

LEGENDS & LAIRS™

d20
system

TWISTED LORE™



A BESTIARY OF ABERRATIONS,
OOZES, AND SHAPECHANGERS

Requires the use of the
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Twisted Lore

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DEFINITION OF ABERRATION TYPE

An aberration has a bizarre anatomy, strange abilities, an alien mindset, or any combination of the three.

Hit Die: d8

Attack Bonus: As cleric (Total HD×3/4)

Good Saving Throws: Will

Skill Points: +2 per extra HD

Feats: +1 per 4 extra HD

Notes: Unless noted otherwise, aberrations have darkvision with a range of 60 feet.

DEFINITION OF SHAPECHANGER TYPE

This type of creature has a stable body but can assume other forms.

Hit Die: d8

Attack Bonus: As cleric (Total HD×3/4)

Good Saving Throws: Fortitude, Reflex, Will

Skill Points: +1 per extra HD

Feats: +1 per 4 extra HD

Notes: Unless noted otherwise, shapechangers have darkvision with a range of 60 feet.

DEFINITION OF OOZE TYPE

An ooze is an amorphous or mutable creature.

Hit Die: d10

Attack Bonus: Total HD×3/4 (as cleric)

Good Saving Throws: None

Skill Points: None

Feats: None

Notes: Oozes are immune to poison, sleep, paralysis, stunning, and polymorphing. They have no clear front or back and are therefore not subject to critical hits or flanking. Oozes are blind but have the blindsight special quality. They have no Intelligence scores and are therefore immune to all mind-influencing effects.

Oozes have no natural armor ratings. Instead, they have bonus hit points (in addition to those from Hit Dice and Constitution scores) according to size, as shown below.

Fine	+0 hp
Diminutive	+0 hp
Tiny	+0 hp
Small	+5 hp
Medium-size	+10 hp
Large	+15 hp
Huge	+20 hp
Gigantic	+30 hp
Colossal	+40 hp

WELCOME!

Fantasy Flight Games is pleased to present *Twisted Lore*, the latest softcover book in our **Legends & Lairs** line of sourcebooks for the d20 System. *Twisted Lore* is a collection of aberrations, oozes, and shapechangers suited for use by any DM.

In this book, you'll find monsters to fill many roles in your game. Each was designed for a specific purpose, explained below.

A large portion of the monsters in this book are designed as challenging encounters with lasting repercussions. These "grudge monsters" can inflict permanent harm to a party of adventurers and should be used with care. The grudge monsters in this book include: bloodgnarl tree, greater lycanthropes, lurcher, ooze queen, phantasmal jelly, poltergeist worm, sailor's bane, skywhale, and vile.

The next largest category in this book is comprised of creatures that players wish to chase down and either tame or kill. These "chase creatures" may possess particularly valuable treasure, or they may be especially suited for domestication. The guardian ooze, mana symbiote, and yeoman jelly all bond with other creatures to form beneficial partnerships, while the doppel steed and mind steed are extremely useful (if sometimes disturbing) mounts. The exocrine crawler, feign beast, gorger, and mangefolk are predators that the PCs might have to destroy to save the unwary.

There are also several creatures in this book that have adapted to fit a particular environment. These "terrain creatures" give you, as the DM, some extra alternatives when placing encounters in unusual locales. Ooze sentries, steel oozes, and waywatchers are all suited to underground encounters, while a husk by its very nature can be encountered anywhere.

A few of the monsters in this book bring a plot with them when introduced into a campaign. You can easily create an adventure around one of these "plot creatures" when short on ideas. The mind rider is useful when you need a sinister mastermind or silent invasion. Because the creature's control is addictive, its

"victims" will happily keep it secret. Swarm Drones are handy as an alien threat that transform allies into opponents while glut snails, among other things, can carry the memories of the dead.

A new type of monster in this book is the "puzzle monster." These creatures can only be effectively fought using some trick or special weapon. The pain wisp is only hurt by healing magic, while the silent snatcher can regenerate its limbs indefinitely and must be pried out of its hiding place to be killed.

Finally, one species in this book is intended for use as PCs and NPCs. The skirr are a low-powered flying race with some interesting cultural traits that players should enjoy.

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BLOODGNARL TREE

Huge Aberration

Hit Dice: 10d8+53 (98 hp)

Initiative: +1

Speed: 5 ft.

AC: 23 (-2 size, +1 Dex, +14 natural)

Attacks: 4 roots +13 melee

Damage: Root 1d6+12 and paralysis

Face/Reach: 10 ft. by 10 ft./15 ft.

Special Attacks: Improved grab, constrict, paralysis

Saves: Fort +8, Ref +4, Will +5

Abilities: Str 27, Dex 12, Con 20, Int 12, Wis 7, Cha 11

Skills: Bluff +13, Listen +12, Spot +12

Feats: Alertness, Power Attack, Toughness

Climate/Terrain: Any forest

Organization: Solitary or cluster (2–5)

Challenge Rating: 6

Treasure: Standard

Alignment: Usually evil

Advancement: 11–16 HD (Huge); 17–30 HD (Gargantuan)

Contrary to its appearance, the bloodgnarl tree is not actually a plant. From a distance the aberration appears to be a tall, warped, strangely slimy tree. It is able to move, albeit slowly, and can match its foliage to the real trees around it. It is even able to lose its leaves in the winter and regrow them in the summer if it chooses. A bloodgnarl tree stands between 20 ft. and 30 ft. tall. Its trunk and branches are covered with a thin film of dripping slime. Hanging from the bloodgnarl's trunk are one or more throbbing red sacks, each about 6 ft. long. These are digestive sacks—after the tree has incapacitated a victim, it will lower the body into these sacks to be slowly consumed by the digestive juices within, a process that can take up to 12 hours for a Medium-size creature.

The bloodgnarl tree's tentacles act as “roots.” When prospective prey moves into range, these flexible roots burst out of the ground to attack. They are covered with very fine but painful stinging hairs and can excrete a paralyzing toxin. These roots are also used to handle and wave objects to get the attention of potential victims, and the bloodgnarl is even able to pump air through them, giving it some limited ability to create sounds.

COMBAT

A bloodgnarl tree is not content to wait for prey to come within its reach; it may bait traps with

previous victims or their equipment. One of its favorite tricks is to hold up a partially digested creature's upper torso and to control it like a puppeteer, making the body appear to wave its arms and cry out for help until some hero valiantly but foolishly tries to come to the rescue.

Once a victim moves close enough, the bloodgnarl's roots erupt from the ground to grab and sting the prey. If the victim does not fall with one hit the tree uses its paralyzing toxin. Only after all combatants have been subdued does the bloodgnarl tree begin the slow process of feasting on its prey. If the paralysis wears off before the digestive process is complete the tree will give the victim another dose of toxin.

Improved Grab (Ex): A bloodgnarl tree can use its roots to grapple any enemy of up to Large size by making a successful root attack. If it gets a hold, the root can constrict.

Constrict (Ex): Once a bloodgnarl tree has made a successful grab against a creature, it can constrict. Constriction does full root damage and paralysis, if the tree so chooses.

Paralysis (Ex): When the bloodgnarl tree does root damage to an enemy it may also choose to attempt to paralyze it. Each root can produce enough venom to paralyze one Large creature, two Medium-size creatures, four Small creatures, etc., each hour. Victims of a paralysis attack must make a Fortitude saving throw (DC 17) or be paralyzed for 2d6×10 minutes.



Treasure: Standard

Alignment: Usually evil

Advancement: 8–13 HD (Medium); 13–20 HD (Large)

CURTAIN CRAWLER

Medium-Size Shapechanger

Hit Dice: 7d8+21 (53 hp)

Initiative: +6

Speed: 50 ft., climb 25 ft.

AC: 21 (+6 Dex, +5 natural)

Attacks: 2 claws +11 melee, bite +6 melee

Damage: Claw 1d6+2, bite 1d8+1

Face/Reach: 5 ft. by 5 ft./5 ft.

Special Attacks: Entangle, rend, spines

Special Qualities: Adaptive blind, spider climb, natural traps

Saves: Fort +8, Ref +11, Will +8

Abilities: Str 14, Dex 22, Con 16, Int 8, Wis 16, Cha 12

Skills: Hide +8*, Move Silently +12, Spot +8, Search +8, Wilderness Lore +7

Feats: Weapon finesse (claw, bite)

Climate/Terrain: Any

Organization: solitary or pack (2–5)

Challenge Rating: 5

Curtain crawlers are vaguely humanoid creatures covered in ridged exoskeletons. Their matte-black shells bristle with spines. They have compact triangular heads attached to slender armored necks. Eight eyes are arranged in squares on the flat planes of their skulls. These eyes glow faintly green, giving the creature a demonic appearance. Curtain crawler's claws divide into four independent digits.

Although the exoskeleton spines appear rigid, curtain crawlers can soften the tips. When softened the spines exude masses of long streamers that can vary in texture and thickness from individual silklime strands to tangled, thick cloth. The streamers take on whatever color and texture the creature desires. They can appear to be hanging moss, spider webs, vines, or even rotted curtains. Whatever the appearance, the strands retain the same strength and weight as those of a Medium-size monstrous spider (Break DC 26, 6 hit points, hardness 0). The curtain crawler can manipulate the streamers or anchor them to a nearby surface.

Curtain crawlers hunt in roving packs

of two to five mated creatures. They move into an area, establish a nest, and then systematically hunt the area until no prey remains. Once they empty an area the crawlers move on, abandoning their nest. There is a 30% chance that they also leave behind 2d10 eggs that will hatch in one year.

Curtain crawlers hunt by creating large 'net fields' of anchored streamers that they then hide within. The creatures wait for one or more targets to become entangled in the streamers, then sweep down for the kill. If the inanimate strands do not capture the prey, a crawler tries to wrap the creature with its active strands before attacking.

