen spell (save DC 10 + spell level).

Location(s): Level 1A

Minotaur (raging*): CR 4; SZ L Monstrous Humanoid; HD as PC; hp as PC; Init +0; Spd 30 ft.; AC 12 (-1 size, +5 natural, -2 raging), touch 7, flat-footed N/A; BAB/Grp +6/+16; Atk +11 melee (3d6+9, greataxe, crit x3) or +11 melee (1d8+6, gore); Full Atk +11/+6 melee (3d6+9*, greataxe, crit x3) and +6 melee (1d8+3, gore); Space/Reach 10 ft./10 ft.; SA powerful charge (+11 melee, 4d6+9); SQ darkvision 60 ft., natural cunning, scent; AL as PC; SV Fort +8, Ref +5, Will +7 (plus PC's Wis adjustment); Str 23, Dex 10, Con 19; mental stats are as PC.

Skills: As PC, adjusted for physical stat changes and rage. *Feats:* Great Fortitude, Power Attack, Track.

* Values for minotaur's perpetual raging to stats, saves, and AC are already calculated in.

Possessions: Large greataxe.

Location(s): Level 9D

Minotaurs, Phase : CR 5; SZ L Monstrous Humanoid; HD 6d8+12; hp 39; Init +0; Spd 30 ft. (6 squares); AC 14 (-1 size, +5 natural), touch 9, flat-footed —; BAB/Grp +6/+14; Atk +9 melee (3d6+6, Large greataxe, crit x3) or +9 melee (1d8+4, gore); Full Atk +9/+4 melee (3d6+6, Large greataxe, crit x3) and +4 melee (1d8+2; gore) Space/Reach 10 ft./10 ft.; SA powerful charge (4d6+6); SQ darkvision (60 ft.), ethereal jaunt, natural cunning, scent; AL CE; SV Fort +6, Ref +5, Will +5; Str 19, Dex 10, Con 15, Int 7, Wis 10, Cha 8.

Skills: Intimidate +2, Listen +7, Search +2, Spot +7. *Feats:* Great Fortitude, Power Attack, Track.

Ethereal Jaunt (Su): Phase minotaurs shift from the ethereal plane to the material plane as a free action, shifting back again as a move-equivalent action. The ability is otherwise identical to ethereal jaunt as cast by a 15th level sorcerer.

Powerful Charge (Ex): A phase minotaur typically begins a battle by charging at an opponent, lowering its head to bring its mighty horns into play. In addition to the normal benefits and hazards of a charge, this allows the beast to make a single gore attack with a +9 attack bonus that deals 4d6+6 points of damage.

Skills: Phase minotaurs have a +4 racial bonus on Search, Spot, and Listen checks.

Possessions: Large greataxe.

Location(s): Level 7A

Mordnaissant: CR 7; SZ T Undead; HD 9d12; hp 58; Init +6 (Dex, Improved Initiative); Spd 5 ft. (cannot run), fly 50 ft. (perfect); AC 14 (+2 size, +2 Dex), touch 14, flat-footed 12; BAB/Grp +4/-8; Atk +0 melee (1d2-4, claw) or +7 ranged touch (varies, ray); Full Atk

+0 melee (1d2-4 [x2], claws) or +7 ranged touch (varies, ray); Space/Reach 2-1/2 ft./0 ft.; SA death curse, *lash of fury* (2d8+9 *inflict moderate wounds*, 1d4+1 Int damage, or stunned 1d4+1 rounds, Fort DC 19 half), pain wail (Will DC 17 + 1/5 damage); SQ darkvision (60 ft.), turn resistance (+2), undead traits; AL NE; SV Fort +3, Ref +5, Will +10; Str 3, Dex 14, Con —, Int 7, Wis 18, Cha 17.

Skills: Hide +16, Listen +15, Spot +15. *Feats:* Ability Focus (*lash of fury*), Alertness, Improved Initiative, Weapon Focus (ray).

Locations: Level 1A

Note: see the **Appendix** for more information.

Mummy Guardians, Ftr10: CR 15; SZ M Undead; HD 8d12+10d10; hp 130; Init +7 (Dex, Improved Initiative); Spd 20 ft. (armor), base 30 ft.; AC 28 (+3 Dex, +5 armor, +10 natural), touch 13, flat-footed 25; BAB/Grp +14/+21; Atk +24 melee (2d4+12, masterwork khopesh, crit 15-20); Full Atk +24/+19/+14 melee (2d4+12, masterwork khopesh, crit 15-20); SA despair, mummy rot; SQ DR (5/—), darkvision (120 ft.), immunity (fire), turn resistance (+4), undead traits; AL LN; SV Fort +11, Ref +8, Will +14; Str 24, Dex 16, Con —, Int 6, Wis 16, Cha 15.

Skills: Hide +4, Jump +8, Listen +10, Move Silently +4, Spot +11. *Feats:* Alertness, Combat Reflexes, Dodge, Great Fortitude, Greater Weapon Focus (khopesh), Improved Critical (khopesh), Improved Initiative, Iron Will, Mobility, Toughness, Weapon Focus (khopesh), Weapon Specialization (khopesh).

Possessions: Fire-retardant bandaging (provides mummies fire immunity), masterwork khopesh (as falchion), mithral breastplate.

Location(s): Level 3B

Mustard Jelly: CR 7; SZ L Aberration; HD 7d8+45; hp 76; Init +0; Spd 30 ft.; AC 9 (-1 size), touch 9, flat-footed 9; BAB/Grp +5/+11; Atk +7 melee (2d4+3 plus 1d4 acid, slam); Space: 10 ft.; SA acid, constrict (2d4+3 plus 1d4 acid), improved grab, poison aura; SQ blindsight (60 ft.), DR (5/magic), divide, energy absorption, resistance (cold 10) SR (13); AL N; SV Fort +8, Ref +2, Will +2; Str 15, Dex 10, Con 22, Int 10, Wis 10, Cha 10.

Skills: Hide +6, Listen +2, Move Silently +10, Spot +2. *Feats:* Alertness, Toughness, Weapon Focus (slam).

Acid (Ex): A mustard jelly secretes a digestive acid that dissolves only flesh. Any melee hit deals acid damage.

Blindsight (Ex): A mustard jelly's entire body is a primitive sensory organ that can ascertain prey by scent and vibration within 60 feet.

Constrict (Ex): A mustard jelly deals automatic slam and acid damage with a successful grapple check.

Divide (Ex): A mustard jelly can, as a standard action, split itself into two identical jellies, each with half of the original's current hit points (round down). A jelly with

10 hit points or less cannot divide itself. When divided, each jelly moves faster than the original (base speed 40 feet per round).

Energy Absorption (Ex): A mustard jelly is immune to electrical effects and *magic missiles*. If affected by such, the mustard jelly gains temporary hit points equal to the amount of damage it would have otherwise sustained. These temporary hit points last for 1 hour.

Improved Grab (Ex): To use this ability, a mustard jelly must hit an opponent with its 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, the mustard jelly establishes a hold and can constrict.

Poison Aura (Ex): The mustard jelly exudes an aura in a 10-foot radius centered on it that *slows* (as the *slow* spell) any creature within or coming within the area. A creature affected must succeed on a Fortitude save (DC 19) to negate the effects. The save must be made each round a creature is within 10 feet of the mustard jelly.

Location(s): Level 6

Ogre, Bridge Guards, Male Ftr8: CR 11; SZ L Giant; HD 4d8+12 plus 8d10+28; hp 102; Init +3 (Improved Initiative); Spd 30 ft. (armor), base 40 ft.; AC 21 (-1 size, +5 natural, +5 armor, +2 shield), touch 9, flat-footed 21; BAB/Grapple +11/+23; Atk +19 melee (2d6+10, greatsword [one-handed], crit 17-20) or +9 ranged (2d6+8, large spear, crit x3, range 20 ft.); Full Atk +19/+14 melee (2d6+10, greatsword [one-handed], crit 17-20) or +9 ranged (2d6+8, large spear, crit x3, range 20 ft.); AL CE; SV Fort +12, Ref +2, Will +3; Str 26, Dex 11, Con 16, Int 6, Wis 10, Cha 7.

Skills: Climb +12, Listen +4, Spot +4. **Feats:** Alertness, Cleave, Great Cleave, Improved Initiative, Improved Critical (greatsword), Improved Shield Bash, Improved Sunder, Power Attack, Weapon Focus (greatsword), Weapon Specialization (greatsword).

Possessions: greatsword, 2 large spears, chainmail, large iron shield, pouch with 400 gp.

Location(s): Level 12A

Ooze, Ebon: CR 9; SZ H Ooze; HD 8d10+60; hp 104; Init +2 (Dex, Improved Initiative); Spd 20 ft.; AC 6 (-2 size, -2 Dex), touch 6, flat-footed 6; BAB/Grap +6/+18; Atk +11 melee (3d6+6 plus 2d6 acid, slam); Space/Reach 15 ft./10 ft.; SA acid (2d6), engulf (Ref DC 19 avoids); SQ blindsight, immunities, ooze traits; AL NE; SV Fort +9, Ref +2, Will +6; Str 18, Dex 7, Con 20, Int 8, Wis 14, Cha 3.

Skills: Listen +10, Spot +9. **Feats:** Alertness, Improved Initiative, Weapon Focus (slam).

Locations: Level 1A

Note: see the **Appendix** for more information.

Ooze, Undead: CR 6; SZ H Ooze; HD 6d12; hp 39; Init -5 (Dex); Spd 20 ft., climb 20 ft.; AC 3 (-2 size, -5 Dex), touch 3, flat-footed 3; BAB/Grap +4/+13; Atk +2

melee (2d4+1 plus 1d6 cold, slam); Face/Reach 10ft. by 15 ft./10 ft.; SA cold, engulf, skeletons; SQ blindsight (60 ft.), ooze traits, undead traits; AL CE; SV Fort +8, Ref -2, Will +6; Str 12, Dex 1, Con —, Int 8, Wis 14, Cha 10.

Skills: Climb +9. **Feats:** None.

Cold (Ex): The undead ooze constantly emits an aura of cold around it. Any melee hit deals cold damage.

Engulf (Ex): Although it moves slowly, an undead ooze can simply mow down Large or smaller creatures as a standard action. It cannot make a slam attack during a round in which it engulfs. The undead ooze merely has to move over the opponents, affecting as many as it can cover. Opponents can make opportunity attacks against the ooze, 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 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 damage, and are considered to be grappled and trapped within its body. The save DC is Strength-based and includes a +1 racial bonus.

Skeletons (Su): As a full-round action, an undead ooze can expel 1d6 skeletons from its mass. Skeletons can act in the round they are expelled, and each skeleton conforms to the basic statistics for its size (see the **MM**). Slain skeletons are engulfed by the undead ooze and can be reanimated and expelled again in 1d2 hours.

A Huge undead ooze's form holds up to 10 skeletons; a Gargantuan undead ooze holds a maximum of 20 skeletons.

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

Location(s): Level 4A

Orc, Acolytes of Orcus, Male Clr2 (Orcus): CR 2; SZ M; HD 2d8+4; hp 16; Init +1 (Dex); Spd 20 ft. (armor), base 30 ft.; AC 17 (+5 armor, +1 shield, +1 Dex), touch 11, flat-footed 16; BAB/Grap +1/+3;

Atk +4 melee (1d8+2, heavy mace) or +3 melee (death touch); SA death touch, rebuke undead (6/day), spells; SQ aura, darkvision (60 ft.), increased evil spells; AL CE; SV Fort +5, Ref +1, Will +6; Str 14, Dex 12, Con 14, Int 12, Wis 16, Cha 12.

Skills: Concentration +5, Knowledge (Rappan Athuk) +3, Knowledge (Religion) +4, Listen +3, Search +2, Spellcraft +4, Spot +3. **Feats:** Power Attack, Sunder.

Unholy Spells (4/3; save DC 13 + spell level; save DC 13 + spell level): 0—cure minor wounds (x3), resistance; 1st—bane, doom, protection from good.

Domain Spells (Death/Evil): 1st—cause fear.

Domain Abilities: Death—Death Touch; 1/day, roll 2d6, if that total is equals or is greater than the opponent's hit points, the opponent dies (no save); Evil—evil spells cast at +1 caster level.

Languages: Abyssal, and Common.

Possessions: Heavy mace, chainmail, light steel shield, vials of unholy water (x3), unholy symbol of Orcus, black robe emblazoned with the symbol of Orcus, a small sack with 4d10 gp.

Location(s): Level 3

Orc, Priest of Orcus, Male Clr5 (Orcus): CR 5; SZ M; HD 5d8+15; hp 41; Init +2 (Dex); Spd 20 ft. (armor), base 30 ft.; AC 20 (+5 armor, +3 shield, +2 Dex), touch 12, flat-footed 18; BAB/Grp +3/+6; Atk +8 melee (1d8+4, +1 morningstar) or +6 melee (death touch); SA death touch, rebuke undead (6/day, +2 synergy), spells; SQ aura, increased evil spells, darkvision (60 ft.), spontaneous casting; AL CE; SV Fort +7, Refl +3, Will +7; Str 16, Dex 14, Con 16, Int 16, Wis 16, Cha 16.

Skills: Concentration +10, Diplomacy +5, Heal +7, Intimidate +7, Knowledge (arcana) +10, Knowledge (religion) +10, Sense Motive +4, Spellcraft +10, Spot +4. **Feats:** Cleave, Power Attack, Weapon Focus (morningstar).

Unholy Spells Prepared (5/4/3/2; save DC 13 + spell level): 0—cure minor wounds (x3), guidance, resistance; 1st—bane, bless, doom, protection from good; 2nd—bull's strength, hold person, silence; 3rd—contagion, dispel magic.

Domain Spells (Death/Evil): 1st—cause fear, 2nd—death knell, 3rd—bestow curse.

Domain Abilities: Death—Death Touch; 1/day, roll 5d6, if that total equals or is greater than the opponent's current hit points, the opponent dies (no save); Evil—evil spells cast at +1 caster level.

Languages: Abyssal, Common, Goblin, and Orc.

Possessions: Masterwork chainmail, +1 heavy steel shield, +1 morningstar, holy symbol of Orcus, prayer book, fine black robes emblazoned with the symbol of Orcus and a sack containing special item for sacrifice to Oracle (one of the following: +1 light mace, 500 gp gem, umber hulk heart, *potion of remove disease*, *potion of protection from fire* or a *potion of nondetection*).

Location(s): Level 3

Orcus Statues*: CR 6; SZ M Construct; HD 6d10+20; hp 54; Init -1 (Dex); Spd 20 ft. (can't run); AC 18 (-1 Dex, +9 natural), touch 9, flat-footed 18; BAB/Grp +4/+9; Atk +9 melee (1d8+5, stone mace); SQ

construct, see invisibility (as spell, always active; if negated, can renew as a free action on its next turn), dimension door (as spell, at will, as a move action), resistance (cold 5/fire 5/electricity 5); AL N; SV Fort +2, Ref +1, Will +2; Str 21, Dex 9, Con —, Int —, Wis 11, Cha 1.

*These statues are variants of the Stone Guardian Golem found in the *Tome of Horrors* by Necromancer Games.

Location(s): Level 10C

Piercers (Hazard CR 1 or 2 each)

Piercers resemble 1-foot long stalactites and are found underground in caves and caverns hanging from the ceiling waiting for living creatures to pass underneath. Those viewing a piercer must make a Spot check (DC 20) to discern its true nature; else it is overlooked and mistaken for a normal stalactite. Piercers gather in clusters of up to 20 creatures.

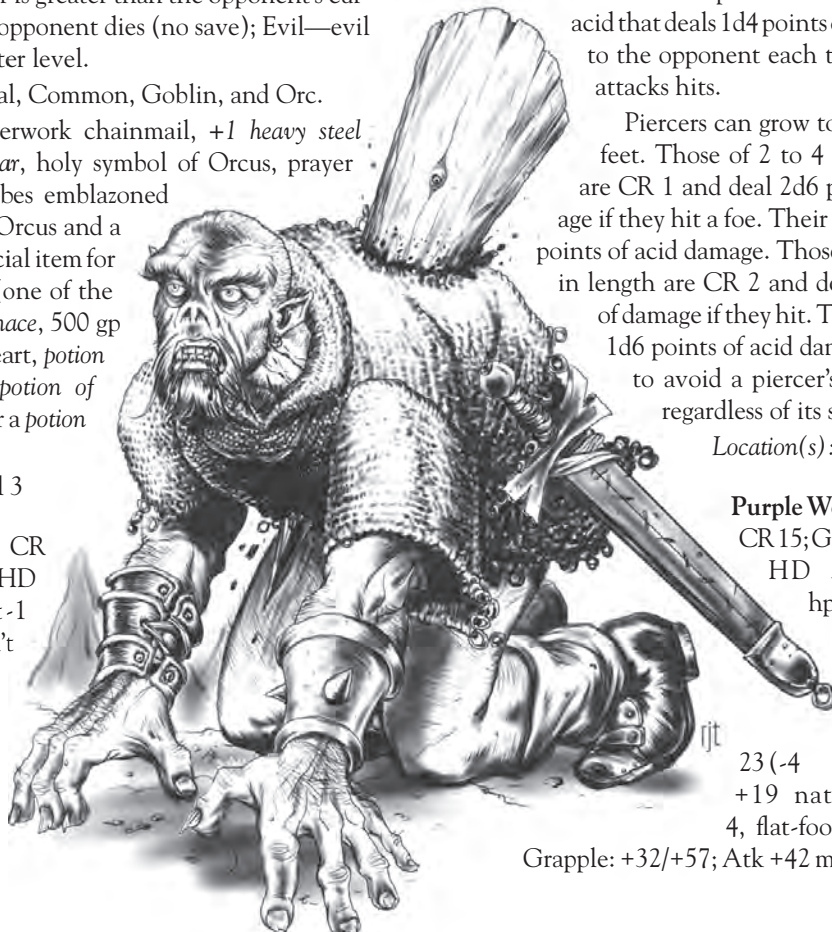
When a living creature stands in a square directly below a piercer, it drops and attempts to impale the unsuspecting foe. The creature can make a Reflex save (DC 15) to avoid the piercer's attack. If the save fails, the target sustains 1d6 points of piercing damage. If the save succeeds, the piercer misses its target and may not attack again until it climbs back into position. (Piercers move 5 feet per round). A piercer on the ground is easily dispatched, though touching or attacking it unarmed or with natural weapons causes it to secrete an acid that deals 1d4 points of acid damage to the opponent each time one of its attacks hits.

Piercers can grow to a length of 6 feet. Those of 2 to 4 feet in length are CR 1 and deal 2d6 points of damage if they hit a foe. Their acid deals 1d6 points of acid damage. Those of 5 to 6 feet in length are CR 2 and deal 3d6 points of damage if they hit. Their acid deals 1d6 points of acid damage. The DC to avoid a piercer's attack is 15, regardless of its size.

Location(s): Level 3A

Purple Worm, Massive:

CR 15; G Magical Beast; HD 32d10+256; hp 432; Init -2 (Dex); Spd 20 ft., burrow 20 ft., swim 10 ft.; AC 23 (-4 size, -2 Dex, +19 natural), touch 4, flat-footed 23; BAB/Grapple: +32/+57; Atk +42 melee (3d8+13,



bite, crit 19-20); Full Atk +42 melee (3d8+13, bite, crit 19-20), and +37 melee (3d6+6 plus poison, sting, crit 19-20); Space/Reach 20 ft./15ft.; SA improved grab, swallow whole, poison (Injury, Fort DC 36 resists, 1d6/2d6 Str damage); SQ tremorsense (60 ft.); AL N; SV Fort +26, Ref +16, Will +9; Str 37, Dex 6, Con 27, Int 1, Wis 8, Cha 8.

Skills: Climb +29, Listen +18, Swim +21. *Feats:* Ability Focus (poison), Awesome Blow, Cleave, Improved Bull Rush, Improved Critical (bite), Improved Critical (sting), Improved Natural Weapon (bite), Improved Natural Weapon (sting), Power Attack, Weapon Focus (bite), Weapon Focus (sting).

Location(s): Level 10A

Pyrohydra, Twelve-Headed: CR 13; SZ H Magical Beast [fire]; HD 12d10+63; hp 129; Init +1 (Dex); Spd 20 ft., swim 20 ft.; AC 22 (-2 size, +1 Dex, +13 natural), touch 9, flat-footed 21; BAB/Grp +12/+26; Atk +17 melee (2d8+6 [x12], bite); Face/Reach 15 ft./10 ft.; SA breath weapon (3d6 fire, Ref DC 21 half, jet 20 ft long by 10 ft by ft); SQ darkvision (60 ft.), fast healing (22), immunity (fire), low-light vision, scent; AL N; SV Fort +13, Ref +9, Will +6 (each head gets a separate save); Str 23, Dex 12, Con 20, Int 2, Wis 10, Cha 9.

Skills: Listen +9, Spot +10, Swim +14. Note: Each head makes its own Listen and Spot checks. *Feats:* Blind-fight, Combat Reflexes (special), Improved Natural Attack (bite), Iron Will, Toughness, Weapon Focus (bite).

Location(s): Level 9A

Ravager Spawn (crawler form): CR 20; SZ H Magical Beast; HD 16d10+160; hp 248; Init +5 (Dex); Spd 40 ft., burrow 10 ft.; AC 27 (-2 size, +5 Dex, +24 natural), touch 13, flat-footed 22; BAB/Grp +16/+33; Atk +23 melee (3d8+9, bite, crit x3); Full Atk +23 melee (3d8+9, bite, crit x3) and +21 melee (2d8+4 [x4], claws, crit 18-20); Space/Reach 15 ft./10 ft.; SQ DR (16/epic), darkvision (120 ft.), death resistance, energy resistance (5), form-shifting, low-light vision, magic disruption (5%), regeneration (5), scent, tremorsense (60 ft.), vampiric healing; AL N; SV Fort +22, Ref +15, Will +14; Str 28, Dex 20, Con 30, Int 5, Wis 25, Cha 18.

Skills: Listen +16, Spot +17. *Feats:* Cleave, Combat Reflexes, Great Fortitude, Improved Natural Attack (bite) (b), Improved Natural Attack (claw) (b), Iron Will, Multiattack, Power Attack.

Location(s): Level 3B

Rot Grubs (Hazard CR 4)

These diminutive vermin crawl off carrion and infest living hosts. They cause a fatal illness unless cured or killed. When first encountered, a DC 15 Spot check can be made to avoid them entirely. If this check is failed, the grubs have contacted the victim and penetrated the skin. Once this occurs, the victim may make a DC 15 Wisdom check. If successful, he notices strange burrowing below

the surface of his skin. Each round thereafter, a DC 17 Fortitude save must be made. If failed, the victim sustains 2d6 points of Constitution damage. At Constitution 0, the victim dies. The grubs then look for a new host. During the first two rounds, the grubs can be killed by applying flame to or by cutting open the affected skin. The flame or cutting does 2d6 points of damage to the victim. If a DC 15 Heal check is successful, cutting damage can be reduced to 1d6. After the second round, only a *remove disease* spell can save the victim.

Location(s): Level 2, Level 9A, Level 9D

Salamander, Nobled Priest Clr5: CR 15; SZ L Outsider (extraplanar, fire); HD 15d8+45 plus 5d8+15; hp 152; Init +1 (Dex); Spd 20 ft.; AC 18 (-1 size, +1 Dex, +8 natural), touch 10, flat-footed 17; BAB/Grp +18/+28; Atk +26 melee (1d8+12 plus 1d8 fire, +3 *longspear*, crit x3); Full Atk +26/+21/+16/+11 melee (1d8+12 plus 1d8 fire, +3 *longspear*, crit x3) and +21 melee (2d8+3 plus 1d8 fire, tail slap); Space/Reach 10 ft./10 ft. (20 ft. with tail or longspear); SA command/rebuke fire creatures and undead (5/day, +2 synergy bonus), constrict (2d8+3 plus 1d8 fire), death touch, heat, improved grab, spell-like abilities, spells, turn/destroy water creatures; SQ aura, DR (15/magic), darkvision (60 ft.), immunity to fire, spontaneous casting, vulnerability to cold; AL CE; SV Fort +16, Ref +11, Will +16; Str 22, Dex 13, Con 16, Int 16, Wis 17, Cha 15.

Skills: Bluff +19, Concentration +12, Craft (blacksmithing) +25, Diplomacy +4, Hide +15, Intimidate +4, Knowledge (religion) +11, Listen +13, Move Silently +17, Spellcraft +11, Spot +13. *Feats:* Alertness, Cleave, Dodge, Great Cleave, Multiattack, Power Attack, Skill Focus (Craft [blacksmithing])

Unholy Spells Prepared (5/4/3/2; save DC 13 + spell level): 0—cure minor wounds (x3), guidance, resistance; 1st—bane, bless, doom, protection from good; 2nd—bull's strength, shatter, silence; 3rd—dispel magic (x2).

Domain Spells (Death, Fire): 1st—cause fear; 2nd—produce flame; 3rd—resist elements.

Domain Abilities: Death—Death Touch; 1/day +23 melee touch attack; roll 5d6, if that total is greater than the opponent's hit points the opponent dies (no save); Fire—Rebuke/Command fire creatures as an evil cleric rebukes undead, turn/destroy water creatures as a good cleric turns undead.

Spell-Like Abilities: 3/day—burning hands (DC 13), fireball (DC 15), flaming sphere (DC 14), wall of fire (DC 16); 1/day—dispel magic, summon monster VII (huge fire elemental). Caster level 15th.

Possessions: +3 large metal longspear.

Location(s): Level 10

Scorpions, Large Blind White Cave: CR 3; SZ L Vermin; HD 5d8+10; hp 40; Init +0; Spd 50 ft., swim 20 ft.; AC 14 (-1 size, +7 natural), touch 9, flat-footed 16; Atk +6 melee (1d6+4, claws); BAB/Grp +3/+11; Full

Atk +6 melee (1d6+4 [x2], claws) and +1 melee (1d6+1 plus poison, sting); Space 10 ft.; SA constrict (1d6+4), improved grab, poison (Fort DC 14 resists, 1d4/1d4 temp. Con damage); SQ darkvision (60 ft.), tremorsense (60 ft.), vermin traits; AL N; SV Fort +6, Ref +1, Will +1; Str 19, Dex 10, Con 14, Int —, Wis 10, Cha 2.

Skills: Climb +8, Hide +0, Spot +4, Swim +12.

Location(s): Level 8

Shadow Hunter: CR 8; SZ H Magical beast; HD 8d10+32; hp 76; Init +2 (Dex); Spd 30 ft, climb 20 ft, swim 30 ft; AC 18 (-2 size, +2 Dex, +8 natural), touch 10, flat-footed 16; BAB/Grp +8/+23; Atk +13 melee (1d8+10 plus poison, bite); Space/Reach 15 ft./10 ft.; SA improved grab, poison (2d6/2d6 Con damage, Fort DC 20 resists); SQ hunt by smell (track by scent, using Spot in place of Survival), shadowblend (40% concealment outside of bright light, such as *daylight* spell), scent, tremorsense (60 ft.); AL N; SV Fort +10, Ref +8, Will +4; Str 24, Dex 15, Con 19, Int 5, Wis 14, Cha 3.

Skills: Balance +10, Climb +15, Hide +14*, Listen +12, Spot +12. *Feats:* Alertness, Skill Focus (Hide), Track (b).

*The shadow hunter receives a +8 circumstance bonus to Hide checks in dark or shadowy environments, due to the light-absorbing properties of its scales.

Note: see the **New Monster Appendix** for more details.

Location(s): Level 10B

Skeleton, Black: CR 5; SZ M Undead; HD 6d12; hp 39; Init +4 (Dex); Spd 40 ft.; AC 20 (+6 natural, +4 Dex), touch 14, flat-footed 16; Atk +8 melee (1d6 plus strength damage, short sword, crit 19-20) or +7 melee (1d4 plus strength damage, claw); Full Atk +8 melee (1d6 plus strength damage [x2], short sword, crit 19-20), or +7 melee (1d4 plus strength damage [x2], claw); SA frightful presence, strength damage; SQ damage reduction (10/bludgeoning and magic), darkvision (60 ft.), turn resistance (+4), undead traits; AL CE; SV Fort +2, Ref +6, Will +5; Str 11, Dex 19, Con —, Int 13, Wis 10, Cha 14.

Skills: Climb +6, Escape Artist +10, Hide +10, Jump +9, Listen +5, Move Silently +10, Search +7, Spot +6. *Feats:* Two-Weapon Fighting, Weapon Finesse, Weapon Focus (short sword).

Frightful Presence (Ex): The mere presence of a black skeleton is unsettling to foes, especially when the skeleton shrieks. Creatures within 60 feet and with less HD than the black skeleton that hear it must make a successful Will save (DC 15) or become panicked for 4d6 rounds. If the save succeeds, that creature is immune to the frightful presence of that black skeleton for one day.

Strength Damage (Su): Good-aligned creatures hit by a black skeleton (either by a weapon or natural attack) must make a successful Fortitude save (DC 15) or take 1d3 points of Strength damage. This effect is a function of the black skeleton itself, not its short swords.

Feats: Because of the black skeleton's magical nature, its Two-Weapon Fighting feat allows it to attack with both weapons at no penalty.

Location(s): Ground Level, Level 2, Level 3, Level 10B

Skeleton, Black (kukri armed): CR 5; SZ M Undead; HD 6d12; hp 40; Init +4 (Dex); Spd 40 ft; AC 20 (+4 Dex, +6 natural), touch 14, flat-footed 16; BAB/Grp +3/+3; Atk +9 melee (1d4 plus Strength drain, masterwork kukri, crit 18-20), or +7 melee (1d4 plus strength damage, claw); Full Atk kukris +9 melee (1d4 plus Strength drain[x2], masterwork kukris, crit 18-20), or +7 melee (1d4 plus strength damage [x2], claw); SA frightful presence, strength drain; SQ DR (10/bludgeoning and magic), darkvision (60 ft.), turn resistance (+4), undead traits; AL CE; SV Fort +2, Ref +6, Will +5; Str 11, Dex 19, Con —, Int 13, Wis 10, Cha 14.

Skills: Climb +6, Escape Artist +10, Hide +10, Jump +9, Listen +5, Move Silently +10, Search +7, Spot +6.

Feats: Two-Weapon Fighting, Weapon Finesse, Weapon Focus (kukri).

Possessions: 2 masterwork kukris.

Location(s): Level 10C

Skeletons, Enhanced: CR 3; SZ M Undead; HD 3d12+6; hp 26; Init +5 (Dex, Improved Initiative); Speed 30 ft.; AC 17 (+1 Dex, +2 natural, +4 profane*), touch 15, flat-footed 16; BAB/Grp +1/+1; Atk +7* melee (1d4+6*, claw); Full Atk +7* melee (1d4+6[x2], claws); SQ DR (5/bludgeoning), darkvision (60 ft.), immunity to cold, undead traits; SV Fort +7*, Ref +8*, Will +9*; Str 10, Dex 12, Con —, Int —, Wis 10, Cha 11. * profane bonus already added in.

Feat: Improved Initiative.

Location(s): Level 12A

Skeleton, False Black: CR 2; SZ M Undead; HD 4d12; hp 25; Init +5 (Improved Initiative, Dex); Spd 30 ft.; AC 13 (+2 natural, +1 Dex), touch 11, flat-footed 12; BAB/Grp +2/+2; Atk +2 melee (1d6, short swords or hand axes) or +2 melee (1d4, claws); Full Atk +2 melee (1d6, short swords) or +2 melee (1d4 [x2], claws); SQ DR (5/bludgeoning); immunity to cold, turn resistance (+2), undead traits; AL NE; SV Fort +1, Ref +2, Will +4; Str 10, Dex 12, Con —, Int —, Wis 10, Cha 10.

Skills: None. *Feats:* Improved Initiative.

Possessions: Light wooden shield and shortsword.

Location(s): Level 3A

Spider, Albino Cave: CR 1/2; SZ T Vermin; HD 1/2 d8; hp 2; Init +4 (Dex); Spd 20 ft., climb 10 ft.; AC 17 (+2 size, +4 Dex, +1 natural), touch 16, flat-footed 13; BAB/Grp +0/-11; Atk +6 melee (1d3-3 plus poison, bite); Space/Reach 2-1/2 ft./0 ft.; SA poison (1d4 Con damage, Fort DC 12 resists); SQ darkvision (60 ft.), tremorsense (60 ft.), vermin traits; AL N; SV Fort +2, Ref +4, Will +0; Str 4, Dex 18, Con 10, Int —, Wis 10, Cha 3.

Skills: Climb +12, Hide +16, Jump +6, Spot +12. **Feats:** Weapon Finesse (b).

Location(s): Level 8A

Stone Treants: CR 14; SZ H Elemental (Earth); HD 21d8+210; hp 320; Init -1 (Dex); Spd 30 ft., burrow 5 ft.; AC 22 (-2 size, -1 Dex, +25 natural), touch 7, flat-footed 21; BAB/Grp +15/+35; Atk +26 melee (3d8+12, slam); Full Atk +26 melee (3d8+12 [x6], slams); Space/Reach 15 ft./15 ft.; SA acidic blood (5d4, Reflex [DC 20] half), trample (3d8+18, Reflex [DC 32] half); SQ DR (10/slash-ing and adamantine), darkvision (60 ft.), elemental traits, radial symmetry, SR (31), tremorsense (120 ft.); AL N; SV Fort +22, Ref +8, Will +12; Str 35, Dex 8, Con 30, Int 10, Wis 16, Cha 12.

Skills: Hide +14*, Listen +24, Move Silently +12. **Feats:** Cleave, Improved Sunder, Iron Will, Lightning Reflexes, Power Attack, Stealthy, Weapon Focus (slam).

*Increased by +6 racial due to environment, and +4 circumstance due to the area where it is encountered.

Location(s): Level 3B

Troll, Guards Ftr5: CR 10; SZ L Giant; HD 6d8+36 plus 5d10+30; hp 120; Init +7 (Dex, Improved Initiative); Spd 30 ft.; AC 23 (-1 size, +3 Dex, +5 natural, +4 chain shirt, +2 shield), touch 12, flat-footed 20; BAB/Grapple +9/+21; Atk +18 melee (2d6+8, masterwork greatsword [used one-handed], crit 19-20), or +16 melee (1d6+8, claw); Full Atk +18/+13 melee (2d6+8, masterwork greatsword [used one-handed], crit 19-20) and +14 melee (1d6+4, bite); Space/Reach 10 ft./10 ft.; SA rend (2d6+12); SQ darkvision (90 ft.), low light vision, regeneration (5), scent; AL CE; SV Fort +15, Ref +6, Will +4; Str 26, Dex 16, Con 23, Int 6, Wis 9, Cha 6.

Skills: Listen +7, Spot +7. **Feats:** Alertness, Cleave, Great Cleave, Improved Initiative, Iron Will, Power Attack, Weapon Focus (greatsword), Weapon Specialization (greatsword).

Possessions: Masterwork greatsword, chain shirt, heavy iron shield, pouch with 100 pp.

Location(s): Level 12

Troll, River: CR 5; SZ L Giant (amphibious); HD 6d8+36; hp 68; Init +2 (Dex); Spd 30 ft., swim 40 ft.; AC 16 (-1 size, +2 Dex, +5 natural), touch 11, flat-footed 14; BAB/Grp +4/+14; Atk +9 melee (1d6+6, claw); Full Atk +9 melee (1d6+6 [x2], claws) and +4 melee (1d6+3, bite); Space/Reach 10 ft./10 ft.; SA rend (2d6+9); SQ amphibious, darkvision (90 ft.), low-light vision, regeneration (5), scent; AL CE; SV Fort +11, Ref +4, Will +3; Str 23, Dex 14, Con 23, Int 6, Wis 10, Cha 6.

Skills: Listen +6, Spot +7, Spot +14. **Feats:** Alertness, Iron Will, Track.

Regeneration (Ex): Fire and acid deal normal damage to a river troll. If a river troll loses a limb or body part, the lost portion grows back in 3d6 minutes. The creature can reattach the severed member instantly by holding it to the

stump. For four hours each day, a river troll must immerse itself in water or it loses its regenerative capability.

Location(s): Level 8, Level 11

Water Weird: CR 4; SZ L Elemental (water); HD 6d8+12; hp 39; Init +7 (Dex, Improved Initiative); Spd 30 ft.; AC 17 (-1 size, +3 Dex, +5 natural), touch 12, flat-footed 14; BAB/Grp +4/+10; Atk +6 melee (1d8+3, slam); Space/Reach 10 ft./5 ft.; SA control water elemental, drench, improved grab; SQ DR (5/bludgeoning), darkvision (60 ft.), elemental traits, resistance (fire 10), reform body, transparency, vulnerabilities, water mastery; AL CE; SV Fort +7, Ref +5, Will +4; Str 15, Dex 17, Con 14, Int 12, Wis 14, Cha 11.

Skills: Hide +5, Listen +10, Move Silently +11, Spot +10. **Feats:** Alertness, Improved Initiative, Weapon Finesse.

Control Water Elemental (Ex): The water weird has the ability to take control of a water elemental (only an actual water elemental, not any elemental with the water subtype) that is within 30 feet by succeeding on a Intelligence check (DC 10). If the elemental is being controlled by another creature, the water weird and current controller make opposed Intelligence checks with the one rolling highest gaining control of the elemental for that round.

Drench (Ex): A water weird's touch puts out torches, campfires, exposed lanterns, and other open flames of non-magical origin if these are of Medium size or smaller. The creature can dispel magical fire it touches as *dispel magic* (caster level equals the water weird's HD).

Improved Grab (Ex): To use this ability, the water weird must hit a creature up to one size larger with its 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, the water weird establishes a hold and drags the victim underwater where it attempts to drown it.

Elemental Traits (Ex): Immune to poison, sleep, paralysis, and stunning. Not subject to critical hits; cannot be flanked; cannot be raised or resurrected, though a *limited wish*, *wish*, *miracle*, or *true resurrection* spell can restore it to life.

Reform Body (Ex): When reduced to 0 hit points or less, the water weird collapses back into the water. Two rounds later, it reforms at full strength (minus any damage suffered from a *purify food and drink* spell).

Transparency (Ex): A water weird is effectively invisible in water until it attacks.

Vulnerabilities (Ex): Cold-based effects *slow* the water weird as the spell of the same name for a number of rounds equal to the caster's level. A *purify food and drink* spell deals 1d4 points of damage per caster level (maximum 10d4) to the water weird. These hit points are not regained when the water weird reforms.

Water Mastery (Ex): A water weird gains a +1 bonus on attack and damage rolls if both it and its opponent

are touching water. If the opponent or water weird is touching the ground, the water weird suffers a -4 penalty on attack and damage. (These modifiers are not included in the statistics block.)

Location(s): Level 7A

Wererat (Natural), Human War1: CR 2; SZ M (Shapechanger); HD 1d8+1 plus 1d8+2; hp 16; Init +1 (Dex); Spd 30 ft.; AC 13 (+1 Dex, +2 natural), touch 11, flat-footed 12; BAB/Grp +1/+2; Atk +2 melee (1d6, rapier, crit 18-20), or +2 ranged (1d6, shortbow, crit x3, range 60 ft.); SQ alternate form, rat empathy, low-light vision, scent; AL NE; SV Fort +5, Ref +3, Will +5; Str 13, Dex 12, Con 12, Int 12, Wis 12, Cha 10.

Skills: Climb +5, Handle Animal +4, Hide +2, Jump +5, Listen +5, Spot +5, Swim +5. *Feats:* Alertness, Dodge, Iron Will (b), Weapon Finesse (b).

Wererat (Natural), Dire Rat War1: CR 2; SZ S (Shapechanger); HD 1d8+1 plus 1d8+2; hp 4; Init +4 (Dex); Spd 40 ft., climb 20 ft.; AC 18 (+1 size, +4 Dex, +3 natural), touch 15, flat-footed 14; BAB/Grp +1/-2; Atk +6 melee (1d4+1 plus disease, bite); SA curse of lycanthropy (Fort DC 15), disease (Filth fever; Fort DC 12, incubation 1d3 days, 1d3 Dex & 1d3 Con); SQ alternate form, DR (10/silver), rat empathy, low-light vision, scent; AL NE; SV Fort +6, Ref +6, Will +5; Str 13, Dex 18, Con 14, Int 12, Wis 12, Cha 10.

Skills: Climb +16, Handle Animal +4, Hide +9, Jump +5, Listen +5, Spot +5, Swim +16. *Feats:* Alertness, Dodge, Iron Will (b), Weapon Finesse (b).

Wererat (Natural), Hybrid War1: CR 2; SZ M (Shapechanger); HD 1d8+1 plus 1d8+2; hp 4; Init +4 (Dex); Spd 30 ft.; AC 17 (+4 Dex, +3 natural), touch 14, flat-footed 13; BAB/Grp +1/+2; Atk +5 melee (1d6, rapier, crit 18-20), or +5 ranged (1d6, shortbow, crit x3, range 60 ft.); Full Atk +5 melee (1d6, rapier, crit 18-20) and +0 melee (1d6 plus disease, bite), or +5 ranged (1d6, shortbow, crit x3, range 60 ft.); SA curse of lycanthropy (Fort DC 15), disease (Filth fever; Fort DC 13, incubation 1d3 days, 1d3 Dex & 1d3 Con); SQ alternate form, DR (10/silver), rat empathy, low-light vision, scent; AL NE; SV Fort +6, Ref +6, Will +5; Str 13, Dex 18, Con 14, Int 12, Wis 12, Cha 10.

Skills: Climb +16, Handle Animal +4, Hide +5, Jump +5, Listen +5, Spot +5, Swim +8. *Feats:* Alertness, Dodge, Iron Will (b), Weapon Finesse (b).

Languages: Common and Goblin.

Possessions: Rapier, shortbow, arrows (x20), 2 gems (25 gp each), 3d12 cp, 2d6 sp, 1d8 gp. (those on Level 1 each have 4 arrows coated with purple worm poison (Fortitude DC 24 resist; 1d6/2d6 Strength damage).

Location(s): Wilderness, Level 1, Level 6A

Witchlights, Elder: CR 1/4; SZ F Fey; HD 1d6; hp 6; Init +4 (Dex); Spd 1 ft., fly 30 ft. (perfect); AC 21 (+8 size, +3 Dex), touch 21, flat-footed 18; BAB/Grp +0/-

21; Atk +11 melee touch (hand); Space/Reach 0 ft./0 ft.; SA spell-like abilities; SQ glimmer, low-light vision; AL CN; SV Fort -2, Ref +5, Will +3; Str 1, Dex 16, Con 6, Int 3, Wis 13, Cha 12.

Skills: Hide +19, Listen +4, Spot +4. *Feats:* Alertness.

Spell-Like Abilities (Sp): The elder witchlights have the following spell-like abilities at their disposal, usable at will. Save DC is 11 where applicable.

Elder Witchlight #1 (Ebb; pale orange with a reddish tinge): *cure minor wounds* 1/minute; *daze* and *light* at will.

Elder Witchlight #2 (Flow; lavender): *dancing lights*, *ghost sound*, and *virtue* at will.

Elder Witchlight #3 (Dropsy; lemon yellow): *daze* and *flare* at will; *purify food and drink* 1/hour.

Location(s): Wilderness

Wight, Sword: CR 6; SZ M Undead; HD 8d12; hp 58; Init +1 (Dex); Spd 20 ft (chainmail), base 30 ft; AC 20 (+1 Dex, +4 natural, +5 chainmail); BAB/Grp +4/+5; Atk +6 melee (2d6+1, greatsword, crit 19-20); SA create spawn, energy drain; SQ cold immunity, darkvision (60 ft.), turn resistance (+4), undead traits; AL LE; SV Fort +2, Ref +3, Will +7; Str 12, Dex 12, Con —, Int 11, Wis 13, Cha 15.

Skills: Climb +1, Hide +7, Listen +10, Move Silently +12, Search +6, Spot +10. *Feats:* Alertness, Blind-Fight, Weapon Focus (greatsword).

Energy Drain (Su): Living creatures struck by the sword wight's weapon in hand or unarmed attack receive one negative level. The Fortitude save to remove the negative level has a DC of 16.

Turn Resistance (Ex): So long as the Bloodwraith survives and the sword wight does not leave the crypt chamber, it gains a +4 bonus to its hit dice against turning attempts.

Skills: Sword wraiths receive a racial bonus of +8 to all Move Silently checks.

Possessions: Ancient but serviceable chainmail armor and bear greatswords. In addition, each wears a golden circlet set with a sapphire, worth 1,000 gp each.

Location(s): Level 9D

Wraith, Advanced: CR 7; SZ M Undead (incorporeal); HD 10d12; hp 65; Init +8 (Dex, Improved Initiative); Spd 30 ft., fly 60 ft. (good); AC 16 (+4 Dex, +2 deflection), touch 16, flat-footed 12; BAB/Grp +5/—; Atk +9 melee touch (1d4 plus Constitution drain, incorporeal touch); SA Constitution drain (Fort DC 14 resists, 1d6 Str drain), create spawn; SQ daylight powerlessness, incorporeal, turn resistance (+2), undead, unnatural aura; AL LE; SV Fort +3, Ref +6, Will +11; Str —, Dex 18, Con —, Int 14, Wis 14, Cha 15.

Skills: Diplomacy +13, Hide +15, Intimidate +14, Listen +15, Search +13, Sense Motive +13, Spot +15,

Survival +2. *Feats*: Alertness (b), Blind-Fight, Combat Reflexes, Dodge, Improved Initiative (b), Iron Will.

Location(s): Level 12A

Zombie, Brine: CR 1; SZ M Undead (aquatic); HD 4d12+3; hp 29; Init -1 (Dex); Spd 30 ft., swim 30 ft.; AC 13 (-1 Dex, +4 natural), touch 9, flat-footed 13; BAB/Grp +2/+4; Atk +4 melee (1d6+2, cutlass, crit 19-20) or slam +4 melee (1d6+2); SQ darkvision (60 ft.), fire resistance (10), partial actions only, undead traits; AL NE; SV Fort +1, Ref +0, Will +4; Str 14, Dex 8, Con —, Int —, Wis 10, Cha 1.

Feats: Toughness.

Possessions: Rusty but serviceable cutlass (treat as short sword).

Location(s): Wilderness

For more information on brine zombies, see the *Tome of Horrors* by Necromancer Games. Note that the stats presented here have been updated to 3.5 Edition rules.

Zombie, Dire Shark: CR 12; SZ H Undead (Aquatic); HD 36d12+3; hp 237; Init +1 (Dex); Spd swim 60 ft.; AC 20 (-2 size, +1 Dex, +11 natural), touch 9, flat-footed 19; BAB/Grp +18/+33; Atk +23 melee (2d8+7, bite) or +23 melee (2d6+, slam); Space/Reach 15 ft./10 ft.; SA improved grab, swallow whole; SQ single action only;

AL N; SV Fort +12, Ref +13, Will +20; Str 25, Dex 13, Con —, Int —, Wis 10, Cha 1.

Feats: Toughness.

Location(s): Level 7

Zombies, Enhanced: CR 4; SZ M Undead; HD 6d12+9; hp 48; Init -1 (Dex); Spd 30 ft. (can't run); AC 15 (-1 Dex, +2 natural, +4 profane), touch 13, flat-footed 15; BAB/Grp +3/+4; Atk +10* melee (1d6+7*, slam); SQ DR (5/slashing), darkvision (60 ft.), single actions only, undead traits; SV Fort +8*, Ref +7*, Will +11*; Str 13, Dex 8, Con —, Int —, Wis 10, Cha 1. * profane bonus already added in.

Feat: Toughness.

Location(s): Level 12A

Zombies in Plate Mail: CR 1/2; SZ M Undead; HD 2d12+3; hp 16; Init +0; Spd 20 ft.; AC 19 (-1 Dex, +2 natural, +8 armor), touch 9, flat-footed 19; BAB/Grp +1/+2; Atk +2 melee (1d10+1, halberd); SQ DR (5/slashing), darkvision (60 ft.), single actions only, undead traits; AL N; SV Fort +0, Ref +0, Will +2; Str 13, Dex 10, Con —, Int —, Wis 10, Cha 11.

Feats: Toughness.

Location(s): Level 5



appendix b: NPCs OF RAPPAN ATHUK

Aaphia, Crypt Thing, Sor5: CR 10; SZ M Undead; HD 11d12; hp 75; Init +6 (Dex, Improved Initiative); Spd 30 ft.; AC 17 (+2 Dex, +5 natural), touch 12, flat-footed 15; BAB/Grp +5/+6; Atk +7 melee (1d6+1, claw); Full Atk +7 melee (1d6+1 [x2], claws); SA spells, teleport other; SQ DR (10/magic and bludgeoning), darkvision (60 ft.), summon familiar, turn resistance (+4), undead traits; AL N; SV Fort +3, Ref +5, Will +11; Str 12, Dex 14, Con —, Int 12, Wis 14, Cha 16.

Skills: Bluff +7, Concentration +9, Diplomacy +7, Intimidate +10, Listen +13, Move Silently +7, Search +7, Sense Motive +7, Spellcraft +7, Spot +13. **Feats:** Ability Focus (*teleport other*), Alertness, Eschew Materials, Improved Initiative, Weapon Finesse.

Teleport Other (Sp): All creatures within a 50-foot range that fail a Will save (DC 18) are teleported into sarcophagi in the Crypt of the Damned (Area 1A-10). A creature that succeeds at its save is unaffected by Aaphia's *teleport other* ability for 24 hours.

Arcane Spells Known (cast per day: 6/7/5; base DC 13 + spell level): 0—acid splash, detect magic, mage hand, prestidigitation, read magic, resistance; 1st—charm person, ray of enfeeblement, shield, unseen servant; 2nd—scorching ray, Tasha's hideous laughter.

Possessions: Aaphia wears an amulet that afflicts *inflict serious wounds* (3d8+15, CL 15) up to three times per day on whoever wears it, on command as a special ability; she uses this to heal damage she sustains. She also bears the key to the vault door on a thin steel chain around her neck, beneath her tattered robes.

Locations: Level 1A

For more information on crypt things, see the *Tome of Horrors*, by Necromancer Games.

Agamemnon, Male Human Vampire, Div16: CR 18; SZ M Undead; HD 16d12; hp 82; Init +9 (Dex, Improved Initiative); Spd 30 ft.; AC 30 (+5 Dex, +6 natural, +5 deflection, +4 luck), touch 24, flat-footed 25; BAB/Grp +8/+12; Atk +12 melee (1d3+4 plus level drain, slam, crit 19-20) or +16 (1d8+8, +4 longsword, crit 19-20) or +14 melee (1d6+6, *staff of power*); Full Atk +12 melee (1d3+4 plus level drain, slam, crit 19-20) or +16/+11 (1d8+8, +4 longsword, crit 19-20) or +14/+9 melee (1d6+6, *staff of power*); SA blood drain (1d4 Con drain),

domination (range 30 ft., Will DC 19 resists), energy drain (2 negative energy levels, Fort DC 19 recovers), spells; SQ alternate form, children of the night, create spawn, DR (10/silver and magic), fast healing (5), gaseous form, resistance (cold 10, electricity 10), spider climb, summon familiar, turn resistance (+4), undead traits; AL NE; SV Fort +7, Ref +14, Will +16; Str 18, Dex 20, Con —, Int 22, Wis 18, Cha 12.

Skills: Bluff +12, Craft (alchemy) +25, Concentration +21, Escape Artist +10, Hide +13, Knowledge (arcana) +25, Knowledge (history) +25, Knowledge (religion) +25, Listen +12, Move Silently +13, Search +14, Sense Motive +12, Spellcraft +27, Spot +17. **Feats:** Alertness (b), Brew Potion, Combat Reflexes (b), Craft Staff, Craft Wondrous Item, Dodge (b), Expertise, Improved Critical (unarmed strike), Improved Initiative (b), Improved Trip, Improved Unarmed Strike, Leadership, Lightning Reflexes (b), Scribe Scroll (b).

Arcane Spells Prepared (4+1/6+1/6+1/5+1/5+1/5+1/4+1/3+1/2+1; Divination specialty; prohibited schools: Enchantment and Illusion; save DC 16 + spell level): 0—light, *detect magic*, flare, ray of frost, read magic; 1st—change self, magic missile (x4), shield, *true strike*; 2nd—cat's grace, darkness, *detect thoughts*, fog cloud, protection from arrows, see invisibility, web; 3rd—blink, dispel magic, fireball, haste, slow, *tongues*; 4th—*arcane eye*, fire shield, lesser globe of invulnerability, scrying, solid fog, stoneskin; 5th—cloudkill, cone of cold, magic jar, *prying eyes*, teleport, wall of force; 6th—chain lightning (x2), repulsion, Tensor's transformation, *true seeing*; 7th—forcecage, phase door, soulstrike*, *vision*; 8th—*discern loction*, horrid wilting, widdershins*; divination school spells are in italics.

Note: Spells marked with * are found in *Relics & Rituals* from Sword and Sorcery Studio. DMs without access to this source should replace these spells with selections from the *PH*.

Languages: Abyssal, Common, Dwarf, Infernal, Giant.

Possessions: Robes, spellbooks, +5 bracers of deflection (as a ring of protection), ring of elemental command (*water*), +4 longsword "Butcher," and a staff of power.

Location(s): Level 9C

Aldeth, the Spider Queen, Female Human-Spider Thing, Wiz11: CR 11; SZ M; HD 11d4+22; hp 49; Init +3 (Dex); Spd 30 ft.; AC 18 (+3 Dex, +5 natural), touch 13, flat-footed 15; BAB/Grp +5/+5; Atk +8 melee (1d4, bite plus poison); Full Atk +8 melee (1d4, bite plus poison); SA poison; SQ DR (5/magic), summon familiar; AL NE; SV Fort +8, Ref +7, Will +8; Str 10, Dex 17, Con 14, Int 18, Wis 13, Cha 17.