Crawlers' nests are constructed from streamers and loose materials in the environment. Bits of the creatures' former prey hang in the walls like grisly trophies. Any treasure the creatures possess is buried in walls and floor. Crawlers seem to have some sort of telepathic bond by which they communicate, but speak no known language.

COMBAT

Curtain crawlers rely on ambush tactics and traps to disable their prey. They attack with insane fury, fighting until killed. If possible each crawler attacks an individual target, although they will concentrate attacks on particularly tough foes.

Natural Traps (Ex): By taking a full hour each crawler can fill a 20 ft. cube with dangling streamers. These streamers act exactly like a *web* spell, automatically trapping any creatures that enter the area unaware of the danger they pose. Curtain crawlers may move through their own traps without becoming entangled. The streamers are subject to fire just as a *web* spell. Detecting a natural trap requires a Search check (DC 20) or a Spot check (DC 30) to notice that they are not natural.

If hiding in their own traps, curtain crawlers receive a +10 bonus to their Hide skill checks. If they gain a surprise round while hiding in their traps, crawlers may also make their first entanglement attack as part of any move action.

Entanglement (Ex): As a standard action crawlers can launch their streamers at a single target within 40 ft. The target must make a Reflex save (DC 16). If the target succeeds then his movement is reduced by -10 ft. per round until he removes the streamers with a standard action that does not provoke attacks of opportunity. If he fails then he is considered grappled by the strands and may take no actions

other than moving 5 ft. in any direction, attempting to make an Escape Artist or Strength check (DC 20) to break free, or attacking unarmed or with a light weapon. Attempting to escape is a full round action that may provoke attacks of opportunity.

Spider Climb (Su): Curtain crawlers can spider climb as the spell at any time.

Spines (Ex): Anyone grappling with an curtain crawler must accept a -4 penalty to his grapple check or suffer 1d6 points of piercing damage from the creature's spines.

Rend (Ex): A curtain crawler that hits with both claw attacks may rend an opponent with its powerful set of inner jaws. This automatically deals an additional 2d8+2 points of damage.

DOPPEL STEED

Large Shapechanger

Hit Dice: 4d8+12 (30 hp)

Initiative: +2 (Dex)

Speed: 60 ft. (120 ft., burrow 15 ft., climb 20 ft., fly 30 ft. (perfect), swim 30 ft.)

AC: 18 (+2 Dex, +6 natural)

Attacks: 2 hooves +6 melee, bite +1 melee

Damage: Hoof 1d8+3, bite 1d8+1

Face/Reach: 5 ft. by 10 ft./5 ft.

Special Qualities: Alter form, DR 5/-, feather fall, immunities, SR 11, scent

Saves: Fort +7, Ref +6, Will +6

Abilities: Str 16, Dex 15, Con 16, Int 5, Wis 15, Cha 8

Skills: Jump +7, Listen +6, Spot +6

Climate/Terrain: Any land and underground

Organization: Solitary

Challenge Rating: 4

Treasure: None

Alignment: Always neutral

Advancement: 5-12 HD (Large)

Originally created to give spellcasters a mount for all occasions, the doppel steed can change shape at will, being able to fly, swim, or even dig under the earth. While designed to be docile and obedient, the doppel steed can think for itself, choosing when to change form and how to avoid danger.

COMBAT

A doppel steed avoids combat if it can, but obeys the commands of its rider. The doppel steed's true value lies in its ability to take its rider nearly anywhere. Should the steed ever become separated from its rider without prior

instructions, it will immediately return to the place where it was created, waiting there for its owner to return.

Alter Form (Su): A doppel steed can alter its form at will. It is always in one of the following forms and may switch as a free action once per round.

Beast of Burden: The doppel steed's carrying capacity is doubled in this form.

Digging Claws: The doppel steed gains a burrow movement rate of 15 ft. In addition, its hoof damage increases to 1d10+3.

Skilled Leaper: The doppel steed receives a +30 bonus to all Jump checks. In addition, its jumps are no longer limited by its height.

Slippery Steed: The doppel steed is affected by a continual *freedom of movement* spell while in this form.

Spry Steed: The doppel steed receives a +10 bonus to all Balance checks in this form and gains a climb movement rate of 20 ft.

Swift Steed: The doppel steed's base speed increases to 120 ft.

Underwater Steed: The doppel steed gains a swim movement rate of 30 ft. and the ability to breathe underwater.

Winged Steed: The doppel steed gains a fly movement rate of 30 ft. (perfect).

Feather Fall (Sp): A doppel steed may cast *feather fall* once per day, as a free action, as a 12th-level sorcerer.

Immunities (Ex): Created to survive in nearly any climate, the doppel steed has cold, fire, and electricity resistance 5. In addition, a doppel steed never ages and is immune to all poisons and diseases, mundane and magical. Lastly, a doppel steed never needs to eat, sleep, or drink.

CONSTRUCTION AND TRAINING

A doppel steed costs 20,000 gp to create, including 10,000 gp for the body. First, the creator must mold the steed's body from approximately 250 lbs. of clay infused with 9,000 gp worth of assorted powdered gems. The creator must perform this task himself, and it requires a Craft (sculpture) check (DC 14).

After the body is molded, the creator performs a magical ritual that requires a 10th-level character with the Craft Wondrous Item feat and takes two weeks to complete. During this time, the caster cannot do anything but perform the ritual, eat, and sleep, or it is disrupted and the caster must begin the ritual again (although the steed's sculpted body may be used again).

Completing the ritual requires casting *poly-*



morph other, alter self, and mending on the final day of the ritual and drains 1,000 XP from the creator. The creator must cast the spells personally, but they can come from outside sources, such as scrolls.

Training a doppel steed is not necessary for the mage who creates it. However, they are made to be stubborn and resistant to anyone but their creators. Anyone succeeding at a Handle Animal check (DC 30) can approach one in the wild. If the animal does not attack or flee, the character may spend 1 week with the animal in an attempt to befriend it. After 1 week, another Handle Animal check (DC 35) is required. If successful, the animal is ready to be trained following the normal rules for animal training.

Carrying Capacity: A light load for a doppel steed is up to 250 pounds; a medium load is 250-500 pounds; and a heavy load is 500-750 pounds.

FACE HUNTER

Medium-Size Shapechanger

Hit Dice: 9d8+9 (49 hp)

Initiative: +8

Speed: 40 ft.

AC: 16 (+4 Dex, +2 natural)

Attacks: 2 claws +10 melee, or weapon
+10/+5 melee

Damage: Claws 1d6+4

Face/Reach: 5 ft. by 5 ft./5 ft.

Special Attacks: Poison

Special Qualities: Alter self, invisibility, mimic, scent, steal face, no self

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

Abilities: Str 18, Dex 19, Con 12, Int 14, Wis 14, Cha 5

Skills: Bluff +13*, Hide +9, Listen +7, Move Silently +15, Spot +7, Wilderness Lore +3

Feats: Dodge, Improved Initiative, Mobility, Spring Attack, Track

Climate/Terrain: Any land and underground

Organization: Solitary

Challenge Rating: 6

Treasure: Standard

Alignment: Usually neutral evil

Advancement:
By character class

Face hunters are muscular humanoids with blade-like claws extending from their forearms and blank planes of flesh where their faces should be.

Like a doppelganger, the face hunter can change form, but in a more limited fashion. It may only take the form of a Medium-size humanoid whose face it has "stolen." Those forms are limited in duration, however, which forces the face hunter to constantly prey on new victims in order to remain disguised. Unlike doppelgangers,

face hunters are too feral and desperate to make good assassins and spies. They live from one disguise to the next, never communicating or working with others.

COMBAT

A face hunter does not fight openly. It stalks, tricks, or otherwise separates its opponents one at a time from the group and kills them quietly and secretly. When faced with a lone but powerful foe, it will attempt to inject it with poison using spring attack, then wait for its secondary effects to make the foe immobile. If forced into a corner, the face hunter escapes as quickly as it can.

Poison (Ex): A face hunter's claws excrete a powerful, paralyzing poison: Fortitude save (DC 16); initial damage 1d6 temporary Dexterity, secondary damage 2d6 temporary Dexterity.

Steal Face (Su): Once an opponent has been rendered helpless (usually by means of the face hunter's poison), the face hunter may begin a bizarre ritual that culminates in the victim's face being ripped off and absorbed. The ritual may only be performed on live but helpless victims. Once a victim's face is stolen, the face hunter must assume that creature's form immediately. The ritual takes one full minute to complete.

Once completed, the face is permanently removed from the victim's body and every memory of the event is removed as well. Even if the victim is later brought back to life, he or she has no memory of being killed.

In addition to stealing the face, the face hunter can also take one important memory



FEIGN BEAST

Large Shapechanger

Hit Dice: 8d8+16 (52 hp)

Initiative: +7

Speed: 30 ft.

AC: 19 (+3 Dex, +6 natural)

Attacks: 4 tentacles +9 melee, bite +4 melee

Damage: Tentacles 1d8+3 and poison, bite 2d6+1 and weakness

Face/Reach: 5 ft. by 10 ft./5 ft. (10 ft. with tentacle)

Special Attacks: Constrict 1d8+3 and poison, death strike, improved grab, poison, weakness

Special Qualities: Alter self, ambush, immunities, scent

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

Abilities: Str 16, Dex 17, Con 15, Int 13, Wis 15, Cha 6

Skills: Bluff +8*, Hide +10, Listen +8, Move Silently +10, Spot +8

Feats: Alertness, Combat Reflexes, Improved Initiative

Climate/Terrain: Any land and underground

Organization: Solitary

Challenge Rating: 7

Treasure: None

Alignment: Usually neutral evil

Advancement: 9–16 HD (Large); 16–24 HD (Huge)

Often taking the form of a simple game animal or a wounded fawn, the feign beast waits for a predator to come in for the killing blow before changing in the blink of an eye into its true form—a hideously malformed creature with jagged teeth and lashing tentacles capable of stunning or slowing the swiftest of would-be hunters.