Skills: Concentration +16, Craft (alchemy) +18, Hide +8, Knowledge (arcana) +18, Knowledge (religion) +18, Listen +5, Spellcraft +20, Spot +6. **Feats:** Brew Potion, Combat Casting, Greater Spell Focus (Enchantment), Quicken Spell, Scribe Scroll, Spell Focus (Enchantment), Spell Mastery (4), Weapon Finesse.

Poison (Ex): Injury (bite); Fort save (DC 17); initial and secondary damage 1d3 Constitution damage.

Spider Skin (Ex): Blessed with a thick, chitinous hide, Aldeth adds +5 to her natural AC and has DR 5/magic due to demon queen of spider's blessing.

Arcane Spells Prepared (4/5/5/5/4/2/1; base DC 14 + spell level; Enchantment base DC 16 + spell level): 0—dancing lights, *daze*, read magic, **resistance**; 1st—*charm person*, disguise self, obscuring mist, ray of enfeeblement, **shield**; 2nd—darkness, invisibility, **protection from arrows**, **see invisible**, web; 3rd—**displacement**, gaseous form, **haste**, slow, stinking cloud; 4th—*confusion*, **greater invisibility**, solid fog, **stoneskin**; 5th—*dominate person*, wall of force; 6th—declaration of death*. The spells in *italics* are from the Enchantment school.

Possessions: Robes, spellbook, journal, *cloak of arachnida*, ring of evasion, ring of spell turning, potion of oil of etherealness (2 doses).

Location(s): Level 6A

Note: One of Aldeth's spells (*declaration of death*) is detailed in **Relics & Rituals** by **Sword and Sorcery Studios**. If this volume is unavailable to the DM, replace it with others from the PHB (*circle of death* is sufficiently nasty!).

Ambro the Ogre, Ftr4: CR 7; SZ L Giant; HD 4d8+24 plus 4d10+24; hp 94; Init +6 (Dex, Improved Initiative); Spd 30 ft. (armor), base 40 ft.; AC 19 (-1 size, +2 Dex, +5 natural, +3 hide), touch 11, flat-footed 17; BAB/Grp +7/+18; Atk +14 melee (2d8+12, huge greatclub); Full Atk +14/+9 melee (2d8+12, huge greatclub); Space/Reach 10 ft./10 ft.; AL CE; SV Fort +14, Ref +3, Will +2; Str 24, Dex 12, Con 23, Int 8, Wis 10, Cha 7.

Skills: Climb +7, Listen +4, Spot +4. **Feats:** Cleave, Improved Initiative, Power Attack, Toughness, Weapon Focus (greatclub), Weapon Specialization (greatclub).

Possessions: Large greatclub, large hide armor, sack with human skull and hunk of uncooked meat, empty sack which previously held his 300 cp, a 5 sp silver ring and a map to the Stoneheart Mountain Dungeon where his brother Gorbash lives (the Stoneheart Mountain Dungeon and Ambro's brother Gorbash are detailed in the **Necromancer Games** dungeon module **The Tomb of Abysthor**).

Location(s): Level 2

Amurru: CR 23; SZ M Undead; HD 6d12+18d8; hp 160; Init +7 (Dex, Improved Initiative); Spd 40 ft.; AC 27 (+3 Dex, +10 armor, +10 natural, +4 deflection), touch 17, flat-footed 24; BAB/Grp +16/+23; Atk +28 melee (1d6+12, +5 *defending light mace*); Full Atk +28/+23/+18/+13 melee (1d6+12, +5 *defending light mace*); SA spells, teleport other; SQ blindsight 120 ft., damage reduction 10/—, true seeing (60 ft.), turn resistance (+4), undead traits; AL LN; SV Fort +11, Ref +12, Will +30; Str 24, Dex 16, Con —, Int 18, Wis 30, Cha 22.

Skills: Bluff +15, Concentration +23, Decipher Script +14, Diplomacy +22, Intimidate +17, Knowledge (arcana) +19, Knowledge (ancient history) +13, Knowledge (nature) +19, Listen +21, Move Silently +6, Search +13, Sense Motive +37, Spellcraft +21, Spot +21.

Feats: Ability Focus (teleport other), Alertness, Craft Wondrous Item, Eschew Materials, Great Fortitude, Improved Initiative, Quicken Spell, Scribe Scroll (b), Silent Spell, Still Spell.

Teleport Other (Sp): All creatures within a 50-foot range that fail a Will save (DC 29) are teleported to a random location within the complex (roll 1d6: 1 = 3B-8; 2 = 3B-14; 3 = 3B-15; 4 = 3B-1; 5 = middle of the maze, 3B-17; 6 = 3B-1). Roll randomly for each creature that fails its save. A creature that succeeds at its save is unaffected Amurru's *teleport other* ability for one day. The effect is equivalent to a 7th level spell; the save DC is Wisdom-based.

Spells: Amurru casts divine spells as an 18th-level cleric, which can be chosen from the cleric, druid, and wizard spell lists. However, she does not gain access to clerical domains, cannot spontaneously convert her spells, and has no power to turn or control undead.

Divine Spells Prepared (6/8/8/7/7/6/6/4/4/3; base DC 20 + spell level) 0—detect magic, guidance, inflict minor wounds, message, prestidigitation, read magic; 1—burning hands, magic missile x2, obscuring mist, sanctuary x2, ray of enfeeblement, **shield**; 2—calm emotions, desecrate, glitterdust, hold person, invisibility, mirror image, resist energy, silence; 3—deeper darkness, fireball x2, haste, heroism, magic circle against chaos, protection from energy; 4—crushing despair, Evar's black tentacles, fear, fire shield, freedom of movement, greater invisibility, inflict critical wounds; 5—cone of cold, greater command, mind fog, spell resistance, wall of stone, waves of fatigue; 6—antilife shell, greater dispel magic, harm x3, mass bull's strength; 7—blink (quicken), displacement (quicken), mass inflict serious wounds, summon nature's ally VII; 8—greater dispel magic (silent/still), greater spell immunity, mass inflict critical wounds, power word stun; 9—meteor swarm, time stop, wish.

Possessions: +3 dragonhide half-plate armor of acid, fire, and sonic resistance 10, +5 *defending light mace*, +4 ring of protection, ring of counterspells (greater dispel magic), +4 robes of resistance, scroll of harm, mass inflict critical wounds (x2), scroll of banishment, scroll of greater invisibility.

Location(s): Level 3B

Aragnak, Male Adult Red Dragon: CR 15; SZ H Dragon (fire); HD 22d12+110; hp 292; Init +0; Spd 40 ft., fly 150 ft. (poor); AC 29 (-2 size, +21 natural), touch 8, flat-footed 29; BAB/Grp +22/+41; Atk +31 melee (4d6+11, bite); Full Atk +31 melee (4d6+11, bite), +26 melee (2d6+5 [x2], claws), +26 melee (1d8+5 [x2], wings), and +26 melee (2d6+16, tail slap); SA breath weapon (cone, 50 ft. range, 12d10 fire, DC 25 Reflex half), crush (15 ft. x 15 ft. area, small or smaller opponents take 2d8+15 damage, Ref DC 25 avoids, pinned), frightful presence (180 ft. radius, HD 21 or less, Will DC 24 negates), snatch (against small or smaller creatures, bite for 2d8+11/round or claw for 2d6+5/round), spell-like abilities (6/day—locate object, as 7th level sorcerer), spells; SQ blindsense (60 ft.), DR (5/magic), darkvision (120 ft.), immunity (fire, magic sleep effects, and paralysis), keen senses, low-light vision, SR (21), vulnerability to cold; AL CE; SV Fort +18, Ref +13, Will +17; Str 33, Dex 10, Con 21, Int 16, Wis 19, Cha 16.

Skills: Appraise +20, Bluff +19, Concentration +24, Diplomacy +20, Gather Information +14, Hide -8, Intimidate +11, Jump +37, Knowledge (arcana) +18, Knowledge (local) +18, Listen +26, Search +25, Sense Motive +10, Spellcraft +15, Spot +25. **Feats:** Alertness, Cleave, Flyby Attack, Hover, Improved Natural Attack (bite), Power Attack, Snatch, Wingover.

Arcane Spells Known (cast per day 6/7/7/5; save DC 13 + spell level): 0—arcane mark, detect magic, detect poison, mage hand, prestidigitation, read magic, resistance; 1st—alarm, divine favor, entropic shield, protection from good, shield, 2nd—detect thoughts, lesser restoration, see invisibility; 3rd—cure serious wounds, protection from energy.

Languages: Common, Draconic, Dwarven, Giant, Ignan.

Possessions: Though Aragnak carries no treasure on him, he still harbors a deep wound—and a secret—in his chest. Several months back a paladin struck him with a +2 *greater dragon slaying* arrow, and while Aragnak shook off the death effect, the arrow buried itself deep beneath his scales, and continues to bother him, slowly working its way deeper into his flesh. So long as it remains within him, his maximum current hit point total continues to slowly drop.

Should someone lend aid to Aragnak in removing it, the act requires a Heal check (DC 25) to perform. In return for the service, Aragnak magnanimously agrees to spare the person who did the deed, and grant him safe passage and freedom from molestation. He even keeps his word—for a week or so.

Alternately, should the dragon be slain, a successful Spot check (DC 30) reveals the old wound, and thoughtful looters who dig into his flesh can retrieve the arrow. Doing so still requires a Heal check (DC 20), or the arrow breaks and is worthless. Otherwise, with a bit of repair work, requiring access to a fletcher's shop and 1000 gp worth of materials, the arrow could be made serviceable again.

Location(s): Wilderness

Banth, Male Human, Tra11: CR 11; SZ M; HD 11d4+33; hp 59; Init +6 (Dex, Improved Initiative); Spd 30 ft.; AC 15 (+2 Dex, +3 bracers), touch 12, flat-footed 13; BAB/Grp +5/+5; Atk +5 melee (1d4, dagger, crit 19-20), or +7 ranged (1d8, light crossbow, crit 19-20, range 80 ft.); SA spells; AL NE; SV Fort +6, Ref +5, Will +8; Str 10, Dex 14, Con 16, Int 18, Wis 13, Cha 9.

Skills: Concentration +17, Craft (alchemy) +18, Craft (leatherworking) +14, Escape Artist +7, Heal +6, Knowledge (arcana) +18, Knowledge (local) +6, Spellcraft +20, Spot +6. **Feats:** Combat Casting, Craft Construct, Craft Wand, Empower Spell, Improved Initiative, Scribe Scroll, Quicken Spell, Spell Mastery (4).

Arcane Spells Prepared (4+1/5+1/5+1/5+1/4+1/2+1/1+1; Transmutation specialty, prohibited schools: Conjuraton and Necromancy; save DC 14 + spell level): 0—dancing lights, daze (x2), flare, read magic; 1st—change self, expeditious retreat, mage armor, magic missile (x2), shield; 2nd—darkness, invisibility, mirror image, protection from arrows, rope trick, see invisibility; 3rd—dispel magic, displacement, fireball, gaseous form, haste, slow; 4th—crushing despair, greater invisibility, phantasmal killer, polymorph, stoneskin; 5th—baneful polymorph, cone of cold, wall of force; 6th—repulsion, Tensor's transformation.

Possessions: Robes, spellbook, journal, daggers (x2), masterwork crossbow, bolts (x12), *wand of baleful polymorph* (32 charges), +3 *bracers of armor*, *ring of protection from petrification* (wearer gains a +10 resistance bonus on all saves vs. *polymorph* and *stone to flesh* spells and effects), *potion of cure serious wounds*, *potion of invisibility*, 2 *potions of bull's strength*, 4 white mice (3 are *polymorphed* cockatrices, 1 is a *polymorphed* human monk Socrates below), pouch with 11 gp.

Location(s): Level 5

Barthum Cobb, Male Half-Orc Bbn4: CR 4; SZ M; HD 4d12+8; hp 25, 40* (41, 56*); Init +2 (Dex); Spd 40 ft.; AC 12 (10) (+2 Dex, [-2 rage]), touch 12 (10), flat-footed 10 (8); BAB/Grapple +4/+8 (+10); Atk +8 (+10) melee, or +6 ranged; SA rage (2/day, 6 [7*] rounds); SQ darkvision (60 ft.), illiteracy, trap sense (+1), uncanny dodge (Dex bonus to AC); AL CN; SV Fort +5 (with reduced Con), Ref +3, Will +0 (+2); Str 18 (20), Dex 14, Con 12 14* (16, 18*), Int 8, Wis 9, Cha 8. * Due to Constitution loss. Values in parenthesis/braces are while raging.

Skills: Climb +11 (+13), Jump +15 (+17), Survival +6. **Feats:** Power Attack, Weapon Focus (greataxe).

Location(s): Level 12

Bugjuice, Female Human Bbn3: CR 3; SZ M; HD 3d12+6; hp 28; Init +3 (Dex); Spd 40 ft.; AC 13 (11) (+3 Dex, [-2 rage]), touch 13 (11), flat-footed 10 (8); BAB/Grp +3/+7 (+9); Atk +7 (+9) melee (2d6+6 [2d6+9], greatsword, crit 19-20) or +6 ranged (1d8+4, mighty composite longbow, crit x3); SA rage (1/day, 7

rounds); SQ fast movement, illiterate, trap sense +1, uncanny dodge; AL CG; SV Fort +5 (+7), Ref +4, Will +2 (+4); Str 18 (22), Dex 16, Con 14 (18), Int 10, Wis 12, Cha 16.

Skills: Climb +10 (+12), Intimidate +9, Jump +14 (+16), Listen +7, Survival +7. **Feats:** Point Blank Shot, Precise Shot.

Possessions: Greatsword, polished composite longbow (Str +4) (her prized possession), 6 sp, 12 cp.

Location(s): Wilderness

Celleen, Female Human Clr14 (Orcus): CR 14; SZ M; HD 14d8+14; hp 80; Init +5 (Dex, Improved Initiative); Spd 20 ft. (armor), base 30 ft.; AC 20 (+1 Dex, +6 armor, +3 shield), touch 11, flat-footed 19; BAB/Grapple +10/+11; Atk +14 melee (1d8+3, +2 heavy mace); Full Atk +14/+9 melee (1d8+3, +2 heavy mace); SA rebuke undead (5/day, +2 synergy), smite, spells; SQ aura, increased evil spells, spontaneous casting; AL CE; SV Fort +10, Ref +5, Will +14; Str 13, Dex 13, Con 12, Int 13, Wis 20, Cha 15.

Skills: Concentration +18, Knowledge (Religion) +18, Listen +11, Spellcraft +18, Spot +11. **Feats:** Alertness, Brew Potion, Combat Casting, Improved Initiative, Weapon Focus (heavy mace).

Unholy Spells Prepared (6/7/6/5/5/4/3/2; save DC 15 + spell level): 0—cure minor wounds, detect magic, guidance, mending, read magic, resistance; 1st—bane, case fear, cure light wounds, detect good, divine favor, doom, endure elements (lightning); 2nd—bull's strength, cure moderate wounds, death knell, endurance, hold person, inflict moderate wounds; 3rd—cure serious wounds, dispel magic, inflict serious wounds, invisibility purge, searing light; 4th—cure critical wounds, death ward, divination, inflict critical wounds, poison; 5th—flame strike, mass inflict light wounds, slay living, spell resistance; 6—greater dispelling, planar ally, heal; 7th—blasphemy, summon monster VII.

Domain Spells (Destruction, Evil): 1st—protection from good; 2nd—desecrate; 3rd—contagion; 4th—inflict critical wounds; 5th—dispel good; 6th—harm; 7th—disintegrate.

Domain Abilities: Destruction—Once per day, Celleen may make a single melee attack with a +4 attack bonus and a +14 damage bonus; Evil—Cast evil spells at +1 caster level.

Possessions: +2 heavy mace, +1 chainmail, +1 heavy steel shield, ring of freedom of movement.

Location(s): Level 12

Corinaria the Succubus: CR 7; SZ M Outsider [Chaos, Evil]; HD 6d8+6; hp 41; Init +1 (Dex); Spd 30 ft., fly 50 ft. (average); AC 20 (+1 Dex, +9 natural), BAB/Grapple +6/+7; Atk +7 melee (1d6+1, claws); Full Atk +7 melee (1d6+1 [x2], claws); SA energy drain (Fort DC 21 recovers), spell-like abilities, summon demon; SQ DR (10/cold iron or good), immunity (electricity and poison),

resistance (cold 20, fire 20), SR (18), telepathy (100 ft.), tongues; AL CE; SV Fort +6, Ref +6, Will +7; Str 13, Dex 13, Con 13, Int 16, Wis 14, Cha 26.

Skills: Bluff +19, Concentration +10, Diplomacy +12, Disguise +17*, Escape Artist +10, Hide +10, Intimidate +10, Knowledge (demons) +12, Listen +19, Move Silently +10, Search +12, Spot +19. **Feats:** Dodge, Mobility. *Corinaria gains a +10 bonus on Disguise checks while using her polymorph ability.

Possessions: Chaos diamond.

Location(s): Level 4A

Corrak, Female Doppelganger Rog8: CR 11; SZ M Monstrous Humanoid (shapechanger); HD 4d8+4 plus 8d6+8; hp 55; Init +4 (Dex); Spd 30 ft.; AC 20 (+4 Dex, +2 armor, +4 natural), touch 14, flat-footed 18; BAB/Grapple +10/+12; Atk +15 melee (1d6+3, +1 keen rapier, crit 15-20), +12 melee (1d6+2, slam), or +14 ranged (1d8, light crossbow, crit 19-20, range 80 ft.); Full Atk +15/+10 melee (1d6+3, +1 keen rapier, crit 15-20), +12 melee (1d6+2, slam), or +14 ranged (1d8, light crossbow, crit 19-20, range 80 ft.); SA detect thoughts, sneak attack (+4d6); SQ change shape, immunity (sleep and charm effects), evasion, trapfinding, trap sense (+2), uncanny dodge, improved uncanny dodge; AL NE; SV Fort +6, Ref +14, Will +9; Str 14, Dex 18, Con 12, Int 17, Wis 16, Cha 18.

Skills: Appraise +8, Balance +7, Bluff +17*, Climb +6, Diplomacy +12, Disable Device +9, Disguise +19*, Escape Artist +11, Forgery +7, Gather Information +10, Hide +11, Intimidate +8, Jump +4, Listen +8, Move Silently +12, Perform (stringed instruments) +13, Sense Motive +13, Sleight of Hand +9, Spot +8, Swim +4, Use Rope +6. **Feats:** Alertness, Dodge, Endurance, Great Fortitude, Weapon Finesse.

*Corrak receives a +10 circumstance bonus to Disguise checks when using his change shape ability, and a further +4 circumstance bonus to Disguise and Bluff if he can detect his target's thoughts.

Languages: Common, Giant, Orc, Undercommon.

Possessions: Leather armor, +1 keen rapier, light crossbow, 40 bolts, 8 +1 bolts, backpack, thieves' tools, 50 feet silk rope, grappling hook, 2 flasks acid, 1 tanglefoot bag, 3 thunderstones, *potion of cat's grace*, 129 gp, 308 sp, 12 gems (worth 1,650 gp total).

Location(s): Wilderness

Craven, Male Human Rog3: CR 3; SZ M; HD 3d6+3; hp 4 (normally 15); Init +6 (Dex, Improved Initiative); Spd 30 ft.; AC 12 (+2 Dex), touch 12, flat-footed 10; BAB/Grapple +2/+3; Atk +3 melee, or +4 ranged; SA sneak attack (+2d6); SQ evasion, trap finding, trap sense (+1), uncanny dodge (Dex bonus to AC); AL CN; SV Fort +0 (with reduced Con), Ref +5, Will +0; Str 12, Dex 15, Con 11 (normally 13), Int 14, Wis 11, Cha 8.

Skills: Appraise +8, Climb +7, Decipher Script +8, Disable Device +8, Forgery +8, Hide +8, Jump +7, Listen

+6, Move Silently +8, Open Locks +8, Search +8. *Feats*: Dodge, Improved Initiative, Weapon Finesse.

Languages: Common, Orc, Undercommon.

Location(s): Level 12

Daarog, Male Half-Orc Bbn8: CR 8; SZ M; HD 8d12+16 (+32); hp 77 (93); Init +1 (Dex); Spd 40 ft.; AC 17 (15) (+1 Dex, +4 armor, +2 shield, [-2 rage]), touch 11 (9), flat-footed 16 (14); BAB/Grp +8/+12 (+14); Atk +13 (+15) melee (1d6+4 (1d6+6), masterwork shortspear), +13 (+15) melee (1d4+4 (1d4+6), masterwork spiked gauntlet), +9 ranged (1d8, composite longbow, crit x3, range 110 ft.), Or +10 ranged (1d6+4 (1d6+6), masterwork shortspear, range 20 ft.); Full Atk +13/+8 melee (1d6+4, masterwork shortspear), +13/+8 melee (1d4+4, masterwork spiked gauntlet), +9/+4 ranged (1d8, composite longbow, crit x3, range 110 ft.), Or +10 ranged (1d6+4, masterwork shortspear, range 20 ft.); SA rage (3/day, 7 rounds); SQ darkvision (60 ft.), DR (1/—), fast movement, illiteracy, trap sense (+2), improved uncanny dodge (Dex bonus to AC, not flankable); AL NE; SV Fort +8 (+10), Ref +3, Will +0 (+2); Str 19, Dex 12, Con 14, Int 5, Wis 7, Cha 13. Values in parenthesis are during raging.

Skills: Handle Animal +2, Hide +1, Intimidate +3, Listen +0, Move Silently +1, Ride +7, Spot +0. *Feats*: Alertness, Power Attack, Quick-Draw.

Languages: Common, Orc.

Possessions: Masterwork chain shirt, masterwork heavy steel shield, masterwork spiked gauntlet, masterwork shortspear, composite longbow, 40 arrows, 6 +2 arrows, 3 flasks fire oil, 2 tanglefoot bags, *potion of enlarge* (CL 5), heavy warhorse “Crusher”, 211 pp, 4817 gp, 700 gp black pearl, 5 gems (325 gp total value).

Location(s): Wilderness

Den Mother, Hell Hound: CR 5; SZ L Outsider (evil, extraplanar, fire lawful); HD 8d8+24; hp 60; Init +4 (Improved Initiative); Spd 40 ft.; AC 16 (-1 size, +7 natural), touch 9, flat-footed 16; BAB/Grp +8/+17; Atk +12 melee (2d6+7 plus 1d6 fire, bite); SA breath weapon, fiery bite; SQ darkvision (60 ft.), immunity to fire, scent, vulnerability to cold; SV Fort +9, Ref +6, Will +6; Str 21; Dex 11, Con 17, Int 8, Wis 10, Cha 6.

Skills: Hide +12, Intimidate +3, Jump +20, Listen +11, Move Silently +16, Spot +11, Survival +11. *Feats*: Improved Initiative, Power Attack, Run, Track (b).

Breath Weapon (Su): 15 ft. cone, once every 2d4 rounds, damage 3d6 fire, Ref save (DC 17) for half.

Location(s): Level 7

Deserach the Demi-Lich Wiz22: CR 30; SZ D Undead; HD 22d12; hp 213; Init +15 (Dex, Improved Initiative, *bracers*); Spd 0 ft., fly 190 ft. (perfect); AC 52 (+4 size, +7 Dex, +5 nat, +22 insight, +4 deflection*), touch 25, flat-footed 45; BAB/Grp +11/-1; Atk +37 melee touch (10d6+20 plus paralyzing touch), or +44 range

touch (spells); Space/Reach 1 ft./0 ft.; SA fear aura, paralyzing touch, perfect automatic still spell, spell-like abilities, spells, trap the soul; SQ darkvision (60 ft.), DR (15/epic and bludgeoning), immunity (cold, electricity, polymorph, and mind-affecting attacks), magic immunity, phylactery transference, resistance (acid 20, fire 20, sonic 20), summon familiar, turn resistance (+20), undead traits; AL NE; SV Fort +10*, Ref +19*, Will +25*; Str 10, Dex 25*, Con —, Int 44*, Wis 28*, Cha 27.

Skills: Concentration +33, Craft (alchemy) +42, Hide +47, Knowledge (arcana) +42, Knowledge (history) +42, Knowledge (religion) +42, Knowledge (the planes) +42, Knowledge (Rappan Attuk) +42, Listen +37, Move Silently +35, Search +45, Sense Motive +36, Spellcraft +44, Spot +37. *Feats*: Augmented Summoning, Automatic Quicken Spell (x3) (b*), Combat Casting, Empower Spell, Eschew Material, Heighten Spell, Improved Initiative, Improved Spell Capacity (10th), Lightning Reflexes, Maximize Spell, Quicken Spell-like Ability (*summon monster*), Scribe Scroll, Silent Spell, Spell Penetration, Tenacious Magic (b), Widen Spell.

Arcane Spells Prepared (4/9/8/8/8/8/7/7/7/7/3; base DC 27 + spell level): 0—detect magic, mage hand, open/close, read magic; 1st—charm person, magic missile (x2), obscuring mist, protection from good, ray of enfeeblement, shield, sleep, unseen servant; 2nd—blur (x2), darkness (x2), scorching ray (x2), touch of idiocy (x2); 3rd—clairaudience/clairvoyance, dispel magic, fireball (x2), lightning bolt, slow, suggestion, stinking cloud; 4th—confusion, Evar’s black tentacles, dimension door, fire shield, greater invisibility, ice storm (x2), lesser globe of invulnerability; 5th—baneful polymorph, cloudkill, cone of cold (x2), dominate person, feeblemind, teleport, wall of force; 6th—acid fog, chain lightning (x2), flesh to stone, greater dispel magic (x2), mislead; 7th—Bigsby’s grasping hand, delayed blast fireball (x2), finger of death, greater teleport, mass hold person, reverse gravity; 8th—charm monster, greater shout, horrid wilting, polar ray, polymorph any object, power word stun, prismatic wall; 9th—morden’s disjunction (x2), power word kill, prismatic sphere, time stop, wish; 10th—delay blast fireball (empower, silent), horrid wilting (empower), ethrealness (silent).

Blessing of Orcus (Ex): During Deserach’s conversion to a demilich, her patron Orcus granted her several special favors. Several magic items Deserach used regularly were combined into her phylactery, granting her permanent use of them as long as her phylactery remains whole (similar to the phylactery transference below). Further special abilities are detailed below. All characteristic and other changes are already figured into her stats, usually noted with an * symbol.

Fear Aura (Su): Deserach is shrouded in a dreadful aura of death and evil. Creatures of less than 5 HD in a 60-foot radius that look at Deserach must succeed at a Will save (DC 22) or be affected as though by *fear* as cast by a 21st-level caster.

Magic Immunity (Ex): Deserach is immune to all magical and supernatural effects, except as follows. A *shatter* spell affects a demilich as if it were a crystalline creature, but deals half the damage normally indicated. A *dispel evil* spell deals 3d6 points of damage (Fort save for half damage). *Holy smite* spells affect demiliches normally.

Paralyzing Touch (Su): Any living creature a demilich touches must succeed at a Fortitude save (DC 40) or be permanently paralyzed. *Remove paralysis* or any spell that can remove a curse can free the victim. The effect cannot be dispelled. Anyone paralyzed by Deserach seems dead, though a successful Spot check (DC 20) or Heal check (DC 15) reveals that the victim is still alive.

Perfect Automatic Still Spell (Ex): Deserach can cast all the spells she knows without gestures.

Phylactery Transference (Su): Headbands, belts, rings, cloaks, and other wearable items kept in close association with the demilich's phylactery transfer all their benefits to the demilich no matter how far apart the demilich and the phylactery are located. The standard limits on types of items utilized simultaneously still apply. This ability also permits the use of the *staff of shadows* by Deserach.

Spell-Like Abilities: At will—*alter self*, *astral projection*, *create greater undead*, *create undead*, *death knell*, *enervation*, *greater dispel magic*, *harm* (usually used to heal herself), *summon monster I–IX*, *telekinesis*, *weird*; 2/day—*greater planar ally*. Deserach uses these abilities a caster of a level equal to her spellcaster level, but all are save (DC 36).

Trap the Soul (Su): Deserach 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 Fortitude save (DC 40). If the target makes its saving throw, it gains four 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 Deserach's form. The gem gleams for 24 hours, indicating the captive soul within. The soulless body collapses in a mass of corruption and molds in a single round, reduced to dust. If left to its own devices, Deserach slowly devours the soul over 24 hours—at the end of that time the soul is completely absorbed, and the victim is forever gone. If Deserach 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 either *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 saving throw and is effective against the level loss on a successful save.

True Seeing (Su): Deserach, by a special bestowing from Orcus on his faithful servant, has the supernatural power of *true seeing*. This works as per the spell cast by a 22nd-level wizard, but it functions continuously.

Spells: Deserach can cast any spells she could cast previous to becoming a demilich. The last three spell slots are 10th-level slots and available for 0–9th level metamagic spells.

Languages: Abyssal, Common, Celestial, Draconic, Infernal.

Possessions: those item in her chest in location 9A-2.

Location(s): Level 9A

Droog, Male Ogre Ftr5: CR 7; SZ L Giant; HD 4d8+8 plus 5d10+10; hp 80; Init +3; Spd 30 ft. (armor), base 40 ft.; AC 16 (-1 size, -1 Dex, +5 natural, +3 armor), touch 8, flat-footed 17; BAB/Grapple +8/+18; Atk +14 melee (2d8+11, large greatclub); Full Atk +14/+9 melee (2d8+11, large greatclub); Space/Reach 10 ft./10 ft.; AL CE; SV Fort +10, Ref +1, Will +2; Str 22, Dex 8, Con 15, Int 6, Wis 10, Cha 7.

Skills: Climb +11, Listen +4, Spot +4. **Feats:** Alertness, Cleave, Improved Initiative, Improved Sunder, Power Attack, Weapon Focus (greatclub), Weapon Specialization (greatclub).

Possessions: Large greatclub, large hide armor, 175 gp (in belt pouch).

Location(s): Level 12A

Dryot, Male Gnome Ill3: CR 3; SZ S; HD 3d4+3; hp 2 (normally 11); Init +1 (Dex); Spd 20 ft.; AC 12 (+1 Dex, +1 size), touch 12, flat-footed 10; BAB/Grapple +1/-3; Atk +2 melee, or +3 ranged; SA spells; SQ gnome traits, summon familiar; AL CG; SV Fort +0 (with diminished Constitution), Ref +2, Will +3; Str 10, Dex 12, Con 10 (normally 12), Int 15, Wis 10, Cha 11.

Skills: Concentration +7, Craft (Alchemy) +10, Listen +5, Spellcraft +8. **Feats:** Brew Potion, Combat Casting, Scribe Scroll.

Arcane Spells Prepared (4/4/3; save DC 12+spell level; Illusion save DC 13 + spell level): None currently memorized.

Spell-Like Abilities (Sp): 1/day—dancing lights, ghost sound, prestidigitation, and speak with (burrowing) animals.

Location(s): Level 12

Drusilla, Female Human Dru13: CR 13; SZ M; HD 13d8+39; hp 119; Init +7 (Dex, Improved Initiative); Spd 30 ft.; AC 16 (+3 Dex, +2 armor, +1 deflection), touch 14, flat-footed 13; BAB/Grp +9/+10; Atk +13 melee (1d6+4 plus 1d6 fire, +3 *flaming club*) or +12 ranged (1d4, sling, range 50 ft.); Full Atk +13/+8 melee (1d6+4 plus 1d6 fire, +3 *flaming club*) or +12 ranged (1d4, sling, range 50 ft.); SA spells; SQ a thousand faces, nature sense, resist nature's lure, spontaneous casting, trackless step, venom immunity, wild empathy, wild shape (4/day: tiny, small, medium, or large - animal or plant creature; duration 13 hours maximum), woodland stride; AL N; SV Fort +11, Ref +7, Will +12; Str 13, Dex 16, Con 16, Int 14, Wis 18, Cha 15.

Skills: Concentration +17, Handle Animal +18, Heal +18, Knowledge (nature) +16, Listen +20, Spot +20, Survival +18, Swim +15. **Feats:** Alertness, Brew Potion, Improved Initiative, Natural Spell, Silent Spell, Spell Penetration.

Divine Spells Prepared (6/6/6/5/5/3/2/1; save DC 14 + spell level): 0—cure minor wounds (x2), detect magic, flare, light, purify food and drink; 1st—calm animals, cure light wounds, entangle, faerie fire, obscuring mist, speak with animals; 2nd—barkskin, heat metal, hold animal, owl's wisdom, summon swarm, tree shape; 3rd—call lightning, quench, speak with plants, spike growth, water breathing; 4th—air walk, flame strike, freedom of movement, spike stones; 5th—animal growth, cure critical wounds, insect plague; 6th—antilife shell, call lightning storm (silenced); 7th—creeping doom.

Languages: Common, Aquan, Druidic, Sylvan.

Possessions: Ring of regeneration, +1 ring of protection, +3 flaming club, staff of control weather (as spell, CL 13) (16 charges), cube of force, divine scroll Of greater dispel magic, sling, 20 bullets, leather armor.

Location(s): Wilderness

Drusilla's animal companion, Sheiju, Male Wolf: CR —; SZ M Magical Beast; HD 10d8+20; hp 80; Init +4 (Dex); Spd 50 ft.; AC 24 (+4 Dex, +10 natural), touch 14, flat-footed 20; BAB/Grp +7/+10; Atk +10/+5 melee (1d6+4, bite); SA trip; SQ devotion, evasion, link, low-light vision, scent, share spells; AL N; SV Fort +9, Ref +11, Will +4; Str 17, Dex 19, Con 15, Int 2, Wis 12, Cha 6.

Skills: Hide +5, Listen +5, Move Silently +6, Spot +3, Survival +5 (+9 when tracking). *Feats*: Diehard, Endurance, Run, Track (b), Weapon Focus (bite).

Tricks Known: Attack (all creature types), Come, Defend, Down, Fetch, Guard, Heel, Seek, Stay, Track.

Location(s): Wilderness

Duke Aerim, the Bloodwraith: CR 9; SZ M Undead (incorporeal); HD 12d12; hp 100; Init +7 (Dex, Improved Initiative); Spd 30 ft., fly 60 ft. (good); AC 17 (+3 Dex, +4 deflection), touch 17, flat-footed 14; BAB/Grp +6/—; Atk +9/+4 melee touch (1d4 plus constitution drain, incorporeal touch); SA constitution drain, creates spawn; SQ incorporeal, turn resistance (+2), unnatural aura, undead traits, daylight powerlessness; AL LE; SV Fort +4, Ref +7, Will +12; Str —, Dex 16, Con —, Int 14, Wis 14, Cha 19.

Skills: Diplomacy +16, Hide +18, Intimidate +18, Listen +16, Search +14, Sense Motive +17, Spot +16. *Feats*: Alertness, Blind-Fight, Combat Reflexes, Improved Initiative, Iron Will.

Create Devouring Mist (Ex): As a move equivalent action that provokes an attack of opportunity, the Bloodwraith can cough up a devouring mist. It can do this up to three times a day, but must wait one minute after so doing before it can produce another.

Create Spawn (Su): The any creature slain by the Bloodwraith rises as a sword wight in 1d4+1 rounds (see the monster section of the **Appendix**). Spawn are under the command of the Bloodwraith and remain enslaved until its death. They do not possess any of the abilities they had in life.

Constitution Drain (Su): Living creatures hit by the Bloodwraith's incorporeal touch attack must succeed at a Fortitude save (DC 20) or suffer 1d4 points of permanent Constitution drain. On each such successful attack, the Bloodwraith gains 5 temporary hit points.

Daylight powerlessness (Ex): The Bloodwraith is utterly powerless in natural sunlight (not merely a *daylight* spell).

Unnatural aura (Su): Both wild and domesticated animals can sense the unnatural presence of the Bloodwraith at a distance of 50 feet. They do not willingly approach nearer than that and panic if forced to do so; they remain panicked as long as they are within that range.

Location(s): Level 9D

Elgar, Male Human Wiz10: CR10; SZ M; HD 10d4+13; hp 12 (normally 38); Init +2 (Dex); Spd 30 ft.; AC 12 (+2 Dex), touch 12, flat-footed 10; BAB/Grapple +5/+5; Atk +5 melee, or +7 ranged; SA spells; SQ summon familiar; AL CG; SV Fort +3 (with reduced Con), Ref +5, Will +8; Str 10; Dex 14, Con 10 (normally 12), Int 20, Wis 13, Cha 9.

Skills: Concentration +13 (with reduced Con), Craft (Alchemy) +18, Decipher Script +18, Knowledge (Arcana) +18, Knowledge (the Planes) +18, Listen +9, Spellcraft +20, Spot +9, Survival +1 (+3 on other planes). *Feats*: Alertness, Brew Potion, Combat Casting, Craft Wand, Scribe Scroll, Spell Mastery (x2, see below), Toughness.

Spells Prepared (4/6/5/4/4/3; save DC 15 + spell level): 0—none prepared; 1st—mage armor, magic missile (x5); 2nd—Mel's acid arrow (x5); 3rd—dispel magic (x2), fireball (x2), fly; 4th—dimension door (x2), hypnotic pattern (x2); 5th—cone of cold (x2), summon monster V.

Languages: Common, Celestial, Elven, Giant, Ignan.

Location(s): Level 12

The Enforcers, Male Goblin Ftr8: CR 8; SZ S; HD 8d10+16; hp 80; Init +6 (Dex, Improve Initiative); AC 20 (+7 armor, +2 Dex, +1 size), touch 13, flat footed 18; BAB/Grapple +8/+8; Atk +16 (1d6+10, +1 *small longsword* [used two-handed], crit 17-20), or +12 (1d4+5, masterwork small javelin, range 30 ft.); Full Atk +16/+15 (1d6+10, +1 *small longsword* [used two-handed], crit 17-20), or +12/+7 (1d4+5, masterwork small javelin, range 30 ft.); SQ darkvision (60 ft.); AL CE; SV Fort +8, Ref +4, Will +5; Str 20*, Dex 14, Con 14, Int 10, Wis 10, Cha 9.

Skills: Hide +3, Listen +7, Spot +6. *Feats*: Alertness, Cleave, Improved Critical (longsword), Improved Initiative, Iron Will, Power Attack, Weapon Focus (longsword), Weapon Specialization (longsword).

Possessions: +1 *small longsword*, +2 *small chainmail*, six masterwork small javelins, *claw of Orcus (see Area 12-4), *potion of bear's endurance* (2 doses).

Location(s): Level 12

Erika Thistledown, Female Pixie: CR 4; HD 1d6; hp 5; Init +4 (Dex); Spd 20 ft., fly 60 ft. (good); AC 16

(+1 size, +4 Dex, +1 natural), touch 15, flat-footed 12; BAB/Grp +0/-6; Atk +5 melee (1d4-2, small short sword, crit 19-20) or +5 ranged (1d6-2, small longbow, crit x3, range 100 ft.); SA special arrows, spell-like abilities; SQ DR (10/cold iron), greater invisibility, low-light vision, SR (15); AL NG; SV Fort +0, Ref +6, Will +4; Str 7, Dex 18, Con 11, Int 16, Wis 15, Cha 16.

Skills: Bluff +7, Concentration +4, Escape Artist +8, Hide +8, Listen +8, Move Silently +8, Ride +8, Search +9, Sense Motive +6, Spot +8. **Feats:** Dodge (b), Weapon Finesse.

Languages: Common, Auran, Elven, Giant, Sylvan.

Possessions: Small short sword, small longbow, 2 memory loss arrows, 4 sleep arrows, 20 normal arrows.

Location(s): Wilderness

Erlin and Gortizin, Male Half-Orc Ftr3: CR 3; SZ M Humanoid (human, orc); HD 3d10+9; hp 36, 34; Init +1 (Dex); Spd 20 ft. (base 30 ft.); AC 17 (+1 Dex, +4 armor, +2 shield), touch 11, flat-footed 16; BAB/Grp +3/+7; Atk +8 melee (1d8+4, longsword, crit 19-20) or +4 ranged (1d8, light crossbow, crit 19-20, range 80 ft.); SQ darkvision 60 ft.; AL NE; SV Fort +6, Ref +2, Will +0; Str 18, Dex 12, Con 16, Int 8, Wis 9, Cha 12.

Skills: Intimidate +3, Hide -1, Listen +1, Spot +1. **Feats:** Alertness, Combat Reflexes, Power Attack, Weapon Focus (longsword).

Languages: Common, Orc.

Possessions: Scale mail, longsword, heavy steel shield, light crossbow, 40 bolts, 3d20 gp.

Location(s): Wilderness

The Executioner, Male Hobgoblin Rog5/Asn5: CR 10; SZ M; HD 5d6+5 plus 5d6+5; hp 55; Init +8 (Dex, Improved Initiative); Spd 30 ft.; AC 11 (+5 armor, +4 Dex, +2 deflection), touch 16, flat footed 17; BAB/Grp +6/+8; Atk +12 melee (1d6+4, +2 keen rapier, crit 15-20), or +12 ranged (1d8+2 plus poison, +1 light crossbow with adamantine bolts, crit 19-20, range 80 ft.); Full Atk +12/+7 melee (1d6+4, +2 keen rapier, crit 15-20), or +12 ranged (1d8+2 plus poison, +1 light crossbow with adamantine bolts, crit 19-20, range 80 ft.); SA death attack, poison, sneak attack (+6d6), spells; SQ darkvision (60 ft.), evasion, trap finding, trap sense (+1), uncanny dodge (can't be flanked); AL CE; SV Fort +3 (+5 vs. poison), Ref +12, Will +2; Str 14, Dex 18, Con 12, Int 16, Wis 10, Cha 11.

Skills: Balance +13, Climb +15, Disguise +13, Escape Artist +12, Gather Information +8, Hide +17, Intimidate +8, Listen +12, Move Silently +22, Open Locks +12, Search +16, Spot +10. **Feats:** Alertness, Dodge, Mobility, Weapon Finesse.

Arcane Spells Known (cast per day 4/3/1; save DC 13 + spell level): 1st—disguise self, feather fall, obscuring mist, true strike; 2nd—cat's grace, invisibility, spider climb; 3rd—deep slumber, nondetection.

Languages: Common, Dwarf, Goblin, Orc.

Possessions: +2 keen rapier, +3 leather armor, +2 ring of protection, +1 light crossbow, 20 adamantine bolts coated in poison (Fortitude save [DC 18], 1d6/1d6 Dexterity damage).

Location(s): Level 12

Fedorla, Female Troll Clr9 (Bowbe): CR 14; SZ L Giant; HD 6d8+36 plus 9d8+54; hp 174; Init +2 (Dex); Spd 30 ft.; AC 21 (-1 size, +2 Dex, +5 natural, +5 armor), touch 11, flat-footed 19; BAB/Grp +10/+20; Atk +17 melee (1d10+7, +1 great hammer), +16 melee (1d8+6, large masterwork shortspear), +15 melee (1d6+6, claw), or +12 ranged (1d8+6, large masterwork shortspear, range 20 ft.); Full Atk +17/+12 melee (1d10+7, +1 large great hammer) and +15 melee (1d6+6, claw), or +16/+11 melee (1d8+6, large masterwork shortspear) and +15 melee (1d6+6, claw), or +15 melee (1d6+6 [x2], claws), or +12 ranged (1d8+6, large masterwork shortspear, range 20 ft.; Space/Reach 10 ft./10 ft.; SA rend (2d6+9), death touch (1/day, 9d6), rebuke undead, spells; SQ aura, darkvision (90 ft.), low-light vision, regeneration (5), scent, spontaneous casting; AL CE; SV Fort +17, Ref +9, Will +13; Str 23, Dex 14, Con 23, Int 10, Wis 16, Cha 12.

Skills: Concentration +12, Knowledge (religion) +6, Listen +14, Spellcraft +6, Spot +14. **Feats:** Alertness, Brew Potion, Combat Casting, Lightning Reflexes, Iron Will, Track, Weapon Focus (great hammer) (b).

Divine Spells Prepared (6/5/5/4/2/1; save DC 13 + spell level): 0—create water, detect magic, detect poison, guidance, resistance (x2); 1st—bless, command, cure light wounds, divine favor, entropic shield; 2nd—cure moderate wounds, desecrate, hold person (x2), resist energy; 3rd—blindness/deafness, dispel magic, prayer, protection from energy; 4th—cure critical wounds, spell immunity; 5th—slay living.

Domain spells (Death, War): 1st—cause fear; 2nd—death knell; 3rd—animate dead; 4th—death ward; 5th—flame strike.

Domain Abilities: Death—Death Touch; 1/day +15 melee touch attack; roll 9d6, if that total is greater than the opponent's hit points the opponent dies (no save);

Possessions: +1 great hammer (large warhammer), *potion of cure moderate wounds*, *potion of invisibility*, *potion of fly*, *potion of mirror image*, *scroll of 2 divine spells (ethereal jaunt and silence, CL 14)*, large masterwork shortspear, large masterwork chainmail, wooden holy symbol of Bowbe, silver bracelet (50 gp), sack holding 300 gp, twenty 25 gp onyx gems (for *animate dead* spell), fish bones, and a chunk of meat.

Location(s): Wilderness

Fiilaar the Wererat (Inflicted), Human Rog2: CR 4; SZ M (Shapechanger); HD 2d6+2 plus 1d8+2; hp 22; Init +3 (Dex); Spd 30 ft.; AC 15 (+3 Dex, +2 natural), touch 13, flat-footed 12; BAB/Grp +1/+2; Atk +4 melee (1d6+1, rapier, crit 18-20), or +4 ranged (1d6, shortbow, crit x3, range 60 ft.); SQ alternate form, low-light vision, rat empathy, scent; AL NE; SV Fort +3, Ref +8, Will +6; Str 13, Dex 16, Con 12, Int 14, Wis 14, Cha 10.

Skills: Climb +3, Control Shape +8, Escape Artist +9, Hide +19, Listen +10, Move Silently +9, Search +8, Sense Motive +4, Sleight of Hand +9, Spot +10, Swim +3. *Feats:* Alertness, Dodge, Iron Will (b), Weapon Finesse (b).

Fiilaar the Wererat (Inflicted), Dire Rat Rog2: CR 4; SZ S (Shapechanger); HD 2d6+2 plus 1d8+2; hp 22; Init +6 (Dex); Spd 40 ft., climb 20 ft.; AC 20 (+1 size, +6 Dex, +3 natural), touch 17, flat-footed 14; BAB/Grp +1/-2; Atk +8 melee (1d4+1 plus disease, bite); SA curse of lycanthropy (Fort DC 15), disease (Filth fever; Fort DC 12, incubation 1d3 days, 1d3 Dex and 1d3 Con); SQ alternate form, DR (5/silver), rat empathy, low-light vision, scent; AL NE; SV Fort +4, Ref +11, Will +6; Str 13, Dex 22, Con 14, Int 14, Wis 14, Cha 10.

Skills: Climb +16, Control Shape +8, Escape Artist +12, Hide +26, Listen +10, Move Silently +12, Search +8, Sense Motive +4, Sleight of Hand +12, Spot +10, Swim +16. *Feats:* Alertness, Dodge, Iron Will (b), Weapon Finesse (b).

Fiilaar the Wererat (Inflicted), Hybrid Rog2: CR 2; SZ M (Shapechanger); HD 2d6+2 plus 1d8+2; hp 22; Init +6 (Dex); Spd 30 ft.; AC 19 (+6 Dex, +3 natural), touch 16, flat-footed 13; BAB/Grp +1/+2; Atk +7 melee (1d6+1, rapier, crit 18-20), or +7 ranged (1d6, shortbow, crit x3, range 60 ft.); Full Atk +7 melee (1d6+1, rapier, crit 18-20) and +2 melee (1d6+1 plus disease, bite), or +7 ranged (1d6, shortbow, crit x3, range 60 ft.); SA curse of lycanthropy (Fort DC 15), disease (Filth fever; Fort DC 13, incubation 1d3 days, 1d3 Dex & 1d3 Con); SQ alternate form, DR (5/silver), rat empathy, low-light vision, scent; AL NE; SV Fort +6, Ref +6, Will +5; Str 13, Dex 22, Con 14, Int 14, Wis 14, Cha 10.

Skills: Climb +8, Control Shape +8, Escape Artist +12, Hide +26, Listen +10, Move Silently +12, Search +8, Sense Motive +4, Sleight of Hand +12, Spot +10, Swim +8. *Feats:* Alertness, Iron Will (b), Weapon Finesse (b).

Languages: Common, Goblin, and Orc.

Possessions: Rapier, shortbow, 20 arrows, pouch with 3 doses of *dust of sneezing and choking*, *lesser robe of blending* (SZ M, +10 to Hide, no *disguise self* power).

Location(s): Level 1

Note: Fiilaar is a rare form of wererat, having originally been a dire rat before she contracted lycanthropy. As such she has great hatred for humans.

Filtau, Male Drow Ftr7: CR 8; SZ M; HD 7d10; hp 47; Init +7 (Dex, Improved Initiative); Spd 30 ft.; AC 24 (+3 Dex, +7 armor, +4 shield), touch 13, flat-footed 21; BAB/Grapple +7/+10; Atk +13 melee (1d6+7, +2 short sword, crit 19-20) or +11 ranged (1d4+1 plus poison, +1 hand crossbow, crit 19-20, range 30 ft.); Full Atk +13/+8 melee (1d6+7, +2 short sword, crit 19-20) or +11 ranged (1d4+2 plus poison, +1 hand crossbow, crit 19-20, range 30 ft.); SA poison (drow poison, Fort

DC 13 resists, unconsciousness/unconscious 2d4 hours), spell-like abilities; SQ darkvision (120 ft.), SR (18), light blindness; AL LE; SV Fort +5, Ref +5, Will +2 (+4 vs. spells and spell-like abilities); Str 16, Dex 16, Con 10, Int 10, Wis 10, Cha 11.

Skills: Climb +12, Jump +12, Listen +2, Search +2, Spot +2. *Feats:* Cleave, Dodge, Improved Initiative, Point Blank Shot, Power Attack, Weapon Focus (short sword), Weapon Specialization (short sword).

Spell-Like Abilities (1/day; save DC 11): dancing lights, darkness, and faerie fire.

Possessions: +3 chain shirt, +3 buckler, +2 short sword, +1 hand crossbow, 20 bolts coated in sleep poison, *potion of bear's endurance* (CL5, 3 doses), pouch with 200 gp.

Location(s): Level 12A

Felrara, Female Human Ftr6: CR 6; SZ M; HD 6d10+12; hp 60; Init +1 (Dex); Spd 20 ft. (base 30 ft.); AC 17 (+1 Dex, +6 armor), touch 11, flat-footed 16; BAB/Grp +6/+9; Atk +11 melee (1d12+7, +1 keen greataxe, crit 19-20/x3) or +9 ranged (1d6+3, +1 composite shortbow [Str +2], crit x3, range 70 ft.); Full Atk +11/+6 melee (1d12+7, +1 keen greataxe, crit 19-20/x3) or +9/+4 ranged (1d6+3, +1 composite shortbow [Str +2], crit x3, range 70 ft.); AL NE; SV Fort +7, Ref +3, Will +1; Str 17, Dex 12, Con 14, Int 15, Wis 8, Cha 9.

Skills: Climb +10, Craft (woodworking) +8, Diplomacy +2, Handle Animal +7, Jump +7, Swim +2. *Feats:* Blind-fight, Endurance, Leadership, Quick-Draw, Skill Focus (climb), Weapon Focus (greataxe), Weapon Specialization (greataxe), Weapon Focus (longbow).

Languages: Common, Giant, Halfling.

Possessions: Masterwork banded mail, +1 keen greataxe, +1 composite shortbow [Str +2], 40 arrows, five +1 flaming burst arrows, surcoat bearing the insignia of her ruler, 303 gp, 106 sp.

Location(s): Wilderness

The Frogman: CR 6; SZ M Aberration; HD 6d8+36; hp 62; Init +6 (Dex, Improved Initiative); Spd 40 ft., swim 60 ft.; AC 16 (+2 Dex, +4 natural), touch 12, flat-footed 14; BAB/Grp +4/+5; Atk +5 melee (1d3+1, claws); Full Atk +5 melee (1d3+1 [x2], claws) and +0 melee (1d4, bite); SQ darkvision (90 ft.), regeneration (5), scent; AL N; SV Fort +8, Ref +4, Will +5; Str 12, Dex 14, Con 23, Int 14, Wis 10, Cha 9.

Skills: Hide +11, Jump +9, Listen +5, Move Silently +10, Spot +5, Swim +14. *Feats:* Alertness, Dodge, Improved Initiative.

Location(s): Level 9B

Gaeleron, Mimic (advanced): CR 9; SZ H Aberration (shapechanger); HD 18d8+108; hp 218; Init +5 (Dex, Improved Initiative); Spd 10 ft.; AC 17 (-2 size, +1 Dex, +8 natural), touch 9, flat-footed 16; BAB/Grp +13/+31; Atk +22 melee (2d6+10, slam); Full Atk +22 melee (2d6+10 [x2], slam); Space/Reach 15 ft./15 ft.;

SA adhesive (Str check DC 25); SQ darkvision (60 ft.), immunity (acid), mimic shape (6 x 6 x 10 ft. mass); AL N; SV Fort +12, Ref +9, Will +12; Str 30, Dex 12, Con 23, Int 10, Wis 13, Cha 9.

Skills: Climb +16, Disguise +19, Listen +18, Spot +14.
Feats: Alertness, Combat Reflexes, Dodge, Improved Initiative, Lightning Reflexes, Skill Focus (Disguise), Weapon Focus (slam).

Location(s): Level 9D

Gabriel, Male Human Clr6 (Sun): CR 6; SZ M; HD 6d8; hp 10 (normally 28); Init +0; Spd 30 ft.; AC 10, touch 10, flat-footed 10; BAB/Grapple +4/+6; Atk +6 melee, or +4 ranged; Full Atk +6 melee, or +4 ranged; SA feat of strength, spells, turn undead (5/day, +2 synergy); SQ aura, increased healing spells, spontaneous casting; AL CG; SV Fort +6, Ref +2, Will +8; Str 14, Dex 11, Con 8 (normally 10), Int 9; Wis 16, Cha 15.

Skills: Heal +11, Knowledge (Religion) +4, Spellcraft +7.
Feats: Brew Potion, Great Fortitude, Scribe Scroll, Skill Focus (Heal).

Divine Spells Prepared (5/4/4/3; save DC 13 + spell level): None currently prepared.

Domain Spells (Healing, Strength): None currently prepared.

Domain Abilities: Healing—Casts healing spells at +1 caster level; Strength—Once per day, for one round, Gabriel gains a +6 enhancement bonus to his Strength.

Location(s): Level 12

Gernaldra, Female Human Clr9 (Orcus): CR 9; SZ M; HD 9d8+18; hp 88; Init +6 (Dex, Improved Initiative); Spd 20 ft. (armor), base 30 ft.; AC 21 (+1 Dex, +8 armor, +2 shield), touch 11, flat-footed 20; BAB/Grap +6/+8; Atk +12 melee (1d8+6, +4 heavy mace); Full Atk +12/+7 melee (1d8+6, +4 heavy mace); SA death touch, rebuke undead (5/day, +2 synergy), spells; SQ aura, increased evil spells, spontaneous casting; AL CE; SV Fort +8, Ref +5, Will +11; Str 14, Dex 14, Con 15, Int 11, Wis 16, Cha 15.

Skills: Concentration +11, Heal +7, Knowledge (arcana) +2, Knowledge (religion) +10, Spellcraft +10.
Feats: Blind-Fight, Combat Casting, Improved Initiative, Improved Sunder, Iron Will.

Unholy Spells Prepared (6/5/5/4/2/1; save DC 13 + spell level): 0—cure minor wounds (x3), light, resistance (x2); 1st—bane, cause fear, cure light wounds (x3); 2nd—bull's strength, hold person (x2), inflict moderate wounds, silence; 3rd—bestow curse, deeper darkness, dispel magic, prayer; 4th—freedom of movement, cure critical wounds; 5th—true sight.

Domain Spells (Death, Evil): 1st—protection from good; 2nd—death knell; 3rd—animate dead; 4th—unholy blight; 5th—slay living.

Domain Abilities: Death—Death Touch; 1/day, roll 9d6, if that total is equals or is greater than the opponent's

hit points, the opponent dies (no save); Evil—evil spells cast at +1 caster level.

Possessions: +4 heavy mace, full plate, heavy steel shield, wand of domination (15 charges, CL 14), mantle of spell resistance (12), gold unholy symbol (grants permanent prayer spell to bearing servant of Orcus), potion of cure critical wounds.

Location(s): Level 13A

Giblet, Male Dwarf Ftr5: CR 5; SZ M; HD 5d10+20; hp 57; Init +1 (Dex,); Spd 20 ft.; AC 17 (+5 armor, +1 shield, +1 Dex), touch 11, flat-footed 16; BAB/Grap +5/+8; Atk +9 melee (1d10+3, dwarven waraxe, crit x3), or +3 ranged (1d6+3, throwing axe, range 10 ft.); SQ darkvision (60 ft.), dwarf racial abilities; AL LG; SV Fort +10, Ref +4, Will +3; Str 16, Dex 12, Con 19, Int 11, Wis 11, Cha 8.

Skills: Appraise +3, Climb +2, Craft (Weapon) +5.
Feats: Blindfight, Cleave, Great Cleave, Power Attack, Weapon Focus (dwarven waraxe).

Possessions: Dwarven waraxe, chainmail, light steel shield, +2 ring of resistance (as a cloak of resistance), 3 throwing axes.

Location(s): Level 4A

Gilth, Male Mind Flayer, Clr7: CR 15; SZ M Aberration; HD 8d8+8 plus 7d8+7; hp 81; Init +6 (Dex, Improved Initiative); Spd 30 ft.; AC 15 (+2 Dex, +3 natural), touch 12, flat-footed 13; BAB/Grap +11/+12; Atk +13 (1d4+1, tentacle); Full Atk +13 (1d4+1 [x4], tentacles); SA extract, improved grab, mind blast, psionics, spells, rebuke undead (6/day, +2 synergy); SQ aura, increased evil spells, spontaneous casting, telepathy; SR (30); AL LE; SV Fort +7, Ref +4, Will +11; Str 12, Dex 14, Con 12, Int 19, Wis 20, Cha 17.

Skills: Bluff +11, Concentration +21, Diplomacy +5, Disguise +3 (+5 acting), Hide +10, Intimidate +9, Knowledge (arcana) +14, Knowledge (the planes) +14, Knowledge (religion) +14, Listen +13, Move Silently +10, Sense Motive +9, Spellcraft +14, Spot +13.
Feats: Brew Potion, Combat Casting, Dodge, Improved Initiative, Mobility, Weapon Finesse.

Unholy Spells Prepared (6/6/4/3/2; base DC 15 + spell level): 0—cure minor wounds (x2), detect magic, guidance, read magic, resistance; 1st—bane, cure light wounds (x3), entropic shield, shield of faith; 2nd—cure moderate wounds, darkness, hold person, resist energy; 3rd—bestow curse, cure serious wounds, dispel magic; 4th—cure critical wounds, poison.

Domain Spells (Evil/Destruction): 1st—inflict light wounds; 2nd—shatter; 3rd—magic circle against good; 4th—unholy blight.

Domain Abilities: Destruction—Smite; 1/day; +4 to attack roll, +7 to damage; Evil—evil spells cast at +1 caster level.

Possessions: Holy symbol, gold torque (1,000 gp value), wand of searing light (CL 10, 15 charges).

Location(s): Level 7

Ghotan, Male Bugbear Ftr4/Bbn4: CR 10; SZ M; HD 3d8+12 plus 4d10+16 plus 4d12+16; hp 125 (147); Init +6 (Dex, Improved Initiative); Spd 40 ft.; AC 20 (18) (+2 Dex, +3 natural, +2 armor, +1 shield, [-2 rager]), touch 12 (10), flat-footed 18 (16); BAB/Grp +10/+15; Atk +16 melee (1d8+8 [1d8+10], +1 *morningstar of speed*) or +12 ranged (1d6+5 [1d6+7], javelin, range 30 ft.); Full Atk +16/+16/+11 melee (1d8+8 [1d8+10], +1 *morningstar of speed*) or +12 ranged (1d6+7, javelin, range 30 ft.); SA rage (2/day, 9 rounds); SQ darkvision (60 ft.), scent, fast movement, illiteracy, trap sense (+1), uncanny dodge (Dex bonus to AC); AL CE; SV Fort +12, Ref +7, Will +4 (+6); Str 20 (24), Dex 14, Con 18 (22), Int 13, Wis 13, Cha 11. Values in parenthesis/braces are while raging.

Skills: Climb +12 (+14), Hide +6, Intimidate +10, Listen +6, Move Silently +12, Spot +3, Survival +6, Swim +12. *Feats:* Alertness, Combat Reflexes, Improved Initiative, Power Attack, Weapon Focus (morningstar), Weapon Specialization (morningstar).

Languages: Common, Goblin.

Possessions: +1 *morningstar of speed*, +2 leather armor, light wood shield, *necklace of fireballs* (IV), 2 *potions of shield of faith* (+5 deflection to AC), 38 gp, 23 sp.

Location(s): Wilderness

Grimb, Male Goblin Rgr7: CR 7; SZ S; HD 7d8+7; hp 42; Init +4 (Dex); Spd 30 ft.; AC 21 (+1 size, +4 Dex, +6 armor), touch 15, flat-footed 17; BAB/Grapple +7/+4; Atk +13 melee (1d4+2, +1 *small short sword*, crit 19-20) or +13 ranged (1d4+2, +1 *small composite shortbow* [Str +1], crit x3, range 70 ft.); Full Atk +13/+8 melee (1d4+2, +1 *small short sword*, crit 19-20), or +11/+6 (1d4+2, +1 *small short sword* two-weapon primary, crit 19-20) and +11/+6 melee (1d3+1, +1 *small dagger* two-weapon secondary, crit 19-20), or +13/+8 ranged (1d4+2, +1 *small composite shortbow* [Str +1], crit x3, range 70 ft.); SA spells; SQ animal companion, darkvision (60 ft.), favored enemy (magical beast +4, and vermin +2), wild empathy, woodland stride; AL NE; SV Fort +6, Ref +9, Will +4; Str 12, Dex 18*, Con 13, Int 11, Wis 14, Cha 10.

Skills: Climb +7, Handle Animal +7, Heal +9, Hide +14, Listen +12, Move Silently +14, Spot +11, Survival +13. *Feats:* Alertness, Endurance (b), Improved Two Weapon Fighting (b), Skill Focus (Survival), Track (b), Two Weapon Fighting (b), Weapon Finesse.

Ranger Spells Prepared (2; save DC 12 + spell level): 1st—alarm, speak with animals.

Possessions: +2 *small chain shirt*, +1 *small short sword*, +1 *small dagger*, +1 *small composite short bow* [Str +1], 20 arrows, **gloves of dexterity* (+2), *potion of cure moderate wounds* (CL7, 3 doses).

Location(s): Level 12A

Grawlic, Male Dwarf Rog6: CR 6; SZ M; HD 6d6+12; hp 31; Init +4 (Dex); Spd 20 ft.; AC 17 (+4

Dex, +3 armor), touch 14, flat-footed 13; BAB/Grp +4/+4; Atk +8 melee (1d6, light mace) or +8 ranged (1d8, light crossbow, crit 19-20, range 80 ft.); SA sneak attack (+3d6); SQ darkvision 60 ft., dwarf traits, evasion, trapfinding, trap sense (+2), uncanny dodge; AL LN; SV Fort +4, Ref +9, Will +2; Str 10, Dex 18, Con 14, Int 11, Wis 11, Cha 6.

Skills: Appraise +2, Craft (weaponsmith) +9, Diplomacy +7, Handle animal -1, Hide +4, Jump +6, Knowledge (nature) +1, Listen +4, Move Silently +12, Search +8, Sleight of Hand +12, Spot +8, Tumble +7. *Feats:* Blind-fight, Run, Weapon Finesse.

Languages: Common, Dwarven.

Possessions: Studded leather, light crossbow, 40 bolts, 10 bolts coated with shadow essence poison (Fort DC 17 resists, 1 Str drain/2d6 Str damage), light mace, *potion of cat's grace*, *potion of delay poison*, backpack, small sack, thieves' tools, 303 gp, 5 gems (each worth 50 gp).

Location(s): Wilderness

Gudmund, Male Human Clr12 (Orcus): CR 12; SZ M; HD 12d8+12; hp 91; Init +3 (Dex); Spd 20 ft. (armor), base 30 ft.; AC 26 (+11 armor, +1 Dex, +4 shield), touch 11, flat-footed 25; BAB/Grp +9/+11; Atk +12 melee (1d8+3, +1 *heavy mace*); SA death touch, rebuke undead (4/day, +2 synergy); Full Atk +12/+7 melee (1d8+3, +1 *heavy mace*); SA death touch, rebuke undead (4/day, +2 synergy); SQ aura, increased evil spells, spontaneous casting; AL CE; SV Fort +9, Ref +7, Will +13; Str 14, Dex 17, Con 13, Int 13, Wis 21, Cha 13.

Skills: Craft (alchemy) +16, Hide +3, Knowledge (religion) +16, Listen +7, Move Silently +3, Profession (alchemist) +20, Search +1, Spellcraft +16, Spot +7. *Feats:* Alertness, Brew Potion, Combat Casting, Enlarge Spell, Leadership, Scribe Scroll.

Unholy Spells Prepared (6/7/5/5/4/4/2; save DC 15 + spell level): 0—cure minor wounds (x3), light, resistance (x2); 1st—bane, bless, cause fear, cure light wounds (x3), obscuring mist; 2nd—aid, hold person, silence (x2), spiritual weapon; 3rd—deeper darkness, invisibility purge, magic circle against good, protection from energy, wind wall; 4th—freedom of movement, cure critical wounds, death ward; 5th—dispel good, greater command, spell resistance, summon monster V; 6th—blade barrier, heal.

Domain Spells (Death, Evil): 1st—protection from good; 2nd—death knell; 3rd—animate dead; 4th—unholy blight; 5th—slay living; 6th—create undead.

Domain Abilities: Death—Death Touch; 1/day +11 melee touch attack; roll 12d6, if that total is greater than the opponent's hit points the opponent dies (no save); Evil—evil spells cast at +1 caster level.

Possessions: +1 *heavy mace*, +3 *full plate*, +2 *heavy steel shield*, *mask of the skull*, magic key to the secret door in Area 5-11, gold unholy symbol (grants permanent prayer spell to bearer if a servant of Orcus – not added in above), *amulet of protection from petrification* (+4 resistance

bonus on saves against petrification), divine scroll (*word of recall*, *heal*, and *harm*), *potions of cure critical wounds* and *invisibility*.

Location(s): Level 9

Gurang the Speedy, Male Troll Ftr3: CR 8; SZ L Giant (aquatic); HD 6d8+36 plus 3d10+18; hp 108; Init +7 (Dex, Improved Initiative); Spd 40 ft., swim 40 ft.; AC 17 (-1 size, +3 Dex, +5 natural), touch 11, flat-footed 14; BAB/Grp +7/+17; Atk +12 melee (1d6+6, claw); Full Atk +12 melee (1d6+6 [x2], claws) and +7 melee (1d6+3, bite); Space/Reach 10 ft./10 ft.; SA rend (2d6+9); SQ amphibious, darkvision (90 ft.), low-light vision, regeneration (5), scent; AL CE; SV Fort +14, Ref +5, Will +8; Str 23, Dex 15, Con 23, Int 6, Wis 9, Cha 6.

Skills: Listen +5, Intimidate +4, Jump +15, Spot +6, Swim +14. *Feats*: Alertness, Cleave, Improved Initiative, Iron Will, Power Attack, Track.

Regeneration (Ex): Fire and acid deal normal damage to a river troll. If a river troll loses a limb or body part, the lost portion grows back in 3d6 minutes. The creature can reattach the severed member instantly by holding it to the stump. For four hours each day, a river troll must immerse itself in water or it loses its regenerative capability.

Possessions: *Boots of striding and springing* (note movement and jump skill above), *ring of great will* (+4 on all Will saves).

Location(s): Level 6A

Gurran, Male Goblin Wiz9: CR 9; SZ S; HD 9d4+18; hp 46; Init +2 (Dex); Spd 30 ft.; AC 18 (+1 size, +5 deflection, +2 Dex), touch 18, flat-footed 16; BAB/Grp +4/+1; Atk +5 melee (1d3+1, small dagger, crit 19-20) or +6 ranged (1d3+1 small dagger, range 10 ft.); SA spells; SQ darkvision (60 ft.), summon familiar; AL NE; SV Fort +5, Ref +5, Will +8; Str 13, Dex 15, Con 15, Int 18, Wis 14, Cha 13.

Skills: Concentration +14, Craft (alchemy) +16, Diplomacy +7, Escape Artist +8, Knowledge (arcana) +16, Spellcraft +18. *Feats*: Combat Casting, Iron Will, Scribe Scroll, Silent Spell, Spell Mastery (fire shield, greater invisibility, cloudkill), Still Spell.

Arcane Spells Prepared (5/6/6/5/4/2; save DC 14 + spell level): 0—dancing lights, daze, flare, read magic, resistance (expires in 6 rounds); 1st—color spray, disguise self, magic missile (x2), spider climb, summon monster I (expires in 6 rounds); 2nd—invisibility, melf's acid arrow (x2), mirror image (expires in 8 minutes), protection from arrows (expires in 8 hours and 59 minutes), see invisible (expires in 89 minutes); 3rd—displacement, haste, suggestion, summon monster III (expires in 7 rounds), tongues (expires in 88 minutes); 4th—fire shield, greater invisibility (expires in 8 rounds, cast on zim), stoneskin (expires in 89 minutes), wall of fire; 5th—cloudkill, summon monster V (expires in 9 rounds).

Possessions: Robes, spellbook, small dagger, *wand of lightning* (22 charges), +5 bracers of deflection (as a ring of protection), *ring of minor energy resistance* (fire), *arcane scroll of four spells* (*forcecage*, *stone to flesh*, *phase door*, *mass haste*), sack with 11 gp.

Location(s): Level 4A

Herzord, Male Half-Hobgoblin Ftr12: CR 12, SZ M; HD 12d10+24; hp 95; Init +6 (Dex, Improved Initiative); Spd 20 ft. (armor), base 30 ft.; AC 22 (+1 Dex, +9 armor, +2 deflection), touch 13, flat-footed 21; BAB/Grp +12/+16; Atk +20 melee (2d6+12, +2 greatsword, crit 17-20), or +16 ranged (1d8+5, +1 composite longbow [Str +4], crit x3, range 110 ft.); Full Atk +20/+15/+10 melee (2d6+12, +2 greatsword, crit 17-20), or +16/+11/6 ranged (1d8+5, +1 composite longbow [Str +4], crit x3, range 110 ft.); SQ low-light vision; AL CE; SV Fort +10, Ref +5, Will +3; Str 18, Dex 14, Con 14, Int 14, Wis 9, Cha 12.

Skills: Climb +14, Jump +14, Listen +7, Spot +7. *Feats*: Cleave, Dodge, Improved Critical (greatsword), Greater Weapon Focus (greatsword), Greater Weapon Specialization (greatsword), Improved Initiative, Mobility, Power Attack, Spring Attack, Weapon Focus (greatsword), Weapon Focus (composite longbow), Weapon Specialization (greatsword).

Languages: Common, Dwarven, Goblin, Infernal.

Possessions: +2 greatsword, +1 composite longbow (Str +4), quiver with 20 arrows, +1 full plate, +2 cloak of protection, *potion of cure critical wounds* (CL 9, 3 doses), *potion of invisibility* (CL 5, 2 doses), *potion of bull's strength* (CL 5, 3 doses), key ring with four keys.

Location(s): Level 13A

Hesperix, Male Human Clr13: CR 13; SZ M; HD 13d8+39; hp 128; Init +0; Spd 20 ft. (armor), base 30 ft.; AC 15 (+5 armor), touch 10, flat-footed 15; BAB/Grp +9/+12; Atk +15 melee (2d4+6 plus 2d6 vs. good, *Dacris* (scythe), crit x4, target's armor and shield bonuses ignored); Full Atk +15/+10 melee (2d4+6 plus 2d6 vs. good, *Dacris* (scythe), crit x4, target's armor and shield bonuses ignored); SA death touch, increased evil spells, rebuke undead (5/day, +2 synergy), spells; SQ aura, spontaneous casting; AL CE; SV Fort +10, Ref +5, Will +14; Str 16, Dex 10, Con 16, Int 14, Wis 18, Cha 14.

Skills: Appraise +4, Concentration +12, Diplomacy +6, Heal +9, Knowledge (history) +6, Knowledge (religion) +7, Search +4, Sense Motive +6, Spellcraft +5, Spot +5. *Feats*: Combat Casting, Iron Will, Martial Weapon Proficiency (scythe), Power Attack, Scribe Scroll, Weapon Focus (scythe).

Unholy Spells Prepared (6/6/6/5/5/3/2/1; save DC 14 + spell level): 0—cure minor wounds (x3), guidance, light, resistance; 1st—bane, cure light wounds (x2), doom, protection from good, sanctuary; 2nd—bull's strength, cure moderate wounds, hold person, lesser restoration, owl's wisdom, silence; 3rd—cure serious wounds, dispel

magic, prayer, protection from energy, speak with dead; 4th—cure critical wounds, divine power, freedom of movement, neutralize poison, restoration; 5th—flame strike, greater command, righteous might; 6th—harm, planar ally; 7th—summon monster VII.

Domain Spells Prepared (Death, Evil): 1st—protection from good; 2nd—death knell; 3rd—magic circle against good; 4th—unholy blight; 5th—slay living; 6th—create undead; 7th—blasphemy.

Domain Abilities: Death—Death Touch; 1/day, roll 13d6, if that total is equal to or is greater than the opponent's hit points, the opponent dies (no save); Evil—evil spells cast at +1 caster level.

Possessions: Masterwork chainmail, *Dacris* (see below), unholy symbol of Orcus, five vials *unholy water*, 75 gp and 3 pp, a platinum ring (worth 50 gp), *divine scrolls of greater dispel magic*, *heal*, and *antilife shell* (CL 13), ornate iron key to Area 10C-9, finely worked copper key to Area 10C-15, and a fine black robe emblazoned with the symbol of Orcus.

Dacris is a +2 *unholy dark energy scythe*. It functions like a brilliant energy weapon, bypassing nonliving matter, but it has a blade of smoking, inky darkness instead. *Dacris* is also imbued with two special blessings by Orcus: first, when its owner calls it, it teleports to his hand once per day, no matter where it is; second, it grants the wielder the ability to use *word of recall* 1/day; this use may be set to automatically activate if a specific contingency occurs, such as death or permanent incapacitation. Hesperix currently has it set to transport his remains to the altar at Area 10C-3 should he be slain or incapacitated.

Location(s): Level 10C

Ingi, Male Human Ghost Pal12: CR 14; Size M (incorporeal); HD 12d12+3; hp 107; Init +5 (Dex, Improved Initiative); Spd fly 30 ft. (perfect); AC 26 (incorporeal) / 21 (materialized) (+1 Dex, +5 deflection, +8 armor, +2 shield), touch 16/11, flat-footed 25/20; BAB/Grp +12/—; Atk +14 melee touch (1d6+2 or 1d6+1, corrupting touch), +18 melee (1d8+6, +4 *longsword*, crit x3), or +15 ranged (1d8+2, +2 *longbow*, crit x3, range 100 ft.); Full Atk +14 melee touch (1d6+2 or 1d6+1, corrupting touch), +18/13/8 melee (1d8+6, +4 *longsword*, crit x3), or +15/+10/+5 ranged (1d8+2, +2 *longbow*, crit x3, range 100 ft.); SA corrupting gaze, horrific appearance (60 ft. range, 1d4 Str/Dex/Con damage), smite evil (3/day, +5 to hit, +12 damage), turn undead (8/day, +2 synergy); SQ aura of courage, aura of good, DR (15/magic and evil, when corporeal)*, detect evil, divine grace, diving health, incorporeal, lay hands (60 hp/day), manifestation, turn immunity*, remove disease (3/week), rejuvenation, SR (25)*, undead traits; AL LG; SV Fort +8, Ref +5, Will +5; Str 15, Dex 12, Con —, Int 14, Wis 13, Cha 20. * Additional special abilities *Igni* possesses.

Skills: Bluff +7, Concentration +12, Craft (sculpture) +13, Handle Animal +20, Heal +16, Hide +1, Knowledge (religion) +19, Listen +9, Sense Motive +9, Search

+10, Spot +9. **Feats:** Endurance, Improved Initiative, Power Attack, Run, Skill Focus (Knowledge [religion]), Toughness.

Paladin Spells Prepared (2/1/1; save DC 11 + spell level): 1st—divine favor, endure elements; 2nd—delay poison; 3rd—prayer.

Possessions: +4 *longsword*, +2 *longbow*, full plate, heavy metal shield, and 12 arrows (a side effect of *Igni* transformation affected all of these possessions, bringing them to the ethereal plane—giving them ghost touch ability while in *Igni*'s possession, requiring also anyone wishing to recover the items also to be ethereal).

Location(s): Level 13

Irtuk, Noble Salamander Sor12: CR 22; SZL Outsider (extraplanar, fire); 15d8+45 plus 12d4+36; hp 207; Init +1 (Dex); Spd 20 ft.; AC 18 (-1 size, +1 Dex, +8 natural), touch 10, flat-footed 17; BAB/Grp +21/+31; Atk +29 melee (1d8+12 plus 1d8 fire, +3 *large longspear*, crit x3); Full Atk +29/+24/+19/+14 melee (1d8+12 plus 1d8 fire, +3 *large longspear*, crit x3) and tail slap +24 melee (2d8+3 plus 1d8 fire); Space/Reach 10 ft./10 ft. (20 ft. with tail or longsword); SA constrict (2d8+3 plus 1d8 fire), heat, improved grab, spell-like abilities; SQ DR (15/magic), darkvision (60 ft.), immunity to fire, vulnerability to cold; AL CR; SV Fort +16, Ref +14, Will +19; Str 22, Dex 13, Con 16, Int 16, Wis 15, Cha 18.

Skills: Bluff +36, Concentration +18, Craft (blacksmithing) +25, Diplomacy +6, Hide +15, Intimidate +6, Knowledge (arcana) +18, Listen +13, Move Silently +17, Spellcraft +20, Spot +13. **Feats:** Alertness, Cleave, Craft Ring, Dodge, Great Cleave, Mobility, Multiattack, Power Attack, Skill Focus (Craft [blacksmithing]), Spring Attack.

Spell-Like Abilities: 3/day—*burning hands* (DC 15), *fireball* (DC 17), *flaming sphere* (DC 16), *wall of fire* (DC 18); 1/day—*dispel magic*, *summon monster VII* (huge fire elemental). Caster level 15th.

Arcane Spells Known (cast per day 6/7/7/7/5/3; save DC 14 + spell level): 0—dancing lights, detect magic, disrupt undead, ghost sound, light, mage hand, prestidigitation, ray of frost, read magic; 1st—grease, magic missile, ray of enfeeblement, shield, true strike; 2nd—bull's strength, darkness, mirror image, see invisibility, shatter; 3rd—*dispel magic*, dragon's breath*, haste, vampiric touch; 4th—bottomless pit*, fire shield (cold), lesser globe of invulnerability; 5th—telekinesis, teleport; 6th—antimagic field.

Possessions: +3 *large longspear*.

Location(s): Level 10

Note: Spells marked with * are found in *Relics & Rituals* by **Sword and Sorcery Studio**.

Itara, Female Human Vampire, Sor12: CR 14; SZ M Undead; HD 12d12; hp 108; Init +7 (Dex, Improved Initiative); Spd 30 ft.; AC 23 (+3 Dex, +6 natural, +4 armor), touch 13, flat-footed 20; BAB/Grp +6/+10; Atk

+10 melee (1d6 +4 plus energy drain, slam), or +10 melee (1d4+4, dagger, crit 19-20), or +9 ranged (1d4+4, dagger, range 10 ft.); Full Atk +10 melee (1d6 +4 plus energy drain, slam), or +10/+5 melee (1d4+4, dagger, crit 19-20, or +9 ranged (1d4+4, dagger, range 10 ft.); SA blood drain (1d4 Con drain), domination (range 30 ft., Will DC 22 resists), energy drain (2 negative energy levels, Fort DC 22 recovers), spells; SQ alternate form, children of the night, create spawn, DR (10/silver and magic), fast healing (5), gaseous form, resistance (cold 10, electricity 10), spider climb, summon familiar, turn resistance (+4), undead traits; AL CE; SV Fort +6, Ref +9, Will +15; Str 19, Dex 16, Con —, Int 15, Wis 20, Cha 22.

Skills: Bluff +14, Concentration +18, Craft (calligraphy) +11, Forgery +5, Hide +10, Knowledge (arcana) +12, Listen +20, Move Silently +10, Search +10, Sense Motive +13, Spellcraft +19, Spot +20. **Feats:** Alertness (b), Combat Reflexes (b), Dodge (b), Improved Initiative (b), Iron Will, Lightning Reflexes (b), Mobility, Quickened Spell, Silent Spell, Skill Focus (Spellcraft), Spring Attack, Spell Focus (Evocation).

Arcane Spells Known (cast per day: 6/8/8/7/7/6/4; save DC 16 + spell level, Evocation save DC 17 + spell level): 0—dancing lights#, detect magic, disrupt undead, ghost sound, light, mage hand, prestidigitation, ray of frost#, read magic; 1st—mage armor, magic missile#, ray of enfeeblement, shield, true strike; 2nd—alter self, darkness#, mirror image, spectral hand, web; 3rd—dispel magic, dar'tan's shadow bolt*, haste, hold person; 4th—charm monster, lesser globe of invulnerability, shadow shield*; 5th—curtain of darkness*, teleport; 6th—monster summoning VI.

Note: Spells marked with * are found in **Relics & Rituals** by **Sword and Sorcery Studio**. Those marked with # are evocation school spells.

Languages: Common, Ignan.

Possessions: +4 bracers of armor, ring of spell turning, +2 amulet of resistance (as a cloak of resistance), dagger.

Location(s): Level 11A

Jarvik the Wererat (Natural), Human Ftr2: CR 4; SZ M (Shapechanger); HD 2d10+8 plus 1d8+5; hp 34; Init +4 (Improved Initiative); Spd 30 ft.; AC 12 (+2 natural), touch 10, flat-footed 12; BAB/Grap +2/+4; Atk +5 melee (1d6+2 plus purple worm poison, rapier, crit 18-20) or +2 ranged (1d6 plus purple worm poison, shortbow, crit x3, range 60 ft.); SQ alternate form, low-light vision, rat empathy, scent; AL NE; SV Fort +9, Ref +4, Will +5; Str 15, Dex 11, Con 18, Int 12, Wis 12, Cha 10.

Skills: Climb +7, Craft (carpenter) +4, Handle Animal +5, Hide +1, Jump +4, Listen +4, Move Silently +1, Spot +3, Swim +7. **Feats:** Alertness, Improved Initiative, Iron Will (b), Lightning Reflexes, Weapon Finesse (b), Weapon Focus (rapier).

Jarvik the Wererat (Natural), Dire Rat Ftr2: CR 4; SZ S (Shapechanger); HD 2d10+8 plus 1d8+5; hp 34;

Init +7 (Dex, Improved Initiative); Spd 40 ft., climb 20 ft.; AC 17 (+1 size, +3 Dex, +3 natural), touch 14, flat-footed 14; BAB/Grap +2/+0; Atk +6 melee (1d4+2, bite); SA curse of lycanthropy (Fort DC 15), disease (Filth fever; Fort DC 12, incubation 1d3 days, 1d3 Dex and 1d3 Con); SQ alternate form, DR (10/silver), low-light vision, rat empathy, scent; AL NE; SV Fort +10, Ref +7, Will +5; Str 15, Dex 17, Con 20, Int 12, Wis 12, Cha 10.

Skills: Climb +16, Craft (carpenter) +4, Handle Animal +5, Hide +8, Jump +5, Listen +4, Move Silently +4, Spot +3, Swim +16. **Feats:** Alertness, Combat Expertise, Improved Disarm, Iron Will (b), Lightning Reflexes, Weapon Finesse (b), Weapon Focus (rapier).

Jarvik the Wererat, Ftr2: CR 4; SZ M (Shapechanger); HD 2d10+8 plus 1d8+5; hp 34; Init +7 (Dex, Improved Initiative); Spd 30 ft.; AC 16 (+3 Dex, +3 natural), touch 13, flat-footed 13; BAB/Grap +2/+4; Atk +6 melee (1d6+2 plus purple worm poison, rapier, crit 18-20) or +5 ranged (1d6 plus purple worm poison, shortbow, crit x3, range 60 ft.); Full Atk +6 melee (1d6+2 plus purple worm poison, rapier, crit 18-20) and +1 melee (1d6+2 plus disease, bite), or +5 ranged (1d6, shortbow, crit x3, range 60 ft.); SA curse of lycanthropy (Fort DC 15), disease (Filth fever; Fort DC 12, incubation 1d3 days, 1d3 Dex and 1d3 Con); SQ alternate form, DR (10/silver), low-light vision, rat empathy, scent; AL NE; SV Fort +10, Ref +7, Will +5; Str 15, Dex 17, Con 20, Int 12, Wis 12, Cha 10.

Skills: Climb +8, Craft (carpenter) +4, Handle Animal +5, Hide +4, Jump +5, Listen +4, Move Silently +4, Spot +3, Swim +8. **Feats:** Alertness, Combat Expertise, Improved Disarm, Iron Will (b), Lightning Reflexes, Weapon Finesse (b), Weapon Focus (rapier).

Possessions: Rapier coated with *purple worm poison* (Fort DC 24, 1d6/2d6 Str damage), 2 vials with one dose each of *purple worm poison*, shortbow, 20 arrows, 4 arrows coated with *purple worm poison*.

Location(s): Level 1

Jel, Female Half-Orc Rgr6: CR 6; Size M; HD 6d8+6; hp 40; Init +2 (Dex); Spd 30 ft.; AC 18 (+2 Dex, +4 armor, +2 natural), touch 12, flat-footed 16; BAB/Grap +6/+8; Atk +9 melee (1d8+3, masterwork orc double axe, crit x3), or +9 ranged (1d6+1, +1 shortbow, crit x3, range 60 ft.); Full Atk +7/+7/+2/+2 melee (1d8+2, masterwork orc double axe, crit x3), or +9/+4 ranged (1d6+1, +1 shortbow, crit x3, range 60 ft.); SQ animal companion, darkvision (60 ft.), favored enemy (humans +4, elves +2), wild empathy, half-orc traits; AL CE; SV Fort +6, Ref +7, Will +1; Str 15, Dex 14, Con 12, Int 10, Wis 9, Cha 10.

Skills: Climb +1, Handle Animal +1, Heal +1, Hide +9, Jump +2, Knowledge (geography) +2, Knowledge (nature) +2, Listen +5, Move Silently +9, Ride +4, Search +5, Spot +5, Survival +8, Swim +0. **Feats:**

Alertness, Cleave, Endurance (b), Power Attack, Two-Weapon Fighting (b), Improved Two-Weapon Fighting (b), Track (b).

Languages: Common, Orc.

Possessions: Chain shirt, masterwork orc double axe, +1 shortbow, 40 arrows, 3 +2 arrows, +2 amulet of natural armor, potion of cure light wounds, 3 gems (10, 50 and 125 gp), backpack with rope, torches, flint and steel, bedroll, 3 small sacks.

Location(s): Wilderness

Kamlyss, Male Goblin Rog8: CR 8; SZ S; HD 8d6+16; hp 53; Init +7 (Dex, Improved Initiative); Spd 20 ft.; AC 19 (+1 size, +3 Dex, +4 armor, +1 shield), touch 14, flat-footed 16; BAB/Grp +6/+2; Atk +8 melee (1d4, small masterwork handaxe, crit x3) or +11 ranged (1d4+1 plus 1d6 cold, small masterwork shortbow with +1 frost arrows, crit x3, range 60 ft.); Full Atk +8/+3 melee (1d4, small masterwork handaxe, crit x3) or +11/+6 ranged (1d4+1 plus 1d6 cold, small masterwork shortbow with +1 frost arrows, crit x3, range 60 ft.); SA sneak attack (+4d6); SQ darkvision (60 ft.), evasion, improved uncanny dodge, trapfinding, trap sense (+2), uncanny dodge; AL LE; SV Fort +4, Ref +9, Will +3; Str 11, Dex 17, Con 15, Int 14, Wis 13, Cha 14.

Skills: Appraise +8, Balance +8, Bluff +10, Climb +11, Disable Device +7, Escape Artist +11, Hide +16, Listen +11, Move Silently +14, Open Lock +7, Search +7, Spot +9, Tumble +14, Use Magic Device +13. *Feats:* Improved Initiative, Point Blank Shot, Precise Shot.

Languages: Common, Goblin, Orc.

Possessions: +1 small studded leather armor, small masterwork buckler, small masterwork shortbow, arrows (x50), *+1 frost arrows (x10), short sword, wand of improved invisibility (7 charges, CL 10), wand of expeditious retreat (18 charges, CL 7), potion of cure serious wounds, 18 gp, 24 sp, two aquamarines worth 100 gp each, a platinum ring worth 80 gp, and an amber scarab worth 250 gp.

Location(s): Level 10B

Kazleth the Phase Minotaur King, Ftr10: CR 15; SZ L Monstrous Humanoid; HD 6d8+24 plus 10d10+40; hp 195; Init +0; Spd 30 ft. (6 squares); AC 14 (-1 size, +5 natural), touch 9, flat-footed —; BAB/Grp +16/+28; Atk +25 melee (4d6+17, +3 huge vorpal greataxe, crit 19-20/x3) or +18

melee (1d8+8, gore); Full Atk +25/+20/+15/+10 melee (4d6+17, +3 huge vorpal greataxe, crit 19-20/x3) and +18 melee (1d8+2; gore); Space/Reach 10 ft./10 ft.; SA powerful charge (4d6+12); SQ darkvision (60 ft.), ethereal jaunt, natural cunning, scent; AL CE; SV Fort +15, Ref +8, Will +9; Str 27, Dex 10, Con 18, Int 10, Wis 12, Cha 14.

Skills: Intimidate +17, Jump +18, Listen +6, Search +3, Spot +6. *Feats:* Cleave, Great Cleave, Great Fortitude, Greater Weapon Focus (greataxe), Improved Bull Rush, Improved Critical (greataxe), Improved Overrun, Improved Sunder, Power Attack, Track, Weapon Focus (greataxe), Weapon Specialization (greataxe).

Ethereal Jaunt (Su): Kazleth can shift from the ethereal plane to the material plane as a free action, shifting back again as a move-equivalent action. The ability is otherwise identical to ethereal jaunt as cast by a 15th level sorcerer.

Powerful Charge (Ex): Kazleth typically begins a battle by charging at an opponent, lowering his head to bring its mighty horns into play. In addition to the normal benefits and hazards of a charge, this allows the beast to make a single gore attack with a +25 attack bonus that deals 4d6+12 points of damage.

Possessions: +3 huge vorpal greataxe*, ornate golden crown worth 1,500 gp. * Note: Kazleth fights at -2 with his huge vorpal greataxe due to its size, already calculated in.

Location(s): Level 7A

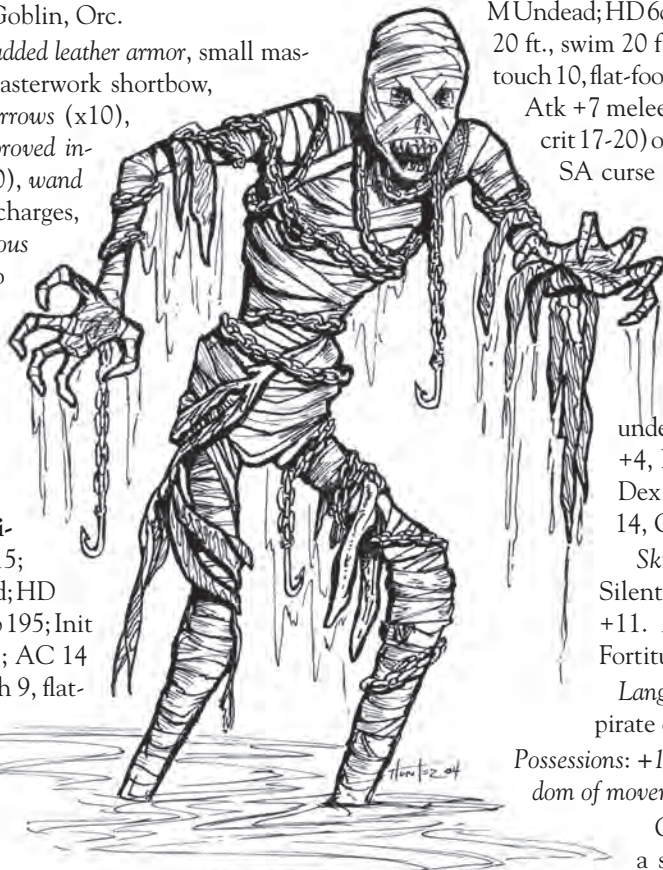
Killbessa, Mummy of the Deep: CR 4; SZ M Undead; HD 6d12+3; hp 42; Init +0; Spd 20 ft., swim 20 ft.; AC 20 (+10 natural), touch 10, flat-footed 20; BAB/Grp +3/+6; Atk +7 melee (1d6+5, +1 keen cutlass, crit 17-20) or +6 melee (1d6+4, slam); SA curse of the deep, despair, improved grab; SQ control water (1/day, as 8th level sorcerer), DR (5/—), darkvision (60 ft.), fire resistance (10), resistant to blows, damage reduction (5/+1), undead traits; AL NE; SV Fort +4, Ref +2, Will +7; Str 17, Dex 10, Con —, Int 6, Wis 14, Cha 15.

Skills: Listen +10, Move Silently +6, Spot +10, Swim +11. *Feats:* Alertness, Great Fortitude, Toughness.

Languages: Common (in thick pirate dialect).

Possessions: +1 keen cutlass, ring of freedom of movement.

Curse of the Deep (Su): On a successful grapple check



against a creature up to its size, a mummy of the deep presses its lips against the opponent's and causes the creature's lungs to quickly fill with water.

Each round thereafter, for the next 10 rounds, the victim must make a DC 15 Fortitude save or take 1d4 points of damage that round. An affected creature can take no actions other than to defend itself (whether the Fortitude save is successful or not). At 0 or less hit points, the victim falls unconscious. In the next round, he drowns. The save DC is Charisma-based.

Holding one's breath does not prevent drowning (water is already in the lungs). A *remove curse*, *heal* spell, or successful DC 20 Heal check halts the damage if applied before the creature reaches 0 or less hit points.

Despair (Su): On a successful grapple check against a creature up to its size, a mummy of the deep presses its lips against the opponent's and causes the creature's lungs to quickly fill with water.

Each round thereafter, for the next 10 rounds, the victim must make a DC 15 Fortitude save or take 1d4 points of damage that round. An affected creature can take no actions other than to defend itself (whether the Fortitude save is successful or not). At 0 or less hit points, the victim falls unconscious. In the next round, he drowns. The save DC is Charisma-based.

Holding one's breath does not prevent drowning (water is already in the lungs). A *remove curse*, *heal* spell, or successful DC 20 Heal check halts the damage if applied before the creature reaches 0 or less hit points.

Control Water (Su): Once per day, a mummy of the deep can *control water* (as the spell, caster level 8th).

Location(s): Wilderness

For more information on mummies of the deep, see the *Tome of Horrors* by Necromancer Games. Note that the stats presented here have been updated to 3.5 Edition rules.

King Elmander, Male Pixie: CR 6; SZ S Fey; HD 3d6+6; hp 20; Init +4 (Dex); Spd 20 ft., fly 60 ft. (good); AC 19 (+1 size, +3 Dex, +1 natural +4 luck), touch 18, flat-footed 16; BAB/Grapple +1/-5; Atk +8 melee (1d4-2, +3 *small alchemical silver short sword*, crit 19-20); SQ DR (10/cold iron), greater invisibility, low-light vision, spell-like abilities (including *Oto's irresistible dance*), SR (15); AL NG; SV Fort +6, Ref +11, Will +10; Str 7, Dex 16, Con 12, Int 16, Wis 17, Cha 16.

Skills: Bluff +9, Concentration +4, Diplomacy +10, Escape Artist +8, Hide +8, Knowledge (local) +5, Listen +9, Move Silently +9, Ride +8, Search +9, Sense Motive +8, Spot +9. **Feats:** Dodge (b), Toughness, Weapon Finesse.

Languages: Common, Aquan, Elven, Sylvan, Terran.

Possessions: +3 *small alchemical silver short sword*, *scepter of the fey kings* (acts as a *rod of wonder*, except in the hands of a fey king, who can choose which effect results with each charge; it regains 1 charge every night at midnight while in a fey king's possession), *mothwing*

cloak (provides +4 luck bonus to all saves and AC, but only when worn by pixies; if it is taken from an unwilling owner, it disintegrates within 1 hour).

Location(s): Wilderness

King Goov the Mummy: CR 9; SZ M Undead; HD 16d12+3; hp 131; Init +1 (Dex); Spd 15 ft. (armor), 20 ft. base; AC 29 (+12 Dex, +10 natural, +8 plate), touch 11, flat-footed 28; BAB/Grapple +8/+17; Atk +17 melee (1d6+13 plus mummy rot, slam); SA despair (Will DC 14 resists, fear 1d4 rounds), mummy rot (Fort DC 16 resists, incubation 1 minute, 1d6 Con and 1d6 Cha damage), spell-like abilities; SQ damage reduction (5/-), darkvision (60 ft.), SR (25), turn resistance (+4), undead traits, vulnerability to fire; AL CE; SV Fort +8, Ref +9, Will +14; Str 28, Dex 12, Con —, Int 8, Wis 14*, Cha 3. * Magic item bonus is already included.

Skills: Concentration +11, Hide +12, Listen +17, Move Silently +12, Spot +17. **Feats:** Ability Focus (mummy rot), Alertness, Armor Proficiency (light, medium, and heavy) (b), Cleave, Great Fortitude, Lightning Reflexes, Power Attack, Toughness.

Spell-Like Abilities (Su): Twice per day, King Goov can cast *symbol of pain*, *fear* or *stunning*. Once per day, King Goov can *summon large scorpions*; 2d4 scorpions arrive in 1d6 rounds. Finally, he can exhale a swarm of insects as a free action once every 4 rounds (as an *insect swarm* spell). All spell-like abilities are cast at 14th level.

Possessions: Full plate, *rod of rulership* (65 minutes), *pale lavender ioun stone* (absorbs up to 4th level spells), *incandescent blue ioun stone* (+2 Wis), *pink ioun stone* (+2 Con).

Location(s): Level 8

Knoob Chimneybuckles, Male Goblin Sor6: CR 6; SZ S; HD 6d4+3; hp 19; Init +1 (Dex); Spd 30 ft.; AC 14 (+1 size, +1 Dex, +2 deflection), touch 14, flat-footed 13; BAB/Grapple +3/-2; Atk +4 melee (1d4, +1 *small shortspear*, crit x3) or +6 ranged (1d4, +1 *small shortspear*, range 20 ft.); SA spells; SQ darkvision (60 ft.), summon familiar; AL CE; SV Fort +2, Ref +3, Will +5; Str 8, Dex 13, Con 10, Int 12, Wis 10, Cha 16.

Skills: Concentration +9, Craft (alchemy) +10, Listen +2, Move Silently +5, Spellcraft +10, Spot +2. **Feats:** Alertness, Brew Potion, Toughness.

Arcane Spells Known (cast per day: 6/7/6/4; save DC 13 + spell level): 0—dancing light, daze, detect magic, detect poison, flare, mending, read magic; 1st—disguise self, magic missile, ray of enfeeblement, shocking grasp; 2nd—bull's strength, Mel's acid arrow; 3rd—lightning bolt.

Possessions: +2 *ring of protection*, +1 *small shortspear*, *arcane scroll* (CL7, *dispel magic*).

Location(s): Level 12A

Kor, Ghost Storm Giant: CR 15; SZ H Undead (Incorporeal); HD 19d12; hp 208; Init +2 (Dex); Spd

50 ft., swim 40 ft. base, fly 50 ft. (perfect); AC 14 (-2 size, +2 Dex, +4 deflection), touch 14, flat-footed 12; or vs. ethereal opponents AC 29 (-2 size, +2 Dex, +12 natural, +7 breastplate), touch 10, flat-footed 27; BAB/Grp +14/— (+40 vs. ethereal opponents); Atk +33 melee touch (4d6+30, *mattock of the titans*); Full Atk +33/+28/+23 melee touch (4d6+30, *mattock of the titans*); SA corrupting gaze (30 ft., Fort DC 23 resists, 2d10 damage plus 1d4 Cha damage), frightful moan (30 ft., Will DC 23 resists, panic 2d4 rounds), horrific appearance (60 ft., Fort [DC 23] resists, 1d4 Str/Dex/Con damage), manifestation, storm giant spell-like abilities, telekinesis (every 1d4 rounds, CL 19); SQ freedom of movement, immunity to electricity, incorporeal, low-light vision, malevolence (*magic jar*, Will [DC 19] resists, CL 19), manifestation, rejuvenation, rock catching, turn resistance (+4), undead immunities, unnatural aura, water breathing; AL CG; SV Fort +17, Ref +8, Will +13; Str 47, Dex 14, Con —, Int 16, Wis 16, Cha 19.

Skills: Climb +28, Concentration +26, Craft (stone carving) +13, Diplomacy +4, Hide +2, Intimidate +12, Jump +32, Listen +23, Perform (sing) +12, Search +11, Sense Motive +15, Spot +23, Swim +30. **Feats:** Awesome Blow, Cleave, Combat Reflexes, Improved Bull Rush, Improved Sunder, Iron Will, Power Attack.

Spell-Like Abilities (Sp): 1/day—call lightning (DC 15), chain lightning (DC 18). Caster level 15th. 2/day—control weather, levitates. Caster level 20th.

Skills: Kor's swimming skill, while unused of late, receives all the normal considerations as a normal storm giant does (his racial bonus is already added in above).

Languages: Celestial, Common, Draconic, and Giant.

Possessions: *Mattock of the titans*, +2 huge breastplate, +8 huge belt of titan strength (as a belt of giant strength, already added into his Strength score above).

Note: within the crypt, Kor's Mattock has ghost touch abilities and his unusual flying speed and fast rejuvenation and manner that stops his rejuv, alter special belt description that it takes up both the armor and belt slots of the wearer if smaller than huge size.

Location(s): Level 6

Krrk'a Tink, Female Grig: CR 1; HD 1/2 d6+2; hp 4; Init +4 (Dex); Spd 20 ft., fly 40 ft. (poor); AC 18 (+2 size, +4 Dex, +2 natural), touch 16, flat-footed 16; BAB/Grp +0/-11; Atk +6 melee (1d3-3, tiny short sword, crit 19-20) or +6 ranged (1d4-3, tiny longbow, crit x3, range 100 ft.); SA spell-like abilities, fiddle; SQ DR 5/cold iron, low-light vision, SR 17; AL NG; SV Fort +2, Ref +6, Will +3; Str 5, Dex 18, Con 14, Int 10, Wis 13, Cha 16.

Skills: Craft (string instruments) +4, Escape Artist +8, Hide +14, Jump +3, Listen +3, Move Silently +8*, Perform (string instruments) +11, Search +2, Spot +3. **Feats:** Dodge (b), Weapon Finesse.

Languages: Common, Sylvan.

Possessions: Tiny short sword, tiny longbow, masterwork fiddle.

Location(s): Wilderness

Kupra, Female Human, Tra3: CR 3; SZ M; HD 3d4+6; hp 17; Init +3 (Dex); Spd 30 ft.; AC 13 (+3 Dex), touch 13, flat-footed 10; BAB/Grp +1/+2; Atk +2 melee (1d4+1, dagger); AL LN; SV Fort +3, Ref +4, Will +5; Str 13, Dex 16, Con 15, Int 16, Wis 14, Cha 17.

Skills: Concentration +8, Craft (alchemy) +9, Gather Information +6, Heal +5, Knowledge (arcana) +9, Spellcraft +11. **Feats:** Combat Casting, Empower Spell, Scribe Scroll, Spell Mastery (3).

Arcane Spells Prepared (4+1/3+1/2+1; Transmutation specialty, prohibited schools: Conjunction and Necromancy; save DC 13 + spell level): 0—dancing lights, daze (x2), flare, read magic; 1st—change self, color spray, expeditious retreat, spider climb; 2nd—darkness, invisibility, rope trick.

Languages: Common, Draconic, Elven, and Orc.

Possessions: Robes, spellbook, daggers (x2), silver dagger, pouch with 22 gp.

Location(s): Level 5

Lord Navarre the Undead Demonic (Death) Knight of Orcus, Ftr4/Pal10/Blk10: CR 26; SZ M Undead; HD 24d12; hp 230; Init +10 (Dex, Superior Initiative); Spd 30 ft. (unaffected by weight of armor); AC 29 (+6 natural, +11 full plate, Dex), touch 12, flat-footed 27; BAB/Grp +22/+30; Atk +32 melee (2d6+16 plus poison, +2 vorpal greatsword, crit 17-20); Full Atk +32/+27/+22/+17 melee (2d6+16 plus poison, +2 vorpal greatsword, crit 17-20); SA poisoned weapon (deathblade, Fort DC 20 resists, 1d6/2d6 Con damage), smite good (5/day, +5 to hit, +20 damage), sneak attack (+4d6), spell-like abilities, spells; SQ aura of evil, aura of despair, command undead (18th level, +2 to turn checks), darkvision (60 ft.), DR (15/magic and blunt), dark blessing, detect good, fear, fiendish servant (not called), gate demons, immunities (cold, electricity, polymorph), lay of hands, poison use, SR (36), spell turning, turn immunity, undead traits; AL CE; SV Fort +23, Ref +19, Will +18; Str 26, Dex 14, Con —, Int 18, Wis 21, Cha 20.

Skills: Concentration +26, Diplomacy +26, Disguise +8, Forgery +6, Handle Animal +10, Heal +15, Hide +7, Intimidate +15, Knowledge (demonology) +7, Knowledge (religion) +18, Move Silently +10, Ride +20, Sense Motive +6, Search +6, Spot +8. **Feats:** Blind-Fight (b), Cleave, Epic Reflexes, Great Cleave, Improved Critical (greatsword), Improved Initiative, Improved Sunder, Power Attack, Superior Initiative, Weapon Focus (greatsword), Weapon Specialization (greatsword).

Aura of Despair (Su): All enemies within 10 feet suffer a -2 morale penalty to all saves.