A feign beast can assume the form of nearly anything it chooses but most often appears as a wounded deer, elk, or other animal of similar size. It cannot become a smaller creature without a great deal of concentration, which weakens its fighting ability. However, that won't stop a hungry feign beast from impersonating a sick dog or pig and limping onto a farmer's land.

Feign beasts can be found nearly anywhere in the wild, but most have learned to keep away from the longbows of dedicated rangers and the magic of druids.

that distinguishes the victim, such as a cherished childhood memory or a significant event that marks the person as unique. The face hunter can choose any memory it wishes, but most often takes the most recent and most important (marriage, coronation, rescue, etc.).

Alter Self (Su): This ability works like *alter self* as cast by an 18th-level sorcerer, but the face hunter can remain in the chosen form for up to one day per Hit Die of the victim whose face it stole. When that time runs out, the face hunter is driven to hunt and steal a new identity. The face hunter may resume its natural form as a free action.

While a face hunter is mimicking another creature, it may use any of the following if they are better than its own: base movement, natural armor bonus, base attack bonus, base saving throws, special attacks, special qualities, skill ranks, feats, and spell-like abilities. It may not use the creature's hit points, ability scores, or actual spellcasting abilities.

Invisibility (Su): A face hunter may cast *invisibility* three times per day as a spell-like ability. Additionally, by remaining motionless for 1 minute, the face hunter can become *invisible* until the next time it moves. This ability does not count against its normal castings of *invisibility*.

Mimic (Su): In addition to assuming the form of anything it kills, the face hunter can also mimic the voice and mannerisms of the humanoid in question. Even those who knew the person for a lifetime have a hard time noticing a difference. The face hunter receives a +16 racial bonus to Bluff checks made to convince others of its identity, +1 for every day spent wearing its current face.

The face hunter can also mimic the sounds of any type of creature of Medium-size or smaller. It may not mimic specific voices in this way, merely the sounds and tones commonly made by a member of a particular species.

No Self (Su): Face hunters have no inherent sense of self. As such, their minds present a slippery target to most enchantments. Face hunters gain a +4 racial bonus to saves against mind-affecting magic.



COMBAT

A feign beast prefers to take the shape of a normal animal to lure hunters and predators in. It is particularly good at mimicking the sound of a wounded animal to trick adventurers and hunters into believing its disguise.

Alter Self (Su): A feign beast can assume the shape of any Small, Medium-size, or Large animal. This works like *alter self* as cast by an 18th-level sorcerer, although the feign beast can change back as a free action.

Assuming the shape of a Medium-size creature reduces the feign beast's Strength and Dexterity scores by 2 during the first round of combat as it tries to reshape properly. Assuming the shape of a Small creature reduces the feign beast's Strength and Dexterity scores by 4 for 1d3 rounds.

Adventurers that have had experience with feign beasts are allowed a Knowledge (nature) or Wilderness Lore check (DC 30) upon seeing one in animal form. Success indicates that they notice something unusual about the creature (the deer seems larger than normal or the gazelle is amazingly calm) that may alert them to its true nature.

Ambush (Ex): Feign beasts receive a +10 circumstance bonus to initiative if they take their opponents by surprise.

Death Strike (Su): A feign beast uses its tentacles to ensnare, its poison to slow, and its amazing strength to rend a creature. Once a grappled opponent is reduced to a Dexterity score of 3 or less, the feign beast may attempt a death strike as a standard action to kill its victim in one blow.

The feign beast lifts the crippled body and slaps it to the ground in one sudden move. The victim is allowed a Fortitude save (DC 20) to avoid instant death. If the victim succeeds she suffers 2d6 points of damage, but is allowed an immediate Strength check to break free. If the feign beast maintains its hold, it may attempt the death strike again the next round.

Improved Grab (Ex): To use this ability, the feign beast must hit an opponent of up to Medium-size with a tentacle attack. If it gets a hold, it can constrict for automatic tentacle damage and deal poison damage each round.

Poison (Su): Creatures struck by a tentacle are affected by a crippling poison: Fortitude save (DC 18); initial and secondary damage 1d3 points of temporary Dexterity.

Weakness (Su): Victims of a successful bite attack must succeed at a Fortitude save (DC 16) or suffer 1d4 points of temporary Strength damage.

Immunities (Su): Feign beasts are immune to cold damage and have fire and sonic resistance 5. However, feign beasts are extremely sensitive to acid and suffer double damage from acid attacks.

Skills: A feign beast gains a +6 racial bonus to all Bluff checks when impersonating a wounded animal.

GLUT SNAIL

Medium-Size Shapechanger

Hit Dice: 5d8 +10 (32 hp)

Initiative: +2

Speed: 30 ft.

AC: 12* (+2 dex)

Attacks: 1 slam +7 melee

Damage: Slam 1d6+4

Face/Reach: 5 ft. by 5 ft. / 10 ft.

Special Attacks: Constrict 2d6+4, Infiltration

Special Qualities: Armor Use, Memory absorption

Saves: Fort +4, Ref +6, Will +4

Abilities: Str 18, Dex 14, Con 14, Int 7, Wis 6, Cha 13

Skills: Disguise +4, Hide +6, Move Silently +6

Feats: Dodge, Iron Will

Climate/Terrain: Any

Organization: Solitary or clutch (2-4)

Challenge Rating: 4**

Treasure: Standard

Alignment: Always neutral evil

Advancement: 6 to 12HD (Medium)

Glut snails once strode the lands like gods, wielding psionic powers beyond measure. Now they scuttle though the shadows searching for places to hide. No longer able to walk upright on their own, these foul creatures use the armor of other races for protection and disguise.

Glut snails are a mass of wiggling, oozing white worms contracted around a central mass. Two simple eyes roll around among the strands. The mass can writhe forward with great speed and, having little rigid substance, can fit through holes as small as 1 inch across.

When it finds some sort of reasonably rigid armor (medium or heavy) the creature slips inside. It then attaches the long writhing strands of its body to the armor and manipulates it as if it were a humanoid. Its crude approximations of head, legs, and arms may pass for humanoid under dim lighting or if heavily covered with fabric. The creature's 'skin' looks like pale strips of interwoven leather that stir slightly as it breathes. It is quite warm to the touch and has a distinct fibrous texture.

These creatures suffer from constant fear and pain. When outside of armor they try to hide themselves. When inside armor they strike viciously if they feel threatened in any way. Although once a species of geniuses, glut snails now exhibit only deranged intelligence.

Glut snails speak a rudimentary form of Common. A few also know Infernal. They once possessed a language of their own but none now remember it.

COMBAT

If armored, a glut snail will fight desperately in an effort to drive its opponents away. Unarmored glut snails seek to avoid any confrontation. They only confront foes that wear medium or heavy armor and that can be taken by surprise.

If the fight goes against them the glut snails will flee rather than fight to the death. They will even abandon an egg-filled nest if necessary to save their own lives. If need be they will even abandon their precious armor.

Armor Use (Ex): Glut snails not only gain the AC bonus and

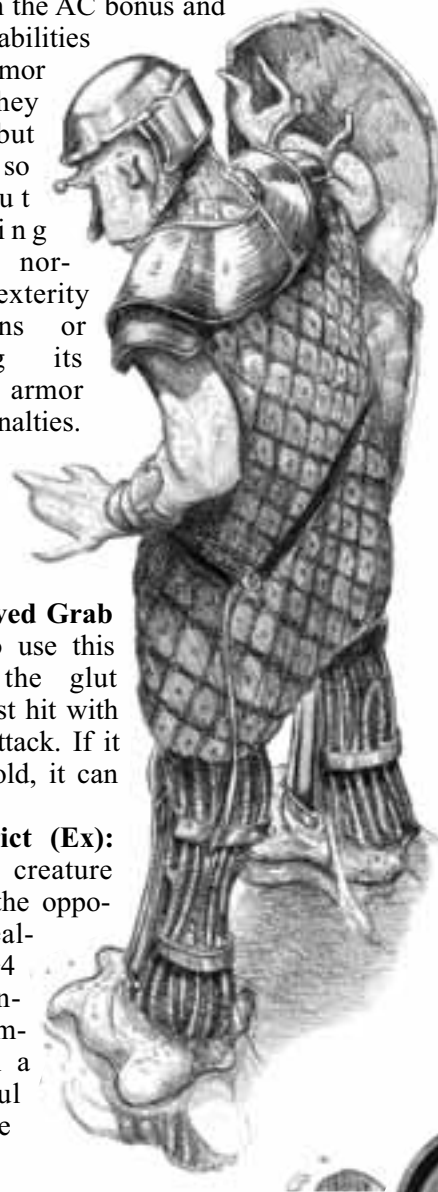
magical abilities of the armor that they wear, but may do so without suffering from its normal Dexterity limitations or incurring its normal armor check penalties.

Improved Grab

(Ex): To use this ability, the glut snail must hit with a slam attack. If it gets a hold, it can constrict.

Constrict (Ex):

The creature crushes the opponent, dealing 2d6+4 bludgeoning damage with a successful grapple check.



Infiltration (Su): Glut snails can whip their strands under a target's armor then slip the bulk of their body within. In order to initiate an infiltration the glut snail must make a successful melee touch attack against a helpless or sleeping target. If the attack succeeds the snail and the armor's inhabitant grapple until the target dies. When the target is dead, the glut snail may eject the victim's remains from the armor as a full round action. If the glut snail takes more than 10 points of damage during this conflict it immediately tries to flee.