Breath of Unlife (Su): Once every 1d4 rounds, Navarre can exhale a blast of negative energy in a 10-foot cone. Creatures in the area must succeed on a Reflex save (DC

27) or take 2d4 points of Strength damage. A creature reduced to Strength 0 by a Navarre dies.

Create Spawn (Su): Any humanoid slain by Navarre's breath of unlife becomes a shadow demon (see that entry) in 2d4 rounds. Spawn are under the command of the demonic knight that created them and remain enslaved until its death. They do not possess any of the abilities they had in life.

Dark Blessing (Su): In addition to the normal benefits blackguards receive, the blessing bestowed on Navarre by Orcus permits Navarre to wear any type of armor without the normal associated movement and AC modifier penalties.

Fear (Su): Navarre generates fear with but a word. Those within 30 feet that hear the knight speak must succeed on a Will save (DC 27) or flee in terror for 2d4 rounds. A creature that makes a successful save is immune to the fear effect of that demonic knight for one day.

Gate Demons (Sp): Once per day Navarre can gate in 4d10 dretches or 1d4 hezrous with 100% chance of success. He may instead attempt to gate either a glabrezu or a nalfeshnee, but there is a 75% chance regarding these types.

Lay of Hands (Sp): Navarre may use his lay on hands ability as he was able to as a paladin, combining his levels as a blackguard with those as a paladin. Thanks to the power granted him by Orcus, Navarre can treat any or all of the 100 hit points he can use per day as either *inflict* or *cure* type energy, thus allowing himself to heal his undead body, cure the damage done to his allies, and as an offensive weapon versus those that disturb his slumber.

Spell-Like Abilities (Sp): As a favored demonic knight of Orcus, Navarre can cast the following spells as a 20th level sorcerer: at will—*detect magic*, *see invisible*, *wall of ice* (DC 19); 2/day—*dispel magic*; 1/day—*fireball* (DC 18), *power word kill*, *summon monster I* (fiendish only), *symbol of pain* or *fear* (DC 20), *symbol of fear* (DC 21).

Spell Turning (Su): Spells not resisted by Navarre have a 55% chance of being reflected back at the caster. Unlike a *ring of spell turning*, the entire spell is reflected back at the caster.

Unholy Spells (4/3/3/2): 1st—doom (x2), inflict light wounds (x2); 2nd—bull's strength, death knell, eagle's splendor; 3rd—contagion, deeper darkness, summon monster III*; 4th—monster summon IV*, freedom of movement. * evil creatures only

Languages: Abyssal, Common, Infernal, Terran, Undercommon.

Possessions: +3 *full plate*, +2 *vorpal greatsword* (poisoned), *greater ring of elemental resistance* (fire/30).

Location(s): Level 9A

Lothum, Male Half-Goblin Rog3: CR 3; SZ S; HD 3d6; hp 12; Init +2 (Dex); Spd 30 ft.; AC 15 (+1 size, +2 Dex, +2 armor), touch 13, flat-footed 12; BAB/Grapple +2/-3; Atk +2 melee (1d3-1, small dagger, crit 19-20) or

+4 ranged (1d3-1, small dagger, range 10 ft.); SA sneak attack (+2d6); SQ darkvision (60 ft.), evasion, trap finding, trap sense (+1), uncanny dodge (Dex bonus to AC); AL NE; SV Fort +1, Ref +5, Will +1; Str 8, Dex 14, Con 10, Int 12, Wis 10, Cha 9.

Skills: Bluff +5, Climb +5, Escape Artist +8, Gather Information +5, Hide +15, Jump +5, Listen +6, Move Silently +12, Search +7, Spot +4. **Feats:** Alertness, Skill Focus (Hide).

Possessions: Small dagger, small leather armor, *ring of water walking*, 14 gp in belt pouch.

Location(s): Level 12A

Maphistal, Greater Demon: CR 21; SZ L Outsider (Chaos, Evil, Extraplanar); HD 20d8+220; hp 310; Init +11 (Dex, Improved Initiative); Spd 40 ft., fly 80 ft. (good); AC: 39 (-1 size, +7 Dex, +15 natural, +8 profane), touch 24, flat-footed 32; BAB/Grp +20/+37; Atk +35 melee (2d6+17 plus bone knit, +3 *large unholy crushing heavy mace*) or +32 melee (1d8+13, claw); Full Atk +35/+30/+25/+20 melee (2d6+17 plus bone knit, +3 *large unholy crushing heavy mace*) and +30 melee (1d8+6 plus disease, bite), or +32 melee (1d8+13 [x2], claws) and +30 melee (1d8+6 plus disease, bite); Space/Reach 10 ft./10 ft.; SA bone knit, disease, spell-like abilities, summon demons, summon undead; SQ DR (20/cold iron and good), dark vision (60 ft.), immunity (electricity and poison), outsider traits, resistance (acid 10, cold 10, fire 10), SR (29), telepathy (100 ft.); AL CE; SV Fort +23, Ref +19, Will +21; Str 36, Dex 25, Con 33, Int 25, Wis 25, Cha 26.

Skills: Balance +30, Bluff +31, Climb +34, Concentration +34, Diplomacy +31, Intimidate +33, Knowledge (arcana) +30, Knowledge (the planes) +30, Listen +38, Move Silently +30, Search +30, Sense Motive +30, Spellcraft +32, Spot +38, Use Magical Device +30. **Feats:** Cleave, Combat Reflexes, Great Cleave, Improved Initiative, Iron Will, Multiattack, Power Attack.

Bone Knit (Su): Each time a living creature is hit by Maphistal's mace, it must succeed on a DC 25 Fortitude save or take 1d4 points of Dexterity damage as its bones fuse together. Creatures without bones or skeletal structures (such as oozes and plants) are unaffected by this attack.

Disease (Ex): Bite—*demon fever*, Fortitude DC 31, incubation period 1 day, damage 1d6 Constitution. The save DC is Constitution-based.

Spell-Like Abilities: At will—*animate dead*, *blasphemy* (DC 25), *create undead*, *detect magic*, *detect good*, *desecrate*, *greater dispel magic*, *greater teleport* (self plus 50 pounds of objects only), *power word stun*, *suggestion* (DC 21), *telekinesis* (DC 23), *tongues* (self only), *unhallow*, *unholy aura* (DC 26), *unholy blight* (DC 22); 3/day—*create greater undead*; 1/day—*circle of death* (DC 24), *fire storm* (DC 26). Caster level 20th. The save DCs are Charisma-based.

Summon Demons (Sp): Once per day, Maphistal can automatically summon 4d10 dretches, 1d4 hezrous, or

one nalfeshnee, glabrezus, marilith, or balor. This ability is the equivalent of a 9th-level spell.

Summon Undead (Sp): Once per day, Maphistal can automatically summon 3d10 zombies or skeletons, 2d6 ghouls, 2d4 ghasts, 1d6 wraiths or wights, or 1d4 spectres. This ability is the equivalent of a 9th-level spell.

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

Unholy Crushing Heavy Mace: Maphistal's +3 *heavy mace* is imbued with the *unholy* and *crushing* special qualities. The *unholy* special quality makes the weapon evil-aligned and thus bypasses the corresponding damage reduction. It deals an extra 2d6 points of damage against all of good alignment. It bestows one negative level on any good creature attempting to wield it. The negative level remains as long as the weapon is in hand and disappears when the weapon is no longer wielded. This negative level never results in actual level loss, but it cannot be overcome in any way (including *restoration* spells) while the weapon is wielded.

Further, upon a roll of natural 20 (followed by a successful roll to confirm the critical hit), the weapon crushes the opponent's skull (if it has a head). Some creatures, such as many aberrations and all oozes, have no heads (or skulls). Others, such as golems and undead creatures (including vampires) are not affected by the *crushing* special quality. Most other creatures, however, die when their skull is crushed. The DM may have to make judgment calls about the weapon's effect.

Location(s): Level 13A

Marmtroth, Female Sea Hag Wiz3: CR 7; SZ M Monstrous Humanoid (aquatic); HD 3d8+3d4+12; hp 28; Init +1 (Dex); Spd 30 ft., swim 40 ft.; AC 15 (+1 Dex, +3 natural, +1 deflection), touch 12, flat-footed 14; BAB/Grp +4/+8; Atk +8 melee (1d4+4, claw), +9 melee (1d6+6, masterwork shortspear), +8 melee (1d4+4, dagger, crit 29-20), or +6 ranged (1d6+4, masterwork shortspear, range 20 ft.); Full Atk +8 melee (1d4+4 [x2], claw), or +9 melee (1d6+6, masterwork shortspear) and +8 melee (1d4+4, claw), or +8 melee (1d4+4, dagger, crit 29-20) and +8 melee (1d4+4 claw), or +6 ranged (1d6+4, masterwork shortspear, range 20 ft.); SA horrific appearance (2d6 Str damage, DC 13 Fort save resists), evil eye (3/day, 30 ft. range, target dazed 3 days, DC 13 Will save resists); SQ amphibious, SR 14; AL CE; SV Fort +3, Ref +5, Will +7; Str 19, Dex 12, Con 12, Int 14, Wis 13, Cha 14.

Skills: Concentration +5, Knowledge (arcana) +9, Hide +4, Listen +6, Spellcraft +10, Spot +6, Swim +12. **Feats:** Alertness, Scribe Scroll, Silent Spell, Toughness.

Arcane Spells Prepared (4/3/2; save DC 12 + spell level): 0—daze (x2), flare, light; 1st—mage armor, magic missile (x2); 2nd—charm person (silenced), flaming sphere.

Spellbook (in addition to those prepared): 0—all in **PHB**; 1st—chill touch, ray of enfeeblement.

Languages: Common, Abyssal, Aquan, Giant.

Possessions: +1 ring of protection, masterwork shortspear, dagger.

Location(s): Wilderness

Marthek the Insane Guard, Male Human Bbn6: CR 6; SZ M; HD 6d12+18 (6d12+30); hp 66 (78); Init +3 (Dex); Spd 30 ft. (armor), base 40 ft.; AC 16 (14) (+3 Hide, +3 Dex, [-2 rage]), touch 13 (11), flat-footed 13 (11); BAB+6/+12 (+14); Atk +14 (+16) melee (1d10+11 (1d10+14), +2 *greatclub*) or +12 (+14) melee (1d3+6 (1d3+8), unarmed); Full Atk +14/+9 (+16/+11) melee (1d10+11 (1d10+14), +2 *greatclub*) or +12/+7 (+14/+9) melee (1d3+6 (1d3+8), unarmed); SA rage (2/day, 8 rounds); SD fast movement, improved uncanny dodge, insane, trap sense (+2), uncanny dodge; AL CE; SV Fort +8 (+10), Ref +5, Will +2 (special); Str 23 (27), Dex 16, Con 16 (20), Int 10, Wis 11, Cha 10. While raging, use the values in parenthesis.

Skills: Climb +12 (+14), Jump +12 (+14), Listen +11, Spot +7, Survival +6, Swim -4. **Feats:** Alertness, Blindfight, Improved Unarmed Strike, Power Attack.

Insane (Ex): Marthek is completely immune to all mind affecting spells and effects. No saving roll need be made to these types of effects. Likewise, he must always use his rage ability at the start of any combat.

Possessions: +2 *greatclub*, hide armor, loincloth, rat tooth necklace, fleas and the key to the storage room at area 2-6.

Max the Otyugh: CR 5; SZ L Aberration; HD 6d8+15; hp 46; Init +2 (Dex); Spd 20 ft.; AC 19 (-1 size, +2 Dex, +8 natural), touch 11, flat-footed 17; BAB/Grp +4/+8; Atk +4 melee (1d6, tentacle); Full Atk +4 melee (1d6 [x2], tentacles) and -2 melee (1d4, bite); Space/Reach 10 ft./10 ft. (15 ft. with tentacle); SA constrict (1d6), disease (Filth fever, Fort DC 14, incubation 1d3 days, 1d3 Dex plus 1d3 Con damage), improved grab; SQ darkvision (60 ft.), scent; AL N; SV Fort +3, Ref +2, Will +6; Str 11, Dex 14, Con 15, Int 14, Wis 12, Cha 6.

Skills: Hide +7*, Listen +12, Search +11, Spot +12. **Feats:** Alertness, Toughness, Weapon Focus (tentacle). *Max has a +8 racial bonus on Hide checks when in its lair, due to its natural coloration.

Languages: Common, Goblin, and Undercommon.

Location(s): Level 4

Mezuryk, Male Human Rog12: CR 12; SZ M; HD 12d6+12; hp 68 (currently 13); Init +8 (Dex, Improved Initiative); Spd 30 ft.; AC 14 (+4 Dex), touch 14, flat-footed 10; BAB/Grp +9/+11; Atk +11 melee, +13 melee (finesse weapon), or +13 ranged; Full Atk +11/+6 melee, +13/+8 melee (finesse weapon), or +13/+8 ranged; SA sneak attack (6d6); SQ crippling strike, evasion, improved uncanny dodge (), trapfinding, trap sense (+4); AL LN (see above); SV Fort +5, Ref +12, Will +6; Str 14, Dex 19, Con 13, Int 15, Wis 14, Cha 11.

Skills: Appraise +12, Balance +11, Bluff +15, Climb +8, Craft (jewelry) +7, Disable Device +18, Escape Artist

+10, Hide +19, Listen +6, Move Silently +19, Open Lock +14, Search +17, Sleight of Hand +10, Spot +16, Tumble +16, Use Magic Device +15. *Feats*: Combat Expertise, Combat Reflexes, Improved Critical (rapier), Improved Feint, Improved Initiative, Weapon Finesse.

Possessions: None. When fully equipped, Mezuryk preferred using a rapier in melee, and a shortbow for ranged attacks.

Location(s): Level 10C

Mesifin Styx, Male Half-Orc Clr6 (Orcus): CR 6; SZ M; HD 6d8+18; hp 50; Init +0; Spd 20 ft.; (base 30 ft.); AC 17 (+5 chainmail, +2 shield), touch 10, flat-footed 17; BAB/Grp +4/+8; Atk +10 melee (1d8+5 plus 2d6 vs. good, +1 *unholy morningstar*); SA death touch (6d6+6), increased evil spells (+1 level); SQ aura, darkvision (60 ft.), rebuke undead (4/day), spontaneous casting; AL CE; SV Fort +8, Ref +2, Will +9; Str 17 (19*), Dex 11, Con 16, Int 12, Wis 18, Cha 12.

Skills: Concentration +12, Diplomacy +4, Heal +10, Knowledge (history) +2, Knowledge (religion) +5, Spellcraft +6. *Feats*: Blind-Fight, Combat Casting, Weapon Focus (morningstar).

Unholy Spells Prepared (5/4/4/3; base DC 13 + spell level): 0—cure minor wounds (x2), detect magic, guidance, resistance; 1st—bane, command, cure light wounds, shockwave strike*; 2nd—assassin's senses*, cure moderate wounds, hold person, sound burst; 3rd—dispel magic, divine raiment*, prayer.

Domain spells (Death, Evil): 1st—cause fear; 2nd—death knell; 3rd—magic circle against good.

Possessions: Masterwork chainmail, heavy steel shield, +1 *unholy morningstar*, wand of cure light wounds (18 charges), scroll of lesser restoration (x2) and neutralize poison (x2) (CL 7), scroll of endurance, remove paralysis, and resist elements (CL 5), scroll of animate dead, enthrall, and obscuring mist (CL 5), *gauntlets of demonic strength (provide +2 enhancement bonus to Strength and +1 point per die when death touch ability is used, already calculated in above), unholy symbol of Orcus, prayer book, 18 pp, 43 gp, a sapphire (150 gp), a platinum ring (worth 50 gp), a fine black robe emblazoned with the symbol of Orcus, an iron key to Area 10B-5, and a small gold key to Area 10C-6 in the Talon of Orcus.

*The spells *divine raiment*, *assassin's senses*, and *shockwave strike* all come from *Relics & Rituals* by Sword & Sorcery Studios. If the DM does not have access to this book, appropriate spells should be substituted.

Location(s): Level 10B.

Mhao, Male Human Vampire, War8: CR 10; SZ M Undead; HD 8d12; hp 76; Init +8 (Dex, Improved Initiative); Spd 30 ft.; AC 29 (+4 Dex, +7 armor, +8 natural), touch 14, flat-footed 25; BAB/Grp +8/+14; Atk +14 melee (1d6+6 plus energy drain, slam) or +18 melee (1d8+9, +3 *shortspear*, range 20 ft.); Full Atk +14 melee (1d6+6 plus energy drain, slam) or +18/+13 melee

(1d8+12, +3 *shortspear*, range 20 ft.); SA blood drain (1d4 Con drain), domination (range 30 ft., Will DC 17 resists), energy drain (2 negative energy levels, Fort DC 17 recovers); SQ alternate form, children of the night, create spawn, DR (10/silver and magic), fast healing (5), gaseous form, resistance (cold 10, electricity 10), spider climb, turn resistance (+4), undead traits; AL CE; SV Fort +6, Ref +8, Will +3; Str 23, Dex 18, Con —, Int 12, Wis 12, Cha 16.

Skills: Balance +8, Bluff +11, Craft (armor smithing) +3, Heal +5, Hide +11, Listen +11, Move Silently +11, Open Locks +5, Perform (acting) +4, Ride +13, Search +9, Sense Motive +9, Spellcraft +2, Spot +12. *Feats*: Alertness (b), Combat Reflexes (b), Dodge (b), Improved Initiative (b), Improved Unarmed Strike, Lightning Reflexes (b), Mounted Combat, Trample, Weapon Focus (shortspear).

Possessions: +3 chain shirt, +3 *shortspear*, +2 amulet of natural armor, thieves' tools; a red diary of the 200 years of hunger that the vampires have faced, bound in human skin and penned in the blood of Mhao.

Location(s): Level 11A

Moigil, Water Naga Sor14: CR 18; SZ L Aberration (aquatic); HD 7d8+28 plus 4d4+16; hp 100; Init +3 (Dex); Spd 30 ft, swim 50 ft; AC 15 (-1 size, +1 Dex, +5 natural), touch 10, flat-footed 14; BAB/Grp +7/+14; Atk +9 melee (2d6+4 and poison, bite); Space 10 ft; SA poison (1d8/1d8 Con damage, Fort DC 17 resists), spells; SQ darkvision (60 ft.); AL NE; SV Fort +7, Ref +8, Will +12; Str 16, Dex 16, Con 18, Int 11, Wis 17, Cha 18.

Skills: Concentration +14, Knowledge (arcana) +5, Listen +7, Spellcraft +11, Spot +7, Swim +11. *Feats*: Alertness, Combat Casting, Eschew Materials (b), Lightning Reflexes, Silent Spell.

Arcane Spells Known (cast per day 6/7/7/7/4; base DC 14 + spell level): 0—daze, detect magic, disrupt undead, flare, mage hand, open/close, ray of frost, read magic, resistance; 1st—charm person, mage armor, magic missile, ray of enfeeblement, shield; 2nd—blur, Mel's acid arrow, mirror image, see invisibility, web; 3rd—deep slumber, dispel magic, slow, stinking cloud; 4th—confusion, Evar's black tentacles, fear; 5th—feeblemind, hold monster.

Location(s): Level 9D

Morask, Male Goblin Rog10: CR 10; SZ S; HD 10d6+10; hp 50; Init +3 (Dex); Spd 20 ft.; AC 22 (+1 size, +3 Dex, +6 armor, +2 shield), touch 14, flat-footed 19; BAB/Grp +7/+4; Atk +10 melee (1d4+1, small masterwork handaxe, crit x3), or +12 ranged (1d4+1 plus 1d6 cold, +1 *small frost shortbow w/ +1 keen arrows*, crit 19-20/x3, range 60 ft.); Full Atk +10/+5 melee (1d4+1, small masterwork handaxe, crit x3), or +12/+7 ranged (1d4+1 plus 1d6 cold, +1 *small frost shortbow w/ +1 keen arrows*, crit 19-20/x3, range 60 ft.); SA sneak attack (+5d6); SQ darkvision (60 ft.), evasion, skill mastery (Hide, Move Silently, Tumble), trapfinding, trap sense

(+3), uncanny dodge; AL NE; SV Fort +4, Ref +10, Will +4; Str 12, Dex 17, Con 12, Int 11, Wis 13, Cha 10.

Skills: Appraise +4, Balance +6, Bluff +5, Climb +4, Decipher Script +2, Diplomacy +5, Disable Device +4, Escape Artist +8, Hide +17, Intimidate +4, Jump +8, Listen +10, Move Silently +16, Open Lock +6, Search +5, Sleight of Hand +8, Sense Motive +6, Spot +10, Tumble +18, Use Magic Device +2, Use Rope +5. **Feats:** Dodge, Point Blank Shot, Precise Shot, Rapid Shot.

Possessions: +3 small studded leather armor, +1 small buckler, +1 small frost shortbow, +1 keen arrows (x20), masterwork small handaxe, *potion of invisibility*, *potion of cure critical wounds*, and 6,000 gp in gems.

Location(s): Level 10B

Mutated Killer Mimic (“The Dung Monster”): CR 6; SZ L Aberration (Shapechanger); HD 10d8+60; hp 140; Init +1 (Dex); Spd 10 ft., climb 10 ft.; AC 18 (-1 size, +8 natural, +1 Dex), touch 10, flat-footed 18; BAB/Grp +7/+15; Atk +12 melee (1d8+5 plus 1d8 acid plus adhesive, pseudopod); Full Atk +12 melee (1d8+5 [x2] plus 1d8 acid plus adhesive, pseudopod); Space/Reach 10 ft./10 ft.;

SA acid, adhesive, engulf; SQ blindsight (90 ft.), creeping, DR (25/magic), mimic shape, immunity to (acid, cold, electricity, fire, paralysis, poison, polymorph, sleep effects, sonic, stunning), immunity (all mind effects), immunity (critical hits, nonlethal damage, ability damage and drain, energy drain, fatigue, exhaustion), no run, regeneration (25), rejuvenation, SR (100); AL NE; SV Fort +9, Ref +6, Will +8; Str 21, Dex 12, Con 22, Int 10; Wis 13; Cha 10.

Skills: Climb +10, Disguise +13, Listen +8, Spot +8. **Feats:** Alertness, Lightning Reflexes, Weapon Focus (slam).

Acid (Ex): The dung monster’s acid does 1d8 damage with each successful hit and per round to any creature engulfed.

Adhesive (Ex): The Dung monster exudes a thick slime that acts as a powerful adhesive, holding fast any creatures or items that touch it. The adhesive-covered Dung monster automatically grapples any creature it hits with its slam attack. Opponents so grappled cannot get free while he lives without removing the adhesive first.

A weapon that strikes an adhesive-coated mimic is stuck fast unless the wielder succeeds on a DC 21 Reflex save. A successful DC 20 Strength check is needed to pry it off.

Strong alcohol dissolves the adhesive, but the dung monster still can grapple normally. A mimic can dissolve its adhesive at will, and the substance breaks down 5 rounds after the creature dies.

Creeping (Ex): The dung monster can climb any vertical surface and can hang from the underside of any horizontal surface as long as a third of its mass touches a vertical surface. It can pass through any opening through which water could pass.

Crush (Ex): The dung monster deals 1d8+5 points of damage with a successful grapple check.

Engulf (Ex): Although it moves slowly, the dung monster can simply mow down Medium or smaller creatures as a standard action. It cannot make a slam attack during a round in which it engulfs. The dung monster merely has to move over the opponents, affecting as many as it can cover. Opponents can make opportunity attacks against the dung monster, 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 DC 20 Reflex save or be engulfed; on a success, they are pushed back or aside (opponent’s choice) as the dung monster moves forward. Engulfed creatures are subject to the dung monster’s acid, and are considered to be grappled and trapped within its body. The save DC is Strength-based.

The dung monster, as a free action, may engulf one previously grappled opponent a round. The target of engulfing resists being engulfed if they succeed in a Strength DC 20 check.

Immunities (Ex): The dung monster is immune to every negative effect known.

Mimic Shape (Ex): The dung monster can assume the general shape of any object that fills roughly 150 cubic feet (5 feet by 5 feet by 6 feet), such as a massive chest, a stout bed, or a wide door frame. The creature cannot substantially alter its size, though. The dung monsters’ body is hard and has a rough texture, no matter what appearance it might present. Anyone who examines the dung monster can detect the ruse with a successful Spot check opposed by the mimic’s Disguise check. Of course, by this time it is generally far too late.

No Run (Ex): The dung monster is unable to run.

Rejuvenation (Ex): Even if the dung monster is somehow destroyed, trapped, transported away, or otherwise rendered inert, it returns to roam Level 1 (and any other level the DM chooses) after 1d4 days.

Skills: The dung monster has a +8 racial bonus on Disguise checks.

Location(s): Level 1

Nadroj the Spectre-Wizard, Wiz7: CR 9; SZ M Undead (incorporeal); HD 7d12; hp 58; Init +7 (Dex, Improved Initiative); Spd 40 ft., fly 80 ft. (perfect); AC 15 (+3 Dex, +2 deflection), touch 15, flat-footed 12; BAB/Grp +3/—; Atk +6 melee touch (1d8 plus energy drain, touch); SA create spawn, energy drain (2 levels, Fort DC 15 to recover), spells; SQ darkvision (60 ft.), incorporeal traits, summon familiar, sunlight powerlessness, turn resistance (+2), undead traits, unnatural aura (30 ft.); AL CE; SV Fort +2, Ref +5, Will +7; Str —, Dex 16, Con —, Int 16, Wis 14, Cha 15.

Skills: Hide +13, Intimidate +12, Knowledge (arcana) +8, Listen +14, Search +12, Spellcraft +10, Spot +14. **Feats:** Alertness, Blind-Fight, Eschew Materials, Improved Initiative, Scribe Scroll.

Skills: Hide +13, Intimidate +12, Knowledge (religion) +12, Listen +14, Search +12, Spot +14, Survival +2. **Feats:** Alertness, Blind-Fight, Eschew Materials, Improved Initiative, Scribe Scroll.

Arcane Spells Prepared (4/5/4/3/1; save DC 13 + spell level, as a 7th-level Wizard): 0—dancing lights, daze, flare, resistance; 1st—magic missile, obscuring mist, shield, shocking grasp, silent image; 2nd—glitterdust, mirror image, scorching ray, web; 3rd—displacement, magic circle against good, slow; 4th—confusion.

Languages: Abyssal, Common, Infernal, and Ignan.

Location(s): Level 4

Oolarg, Male Goblin Bbn4/Rog4: CR 8; SZ S; HD 4d12+24 plus 4d6+24; hp 94 (110); Init +1 (Dex); Spd 40 ft.; AC 17 (15) (+1 size, +1 Dex, +5 armor, [-2 raging]), touch 12 (10), flat-footed 16 (14); BAB/Grp +7/+7 (+8); Atk +14 (+16) melee (1d4+7 [1d4+10], +1 *small keen heavy pick* (two-handed), crit x4) or +9 ranged (1d4+4 [1d4+6], small javelin, range 30 ft.); Full Atk +14/+9 (+16/+11) melee (1d4+7 [1d4+10], +1 *small keen heavy pick* (two-handed), crit x4) or +9 ranged (1d4+4 [1d4+6], small javelin, range 30 ft.); SA rage 2/day, 11 rounds), sneak attack (+2d6); SQ darkvision (60 ft.), evasion, fast movement, illiteracy, trapfinding, trap sense (+1), uncanny dodge (Dex bonus to AC); AL NE; SV Fort +11 (+13), Ref +6, Will +4 (+6); Str 18 (22), Dex 13, Con 22* (26*), Int 10, Wis 14, Cha 13. Parenthetical/brace values indicate changes to stats when in berserk rage.

Skills: Appraise +4, Climb +10 (+12), Hide +10, Intimidate +12, Listen +10, Move Silently +9, Sense Motive +6, Spot +5, Survival +8, Tumble +10. *Feats*: Combat Reflexes, Power Attack, Weapon Focus (heavy pick).

Possessions: Rhino hide armor, +1 *small keen heavy pick*, 3 small javelins, boots of striding and springing, 3 potions of cure moderate wounds, *spiked collar of Constitution (+4), 23 pp, 36 gp, mithral baton worth 500 gp.

Location(s): Level 10B

“The Oracle”: CR 5; T Outsider (evil); HD 8d12; hp 96; Init +4 (Dex); Spd fly 10 ft. (poor); AC 20 (+2 size, +8 natural), touch 12, flat-footed 18; BAB/Grp +8/+0; Atk +10 ranged (*wisdom drain*, beam); SA wisdom drain beam; SQ immunity to ability loss; knowledge, DR (15/epic), SR (40); AL NE; SV Fort +6, Ref +3, Will +20; Str 10; Dex 10, Con 10, Int 30, Wis 20, Cha 12.

Skills: Knowledge (all) +20. *Feats*: Flyby Attack, Hover, Improved Initiative.

Immunity (Ex): The Oracle is immune to all natural and magical forms of ability drains and damage.

Knowledge (Ex): The oracle can contact a greater deity of the outer planes as per a *contact other plane* spell once per week. Any result of “don’t know” on the *contact other plane* table becomes “lie.” The Oracle’s also has knowledge that permits it the equivalent of +20 with all Knowledge skills (including all bonuses).

Wisdom Drain Beam (Ex): The oracle can fire a beam as a standard action, requiring a touch attack against the target. If successful, the target suffers 1d6 Wisdom drain. There is no save allowed. Wisdom drained in this

manner can only be restored through magical means of *greater restoration*, *wish*, or *miracle*.

Location(s): Level 3

Orcus (fully enhanced, no temples destroyed): CR 41; SZ H Outsider (Chaotic, Evil, Extraplanar); HD 63d8+1575; hp 1311; Init +16 (Dex, Improved Initiative); Spd 40 ft., fly 60 ft. (average); AC 67 (-2 size, +12 Dex, +26 natural, +9 insight, +12 profane), touch 41, flat-footed 55; BAB/Grp +63/+89; Atk +86 melee (2d8+25 plus slaying, *Wand of Orcus* [one-handed]); Full Atk +86/+81/+76/+71 melee (2d8+25 plus slaying, *Wand of Orcus* [one-handed]) and +79 melee (2d4+10 plus poison, tail sting), or +81 melee (2d6+20, slam) and +79 melee (2d4+9 plus poison, tail sting); Space/Reach 15 ft./15 ft.; SA command/rebuke undead, spell-like abilities, spells, fear aura, poison (Fort DC 58), *summon demons*, *summon undead*, *Wand of Orcus*; SQ DR (25/epic and good and cold/iron), darkvision (60 ft.), immunity (electricity and poison), resistance (acid 10, cold 10, fire 10); outsider traits, speak with dead, SR (63), telepathy (100 ft.); AL CE; SV Fort +45, Ref +40, Will +39; Str 50, Dex 34, Con 45, Int 28, Wis 28, Cha 34.

Skills: Bluff +78, Concentration +83, Diplomacy +76, Escape Artist +39, Gather Information +61, Intimidate +78, Knowledge (arcana) +75, Knowledge (history [Abyss]) +75, Knowledge (the planes) +75, Knowledge (religion) +75, Knowledge (undead) +75, Listen +71, Move Silently +76, Search +75, Sense Motive +68, Spellcraft +75, Spot +83, Survival +75. *Feats*: Automatic Quicken Spell (0-9th), Blind-Fight, Cleave, Combat Casting, Craft Epic Wand, Craft Wand, Craft Wondrous Item, Create Epic Wand, Empower Spell, Epic Spellcasting, Great Cleave, Heighten Spell, Improved Initiative, Multiattack, Multispell, Planar Turning, Power Attack, Quicken Spell, Superior Initiative, Undead Mastery, Zone of Animation.

Orcus (one shrine destroyed): CR 39; SZ H Outsider (Chaotic, Evil, Extraplanar); HD 57d8+855; hp 1311; Init +14 (Dex, Improved Initiative); Spd 40 ft., fly 60 ft. (average); AC 63 (-2 size, +10 Dex, +24 natural, +9 insight, +12 profane), touch 39, flat-footed 53; BAB/Grp +57/+81; Atk +78 melee (2d8+23 plus slaying, *Wand of Orcus* [one-handed]); Full Atk +78/+73/+68/+63 melee (2d8+23 plus slaying, *Wand of Orcus* [one-handed]) and +71 melee (2d4+9 plus poison, tail sting), or +73 melee (2d6+18, slam) and +71 melee (2d4+8 plus poison, tail sting); Space/Reach 15 ft./15 ft.; SA command/rebuke undead, spell-like abilities, spells, fear aura, poison (Fort DC 53), *summon demons*, *summon undead*, *Wand of Orcus*; SQ DR (25/epic and good and cold/iron), darkvision (60 ft.), immunity (electricity and poison), resistance (acid 10, cold 10, fire 10); outsider traits, speak with dead, SR (57), telepathy (100 ft.); AL CE; SV Fort +45, Ref +40, Will +39; Str 46, Dex 30, Con 41, Int 28, Wis 28, Cha 34.

Skills: Bluff +72, Concentration +75, Diplomacy +72, Escape Artist +34, Gather Information +58, Intimidate

+72, Knowledge (arcana) +69, Knowledge (history [Abyss]) +69, Knowledge (the planes) +69, Knowledge (religion) +69, Knowledge (undead) +69, Listen +65, Move Silently +68, Search +69, Sense Motive +62, Spellcraft +69, Spot +77, Survival +69. *Feats*: Automatic Quicken Spell (0-6th), Blind-Fight, Cleave, Combat Casting, Craft Wand, Craft Wondrous Item, Empower Spell, Epic Spellcasting, Great Cleave, Heighten Spell, Improved Initiative, Multiattack, Multispell, Planar Turning, Power Attack, Quicken Spell, Superior Initiative, Undead Mastery, Zone of Animation.

Orcus (two shrines destroyed): CR 37; SZ H Outsider (Chaotic, Evil, Extraplanar); HD 51d8+663; hp 1071; Init +16 (Dex, Superior Initiative); Spd 40 ft., fly 60 ft. (average); AC 59 (-2 size, +8 Dex, +22 natural, +9 insight, +12 profane), touch 37, flat-footed 51; BAB/Grp +51/+73; Atk +70 melee (2d8+21 plus slaying, *Wand of Orcus* [one-handed]); Full Atk +70/+65/+60/+55 melee (2d8+21 plus slaying, *Wand of Orcus* [one-handed]) and +63 melee (2d4+8 plus poison, tail sting), or +65 melee (2d6+16, slam) and +63 melee (2d4+8 plus poison, tail sting); Space/Reach 15 ft./15 ft.; SA command/rebuke undead, spell-like abilities, spells, fear aura, poison (Fort DC 48), *summon demons*, *summon undead*, *Wand of Orcus*; SQ DR (25/epic and good and cold/iron), darkvision (60 ft.), immunity (electricity and poison), resistance (acid 10, cold 10, fire 10); outsider traits, speak with dead, SR (51), telepathy (100 ft.); AL CE; SV Fort +40, Ref +35, Will +36; Str 42, Dex 26, Con 37, Int 28, Wis 28, Cha 34.

Skills: Bluff +66, Concentration +67, Diplomacy +66, Escape Artist +29, Gather Information +52, Intimidate +66, Knowledge (arcana) +63, Knowledge (history [Abyss]) +63, Knowledge (the planes) +63, Knowledge (religion) +63, Knowledge (undead) +63, Listen +59, Move Silently +60, Search +63, Sense Motive +56, Spellcraft +63, Spot +71, Survival +63. *Feats*: Automatic Quicken Spell (0-3rd), Blind-Fight, Cleave, Combat Casting, Craft Wand, Craft Wondrous Item, Empower Spell, Epic Spellcasting, Great Cleave, Heighten Spell, Improved Initiative, Multiattack, Multispell, Power Attack, Quicken Spell, Superior Initiative, Undead Mastery, Zone of Animation.

Orcus (three shrines destroyed): CR 35; SZ H Outsider (Chaotic, Evil, Extraplanar); HD 45d8+495; hp 855; Init +10 (Dex, Improved Initiative); Spd 40 ft., fly 60 ft. (average); AC 55 (-2 size, +6 Dex, +20 natural, +9 insight, +12 profane), touch 35, flat-footed 49; BAB/Grp +45/+67; Atk +62 melee (2d8+19 plus slaying, *Wand of Orcus* [one-handed]); Full Atk +62/+57/+52/+47 melee (2d8+19 plus slaying, *Wand of Orcus* [one-handed]) and +55 melee (2d4+7 plus poison, tail sting), or +57 melee (2d6+14, slam) and +55 melee (2d4+7 plus poison, tail sting); Space/Reach 15 ft./15 ft.; SA command/rebuke undead, spell-like abilities, spells, fear aura, poison (Fort DC 43), *summon demons*, *summon undead*, *Wand of Orcus*; SQ DR (25/epic and good and cold/iron), darkvision

(60 ft.), immunity (electricity and poison), resistance (acid 10, cold 10, fire 10); outsider traits, speak with dead, SR (45), telepathy (100 ft.); AL CE; SV Fort +35, Ref +30, Will +33; Str 38, Dex 22, Con 33, Int 28, Wis 28, Cha 34.

Skills: Bluff +60, Concentration +59, Diplomacy +60, Escape Artist +24, Gather Information +49, Intimidate +60, Knowledge (arcana) +57, Knowledge (history [Abyss]) +57, Knowledge (the planes) +57, Knowledge (religion) +57, Knowledge (undead) +57, Listen +53, Move Silently +52, Search +57, Sense Motive +50, Spellcraft +57, Spot +65, Survival +57. *Feats*: Blind-Fight, Cleave, Combat Casting, Craft Wand, Craft Wondrous Item, Empower Spell, Epic Spellcasting, Great Cleave, Heighten Spell, Improved Initiative, Multiattack, Multispell, Power Attack, Quicken Spell, Undead Mastery, Zone of Animation.

In All Forms: Orcus has the following abilities regardless of his condition:

Command/Rebuke Undead (Su): Orcus can command or rebuke undead as a 15th-level cleric. Because of his Undead Mastery feat, Orcus can command up to 150 HD worth of undead at one time.

Fear Aura (Su): Orcus can radiate a 60-foot-radius fear aura as a free action. A creature in the area must succeed on a DC 44 Will save or be affected as though by a fear spell (caster level 35th). A creature that successfully saves cannot be affected again by Orcus's fear aura for one day. The save DC is Charisma-based.

Poison (Ex): Orcus delivers an extremely virulent poison with a successful tail sting. The save DC is Constitution-based.

Orcus's Tail Sting Poison: Injury, Fortitude DC as indicated in the stat block, initial and secondary damage 3d6 Constitution.

Spell-Like Abilities: At will—*animate dead*, *blasphemy* (DC 29), *charm monster* (DC 26), *deeper darkness*, *desecrate*, *detect good*, *detect magic*, *detect thoughts* (DC 25), *fear* (DC 26), *greater dispel magic*, *greater teleport* (self plus 50 pounds of objects only), *lightning bolt* (DC 28), *polymorph*, *read magic*, *suggestion* (DC 28), *symbol of death* (DC 30), *symbol of pain* (DC 27), *tongues* (self only), *true seeing*, *unhallow*, *unholy aura* (DC 30), *unholy blight* (DC 26), *wall of fire*; 1/day—*feeblemind* (DC 29). Caster level 35th. The save DCs are Charisma-based.

Spells: Orcus casts spells as a 20th-level necromancer and a 15th-level cleric. His opposed schools are the schools of enchantment and illusion. He has access to the domains of Death, Destruction, and Evil. The save DCs are Intelligence-based (for his necromancer spells) and Wisdom-based (for his cleric spells).

Typical Necromancer Spells Prepared (5/8/7/7/7/6/6/6/6; save DC 19 + spell level): 0—acid splash, arcane mark, dancing lights, disrupt undead, touch of fatigue; 1st—cause fear, chill touch, grease, hold portal, obscuring mist, ray of enfeeblement (x3); 2nd—false life, flaming sphere, ghoul

touch, gust of wind, scare, scorching ray, spectral hand; 3rd—gaseous form, gentle repose, halt undead, haste, ray of exhaustion (x2), vampiric touch; 4th—animate dead, bestow curse, enervation (x2), ice storm, shout, wall of fire; 5th—blight, cloudkill (x2), cone of cold, magic jar, symbol of pain, waves of fatigue; 6th—acid fog, circle of death (x2), create undead (x2), eyebite; 7th—control weather, finger of death (x2), spell turning, waves of exhaustion, limited wish; 8th—create greater undead, horrid wilting (x3), polar ray, iron body; 9th—energy drain (x2), meteor swarm, soul bind, wail of the banshee, wish.

Unholy Cleric Spells Prepared (6/8/7/7/6/6/4/3/2; save DC 19 + spell level): 0—create water, guidance, inflict minor wounds, light, resistance, virtue; 1st—bane, command, detect undead, doom, entropic shield, inflict light wounds (x3); 2nd—bull's strength, death knell, inflict moderate wounds (x3), shatter, silence; 3rd—bestow curse (x2), blindness/deafness, contagion, inflict serious wounds (x2), protection from energy; 4th—death ward, dimensional anchor, divine power, inflict critical wounds (x2), spell immunity; 5th—break enchantment, dispel good, dispel law, slay living (x2), scrying; 6th—geas/quest, harm, mass inflict moderate wounds (x2); 7th—mass inflict serious wounds, repulsion, word of chaos; 8th—cloak of chaos, mass inflict critical wounds.

Domain Spells (Death, Destruction, Evil): 1st—cause fear; 2nd—animate dead; 3rd—magic circle against good; 4th—death ward; 5th—dispel good; 6th—create undead; 7th—destruction; 8th—create greater undead.

Epic Spells (4/day; save DC 29): Mummy dust, peripety, ruin.

Summon Demons (Sp): Three times per day, Orcus can automatically summon one balor, 1d3 nalfeshnees, or 1d4 mariliths. This ability is the equivalent of a 9th-level spell.

Summon Undead (Sp): As their prince, Orcus can automatically summon up to 100 HD of any type of undead each day. This ability is the equivalent of a 9th-level spell.

Speak with Dead (Su): Orcus can *speak with dead*, as the spell (caster level 35th). This ability is always active and can be negated or dispelled, but Orcus can restart it again as a free action on his next turn.

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

Wand of Orcus: Mighty Orcus wields a huge black skull-tipped rod that functions as a Large +5 *unholy greatclub*. It slays any living creature it touches if the target fails a DC 40 Fortitude save. Orcus, can at will, shut this ability off so as to allow his wand to pass into the Material Plane (and usually into the hands of one of his servants). Further, the *Wand* has the following powers: 3/day—*animate dead*, *deeper darkness*, *desecrate*, *fear*, and *unhallow*; 2/day—*blasphemy* and *unholy aura*. Caster Level 20th; save DC 25 + spell level.

Location(s): Level 15

Org, Male Goblin Ftr5: CR 5; SZ S; HD 5d10+15; hp 55; Init +8 (Dex, Improved Initiative); Spd 20 ft. (armor), base 30 ft.; AC 21 (+1 size, +5 armor, +2 shield, +3 Dex), touch 14, flat-footed 18; BAB/Grp +5/+4; Atk +8 melee (1d6+3, small battle axe, crit x3); SQ darkvision (60 ft.); AL LE; SV Fort +7, Ref +5, Will +2; Str 17, Dex 18, Con 17, Int 10, Wis 12, Cha 7.

Skills: Climb +4, Craft (trapmaking) +6, Listen +3, Spot +4, Swim +4. *Feats*: Alertness, Combat Reflexes, Dodge, Expertise, Improved Initiative.

Possessions: Small battleaxe, breastplate, heavy wooden shield, *ring of warmth*, *potion of gaseous form*, 22 gp, key to large box.

Location(s): Level 4A

Ostler, Male Goblin, Rog7: CR 3; SZ S; HD 7d6+14; hp 48; Init +8 (Dex, Improved Initiative); Spd 30 ft.; AC 19 (+1 size, +4 armor, +4 Dex), touch 15, flat-footed 15; BAB/Grp +5/+2; Atk +6 melee (1d6+1, small longsword, crit 19-20); SA sneak attack (+4d6); SQ darkvision (60 ft.), evasion, trap finding, trap sense (+2), uncanny dodge; AL LE; SV Fort +4, Ref +9, Will +2; Str 12, Dex 19, Con 14, Int 14, Wis 11, Cha 10.

Skills: Balance+2, Disable Device+12, Escape Artist +11, Hide +11, Jump +8, Listen +10, Move Silently +11, Pickpocket +11, Sense Motive +10, Spot +10, Tumble +11, Use Magic Device +9. *Feats*: Alertness, Dodge, Improved Initiative, Mobility, Spring Attack, Sneak Attack +4d6, Evasion, Uncanny Dodge (Dex bonus to AC), Uncanny Dodge (can't be flanked), Set Traps.

Possessions: Small longsword, *potion of invisibility* (3 doses), +2 *small leather armor*, *figurine of wondrous power* (2 golden lions), small sack with 2 gp.

Location(s): Level 4A

Oswald, Male Goblin, Clr7 (Orcus): CR 7; SZ S; HD 7d8+21; hp 62; Init +0; Spd 20 ft. (armor), base 30 ft.; AC 21 (+1 size, +7 armor), touch 11, flat-footed 21; BAB/Grp +5/+2; Atk +8 melee (1d6+2, small heavy mace); SA death touch, rebuke undead (4/day, +2 synergy), spells; SQ aura, darkvision (60 ft.), increased evil spells, spontaneous casting; AL CE; SV Fort +8, Ref +2, Will +11; Str 13, Dex 11, Con 17, Int 12, Wis 18, Cha 12.

Skills: Concentration +9, Heal +14, Hide -3, Knowledge (religion) +7, Move Silently -3, Ride +4, Spot +5, Spellcraft +7. *Feats*: Iron Will, Silent Spell, Weapon Focus (heavy mace).

Unholy Spells Prepared (6/5/4/3/2; base DC 14 + spell level): 0—cure minor wounds (x3), light, resistance (x2); 1st—cause fear (x2), cure light wounds (x3); 2nd—hold person (x2), silence, spiritual weapon; 3rd—deeper darkness, dispel magic, prayer; 4th—cure critical wounds, discern lies.

Domain Spells (Death/Evil): 1st—protection from good; 2nd—death knell; 3rd—animate dead; 4th—unholy blight.

Domain Abilities: Death—Death Touch; 1/day +7 melee touch attack; roll 7d6, if that total is greater than

the opponent's hit points the opponent dies (no save); Evil—evil spells cast at +1 caster level.

Possessions: Small heavy mace, half plate, *scroll of 3 divine spells* (CL 14th; *bestow curse*, *slay living*, *greater restoration*), *bracers of freedom of movement* (as a ring of *freedom of movement*), sack with 25 gp.

Location(s): Level 7A

The Overseer, Male Goblin Nec10: CR 10; SZ S; HD 10d4+3; hp 30; Init +1 (Dex); Spd 30 ft.; AC 21 (+4 mage armor, +2 natural, +3 deflection, +1 Dex, +1 size), touch 15, flat footed 20; BAB/Grapple +5/+0; Atk +7 melee (1d3+1, +2 *small dagger*, crit 19-20), or +9 ranged (1d3+1, +2 *small dagger*, range 10 ft.); SA spells; SQ darkvision (60 ft.), summon familiar; AL CE; SV Fort +5, Ref +4, Will +10; Str 9, Dex 13, Con 10, Int 19, Wis 13, Cha 10.

Skills: Concentration +17, Craft (alchemy) +17, Decipher Script +17, Hide +10, Listen +9, Move Silently +13, Spellcraft +17. **Feats:** Combat Casting, Great Fortitude, Iron Will, Scribe Scroll, Spell Focus (Necromancy), Spell Mastery (*read magic*, *magic missile*, *ghoul touch*, *vampiric touch*), Toughness.

Arcane Spells Prepared (4/5/5/4/4/2; save DC 14 + spell level; Necromancy save DC 15 + spell level): 0—daze, detect magic, disrupt undead, read magic; 1st—mage armor (already cast), magic missile (x2), shield, ray of enfeeblement; 2nd—ghoul touch, glitterdust, hypnotic pattern, mirror image, spectral hand; 3rd—dispel magic, lightning bolt, slow, vampiric touch; 4th—enervation, fear, ice storm, lesser globe of invulnerability; 5th—animate dead, cone of cold.

Languages: Common, Draconic, Goblin, Giant, Orc.

Possessions: +2 *amulet of natural armor*, +3 *ring of protection*, +2 *dagger*, *wand of magic missiles* (CL7, 29 charges), *arcane scroll of 3 spells* (CL9, *telekinesis*, *Bigsby's interposing hand*, and *fireball*).

Location(s): Level 12

Pandoran, Male Yuan-ti Halfblood Clr8 (Set): CR 13; SZ M Monstrous Humanoid; HD 7d8+7 plus 8d8+8; hp 80; Init +5 (Dex, Improved Initiative); Spd 30 ft.; AC 18 (+1 Dex, +4 natural, +3 *armor*), touch 11, flat-footed 17; BAB/Grapple +13/+15; Atk +17 melee (1d6+3, +1 *scimitar*, crit 18-20), or +15 ranged (1d8+2, composite longbow [Str +2] with masterwork arrows, crit x3, range 110 ft.); Full Atk +17/+12/+7 melee (1d6+3, +1 *scimitar*, crit 18-20), or +15/+10/+5 ranged (1d8+2, composite longbow [Str +2] with masterwork arrows, crit x3, range 110 ft.); SA death touch, poison (Fort DC 14 resists, 1d6/1d6 Con damage), produce acid (3d6 acid touch, 5d6 acid grapple), rebuke undead (7/day, +2 synergy), spells, spell-like abilities; SQ alternate form, aura, chameleon power, darkvision (60 ft.), detect poison, scent, SR (16), spontaneous casting; AL NE; SV Fort +9, Ref +8, Will +16; Str 15, Dex 13, Con 13, Int 18; Wis 20; Cha 18.

Skills: Concentration +21, Heal +15, Hide +11, Knowledge (Underdark) +19, Knowledge (religion) +19, Listen +18, Spellcraft +14, Spot +17. **Feats:** Alertness (b), Blind-Fight (b), Combat Expertise, Dodge, Power Attack, Improved Initiative, Scribe Scroll, Weapon Focus (scimitar).

Unholy Spells Prepared (6/6/4/4/3; save DC 15 + spell level): 0—cure minor wounds (x2), detect magic, guidance, read magic, resistance; 1st—bane, cause fear, cure light wounds (x2), doom, entropic shield; 2nd—bull's strength, cure moderate wounds, hold person, inflict moderate wounds; 3rd—blindness/deafness, cure serious wounds, dispel magic, inflict serious wounds; 4th—cure critical wounds, divine power, inflict critical wounds.

Domain Spells (Death, Evil): 1st—protection from good; 2nd—desecrate; 3rd—magic circle against good; 4th—unholy blight.

Domain Abilities: Death—Death Touch; 1/day +5 melee touch attack; roll 8d6, if that total is greater than the opponent's hit points the opponent dies (no save); Evil—Cast evil spells at +1 caster level.

Spell-Like Abilities (save DC 14 + spell level): 3/day—animal trance, cause fear, entangle; 1/day—deeper darkness, neutralize poison, and suggestion.

Possessions: +1 *scimitar*, composite longbow (Str +2), 20 masterwork arrows, +1 *leather armor*, *wand of cure serious wounds* (CL5, 20 charges), *divine scroll of raise dead* (CL12), pouch with 500 pp.

Location(s): Level 12A

Phalen, Male Elven Ghost Wiz10: CR 12; SZ M Undead (incorporeal); HD 10d12; hp 70; Init +2; Spd fly 30 ft. (perfect); AC 14 (12 while ethereal) (+2 Dex, +2 deflection), touch 14 (12), flat-footed 12 (10); BAB/Grapple +5/+4; Atk +7 melee (1d4 plus corruption, incorporeal touch), +6 melee (1d4+1, +2 *dagger*, crit 19-20, against ethereal opponents only), or +9 ranged (1d4+1, +2 *dagger*, against ethereal opponents only, range 10 ft.); SA corrupting gaze (Fort DC 17 resists), corrupting touch, malevolence (Will DC 17 resists), manifestation, spells; SQ incorporeal, rejuvenation, turn resistance (+4), summon familiar; AL LE; SV Fort +3, Ref +5, Will +8; Str (8), Dex 14, Con —, Int 20, Wis 12, Cha 14.

Skills: Concentration +15, Decipher Script +9, Hide +16, Knowledge (arcana) +18, Listen +17, Search +23, Spellcraft +23, Spot +17. **Feats:** Brew Potion, Craft Rod, Craft Wand, Craft Wondrous Item, Empower Spell, Eschew Material (b), Scribe Scroll, Skill Focus (spellcraft).

Arcane Spells Prepared (4/6/5/4/4/3; save DC 15 + spell level): 0—dancing lights, daze, detect magic, flare; 1st—cause fear, magic missile (x3), shield, ray of enfeeblement; 2nd—blindness/deafness, detect thoughts, Mel's acid arrow, mirror image, see invisibility; 3rd—dispel magic, fireball, magic missile (empowered), slow;

4th—bestow curse, fear, minor globe of invulnerability, solid fog, 5th—fireball (empowered), feeblemind, summon monster V.