Memory Absorption (Su): The last remnant of the glut snails' once-mighty psionic power is their ability to absorb memories from the armor they wear. By spending a full round the glut snail may gain one ability possessed by each of the armor's former wearers. The glut snail may gain any of the following: base attack bonus, class abilities, feats, racial abilities, saving throws, or the ability to cast one spell (3/day). It may not gain: ability scores, skill ranks, hit points, or racial abilities. The creature retains these abilities indefinitely.

In rare cases a particularly strong personality from the past might overwhelm the weak-willed glut snail. If any former wearer had a Charisma of 15+, the glut snail must make a Will save (DC 10 + former wearer's Charisma bonus) every day it wears the armor or become deluded into believing it really is that person. It only gains fragmented memories of that person's personality, past, and knowledge, but distinctly remembers his name and his primary goals and beliefs. The glut snail may make an Int check (DC 15) to remember specific events or thoughts. Once the creature fails the save it remains deluded until death.

**For every five levels of abilities the creature absorbs, increase its CR by +1. For instance, the ability to cast *deeper darkness* as absorbed from a 5th-level cleric would increase the glut snail's CR to 5.

GORGER

Large Aberration

Hit Dice: 4d8+12 (30 hp)

Initiative: +1

Speed: 20 ft., climb 20 ft.

AC: 18 (-1 size, +1 Dex, + 8 natural)

Attacks: Bite +7 melee, 3 claws +2 melee

Damage: Bite 2d6+4 and paralysis; claws 1d6+2

Face/Reach: 5 ft. by 10 ft./10 ft.

Special Attacks: Paralysis, improved grab, swallow whole, create spawn

Special Qualities: Darkvision 60 ft.

Saves: Fort +6, Ref +2, Will +6

Abilities: Str 18, Dex 12, Con 16, Int 7, Wis 15, Cha 5

Skills: Listen +9, Hide +4, Move Silently +5, Spot +7

Feats: Great Fortitude

Climate/Terrain: Temperate and warm marsh and underground

Organization: Solitary or cluster (2-5)

Challenge Rating: 5

Treasure: None

Alignment: Usually neutral

Advancement: 6-8 HD (Huge)

Gorgers are large aberrations found in deep humid caves or forested marshland where the light of day rarely reaches.

The body of the gorger is insectlike, with a head, thorax and abdomen. The upper half of the bulbous head is plated in translucent white chitin that forms protective ridges above the creature's four cloudy black eyes. The maw of this gluttonous monster takes up the entire lower half of its head and is comprised of two toothy tentacle flaps that overlap twin sets of mandibles and a gaping throat. The exoskeleton encasing the thorax sprouts three thin but powerful clawed appendages at equidistant points around its circumference.

Despite the horrific visage of the rest of the gorger, it is the bloated abdomen that is perhaps the most disturbing. The lower portion of the gorger resembles a giant maggot with a dozen or more tiny wriggling legs that propel it slowly across almost any surface. The segmented chitin armor that covers the abdomen, like that covering the rest of the creature, is milky and translucent. Within the abdomen, many of the gorger's internal organs are visible including its notorious digestive system and any of its gruesome contents.

COMBAT

A gorger's existence revolves around two goals: eating and spawning. Both of these events mean death to anyone unfortunate enough to cross the path of one of these ravenous creatures.

In combat a gorger likes to hang from ceilings where it can reach down to attack its prey. It will try to engage a single target with its bite attack while keeping other opponents at a distance with its large clawed appendages. When the victim of its bite is either paralyzed or grabbed, it will attempt to flee combat until it can swallow and digest its prey fully. A single gorger will return for a second victim if it was able to consume its first without sustaining substantial wounds.

Paralysis (Ex): Those hit by a gorger's bite attack must succeed at a Fortitude save (DC 17) or be paralyzed for 1d4+2 minutes.

Improved Grab (Ex): A gorger will only use this ability if it fails to paralyze a creature that it successfully bites. To use its improved grab, the gorger must hit a Medium-size or smaller creature with its bite attack. If it gets a hold, it can swallow its victim whole.

Swallow Whole (Ex): A gorger can try to swallow a grabbed or paralyzed opponent of Medium-size or smaller. Swallowing a grabbed victim requires a successful grapple check. Paralyzed victims can be swallowed automatically. Once inside, the opponent takes 2d8 points of acid damage per round in the creature's stomach. A swallowed creature that has not been paralyzed can cut its way out by using a light slashing or piercing weapon to deal 15 points of damage to the abdomen (AC 17).

The gorger's abdomen expands greatly when it swallows its prey and can hold one Medium-size, two Small, or four Tiny or smaller opponents.

Create Spawn (Ex): In most cases the gorger will fully digest those it swallows whole. From time to time, however, a humanoid victim that has survived at least four rounds in the stomach of a gorger will be chosen as a host. If the victim fails a Fortitude save (DC 18) it will be implanted with a parasitic brood. The parasite protects its host from the further effects of the gorger's stomach for up to 24 hours but causes the host to become completely immobile. At some point during this time, the embryo and its host are regurgitated with a spray of slime and gore that acts as an adhesive and hardens into a chrysalis within one minute. The slime allows the gorger to adhere its offspring high up in a tree or its cavernous lair out



of reach of potential rescuers. Over the following week, the host is kept paralyzed by the parasite as the two become dependent on each other for life. At the end of one week, a gorger larva emerges from its cocoon.

GORGER LARVA

Medium-size Aberration

Hit Dice: 1d8+3 (7 hp)

Initiative: 0

Speed: 10 ft., climb 10 ft.

AC: 13 (+3 natural)

Attacks: Slam +1 melee

Damage: Slam 1d3+1 and paralysis

Face/Reach: 5 ft. by 5 ft./5 ft.

Special Attacks: Paralysis

Special Qualities: Damage transference, host

Saves: Fort +3, Ref +0, Will +4

Abilities: Str 12, Dex 10, Con 16, Int 3,

Wis 15, Cha 5

Skills: Hide +3, Move Silently +3

Climate/Terrain: Temperate and warm marsh and underground

Organization: Solitary or nest (2–5)

Challenge Rating: 1/2

Treasure: None

Alignment: Neutral

Advancement: 2 HD (Medium)

When a gorger larva emerges from its cocoon, it is a truly disturbing sight to behold. This seven foot long larvae drips with paralytic slime and its decimated humanoid host can be seen clearly through its milky skin.

The humanoid within the gorger larva is clearly alive, although it is now merging with its aberrant parasite. The organs of the host are shared between the two creatures, pumping blood, taking breath, processing waste and numerous other functions. The gorger larva must feed in order to sustain itself and its victim. After two months of regular feeding, the larva forms a large cocoon and undergoes a week long transformation into a gorger.

COMBAT

Gorger larvae attack by slamming their bodies into their targets and inducing paralysis with their slime.

Paralysis (Ex): Those hit by a pale worm's slam attack or striking it with a natural weapon must succeed at a Fortitude save (DC 14) or be paralyzed for 1d4+2 minutes.

Damage transference (Ex): Because the gorger larva and its host are so dependent upon one another for life, half of any damage (rounded up) that is inflicted when striking a gorger larva is inflicted upon its host.

Host (Ex): Upon emerging from its chrysalis, the host within the gorger larva is conscious of its experience although completely immobile. The host is paralyzed, its Strength and Dexterity scores are reduced to 2, and all other attributes suffer a -5 penalty. If a gorger larva is slain without accidentally killing the host, the host begins to suffocate within one round unless removed. A would-be rescuer must succeed at a Strength check (DC 20) and a Fortitude save against the larva's paralytic slime. Additionally, the host must make a successful Fortitude saving throw (DC 12+1 per day since being consumed by the gorger) or die.

GREATER LYCANTHROPE

Evil lycanthropes pass down many legends to their young. Most are twisted morality tales that teach them early how to feed on the weak and instill fear in their prey. One myth, however, seems to have been more than just a story.

This story told of a world wherein the werereatures ruled over the humanoids as wolves rule over sheep. The intelligent races were the flock from which they fed at will. Then the humanoids discovered their weakness: silver. From that day forth the werereatures were relegated to creatures of stealth and darkness, preying upon the lone and weak.

Some say, however, that races of werereatures survived from those days of glory, creatures of pure blood and with a divine connection to the moon that bore them. The cut of silver is less than a nuisance to them, and even wounds from magic weapons heal immediately.

GREATER LYCANTHROPE QUALITIES

Greater lycanthropes share several traits in common, but each type is a separate race and it is not a template that may be applied to humanoids.

Alternate Form (Su): All greater lycanthropes have three forms: human, improved version of an animal, and a hybrid form of that improved version. Their gear does not change with them, but greater lycanthropes generally disdain humanoid equipment in any case. Changing forms is a move-equivalent action. Upon assuming either form, the greater lycanthrope regains hit points as if having rested for a day. A slain greater lycanthrope does not revert to its humanoid form.

A notable difference between lesser and greater lycanthropes is that greater lycanthropes retain all ability scores and special qualities regardless of their form.

Damage Reduction (Ex): A greater lycanthrope in any form gains damage reduction 25/moonblessed. Perhaps the most horrific aspect of greater lycanthropes is their immunity to the traditional silver weapon. Even magic weapons are all but useless against them. Though not commonly known greater lycanthropes do have a weakness. They may be harmed by a weapon that has been forged entirely under the light of a full moon, the greater lycanthropes' source of power.

In addition to the timing of the forging, the weapon must be blessed in a difficult, taxing

	Greater Werebat Medium-Size / Large Shapechanger	Greater Werewolf Medium-Size Shapechanger	Greater Weretiger Medium-Size Shapechanger
Hit Dice:	6d8 (27 hp)	8d8 +32 (68 hp)	11d8 +32 (80 hp)
Initiative	+10	+8	+9
Speed:	40 ft.; 40 ft., fly 20 ft. (poor) as hybrid; 20 ft., fly 60 ft. (perfect) as bat	50 ft. as human and hybrid; 60 ft. as wolf	60 ft as human or hybrid.; 70 ft. as hybrid or tiger
AC:	22 (+6 Dex, +6 natural armor); 21 (+6 Dex, +6 natural armor, -1 size) as bat.	23 (+4 Dex, +9 natural armor)	24 (+5 Dex, +9 natural armor)
Attacks:	Unarmed +6 melee; bite +10 melee, 2 claws +8 melee as hybrid or bat	Unarmed +12 melee; bite +12 melee, 2 claws +10 melee as hybrid or wolf	Unarmed +15 melee; 2 claws +15 melee, bite +13 melee as hybrid or tiger
Damage:	Unarmed 1d3+2 subdual; bite 1d8+2; claws 1d6+1	Unarmed 1d3+6 subdual; bite 1d8+6, claws 1d6+3	Unarmed 1d3+7 subdual; claws 1d8+7, bite 1d6+4
Face/Reach:	5 ft. x 5 ft./5 ft.; 5 ft. x 10 ft./5 ft. as bat	5 ft. x 5 ft./5 ft.	5 ft. x 5 ft./5 ft.
Special Attacks:	Improved grab, draping	Trip, rend	Improved grab, rake, improved pounce
Special Qualities:	Blindsight, greater lycanthrope qualities, evasion, SR 20	Darkvision 120 ft., greater lycanthrope qualities, SR 22	Darkvision 120 ft., greater lycanthrope qualities, SR 24
Saves:	Fort +7, Ref +10, Will +7	Fort +10, Ref +6, Will +8	Fort +12, Ref +8, Will +10
Abilities:	Str 14, Dex 22, Con 14, Int 12, Wis 14, Cha 12	Str 22, Dex 18, Con 18, Int 14, Wis 14, Cha 14	Str 24, Dex 20, Con 20, Int 16, Wis 16, Cha 16
Skills:	Hide +14, listen +14, move silently +14, spot +14, tumble +15	Hide +14, listen +12, move silently +16, spot +12, wilderness lore +9*	Hide +16, intimidate +8, listen +10, move silently +16, spot +10
Feats:	Feats: Improved Initiative, Lightning Reflexes, Multiattack, Weapon Finesse (bite, claws)	Improved Initiative, Blind-fighting, Cleave, Multiattack, Power Attack, Track	Dodge, Improved Critical (claw), Improved Initiative, Multiattack, Mobility, Spring Attack
Climate/Terrain:	Any temperate or underground	Any	Any
Organization:	Solitary, coven (3–7); plus followers (1–4 lesser werebats, 2–8 dire bats, 10–100 normal bats)	Solitary, pack (3–7); plus followers (2–8 lesser werewolves, 6–12 dire wolves, 8–24 normal wolves)	Solitary
Challenge Rating:	6	7	8
Treasure:	Standard	Standard	Standard
Alignment:	Always chaotic evil	Always neutral evil	Always lawful evil
Advancement:	By character class	By character class	By character class

ritual by a good or neutral cleric or druid. Any level cleric or druid may perform the ceremony, but any weapon so blessed will only affect greater lycanthropes with Hit Dice equal to the total combined levels of all divine casters performing the ceremony. Any caster performing the ceremony may not cast any spells the day before or the day after.

Lycanthropic Empathy (Ex): Greater lycanthropes can influence the reactions of lesser lycanthropes of their type and command normal or dire animals of their animal form. They have a +8 racial bonus to checks when influencing the lycanthropes' attitude towards them; they may also command up to four times their Hit Dice of normal or dire animals of their type. The greater lycanthrope maintains a telepathic connection with any such creatures up to 10 miles away, and they will always obey its orders without question.

GREATER WEREBAT

Greater werebats are whimsical, selfish, spiteful creatures.

COMBAT

Greater werebats prefer to use flyby attacks in conjunction with their darkness abilities.

Improved Grab (Ex): A greater werebat that hits with a claw attack while in bat form may attempt a grapple as a free action without provoking attacks of opportunity. If the bat achieves a hold, it can fly off with its prey and automatically hit with a bite attack each round. It can drop a grabbed creature as a free action.

Draping (Ex): A greater werebat may forego all of its attacks in a round to attempt to drape itself over a Medium-size or smaller creature. If it succeeds at a touch attack, it then makes a grapple check against the creature with a +4 circumstance bonus



(grapple check +18). If it wins, the victim has been wrapped in the werewolf's wings and is considered pinned. Every round that the victim is pinned it takes automatic bite and claw damage.

Blindsight (Ex): Greater werewolves can "see" by emitting high-frequency sounds, inaudible to most other creatures, that allow them to locate objects and creatures within 120 feet. A *silence* spell negates this and forces the werewolf to rely on its vision, which is as good as a normal human's.

Spell-like Abilities (Su): 3/day—*darkness*, *summon swarm (bats only)*, *cause fear*. 1/day—*deeper darkness*, *vampiric touch*. These abilities are as the spells cast by a 6th-level caster (save DC 12 + spell level).

Skills: Dire bats receive a +8 racial bonus to Spot and Listen checks. These bonuses are lost if blindsight is negated.

GREATER WEREWOLF

Greater werewolves are primal hunters that revel in slaughter and love to command others.

COMBAT

Trip (Ex): A greater werewolf that hits with

a bite attack can attempt to trip the opponent as a free action without making a touch attack or provoking an attack of opportunity. If the attempt fails, the opponent cannot react to trip the wolf.

Rend (Ex): A greater werewolf that hits with both claw attacks latches onto the opponent's body and tears the flesh. This automatically deals an additional 2d6+6 points of damage.

Spell-like Abilities (Su): 3/day—*expeditious retreat*, *obscuring mist*, *pass without trace*. 1/day—*greater magic fang*, *suggestion*. These abilities are as the spells cast by an 9th-level caster (save DC 12 + spell level).

Skills: A dire wolf receives a +4 racial bonus to Listen, Move Silently, and Spot checks, a +2 racial bonus to Hide checks, and a +4 racial bonus to Wilderness Lore checks when tracking by scent.

GREATER WERETIGER

Greater weretigers are confident manipulators who enjoy toying with their prey.

COMBAT

Pounce (Ex): If a greater weretiger leaps upon a foe during the first round of combat, it can make a full attack even if it has already taken a move action; it may also rake.

Improved Pounce (Ex): If a greater weretiger uses its bite attack in conjunction with its spring attack, it may use its pounce, improved grab, and rake abilities and continue moving after the attacks. Moving in this way does not provoke attacks of opportunity from the opponent attacked.

Improved Grab (Ex): To use this ability, the greater weretiger must hit with its bite attack. If it gets a hold, it can rake.

Rake (Ex): A greater weretiger can make two rake attacks (+15 melee) against a held creature with its hind legs for 2d4+3 damage each.

Spell-like Abilities (Su): 3/day—*charm person*, *entangle*, *expeditious retreat*, *see invisibility*. 1/day—*greater magic fang*, *haste*, *suggestion*. These abilities are as the spells cast by an 9th-level caster (save DC 12 + spell level).

Skills: Greater weretigers receive a +4 racial bonus to Hide and Move Silently checks. *In areas of tall grass or heavy undergrowth, the Hide bonus improves to +8.

GUARDIAN OOZE

Large Ooze (Force)

Hit Dice: 14d10 + 43 (120 hp)

Initiative: +0

Speed: 15 ft.

AC: 9 (-1 size)

Attacks: 2 slams +14 melee

Damage: Slam 1d8+5+1d6 force damage

Face/Reach: 10 ft. x 10 ft. / 15 ft.

Special Attacks:

Reverse missiles, reflect magic, wall of force, force blight

Special Qualities:

Protect charge, SR 15, DR 20/+2, force traits

Saves: Fort +6, Ref +4, Will -1

Abilities: Str 21, Dex 10, Con 14, Int —, Wis 1, Cha 1

Climate/Terrain: Any urban, mountain, or underground

Organization: Solitary

Challenge Rating: 9

Treasure: None

Alignment: Always neutral

Advancement: 15 HD (Huge); 16–31 HD (Gargantuan); 32–42 HD (Colossal)

The guardian ooze is a special creature often bred and trained like an animal to protect and take damage for its master.

The guardian ooze has no consistent shape but is as solid as a rock to the touch. Many have described its appearance as being similar to a melted dome of force.

Guardian oozes are not violent creatures and feel an instinctive need to protect the person holding the magic whistle that they are attuned to during their training. When blown, this whistle forces the ooze to find its owner and to surround him with its large bulk to protect against any attacks. Should the whistle be lost, the ooze will do nothing to protect its owner or itself unless directly attacked by an outside force, at which time it attacks everything within its reach.

COMBAT

A guardian ooze will not attack unless called to protect its charge or unless it is attacked first. Even the wild variant will not attack if left alone.

Protect Charge (Ex): When combat erupts, a guardian ooze will shape itself around its caller making an immobile waist-high cylinder of force. This form gives the caller a +7 cover bonus to AC. Any attack that misses the owner by 7 or less has hit the guardian ooze instead. The ooze can still attack opponents in this form.

Reflect Magic (Su):

Any spell directly targeting the ooze (or its caller, if the ooze is in its protective form) that doesn't breach its spell resistance is reflected back at the caster. The only exceptions to this are spells with the force descriptor, which the ooze absorbs into itself as nourishment. Force spells heal the ooze of 1d6 points of damage per level of the spell (so a *magic missile* would heal the ooze of 1d6 points of damage), not to exceed its normal maximum hit points. Non-force

spells that breach the guardian ooze's spell resistance affect the creature normally if not blocked by one of its other immunities. A successful targeted *dispel magic* against the holder of the whistle can cause it to stop functioning for 1d4 rounds. If this happens, the ooze ceases to protect its owner until the whistle functions again.