Location(s): Level 12A

Plethor the Mummy, Clr12 (Orcus): CR 17; SZ M Undead; HD 20d12+3; hp 172; Init +0; Spd 20 ft.; AC 25 (+5 *chain shirt*, +10 natural), touch 10, flat-footed 25; BAB/Grp +13/+20; Atk +20 melee (1d6+10 plus mummy rot, slam), +22 melee (1d6+9, +1 *shortspear*), or +15 ranged (1d6+9, +1 *shortspear*, range 20 ft.); Full Atk +20 melee (1d6+10 plus mummy rot, slam), +22/+17/+12 melee (1d6+11, +1 *shortspear*), or +15 ranged (1d6+8, +1 *shortspear*, range 20 ft.); SA despair (paralyzed with fear, 1d4 rounds, Will DC 16 resists), mummy rot (Fort DC 16 resists, 1d6 Con/1d6 Cha), rebuke undead (5/day), smite (1/day, +4 to hit, +12 damage), spells; SQ aura, damage reduction (5/-), darkvision (60 ft.), increased evil spells, spontaneous casting, undead traits, vulnerability to fire; AL CE; SV Fort +12, Ref +6, Will +18; Str 24, Dex 10, Con —, Int 6, Wis 19, Cha 15.

Skills: Concentration +6, Hide +7, Knowledge (religion) +2, Listen +10, Move Silently +7, Spellcraft +2, Spot +10. *Feats*: Alertness, Combat Casting, Great Fortitude, Lightning Reflexes, Power Attack, Toughness, Weapon Focus (shortspear).

Unholy Spells Prepared (6/6/5/5/3/3/2; save DC 14 + spell level): 0—detect magic, guidance, inflict minor wounds (x2), read magic, resistance; 1st—bane, cause fear, divine favor, entropic shield, inflict light wounds (x2); 2nd—bull's strength, hold person, inflict moderate wounds (x2), silence; 3rd—bestow curse, deeper darkness, dispel magic, inflict serious wounds, protection from energy (fire); 4th—inflict critical wounds, poison, spell immunity; 5th—flame strike, slay living (x2); 6th—greater dispel magic, summon monster VI (bearded devil).

Domain Spells (Destruction, Evil): 1st—inflict light wounds; 2nd—desecrate; 3rd—magic circle against good; 4th—inflict critical wounds; 5th—circle of doom; 6th—harm.

Domain Abilities: Destruction—Once per day, Plethor may make a single melee attack with a +4 attack bonus and a +12 damage bonus; Evil—Casts evil spells at +1 caster level.

Possessions: +1 *chain shirt*, +2 *shortspear*, *wand of hold person* (CL 6, 21 charges).

Note: Plethor differs in constructed style from the sample mummy lord in the MM.

Location(s): Level 10A

Purbok, Male Hobgoblin Ftr8/Clr3 (Orcus): CR 11; SZ M; HD 8d10+16 plus 3d8+6; hp 100; Init +6 (Dex, Improved Initiative); Spd 20 ft. (armor), base 30 ft.; AC 26 (+2 Dex, +10 *armor*, +4 *shield*), touch 12, flat-footed 24; BAB/Grapple +10/+13; Atk +17 melee (1d8+8, +3 *longsword*, crit 17-20) or +12 ranged (1d8+3, composite

longbow [Str +3], crit x3, range 110 ft.); Full Atk +17/+12 melee (1d8+8, +3 *longsword*, crit 17-20) or +12/+7 ranged (1d8+3, composite longbow [Str +3], crit x3, range 110 ft.); SA spells, smite, feat of strength, rebuke undead (4/day); SQ aura, darkvision (60 ft.), spontaneous casting; AL CE; SV Fort +11, Ref +5, Will +7, Str 16, Dex 15, Con 14, Int 11, Wis 14, Cha 12.

Skills: Concentration +7, Knowledge (religion) +2, Listen +9, Spot +9. *Feats*: Alertness, Cleave, Combat Casting, Improved Critical (longsword), Improved Initiative, Power Attack, Scribe Scroll, Weapon Focus (longsword), Weapon Specialization (longsword).

Unholy Spells Prepared (4/3/2; save DC 12 + spell level): 0—cure minor wounds, detect magic, guidance, resistance; 1st—cure light wounds, divine favor, doom; 2nd—cure moderate wounds, inflict moderate wounds.

Domain Spells (Destruction, Strength): 1st—inflict light wounds; 2nd—bull's strength.

Domain Abilities: Destruction—Once per day, a cleric of Orcus may make a single melee attack with a +4 attack bonus and a +3 damage bonus; Strength—Once per day, a cleric of Orcus may, as a free action, gain a +3 enhancement bonus to his Strength.

Possessions: +3 *longsword*, +2 *full plate*, +2 *heavy steel shield*, composite longbow (Str +3), holy symbol, *potion of cure serious wounds* (CL 7, 3 doses), pouch with 300 pp.

Location(s): Level 12A

Queen Kaja, Female Pixie: CR 6; SZ S Fey; HD 2d6-2; hp 9; Init +4 (Dex); Spd 20 ft., fly 60 ft. (good); AC 16 (+1 size, +4 Dex, +1 natural), touch 15, flat-footed 12; BAB/Grp +1/-5; Atk +6 melee (1d4-2, small short sword, crit 19-20) or +7 ranged (1d6-2, small masterwork longbow, crit x3, range 100 ft.); SA special arrows; SQ DR (10/cold iron), greater invisibility, low-light vision, spell-like abilities (including *Otto's irresistible dance*), SR (15); AL NG; SV Fort -1, Ref +7, Will +5; Str 7, Dex 19, Con 9, Int 16, Wis 14, Cha 19.

Skills: Bluff +9, Concentration +3, Escape Artist +9, Hide +8, Knowledge (nobility) +5, Listen +9, Move Silently +9, Ride +8, Search +9, Sense Motive +6, Spot +9. *Feats*: Dodge (b), Weapon Finesse.

Languages: Common, Aquan, Elven, Goblin, Sylvan.

Possessions: Small short sword, small masterwork longbow, 10 memory loss arrows, 10 sleep arrows, 20 normal arrows.

Location(s): Wilderness

The Ravager (crawler form): CR 30; SZ G Magical Beast; HD 30d10+540; hp 705; Init +7 (Dex); Spd 50 ft., burrow 20 ft.; AC 45 (-4 size, +7 Dex, +32 natural), touch 13, flat-footed 28; BAB/Grp +30/+57; Atk +41 melee (6d6+15, bite, crit x3); Full Atk +41 melee (6d6+15, bite, crit x3) and +39 melee (4d6+7, claws, crit 18-20); S/R 20 ft/15 ft.; SA trample (4d6+22, DC 40 Reflex half); SQ DR (30/epic), darkvision (120 ft.),

death resistance, energy resistance (20), form-shifting, low-light vision, magic disruption (20%), regeneration (20), scent, tremorsense (60 ft.), vampiric healing; AL N; SV Fort +45, Ref +24, Will +19; Str 40, Dex 24, Con 46, Int 6, Wis 25, Cha 24.

Skills: Listen +20, Spot +27. *Feats:* Cleave, Combat Reflexes, Great Cleave, Great Fortitude, Improved Natural Armor (x4), Improved Natural Attack (bite) (b), Improved Natural Attack (claw) (b), Iron Will, Multiattack, Power Attack.

Location(s): Level 3B

Revirax the Three-Headed Giant Hell Hound: CR 16; SZ H Outsider (native, evil, fire, lawful); HD 32d8+64; hp 240; Init +5 (Dex, Improve Initiative); Spd 60 ft.; AC 23 (-2 size, +1 Dex, +14 natural), touch 9, flat-footed 22; BAB/Grp +32/+48; Atk +38 melee (2d8+8 plus 2d6 fire, bite); Full Atk +38 melee (2d8+8 [x3] plus 1d10 fire, bite); SA breath weapon, fiery bite; SQ DR (15/good and magic), darkvision (60 ft.), immunity (fire), scent, vulnerability (cold); SR 18; AL LE; SV Fort +20, Ref +19, Will +18; Str 26, Dex 13, Con 14, Int 6, Wis 10, Cha 6.

Skills: Hide +22, Intimidate +16, Listen +18, Move Silently +24, Spot +22, Survival +22. *Feats:* Cleave, Great Cleave, Improved Initiative, Improved Sunder, Power Attack, Track (b).

Breath Weapon (Su): Once every 2d4 rounds, cone of fire 30 feet long; 3d8+8 points of fire damage; Reflex save (DC 28) for half damage. The fiery breath ignites any flammable materials within the cone.

Fiery Bite (Su): Revirax deals an extra 2d6 points of fire damage every time he bites an opponent, similar in nature as does a flaming weapon.

Skills: Revirax receives a +5 racial bonus to Hide and Move Silently checks. He also receives a +4 racial bonus to Spot checks and a +8 racial bonus to Survival checks when tracking by scent, due to his keen sense of smell.

Location(s): Level 7

Ringmaster, Male Hobgoblin Ftr4: CR 4; SZ M; HD 4d10+4; hp 32; Init +5 (Dex, Improved Initiative); Spd 30 ft.; AC 14 (+1 Dex, +3 armor), touch 11, flat-footed 13; BAB/Grapple +4/+7; Atk +8 melee (1d10+6, heavy flail, crit 19-20), +7 melee (1d4+3, dagger, crit 19-20), or +5 ranged (1d4+3, dagger, range 10 ft.); AL CE; SV Fort +5, Ref +2, Will +1; Str 16, Dex 12, Con 13, Int 9, Wis 10, Cha 9.

Skills: Climb +8, Listen +2, Spot +2. *Feats:* Alertness, Improved Initiative, Power Attack, Weapon Focus (Heavy Flail), Weapon Specialization (Heavy Flail).

Possessions: Heavy flail, dagger, studded leather, 125 gp, in leather pouch (for purses).

Location(s): Level 12A

Rylshhna, Female Sea Hag Wiz5: CR 9; SZ M Monstrous Humanoid (aquatic); HD 3d8+6 plus 5d4+10; hp

34; Init +1 (Dex); Spd 30 ft., swim 40 ft.; AC 14 (+1 Dex, +3 natural), touch 11, flat-footed 13; BAB/Grp +5/+9; Atk +9 melee (1d4+4, claw) or +7 ranged (1d8, masterwork light crossbow, crit 19-20, range 80 ft.);

Full Atk +9 melee (1d4+4 [x2], claw) or +7 ranged (1d8, masterwork light crossbow, crit 19-20, range 80 ft.); SA horrific appearance (2d6 Str damage, Fort DC 13 resists), evil eye (3/day, 30 ft. range, dazed 3 days, Will DC 13 resists), spells; SQ amphibious, SR (14), summon familiar; AL LE; SV Fort +3, Ref +5, Will +8; Str 19, Dex 12, Con 12, Int 16, Wis 13, Cha 15.

Skills: Craft (alchemy) +9, Concentration +9, Knowledge (arcana) +9, Hide +4, Listen +6, Spellcraft +13, Spot +6, Swim +12. *Feats:* Alertness, Craft Wand, Craft Wondrous Item, Scribe Scroll, Toughness.

Arcane Spells Prepared (4/4/3/2; save DC 13 + spell level): 0—dancing lights, daze, flare, resistance; 1st—magic missile (x2), ray of enfeeblement, shocking grasp; 2nd—blur, invisibility, Mel's acid arrow; 3rd—blink, lightning bolt.

Spellbook (in addition to those prepared): 0—all in **PHB**; 1st—grease, true strike; 2nd—darkness; 3rd—fireball.

Languages: Common, Aquan, Draconic, Giant, Infernal.

Possessions: *arcane scroll of fireball* (x2), *wand of ray of enfeeblement* (14 charges), masterwork light crossbow, 20 bolts.

Location(s): Wilderness

Quanall, Female Yuan-ti Halfblood Sor8: CR 13; SZ M Monstrous Humanoid; HD 7d8+7 plus 8d4+8; hp 64; Init +6 (Dex, Improved Initiative); Spd 30 ft.; AC 16 (+2 Dex, +8 natural), touch 12, flat-footed 14; BAB/Grapple +11/+12; Atk +13 melee (1d6+1, masterwork scimitar, crit 18-20) or +14 ranged (1d8+1, composite longbow [Str +1] with masterwork arrows, crit x3, range 110 ft.); Full Atk +13/+8/+3 melee (1d6+1, masterwork scimitar, crit 18-20), or +14/+9/+4 melee (1d8+1, composite longbow [Str +1] with masterwork arrows, crit x3, range 110 ft.); SA poison (Fort DC 14 resists, 1d6/1d6 Con damage), produce acid (3d6 acid touch, 5d6 acid grapple), spells, spell-like abilities; SQ alternate form, chameleon power, darkvision (60 ft.), detect poison, scent, SR (16), summon familiar; AL CE; SV Fort +5, Ref +9, Will +15; Str 13, Dex 15, Con 13, Int 18, Wis 18, Cha 18.

Skills: Concentration +22, Hide +13, Knowledge (underdark) +19, Knowledge (arcana) +20, Listen +16, Spellcraft +23, Spot +16. *Feats:* Alertness (b), Blind-Fight (b), Combat Expertise, Dodge, Empower Spell, Improved Initiative, Scribe Scroll, Spell Focus (Evocation).

Arcane Spells Known (cast per day 6/7/7/6/4; save DC 14 + spell level, Evocation save DC 15 + spell level): 0—dancing lights*, daze, detect magic, detect poison, flare*, ghost sound, read magic, resistance; 1st—burning hands*, disguise self, magic missile*, shield, true strike; 2nd—hypnotic pattern, levitate, Mel's acid arrow;

3rd—haste, lightning bolt*; 4th—dimension door. * Evocation spell.

Spell-Like Abilities (spell save DC 14 + spell level): 3/day—animal trance, cause fear, entangle; 1/day—deeper darkness, neutralize poison, and suggestion.

Possessions: Masterwork scimitar, composite longbow (Str +1), 20 masterwork arrows, *wand of magic missiles* (CL7, 29 charges), *arcane scroll with rainbow pattern* (CL7), gold necklace with 8 rubies worth 3,500 gp, and a pouch containing 200 gp.

Location(s): Level 12A

Saracek the Fallen, Human Skeletal Warrior Ftr8/Blk2: CR 12; SZ M Undead; HD 10d12; hp 100; Init +7 (Improved Initiative, Dex); Spd 30 ft.; AC 17 (+4 natural, +3 Dex), touch 13, flat-footed 14; BAB/Grp +10/+16; Atk +19 melee (2d6+13, +2 *unholy wounding greatsword*, crit 17-20); Full Atk +19/+14 melee (2d6+13, +2 *unholy wounding greatsword*, crit 17-20); SA darkvision (60 ft.), fear aura, smite good (1/day, +2 to hit, +2 damage), spells; SQ aura of evil, dark blessing, detect good, DR (10/magic and bludgeoning), poison use, SR (25), turning immunity, undead traits; AL CE; SV Fort +11, Ref +7, Will +6; Str 22, Dex 16, Con —, Int 13, Wis 14, Cha 14.

Skills: Appraise +3, Climb +14, Diplomacy +5, Hide +8, Intimidate +14, Jump +14, Knowledge (religion) +5, Listen +4, Ride +7, Sense Motive +8, Speak Language, Spot +10, Survival +5. *Feats*: Alertness, Cleave, Combat Expertise, Combat Reflexes, Great Cleave, Improved Critical (greatsword), Improved Initiative, Improved Sunder, Power Attack, Weapon Focus (greatsword), Weapon Specialization (greatsword).

Fear Aura (Su): Saracek is shrouded in an aura of fear. Creatures with less than 5 HD and in a 30-foot radius must succeed on a Will save (DC 17) or be affected as though by *fear* cast by a sorcerer of 10th-level.

Unholy Spells (0/2): cause fear, doom.

Languages: Celestial, Common, and Infernal.

Possessions: +2 *unholy wounding greatsword*, jeweled crown worth 250 gp (*skeleton warrior's circlet*).

Location(s): Level 2

Scarl, Male Bugbear Clr5 (Orcus): CR 7; SZ M; HD 8d8+24; hp 65; Init +0; Spd 30 ft.; AC 18 (+3 natural, +3 armor, +2 shield), touch 10, flat-footed 18; BAB/Grp +5/+8; Atk +9 melee (1d8+3, morningstar) or +5 ranged (1d6+3, javelin); SA spells, rebuke undead; SQ aura, darkvision (60 ft.), increased evil spells, scent, spontaneous casting; AL CE; SV Fort +8, Ref +4, Will +8; Str 17, Dex 10, Con 16, Int 10, Wis 16, Cha 10.

Skills: Concentration +8, Heal +6, Hide +2, Knowledge (religion) +2, Listen +5, Move Silently +10, Spot +5. *Feats*: Alertness, Combat Casting, Run, Weapon Focus (morningstar) (b).

Divine Spells Prepared (5/4/3/2; save DC 13 + spell level): 0—cure minor wounds (x3), guidance, resis-

tance; 1st—bane, cause fear, magic stone, shield of faith; 2nd—cure moderate wounds, hold person, silence; 3rd—prayer, wind wall.

Domain spells (Evil, War): 1st—magic weapon; 2nd—spiritual weapon; 3rd—magic circle against good.

Domain Abilities: Evil—casts evil spells at +1 caster level.

Languages: Common, Goblin.

Possessions: Masterwork morningstar, studded leather armor, heavy wood shield, *wand of cure light wounds* (13 charges), *potion of owl's wisdom*, steel holy symbol of Orcus, 2d6 gp, 3d6 sp.

Location(s): Wilderness

Scramge the Greater Rakshasa, Sor5: CR 16; SZ M Outsider (native); HD 7d8+35 plus 5d4+25; hp 123; Init +4 (Dex, Improved Initiative); Spd 40 ft.; AC: 25 (+4 Dex, +11 natural), touch 14, flat-footed 21; BAB/Grp +10/+12; Atk +12 melee (1d4+1, claws); Full Atk +12 melee (1d4+1 [x2], claws) and +7 melee (1d6, bite); SA detect thoughts (Will DC 20), spells; SQ change shape, DR (20/good and piercing), darkvision (60 ft.), illusions, SR (35); AL LE; SV Fort +5, Ref +5, Will +5; Str 14, Dex 19, Con 20, Int 18, Wis 17, Cha 24.

Skills: Bluff +26*, Concentration +15, Diplomacy +21, Disguise +26*, Intimidate +19, Knowledge (arcana) +9, Listen +18, Move Silently +15, Perform (oratory) +17, Search +14, Sense Motive +18, Spellcraft +16, Spot +18. *Feats*: Alertness, Combat Casting, Dodge, Eschew Material (b), Improved Initiative, Spell Focus (Illusion).

Skills: Scramge has a +4 racial bonus on Bluff and Disguise checks, already factored in above. * When using change shape, Scramge gains an additional +10 circumstance bonus on Disguise checks. If reading an opponent's mind, its circumstance bonus on Bluff and Disguise checks increases by a further +4.

Damage Reduction & Spell Resistance: Scramge's advanced power and life experiences have bolstered his damage reduction and spell resistance to heights seldom attained by other members of his race.

Illusion (Su): Scramge can use illusion spells at will as a free action. These spells cannot cause damage, but are in every other sense real. All 5 senses are affected. This is a supernatural ability unique to Scramge. The effects are similar to the *permanent image* and *veil* spells (Will DC 24), and Scramge counts as an 12th level caster for purposes of this ability.

Arcane Spells Known (cast per day: 6/8/8/8/7/6/4; save DC 17 + spell level, Illusion save DC 18 + spell level): 0—daze, dancing lights, detect magic, flare, ghost sound*, mage hand, message, read magic, resistance; 1st—charm person, magic missile, obscuring mist, shield, ventriloquism*; 2nd—mirror image*, misdirection*, protection from arrows, see invisible, undetectable alignment (as Brd/Clr/Pal version); 3rd—displacement*, major image*, suggestion, summon monster III; 4th—charm monster, confusion, invisibility (greater)*; 5th—false

vision*, persistent image*; 6th—programmed image*.
* illusion spell.

Languages: Abyssal, Common, Elven, Ignan, Infernal, Terran.

Possessions: jade dust (originally worth 800 gp).

Location(s): Level 3

The Seer, Male Human Wiz13: CR 13; SZ M; HD 13d4+13; hp 65; Init +6 (Dex, Improved Initiative); Spd 30 ft.; AC 15 (+2 Dex, +3 deflection), touch 15, flat-footed 13; BAB/Grp +6/+6; Atk +6 melee (1d4, adamantite dagger, crit 19-20); Atk +6/+1 melee (1d4, adamantite dagger, crit 19-20); SA spells; SQ summon familiar; AL LE; SV Fort +7, Ref +6, Will +10; Str 11, Dex 15, Con 13, Int 24*, Wis 14, Cha 19*.

Skills: Bluff +9, Concentration +19*, Craft (alchemy) +13, Craft (jewelry) +10, Diplomacy +8, Knowledge (arcana) +20, Knowledge (history) +17, Knowledge (the planes) +13, Knowledge (underdark) +17, Sense Motive +10, Spellcraft +22, Spot +10. *Feats:* Craft Wondrous Item, Great Fortitude, Improved Initiative, Quicken Spell, Scribe Scroll, Silent Spell, Spell Focus (Divination), Spell Mastery (detect scrying, dimension door, dispel magic, magic missile, scry), Spell Penetration.

Contingency: If hit points drop to less than 20, *stoneskin* on self, providing DR 10/adamantine until it absorbs 130 hp of damage.

Arcane Spells Prepared (4/6/6/6/5/4/3/2; save DC 17 + spell level, Divination save DC 18 + spell level): 0—daze, detect magic, disrupt undead, mage hand; 1st—mage armor, magic missile (x2), obscuring mist, protection from good, shield; 2nd—detect thoughts (x2), endurance, mirror image, see invisibility, web; 3rd—clairaudience/clairvoyance, dispel magic (x2), lightning bolt, slow, stinking cloud; 4th—charm monster, detect scrying, dimension door, scrying, *stoneskin*; 5th—cone of cold, dominate person, prying eyes, teleport; 6th—chain lightning, globe of invulnerability, true seeing; 7th—dispel magic (quicken), limited wish.

Possessions: Adamantine dagger, wizard's robes, spell component pouch, **headband of spiritual focus*, +3 ring of protection, scroll of forcecage, scroll of legend lore, scroll of analyze dweomer, scroll of wall of force, scroll of dismissal, scroll of improved invisibility, scroll of greater dispelling, scroll of polymorph other, scroll of remove curse (all scrolls at CL 13th); he also carries a long, thin golden key that unlocks the secret door to Area 10C-10.

*The *headband of spiritual focus* provides a +4 enhancement bonus to Intelligence, a +2 enhancement bonus to Charisma, and a +5 insight bonus to Concentration checks.

Location(s): Level 10C

Setiathet, Male Half-Elf Clr9 (Set): CR 9; SZ M; HD 9d8+27; hp 78 (currently 73); Init +1 (Dex); Spd 30 ft.; AC 11 (+1 Dex), touch 11, flat-footed 10; BAB/Grp +6/+6; Atk +6 melee, or +7 ranged; Full Atk +6/+1

melee, or +7/+2 ranged; SA smite 1/day (+4 to hit, +9 damage), rebuke undead (6/day), spells; SQ half-elven traits, increased evil spells, low-light vision, spontaneous casting; AL LE; SV Fort +9, Ref +4, Will +12; Str 10, Dex 13, Con 16, Int 11, Wis 19, Cha 17.

Skills: Concentration +15, Diplomacy +17. *Feats:* Extra Turning, Iron Will, Scribe Scroll, Spell Focus (necromancy).

Unholy Spells Prepared (6/5/5/4/3/1; save DC 14 + spell level, Necromancy save DC 15 + spell level): 0—detect poison; 1st—none; 2nd—darkness, zone of truth; 3rd—prayer; 4th—dismissal, tongues; 5th—none.

Domain spells (Destruction, Evil): 1st—protection from good; 2nd—none; 3rd—none; 4th—none; 5th—none.

Domain Abilities: Destruction—Smite; 1/day; +4 to attack roll, +9 to damage; Evil—evil spells cast at +1 caster level.

*Due to his captivity, Setiathet has fewer than his maximum number of spells memorized, and has been prevented from praying or resting to regain spells. He needs a full eight hours of rest, access to his holy symbol, and an hour of prayer to Set before he can again gain spells.

Possessions: None.

Location(s): Level 10C

Shana, Female Goblin, Rog7: CR 7; SZ S; HD 7d6+14; hp 44; Init +4; Spd 30 ft.; AC 19 (+1 size, +4 Dex, +4 armor), touch 15, flat-footed; BAB/Grp +5/+2; Atk +8 melee (1d3+2 plus poison, dagger of venom, crit 19-20), or +7 melee (1d6+1, small longsword, crit 19-20); SA sneak attack (+4d6); SQ darkvision (60 ft.), evasion, poison (Fort DC 14 resists; 1d10/1d10 Con damage), trapfinding, trap sense (+2), uncanny dodge; AL LE; SV Fort +4, Ref +9, Will +2; Str 12, Dex 19, Con 14, Int 14, Wis 11, Cha 10.

Skills: Balance +6, Disable Device +10, Escape Artist +12, Hide +18, Jump +11, Listen +10, Move Silently +18, Ride +8, Sleight of Hand +12, Sense Motive +8, Spot +8, Tumble +12, Use Magic Device +8. *Feats:* Dodge, Mobility, Spring Attack.

Languages: Abyssal, Common, Goblin.

Possessions: Small longsword, *potion of invisibility* (3 doses), +2 leather armor, small dagger of venom, pouch with 22 pp.

Location(s): Level 7A

Shekahn, Male Human Vampire Ftr8: CR 10; SZ M Undead; HD 8d12; hp 72; Init +8 (Improved Initiative, Dex); Spd 30 ft.; AC 20 (+6 natural, +4 Dex), touch 14, flat-footed 16; BAB/Grp +8/+20; Atk: +21 melee (1d10+13, +3 halberd, crit x4) or +16 melee (1d6+8 plus energy drain, slam); Full Atk: +21/+16 melee (1d10+13, +3 halberd, crit x4) or +16 melee (1d6+8 plus energy drain, slam); SA blood drain (1d4 Con drain), children of the night, dominate (Will DC 17), create spawn, energy drain (1/round, 2 negative levels, Fort DC 17 regain); SQ

alternate form, DR (10/silver and magic), fast healing (5), gaseous form, resistance (cold 10, electricity 10), spider climb, turn resistance (+4), undead traits; AL CE; SV Fort +6, Ref +7, Will +5; Str 26, Dex 19, Con —, Int 13, Wis 16, Cha 16.

Skills: Bluff +10, Climb +12, Hide +12, Jump +16, Listen +15, Move Silently +16, Search +9, Sense Motive +15, Spot +15. **Feats:** Alertness (b), Combat Expertise, Combat Reflexes (b), Dodge (d), Greater Weapon Focus (halberd), Improved Critical (halberd), Improved Grapple, Improved Initiative (b), Lightning Reflexes (b), Mobility, Spring Attack, Weapon Focus (halberd), Weapon Specialization (halberd), Whirlwind Attack.

Possessions: *Bag of tricks* (tan), *chime of interruption*, +2 *cloak of resistance* (from the treasure hoard), +3 *halberd* (also from the hoard).

Location(s): Level 4A

Sheriff Ostland, Male Half-Elf Ari2/Ftr4: CR 5; SZ M; HD 2d8+2 plus 4d10+4; hp 42; Init +2 (Dex); Spd 30 ft.; AC 16 (+2 Dex, +3 armor, +1 shield), touch 12, flat-footed 14; BAB/Grp +5/+6; Atk +7 melee (1d8+1, masterwork longsword, crit 19-20); SQ low-light vision, half-elf traits; AL LG; SV Fort +5, Ref +3, Will +5; Str 12, Dex 14, Con 12, Int 14, Wis 12, Cha 14.

Skills: Diplomacy +11, Gather Information +8, Handle Animal +6, Knowledge (local) +6, Listen +4, Ride +7, Search +7, Sense Motive +7, Spot +8, Swim +4. **Feats:** Alertness, Dodge, Combat Expertise, Mounted Combat, Negotiator.

Languages: Common, Elven, Goblin, Orc.

Possessions: Masterwork studded leather, masterwork light steel shield, full helm, surcoat bearing the insignia of his ruler, masterwork long sword, *potion of cure serious wounds* (2 doses), writ of authority, five 20 gp gems, 134 gp, 12 sp.

Location(s): Wilderness

Shralynn, Female Sea Hag Wiz3: CR 7; SZ M Monstrous Humanoid (aquatic); HD 3d8+3d4+12; hp 26; Init +1 (Dex); Spd 30 ft., swim 40 ft.; AC 14 (+1 Dex, +3 natural), touch 11, flat-footed 13; BAB/Grp +4/+8; Atk +8 melee (1d4+4, claw), +9 melee (1d6+6, masterwork shortspear), +8 melee (1d4+4, dagger, crit 19-20), or +6 ranged (1d6+4, masterwork shortspear, range 20 ft.); Full Atk +8 melee (1d4+4 [x2], claw), or +9 melee (1d6+6, masterwork shortspear) and +8 melee (1d4+4, claw), or +8 melee (1d4+4, dagger, crit 19-20) and +8 melee (1d4+4, claw), or +6 ranged (1d6+4, masterwork shortspear, range 20 ft.); SA horrific appearance (2d6 Str damage, Fort DC 13 resists), evil eye (3/day, 30 ft. range, dazed 3 days, Will DC 13 resists); SQ amphibious, SR (14); AL NE; SV Fort +3, Ref +5, Will +7; Str 19, Dex 12, Con 12, Int 14, Wis 13, Cha 14.

Skills: Concentration +5, Knowledge (arcana) +9, Hide +4, Listen +6, Spellcraft +10, Spot +6, Swim +12. **Feats:** Alertness, Combat Casting, Scribe Scroll, Toughness.

Arcane Spells Prepared (4/3/2; save DC 12 + spell level): 0—daze, detect magic, flare, light; 1st—chill touch, mage armor, magic missile; 2nd—blindness/deafness, flaming sphere.

Spellbook (in addition to those prepared): 0—all in **PHB**; 1st—charm person, shield.

Languages: Common, Aquan, Draconic, Giant.

Possessions: *Wand of burning hands* (22 charges), masterwork shortspear, dagger.

Location(s): Wilderness

Simrath, Male Human Vampire Ftr8: CR 10; SZ M Undead; HD 8d12; hp 72; Init +9 (Dex, Improved Initiative); Spd 20 ft. (armor), base 30 ft.; AC 25 (+1 Dex, +6 natural, +8 armor), touch 11, flat-footed 24; BAB/Grp +8/+14; Atk +14 melee (1d6+6 plus energy drain, slam) or +17 melee (1d10+13, +2 *bastard sword* [two-handed], crit 19-20); Full Atk +14 melee (1d6+6 plus energy drain, slam) or +17/+12 melee (1d10+13, +2 *bastard sword* [two-handed], crit 19-20); SA blood drain (1d4 Con drain), children of the night, dominate (Will DC 15), create spawn, energy drain (1/round, 2 negative levels, Fort DC 15 regain); SQ alternate form, DR (10/silver and magic), fast healing (5), gaseous form, resistance (cold 10, electricity 10), spider climb, turn resistance (+4), undead; AL CE; SV Fort +8, Ref +7, Will +7; Str 22, Dex 20, Con —, Int 12, Wis 16, Cha 12.

Skills: Bluff +9, Climb +7, Handle Animal +6, Hide +6, Intimidate +6, Jump +7, Listen +13, Move Silently +6, Ride +9, Search +9, Sense Motive +11, Spot +13, Swim +2. **Feats:** Alertness (b), Blind-Fight, Combat Reflexes (b), Dodge (b), Exotic Weapon Proficiency (bastard sword), Great Fortitude, Improved Initiative, Iron Will, Lightning Reflexes (b), Weapon Focus (bastard sword), Mobility, Weapon Specialization (bastard sword).

Languages: Common (archaic), Celestial.

Possessions: Masterwork full plate, +2 *bastard sword*.

Location(s): Wilderness

Sir Kingsly, Male Human Pal12: CR 12; SZ M; HD 12d10+12; hp 85; Init +5 (Dex, Improved Initiative); Spd 30 ft.; AC 11 (+1 Dex), touch 11, flat-footed 10; BAB/Grapple +12/+15; Atk +15 melee, or +13 ranged; Full Atk +15/+10/+5 melee, or +13/+8/+3 ranged; SA smite evil (3/day, +4 to attack, +12 damage), spells; SQ aura of courage, detect evil, divine grace, divine health, lay on hands (48 hp/day), remove disease (3/week), turn undead (7/day); AL LG; SV Fort +13, Ref +9, Will +11; Str 16, Dex 12, Con 12, Int 9, Wis 16, Cha 18.

Skills: Heal +18, Ride +16. **Feats:** Cleave, Improved Critical (longsword), Improved Initiative, Leadership, Power Attack, Weapon Focus (longsword).

Divine Spells Prepared (2/2/2; save DC 13 + spell level): None currently prepared.

Location(s): Level 12

Slavers, Male Hobgoblin Ftr5/Clr5 (Orcus): CR 10; SZ M; HD 5d8+5 plus 5d10+5; hp 65; Init +5 (Dex,

Improved Initiative); Spd 20 ft. (armor), base 30 ft.; AC 19 (+6 armor, +1 Dex, +2 shield), touch 11, flat-footed 18; BAB/Grapple +8/+10; Atk +13 melee (1d8+6, +1 longsword, crit 17-20), or +11 ranged (1d10, masterwork heavy crossbow with adamantine bolts, crit 19-20, range 120 ft.); Full Atk +13/+8 melee (1d8+6, +1 longsword, crit 17-20), or +11 ranged (1d10, masterwork heavy crossbow with adamantine bolts, crit 19-20, range 120 ft.); SA rebuke undead (4/day), smite, spells; SQ aura, darkvision (60 ft.), increased evil spells, spontaneous casting; AL CE; SV Fort +9, Ref +2, Will +8; Str 16; Dex 13, Con 12, Int 11, Wis 16, Cha 12.

Skills: Concentration +9, Listen +8, Spellcraft +8, Spot +7. **Feats:** Alertness, Combat Casting, Dodge, Improved Critical (longsword), Improved Initiative, Weapon Focus (longsword), Weapon Specialization (longsword).

Unholy Spells Prepared (5/4/3/2; save DC 13+ spell level): 0—cure minor wounds (x2), guidance, resistance, virtue; 1st—cure light wounds, divine favor, doom, protection from good; 2nd—bull's strength, cure moderate wounds, hold person; 3rd—cure serious wounds, dispel magic.

Domain Spells (Destruction, Evil): 1st—inflict light wounds; 2nd—shatter; 3rd—contagion.

Domain Abilities: Evil—Cast evil spells at +1 caster level; Destruction—Once per day, a priest of Orcus may make a single melee attack with a +4 attack bonus and a +5 damage bonus.

Possessions: +1 longsword, +1 chainmail, heavy steel shield, masterwork heavy crossbows, 20 adamantine bolts, pouch with 100 gp.

Location(s): Level 12

Slavish, Male Human Lich Sor18: CR 20; SZ M Undead; HD 18d12+3; hp 158; Init +2 (Dex); Spd 30 ft.; AC 21 (+2 Dex, +7 natural, +2 deflection), touch 14, flat-footed 19; BAB/Grp +9/+9; Atk +9 melee touch (1d8+5, [Will DC 25 halves], negative energy touch); SA fear aura (60 ft., Will DC 26 resists), paralyzing touch (Fort DC 26 resists), spells; SQ damage reduction (15/bludgeoning and magic), immunities (cold, electricity, polymorph, and mind-affecting attacks), summon familiar, turn resistance (+4), undead traits; AL LE; SV Fort +6, Ref +10, Will +14; Str 10, Dex 14, Con —, Int 16, Wis 16, Cha 24.

Skills: Concentration +25, Knowledge (arcana) +24, Knowledge (the planes) +24, Listen +23, Spot +24, Spellcraft +26, Survival +3 (+5 on other planes). **Feats:** Combat Casting, Craft Staff, Craft Wand, Craft Wondrous Item, Great Fortitude, Lightning Reflexes, Scribe Scroll, Toughness.

Arcane Spells Known (cast per day: 6/8/8/8/7/7/7/5/3; save DC 17 + spell level): 0—arcane mark, dancing lights, daze, detect magic, detect poison, mage hand, mending, open/close, read magic; 1st—burning hands, identify, magic missile, ray of enfeeblement, sleep; 2nd—invisibility, Mel's acid arrow, mirror image, protection from arrows, see invisibility; 3rd—dispel magic, haste, lightning bolt, slow; 4th—fire shield (cold), lesser globe of invulnerability,

rainbow pattern, wall of ice; 5th—cone of cold, dominate person, feeblemind, mind fog; 6th—circle of death, disintegrate, summon monster VI; 7th—delayed blast fireball, finger of death, power word (blind); 8th—greater shout, incendiary cloud, mass charm monster, protection from spells; 9th—power word (stun).

Languages: Common, Draconic, Elvish, Gnome, Infernal.

Possessions: +2 robe of protection (as amulet of natural armor); +2 ring of protection; brooch of shielding; wand of cone of cold (CL 12, 32 charges); staff of harming (30 charges, see side box for description); cloak of charisma +2; phylactery—small metal box (hardness 10; hp 40), locked (Open Locks [DC 30], no key), containing strips of parchment inscribed with magical runes. The phylactery is attached to Slavish's belt with a leather strap.

Location(s): Level 10A

Snaggletooth, the Faerie Dragon: CR 5; SZ T Dragon; HD 4d12+4; hp 41; Init +9 (Dex, Improved Initiative); Spd 10 ft., fly 60 ft. (good); swim 30 ft.; AC 20 (+2 size, +5 Dex, +3 natural), touch 15, flat-footed 15; BAB/Grp +3/-5; Atk +10 melee (1d2, bite); Space/Reach 2-1/2 ft./0 ft.; SA breath weapon, spells; SQ darkvision (60 ft.), dragon traits, invisibility, low-light vision, SR (19), telepathy; AL NG; SV Fort +5, Ref +9, Will +8; Str 11, Dex 21, Con 12, Int 16, Wis 19, Cha 18.

Skills: Concentration +6, Hide +19, Knowledge (nature) +8, Listen +13, Move Silently +15, Search +13, Spot +13, Survival +6, Swim +12. **Feats:** Hover, Flyby Attack, Improved Initiative, Weapon Finesse.

Arcane Spells Known (8th-level sorcerer; cast per day 6/7/7/6/4; save DC 14 + spell level): 0—daze, detect poison, detect magic, flare, mage hand, message, prestidigitation, ray of frost; 1st—charm person, magic missile, reduce person, shield, summon monster I; 2nd—mirror image, see invisible, protection from arrows; 3rd—gaseous form, nondetection; 4th—greater invisibility.

Druid Spells (8th-level druid; 6/5/4/4/2; save DC 13 + spell level): 0—create water, cure minor wounds, detect magic, know direction, purify food and drink, read magic; 1st—cure light wounds, entangle, faerie fire, hide from animals, obscuring mist; 2nd—cat's grace, fog cloud, summon swarm, warp wood; 3rd—cure moderate wounds, meld into stone, snare, water breathing; 4th—dispel magic, scrying.

Breath Weapon (Su): Cone, 5 feet, once every 1d4 rounds; Reflex save DC 13 or wander aimlessly in a state of euphoric bliss for 2d6 rounds (similar to a *confusion* effect). Creatures so affected can take no action other than a move action and lose their Dexterity bonus to AC.

Invisibility (Sp): Snaggletooth can become invisible at will as if using the *greater invisibility* spell (caster level 6th). This effect can be dispelled, but the faerie dragon can create it again as a free action on its next turn.

Telepathy (Su): Faerie dragons can communicate telepathically with one another with a range of 2 miles.

Skills: Faerie dragons have 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.

Languages: Common, Draconic, Elven, Sylvan.

Possessions: small pouch (spell components).

Location(s): Level 3

Note: Snaggletooth is a rare type of faerie dragon, one whom can use both sorcerer and druid spells.

Socrates, Male Human, Mnk5: CR 5; SZ M; HD 5d8+10; hp 17; Init +3 (Dex); Spd 40 ft.; AC 16 (+2 Dex, +1 monk, +3 Wis), touch 16, flat-footed 14; BAB/Grp +3/+6; Atk +6 melee (1d8+3, unarmed strike); Full Atk +5/+5 melee (1d8+3, flurry of blows); SA flurry of blows, unarmed strike; SQ evasion, still mind, *ki* strike (magic), purity of body, slow fall (20 ft.); AL LG; SV Fort +6, Ref +6, Will +7; Str 16, Dex 15, Con 14, Int 13, Wis 17, Cha 12.

Skills: Balance +10, Escape Artist +7, Hide +10, Jump +13, Listen +11, Move Silently +10, Spot +5, Tumble +10. **Feats:** Deflect Arrows (b), Dodge, Mobility, Run, Stunning Fist (b), Slow Fall (20 ft.).

Possessions: Robes, worry stone, cubes of incense (x3).

Location(s): Level 5

Swoana, Female Human Vampire, Com3: CR 4; SZ M Undead; HD 3d12; hp 26; Init +6 (Dex, Improved Initiative); Spd 30 ft.; AC 21 (+2 Dex, +9 natural), touch 12, flat-footed 19; BAB/Grp +1/+3; Atk +3 melee (1d6+2 plus energy drain, slam); SA blood drain (1d4 Con drain), domination (range 30 ft., Will DC 15 resists), energy drain (2 negative energy levels, Fort DC 15 recovers); SQ alternate form, children of the night, create spawn, DR (0/silver and magic), fast healing (5), gaseous form, resistance (cold 10, electricity 10), spider climb, turn resistance (+4), undead traits; AL CE; SV Fort +1, Ref +5, Will +9; Str 14, Dex 15, Con —, Int 13, Wis 18, Cha 18.

Skills: Bluff +12, Disable Device +4, Hide +10, Intimidate +7, Jump +8, Listen +12, Move Silently +10, Search +9, Sense Motive +12, Spot +12, Use Rope +4. **Feats:** Alertness (b), Combat Reflexes (b), Dodge (b), Improved Initiative (b), Iron Will, Lightning Reflexes (b), Skill Focus (Move Silently).

Possessions: +3 *amulet of natural armor*, *unhallowed doll* (radiates an *unhallow* and *desecrate* spells in a 100-foot radius).

Location(s): Level 11A

Teran, Female Drow Wiz7: CR 8; SZ M; HD 7d4+3; hp 23; Init +1 (Dex); Spd 30 ft.; AC 13 (+1 Dex, +2 deflection), touch 13, flat-footed 12; BAB/Grapple +3/+2; Atk +4 melee (1d4+1, +2 *keen dagger*, crit 17-20) or +4 ranged (1d4 plus poison, hand crossbow, crit 19-20,

range 30 ft.); SA spells, spell-like abilities, poison (drow poison, Fort DC 13 resists, unconsciousness/unconscious 2d4 hours); SQ darkvision (120 ft.), light blindness, SR (18), summon familiar; AL LE; SV Fort +2, Ref +3 Will +6 (+8 vs. spells and spell-like abilities); Str 8; Dex 13, Con 10, Int 18, Wis 12, Cha 12.

Skills: Concentration +10, Knowledge (arcana) +14, Knowledge (Underdark) +14, Listen +7, Move Silently +3, Search +10, Spellcraft +16, Spot +3. **Feats:** Combat Casting, Craft Wand, Dodge, Quickened Spell, Scribe Scroll, Toughness.

Spell-Like Abilities (1/day; save DC 12): dancing lights, darkness, and faerie fire.

Arcane Spells Prepared (4/5/4/3/2; save DC 14 + spell level): 0—detect magic, daze, read magic, resistance; 1st—charm person, magic missile (x2), mage armor (already cast), shield; 2nd—invisibility, levitate, Mel's acid arrow, mirror image; 3rd—dispel magic, fireball, fly; 4th—arcane eye, rainbow pattern.

Spellbook (containing all those spells above plus the following): 0—all; 1st—alarm, cause fear, color spray, hold portal, identify, shocking grasp, sleep; 2nd—arcane lock, cat's grace, knock, protection from arrows; 3rd—lightning bolt, major image, slow; 4th—dimension door.

Languages: Draconic, Dwarf, Elven, Goblin, Undercommon.

Possessions: +2 *ring of protection*, +2 *keen dagger*, *wand of lightning bolts* (27 charges), hand crossbow, 20 bolts coated in sleep poison, *arcane scroll* (magic missile [CL5], shield [CL3], cat's grace [CL5], and slow [CL5]), spellbook.

Location(s): Level 12A

Theron, Male Human Clr16 (Orcus): CR 16; SZ M; HD 16d8+32; hp 125; Init +5 (Dex, Improved Initiative); Spd 20 ft. (armor), base 30 ft.; AC 26 (+9 armor, +1 Dex, +4 shield, +2 deflection), touch 13, flat-footed 25; BAB/Grapple +12/+14; Atk +18 melee (1d8+5 plus 1d6 fire, +3 *flaming heavy mace*); Full Atk +18/+13/+8 melee (1d8+5 plus 1d6 fire, +3 *flaming heavy mace*); SA rebuke undead (5/day, +2 synergy), smite, spells; SQ aura, increased evil spells, spontaneous casting; AL CE; SV Fort +12, Ref +8, Will +16; Str 14, Dex 13, Con 14, Int 13, Wis 22, Cha 15.

Skills: Concentration +21, Knowledge (religion) +20, Knowledge (the Planes) +20, Listen +8, Spellcraft +20, Spot +8, Survival +6. **Feats:** Alertness, Combat Casting, Improved Initiative, Lightning Reflexes, Scribe Scroll, Weapon Focus (heavy mace).

Unholy Spells Prepared (6/7/7/6/5/5/4/3/2; save DC 16 + spell level): 0—cure minor wounds, detect magic, guidance, mending, read magic, resistance; 1st—bane, cause fear, cure light wounds, detect good, divine favor, doom, endure elements (lightning); 2nd—bull's strength, cure moderate wounds, death knell, bear's endurance, hold person, inflict moderate wounds, silence; 3rd—bestow curse, cure serious wounds, dispel magic, inflict serious wounds, invisibility purge, searing light; 4th—cure critical

wounds, death ward, divination, inflict critical wounds, poison; 5th—commune, flame strike, mass inflict light wounds, slay living, spell resistance; 6th—blade barrier, greater dispelling, planar ally, harm, heal; 7th—blasphemy, repulsion, summon monster VII; 8th—mass cure critical wounds, unholy aura.

Domain Spells (Destruction, Evil): 1st—protection from good; 2nd—desecrate; 3rd—contagion; 4th—inflict critical wounds; 5th—dispel good; 6th—harm; 7th—disintegrate; 8th—unholy aura.

Domain Abilities: Destruction—Once per day, Theron may make a single melee attack with a +4 attack bonus and a +16 damage bonus; Evil—Cast evil spells at +1 caster level. He may make a smite attack once per day (see below).

Possessions: +3 *flaming heavy mace*, +1 *full plate*, +2 *heavy steel shield*, +2 *ring of protection*, *wand of flame strike* (CL10, 18 charges).

Location(s): Level 12

Trezelle, Male Human Vampire, Ftr14: CR 16; Size M Undead; HD 14d12; hp 146; Init +8 (Dex, Improved Initiative); Spd 20 ft. (armor), base 30 ft.; AC 32 (+1 Dex, +6 natural, +11 *armor*, +4 *shield*), touch , flat-footed ; BAB +14/+21; Atk +26 melee (1d8+14 plus wounding and energy drain, *The Glutton*, crit 17-20) or +22 melee (1d6+9 plus energy drain, unarmed attack); Atk +26/+21/+16 melee (1d8+14 plus wounding and energy drain, *The Glutton*, crit 17-20) or +22/+17/+12 melee (1d6+9 plus energy drain, unarmed attack); SA blood drain (1d4 Con drain), domination (range 30 ft., Will DC 21 resists), energy drain (1/round, 2 negative energy levels, Fort DC 21 recovers); SQ alternate form, children of the night, create spawn, DR (10/silver and magic), fast healing (5), gaseous form, resistance (cold 10, electricity 10), spider climb, turn resistance (+4), undead traits; AL LE; SV Fort +9, Ref +10, Will +6; Str 24, Dex 19, Con —, Int 14, Wis 15, Cha 16.

Skills: Bluff +11, Climb +13, Craft (alchemy) +4, Craft (weapon smithing) +18, Handle Animal +17, Hide +12, Knowledge (nature) +3, Listen +12, Move Silently +12, Ride +21, Search +10, Sense Motive +10, Speak Language, Spot +12. **Feats:** Alertness (b), Blind-Fight, Cleave, Combat Reflexes (b), Dodge (b), Greater Cleave, Greater Weapon Focus (longsword), Greater Weapon Specialization (longsword), Improved Initiative (b), Improved Trip, Improved Unarmed Strike, Lightning Reflexes (b), Mounted Combat, Power Attack, Weapon Focus (longsword), Weapon Focus (unarmed strike), Weapon Specialization (longsword), Weapon Specialization (unarmed strike).

Languages: Common, Draconic, Infernal.

Possessions: +3 *full plate*, +3 *longsword*: “*The Glutton*” (see side box on Level 11A), +2 *heavy steel shield* (casts *protection from good* once per day).

Location(s): Level 11A

Tribitz, Male Goblin Clr12 (Orcus): CR 12; SZ S; HD 12d8; hp 60; Init +1 (Dex); Spd 20 ft.; AC 24 (+1 size, +1 Dex, +10 *armor*, +2 *shield*), touch 12, flat-footed 23; BAB/Grapple +9/+5; Atk +13 melee (1d6+2 plus 2d6 vs. good, +2 *small unholy morningstar*) or +12 ranged (1d6, masterwork small light crossbow, crit 19-20, range 80 ft.); Full Atk +13/+8 melee (1d6+2 plus 2d6 vs. good, +2 *small unholy morningstar*) or +12 ranged (1d6, small masterwork light crossbow, crit 19-20, range 80 ft.); SA rebuke undead (5/day, +2 synergy), spells, smite; SQ aura, darkvision (60 ft.), increased evil spells, spontaneous casting; AL CE; SV Fort +10, Ref +7, Will +13; Str 10, Dex 13, Con 10, Int 12, Wis 20*, Cha 14.

Skills: Concentration +15, Heal +19, Knowledge (religion) +7, Listen +7, Sense Motive +10, Spot +7. **Feats:** Alertness, Combat Casting, Great Fortitude, Lightning Reflexes, Weapon Focus (morningstar).

Unholy Spells Prepared (6/7/5/5/4/4/2; save DC 15 + spell level): 0—cure minor wounds (x2), detect magic, guidance, read magic, resistance; 1st—bane, cause fear, cure light wounds, divine favor, doom, entropic shield, sanctuary; 2nd—cure moderate wounds, darkness, hold person, inflict moderate wounds, silence; 3rd—blindness/deafness, cure serious wounds, dispel magic, inflict serious wounds, prayer; 4th—cure critical wounds, divine power, inflict critical wounds, summon monster IV; 5th—flame strike, greater command, slay living, spell resistance; 6th— greater dispelling, harm.

Domain Spells (Destruction, Evil): 1st—inflict light wounds; 2nd—shatter; 3rd—magic circle against good; 4th—unholy blight; 5th—circle of doom; 6th—create undead.

Domain Abilities: Destruction—Once per day, a cleric of Orcus may make a single melee attack with a +4 attack bonus and a +12 damage bonus; Evil—Casts evil spells at a +1 caster level.

Possessions: +2 *small unholy morningstar*, +2 *small full plate*, +1 *small light steel shield*, masterwork small light crossbow, 20 bolts, holy symbol of Orcus, *periapt of wisdom* (+2), *potion of cure critical wounds* (CL9, 3 doses), key to Area 12A-39 on chain around neck.

Location(s): Level 12A

Thiris, Male High Elf Ftr4: CR 4; SZ M; HD 4d10; hp 8 (normally 25); Init +6 (Dex, Improved Initiative); Spd 30 ft.; AC 12 (+2 Dex), touch 12, flat-footed 10; BAB/Grapple +4/+6; Atk +6 melee, or +6 ranged; SQ elf traits; AL LN; SV Fort +3 (with diminished Constitution), Ref +3, Will +1; Str 14, Dex 14, Con 8 (normally 11), Int 11, Wis 11, Cha 13.

Skills: Listen +4, Search +4, Spot +5. **Feats:** Improved Initiative, Point Blank Shot, Power Attack, Weapon Focus (longsword), Weapon Specialization (longsword).

Location(s): Level 12

Thorillith, Male Yuan-ti Halfblood Rgr9: CR 14; SZ M Monstrous Humanoid; HD 7d8+7 plus 9d8+9; hp 88;

Init +6 (Dex, Improved Initiative); Spd 30 ft.; AC 21 (+2 Dex, +4 natural, +5 *armor*), touch 12, flat-footed 19; BAB/Grapple +16/+19; Atk +22 melee (1d6+5, +2 *scimitar*, crit 18-20) or +20 ranged (1d8+3, composite longbow [Str +3] with masterwork arrows, crit x3, range 110 ft.); Full Atk +22/+17/+12/+7 melee (1d6+5, +2 *scimitar*, crit 18-20), or +20/+15/+10/+5 melee (1d6+5, +2 *scimitar*, crit 18-20) and +20/+15 melee (1d6+4, +1 *short sword*, crit 19-20), or +20/+15/+10/+5 ranged (1d8+3, mighty composite longbow [Str +3] with masterwork arrows, crit x3, range 110 ft.); SA favored enemies (elf +4, magical beasts +2), poison (Fort DC 14 resists, 1d6/1d6 Con damage), produce acid (3d6 acid touch, 5d6 acid grapple), spells, spell-like abilities; SQ alternate form, animal companion, chameleon power, darkvision (60 ft.), detect poison, evasion, scent, SR (16), swift tracker, woodland stride, wild empathy; AL CE; SV Fort +9, Ref +9, Will +12; Str 16, Dex 14, Con 13, Int 18, Wis 18, Cha 16.

Skills: Climb +15, Concentration +11, Hide +23, Knowledge (Underdark) +21, Knowledge (religion) +21, Listen +28, Search +21, Spot +28, Survival +19. **Feats:** Alertness (b), Blind-Fight (b), Combat Expertise, Dodge, Endurance (b), Improved Initiative, Improved Two-Weapon Fighting (b), Mobility, Skill Focus (Survival), Spring Attack, Two-Weapon Fighting (b), Weapon Focus (scimitar), Track (b).

Ranger Spells Prepared (2/1; save DC 14+ spell level): 1st—alarm, pass without trace; 2nd—detect good.

Spell-Like Abilities (spell save DC 13 + spell level): 3/day—animal trance, cause fear, entangle; 1/day—deeper darkness, neutralize poison, and suggestion.

Possessions: +2 *scimitar*, +1 *short sword*, composite longbow (Str +3), 20 masterwork arrows, +2 *studded leather armor*, pouch with 400 pp.

Location(s): Level 12A

Thub Dourberry, Male Pixie: CR 4; HD 1d6-1; hp 2; Init +4 (Dex); Spd 20 ft., fly 60 ft. (good); AC 16 (+1 size, +4 Dex, +1 natural), touch 15, flat-footed 12; BAB/Grapple +0/-6; Atk +5 melee (1d4-2, small short sword, crit 19-20) or +5 ranged (1d6-2, small longbow, crit x3, range 100 ft.); SA special arrows, spell-like abilities; SQ DR (10/cold iron), greater invisibility, low-light vision, SR (15); AL NG; SV Fort -1, Ref +6, Will +4; Str 7, Dex 18, Con 9, Int 16, Wis 14, Cha 16.

Skills: Bluff +7, Concentration +3, Escape Artist +8, Hide +8, Listen +8, Move Silently +8, Ride +8, Search +9, Sense Motive +6, Spot +8. **Feats:** Dodge (b), Weapon Finesse.

Languages: Common, Aquan, Auran, Draconic, Sylvan.

Possessions: Small short sword, small longbow, 2 memory loss arrows, 4 sleep arrows, 20 normal arrows.

Location(s): Wilderness

Tibor, Relnek, and Phesor, Male Human Clr12 (Orcus): CR 12; SZ M; HD 12d8+12; hp 65; Init +1,

Spd 20 ft. (armor), base 30 ft. base; AC 19 (+1 Dex, +6 armor, +2 shield); BAB/Grapple +9/+10; Atk +12 melee (1d8+2, +1 *heavy mace*); Full Atk +12/+7 melee (1d8+2, +1 *heavy mace*); SA smite, spells, rebuke undead (5/day, +2 bonus); SQ aura, increased evil spells, spontaneous casting; AL CE; SV Fort +9, Ref +5, Will +12; Str 13, Dex 13, Con 12, Int 13, Wis 18, Cha 14.

Skills: Concentration +16, Knowledge (religion) +16, Listen +13, Spellcraft +16, Spot +14. **Feats:** Alertness, Brew Potion, Combat Casting, Scribe Scroll, Weapon Focus (heavy mace).

Unholy Spells Prepared (6/6/5/5/4/3/2; save DC 14 + spell level): 0—cure minor wounds, detect magic, guidance, mending, read magic, resistance; 1st—bane, cause fear, cure light wounds, divine favor, doom, endure elements (lightning); 2nd—bull's strength, cure moderate wounds, endurance, hold person, inflict moderate wounds; 3rd—cure serious wounds, dispel magic, inflict serious wounds, invisibility purge, searing light; 4th—cure critical wounds, death ward, inflict critical wounds, poison; 5th—flame strike, mass inflict light wounds, slay living; 6th—heal, planar ally.

Domain Spells (Destruction/Evil): 1st—protection from good; 2nd—desecrate; 3rd—contagion; 4th—inflict critical wounds; 5th—dispel good; 6th—harm.

Domain Abilities: Destruction—Once per day, a priest of Orcus may make a single melee attack with a +4 attack bonus and a +12 damage bonus; Evil—Cast evil spells at +1 caster level.

Possessions: +1 *heavy mace*, +1 *chainmail*, heavy steel shield, *potion of cure critical wounds* (CL10).

Location(s): Level 12

Torturer, Male Goblin Rog6/Wiz6: CR 12; SZ S; HD 6d6 plus 6d4+3; hp 40; Init +7 (Dex, Improved Initiative); Spd 30 ft.; AC 20 (+2 *amulet*, +4 *mage armor*, +3 Dex, +1 size), touch 14, flat-footed 17; BAB/Grapple +7/+3; Atk +13 melee (1d4+2, +2 *small short sword*, crit 19-20) or +12 ranged (1d3+1, +1 *small dagger*, range 10 ft.); Full Atk +13/+8 melee (1d4+2, +2 *small short sword*, crit 19-20) or +12/+7 ranged (1d3+1, +1 *small dagger*, range 10 ft.); SA sneak attack (+3d6), spells; SQ darkvision (60 ft.), evasion, summon familiar, trap finding, trap sense (+2), uncanny dodge (Dex bonus to AC, cannot be flanked); AL CE; SV Fort +4, Ref +10, Will +7; Str 10, Dex 16, Con 11, Int 16, Wis 11, Cha 12.

Skills: Balance +14, Bluff +10, Concentration +9, Craft (Alchemy) +14, Diplomacy +5, Gather Information +10, Hide +15, Jump +2, Intimidate +12, Knowledge (arcana) +12, Listen +11, Move Silently +16, Sense Motive +9, Sleight of Hand +5, Spellcraft +14, Spot +11, Tumble +12, Use Rope +12. **Feats:** Alertness, Brew Potion, Dodge, Scribe Scroll, Skill Focus (Craft [Alchemy]), Toughness, Weapon Finesse.

Arcane Spells Prepared (4/4/4/3; save DC 13 + spell level): 0—daze, detect magic, ghost sound, resistance; 1st—burning hands, mage armor (already cast), magic

missile, spider climb; 2nd—alter self, cat's grace, invisibility, mirror image; 3rd—haste, keen edge, slow.

Languages: Abyssal, Common, Dwarf, Goblin.

Possessions: +2 small short sword, +1 small daggers (x2), +2 amulet of natural armor, *potion of bull's strength* (CL5, 2 doses).

Location(s): Level 12

Trillok, Captain of the Guard, Male Goblin Ftr8: CR 8; SZ S; HD 8d10+8; hp 60; Init +6 (Dex, Improved Initiative); Spd 30 ft.; AC 21 (+1 size, +2 Dex, +6 armor, +2 shield), touch 13, flat-footed 19; BAB/Grapple +8/+6; Atk +14 melee (1d4+6, +2 small short sword, crit 17-20); Full Atk +14/+9 melee (1d4+6, +2 small short sword, crit 17-20); SQ darkvision (60 ft.); AL CE; Fort +7, Ref +4, Will +2; Str 14, Dex 14, Con 12, Int 12, Wis 10, Cha 11.

Skills: Climb +10, Jump +12, Listen +2, Move Silently +5, Spot +7. *Feats:* Alertness, Cleave, Dodge, Improved Critical (short sword), Improved Initiative, Power Attack, Weapon Focus (short sword), Weapon Specialization (short sword).

Possessions: +2 small chain shirt, +1 small light steel shield, +2 small short sword.

Location(s): Level 12A

Turane, Male Human Wiz9: CR 9; SZ M; HD 9d4+18; hp 46; Init +2 (Dex); Spd 30 ft.; AC 15 (+2 Dex, +3 deflection), touch 15, flat-footed 13; BAB/Grp +4/+5; Atk +5 melee (1d4+1, dagger, crit 19-20); SA spells; AL NE; SV Fort +5, Ref +5, Will +10; Str 13, Dex 15, Con 15, Int 18, Wis 14, Cha 13.

Skills: Concentration +14, Craft (alchemy) +16, Hide +8 (+18 with ring), Knowledge (arcana) +16, Knowledge (geography) +12, Knowledge (local) +12, Knowledge (nature) +12, Spellcraft +18. *Feats:* Brew Potion, Combat Casting, Iron Will, Scribe Scroll, Silent Spell, Spell Focus (enchantment), Still Spell.

Arcane Spells Prepared (5/6/6/5/4/2; save DC 14 + spell level; Enchantment DC 15 + spell level): 0—dancing lights, daze*, detect magic, flare, read magic; 1st—color spray, mage armor, magic missile (x2), shield, sleep*; 2nd—invisibility (x2), Mel's acid arrow, mirror image, protection from arrows, see invisibility; 3rd—deep slumber*, displacement, fly, lightning bolt, tongues; 4th—charm monster*, confusion*, dimension door, stonkskin; 5th—dimension door (silenced), dispel magic (silenced/stilled).

Spellbook (in addition to those prepared): 0—all in PHB; 1st—alarm, comprehend languages, ray of enfeeblement; 2nd—arcane lock, fox's cunning, knock; 3rd—dispel magic, fireball, heroism*; 4th—fire trap, phantasmal killer; 5th—cone of cold, dominate person*, waves of fatigue.

Languages: Common, Draconic, Giant, Goblin, Infernal.

Possessions: Robes, spellbook, dagger, *wand of hold person* (12 charges remain), +3 ring of protection, ring of

chameleon power, *potion of cure serious wounds* (x2), *potion of invisibility* (x2), *potion of fly*, *potion of mage armor*, *potion of protection from arrows*, and 1,000 gp in diamond dust (the component for stonkskin x4). He also carries folded in his spellbook a map to a fire-trapped chest containing 1,100 gp.

Location(s): Wilderness

Ubar, Male Goblin, Wiz9: CR 9; SZ S; HD 9d4+18; hp 42; Init +8 (Dex, Improved Initiative); Spd 30 ft.; AC 15 (+1 size, +4 Dex), touch 14, flat-footed 11; BAB/Grp +4/+1; Atk +5 melee (1d3+1, small dagger, crit 19-20), or +8 ranged (1d3+1, dagger, range 10 ft.); SQ darkvision (60 ft.), summon familiar; AL NE; SV Fort +5, Ref +7, Will +10; Str 13, Dex 19, Con 15, Int 18, Wis 14, Cha 13.

Skills: Craft (alchemy) +16, Concentration +14, Diplomacy +7, Escape Artist +10, Knowledge (arcana) +16, Spellcraft +18, Use Rope +4 (+6 with bindings). *Feats:* Combat Casting, Dodge, Improved Initiative, Iron Will, Scribe Scroll, Spell Mastery (4).

Arcane Spells Prepared (5/6/6/5/4/2; save DC 14 + spell level): 0—daze, detect magic, flare, read magic, resistance; 1st—color spray, mage armor, magic missile (x2), shield, shocking grasp; 2nd—invisibility (x2), Mel's acid arrow, mirror image, protection from arrows, see invisibility; 3rd—blink, dispel magic, haste, lightning bolt, slow; 4th—fear, greater invisibility, ice storm, stonkskin; 5th—summon monster V, transmute rock to mud.

Languages: Common, Draconic, Goblin, Terran, Undercommon.

Possessions: Robes, spellbook, small dagger, *wand of cone of cold* (11 charges), *pipes of the sewers*, *scroll of two arcane spells* (maze and freedom of movement), sack with 19 gp.

Location(s): Level 6

Villix, The Large Beholder: CR 14; SZ L Aberration; HD 16d8+64; hp 136; Init +6 (Dex, Improved Initiative); Spd 5 ft., fly 20 ft. (good); AC 18 (-1 size, +2 Dex, +7 natural), touch 11, flat-footed 16; BAB/Grp +12/+16; Atk +13 ranged touch ([x10] eyes rays) and +7 melee (2d4, bite); SA eye rays (save DC 23); SQ all-around vision, antimagic cone, darkvision (60 ft.), flight; SV Fort +11, Ref +7, Will +14; Str 10, Dex 14, Con 18, Int 17, Wis 15, Cha 21.

Skills: Hide +17, Knowledge (arcana) +22, Listen +23, Search +26, Spot +27, Survival +2. *Feats:* Ability Focus (eye rays), Alertness (b), Flyby Attack, Great Fortitude, Improved Initiative, Iron Will, Shot on the Run.

Location(s): Level 10A

Vorlak, Male Ogre: CR 3; SZ L Giant; HD 4d8+11; hp 30; Init -1 (Dex); Spd 30 ft. (armor), base 40 ft.; AC 16 (-1 size, -1 Dex, +5 natural, +3 armor), touch 8, flat-footed 16; BAB/Grp +3/+12; Atk +8 melee (2d8+7, large greatclub), +7 melee (1d10+7, large longspear, crit

x3), +8 melee (1d4+6, +1 *keen silver dagger*, crit 17-20), or +1 ranged (1d8+5, javelin, range 30 ft.); Space/Reach 10 ft./15 ft. (longspear); AL CE; SV Fort +6, Ref +0, Will +1; Str 21, Dex 8, Con 15, Int 6, Wis 10, Cha 7.

Skills: Climb +5, Listen +2, Spot +2. **Feats:** Toughness, Weapon Focus (greatclub).

Possessions: Large greatclub, large longspear, 4 large javelins, hide armor, sack containing a hunk of uncooked meat, 31 gp, 28 sp, +1 *keen silver dagger*.

Location(s): Wilderness

Warasch the Sneaky, Male Troll Rog3: CR 8; SZ L Giant (aquatic); HD 6d8+36 plus 3d6+18; hp 101; Init +6 (Dex, Improved Initiative); Spd 30 ft., swim 40 ft.; AC 16 (-1 size, +2 Dex, +5 natural), touch 11, flat-footed 14; BAB/Grp +6/+16; Atk +11 melee (1d6+6, claw); Full Atk +11 melee (1d6+6 [x2], claws) and +6 melee (1d6+3, bite); Space/Reach 10 ft./10 ft.; SA rend (2d6+9), sneak attack (+2d6); SQ amphibious, darkvision (90 ft.), evasion, low-light vision, regeneration (5), scent, trap finding, trap sense (+1), trapfinding; AL CE; SV Fort +12, Ref +7, Will +4; Str 23, Dex 14, Con 23, Int 6, Wis 9, Cha 6.

Skills: Hide +4 (+14 with *cloak*), Intimidate +4, Listen +8, Spot +9, Swim +14. **Feats:** Alertness, Improved Initiative, Iron Will, Track.

Regeneration (Ex): Fire and acid deal normal damage to a river troll. If a river troll loses a limb or body part, the lost portion grows back in 3d6 minutes. The creature can reattach the severed member instantly by holding it to the stump. For four hours each day, a river troll must immerse itself in water or it loses its regenerative capability.

Possessions: *Ring of energy resistance* (fire, minor; 10 points), *cloak of chameleon power* (effect is the same as the ring of the same name).

Location(s): Level 6A

Xillin the Mummy, Wiz12: CR 17; SZ M Undead; HD 20d12+3; hp 160; Init +0; Spd 20 ft.; AC 22 (+2 *robe*, +10 natural), touch 12, flat-footed 22; BAB/Grp +11/+18; Atk +18 melee (1d6+10 plus mummy rot, slam); SA despair (paralyzed with fear for 1d4 rounds, Will save DC 17 resists), mummy rot (Fort DC 16 resists, 1d6 Con/1d6 Cha), spells; SQ damage reduction (5/-), darkvision (60 ft.), evasion, summon familiar, undead traits, vulnerability to fire; AL CE; SV Fort +8, Ref +6, Will +16; Str 24, Dex 10, Con —, Int 20, Wis 14, Cha 15.

Skills: Concentration +17, Craft (alchemy) +10, Hide +7, Knowledge (arcana) +20, Listen +8, Move Silently +7, Spellcraft +22, Spot +8. **Feats:** Alertness, Combat Casting, Great Fortitude, Iron Will, Lightning Reflexes, Maximize Spell, Quicken Spell, Scribe Scroll, Spell Focus (Evocation), Toughness (b).

Arcane Spells Prepared (4/5/5/5/4/3/2; save DC 15 + spell level): 0—daze, detect magic, read magic, resistance;

1st—magic missile (x2), ray of enfeeblement, shocking grasp, true strike; 2—darkness, invisibility, Mel's acid arrow (x2), mirror image; 3rd—dispel magic, lightning bolt (x2), protection from energy, slow; 4th—fear, ice storm, lesser globe of invulnerability, rainbow pattern; 5th—cone of cold, feeble mind, summon monster V (fiendish giant constrictor snake); 6th—circle of death, disintegrate.

Possessions: +2 *robe of protection* (as ring of protection), *wand of magic missiles* (CL 7, 27 charges), *ring of evasion*.

Note: Xillin differs in constructed style from the sample mummy lord in the **MM**.

Location(s): Level 10A

Vertek, Male Drow Rog8: CR 9; SZ M; HD 8d6; hp 32; Init +4 (Dex); Spd 30 ft.; AC 19 (+4 Dex, +5 armor), touch 14, flat-footed 15; BAB/Grapple +6/+6; Atk +11 melee (1d6+1, +1 *rapier*, crit 18-20) or +10 ranged (1d4 plus poison, hand crossbow, crit 19-20, range 30 ft.); Full Atk +11/+6 melee (1d6+1, +1 *rapier*, crit 18-20) or +10 ranged (1d4 plus poison, hand crossbow, crit 19-20, range 30 ft.); SA sneak attack (+4d6), spell-like abilities, poison (drow poison, Fort DC 13 resists, unconsciousness/unconscious 2d4 hours); SQ darkvision (120 ft.), evasion, light blindness, SR (19), trap finding, trap sense (+2), uncanny dodge (Dex bonus to AC; can't be flanked); AL LE; SV Fort +2, Ref +10, Will +3; Str 10, Dex 18, Con 11, Int 14, Wis 12, Cha 8.

Skills: Appraise +13, Balance +15, Climb +11, Disable Device +15, Escape Artist +15, Hide +15, Listen +14, Move Silently +15, Open Lock +15, Search +9, Spot +7, Tumble +6, Use Rope +4. **Feats:** Dodge, Mobility, Weapon Finesse (rapier).

Spell-Like Abilities (1/day; save DC 9): dancing lights, darkness, and faerie fire.

Possessions: +2 *studded leather*, +1 *rapier*, hand crossbow, 20 bolts coated in sleep poison, masterwork thieves' tools, *potion of cat's grace* (CL5, 2 doses), sack with 500 sp, 1,500 gp, and 45 pp.

Location(s): Level 12A

Wharaz, Male Human Clr9 (Orcus): CR 9; SZ M; HD 9d8+27; hp 91; Init +4 (Dex); Spd 20 ft. (armor), base 30 ft.; AC 25 (+1 Dex, +8 armor, +6 shield), touch 11, flat-footed 24; BAB/Grp +6/+8; Full Atk +9/+4 melee (1d8+3, heavy mace); SA death touch, rebuke undead (4/day, +2 synergy), spells; SQ aura, increased evil spells, spontaneous casting; AL CE; SV Fort +9, Ref +7, Will +11; Str 14, Dex 18, Con 16, Int 11, Wis 16, Cha 12.

Skills: Concentration +11, Heal +11, Knowledge (arcana) +2, Knowledge (religion) +10, Spellcraft +8. **Feats:** Blind-Fight, Combat Casting, Expertise, Improved Disarm, Iron Will.

Unholy Spells Prepared (6/5/5/4/2/1; save DC 13 + spell level): 0—cure minor wounds (x3), light, resistance

(x2); 1st—bane, cause fear, cure light wounds (x3); 2nd—bull's strength, hold person (x2), shatter, spiritual weapon; 3rd—blindness (x2), dispel magic, meld into stone; 4th—cure critical wounds, poison; 5th—righteous might.

Domain Spells (Death, Evil): 1st—protection from good; 2nd—death knell; 3rd—animate dead; 4th—unholy blight; 5th—slay living.

Domain Abilities: Death—Death Touch; 1/day, roll 9d6, if that total is equals or is greater than the opponent's hit points, the opponent dies (no save); Evil—evil spells cast at +1 caster level.

Possessions: +1 heavy mace, masterwork full plate, +4 heavy steel shield, ring of spell turning, gold unholy symbol (grants permanent *prayer* spell to bearer if a servant of Orcus), *potion of cure critical wounds* (2 doses).

Location(s): Level 13A

Willow Clouddancer, Male Pixie: CR 4; HD 1d6+1; hp 5; Init +4 (Dex); Spd 20 ft., fly 60 ft. (good); AC 16 (+1 size, +4 Dex, +1 natural), touch 15, flat-footed 12; BAB/Grp +0/-6; Atk +5 melee (1d4-2, small short sword, crit 19-20) or +5 ranged (1d6-2, small longbow, crit x3, range 100 ft.); SA special arrows, spell-like abilities; SQ DR (10/cold iron), greater invisibility, low-light vision, SR (15); AL NG; SV Fort +1, Ref +6, Will +4; Str 7, Dex 18, Con 12, Int 16, Wis 15, Cha 16.

Skills: Bluff +7, Concentration +5, Escape Artist +8, Hide +8, Listen +8, Move Silently +8, Ride +8, Search +9, Sense Motive +6, Spot +8. *Feats*: Dodge (b), Weapon Finesse.

Languages: Common, Auran, Elven, Goblin, Sylvan.

Possessions: Small short sword, small longbow, 2 memory loss arrows, 4 sleep arrows, 20 normal arrows.

Location(s): Wilderness

Yokim the Groaning Spirit: CR 8; SZ M Undead (Incorporeal); HD 10d12; hp 80; Init +9 (Dex, Improved Initiative); Spd 30 ft., Fly 60 ft. (good); AC 19 (+5 Dex, +4 deflection), touch 19, flat-footed 14; BAB/Grp +5/—; Atk +10 melee touch (1d8 plus chill touch, incorporeal touch); SA chill touch, fear aura, keening; SQ darkvision (60 ft.), immu-

nity (cold, electricity), incorporeal traits, turn resistance (+4), sense living, SR (20), undead traits, unnatural aura, vulnerability; AL LE; SV Fort +3, Ref +6, Will +10; Str —, Dex 20, Con —, Int 16, Wis 16, Cha 20.

Skills: Bluff +16, Hide +15, Intimidate +14, Listen +14, Search +13, Sense Motive +13, Spot +15. *Feats*: Ability Focus (keening), Alertness (b), Blind-Fight, Improved Initiative.

Chill Touch (Su): Damage caused by Yokim's touch attack is considered negative energy and afflicts the target with a chilling cold. Any creature touched must make a successful Fortitude save (DC 20) or suffer 1 point of Strength drain. Yokim is the bane of other undead, and any undead (except other groaning spirits) they touch must make a successful Will save (DC 20) or flee in fear for 2d6 rounds.

Fear Aura (Su): Anyone viewing Yokim must make a successful Will save (DC 20) or flee in terror for 1d6+4 rounds. Whether or not the save is successful, a creature is immune to the fear aura of that groaning spirit for one day.

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.

Keening (Su): Once per day, at night only, Yokim can release a death wail audible to a range of 1 mile. All creatures within 30 feet that hear this must make a successful Will save (DC 22) or be affected as per the *wail of the banshee* spell. Those that make their save still take 3d6+7 points of damage.



Sense Living (Su): Yokim can sense all living creatures up to 5 miles away.

Unnatural Aura (Su): Both wild and domesticated animals can sense the unnatural presence of Yokim at a distance of 30 feet. They will not willingly approach nearer than that and panic if forced to do so; they remain panicked as long as they are within that range.

Vulnerability (Ex): A *dispel evil* deals 1d6 points of damage per caster level (maximum 10d6) to Yokim.

Languages: Common, Elven, Gnome, and Goblin.

Location(s): Level 8

Note: Groaning spirits are from Necromancer Games product *Tome of Horrors*.

Zagros, Female Goblin Clr7 (Orcus): CR 4; SZ S; HD 7d8+21; hp 58; Init +0; Spd 20 ft. (armor), base 30 ft.; AC 18 (+1 size, +7 armor), touch 11, flat-footed 18; BAB/Grp +5/+2; Atk +8 melee (1d8+2, +1 *small heavy mace*); SA death touch, rebuke undead (4/day, +2 synergy), spells; SQ aura, darkvision (60 ft.), death touch, increased evil spells, spontaneous casting; AL CE; SV Fort +8, Ref +2, Will +11; Str 13, Dex 11, Con 17, Int 12, Wis 18, Cha 12.

Skills: Concentration +11, Heal +14, Hide -2, Knowledge Religion +11, Listen +4, Move Silently -7, Spot +4. *Feats*: Iron Will, Maximize Spell, Weapon Focus (heavy mace).

Unholy Spells Prepared (6/5/4/3/2; save DC 14 + spell level): 0—resistance (x2) (one expires in 8 rounds), light, cure minor wounds (x3); 1st—cure light wounds (x3), cause fear (x2); 2nd—silence, hold person, death knell, spiritual weapon; 3rd—deeper darkness, prayer (expires in 6 rounds), summon monster III (expires in 7 rounds); 4th—giant vermin (expires in 8 minutes), cure critical wounds.

Domain Spells (Death/Evil): 1st—protection from good; 2nd—death knell; 3rd—animate dead; 4th—unholy blight.

Domain Abilities: Death—Death Touch; 1/day, roll 7d6, if that total is equals or is greater than the opponent's hit points, the opponent dies (no save); Evil—evil spells cast at +1 caster level.

Possessions: +1 *small heavy mace*, small half-plate, scroll of 3 *divine spells* (*blade barrier*, *dispel magic*, *summon monster VII* [summons a *dire tiger*]), *boots of speed*, 125 gp.

Location(s): Level 4A

Zanaphia, Female Half-Elf Wiz6: CR 6; SZ M; HD 6d4+18; hp 31; Init +0; Spd 30 ft.; AC 10 (+0 Dex), touch 10, flat-footed 10; BAB/Grp +3/+4; Atk +4 melee (1d6, club); SA spells; SQ low-light vision, half-elf traits, summon familiar; AL CN; SV Fort +5, Ref +2, Will +5; Str 13, Dex 11, Con 16, Int 15, Wis 10, Cha 7.

Skills: Appraise +5, Concentration +9, Decipher Script +6, Diplomacy +0, Knowledge (arcana) +7, Knowledge (nature) +4, Knowledge (nobility/royalty) +4, Listen +1,

Search +3, Spellcraft +9, Spot +4. *Feats*: Enlarge Spell, Extend Spell, Run, Scribe Scroll, Spell Penetration.

Arcane Spells Prepared (8/4/4/2; save DC 12 + spell level): 0—daze, detect magic, flare, ghost sound, light, mage hand, prestidigitation, read magic; 1st—feather fall, identify, shield, sleep; 2nd—alter self, invisibility, mage armor (extended), mirror image; 3rd—fireball, haste.

Spellbook (in addition to those prepared): 0—all in PHB; 1st—burning hands, chill touch, mage armor, summon monster I; 2nd—blindness/deafness, ghoul touch, knock, Mel's acid arrow; 3rd—dispel magic, slow.

Languages: Common, Draconic, Elven, Giant.

Possessions: Robe, club, ring of wizardry 0 (doubles cantrips); *potion of delay poison*, *wand of charm person* (16 charges), small pouch with components, backpack, five 100 gp pearls, 295 gp.

Location(s): Wilderness

Zatalya, Female Human Wiz1: CR1; SZ M; HD 1d4; hp 4; Spd 30 ft.; AC 12 (Dex), touch 12, flat-footed 10; BAB/Grp +0/-1; Atk -1 melee (1d3-1 subdual, unarmed); SA spells; SQ summon familiar; AL N; SV Fort +0, Ref +2, Will +4; Str 9, Dex 15, Con 10, Int 17, Wis 17, Cha 13.

Skills: Alchemy +7, Appraise +4, Concentration +4, Decipher Script +5, Knowledge (arcana) +7, Knowledge (history) +4, Profession (baker) +4, Spellcraft +7. *Feats*: Endurance, Extend Spell, Scribe Scroll.

Arcane Spells Prepared (3/2; save DC 13 + spell level): 0—detect magic, mending, read magic; 1st—comprehend languages, identify.

Languages: Common, Draconic, Elven, Ignan.

Possessions: None.

Location(s): Level 10C

Zehn, Male Human Clr9 (Orcus): CR 9; SZ M; HD 9d8+27; hp 81; Init +0; Spd 20 ft. (armor), 30 ft. base; AC 20 (+8 armor, +2 shield), touch 10, flat-footed 20; BAB/Grp +6/+8; Atk +10 melee (1d8+3, +1 *heavy mace*); Full Atk +10/+5 melee (1d8+3, +1 *heavy mace*); SA death touch, rebuke undead (6/day, +2 synergy bonus), spells; SQ aura, increased evil spells, spontaneous casting; SR (21); AL CE; SV Fort +9, Ref +4, Will +12; Str 14, Dex 10, Con 15, Int 11, Wis 16, Cha 9.

Skills: Concentration +12, Heal +11, Knowledge (arcana) +3, Knowledge (religion) +11, Spellcraft +9. *Feats*: Blind-Fight, Combat Casting, Extra Turning, Iron Will, Quicken Spell.

Unholy Spells Prepared (6/5/4/3/2/1; save DC 13 + spell level): 0—cure minor wounds (x3), light, resistance (x2); 1st—bane, cause fear, cure light wounds (x3); 2nd—hold person (x2), silence, spiritual weapon; 3rd—deeper darkness, prayer, wind wall; 4th—freedom of movement, cure critical wounds; 5th—mass inflict light wounds.

Domain Spells (Death/Evil): 1st—protection from good; 2nd—death knell; 3rd—animate dead; 4th—unholy blight; 5th—slay living.

Domain Abilities: Death—Death Touch; 1/day, roll 9d6, if that total equals or is greater than the opponent's current hit points, the opponent dies (no save); Evil—evil spells cast at +1 caster level.

Possessions: +1 *heavy mace*, full plate, heavy steel shield, *ring of teleporting* (12 charges, allows the wearer to use *teleport*), *mantle of spell resistance* (SR 21), gold unholy symbol (grants permanent *prayer* spell to bearer if a servant of Orcus, +1 luck bonus to all attacks, saves, and skill checks; already included in the stat block), *potion of cure critical wounds*.

Location(s): Level 4

Zelkor the Spectre-Wizard, Wiz9: CR 11; SZ M Undead (incorporeal); HD 9d12; hp 82; Init +7 (Improved Initiative, Dex); Spd 40 ft., fly 80 ft. (good); AC 15 (+3 Dex, +2 deflection), touch 15, flat-footed 12; BAB/Grp +4/—; Atk +7 melee (1d8 plus energy drain, touch); SA create spawn, energy drain (2 levels, Fort DC 17 to recover), magic jar, spells; SQ darkvision (60 ft.), incorporeal traits, summon familiar, sunlight powerlessness, turn resistance (+6), undead traits, unnatural aura (30 ft.); AL CE; SV Fort +3, Ref +6, Will +8; Str —, Dex 16, Con —, Int 19, Wis 14, Cha 17.

Skills: Hide +15, Intimidate +15, Knowledge (arcana) +14, Listen +16, Search +16, Speak Language (x2), Spell Craft +18, Spot +16. *Feats:* Alertness, Blindfight, Combat Reflexes, Eschew Materials, Improved Initiative, Scribe Scroll, Spell Mastery (*dispel magic*, *fireball*, *magic missile*, *mirror image*).

Magic Jar (Su): A gift from Orcus on converting to evil, Zelkor was given the ability to *magic jar* as per the spell at will. The high priests of Orcus from the lower temple gave Zelkor the peridot gem that he uses as the receptacle for the spell. Using his magic jar ability is a full round action. The room is designed so that anyone within the room is within the range of the *magic jar* spell.

Turn Resistance: An additional effect from the gift of Orcus increases Zelkor's turn resistance to +6.

Arcane Spells Prepared (4/5/5/4/3/1; save DC 14 + spell level): 0—daze, flare, dancing lights, resistance; 1st—charm person, magic missile (x3), obscuring mist; 2nd—blur, glitterdust, invisibility, mirror image (x2); 3rd—dispel magic, fireball (x3); 4th—minor globe of invulnerability, wall of fire; 5th—cloudkill.

Languages: Abyssal, Celestial, Common, Draconic, Elven, Infernal, and Sylvan.

Location(s): Level 3A

Zerna, Female Drow Clr8 (demon queen of spiders): CR 9; SZ M; HD 8d8; hp 41; Init +1 (Dex); Spd 30 ft.; AC 19 (+1 Dex, +6 armor, +2 shield), touch 11, flat-footed 18; BAB/Grapple +6/+6; Atk +8 melee (1d8+2, +2 *heavy mace*) or +7 ranged (1d4 plus poison, hand crossbow, crit 19-20, range 30 ft.); Full Atk +8/+3 melee (1d8+2, +2 *heavy mace*) or +7 ranged (1d4, hand crossbow plus poison, crit 19-20, range 30 ft.); SA rebuke undead (6/day, +2 synergy), spells,

spell-like abilities, poison (drow poison, Fort DC 13 resists, unconscious/unconscious 2d4 hours), smite; SQ darkvision (120 ft.), increased evil spells, light blindness, SR (19), spontaneous casting; AL LE; SV Fort +6, Ref +3, Will +10 (+12 against spells and spell-like abilities); Str 10, Dex 13, Con 10, Int 13, Wis 18, Cha 16.

Skills: Concentration +11, Heal +13, Knowledge (religion) +12, Listen +7, Search +3, Spot +6. *Feats:* Brew Potion, Combat Casting, Scribe Scroll.

Unholy Spells Prepared (6/5/4/4/3; save DC 14 + spell level): 0—cure minor wounds (x2), detect magic, guidance, read magic, resistance; 1st—bane, cure light wounds, divine favor, doom, entropic shield; 2nd—augury, bull's strength, cure moderate wounds, hold person; 3rd—create food and water, cure serious wounds, dispel magic, inflict serious wounds; 4th—cure critical wounds, divination, inflict critical wounds.

Domain Spells (Destruction, Evil): 1st—inflict light wounds; 2nd—shatter; 3rd—magic circle against good; 4th—inflict critical wounds.

Domain Abilities: Destruction—Once per day, a cleric of the demon queen of spiders may make a single melee attack with a +4 attack bonus and a +8 damage bonus; Evil—Casts evil spells at a +1 caster level.

Drow Spell-like Abilities (1/day; save DC 14): dancing lights, darkness, and faerie fire.

Possessions: +2 *chain shirt*, +2 *heavy mace*, heavy steel shield, hand crossbow, 20 bolts coated in sleep poison, a *divine scroll of cure critical wounds* (CL7), a *potion of bull's strength* (CL3), a pouch with 100 pp and four rubies worth 300 gp each.

Location(s): Level 12A

Zildjin, Male Human Wiz5: CR 5; SZ M; HD 5d4+3; hp 3 (normally 17); Init +2, Spd 30 ft.; AC 12 (+2 Dex), touch 12, flat-footed 10; BAB/Grapple +2/+1; Atk +1 melee, or +4 ranged; Full Atk +1 melee, or +4 ranged; SA spells; SQ summon familiar; AL CG; SV fort +0 (with reduced Con); Ref +3, Will +5; Str 8, Dex 14, Con 8 (normally 11), Int 16, Wis 12, Cha 9.

Skills: Concentration +7 (with reduced Con), Craft (Alchemy) +11, Decipher Script +14, Listen +5, Knowledge (arcana) +11, Spellcraft +13. *Feats:* Brew Potion, Combat Casting, Scribe Scroll, Skill Focus (Decipher Script), Toughness.

Arcane Spells Prepared (4/4/3/2; save DC 13 + spell level): None currently prepared.

Languages: Common, Draconic, Elven, Gnome.

Location(s): Level 12

Zim, Male Goblin Ftr4/Rog3: CR 7; SZ S; HD 3d6+6 plus 4d10+8; hp 43; Init +7 (Improved Initiative, Dex); Spd 30 ft.; AC 13 (+1 size, +3 Dex), touch 14, flat-footed 11; BAB/Grp +6/+6; Atk +14 melee (1d4+9, +3 *small short sword*, crit 19-20); Full Atk +12/+7 melee (1d4+9, +3 *small short sword*, crit 19-20) and +9/+4 melee (1d4+4, *small short sword*); SA sneak attack (+2d6); SQ darkvi-

sion (60 ft.), evasion, trap finding, trap sense (+1); AL LE; SV Fort +7, Ref +7, Will +2; Str 18, Dex 16, Con 14, Int 11, Wis 10, Cha 8.

Skills: Hide +17, Move Silently +13, Search +4, Sense Motive +5, Spot +9, Swim +12, Tumble +13. **Feats:** Improved Initiative, Improved Two Weapon Fighting, Two Weapon Fighting, Weapon Focus (short sword), Weapon Specialization (short sword).

Possessions: +3 *small shortsword*, small shortsword, *portion of heroism*, *small cloak of displacement*, gold and ruby necklace (800 gp value).

Location(s): Level 4A

Zoolbing the Scary, Male Troll Ftr3: CR 9; SZ L Giant (aquatic); HD 9d8+36 plus 3d10+18; hp 128; Init +6 (Dex, Improved Initiative); Spd 30 ft., swim 40 ft.; AC 23 (-1 size, +2 Dex, +5 natural, +7 shield), touch 11, flat-footed 21; BAB/Grp +9/+21; Atk +16 melee (1d6+8 plus rust, claw); Full Atk +16 melee (1d6+8 plus rust, claw) and +11 melee (1d6+4, bite), or without shield +16 melee (1d6+8 [x2] (one plus rust), claws) and +11 melee (1d6+4, bite); Space/Reach 10 ft./10 ft.; SA rend (2d6+12); SQ amphibious, darkvision (90 ft.), low-light vision, regeneration (5), scent; AL CE; SV Fort +14, Ref +5, Will +8; Str 27, Dex 15, Con 23, Int 6, Wis 9, Cha 6.

Skills: Listen +5, Intimidate +4, Spot +6. **Feats:** Alertness, Cleave, Improved Initiative, Iron Will, Power Attack, Track.

Regeneration (Ex): Fire and acid deal normal damage to a river troll. If a river troll loses a limb or body part, the lost portion grows back in 3d6 minutes. The creature can reattach the severed member instantly by holding it to the stump. For four hours each day, a river troll must immerse itself in water or it loses its regenerative capability.

Possessions: +3 *tower shield*, +4 *belt of giant strength*, *gauntlet of rust*, key to iron box.

Location(s): Level 6A

Zorzunar, Male Half-Orc Clr8 (Orc God): CR 8; SZ M; HD 8d8-8; hp 38; Init +3 (Dex); Spd 20 ft. (armor), base 30 ft.; AC 17 (-1 Dex, +8 armor), touch 9, flat-footed 17; BAB/Grp +6/+8; Atk +10 melee (1d8+2, masterwork longspear, crit x3) or +5 ranged (1d10, heavy crossbow, crit 19-20, range 120 ft.); Full Atk +10/+5 melee (1d8+2, masterwork longspear, crit x3) or +5 ranged (1d10, heavy crossbow, crit 19-20, range 120 ft.); Reach 10 ft. (longspear); SA spells, rebuke undead (2/day); SQ aura, darkvision (60 ft.), feat of strength, spontaneous casting; AL LE; SV Fort +5, Ref +1, Will +8; Str 15, Dex 8, Con 9, Int 9, Wis 17*, Cha 8.

Skills: Concentration +4, Heal +5, Knowledge (religion) +1, Spellcraft +1. **Feats:** Combat Casting, Improved Initiative, Scribe Scroll, Weapon Focus (longspear) (b).

Divine Spells Prepared (6/5/5/4/2; save DC 12 + spell level): 0—cure minor wounds (x2), detect magic, guidance (x2), resistance; 1st—bless, command, cure light wounds, obscuring mist, shield of faith; 2nd—cure moderate wounds, death knell, hold person, lesser restoration, shatter; 3rd—dispel magic, invisibility purge, prayer, speak with dead; 4th—cure critical wounds, greater magic weapon.

Domain Spells (Strength, War): 1st—enlarge person; 2nd—bull's strength; 3rd—magic vestment; 4th—divine power.

Domain Abilities: Strength—1/day, +8 Str, 1 round.

Languages: Common, Orc.

Possessions: +1 *half-plate*, masterwork longspear, heavy crossbow, 20 bolts, *potion of delay poison*, *scroll of flame strike* (CL 10), *scroll of spiritual weapon*, *inflict moderate wounds*, *remove curse* (CL 5), +2 *periapt of wisdom*, silver holy symbol of Orc God, 12 vials of unholy water, priestly vestments, 12 gp, 1 gem (12 gp value).

Location(s): Wilderness

appendix c: NEW MONSTERS & RULES

Albino Cave Spider

Tiny Vermin

| | |
|-----------------------------|--|
| Hit Dice: | 1/2 d8 (2 hp) |
| Initiative: | +4 |
| Speed: | 20 ft., climb 10 ft. |
| AC: | 17 (+2 size, +4 Dex, +1 natural armor), touch 16, flat-footed 13 |
| Base Attack/Grapple: | +0/-11 |
| Attack: | bite +6 melee (1d3-3 plus poison) |
| Full Attack: | bite +6 melee (1d3-3 plus poison) |
| Space/Reach: | 2 1/2 ft./0 ft. |
| Special Attacks: | Poison |
| Special Qualities: | Darkvision 60 ft., tremorsense 60 ft., vermin traits |
| Saves: | Fort +2, Ref +4, Will +0 |
| Abilities: | Str 4, Dex 18, Con 10, Int —, Wis 10, Cha 3 |
| Skills: | Climb +12, Hide +16, Jump +6, Spot +12 |
| Feats: | Weapon Finesse (bonus) |
| Environment: | Underground temperate |
| Organization: | Solitary or cluster (2-5) |
| Challenge Rating: | 1/2 |
| Treasure: | None |
| Alignment: | Always neutral |
| Advancement: | — |
| Level Adjustment: | — |

This tiny-sized hunting spider is about the size of a man's fist. It is pallid white, often with irregular light brown blotches on its abdomen, which helps it blend in with the toadstools and fungal environment which is its home.

Combat

The albino cave spider is a hunting spider, preferring to lurk on the tops and sides of toadstools and leaping or dropping onto prey. It then injects its venom, and scurries away, waiting for it to do its work. Once the victim has been turned into glowing ooze, it returns to feed. The albino cave spider normally feeds on normal and dire rats, but it attacks anything that comes within range.

Poison (Ex): The albino cave spider has a dangerous venom that shares certain properties with green slime. The poison does 1d4 points Constitution damage per failed save. Further, if either the initial or secondary Fortitude saves (DC 12) fail, the venom has established a foothold in the victim's system, and continues to require saves indefinitely until cured (either *neutralize poison* or *cure disease* do this), taking an additional 1d4 points Con damage with each failed save. What the poison does is convert living tissue into a phosphorescent blue puslike substance. Victims whose Constitution scores reach 0 die, and the metabolic process accelerates until the entire body save the bones and a thin shell of skin remain. Infected body parts have a strange, squishy feeling, and pressing on infected wounds draws forth a minty, blue-glowing goo. The cave spiders are attracted to the odor of this goo, for it is the substance that they subsist on; typically, an infected victim draws more spiders from the surrounding environment, which wait until the victim succumbs before moving in and feasting.

Amalgamation

Gargantuan Construct

| | |
|-----------------------------|--|
| Hit Dice: | 30d10+40 (205 hp) |
| Initiative: | +9 |
| Speed: | 10 ft., fly 50 ft. (perfect) |
| AC: | 25 (-4 size, +9 Dex, +10 deflection), touch 25, flat-footed 16 |
| Base Attack/Grapple: | +22/+41 |

| | |
|---------------------|--|
| Attack: | Slam +25 melee (2d6+7) or by weapon +25 melee (by weapon), or by weapon +27 ranged (by weapon) |
| Full Attack: | Up to five attacks: slam +25 melee (2d6+7) or by weapon +25 melee (by weapon), or by weapon +27 ranged (by weapon) |
| Space/Reach: | 20 ft./15 ft. |

| | |
|---------------------------|--|
| Special Attacks: | Item use, swarm attack 10d6 |
| Special Qualities: | Blindsight 100 ft., construct traits, damage reduction 10/—, immunities, multiat- tack (no penalty wielding weapons/items) |
| Saves: | Fort +10, Ref +19, Will +15 |
| Abilities: | Str 24, Dex 28, Con —, Int —, Wis 20, Cha 1 |
| Skills: | — |
| Feats: | — |
| Environment: | Any |
| Organization: | Solitary |
| Challenge Rating: | 20 |
| Treasure: | See below |
| Alignment: | Always neutral |
| Advancement: | — |
| Level Adjustment: | — |

A large collection of items rise up, forming into a swirling chaos that is the body of this being. The items move about throughout its bulk, somehow not touching one another in their mad dance.

The amalgamation is a special creation used by certain ancient spellcasters to defend their hordes and treasure vaults—for even should the guardian fall, most of the items being guarded would be destroyed, and hence not fall into enemy hands.

The creature is composed of a large number of magical and mundane items, and it can use any of them to attack. Because of its magical nature, the amalgamation can even wield magic items such as wands without penalty.

The amalgamation resembles a vortex or cloud of items 20 feet in diameter, swirling within a shimmering field of energy. The precise appearance of the construct depends on the items that comprise its bulk.

Combat

The amalgamation attacks any it is tasked to do, using the various items that comprise its bulk randomly. The exact nature of these attacks depends upon the items composing its mass, as per its item use ability listed below. As a mindless construct, the amalgamation continues fighting until destroyed.

Item Use (Su): The amalgamation can use any of the items contained within its bulk to use, and it can activate and use up to five items per round. It can therefore attack with weapons, activate magic items, hurl alchemical items like thunderstones, or slam random objects against opponents.

When activating magic items, it is considered to be using them as if a person of the required class,

with a 20 in any relevant ability scores (or its natural scores, whichever are better). Furthermore, because of its innate magical nature, the save DC against any effects produced by magic items is 2 greater than normal. Finally, it can wield weapons and items as if it were of the appropriate size class for their type, so it suffers no hit penalties for being a gargantuan-sized construct with such items.

Unless instructed otherwise, the amalgamation uses items at random from its bulk. However, it does not target them randomly—it uses them with care and precision, as if it had an 18 Intelligence.

Items with limited uses, such as scrolls and wands, are expended normally.

Swarm Attack (Ex): The amalgamation can move over enemies and damage them with the flying weapons and objects composing its bulk. It does this simply by moving over its victims, who are allowed either a Reflex save (DC 34) or an attack of opportunity against the amalgamation, at their option.

Anyone within the amalgamation takes 10d6 points of damage per round, with a Reflex save (DC 34) allowed for half. This is not considered an area effect for the purposes of evasion and similar abilities. The damage inflicted by the amalgamation overcomes all forms of damage reduction except epic. The save DC for both Reflex saves is Dexterity-based. Further, this damage is considered continuous for the purposes of determining if it disrupts spellcasting, concentration and the like.

Immunities (Ex): The amalgamation is immune to all spells, spell-like abilities and supernatural powers except the following: *dispel magic* and *greater dispel magic* can be used to deactivate magic items, as per a targeted item dispel; *Morden's disjunction* causes it to subside into quiescence for 1d4+1 rounds, during which time it is considered helpless.

Treasure: An amalgamation should incorporate at least one magic item per hit die, and the total value of the items forming it should be at least 100,000 gp. Once it is destroyed, there is a flat 70% chance that a given item has been destroyed or disenchanting—assuming the item was not already expended in battle.

Construction: The creation of an amalgamation is a process lost to time. In addition to the 100,000-plus gold piece value of magic items listed in the treasure section above, another 100,000 gp in components must be expended to summon the necessary binding forces, and multiple *wish* or *miracle* spells are required to anchor the forces together.

Barrow Wight

Medium Undead

Hit Dice:

6d12 (39 hp)

Initiative:

+1

Speed:

30 ft. (6 squares)

Armor Class:

16 (+1 Dex, +5 natural), touch 11, flat-footed 15

Base Attack/Grapple:

+3/+5

Attack:

Slam +5 melee (1d4+3 plus energy drain)

Full Attack:

Slam +5 melee (1d4+3 plus energy drain)

Space/Reach:

5 ft./5 ft.

Special Attacks:

Create spawn, energy drain, insanity gaze

Special Qualities:

Undead traits, +2 turn resistance

Saves:

Fort+2, Ref+3, Will+6

Abilities:

Str 14, Dex 12, Con —, Int 11, Wis 13, Cha 16

Skills:

Alertness, Blind-Fight, Power Attack

Feats:

Alertness, Blind-Fight, Power Attack

Environment:

Any

Organization:

Solitary, gang (2-5), or pack (6-11)

Challenge Rating:

4

Treasure:

Standard

Alignment:

Always chaotic evil

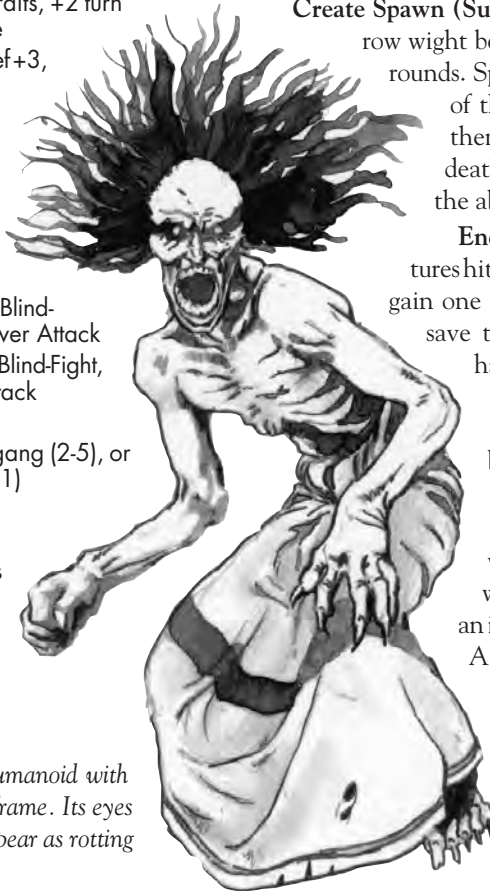
Advancement:

7-12 HD (Medium)

Level Adjustment:

—

This creature appears as a rotting humanoid with leathery, gray skin drawn tight over its frame. Its eyes glow crimson. The creature's clothes appear as rotting and tattered rags.



Barrow wights are undead creatures akin to normal wights, but they are always found in or near barrows, usually guarding the treasure contained therein. They hate living creatures and attempt to destroy anyone who invades their resting place.

A barrow wight is a twisted, insane creature standing about 6 feet tall.

Combat

A barrow wight attempts to use its gaze attack on the A barrow wight attempts to use its gaze attack on the closest creature to it when it is first encountered. Creatures not affected by its gaze are pummeled with its fists.

Create Spawn (Su): A humanoid slain by a barrow wight becomes a barrow wight in 1d4 rounds. Spawn are under the command of the barrow wight that created them and remain enslaved until its death. They do not possess any of the abilities they had in life.

Energy Drain (Su): Living creatures hit by a barrow wight's slam attack gain one negative level. The Fortitude save to remove the negative level has a DC of 16. The save DC is Charisma-based. For each such negative level bestowed, the barrow wight gains 5 temporary hit points.

Insanity Gaze (Su): Anyone with 30 feet that meets a barrow wight's gaze is affected as if by an insanity spell (caster level 9th). A successful DC 16 Will save negates the effects. The save DC is Charisma-based.



Skills: Barrow wights have a +8 racial bonus on Move Silently check

Blood Orchid

Large Aberration

Hit Dice:

5d8+15 (37 hp)

Initiative:

+1 (Dex)

Speed:

5 ft., fly 30 ft (good)

Armor Class:

16 (-1 size, +1 Dex, +6 natural), touch 10, flat-footed 15

Base Attack/Grapple:

+3/+9

Attack:

tentacle +5 melee (1d3+2 plus poison)

Full Attack:

8 tentacles +5 melee (1d3+2 plus poison)

Space/Reach:

10 ft./5 ft.

Special Attacks:

Blood drain, improved grab, poison

Special Qualities:

All-around vision, energy resistance 10, sonic immunity, telepathic bond

Saves:

Fort +4, Ref +4, Will +5

Abilities:

Str 15, Dex 12, Con 16, Int 11, Wis 12, Cha 13

Skills:

Hide +1, Listen +8, Search +4, Spot +10

Feats:

Lightning Reflexes, Weapon Focus (tentacle)

Environment:

Any underground

| | |
|--------------------------|---|
| Organization: | Solitary, brood (3-8), or colony (9-20) |
| Challenge Rating: | 5 |
| Treasure: | Standard |
| Alignment: | Always lawful evil |
| Advancement: | 6-8 HD (Large) or by class |
| Level Adjustment: | — |

The blood orchid is an intelligent creature with certain qualities of both animal and plant. It has three downward-curving “petals” of flesh with a dark, pebbly outer hide and a pallid whitish underside. The petals end with split tip, and converge at the blood orchid’s center. On its underside at the center dangle a swarm of writhing pallid tentacles: 16 manipulator arms and eight thinner tendrils with red eyes at the ends. At the center of these tentacles is a sphincter-shaped mouth at the end of a flexible trunk one foot long and six inches in diameter. At the apex of the blood orchid there is another cluster of eye tendrils. The blood orchid can close its outer petals downward and rest on the ground, where it resembles a rocky nodule or fungus of some kind. Despite their plantlike appearance, blood orchids are quite intelligent and ruthless.

Blood orchids feed in two ways: they can draw nutrients from soil and organic matter by settling atop it and burrowing their tentacles in like roots, and they can attach their mouths to living creatures with blood and drain blood from them. Both forms of feeding are required for the blood orchid to remain healthy.

Communication for blood orchids is through a means of empathy/telepathy. They have no sense of hearing, which helps render them immune to sonic effects.