Reverse Missiles (Ex): The guardian ooze can absorb and reflect ranged weapons and ammunition much like spells. If the ooze is hit (as described under protect charge) by a weapon that does not breach its damage reduction, the weapon is momentarily absorbed then shot directly back at the attacker at high velocity with a +4 bonus to its former attack roll.



Wall of Force (Sp): The guardian ooze can be commanded to erect a *wall of force* by cannibalizing a bit of its own health. It cannot do this without a command from its owner. The effect causes the creature 20 points of damage as it expends the force energy from its body to create the *wall of force*. It casts the spell as if it were a 9th-level sorcerer and can cast it as many times per day as commanded, so long as it has enough hit points remaining. A guardian ooze will not slay itself in order to protect its charge using this ability and will rebel against its owner if commanded to do so.

Force Blight (Su): The guardian ooze can absorb any continuous force effect (such as a *wall of force* or a *shield* spell) by simply pressing its body into or against the effect and feeding. It can absorb up to 1d4 spell levels from any force effect per round and is healed of 1d6 points of damage per level of the effect it consumes, up to its normal maximum hit points. When an effect has no spell levels left, it is completely dispelled.

Force Traits: Since the guardian ooze is a living force effect, it is able to attack incorporeal creatures as if each of its attacks had the ghost touch magic weapon property. Additionally, It inflicts an extra 1d6 points of force damage with every successful slam attack it makes.

HUSK

Medium-Size Shapechanger

Hit Dice: 10d8+20 (65 hp)

Initiative: +8

Speed: 40 ft.

AC: 16 (+4 Dex, +2 natural)

Attacks: 2 claws +13 melee, bite +7 melee

Damage: Claw 1d6+5, bite 1d8+3

Face/Reach: 5 ft. by 5 ft./5 ft.

Special Attacks: Energy adaptation

Special Qualities: Environmental adaptation, scent, shed husk

Saves: Fort +9, Ref +11, Will +9

Abilities: Str 20, Dex 18, Con 14, Int 4, Wis 14, Cha 4

Skills: Hide +8, Move Silently +8, Spot +6, Wilderness Lore +7

Feats: Improved Initiative, Track, Weapon Focus (claws)

Climate/Terrain: Any

Organization: Solitary

Challenge Rating: 8

Treasure: Standard

Alignment: Neutral

Advancement: 11–15 HD (Huge); 16–25 HD (Gargantuan)

Husks closely resemble pumas, growing to approximately five feet in length and weighing up to 140 pounds. Their golden eyes glow with magical power and insane fury. That magical power extends to their skin, which transforms to fit with the environment. Husks' skins transform so radically that inexperienced observers sometimes conclude that there are many 'sub-types' of the creature.

Husks derive their name from their ability to adapt to any environment. They do so by shedding their old skin and leaving a husk that soon crumbles into dust.

Adult husks are solitary, enduring one another's presence only long enough to mate. Husk cubs are abandoned after one month, achieving their full growth within six weeks.

Husk hunting territories cover a wide area, typically on the borders of two or more environments. Unlike other predators, husks relish moving between environments to chase down prey. They will attack anything they perceive as a threat to their dominance up to and including humans, elves, and other intelligent races.

Some collectors and arcanists will pay astronomical sums (300+ gp) for an intact husk skin. In order to extract an intact skin, the creature must be subdued then killed.

COMBAT

A husk's tactics depend heavily on its environmental adaptations. These extend beyond simple physical adjustments to include advanced senses, hunting tactics, and special abilities.

Energy Adaptation (Su): When subjected to an attack based on acid, cold, electricity, fire, or force, the husk takes the first 10 points of damage and then gains resistance 20 to that energy type for the next four rounds. Furthermore it gains a special ability for the next four rounds based on the damage type:

Acid – The creature's blood becomes acidic. Any weapon or natural weapon that strikes the creature takes 2d8 points of damage, ignoring any hardness.

Cold – The creature radiates a 10 ft. aura of cold. All creatures in the aura must make a Fortitude save (DC 16) each round or take 2d8 cold damage.

Electricity – The creature may, as a free action every round, direct an arc of electricity from its body to an opponent. The target takes 2d8 points of electricity damage. The target may make a Reflex save (DC 16) for half damage.

Fire – The creature's eyes begin to glow and smoke rises up from its paw prints. All melee

attacks deal +2d8 points of fire damage.

Force – The creature’s skin is surrounded by planes of blue/white light. The husk gains a +6 deflection bonus to its AC.

The husk cannot adapt to sonic energy attacks or to any descriptor other than the five listed above.

Environmental Adaptation (Su): When a husk enters a new environment it adapts in one round, during which it may do nothing but move.

Aquatic: An aquatic husk takes on a translucent, jellylike appearance. The creature’s skin sprouts long dangling strands that resemble water weeds. While in this form the creature can breathe underwater, gains a swim move of 60 ft., and gains a +10 bonus to its Hide skill checks. Its strands compensate for limited underwater visibility by sensing movement, giving it blindsight with regard to anything in the water within 200 ft.

Cold: A husk in a cold environment (arctic or tundra) grows a thick, leathery white hide (natural armor increases to +6, immune to cold damage). The creature’s claws become longer and sharper to better allow it to penetrate ice (claws do 1d8 points of damage instead of 1d6, cannot slip on ice or snow). It also develops the ability to sense fluctuations in heat at a range of up to 200 ft. allowing it to detect invisible or hidden prey.

Desert: A husk in a desert environment has thin leathery skin covered with short tawny hairs. The creature’s feet expand and become fairly hairy, allowing it to move at full speed over loose sand. It becomes immune to heat and fire-based attacks. The creature develops tremorsense (60 ft. radius) and can also burrow (10 ft.). When struck, a desert husk’s blood ignites in the air, doing 2d8 points of damage in a 10 ft. radius (Reflex save DC 16 for half damage).

Forest: A husk in a forest becomes a lean, chameleon-furred predator. It gains a climb speed of 40 ft. and its base movement rate increases to 60 ft. The creature gains low-light vision (120 ft.). Because of adaptations to its bone structure and musculature the creature can move as though it possessed the Spring Attack feat. The creature’s fur changes pattern to blend into the environment, giving it a +10 bonus to Hide checks and minor displacement (20%).

Plains: A husk adapted to the plains grows long strands of hair. This hair changes color and texture as the creature moves, allowing it to blend almost perfectly into the grass. The creature becomes invisible to onlookers until it



strikes. After it strikes the creature cannot become invisible again so long as there is another creature within 20 ft. Becoming invisible counts as a standard action that does not provoke attacks of opportunity.

Marsh: A husk adapted to a marsh grows thin red and black skin not unlike that of a toad. It gains a swim speed of 40 ft., can hold its breath for 10 minutes at a time, and secretes a paralyzing toxin from its skin. Any creature struck by the husk or striking it with a natural weapon must make a Fortitude save (DC 16); initial damage paralysis for 2d6 rounds, secondary damage 1d4 temporary Constitution.

Mountain: A husk adapted to mountains develops thick, heavy, stone-colored skin. Its movement slows to 20 ft. while its natural armor bonus increases to +8 and Strength and Constitution both increase by +4.

Shed Husk (Su): When a husk adapts to a new environment, it sheds its skin on the move. For one hour the skin looks like a crouching husk to anyone more than 30 ft. away unless they make a Spot check (DC 20). Because the shed husk retains the creature’s scent, husks use them as both ‘hunting barriers’ to herd prey in certain directions and escape decoys to fool creatures hunting it.

LURCHER

Huge Aberration

Hit Dice: 7d8+42 (73 hp)

Initiative: +1

Speed: 20 ft.

AC: 15 (–2 size, +1 Dex, +6 natural)

Attacks: 2 claws +12 melee, bite +7 melee

Damage: Claw 2d4+7, bite 2d8+3 plus poison

Face/Reach: 10 ft. by 5 ft. / 15 ft.

Special Attacks: Poison, nauseating spray

Saves: Fort +13*, Ref +3, Will +4

Abilities: Str 25, Dex 13, Con 22, Int 5, Wis 8, Cha 4

Skills: Climb +9, Listen +7 Spot +7, Swim +11

Feats: Power Attack

Climate/Terrain: Any mountains, marsh or underground

Organization: Solitary

Challenge Rating: 6

Treasure: None

Alignment: Often evil

Advancement: 8–16 HD (Huge),
16–21 HD (Gargantuan)

A lurcher is huge, somewhat bipedal, quite unattractive, and thoroughly malodorous. It has a murky green hide—the color of swamp scum—which is rippled, with a tough, scaly texture. Lurchers walk primarily on their hind legs, but they tend to stay hunched over, using their knuckles for additional support. Even hunched over, a lurcher is over 7 feet tall, although it would easily be at least 12 feet tall if it stood fully erect. Lurchers have a row of sharp spikes protruding from the back of their heads and continuing down their backs. Spikes also jut from their elbows, heels, and other

joints. A lurcher's head is small for its size and bullet-shaped, tapering to a beaklike snout. It has beady eyes, sharp teeth, and terrible smelling breath.

Internally, a lurcher's body is awash with disgusting and toxic fluids. Glands in its mouth secrete a poison that can weaken an enemy's resistance to other toxins, and a special bladder in the lurcher's abdomen holds a rancid yellow fluid whose stench is able to nauseate any crea-



ture unlucky enough to get it on them. This liquid soaks into a victim's hair, clothing, and equipment, and the sickening odor can last for days. Even when not using its natural defenses, the lurcher still has a terrible stench, and can easily be detected within 60 feet by anything that has a sense of smell. Lurchers have no use for other creatures, avoiding even their own kind except when gathering to mate. Lurchers have no language, and when they need to communicate usually do so poorly by means of inarticulate grunts and growls.