Blood orchids are territorial, xenophobic, and possessive. They rarely form alliances with other creatures, as their alien mindset keeps them from forming any common ground. They regard other races as aberrant and not to be trusted, even other lawful creatures.

Combat

Blood orchids can attack with up to eight of their 16 tentacles at a time. Tentacles that hit inject a euphoria-inducing venom through spines on their sides. They will grapple helpless opponents and then feed off them with their blood-draining mouth. One favorite tactic of blood orchids is to drain almost all the victim’s blood (leaving 1 Con point left), then wait until the euphoria venom wears off before draining that final point, savoring the terror in the mind of its victim as it does

so. When attacked by superior numbers, blood orchids will seek to paralyze as many people as possible before feeding, and will flee if outmatched.

Poison (Ex): Spines on the sides of the tentacles can inject a euphoria-inducing venom which fills a victim who fails a Fortitude save (DC 15) with a sense of ecstasy. On a failed save the target is effectively comatose for 1d6 minutes. The save DC is Constitution based.

Improved Grab (Ex): To use this ability, the blood orchid must hit with at least two of its tentacle attacks. If it gets a hold, it can blood drain its opponent.

Blood Drain (Ex): A blood orchid that gets a hold can pull its foe to the mouth on its underside as a free action that does not provoke an attack of opportunity. This mouth latches on and drains blood from the victim, inflicting 1d4 points of Constitution damage each round.

All-Around Vision (Ex): Due to its many fine eyestalks, the blood orchid can see in all directions. This grants them a +4 racial bonus on Spot and Search checks, and they can’t be flanked.

Sonic Immunity (Ex): Blood orchids are immune to all sonic effects due to a combination of their deafness and innate resistance.

Energy Resistance (Ex): Blood orchids have a resistance to all forms of energy attack. They subtract the first ten points of all such damage done in a round (excluding sonic attacks, to which they are immune).

Telepathic Bond (Ex): Blood orchids communicate through a nonmagical telepathic bond. They can sense emotions in other blood orchids at a distance of 100 feet or less, and emotions in other creatures at a range of five feet. They can communicate mentally with each other through full telepathy at a distance of 20 feet or less, and can share knowledge very rapidly when touching each other.

Blood orchid savants and grand savants: Particularly promising members of an orchid community bloom in ability and become blood orchid savants, a special prestige class available only to this race. When their abilities have reached a certain level, they can evolve into a grand savant. Normally each colony of blood orchids is led by a single grand savant, and another cannot evolve while one is present. Typically, a blood orchid savant ready to become a grand savant will leave the colony with a few followers, and set out to establish a new brood elsewhere.

Bone Crawler

Huge Aberration

| | |
|---------------------|--|
| Hit Dice: | 12d8+60 (114 hp) |
| Initiative: | +3 (Dex) |
| Speed: | 30 ft. (6 squares) or 20 ft. (4 squares) in bone armor, climb 10 ft. (2 squares) |
| Armor Class: | 11 (-2 size, +3 Dex), touch 11, flat-footed 8; or 18 (-2 size, |

| | |
|-----------------------------|---|
| Base Attack/Grapple: | +10 natural armor), touch 8, flat-footed 18 in bone armor |
| Attack: | +9/+25 Bone blade +16 melee (1d8+8) or whipfrond +15 melee (1d4+8) |
| Full Attack: | Up to 12 bone blades +16 melee (1d8+8) and whipfronds +15 melee (1d4+8) |

| | |
|---------------------------|--|
| Space/Reach: | 10 ft./5 ft. |
| Special Attacks: | Bone blades, whipfronds, whirling frenzy |
| Special Qualities: | Blindsight, bone armor, heightened fortitude, spell resistance 24 |
| Saves: | Fort +15, Ref +7, Will +10 |
| Abilities: | Str 26, Dex 16, Con 21, Int 9, Wis 15, Cha 9 |
| Skills: | Climb +14 (+24 without bone armor), Disguise +6. |
| Feats: | Cleave, Multiattack, Multiweapon Fighting, Power Attack, Weapon Focus (bone blade) |
| Environment: | Underground |
| Organization: | Solitary |
| Challenge Rating: | 12 |
| Treasure: | Standard |
| Alignment: | Usually neutral |
| Advancement: | 13-16 HD (Huge); 17-36 HD (Gargantuan) |
| Level Adjustment: | — |

Unarmored, the bone crawler is a fleshy disc-shaped lump approximately six feet in diameter, with a slightly concave top. The bottom curves downward, and ends with a circular mouth at its nadir. From the central mass sprout several dozen tentacles, each specialized to perform different functions; stubby muscular ones provide movement, thin graceful tendrils are tipped with sensory organs, and the long, limber whipfronds are used as a means of attack and manipulation. The flesh of a bone crawler ranges from olive green to slate grey to jet black.

When it is encased in bone armor, the bone crawler appears much different. When still, it resembles a 15 foot diameter mound of bones, piled haphazardly together. A successful Spot check (DC 15) allows one to note tendrils or roots growing among the mass. Once it begins to move, the armored crawler is a whirling nightmare of interlinked bones forming a 15 foot diameter central mass, with bony tentacles extending out from it in all directions.

The bone crawler is an unusual aberration that girds itself with steel-hard bones, fused together and manipulated by tentacular limbs called whipfronds, to serve as both a weapon and a defense.

Many centuries ago a lich created the first bone crawler, as a means of removing stray bones and other clutter from his lair, and putting this refuse to good use in defending his lair. The bone crawler bred true, was exchanged with allies of the long-dead lich, and now they can be found scattered around in ancient crypts and lairs, and roaming obscure corners of deep halls beneath the earth.

Bone crawlers exist by attacking and killing just about anything it can come to grips with. It feasts upon the flesh of its enemies, and integrates the remaining skeleton into its mass, repairing any damage to the bone armor. Independent

bone crawlers have also been known to seek out crypts and graveyards, exhuming bodies for their bones.

Combat

The bone crawler usually masquerades as a pile of bones until enemies draw near. If it is discovered or attacked, it springs into action, closing as fast as it can and attacking with as many of its bone blades as it can bring to bear. If surrounded, it will unleash its whirling frenzy. Bone crawlers were bred to have little fear of death, so they usually fight until killed unless ordered otherwise.

Bone Blades (Ex): The bone crawler has a number of bony limbs that it can manipulate with its whipfronds. When attacking with these, it gains its full attack bonus thanks to its Multiattack and Multiweapon Fighting feats, as well as its innate racial ability. The bone crawler can only attack a single five foot square with a maximum of four bone blades at once.

Whipfronds (Ex): The bone crawler's primary attacking tentacles are called whipfronds; it has one of these per hit die. Whipfronds have a reach of 10 feet, or 5 feet when encased with bone blades. A whip frond can be severed with a successful Sunder attack with a slashing weapon that inflicts, in a single blow, a number of hit points of damage equal to its hit dice. The bone crawler can regenerate one whipfrond per day. Whipfronds cannot be sundered so long as they are encased in bone armor; sunder attacks rolled against them instead deal damage to the bone armor itself, with any sundering damage in excess of 10 hp lost in the blow. As with the bone blades, the bone crawler can only attack a single 5 foot square area and its contents with up to four whipfronds at a time, no more.

Whirling Frenzy (Ex): As a full round action the bone crawler may whirl its bone blades around it in a swirling storm of sharpened edges. This attack inflicts 1d8+5 points of damage per three bone blades used (round down) on anyone within normal reach of its bone blades. A Reflex save (DC 10 + 1/2 HD + Dex modifier) is allowed to avoid taking damage from this attack.

Blindsight (Ex): Due to its many sensory organs, a bone crawler has blindsight to a range of 60 feet, and cannot be flanked.

Bone Armor (Ex): The bone crawler is surrounded with a shell of iron-hard bones. This shell has a Hardness of 10 and hit points equal to 10 x (HD + 1). Bone armor weighs one pound per hit point. It can take damage like any object, though it receives the bone crawler's saving throws and spell resistance. Unlike carried objects, area of effect attacks require the bone crawler to roll a separate saving throw for its bone armor, even if it makes the saving throw itself. Spell resistance is checked just once for the overall creature, however. While it bears bone armor, the bone crawler receives no bonus to AC for its Dexterity.

After the first 10 hit point, very 10 hit points' worth of bone armor provides the bone crawler with one bone

blade that it can use in melee as described above. As its armor receives damage, it likewise loses these bone blades. The last 10 points of bone armor represent those protecting the main body itself; until they are destroyed, the central body is considered to have total cover.

The bone crawler can repair its armor by absorbing new bones into its mass. This requires a 24-hour period while enzymes secreted by specialized tendrils harden the bone. The number of hit points gained depends on the size of the skeleton or bone collection absorbed: a tiny skeleton repairs 1 hit point, a small skeleton 1d4 hit points, a medium skeleton 2d4 hit points, and larger

skeletons 4d4 hit points. Note that skeletons of huge size and larger contain many bones that are too large for the bone crawler to absorb effectively into its mass, which is why the hit points gained do not increase after large size.

Spell Resistance (Su): Bone crawlers have a spell resistance score equal to double their hit dice.

Heightened Fortitude (Ex): Bone crawlers are highly resistant to effects that alter their physical substance, and thus receive a +6 bonus to all Fortitude saves.

Skills: The bone crawler receives a -10 armor check penalty to Climb checks while wearing bone armor.

Crimson Death

Medium Aberration (Incorporeal)

| | |
|-----------------------------|--|
| Hit Dice: | 13d8+13 (71 hp) |
| Initiative: | +9 |
| Speed: | 60 ft. (10 squares), 30 ft. after feeding |
| Armor Class: | 19 (+5 Dex, +4 deflection), touch 19, flat-footed 14; or 11 (+5 Dex, -4 circumstance), touch 11, flat-footed 6 after feeding |
| Base Attack/Grapple: | +9/— |
| Attack: | Incorporeal touch +14 melee (fluid drain) |
| Full Attack: | Incorporeal touch +14 melee (fluid drain) |
| Space/Reach: | 5 ft./5 ft. |
| Special Attacks: | Fluid drain, grab |
| Special Qualities: | Darkvision 60 ft., incorporeal traits, weakened |
| Saves: | Fort +7, Ref +11, Will +11 |
| Abilities: | Str —, Dex 20, Con 13, Int 18, Wis 16, Cha 18 |
| Skills: | Hide +21*, Listen +21, Search +20, Sense Motive +19, Spot +21, Survival +19 (+21 following tracks) |
| Feats: | Alertness, Great Fortitude, Improved Initiative, Lightning Reflexes, Weapon Finesse |
| Environment: | Temperate marshes |
| Organization: | Solitary |
| Challenge Rating: | 10 |
| Treasure: | Standard |
| Alignment: | Always neutral evil |
| Advancement: | 14-30 HD (Medium); 31-39 HD (Large) |
| Level Adjustment: | — |

Combat

A crimson death attacks from ambush, usually hiding in naturally occurring fog and waiting for potential prey to wander close. Often times, a crimson death uses sound (imitating cries for help, for example) in an attempt to lure a victim into its grasp.

Fluid Drain (Ex): A crimson death deals 1d6 points of Constitution damage to a grabbed opponent each round it maintains the hold.

Grab (Ex): A crimson death that hits an opponent up to one size larger has wrapped its incorporeal tendrils around the opponent. The opponent is considered grappled (grapple bonus +11) and is subjected to the crimson death's fluid drain each round the hold is maintained.

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.

Weakened (Ex): After draining its victim's Constitution, the crimson death, sated from its feeding, moves at one-half its normal speed, loses the incorporeal subtype, loses its racial bonus to Hide checks, and suffers a -4 circumstance penalty to AC. These effects last for 1 hour.

Skills: *A crimson death has a +8 racial bonus on Hide checks in smoky, foggy, misty areas.

Demon: Maphistal

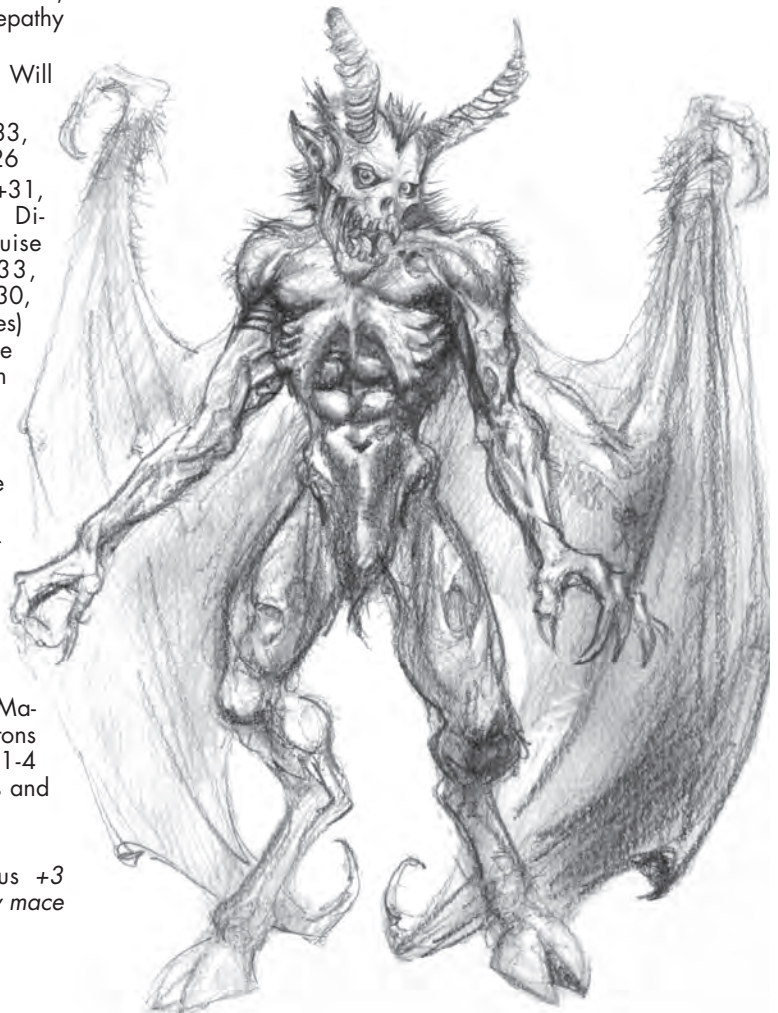
Large Outsider (Chaotic, Evil, Extraplanar)

| | |
|-----------------------------|---|
| Hit Dice: | 20d8+220 (310 hp) |
| Initiative: | +11 |
| Speed: | 40 ft. (8 squares), fly 80 ft. (good) |
| Armor Class: | 39 (-1 size, +7 Dex, +15 natural, +8 profane), touch 24, flat-footed 32 |
| Base Attack/Grapple: | +20/+37 |
| Attack: | +3 <i>unholy crushing heavy mace</i> +35 melee (2d6+17 plus bone knit) or claw +32 melee (1d8+13) |
| Full Attack: | +3 <i>unholy crushing heavy mace</i> +35/+30/+25/+20 melee (2d6+17 plus bone knit) and bite +30 melee (1d8+6) or 2 claws +32 melee (1d8+13) and bite +30 melee (1d8+6) |
| Space/Reach: | 10 ft./10 ft. |
| Special Attacks: | Bone knit, disease, <i>summon demons</i> , <i>summon undead</i> |
| Special Qualities: | Damage reduction 20/cold iron and good, darkvision 60 ft., immunity to electricity and poison, outsider traits, resistance to acid 10, cold 10, and fire 10, SR 29, telepathy 100 ft. |
| Saves: | Fort +23, Ref +19, Will +21 |
| Abilities: | Str 36, Dex 25, Con 33, Int 25, Wis 25, Cha 26 |
| Skills: | Balance +30, Bluff +31, Concentration +34, Diplomacy +35, Disguise +31, Intimidate +33, Knowledge (arcana) +30, Knowledge (the planes) +30, Listen +38, Move Silently +30, Search +30, Sense Motive +30, Spellcraft +32 (+34 scrolls), Spot +38, Use Magic Device +30 (+32 scrolls) |
| Feats: | Cleave, Combat Reflexes, Great Cleave, Improved Initiative, Iron Will, Multiattack, Power Attack |
| Environment: | The Abyss |
| Organization: | Solitary or troupe (Maphistal plus 2-16 skeletons and zombies and 1-4 wights or 1-4 spectres and 1-8 wraiths) |
| Challenge Rating: | 21 |
| Treasure: | Double standard, plus +3 <i>unholy crushing heavy mace</i> |
| Alignment: | Always chaotic evil |
| Advancement: | — |
| Level Adjustment: | — |

A stinking aura of death and decay lingers in the air around this feral-looking humanoid. Two great horns protrude upward from its oval head. Huge leathery, bat-like wings sprout from its shoulders, and its lower torso sports two massive legs that end in soot-colored hooves. Short, coarse black hair covers its entire body, except its face and clawed hands.

Maphistal is a lieutenant in the employ of Orcus, Demon Prince of the Undead. He makes his home on a stinking, smoldering layer of the Abyss and commands his troops from his great castle, *Maalstege* (The Keep of Bones, so called because it is believe to be constructed from the skeletal remains of those slain by Maphistal). He is loyal to no one but Orcus. He does not trust Sonechard, the General of Orcus's undead legions, and seeks to discredit him at any opportunity, though he does not do this openly for fear of rebellion by his troops or punishment by Orcus. His machinations against Sonechard are primarily through his agents and spies in Sonechard's camps.

Maphistal stands 9 feet tall and weighs 1,200 pounds. He speaks Abyssal, Celestial, Common, Draconic, Giant, Goblin, Ignan, and Infernal.



Combat

Maphistal is rarely, if ever, encountered alone, and usually has a retinue of undead with him. When he enters combat, he usually opens with his spell-like abilities, immediately using his *circle of death* ability to affect as many targets as possible. In melee, he batters an opponent with his mace. An opponent whose skull is destroyed (and who is therefore slain) or an opponent brought to Dexterity 0 (and not rescued by his comrades) is carried back to the Keep of Bones where it undergoes transformation into an undead creature and is either placed in Maphistal's legions or becomes part of the Keep itself.

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

Bone Knit (Su): Each time a living creature is hit by Maphistal's mace, it must succeed on a DC 25 Fortitude save or take 1d4 points of Dexterity damage as its bones fuse together. Creatures without bones or skeletal structures (such as oozes and plants) are unaffected by this attack.

Disease (Ex): Bite—*demon fever*, Fortitude DC 31, incubation period 1 day, damage 1d6 Constitution. The save DC is Constitution-based.

Spell-Like Abilities: At will—*animate dead*, *blasphemy* (DC 25), *create undead*, *detect magic*, *detect good*, *desecrate*, *greater dispel magic*, *greater teleport* (self plus 50 pounds of objects only), *power word stun*, *suggestion* (DC 21), *telekinesis* (DC 23), *tongues* (self only), *unhallow*, *unholy aura* (DC 26), *unholy blight* (DC 22); 3/day—*create greater undead*; 1/day—*circle of death* (DC 24), *fire storm* (DC 26). Caster level 20th. The save DCs are Charisma-based.

Summon Demons (Sp): Once per day, Maphistal can

automatically summon 4d10 dretches, 1d4 hezrous, or one nalfeshnee, glabrezus, marilith, or balor. This ability is the equivalent of a 9th-level spell.

Summon Undead (Sp): Once per day, Maphistal can automatically summon 3d10 zombies or skeletons, 2d6 ghouls, 2d4 ghasts, 1d6 wraiths or wights, or 1d4 spectres. This ability is the equivalent of a 9th-level spell.

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

Unholy Crushing Heavy Mace: Maphistal's +3 *heavy mace* is imbued with the *unholy* and *crushing* special qualities. The *unholy* special quality makes the weapon evil-aligned and thus bypasses the corresponding damage reduction. It deals an extra 2d6 points of damage against all of good alignment. It bestows one negative level on any good creature attempting to wield it. The negative level remains as long as the weapon is in hand and disappears when the weapon is no longer wielded. This negative level never results in actual level loss, but it cannot be overcome in any way (including *restoration* spells) while the weapon is wielded.

Further, upon a roll of natural 20 (followed by a successful roll to confirm the critical hit), the weapon crushes the opponent's skull (if it has a head). Some creatures, such as many aberrations and all oozes, have no heads (or skulls). Others, such as golems and undead creatures (including vampires) are not affected by the *crushing* special quality. Most other creatures, however, die when their skull is crushed. The DM may have to make judgment calls about the weapon's effect.

Devouring Mist

Large Undead

| | |
|-----------------------------|--|
| Hit Dice: | 14d12 (91 hp) |
| Initiative: | +4 (Dex) |
| Speed: | Fly 40 ft (8 squares) (perfect) |
| AC: | 13 (-1 size, +4 Dex), touch 13, flat-footed 9 |
| Base Attack/Grapple: | +7/— |
| Attack: | Slam +11 melee (1d6 plus blood drain) |
| Full Attack: | 2 slams +11 melee (1d6 plus blood drain) |
| Space/Reach: | 10 ft./5 ft. |
| Special Attacks: | Blood drain, engulf |
| Special Qualities: | Blow evasion, create spawn, damage reduction 10/magic, darkvision 60 ft., gaseous, spell resistance 24 |
| Saves: | Fort +4, Ref +8, Will +12 |
| Abilities: | Str 11, Dex 19, Con —, Int 8, Wis 16, Cha 16 |
| Skills: | Hide +20*, Knowledge (Bloodways) +4, Listen +20, Spot +20 |
| Feats: | Alertness, Combat Reflexes, Dodge, Mobility, Weapon Finesse |

| | |
|--------------------------|-----------------------------------|
| Environment: | Underground |
| Organization: | Solitary |
| Challenge Rating: | 9 |
| Treasure: | Standard |
| Alignment: | Always neutral evil |
| Advancement: | 15-16 HD (Large), 17-24 HD (Huge) |
| Level Adjustment: | — |

These drifting nightmares resemble clouds of dark red vapor, normally about 10 feet in diameter, though they can reshape their body and slip through even the smallest of cracks with ease.

Spawned of the dreams of the Bloodwraith, devouring mists are undead composed of equal parts blood and malice, wedded together by negative energy. They drift the halls of the Bloodways, looking for living prey to feed on and torment. When they strike, they engulf their enemies and draw the blood from their bodies.

Devouring mists cannot speak, or produce any sounds at all, but they do understand Common.

Combat

The devouring mist uses the red vapors of the Bloodways to its advantage to slip up next to a group of victims and

engulf them, preferably with surprise. It seeks to draw all of its victims' blood out as rapidly as it can, using its Combat Reflexes feat to gain attacks of opportunity on any who try to flee.

Blood Drain (Ex): On a successful slam attack, the devouring mist deals 1d4 points of temporary Constitution damage as it pulls the blood out of its victim's body through the skin. For every point so drained, the devouring mist regains 5 hit points. Creatures without blood are immune to blood drain.

Blow Evasion (Ex): The devouring mist is able to use its vaporous state to its advantage to minimize damage from weapon attacks. This allows it to subtract the first five points of physical damage from any weapon attack, though it cannot reduce damage from other sources such as holy or energy damage. This ability does not stack with its damage reduction.

Engulf (Ex): A devouring mist can move over Large or smaller-sized creatures with its body as a standard action. It cannot make a slam in the same round it engulfs. It simply moves over the area where the foes are. Foes are entitled to either an attack of opportunity (against which it gains its Mobility feat AC bonus) or a Reflex save to

avoid it (DC 20), but not both. Engulfed creatures are not considered grappled, and may freely attack or exit the area, though all squares within the engulfed area are considered threatened. The devouring mist can engulf as many creatures as it can fit within its space. The devouring mist may direct its slam attack against foes that are trapped within it with no penalty.

Gaseous (Ex): A devouring mist can pass through small areas, such as cracks under doors, but it cannot pass through solid matter. It cannot enter water or other liquid. Winds or other forms of moving air may push the devouring mist in their direction if they exceed 30 miles per hour, but the wind does no damage to it, and cannot disperse it. Devouring mists are utterly silent.

Create Spawn (Ex): If a victim's Constitution is reduced to 0 due to the devouring mist's ability drain, the blood from the victim's body forms into a new devouring mist in 1d4 rounds. Further, the victim's corpse arises as a vampire spawn in 1d4 days, unless the remains are blessed prior to this rising.

Skills: The devouring mist receives a +10 circumstance bonus to Hide checks while immersed in the red mist of the Bloodways.

Dragon, Faerie

Tiny Dragon

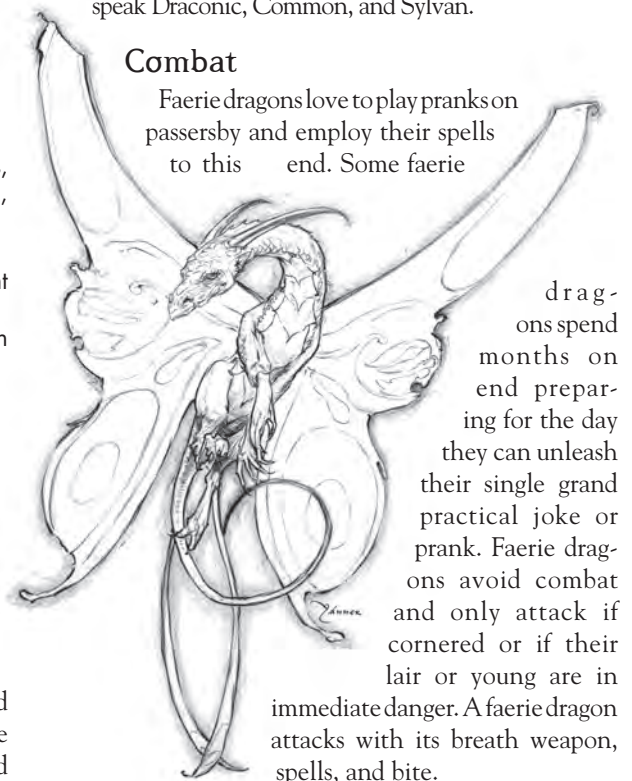
| | |
|-----------------------------|---|
| Hit Dice: | 2d12+2 (13 hp) |
| Initiative: | +0 |
| Speed: | 10 ft. (2 squares), fly 60 ft. (good), swim 30 ft. |
| Armor Class: | 15 (+2 size, +3 natural), touch 12, flat-footed 15 |
| Base Attack/Grapple: | +2/-6 |
| Attack: | Bite +4 melee (1d2) |
| Full Attack: | Bite +4 melee (1d2) |
| Space/Reach: | 2-1/2 ft./0 ft. |
| Special Attacks: | Breath weapon, spells |
| Special Qualities: | Darkvision 60 ft., dragon traits, invisibility, low-light vision, spell resistance, telepathy |
| Saves: | Fort +4, Ref +3, Will +7 |
| Abilities: | Str 11, Dex 11, Con 13, Int 16, Wis 16, Cha 16 |
| Skills: | Hide +12, Listen +8, Search +7, Spot +8, Swim +16 |
| Feats: | Hover |
| Environment: | Temperate and warm forest |
| Organization: | Solitary or clan (3-6) |
| Challenge Rating: | 2 |
| Treasure: | Double standard |
| Alignment: | Always chaotic good |
| Advancement: | 3-5 HD (Tiny); 6 HD (Small) |
| Level Adjustment: | — |

Faerie dragons are chaotic members of the dragon family and are believed to be distant cousins of the pseudodragon. Faerie dragons resemble tiny 1-2 foot long dragons with delicate and

brightly colored butterfly wings and a long, thin prehensile tail. Their scales are smooth and range in color from red to purple, with all colors of the spectrum falling in between. Their eyes are blue or green, and their backward curving horns are gold or silver. Female faerie dragons have a golden sheen to their coloring while males have a silver sheen. Faerie dragons speak Draconic, Common, and Sylvan.

Combat

Faerie dragons love to play pranks on passersby and employ their spells to this end. Some faerie



dragons spend months on end preparing for the day they can unleash their single grand practical joke or prank. Faerie dragons avoid combat and only attack if cornered or if their lair or young are in immediate danger. A faerie dragon attacks with its breath weapon, spells, and bite.

Breath Weapon (Su): Cone, 5 feet, once every 1d4 rounds; Reflex save (DC 12) or wander aimlessly in a state of euphoric bliss for 2d6 rounds (similar to a *confusion* effect). Creatures so affected can take no action other than a move action and lose their Dexterity bonus to AC.

Spells: A faerie dragon can replicate arcane (65% chance) or divine spells (35% chance) as a sorcerer or druid with a caster level equal to 2 per HD it possesses. For example, a 2 HD faerie dragon can replicate spells as a 4th-level caster while a 6 HD faerie dragon can replicate spells as an 12th level caster. The DC for the faerie dragon's spells is 13 + spell level.

Invisibility (Sp): The faerie dragon can become invisible at will as if using the *improved invisibility* spell

(caster level 6th). This effect can be dispelled, but the faerie dragon can create it again as a free action on its next turn.

Dragon Traits (Ex): Immunity to *sleep* and paralysis.

Spell Resistance (Ex): A faerie dragon has spell resistance 15 + 1 per HD.

Telepathy: Faerie dragons can communicate telepathically with one another with a range of 2 miles.

Skills: Faerie dragons have 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.

Gargoyle

| | Four-Armed Medium Magical Beast (Earth) | Green Guardian Medium Magical Beast (Earth) | Margoyles Medium Magical Beast (Earth) |
|-----------------------------|---|--|--|
| Hit Dice: | 4d10+19 (41 hp) | 4d10+19 (41 hp) | 6d10+27 (54 hp) |
| Initiative: | +2 | +2 | +2 |
| Speed: | 40 ft. (8 squares), fly 60 ft. (average) | 40 ft. (8 squares), fly 60 ft. (average) | 40 ft. (8 squares), fly 60 ft. (average) |
| Armor Class: | 16 (+2 Dex, +4 natural), touch 12, flatfooted 14 | 16 (+2 Dex, +4 natural), touch 12, flatfooted 14 | 18 (+2 Dex, +6 natural), touch 12, flatfooted 16 |
| Base Attack/Grapple: | — | +4/+6 | +4/+7 +6/+9 |
| Attack: | Claw +6 melee (1d4+2) | Claw +7 melee (1d4+3) | Claw +9 melee (1d6+3) |
| Full Attack: | 4 claws +6 melee (1d4+2) and bite +4 melee (1d6+1) and gore +4 melee (1d6+1) | 2 claws +7 melee (1d4+3) and bite +5 melee (1d6+1) and gore +5 melee (1d6+1) | 2 claws +9 melee (1d6+3) and bite +7 melee (1d6+1) and gore +7 melee (1d6+1) |
| Space/Reach: | 5 ft./5 ft. | 5 ft./5 ft. | 5 ft./5 ft. |
| Special Attacks: | — | Hold | — |
| Special Qualities: | Damage reduction 10/magic, darkvision 60 ft., freeze, low-light vision, reanimation | Damage reduction 10/magic, darkvision 60 ft., freeze, low-light vision | Damage reduction 10/magic, darkvision 60 ft., freeze, low-light vision |
| Saves: | Fort +8, Ref +6, Will +1 | Fort +8, Ref +6, Will +1 | Fort +9, Ref +7, Will +3 |
| Abilities: | Str 15, Dex 14, Con 18, Int 6, Wis 11, Cha 7 | Str 17, Dex 14, Con 18, Int 6, Wis 11, Cha 7 | Str 17, Dex 15, Con 19, Int 8, Wis 12, Cha 8 |
| Skills: | Hide +7*, Listen +4, Spot +4 | Hide +7*, Listen +4, Spot +4 | Hide +9*, Listen +5, Spot +5 |
| Feats: | Multiattack, Toughness | Multiattack, Toughness | Multiattack, Power Attack, Toughness |
| Environment: | Any | Any | Any |
| Organization: | Solitary, pair, or wing (5-16) | Solitary, pair, or wing (5-16) | Solitary, pair, or wing (1-2, plus 4-6 gargoyles) |
| Challenge Rating: | 4 | 4 | 5 |
| Treasure: | Standard | Standard | Standard |
| Alignment: | Always chaotic evil | Always chaotic evil | Always chaotic evil |
| Advancement: | 5-6 HD (Medium); 7-12 HD (Large) | 5-6 HD (Medium); 7-12 HD (Large) | 7-9 HD (Medium); 10-18 HD (Large) |
| Level Adjustment: | — | — | — |

With the exceptions noted below, each of the gargoyle varieties above resembles the standard gargoyle (see the MM).

Four-Armed Gargoyle

The four-armed gargoyle has four long arms, each ending in a sharp talon. It otherwise resembles a normal gargoyle.

Green Guardian

The gargoyle is carved of a strange green stone and has two eyes of jet (500 gp each). The eyes radiate magic and evil if detected. Green guardians speak Common and Terran.

Reanimation (Ex): Green guardians automatically reanimate in 1d8+2 days unless the eye gems are crushed and disenchanting with both *dispel magic* and *remove curse*.

Hold (Sp): If a green guardian gargoyle hits an opponent with both claw attacks, that opponent must succeed on a DC 16 Fortitude save or be *held* for 4 rounds as if by a *hold person* spell (caster level 6th). Unlike the *hold person* spell, a held creature does not receive a new save each round to break the effects. The save DC is Constitution-based.

Margoyale

A margoyale is a slightly larger version of the standard gargoyle. It is meaner, more evil, and deadlier than the normal gargoyle. Margoyles are most often encountered in subterranean regions and often have a pack of gargoyles with them. In such cases, the margoyale is looked upon as the master or leader of the group.

Margoyles speak Common and Terran.

Combat

Gargoyles either remain still and then suddenly attack, or they dive into their prey. Green guardians attempt to *hold* their victims and then fly off with them. A group of margoyles and/or gargoyles works in unison to bring down its opponents.



Freeze (Ex): A gargoyle can hold itself so still it appears to be a statue. An observer must succeed on a DC 20 Spot check to notice the gargoyle is really alive.

Skills: Gargoyles have a +2 racial bonus on Hide, Listen, and Spot checks. *Against a background of stone, the Hide bonus increases to +8.

Juju Zombie

Juju zombies' hatred of living creatures and the magic that created them are what hold them to the world of the living. When a humanoid or monstrous humanoid is slain by an *energy drain*, *enervation*, or similar spell or spell-like ability, it may rise as a juju zombie.

Juju zombies are hideous humanoid-shaped creatures. Their bodies are decayed, gray in color, and have the feel of hardened leather. Their clothes are the same as they wore at the time of their death, but hang in rags about their body. A juju zombie's eyes are small pinpoints of crimson fire. Juju zombies exude a strong odor of death.

Creating a Juju Zombie

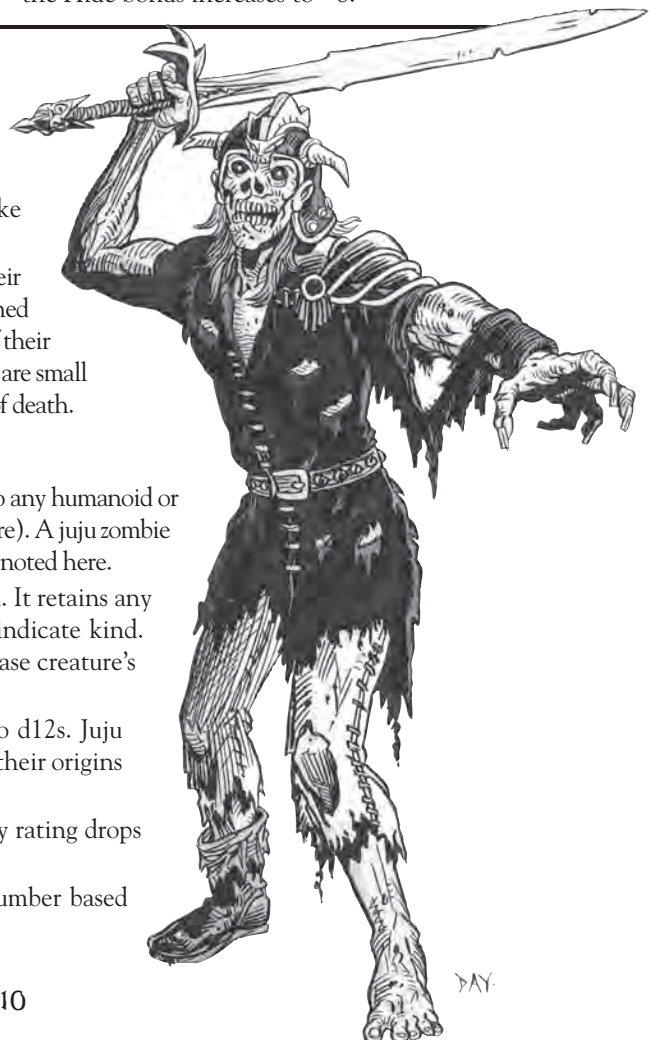
"Juju zombie" is an acquired template that can be added to any humanoid or monstrous humanoid (referred to hereafter as the base creature). A juju zombie uses all of the base creature's statistics and abilities except as noted here.

Size and Type: The creature's type changes to undead. It retains any subtypes except alignment subtypes and subtypes that indicate kind. It does not gain the augmented subtype. It uses all the base creature's statistics and special abilities except as noted here.

Hit Dice: Increase all current and future Hit Dice to d12s. Juju zombies cannot be made using the *animate dead* spell (as their origins lie with energy draining spells and effects).

Speed: If the base creature can fly, its maneuverability rating drops to clumsy.

Armor Class: Natural armor bonus increases by a number based on the zombie's size



| Size | Natural AC Bonus |
|-----------------|------------------|
| Tiny or smaller | +1 |
| Small | +2 |
| Medium | +3 |
| Large | +4 |
| Huge | +5 |
| Gargantuan | +7 |
| Colossal | +12 |

Base Attack: A juju zombie has a base attack bonus equal to 1/2 its Hit Dice.

Attacks: A juju zombie retains all the natural weapons, manufactured weapon attacks, and weapon proficiencies of the base creature. A juju zombie also gains a slam attack if it did not already have one.

Damage: Natural and manufactured weapons deal damage normally. A slam attack deals damage depending on the juju zombie's size. (Use the base creature's slam damage if it's better.)

| Size | Damage |
|------------|--------|
| Fine | 1 |
| Diminutive | 1d2 |
| Tiny | 1d3 |
| Small | 1d4 |
| Medium | 1d6 |
| Large | 1d8 |
| Huge | 2d6 |
| Gargantuan | 2d8 |
| Colossal | 4d6 |

Special Attacks: A juju zombie loses all of the base creature's special attacks. It retains any extraordinary special attacks that improve its melee or ranged attacks.

Special Qualities: A juju zombie loses most special qualities of the base creature. It retains any extraordinary special qualities that improve its melee or ranged attacks. A juju zombie gains the following special qualities.

Damage Reduction (Ex): A juju zombie has damage reduction 5/magic and slashing (if HD 10 or less) or 10/magic and slashing (if HD 11 or more). A juju zombie's natural weapons are treated as magic weapons for the purposes of overcoming damage reduction.

Immunity to Electricity (Ex): Juju zombies are immune to all electricity effects.

Immunity to Cold (Ex): Juju zombies are immune to all cold effects.

Immunity to Magic Missile (Ex): Juju zombies are immune to the *magic missile* spell (including any spell-like ability that mimics the spell).

Resistance to Fire (Ex): Juju zombies have resistance to fire 10.

Turn Resistance (Ex): A juju zombie has +4 turn resistance.

Saves: Base save bonuses are Fort +1/3 HD, Ref +1/3 HD, and Will +1/2 HD + 2.

Abilities: A juju zombie's Strength increases by +4, its Dexterity increases by +2, it has no Constitution, its Intelligence changes to 4, its Wisdom changes to 10, and its Charisma changes to 10.

Skills: Juju zombies retain all the skills of the base creature (adjusted for its modified ability scores) and gain a +8 racial bonus on Climb checks.

Feats: A juju zombie retains all the feats of the base creature and gains Improved Initiative and Toughness as bonus feats.

Environment: Any land and underground.

Organization: Any.

Challenge Rating: HD 5 or less, as base creature; HD 6 to 10, as base creature +1; HD 11 or more, as base creature +2.

Treasure: None.

Alignment: Any evil (usually neutral or lawful).

Advancement: —.

Level Adjustment: —.

Meat Puppet (Template)

Meat puppets are boneless, skinless corpses reanimated after being exposed to necromantic energies.

Creating a meat puppet

"Meat puppet" is an acquired template that can be added to any corporeal creature (other than an undead) that had a skeletal system at one point, but had its bones extracted or completely crushed (referred to hereafter as the base creature).

Size and Type: The creature's type changes to undead. It retains any subtypes except alignment subtypes and subtypes that indicate kind. It does not gain the augmented subtype. It uses all the base creature's statistics and special abilities except as noted here.

Hit Dice: Drop any Hit Dice from class levels (to a minimum of 1), double the number of Hit Dice left (minimum 4 Hit Dice, maximum 30 Hit dice), and raise them to d12s.

Speed: The base creature loses fly and burrow speeds, but retains land, swim, and climb speeds, if any.

Armor Class: The meat puppet lacks skin or hide, and thus has no natural armor class. It tends to shed any possessions it had in life, and so is only 5% likely to be encountered wearing any armor it once had.

Base Attack: A meat puppet has a base attack bonus equal to 1/2 its Hit Dice.

Attacks: A meat puppet gains one slam attack for every non-locomotive appendage it possesses, and loses

| | Gnome Commoner | Human Commoner | Umber Hulk |
|-----------------------------|---|---|---|
| | Meat Puppet | Meat Puppet | Meat Puppet |
| Hit Dice: | Small Undead 4d12+6 (32 hp) | Medium Undead 4d12+6 (32 hp) | Large Undead 16d12+18 (122 hp) |
| Initiative: | +2 | +2 | +3 |
| Speed: | 20 ft. (4 squares) | 30 ft. (6 squares) | 20 ft. (4 squares) |
| Armor Class: | 13 (+1 size, +2 Dex), touch 13, flat-footed 11 | 12 (+2 Dex), touch 12, flat-footed 10 | 12 (-1 size, +3 Dex), touch 12, flat-footed 9 |
| Base Attack/Grapple: | +2/+1 | +2/+5 | +8/+21 |
| Attack: | Slam +6 melee (1d4+3) | Slam +5 melee (1d6+3) | Slam +16 melee (1d8+9) |
| Full Attack: | 2 slams +6 melee (1d4+3) | 2 slams +5 melee (1d6+3) | 2 slams +16 melee (1d8+9) |
| Space/Reach: | 5 ft./5 ft. | 5 ft./5 ft. | 10 ft./10 ft. |
| Special Attacks: | Improved grab, throttle | Improved grab, throttle | Improved grab, throttle |
| Special Qualities: | Darkvision 60 ft., DR 5/slashing or piercing, fleshknit 1 | Darkvision 60 ft., DR 5/slashing or piercing, fleshknit 1 | Darkvision 60 ft., DR 5/slashing or piercing, fleshknit 4 |
| Saves: | Fort +1, Ref +3, Will +6 | Fort +1, Ref +3, Will +6 | Fort +5, Ref +8, Will +10 |
| Abilities: | Str 17, Dex 15, Con —, Wis 14, Cha 3 | Str 17, Dex 14, Con —, Int 3, Wis 14, Cha 3 | Str 29, Dex 17, Con —, Int 3, Wis 14, Cha 3 |
| Skills: | — | — | — |
| Feats: | Toughness x2 | Toughness x2 | Toughness x6 |
| Environment: | Any | Any | Underground |
| Organization: | Any | Any | Any |
| Challenge Rating: | 4 | 4 | 10 |
| Treasure: | 5% chance of standard goods | 5% chance of standard goods | 5% chance of standard goods |
| Alignment: | Always neutral evil | Always neutral evil | Always neutral evil |
| Advancement: | None | None | None |
| Level Adjustment: | — | — | — |

any claw or bite attacks it once had. It retains all weapon proficiencies of the base creature, but as with armor is only 5% likely to be encountered with a weapon in hand.

Damage: Natural and manufactured weapons deal damage normally. A slam attack deals damage depending on the meat puppet's size. (Use the base creature's slam damage if it's better.)

| | |
|------------|-----|
| Fine | 1 |
| Diminutive | 1d2 |
| Tiny | 1d3 |
| Small | 1d4 |
| Medium | 1d6 |
| Large | 1d8 |
| Huge | 2d6 |
| Gargantuan | 2d8 |
| Colossal | 4d6 |

Special Attacks: A meat puppet retains none of the base creature's special attacks. However, it gains the improved grab and strangle special attacks:

Improved Grab (Ex): When a meat puppet hits with a slam attack, it can immediately attempt to grab its opponent without making a separate attack

roll, and without provoking an attack of opportunity. This grapple is otherwise conducted normally.

Throttle (Ex): As one of its grapple options, the meat puppet may attempt to wrap one of its boneless limbs around the neck of its opponent and strangle them. This requires a successful grapple check to perform. If it succeeds, the victim takes normal grapple damage and cannot breathe. Opponents can hold their breath for a number of rounds equal to their Fortitude save. Once this time has elapsed, the victim suffocates as per the rules in the DMG. Breaking the strangle hold can be accomplished with a successful grapple check on the part of the victim, though a separate check is then needed to break completely free of the meat puppet's grasp.

Special Qualities: A meat puppet loses most special qualities of the base creature. It retains any extraordinary special qualities that improve its melee or ranged attacks. A meat puppet gains the following special qualities: Damage reduction 5/slashing or piercing, and fleshknit.

Fleshknit (Su): The meat puppet heals damage done to it at a rate of 1 hit point per round per five hit dice it possesses (rounded up). It continues to heal damage even if reduced below 0 hit points, or

disintegrated. Only damage from cold iron, holy, and epic sources is not mended.

Saves: Base save bonuses are Fort +1/3 HD, Ref +1/3 HD, and Will +1/2 HD + 2.

Abilities: A meat puppet's Strength increases by 6, its Dexterity increases by 4, it has no Constitution score, its Intelligence changes to 3, its Wisdom changes to 14, and its Charisma changes to 3.

Skills: A meat puppet has no skills.

Feats: A meat puppet loses all feats of the base creature and gains Toughness every time it would be entitled to a feat by its hit dice.

Environment: Any land and underground.

Organization: Any.

Challenge Rating: Depends on Hit Dice, as follows:

| Hit Dice | Challenge Rating |
|----------|------------------|
| 4 | 4 |
| 6 | 5 |
| 8–10 | 6 |
| 12–14 | 8 |
| 15–17 | 10 |
| 18–20 | 12 |
| 21–24 | 14 |
| 25–27 | 16 |
| 28–30 | 18 |

Treasure: 5% chance of standard goods.

Alignment: Always neutral evil.

Advancement: As base creature, but double Hit Dice (maximum 20), or — if the base creature advances by character class.

Level Adjustment: —.

Minotaur, Phase

Large Monstrous Humanoid

| | |
|-----------------------------|---|
| Hit Dice: | 6d8+12 (39 hp) |
| Initiative: | +0 |
| Speed: | 30 ft. (6 squares) |
| Armor Class: | 14 (–1 size, +5 natural), touch 9, flat-footed — (see text) |
| Base Attack/Grapple: | +6/+14 |
| Attack: | Greataxe +9 melee (3d6+6/x3) or gore +9 melee (1d8+4) |
| Full Attack: | Greataxe +9/+4 melee (3d6+6/x3) and gore +4 melee (1d8+2) |
| Space/Reach: | 10 ft./10 ft. |
| Special Attacks: | Powerful charge 4d6+6 |
| Special Qualities: | Darkvision 60 ft., ethereal jaunt, natural cunning, scent |
| Saves: | Fort +6, Ref +5, Will +5 |
| Abilities: | Str 19, Dex 10, Con 15, Int 7, Wis 10, Cha 8 |
| Skills: | Intimidate +2, Listen +7, Search +2, Spot +7 |
| Feats: | Great Fortitude, Power Attack, Track |
| Environment: | Underground |
| Organization: | Solitary, pair, or gang (3–4) |
| Challenge Rating: | 4 |
| Treasure: | Standard |
| Alignment: | Usually chaotic Evil |
| Advancement: | By character class |
| Level Adjustment: | +3 |

A phase minotaur stands more than 7 feet tall and weighs about 700 pounds.

Phase minotaurs speak Giant.

Combat

Phase minotaurs prefer melee combat, where their great strength serves them well.

Powerful Charge (Ex): A phase minotaur typically begins a battle by charging at an opponent, lowering its head to bring its mighty horns into play. In addition to the normal benefits and hazards of a charge, this allows the beast to make a single gore attack with a +9 attack bonus that deals 4d6+6 points of damage.

Ethereal Jaunt (Su): A phase minotaur can shift from the Ethereal Plane to the Material Plane as a free action, and shift back again as a move action (or during a move action). The ability is otherwise identical with *ethereal jaunt* (caster level 15th).

Natural Cunning (Ex): Although phase minotaurs are not especially intelligent, they possess innate cunning and logical ability. This gives them immunity to *maze* spells, prevents them from ever becoming lost, and enables them to track enemies. Further, they are never caught flat-footed.

Skills: Phase minotaurs have a +4 racial bonus on Search, Spot, and Listen checks.

Phase Minotaurs As Characters

Phase minotaur characters possess the following racial traits.

— +8 Strength, +4 Constitution, –4 Intelligence (minimum 3), –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 limits double those of Medium characters.

—Space/Reach: 10 feet/10 feet.

—A phase minotaur's base land speed is 30 feet.

—Darkvision out to 60 feet.

—Racial Hit Dice: A phase minotaur 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 phase minotaur's monstrous humanoid levels give it skill points equal to 9 x (2 + Int modifier, minimum 1). Its class skills are Intimidate, Jump, Listen, Search, and Spot. Phase minotaurs have a +4 racial bonus on Search, Spot, and Listen checks.

—Racial Feats: A phase minotaur's monstrous humanoid levels give it three feats.

—Weapon Proficiency: A phase minotaur is proficient with the greataxe and all simple weapons.

— +5 natural armor bonus.

—Natural Weapons: Gore (1d8).

—Special Attacks (see above): Powerful charge.

—Special Qualities (see above): Ethereal jaunt, natural cunning, scent.

—Automatic Languages: Common, Giant. Bonus Languages: Orc, Goblin, Terran.

—Favored Class: Barbarian.

—Level adjustment +3.

Mordnaissant

Tiny Undead

Hit Dice:

9d12 (58 hp)

Initiative:

+6 (+2 Dex +4 Improved Initiative)

Speed:

5 ft (1 square), fly 50 ft (10 squares) (perfect) (cannot run)

Armor Class:

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

Base Attack/Grapple:

+4/-8

Attack:

Claw +0 melee (1d2-4) or ray +7 ranged touch

Full Attack:

2 claws +0 melee (1d2-4) or ray +7 ranged touch

Space/Reach:

2-1/2 ft./0 ft.

Special Attacks:

Death curse, lash of fury, pain wail

Special Qualities:

Darkvision 60 ft, turn resistance +2, undead traits

Saves:

Fort +3, Ref +5, Will +10

Abilities:

Str 3, Dex 14, Con —, Int 7, Wis 18, Cha 17

Skills:

Hide +16, Listen +15, Spot +15

Feats:

Ability Focus (lash of fury), Alertness, Improved Initiative, Weapon Focus (ray)

Environment:

Any

Organization:

Solitary, twins, or litter (3-8)

Challenge Rating:

7

Treasure:

None

Alignment:

Always neutral evil

Advancement:

None

Level Adjustment:

—

The mordnaissant appears as a shriveled fetus that floats within a translucent sphere of black energy. Though capable of crawling, it prefers flight. The glitter of its jet-black eyes denotes a limited but hostile intellect lurking behind them.

Occasionally when a pregnant mother dies violently in a place infused with unholy or negative energies, the unborn child within her does not simply perish, but instead continues to grow, vitalized by dark power, until it is capable of clawing its way free from its dead mother. This horrible creature, known as a mordnaissant, lives an existence of eternal pain, loneliness and suffering, relieved only by its ability to inflict harm on those around

it. Mordnaissants avoid bright light if they can, though they suffer no ill effects from it.

Combat

The mordnaissant attacks any living creatures it encounters, wailing in pain and lashing out with dark energy. It only uses its claw attacks as a last resort, such as if grappled, or if no enemies are mobile enough to oppose it.

Pain Wail (Su): At will, as a free action, the mordnaissant can produce a terrible, befuddling wailing sound that mirrors the pain its very existence brings it. All living creatures within 20 feet must make a Will save each round the wailing continues or be dazed (as the spell produced by a 9th level caster) for one round. The base DC for this save is 17, and for every 5 points of damage the mordnaissant suffers, the DC of the save increases by 1. If the damage is subsequently healed, the save DC drops commensurately.

Lash of Fury (Su): The mordnaissant can lash out with its negative energy powers and directly attack the vitality of living creatures. This is a ranged ray touch attack that requires a standard action to perform. If the ray hits, the victim must make a Fortitude save (DC 19) for half damage or duration, as appropriate.

There are three possible lashes the mordnaissant can use. It can *whip the flesh*, which inflicts 2d8+9 points of *inflict moderate wounds* type damage; it can *whip the mind*, which causes 1d4+1 points of temporary Intelligence damage; or it can *whip the soul*, which stuns the victim for 1d4+1 rounds. A critical hit with the ray attack doubles the damage dice rolled (or duration dice, if the soul is lashed).

Death Curse (Su): As a final cruel jest to the individual that puts a mordnaissant out of its misery, the slayer must make a Will save (DC 17) or suffer from a terrible curse that reduces all subsequent XP rewarded by 20%. This curse may only be removed by a *remove curse* or *break enchantment* spell with a successful caster level check versus (DC 20), or with the application of a *limited wish*, *miracle* or *wish*.

This appendix lists the statistics for a new creature, as well as stats for all nonstandard creatures listed in the text. For the stats of standard monsters, refer to the **MM**.

Mustard Jelly

Large Ooze

| | |
|---------------------------|---|
| Hit Dice: | 7d10+45 (83 hp) |
| Initiative: | +0 |
| Speed: | 30 ft. (6 squares) |
| Armor Class: | 9 (-1 size), touch 9, flat-footed 9 |
| Base Attack: | +5/+11 |
| Attack: | Slam +7 melee (2d4+3 plus 1d4 acid) |
| Full Attack: | Slam +7 melee (2d4+3 plus 1d4 acid) |
| Space/Reach: | 10 ft./5 ft. |
| Special Attacks: | Acid, constrict 2d4+3 plus 1d4 acid, improved grab, poison aura |
| Special Qualities: | Amorphous, blindsight 60 ft., damage reduction 5/magic, divide, energy absorption, resistance to cold 10, SR 13 |
| Saves: | Fort +8, Ref +2, Will +2 |
| Abilities: | Str 15, Dex 10, Con 22, Int 10, Wis 10, Cha 10 |
| Skills: | Hide +6, Listen +2, Move Silently +10, Spot +2 |
| Feats: | Alertness, Toughness, Weapon Focus (slam) |
| Environment: | Temperate marshes |
| Organization: | Solitary |
| Challenge Rating: | 7 |
| Treasure: | None |
| Alignment: | Always neutral |
| Advancement: | 8-10 HD (Large); 11-21 HD (Huge) |

Mustard jelly appears to be a yellowish-brown form of the ochre jelly and is thought to be a distant relative of said creature. However, the mustard jelly is far more dangerous than its relative for it is intelligent.

The mustard jelly gives off a faint odor of mustard plants to a range of 20 feet.

Combat

A mustard jelly attacks by forming a pseudopod from its body and either slashing or enveloping its foes.

Acid (Ex): A mustard jelly secretes a digestive acid that dissolves only flesh. Any melee hit deals acid damage.

Blindsight (Ex): A mustard jelly's entire body is a primitive sensory organ that can ascertain prey by scent and vibration within 60 feet.

Improved Grab (Ex): To use this ability, a mustard jelly must hit with its 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, the mustard jelly establishes a hold and can constrict.

Constrict (Ex): A mustard jelly deals automatic slam and acid damage with a successful grapple check.

Divide (Ex): A mustard jelly can, as a standard action, split itself into two identical jellies, each with half of the original's current hit points (round down). A jelly with 10 hit points or less cannot divide itself. When divided, each jelly moves faster than the original (base speed 40 feet per round).

Energy Absorption (Ex): A mustard jelly is immune to electrical effects and *magic missiles*. If affected by such, the mustard jelly gains temporary hit points equal to the amount of damage it would have otherwise sustained. These temporary hit points last for 1 hour.

Poison Aura (Ex): The mustard jelly exudes an aura in a 10-foot radius centered on it that *slows* (as the *slow* spell) any creature within or coming within the area. A creature affected must succeed on a DC 19 Fortitude save to negate the effects. The save must be made each round a creature is within 10 feet of the mustard jelly.

Ooze, Ebon

Huge Ooze

Hit Dice:

8d10+60 (104 hp)

Initiative:

+2 (-2 Dex +4 Improved Initiative)

Speed:

20 ft. (4 squares)

Armor Class:

6 (-2 size, -2 Dex), touch 6, flat-footed 6

Base Attack/Grapple:

+6/+18

Attack:

Slam +11 melee (3d6+6 plus 2d6 acid)

Full Attack:

Slam +11 melee (3d6+6 plus 2d6 acid)

Space/Reach:

15 ft./10 ft.

Special Attacks:

Acid, engulf

Special Qualities:

Blindsight, immunities, ooze traits

Saves:

Fort +9, Ref +2, Will +6

Abilities:

Str 18, Dex 7, Con 20, Int 8, Wis 14, Cha 3

Skills:

Listen +10, Spot +9

Feats:

Alertness, Improved Initiative, Weapon Focus (slam)

Environment:

Underground

Organization:

Solitary

Challenge Rating:

9

Treasure:

Standard

Alignment:

Always neutral evil

Advancement:

9-16 HD (Huge); 17-24 HD (Gargantuan)

Level Adjustment:

—

This loathsome mass of black gelatinous substance bears a close resemblance to its cousin, the black pudding, and is often mistaken for one. It is a jet-black blob that tends to stay in a single, rounded mass save when it lashes out with a pseudopod or attempts to engulf a target.

The ebon ooze, though resembling and distantly related to the black pudding, actually has more in common with

a gray ooze. It has an affinity for negative energy, and often seeks out or is born in places where large numbers of undead dwell. Unlike most oozes, the ebon ooze is intelligent, and takes great pleasure in stalking and devouring living creatures. Although it is not adversely affected by sunlight, the ebon ooze finds it painful, and so usually takes shelter by day if outdoors.

Combat

The ebon ooze prefers to attack by ambush, and uses terrain to its advantage. Though not an especially brilliant thinker, it does devote a lot of time to hunting and killing prey, and is unusually good at it. If it feels it clearly outmatches its prey, it stalks and torments its food rather than simply killing it.

Acid (Ex): The acid of the ebon ooze dissolves only living flesh. The bones and even skin of the victim are discarded when it has finished consuming a meal.

Engulf (Ex): Those hit by a successful crush attack may be engulfed in the same round. The victim can make an attack of opportunity against the ooze as it seeks to engulf. If the victim does not attack, it may instead make a Reflex save (DC 19) to avoid being engulfed. Those engulfed are subject to cold damage each round and are considered grappled and trapped within the body of the ooze. The ooze is free to make other crush attacks in subsequent rounds, and can engulf up to six Medium-Size creatures, or four Large-Size or nine Small-Size creatures.

Immunities (Ex): Immune to acid and sonic damage, and to disease and any poison not specifically designed to affect oozes. Cold-based attacks stun the ebon ooze for one round per ten points of damage they would have inflicted, rounded down (minimum 0). Fire and force-based attacks do normal damage.

Orcus (Demon Prince of Undead)

Huge Outsider (Chaotic, Evil, Extraplanar)

Hit Dice:

45d8+495 (855 hp)

Initiative:

+10

Speed:

40 ft. (8 squares), fly 60 ft. (average)

Armor Class:

55 (-2 size, +6 Dex, +20 natural, +9 insight, +12 profane), touch 35, flat-footed 49

Base Attack/Grapple:

+45/+67

Attack:

Wand of Orcus +62 melee (2d8+19) or slam +57 melee (2d6+14)

Full Attack:

Wand of Orcus +62/+57/+52/+47 melee (2d8+19) or 2 slams +57 melee (2d6+14) and tail sting +55 melee (2d4+7 plus poison)

Space/Reach:

15 ft./15 ft.

Special Attacks:

Command/rebuke undead, spell-like abilities, spells, fear aura, poison, *summon demons*, *summon undead*, *Wand of Orcus*

Special Qualities:

Damage reduction 25/epic and good and cold iron, darkvision 60 ft., immunity to electricity and poison, resistance to acid 10, cold 10, and fire 10, outsider traits, speak with dead, SR 45, telepathy 100 ft.

Saves:

Fort +35, Ref +30, Will +33

Abilities:

Str 38, Dex 22, Con 33, Int 28, Wis 28, Cha 34

Skills:

Bluff +60, Concentration +59, Diplomacy +60, Escape Artist +24, Gather Informa-

tion +49, Intimidate +60, Knowledge (arcana) +57, Knowledge (history [Abyss]) +57, Knowledge (the planes) +57, Knowledge (religion) +57, Knowledge (undead) +57, Listen +53, Move Silently +52, Search +57, Sense Motive +50, Spellcraft +57 (+59 to learn necromancy spells), Spot +65, Survival +57 (+59 on other planes)

Feats:

Blind-Fight, Cleave, Combat Casting, Craft Wand, Craft Wondrous Item, Empower Spell, Great Cleave, Heighten Spell, Improved Initiative, Multiattack, Power Attack, Quicken Spell

Epic Feats:

Epic Spellcasting, Multispell, Undead Mastery, Zone of Animation

Environment:

The Abyss

Organization:

Solitary or troupe (Orcus plus 1-2 mariliths, 1-3 glabrezus, and 4-20 zombies or shadows)

Challenge Rating:

35

Treasure:

Triple standard, plus Wand of Orcus

Alignment:

Always chaotic evil

Advancement:

—

Level Adjustment:

—

This demonic humanoid is squat and bloated, standing nearly three times as tall as a normal human. Its goat-like head sports large, spiraling ram-like horns. Its legs are covered in thick brown fur and end in hooves. Large powerful arms wield a wicked skull-tipped wand. Two large, black, bat-like wings protrude from its back and a long, snake-like tail, tipped with a sharpened barb, trails behind it.

Orcus is one of the strongest (if not the strongest) and most powerful of all demon lords. He fights a never-ending war against rival demon princes that spans several Abyssal layers. From his great bone palace he commands his troops as they wage war across the smoldering and stinking planes of the Abyss. Orcus spends most of his days in his palace, rarely leaving its confines unless he decides to lead his troops into battle (which has happened on more than one occasion). Most of the time though, he is content to let his generals and commanders lead the battles.

When not warring against rival demon princes, Orcus likes to travel the planes, particularly the Material Plane. Should a foolish spellcaster open a gate and speak his name, he is more than likely going

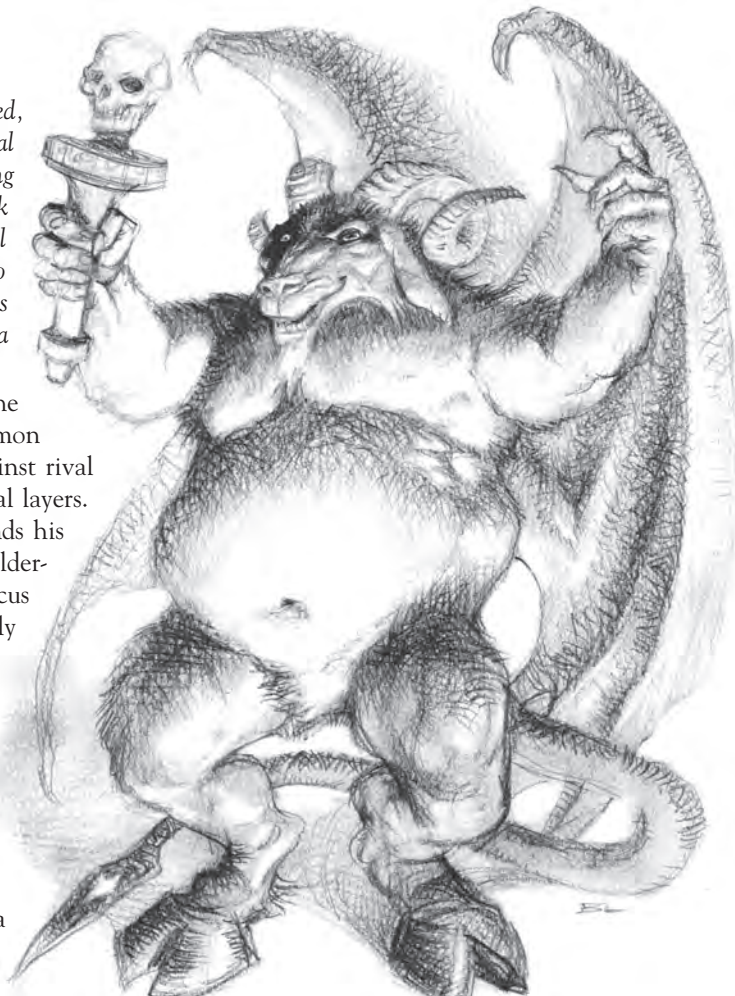
Orcus is the Prince of the Undead, and it is said that he alone created the first undead that walked the worlds.

to hear the call and step through to the Material Plane. What happens to the spellcaster that called him usually depends on the reason for the summons and the power of the spellcaster. Extremely powerful spellcasters are usually slain after a while and turned into undead soldiers or generals in his armies.

Orcus stands 15 feet tall and weighs nearly 6,000 pounds. He speaks Abyssal, Celestial, Common, Draconic, Giant, Goblin, Ignan, Infernal, and Sylvan.

Combat

Orcus prefers to conduct battles using his Wand or natural weapons (tail and fists). Generally he avoids direct combat with powerful foes preferring to hang back and pepper them with an array of spells and effects. If pressed into melee, he uses his tail sting against the strongest opponent while focusing his fear gaze on the spellcasters. When given the chance, he summons demons and undead to aid him. If combat goes against him, he uses his *greater teleport* ability to escape, leaving a retinue of demons and undead monsters to deal



with the interlopers.

Orcus's natural weapons, as well as any weapons he wields, are treated as chaotic-aligned and evil-aligned for the purpose of overcoming damage reduction. His natural weapons are also treated as epic weapons for the purpose of overcoming damage reduction.

Command/Rebuke Undead (Su): Orcus can command or rebuke undead as a 15th-level cleric. Because of his Undead Mastery feat, Orcus can command up to 150 HD worth of undead at one time.

Fear Aura (Su): Orcus can radiate a 60-foot-radius fear aura as a free action. A creature in the area must succeed on a DC 44 Will save or be affected as though by a fear spell (caster level 35th). A creature that successfully saves cannot be affected again by Orcus's fear aura for one day. The save DC is Charisma-based.

Poison (Ex): Orcus delivers an extremely virulent poison with a successful tail sting. The save DC is Constitution-based.

Orcus's Tail Sting Poison: Injury, Fortitude DC 43, initial and secondary damage 3d6 Constitution.

Spell-Like Abilities: At will—*animate dead*, *blasphemy* (DC 29), *charm monster* (DC 26), *deeper darkness*, *desecrate*, *detect good*, *detect magic*, *detect thoughts* (DC 25), *fear* (DC 26), *greater dispel magic*, *greater teleport* (self plus 50 pounds of objects only), *lightning bolt* (DC 28), *polymorph*, *read magic*, *suggestion* (DC 28), *symbol of death* (DC 30), *symbol of pain* (DC 27), *tongues* (self only), *true seeing*, *unhallow*, *unholy aura* (DC 30), *unholy blight* (DC 26), *wall of fire*; 1/day—*feeblemind* (DC 29). Caster level 35th. The save DCs are Charisma-based.

Spells: Orcus casts spells as a 20th-level necromancer and a 15th-level cleric. His opposed schools are the schools of enchantment and illusion. He has access to the domains of Death, Destruction, and Evil. The save DCs are Intelligence-based (for his necromancer spells) and Wisdom-based (for his cleric spells).

Typical Necromancer Spells Prepared (5/8/7/7/7/6/6/6/6; save DC 19 + spell level): 0—*acid splash*, *arcane mark*, *dancing lights*, *disrupt undead*, *touch of fatigue*; 1st—*cause fear*, *chill touch*, *grease*, *hold portal*, *obscuring mist*, *ray of enfeeblement* (x3); 2nd—*false life*, *flaming sphere*, *ghoul touch*, *gust of wind*, *scare*, *scorching ray*, *spectral hand*; 3rd—*gaseous form*, *gentle repose*, *halt undead*, *haste*, *ray of exhaustion* (x2), *vampiric touch*; 4th—*animate dead*, *bestow curse*, *enervation* (x2), *ice storm*, *shout*, *wall of fire*; 5th—*blight*, *cloudkill* (x2), *cone of cold*, *magic jar*, *symbol of pain*, *waves of fatigue*; 6th—*acid fog*, *circle of death* (x2), *create undead* (x2), *eyebite*; 7th—*control weather*, *finger of death* (x2), *spell turning*, *waves of exhaustion*, *limited wish*; 8th—*create greater undead*, *horrid wilting* (x3), *polar ray*, *iron body*; 9th—*energy drain* (x2), *meteor swarm*, *soul bind*, *wail of the banshee*, *wish*.

Unholy Cleric Spells Prepared (6/8/7/7/6/6/4/3/2; save DC 19 + spell level): 0—*create water*, *guidance*, *inflict*

minor wounds, *light*, *resistance*, *virtue*; 1st—*bane*, *command*, *detect undead*, *doom*, *entropic shield*, *inflict light wounds* (x3); 2nd—*bull's strength*, *death knell*, *inflict moderate wounds* (x3), *shatter*, *silence*; 3rd—*bestow curse* (x2), *blindness/deafness*, *contagion*, *inflict serious wounds* (x2), *protection from energy*; 4th—*death ward*, *dimensional anchor*, *divine power*, *inflict critical wounds* (x2), *spell immunity*; 5th—*break enchantment*, *dispel good*, *dispel law*, *slay living* (x2), *scrying*; 6th—*geas/quest*, *harm*, *mass inflict moderate wounds* (x2); 7th—*mass inflict serious wounds*, *repulsion*, *word of chaos*; 8th—*cloak of chaos*, *mass inflict critical wounds*.

Domain Spells (Death, Destruction, Evil): 1st—*cause fear*; 2nd—*animate dead*; 3rd—*magic circle against good*; 4th—*death ward*; 5th—*dispel good*; 6th—*create undead*; 7th—*destruction*; 8th—*create greater undead*.

Epic Spells (4/day; save DC 29): *Mummy dust*, *peripety*, *ruin*.

Summon Demons (Sp): Three times per day, Orcus can automatically summon one balor, 1d3 nalfeshnees, or 1d4 mariliths. This ability is the equivalent of a 9th-level spell.

Summon Undead (Sp): As their prince, Orcus can automatically summon up to 100 HD of any type of undead each day. This ability is the equivalent of a 9th-level spell.

Speak with Dead (Su): Orcus can *speak with dead*, as the spell (caster level 35th). This ability is always active and can be negated or dispelled, but Orcus can restart it again as a free action on his next turn.

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

Wand of Orcus: Mighty Orcus wields a huge black skull-tipped rod that functions as a Large +5 *unholy greatclub*. It slays any living creature it touches if the target fails a DC 40 Fortitude save. Orcus, can at will, shut this ability off so as to allow his wand to pass into the Material Plane (and usually into the hands of one of his servants). Further, the Wand has the following powers: 3/day—*animate dead*, *deeper darkness*, *desecrate*, *fear*, and *unhallow*; 2/day—*blasphemy* and *unholy aura*. Caster Level 20th; save DC 25 + spell level.

Servants of Orcus

The followers of the Prince of Undead are clerics and adepts that venerate death, sorcerers and wizards fascinated with death, and half-fiend variants of the aforementioned creatures. His followers are most often clerics, necromancers, and sorcerers. Followers of Orcus are known as Disciples of Orcus and must sign a pact of evil. Disciples of Orcus can receive spells from Orcus and are granted access to the domains of Chaos, Death, Destruction, Evil, and War (a cleric can choose any two of these domains).

The Ravager

| | Ravager Spawn (crawler) Huge Magical Beast | Ravager Spawn (brawler) Huge Magical Beast | Ravager Spawn (flier) Huge Magical Beast |
|-----------------------------|--|--|--|
| Hit Dice: | 16d10+160 (248 hp) | 16d10+112 (200 hp) | 16d12+112 (200 hp) |
| Initiative: | +5 | +5 | +8 |
| Speed: | 40 ft. (8 squares), burrow 10 ft. | 50 ft. (10 squares) | 20 ft. (4 squares), fly 100 ft. (good) |
| Armor Class: | 27 (-2 size, +5 Dex +24 natural), touch 13, flat-footed 22 | 27 (-2 size, +5 Dex +24 natural), touch 13, flat-footed 22 | 30 (-2 size, +8 Dex +24 natural), touch 16, flat-footed 22 |
| Base Attack/Grapple: | +16/+33 | +16/+36 | +16/+33 |
| Attack: | Bite +23 melee (3d8+9/x3) | Bite +26 melee (3d6+12/x3) | Bite +23 melee (3d6+9/x3) |
| Full Attack: | Bite +23 melee (3d8+9/x3), 4 claws +21 melee (2d8+4/18-20) | Bite +26 melee (3d6+12/x3), 2 claws +24 melee (1d12+6/15-20) | Bite +23 melee (3d6+9/x3), 2 claws +21 melee (1d12+4/18-20) |
| Space/Reach: | 15 ft./10 ft. | 15 ft./15 ft. | 15 ft./10 ft. |
| Special Attacks: | — | — | — |
| Special Qualities: | Damage reduction 16/epic, darkvision 120 ft., death resistance, energy resistance 5, form shifting, low-light vision, magic disruption 5%, regeneration 5, scent, tremorsense 60 ft., vampiric healing | Damage reduction 16/epic, darkvision 120 ft., death resistance, energy resistance 5, form shifting, low-light vision, magic disruption 5%, regeneration 5, scent, vampiric healing | Damage reduction 16/epic, darkvision 120 ft., death resistance, energy resistance 5, form shifting, low-light vision, magic disruption 5%, regeneration 5, scent, vampiric healing |
| Saves: | Fort +22, Ref +15, Will +14 | Fort +19, Ref +15, Will +14 | Fort +19, Ref +18, Will +14 |
| Abilities: | Str 28, Dex 20, Con 30, Int 5, Wis 25, Cha 18 | Str 34, Dex 20, Con 24, Int 5, Wis 25, Cha 18 | Str 28, Dex 26, Con 24, Int 5, Wis 25, Cha 18 |
| Skills: | Listen +16, Spot +17 | Listen +16, Spot +17 | Listen +16, Spot +17 |
| Feats: | Cleave, Combat Reflexes, Great Fortitude, Improved Natural Attack (bite) (b), Improved Natural Attack (claw) (b), Iron Will, Multiattack, Power Attack | Awesome Blow (b), Cleave, Combat Reflexes, Great Fortitude, Improved Critical (claw) (b), Iron Will, Multiattack, Power Attack | Cleave, Combat Reflexes, Flyby Attack (b), Great Fortitude, Hover (b), Iron Will, Multiattack, Power Attack |
| Environment: | Any | | |
| Organization: | Solitary or brood (2-8) | | |
| Challenge Rating: | 20 | | |
| Treasure: | None | | |
| Alignment: | Always neutral | | |
| Advancement: | 17-29 HD (huge) | | |
| Level Adjustment: | — | | |

The ravager has three possible forms, and corresponding descriptions:

Crawler: *This enormous creature stands 18 feet high at the shoulders and has a body 30 feet long. Its body is long and narrow, with eight stubby legs ending in ebony claws the size of large falchions. Its mouth is filled with sharp black teeth, and its eyes are jet-black orbs the size of dinner platters, set above a delicate muzzle like that of a bulldog. The body is hairless, covered with a thick, leathery crimson hide.*

Brawler: *Towering 35 feet high is a massive, apelike creature, resting on two sets of powerfully muscled legs. A third set of arms, thick and corded with muscle, bulges out from its massive shoulders, ending with massive black claws. The mouth is filled with jagged black teeth, and glistening black eyes are set over a wide muzzle. Its skin is deep red, somewhat lighter on the underbelly.*

Flier: *With a crack and boom, this creature spreads a pair of great leathery wings over 50 feet in span. Its body is lean*

and covered with rippling muscle beneath a thick, leathery crimson hide. Its claws and teeth are black, as are its eyes.

The Ravager was created eons ago by a primeval race of beings who believed in the unity of three forces: body, mind, and spirit. In their ongoing war with another race of savages, they created several weapons of terrible power. The greatest of these is the living beast known only as the Ravager.

This beast was given incredible vitality, and the power to manipulate its own body to assume a form most advantageous to it: a crawling weasel-like form that can burrow, a hulking apelike humanoid form with greater reach and strength, and a winged form to allow it greater mobility and agility.

After being used once or twice on the battlefield, those who created it realized its awesome danger and contained it in the strongest prison they could devise, suspended in time until it would once again be needed.

| | Ravager (crawler) Gargantuan Magical Beast | Ravager (brawler) Gargantuan Magical Beast | Ravager (flier) Gargantuan Magical Beast |
|-----------------------------|---|---|---|
| Hit Dice: | 30d10+540 (705 hp) | 30d10+330 (495 hp) | 30d12+330 (495 hp) |
| Initiative: | +7 | +7 | +14 |
| Speed: | 50 ft. (8 squares), burrow 20 ft. | 70 ft. (14 squares) | 20 ft. (4 squares), fly 140 ft. (good) |
| Armor Class: | 45 (-4 size, +7 Dex +32 natural), touch 13, flat-footed 38 | 45 (-4 size, +7 Dex +32 natural), touch 13, flat-footed 38 | 52 (-4 size, +14 Dex +32 natural), touch 20, flat-footed 38 |
| Base Attack/Grapple: | +30/+57 | +30/+62 | +30/+57 |
| Attack: | Bite +41 melee (6d6+9/x3) | Bite +46 melee (3d8+12/x3) | Bite +41 melee (3d8+9/x3) |
| Full Attack: | Bite +41 melee (6d6+15/x3), 4 claws +39 melee (4d6+7/18-20) | Bite +46 melee (3d8+20/x3), 2 claws +44 melee (2d8+10/18-20) | Bite +41 melee (3d8+15/x3), 2 claws +39 melee (2d8+7/18-20) |
| Space/Reach: | 20 ft./15 ft. | 20 ft./20 ft. | 20 ft./15 ft. |
| Special Attacks: | Trample 4d6+22 | Trample 2d8+30 | Snatch (as feat) |
| Special Qualities: | Damage reduction 30/epic, darkvision 120 ft., death resistance, energy resistance 20, form shifting, low-light vision, magic disruption 20%, regeneration 20, scent, tremorsense 60 ft., vampiric healing | Damage reduction 30/epic, darkvision 120 ft., death resistance, energy resistance 20, form shifting, low-light vision, magic disruption 20%, regeneration 20, scent, vampiric healing | Damage reduction 30/epic, darkvision 120 ft., death resistance, energy resistance 20, form shifting, low-light vision, magic disruption 20%, regeneration 20, scent, vampiric healing |
| Saves: | Fort +47, Ref +24, Will +19 | Fort +40, Ref +24, Will +19 | Fort +40, Ref +31, Will +19 |
| Abilities: | Str 40, Dex 24, Con 46, Int 6, Wis 25, Cha 24 | Str 50, Dex 24, Con 32, Int 6, Wis 25, Cha 24 | Str 40, Dex 38, Con 32, Int 6, Wis 25, Cha 24 |
| Skills: | Listen +20, Spot +27 | Listen +20, Spot +27 | Listen +20, Spot +27 |
| Feats: | Cleave, Combat Reflexes, Great Cleave, Great Fortitude, Improved Natural Armor x4, Improved Natural Attack (bite) (b), Improved Natural Attack (claw) (b), Iron Will, Multiattack, Power Attack | Awesome Blow (b), Cleave, Combat Reflexes, Great Cleave, Great Fortitude, Improved Critical (claw) (b), Improved Natural Armor x4, Iron Will, Multiattack, Power Attack | Cleave, Combat Reflexes, Flyby Attack (b), Great Cleave, Great Fortitude, Hover (b), Improved Natural Armor x4, Iron Will, Multiattack, Power Attack |
| Environment: | Any | | |
| Organization: | Solitary | | |
| Challenge Rating: | 30 | | |
| Treasure: | None | | |
| Alignment: | Always neutral | | |
| Advancement: | 31-44 HD (gargantuan), 45+ HD (colossal) | | |
| Level Adjustment: | — | | |

However, due to the subsequent influence of Orcus near the vault where the Ravager was contained, the wards were damaged, and a taint of evil infected its quarantine. This has resulted in it reproducing asexually, and has granted the ravager an astonishing capacity for growth. For every week that it lives, it permanently gains 1 hit die. There is no known limit to how far this advancement can go before it either devastates the planet it lives on or collapses under its own weight.

Combat

The ravager has a simple agenda when entering battle—inflict the maximum amount of damage on its enemies in the shortest amount of time. It relies on its incredible healing powers to protect it from any damage it receives. The Ravager is intelligent enough to target those individuals capable of hurting it, and to flee if badly injured in a manner it cannot easily recover from.

Trample (Ex): Reflex save DC 40 half in crawler form, DC 45 in brawler form. The save DC is Strength-based. The ravager gains its vampiric healing ability on this damage where appropriate.

Damage Reduction (Ex): Only artifacts and epic-level weapons can bypass the ravager's damage reduction.

Death Resistance (Ex): The ravager possesses an innate resistance to effects that would kill or permanently incapacitate it, including petrification and imprisonment. Against such effects it is considered to automatically make any required saving throws. It is also immune to all energy level damage and drain.

Energy Resistance (Ex): The ravager possesses energy resistance against all forms of energy attack (fire, cold, electricity, acid, and sonic).

Form-Shifting (Ex): The ravager can physically alter its physiology to take on one of the three listed forms: the crawler, the brawler, or the flier. Doing so takes one minute, and during this period it cannot take any other actions, though it is not considered helpless.

Magic Disruption (Su): Every time the ravager comes into contact with a spell or spell-like or supernatural effect, there is a percent chance as indicated above that the magic does not affect it. In the case of ongoing effects, a new check is made each round.

Regeneration (Ex): The ravager and its brood treat all damage as subdual, except damage from epic-level weapons and artifacts.

Vampiric Healing (Su): Whenever the ravager hits with a melee attack, it is healed hit points equal to half the damage it inflicts on its opponent. This ability cannot

heal it above its natural maximum hit points. This ability extends to its trample special attack, where applicable.

Ravager's Spawn

The juvenile form of the Ravager possess many of the abilities of their parent, but are far weaker and smaller. Nevertheless, they are fearsome opponents.

Shadow Hunter

| | Hatchling Large Magical Beast | Adult Huge Magical Beast |
|-----------------------------|---|---|
| Hit Dice: | 5d10+10 (37 hp) | 8d10+32 (76 hp) |
| Initiative: | +3 (Dex) | +2 (Dex) |
| Speed: | 30 ft., climb 30 ft., swim 30 ft. | 30 ft., climb 20 ft., swim 30 ft. |
| Armor Class: | 17 (-1 size, +3 Dex, +5 natural) | 18 (-2 size, +2 Dex, +8 natural) |
| Base Attack/Grapple: | +5/+12 | +8/+23 |
| Attack: | Bite +7 melee (1d6+4 plus poison) | Bite +13 melee (1d8+10 plus poison) |
| Full Attack: | Bite +7 melee (1d6+4 plus poison) | Bite +13 melee (1d8+10 plus poison) |
| Space/Reach: | 10 ft./5 ft. | 15 ft./10 ft. |
| Special Attacks: | Improved grab, poison | Improved grab, poison |
| Special Qualities: | Scent, tremorsense, hunt by smell, shadowblend | Scent, tremorsense, hunt by smell, shadowblend |
| Saves: | Fort +6, Ref +7, Will +3 | Fort +10, Ref +8, Will +4 |
| Abilities: | Str 16, Dex 17, Con 15, Int 5, Wis 14, Cha 3 | Str 24, Dex 15, Con 19, Int 5, Wis 14, Cha 3 |
| Skills: | Balance +11, Climb +11, Hide +7*, Listen +8, Spot +12 | Balance +10, Climb +15, Hide +8*, Listen +8, Spot +12 |
| Feats: | Ability Focus (poison), Alertness | Ability Focus (poison), Alertness, Skill Focus (Hide) |
| Environment: | Underground | Underground |
| Organization: | Solitary or nest (2-12) | Solitary, pair or trio |
| Challenge Rating: | 5 | 8 |
| Treasure: | Standard | Standard |
| Alignment: | Always neutral | Always neutral |
| Advancement: | 6-7 HD (Large) | 9-14 HD (Huge) |
| Level Adjustment: | — | — |

The shadow hunter is a great, dark serpent that dwells in the deep caverns beneath the earth, where it hunts drow and other medium to large-sized creatures. An adult specimen is over 40 feet long and nearly five feet thick in its midsection. In full light it is covered with nonreflective black scales, and its underbelly is the dark red of clotted blood. Shadow hunters have the ability to blend into shadows, to protect themselves from molestation while digesting a meal, and to more successfully stalk prey. Unlike normal snakes, shadow hunters often work in groups of two or three to corner prey in passages.

Combat

Shadow hunters are sly but aggressive hunters, scenting prey and then stalking it. They usually know the region where they live fairly well, and often work with other shadow hunters to pin down prey. They are particularly fond of drow, but eat any small to large-sized creature as long as it is living, organic, and animal-based (i.e., not plant or fungus). When they attack, they strike and envenom their prey, holding on and chewing their poison

into their foe until it stops struggling. If there is more than one foe present, they instead release the poisoned prey and lash out at anyone else who attacks them, returning to eat when they have driven off their disturbers.

Improved grab (Ex): A shadow hunter that strikes in combat may make a grapple check. This grapple does not provoke an attack of opportunity. If they hit they can hold on, doing bite damage and injecting their venom each round.

Poison (Ex): Fort save DC 16 (hatchling) or 20 (adult); initial damage 2d6 Con and distress (if the optional snake venom rules from the *Tome of Horrors* by *Necromancer Games* are employed); onset time 1 minute; secondary damage 2d6 Con.

Shadowblend (Su): When in any lighting conditions less than full daylight (or a *daylight* spell), the shadow hunter can blend in with surrounding shadows, giving it 40% concealment.

Hunt by smell (Ex): The shadow hunter can Track by scent as if it had that feat, but uses its Spot score in place of Survival when tracking.

Skills: Shadow hunters receive a +8 racial bonus to Balance, and a +4 racial bonus to Hide, Listen and Spot skills. Due to its natural Climb speed it also receives a +8 racial bonus to Climb.

*The shadow hunter receives a +8 circumstance bonus to Hide checks in dark or shadowy environments, due to the light-absorbing properties of its scales.

Skeleton, Black

Medium Undead

| | |
|-----------------------------|--|
| Hit Dice: | 6d12 (39 hp) |
| Initiative: | +4 |
| Speed: | 40 ft. (8 squares) |
| Armor Class: | 20 (+4 Dex, +6 natural), touch 14, flat-footed 16 |
| Base Attack/Grapple: | +3/+3 |
| Attack: | Short sword +6 melee (1d6, 19-20/x2 plus see below) or claw +7 melee (1d4 plus see below) |
| Full Attack: | 2 short swords +6 melee (1d6, 19-20/x2 plus see below) or 2 claws +7 melee (1d4 plus see below) |
| Space/Reach: | 5 ft./5 ft. |
| Special Attacks: | Frightful presence, Strength damage |
| Special Qualities: | Damage reduction 10/bludgeoning and magic, darkvision 60 ft., +4 turn resistance, undead traits |
| Saves: | Fort +2, Ref +6, Will +5 |
| Abilities: | Str 11, Dex 19, Con —, Int 13, Wis 10, Cha 14 |
| Skills: | Climb +6, Escape Artist +10, Hide +10, Jump +9, Listen +5, Move Silently +10, Search +7, Spot +6 |
| Feats: | Two-Weapon Fighting, Weapon Finesse, Weapon Focus (short sword) |
| Environment: | Underground |
| Organization: | Any |
| Challenge Rating: | 5 |
| Treasure: | Standard |
| Alignment: | Always chaotic evil |
| Advancement: | 7-9 HD (Medium); 10-18 HD (Large) |
| Level Adjustment: | — |

Black skeletons were first encountered in Rappan Athuk (see the modules, *Rappan Athuk* from *Necromancer Games*). Much more powerful than standard skeletons, these minions of evil are often employed as guardians or protectors to keep sealed some ancient knowledge best left undiscovered. They are intelligent monsters and are not subject to the mindless commands that can be given to such undead as skeletons or zombies. They have a clear mind, and sometimes go against the commands and wishes of those they serve, if it benefits the black skeleton in question.

Black skeletons are the remnants of living creatures slain in an area where the ground is soaked through with evil. The bodies of fallen heroes are contaminated and polluted

by such evil and within days after their death, the slain creatures rise as black skeletons, leaving their former lives and bodies behind. Black skeletons are intelligent and do maintain some memories of their former lives.

A black skeleton is a 6-foot tall skeleton with glistening, black bones, seemingly constructed of blackened steel. Small red pinpoints of light burn in its hollowed eye sockets. Black skeletons wear any clothes or armor they had in life, and some still carry their gear or weapons (most discard their weapons in favor of two short swords as soon as they can).

Black skeletons speak Common and Abyssal (leading some to believe that the evil that first created these creatures was the product of the demon prince Orcus).

Combat

Black skeletons attack with two short swords in battle with little more than the intention of cutting their foes to pieces. They are intelligent opponents and will use tactics during battle, often sending several of their number against a foe's front, while the others move into position to flank their adversaries. Black skeletons are smart enough to know when the battle is lost and withdraw from combat, though rarely. Most simply fight to the death, driven by some unseen hatred for the living. (Black skeletons suffer a -2 penalty to their primary hand and offhand weapon for fighting with two weapons; the penalty is already included in the statistics block above.)

Frightful Presence (Ex): The mere presence of a black skeleton is unsettling to foes, especially when the skeleton shrieks. Creatures within 60 feet and with less HD than the black skeleton that hear it must make a successful Will save (DC 15) or become panicked for 4d6 rounds. If the save succeeds, that creature is immune to the frightful presence of that black skeleton for one day. The save DC is Charisma-based.

Strength Damage (Su): Good-aligned creatures hit by a black skeleton (either by a weapon or natural attack) must make a successful Fortitude save (DC 15) or take 1d3 points of Strength damage. The save DC is Charisma-based. This effect is a function of the black skeleton itself, not its short swords.

Undead Traits (Ex): Immune to mind-influencing effects (charms, compulsions, phantasms, patterns, and morale effects), poison, *sleep*, paralysis, stunning, disease, and death effects. Not subject to critical hits, nonlethal damage, ability damage, ability drain, energy drain, death from massive damage, exhaustion, fatigue, or any effect that requires a Fortitude save (unless the effect works on objects). Cannot heal damage on its own if it has no Intelligence score; can be healed by negative energy. Cannot be raised or reincarnated, resurrection works if the creature is willing.

Stone Treant

Huge Elemental [earth]

| | |
|-----------------------------|---|
| Hit Dice: | 21d8+210 (304 hp) |
| Initiative: | -2 |
| Speed: | 30 ft., burrow 5 ft. |
| AC: | 21 (-2 size, -2 Dex, +25 natural), touch 6, flat-footed 21 |
| Base Attack/Grapple: | +15/+35 |
| Attack: | slam +26 melee (3d8+12) |
| Full Attack: | 6 slams +26 melee (3d8+12) |
| Space/Reach: | 15 ft./15 ft. |
| Special Attacks: | Acidic blood, trample (3d8+18) |
| Special Qualities: | Damage reduction 10/slashing and adamantine, darkvision 60 ft., elemental traits, radial symmetry, spell resistance 31, tremorsense 120 ft. |
| Saves: | Fort +22, Ref +7, Will +12 |
| Abilities: | Str 35, Dex 6, Con 30, Int 10, Wis 16, Cha 12 |
| Skills: | Hide +2*, Listen +24, Move Silently +10. |
| Feats: | Blind-Fight, Cleave, Improved Sunder, Iron Will, Lightning Reflexes, Power Attack, Stealthy, Weapon Focus (slam). |
| Environment: | Underground |
| Organization: | Solitary or grove (2-16) |
| Challenge Rating: | 14 |
| Treasure: | Standard |
| Alignment: | Always neutral |
| Advancement: | 22-26 HD (huge); 27-35 HD (gargantuan) |
| Level Adjustment: | — |

This creature looks much like an animated sculpture of a tree. It has a thick, corrugated hide of barklike stone, with many thick branches. It travels along on clusters of humping and twining stone roots. It possesses no discernible face.

The stone treant is a variant of the treant native to the elemental plane of earth. They are very rare even there, located in isolated pockets in the plane where they tend groves of crystals and natural gem outcroppings. Knowledge of their existence has been all but lost, as has the ritual of summoning and binding them into service.

A stone treant stands 20-30 feet tall, with a trunk about 4 feet in diameter. It weighs close to 10,000 pounds.

Stone treants are intelligent, and speak Terran. They generally do not bother to communicate with non-earth elemental beings, however.

Combat

The stone treant typically charges into melee, trampling opponents on its first rush, then flailing about with its stone branches until cut down.

Acidic Blood (Ex): Anyone striking the stone treant with a piercing or slashing attack and inflicting damage releases a gout of acidic blood, which causes 5d4 points of acid damage to the person who struck it. A Reflex save (DC 20) reduces this damage by half. The blood becomes inert one round after leaving the elemental's body.

Trample (Ex): Reflex half DC 32. The save DC is Strength-based.

Radial Symmetry (Ex): Because of its shape, the stone treant can bring no more than four of its slam attacks to bear on any one target. However, it also perceives the area around it equally well, and thus it cannot be flanked.

Skills: *Stone treants gain a +6 racial bonus on Hide checks in stony underground areas.

Water Weird

Large Elemental (Water)

| | |
|-----------------------------|---|
| Hit Dice: | 6d8+12 (39 hp) |
| Initiative: | +7 |
| Speed: | 30 ft. (6 squares) |
| Armor Class: | 17 (-1 size, +3 Dex, +5 natural), touch 12, flat-footed 14 |
| Base Attack/Grapple: | +4/+10 |
| Attack: | Slam +6 melee (1d8+3) |
| Full Attack: | Slam +6 melee (1d8+3) |
| Space/Reach: | 10 ft./5 ft. |
| Special Attacks: | Control water elemental, drench, improved grab |
| Special Qualities: | Damage reduction 5/bludgeoning, darkvision 60 ft., elemental traits, resistance to fire 10, reform body, transparency, vulnerabilities, water mastery |
| Saves: | Fort +7, Ref +5, Will +4 |
| Abilities: | Str 15, Dex 17, Con 14, Int 12, Wis 14, Cha 11 |

| | |
|--------------------------|--|
| Skills: | Hide +5, Listen +10, Move Silently +11, Spot +10 |
| Feats: | Alertness, Improved Initiative, Weapon Finesse |
| Environment: | Any aquatic |
| Organization: | Solitary or gang (2-4) |
| Challenge Rating: | 4 |
| Treasure: | Standard |
| Alignment: | Always chaotic evil |
| Advancement: | 4-7 HD (Large); 8-9 HD (Huge) |
| Level Adjustment: | — |

The water weird is an evil watery, snake-like creature summoned to the Material Plane by an evil spellcaster. They are often employed as guards to watch over the spellcaster or his belongings. When summoned, a water weird appears in a large pool of water where it makes its lair. It cannot leave this pool.

The water weird appears as a 10-foot long (or longer) snake-like creature composed entirely of water. Other than its snake-like body, its only distinguishing features are its slitted eyes and its large mouth.

Water weirds hate all living non-water-based creatures and attack them on sight. Though intelligent, water weirds never speak, at least to those of any other race. Whether they communicate with one another is completely unknown.

Combat

A water weird lies in wait in its pool, waiting for its prey to pass by. When a potential target comes within range, the water weird lashes out, attempting to wrap itself around its prey and drag it into its pool where it attempts to drown its foe.

Control Water Elemental (Ex): The water weird has the ability to take control of a water elemental (only an actual water elemental, not any elemental with the water subtype) that is within 30 feet by succeeding on a DC 10 Intelligence check. If the elemental is being controlled by another creature, the water weird and current controller make opposed Intelligence checks with the one rolling highest gaining control of the elemental for that round.

Drench (Ex): A water weird's touch puts out torches, campfires, exposed lanterns, and other open flames of nonmagical origin if these are of Medium size or smaller. The creature can dispel magical fire it touches as *dispel magic* (caster level equals the water weird's HD).

Improved Grab (Ex): To use this ability, the water weird must hit a creature up to one size larger with its 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, the water weird establishes a hold and drags the victim underwater where it attempts to drown it.

Elemental Traits (Ex): Immune to poison, *sleep*, paralysis, and stunning. Not subject to critical hits; cannot be flanked; cannot be raised or resurrected, though a *limited wish*, *wish*, *miracle*, or *true resurrection* spell can restore it to life.

Reform Body (Ex): When reduced to 0 hit points or less, the water weird collapses back into the water. Two rounds later, it reforms at full strength (minus any damage suffered from a *purify food and drink* spell).

Transparency (Ex): A water weird is effectively invisible in water until it attacks.

Vulnerabilities (Ex): Cold-based effects *slow* the water weird as the spell of the same name for a number of rounds equal to the caster's level. A *purify food and drink* spell deals 1d4 points of damage per caster level (maximum 10d4) to the water weird. These hit points are not regained when the water weird reforms.

Water Mastery (Ex): A water weird gains a +1 bonus on attack and damage rolls if both it and its opponent are touching water. If the opponent or water weird is touching the ground, the water weird suffers a -4 penalty on attack and damage. (These modifiers are not included in the statistics block.)

Witchlight

Fine Fey

Hit Dice: 1/2 d6-2 (1 hp)
Initiative: +3 (Dex)
Speed: fly 30 ft. (perfect)
AC: 21 (+8 size, +3 Dex), touch 21, flat-footed 18

Base Attack/Grapple: +0/-21

Attack: +11 melee touch (0 damage)

Full Attack: +11 melee touch (0 damage)

Space/Reach: 0 ft./0 ft.

Special Attacks: Spell-like abilities (elders only)

Special Qualities: Low-light vision, glimmer

Saves: Fort -2, Ref +5, Will +3

Abilities: Str 1, Dex 16, Con 6, Int 1, Wis 13, Cha 12

Skills: Hide +19, Listen +4, Spot +4

Feats: Alertness

Environment: Temperate and warm forests

Organization: Solitary, cluster (2-6), or swarm (7-30)

Challenge Rating: 0 common, 1/4 elder

Treasure: None

Alignment:

Always neutral (or usually neutral for Int3 elder witchlights)

Advancement:

1 HD Elder (Fine)

Level Adjustment:

—

These fey, when young, resemble caterpillars or worms 1/2 inch long with miniscule elven faces. Once they mature they resemble tiny elves no larger than a fat housefly, with mothlike wings on their backs. They emit a beautiful pastel glow, and when doing so at night they appear to be no more than bobbing globes of soft light.

Witchlights are a race of diminutive fey that are raised and bred by pixies and other sylvan creatures to provide illumination and atmosphere to their events.

Witchlights are born in midsummer in a larval state, and subsist on plantlife. In autumn they spin cocoons for themselves in which they ride out the winter, hatching in early spring in their adult form. As adults, their beating wings release thousands of tiny spores, which must come into contact with collected flower pollen and moonbeams to germinate into eggs. Adult witchlights have little defense against cold,

however, and in all but the warmest climes they die once autumn begins.

Fey creatures often breed witchlights, dusting their spores with various pollen types to produce witchlights of different hues. As germinated pollen glows with tiny pinpricks of light, fey may also do this to create an enchanting glow or glittering effect on plants in their forests and meadows.

Combat

Witchlights have no combat capabilities whatsoever, and so are very skittish around strangers. If a potentially hostile creature approaches, they will extinguish their lights and hide. Many fey use them in this manner as guards.

Glimmer (Su): Witchlights produce a luminance in their larval stage equal to a candle in brightness; in their adult form, this light is of half torch strength, illuminating up to a 10-foot radius. Witchlights can produce or extinguish this light as a free action, once per round, and may control the strength of the light as well. The glimmer is a steady, soft glow, and may be silvery-white or just about any color, though the fey that raise them favor soft pastel shades. Each witchlight has its own unique color, which it cannot change.

Elder Witchlights

Occasionally fey will shelter an adult witchlight that they favor throughout the winter; or in tropical climates, they may survive naturally on their own. In any case, a witchlight that sees its second year of adulthood becomes an elder, becoming a full 1 HD fey, and gaining 1 hit point for each additional year it lives until it reaches the maximum allowed by its hit dice. In addition, elder witchlights have an Intelligence of 2, and this increases again to 3 when their hit points reach maximum. The most intelligent elder witchlights have limited sentience, are able to understand fey, and may even be capable speaking a few words of it.

For every point of intelligence an elder witchlight has, it gains the ability to produce one of the following spells at will unless otherwise noted as a spell-like effect as a first level sorcerer. Spell save DC is 11 against these effects. Choose from *cure minor wounds* (once per minute only), *dancing lights*, *daze*, *flare*, *ghost sound*, *light*, *prestidigitation*, *purify food and drink* (once per hour only), or *virtue*.

Witchlight Familiars: An elder witchlight may be taken as a familiar by one with the Improved Familiar feat. The minimum level to take an elder witchlight familiar is 3rd. Elder witchlights do not gain additional spells for having their intelligence raised due to their status as a familiar.

New Prestige Class

Blood Orchid Savant

Certain blood orchids have the innate ability to channel magical energies for their own use. These creatures become known as savants, and use this prestige class to advance in their abilities. When they have reached a certain point in advancement (Level 4) they can only advance if the colony has no current grand savant.

Requirements

Race: Blood orchid

Charisma: 13+

Game Rule Information

Abilities: Charisma determines how powerful a spell a blood orchid savant can cast, how many spells it can cast per day, and how hard those spells are to resist. To cast a spell, the savant must have a Charisma score of 10 plus the level of the spell. The savant gets bonus spells based on Charisma. The difficulty class of a saving throw against a savant's spells is 10 plus the spell's level plus the savant's Charisma modifier. The savant also benefits from high Dexterity and Constitution scores.

Alignment: Any (lawful evil)

Hit Die: d4

Class Skills

The savant's class skills (and the key ability for each skill) are Appraise (Int), Concentration (Con), Hide

(Dex), Intuit Direction (Wis), Knowledge (arcana) (Int), Knowledge (underground) (Int), Spellcraft (Int), and Spot (Wis).

Skill Points at Each Level: 2 + Int modifier

Class Features

Weapon and Armor Proficiency: The blood orchid savant gains no weapon or armor proficiencies of any kind.

Spells: The savant casts arcane spells in a fashion similar to sorcerers. Unlike sorcerers, however, the blood orchid savant has a set list of spells to choose from, similar to a cleric's, and must pick its spells from this list. The list provided below represents the standard savant spells; it is possible for a particular colony to have a list that varies somewhat. However, the same list is used for all savants of a single colony or brood. All spells in a particular colony's spell list are known and available to all savants within that colony (the number known does not conform to the usual number for sorcerers of the same level).

Blood Orchid Savant Spell List

0—*daze*, *dancing lights*, *detect magic*, *flare*, *light*, *mage hand*, *resistance*.

1st—*cause fear*, *detect animals or plants*, *endure elements*, *hypnotism*, *protection from good*, *shield*.

2nd—*barkskin*, *blur*, *cure light wounds*, *hold animal*, *hypnotic pattern*, *resist elements*, *scare*, *see invisibility*.

Blood Orchid Savant Prestige Class

| Level | BAB | Fort Save | Ref Save | Will Save | Special | 0 | 1 | Spells Per Day | | | |
|-------|-----|-----------|----------|-----------|-----------------|---|---|----------------|---|---|---|
| | | | | | | | | 2 | 3 | 4 | 5 |
| 1 | +0 | +0 | +0 | +2 | Special Casting | 5 | 3 | — | — | — | — |
| 2 | +1 | +0 | +0 | +3 | | 6 | 4 | — | — | — | — |
| 3 | +1 | +1 | +1 | +3 | | 6 | 5 | — | — | — | — |
| 4 | +2 | +1 | +1 | +4 | | 6 | 6 | 3 | — | — | — |
| 5 | +2 | +1 | +1 | +4 | Grand Savant | 6 | 6 | 4 | — | — | — |
| 6 | +3 | +2 | +2 | +5 | | 6 | 6 | 5 | 3 | — | — |
| 7 | +3 | +2 | +2 | +5 | | 6 | 6 | 6 | 4 | — | — |
| 8 | +4 | +2 | +2 | +6 | | 6 | 6 | 6 | 5 | 3 | — |
| 9 | +4 | +3 | +3 | +6 | | 6 | 6 | 6 | 6 | 4 | — |
| 10 | +5 | +3 | +3 | +7 | | 6 | 6 | 6 | 6 | 5 | 3 |

3rd—cure moderate wounds, dispel magic, dominate animal, hold person, slow, stinking cloud.

4th—confusion, cure serious wounds, emotion, fear, repel vermin, scrying, stonkskin.

5th—cloudkill, dominate person, hold monster, prying eyes.

Special Casting: Blood orchid savants do not cast spells in the same way most creatures do. Their spells require no verbal or material components to be cast, though somatic components (tentacle writhing) is still required.

Grand Savant

To advance beyond fourth level involves a major change in the savant's physiology. This only occurs if the blood orchid colony does not already have a grand savant.

On advancing to fifth level the blood orchid undergoes the following changes to its base stats (these include the five levels of savant):

Size—becomes Huge

Hit Dice—racial hit dice advance to 10d8 + Con modifier

Speed—becomes 5 ft., and cannot fly

AC—adds -1 to size penalty, and +3 to natural armor bonus; also adjusted for new Dexterity (see below)

Attacks—gains full use of all tentacles in melee, giving it 12 tentacle attacks in a full attack action; base damage die size increases to 1d4

Space/Reach—becomes 15 ft./15 ft.; its elongated tentacles grant it a greater reach than a creature of its size would normally possess

Special Attacks—Poison save and grapple checks should be modified for the savant's new size, ability scores, and racial hit dice; the ability damage done by its blood drain attack increases to 1d6 points per round

Special Qualities—Energy resistance increases to 15

Saves—Saves improve based on its new ability scores and racial hit dice

Abilities—The grand savant receives +8 Str, -2 Dex, and +4 Con from its size increase, and +2 Int, +2 Cha, and a further -4 Dex penalty as part of the metamorphosis. If Dexterity should drop below 4 due to these modifiers during the actual transformation, the grand savant dies.

Challenge Rating—Now 8 plus its prestige class level

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