COMBAT

Lurchers that are disturbed from their rest, are hungry, are in a bad mood, or are simply bored readily engage in combat. They have little sense of their own abilities: They will not recognize when they are outmatched and they will never flee a battle that they are losing. Lurchers lunge and swing wildly at their opponents with no sense of tactics or strategy. Lurchers' primary weapons are their claws. Their arms are both powerful and fast, and even when their attacks miss their targets they still often crush, splinter, or destroy the surrounding area. Lurchers also use their teeth to bite, working their poisonous saliva into their victims' wounds.

If a lurcher has been injured and is in pain, it will respond by opening its mouth to emit a spray of noxious yellow fluid at its enemies. Those not fast enough to dodge are doused with it, and may well find themselves too busy retching and heaving to be able to fight back. If the lurcher's enemies later try to run away, it can easily pursue them by following the smell of its noxious spray. Lurchers will chase after fleeing prey even if they themselves are badly injured or close to death.

Poison (Ex): Bite, Fortitude save (DC 17); initial and secondary damage 1d3 temporary Constitution.

Nauseating spray (Ex): As a standard action, a lurcher may spew a yellow liquid in a 25 ft. cone. This can be done up to three times per day. Any creatures in the area of the spray must make a Fortitude save (DC 20) or be wracked with nausea for 2d10 rounds. All of the creature's exposed possessions and garments (including hair or fur) are doused by the liquid. Any objects that were in the area of the spray and were not being carried by any creature are automatically doused as well. These objects are imbued with an inherent and unpleasant stench that lasts for 1d6 weeks.

If an affected individual is still within 10 ft.

of any doused objects after the 2d10 rounds, he must attempt another Fortitude save. The nausea continues until the creature either moves at least 10 ft. away from all affected objects or the creature successfully makes its save. If a creature who moved away from any affected objects and who recovered from nausea comes within 10 ft. of any affected objects, that creature must begin making saves all over again. Furthermore, whether currently suffering from nausea or not, a character who remains in direct contact with affected objects will not be able to heal temporary ability loss, and non-magical healing will only have half its normal effect.

An hour after a character succeeds at his saving throw against the stench, he will no longer be able to detect it, although others will still notice it. Any character who is wearing or directly carrying any affected objects will find that other characters react to them negatively and will take a -5 circumstance penalty when making any roll that attempts to influence others. Affected objects retain their stench for 1d6 weeks. Thoroughly washing the object reduces that time by 25% and using proper soap and hot water reduces it by a further 25%.

Saves: The Lurcher receives a +5 racial bonus to Fortitude saving throws because its constant exposure to its own vile stench and secretions have strengthened its resistance.

MANA SYMBIOTE

Fine Aberration

Hit Dice: 1/4d8 (1 hp)

Initiative: +6 (Dex)

Speed: 30 ft.

AC: 26 (+8 size, +6 Dex, +2 natural)

Attacks: Bite +14 melee

Damage: Bite 1d2-5

Face/Reach: 1/2 ft. by 1/2 ft./0 ft.

Special Qualities: Bond

Saves: Fort +0, Ref +6, Will +4

Abilities: Str 1, Dex 22, Con 11, Int 18, Wis 14, Cha 14

Skills: Climb +11, Hide +22, Listen +12, Spot +12.

Feats: Alertness, Weapon Finesse (bite).

Climate/Terrain: Cold or temperate mountains

Organization: Solitary or cluster (2-24)

Challenge Rating: 2

Treasure: None

Alignment: Always lawful neutral

Advancement: 1/2-1 HD (Fine)



On their own, mana symbiotes are weak, harmless creatures, posing little to no threat to adventurers or other monsters. In the hands of a wizard, though, these creatures become much more formidable.

At first glance, wild mana symbiotes look like spiders and are approximately the size of a gnome's fist. The main body of the symbiote, though, resembles a large, unblinking eye. Underneath this eye is a small mouth with two long fangs. When not bonded to a wizard, these creatures can be found living in large groups or clusters high in the mountains, although their tiny size and reclusive nature makes them extremely difficult to locate. Mana symbiotes are at their most effective when bonded with a wizard. All mana symbiotes have spell-like powers that they cannot use on their own. When bonded with a wizard, however, these powers can be unleashed.

All mana symbiotes can speak the Common tongue, though they generally choose only to speak with their host wizard or with other symbiotes in their cluster.

COMBAT

Wild mana symbiotes unattached to a host wizard are poor fighters and usually scatter if confronted by an attacker. If forced to fight, however, they will pounce as a group upon

a foe, hoping to overwhelm it with their multiple biting attacks.

When bonded to host wizards, mana symbiotes cannot usually directly contribute to combat, and so their hosts take the lead in battle. They may, however, choose to provide tactical advice to their host.

Bond (Ex): While mana symbiotes are all biologically similar, there are four subtypes within the species. The only difference between the four subtypes is in the different spell abilities they provide their wizard hosts. All mana symbiote clusters are comprised of a single subtype, and symbiotes of different subtypes always fight to the death should they happen to encounter each other. The different subtypes of mana symbiotes are as follows:

Offensive Subtype: When this symbiote subtype bonds with a wizard, it permanently takes up one of the wizard's 1st-level spell slots. However, in exchange for taking away that spell slot, the offensive mana symbiote gives its wizard host the supernatural ability to cast *magic missile* at his wizard level three times per day as a free action. This ability may not be used more than once per round. 40% of all mana symbiotes found in the wild are offensive symbiotes.

Defensive Subtype: As with the offensive subtype, a defensive mana symbiote permanently uses up one of its bonded wizard's 1st-level spell slots. This symbiote subtype gives its wizard host the supernatural ability to cast *shield* at his wizard level three times per day as a free action. This ability may not be used more than once per round. Like the offensive subtype, 40% of all mana symbiotes found in their natural habitat are defensive symbiotes.

Scrying Subtype: A scrying mana symbiote is slightly more powerful than an offensive or defensive subtype, as it occupies one of a wizard's 4th-level spell slots. A scrying symbiote grants its host the supernatural ability to cast *scrying* at his wizard level twice per day as a free action without the required focus, and grants a +5 competence bonus to the wizard's Scry checks. The ability to cast *scry* may not be used more than once per round. To use this ability, the host wizard must possess the Scry skill and must be capable of casting 4th-level spells. 15% of all mana symbiotes are scrying subtypes.

Transport Subtype: The rarest and most prized of all mana symbiotes, the transport subtype permanently uses up a 5th-level spell slot. In exchange, the symbiote grants its host the

MANGLE FOLK

Medium-Size Aberration

Hit Dice: 8d8+43 (79 hp)

Initiative: +2

Speed: 30ft.

AC: 20 (+2 Dex, +8 natural)

Attacks: 2 slams +6 melee

Damage: Slam 1d8+3

Face/Reach: 5 ft. x 5 ft./ 5 ft.

Special Attacks: Flesh embrace, improved grab

Special Qualities: Aura of revulsion, darkness 60 ft., regeneration 6, weapon immunities and vulnerability

Saves: Fort +7, Ref +4, Will +10

Abilities: Str 16, Dex 14, Con 20, Int 15, Wis 11, Cha 18

Skills: Bluff +17, Climb +13, Escape Artist +16*, Intimidate +13

Feats: Expertise, Improved Disarm, Improved Initiative, Power Attack, Toughness

Climate/Terrain: Any land

Organization: Solitary

Challenge Rating: 6

Treasure: Standard

Alignment: Always evil

Advancement: 9–15 HD (Large)

supernatural ability to cast *teleport* at his wizard level twice per day as a free action. The host wizard must be capable of casting 5th-level spells. Only a scant 5% of all mana symbiotes are of the transport subtype.

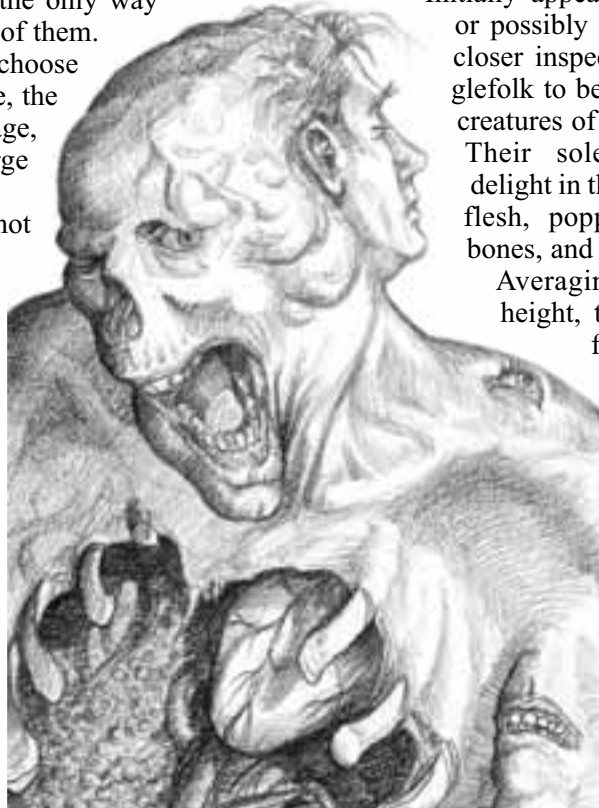
In addition to these spell-like powers, all mana symbiotes form a telepathic link with their hosts and are able to communicate with them constantly. The symbiotes are actually very personable and highly intelligent creatures, and the symbiotic partnership between symbiote and host typically turns into genuine friendship. Symbiotes are able to share their experiences and knowledge with their hosts and occasionally are able to act as a sort of advisor or sage.

To properly bond with a wizard, the mana symbiote must crawl onto the back of one of the wizard's hands. Once in place, the symbiote bites into the wizard's flesh. As long as the wizard willingly allows and accepts the creature's bite, the mana symbiote slowly becomes part of the wizard's physical body. Its legs disappear and merge with the wizard's veins, and its body melds into the wizard's flesh. Only its unblinking eye is left outside the wizard's skin. This process of merging takes 1d4 rounds; at the end of this process, the wizard permanently loses 1 hp but immediately receives all of the powers and abilities that the mana symbiote provides. Once bonded, both symbiote and wizard become permanently attached—the only way to separate the two is to kill one of them.

If the wizard does not willingly choose to become one with the symbiote, the bite only causes normal damage, and the symbiote cannot merge with its intended host.

Multiple mana symbiotes cannot permanently bond with a wizard.

Mana symbiotes cannot bond with sorcerers; in fact, most mana symbiotes dislike sorcerers intensely. The reasons for this animosity are not entirely clear, but it is believed that symbiotes are very ordered creatures that connect well with the order and formality of wizardry. To a symbiote, the more free-wheeling nature of sorcerers is something that they simply cannot understand, and because they cannot understand them, they mistrust them.



Initially appearing as misshapen or possibly deformed humans, closer inspection reveals manglefolk to be twisted, depraved creatures of horrific demeanor. Their sole purpose is to delight in the music of ripping flesh, popping tendons and bones, and muffled screams.

Averaging five feet in height, those few manglefolk that trod the paths near civilization often clothe themselves in the ragged apparel of their past victims. Their appearance is usually haggard, unkempt and patch-worked, giving them the overall bearing of

beggars or societal cast-offs. It is in this manner that they are able to infiltrate cities and the lands of those who would normally destroy them upon sight.

Beneath their raiment (which is always designed so that it can be quickly cast off), manglefolk are gruesome and sickening images of deformity and pain. The flesh of these creatures seems somehow ill-designed — their own bones, muscles, and internal organs are often laid bare for all to behold. They delight in terrifying those that view their true forms, shifting their grating bones and still-pulsing organs around by force of their own will, the motions accompanied with sickening pops and odd-angled, jutting protrusions.

As if to complete the picture of utter hideousness, the skin of the manglefolk continually writhes and squirms, as if alive and ever-hungry. It worms its way around the form of the manglefolk, never quite covering it completely, of its own volition. It is this living, ravenous flesh that strikes out at any that come near, hoping to snag them and tow them deeper into its hideous depths.

When they speak, manglefolk do so in the Common tongue.

COMBAT

Manglefolk are as horrible in battle as they are to look upon. They prepare ambushes in surroundings that will give their opponents little room to maneuver or escape. Manglefolk typically initiate close-quarter combat utilizing their Improved Disarm feat; if successful in the attempt to disarm (in which their hands should be considered Medium-size weapons), the weapon is automatically enveloped into the quivering mass of heaving skin.

Aura of Revulsion (Su): Manglefolk emit an aura of intense emotional distress to all within a 20 ft. sphere — an overpowering sensation of utter revulsion at their horrific forms. Those that initially enter into this sphere must succeed at a Fortitude saving throw (DC 17) or be nauseated and unable to attack for the duration for the encounter. Those that save are shaken for the duration for the encounter.

Flesh's Embrace (Su): The animated flesh of the manglefolk is always hungrily seeking new flesh and bone to add to its repugnant mass. Anyone hit by a manglefolk's slam attack or scoring a hit against one in melee must make

a Reflex save (DC 13) to avoid the creature's surging skin as it attempts to envelop them. Those who fail are considered grappled and take 2d4 points of damage each round they remain in the grapple as their flesh is stripped from their bones and added to the manglefolk's mass.

Further, during the embrace, the flesh of the manglefolk begins to exude a sweatlike liquid that saps the strength of those within its putrid folds. A Fortitude save (DC 16) is required to stave off the effects of this insidious, strength-sapping liquid, which drains 1d4+1 points of Strength every round (effects are cumulative, but Strength cannot be reduced below 1) it remains in contact with the creature's flesh.

An opposed Strength check or Escape Artist check (DC 16) is required to remove oneself from the manglefolk's flesh embrace. Anyone attempting to aid an embraced individual is subject to the attack as well. The manglefolk is not considered grappled during this process.

Weapon Immunities/Vulnerabilities (Su): manglefolk are immune to non-magical slashing and piercing attacks, but they suffer normal damage from bludgeoning weapons. Manglefolk only endure damage from magical slashing and piercing weapons equal to the weapon's magical bonus. For example, a manglefolk struck with a magical *shortspear* +1 would suffer only a single point of damage.

However, their unusual biology incurs a weakness: weapons often strike unprotected and vital organs that have "bubbled up" to the surface of the manglefolk's body. As a result, all attacks against manglefolk are treated as having a doubled threat range.

Regeneration (Ex): Manglefolk take normal damage from acid and from holy and blessed weapons.

Skills: Due to their slightly malleable forms, manglefolk receive a +4 racial bonus to all Escape Artist checks.

MIND RIDER

Tiny Aberration

Hit Dice: 1/2d8+1 (3 hp)

Initiative: +2

Speed: 20 ft.

AC: 16 (+2 size, +4 Dex)

Attacks: 2 claws +0 melee

Damage: Claws 1d2-2

Face/Reach: 2-1/2 ft. by 2-1/2 ft./0 ft. (5 ft. with tongue)

Special Attacks: Tongue lash

Saves: Fort +1, Ref +4, Will +1

Abilities: Str 7, Dex 18, Con 12, Int 16, Wis 8, Cha 16

Skills: Animal Empathy +9, Climb +3, Diplomacy +6, Handle Animal +9*, Perform +7, Ride +11*, Tumble +5

Feats: Dodge, Mobility, Mounted Combat

Climate/Terrain: Any land

Organization: Solitary or band (20-30)

Challenge Rating: 1

Treasure: Standard

Alignment: Usually chaotic

Advancement: 1-2 HD (Medium-size), 3 HD (Large)

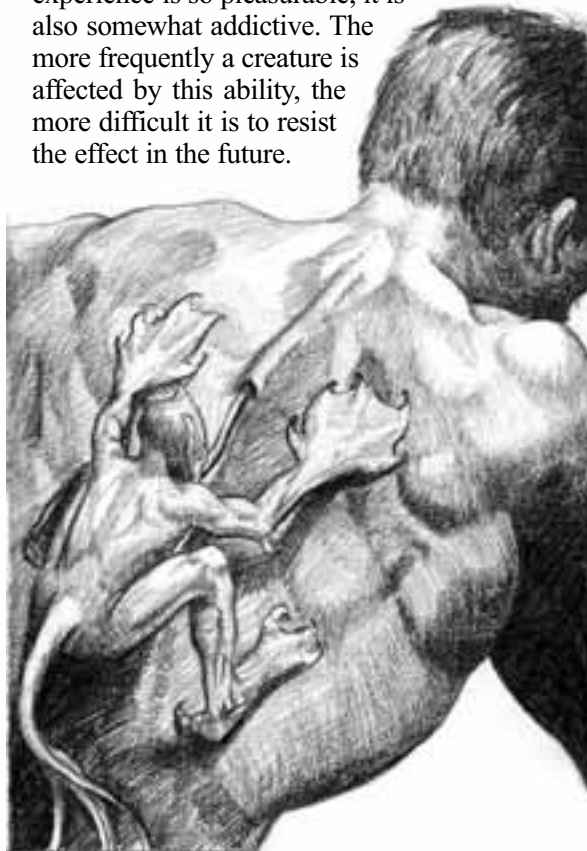
The mind rider is a tiny, almost-humanoid aberration that takes control of other creatures' bodies while riding on their backs.

Seen from behind, a mind rider might look like just an exceptionally ugly little man. They're about 1 ft. tall, wrinkled, and entirely bald. Mind riders have yellow or orange eyes and blotchy gray skin. They also have bulbous foreheads and unusually large ears.

Despite their grotesque appearance, mind riders have melodious, nearly hypnotizing voices. They speak well, and their words tend to have a calming effect on most creatures.

A mind rider's tongue is 3 ft. long, longer than the rider itself. It is greenish gray, narrow, and as tough as a strip of boiled leather. Despite this, the organ is flexible enough that a mind rider is able to move almost freely and speak almost clearly even when its tongue is fully extended. When the mind rider embeds its tongue into the back of a creature's neck, it gains immediate control over that creature's body. The host is then entirely subservient to the will of the rider. The creature allows the rider to climb onto its back and carries the rider wherever it wishes. It also fights for the rider, may use either the rider's knowledge and skills or its own, and it speaks or acts however the rider wishes.

The experience of being controlled is entirely pleasant to the host creature. For the duration of the effect, it will feel as though it is voluntarily cooperating with the mind rider. Because the experience is so pleasurable, it is also somewhat addictive. The more frequently a creature is affected by this ability, the more difficult it is to resist the effect in the future.



COMBAT

When a mind rider is unmounted, it will try to avoid direct violent conflict, instead attempting to use diplomacy or, if needed, deception to deal with an adversary. However, if a mind rider has control of a sufficiently powerful "mount," it will usually be perfectly willing to risk that mount's life in battle. Both the host and the rider are able to act independently during a combat round, under the direction of the rider. The host may be directed to use any weapon, natural or otherwise, with its usual proficiency.

If a mind rider is using its tongue to control a creature that is not carrying it at the time, both the rider and the host lose any Dexterity bonus to AC and suffer a -2 penalty to melee attacks or any other checks that involve significant movement.

Tongue Lash (Su): To use this ability, the mind rider must be able to reach the back of the target's neck with its tongue. If the target does not have a neck or if the target's neck is inaccessible, then the attempt will

automatically fail. If the target is unwilling the mind rider must succeed at a melee touch attack. If the target has previously been ridden, the mind rider may attempt to convince its target to permit the attempt by means of a Diplomacy or Animal Empathy check, as appropriate.

If the target has voluntarily chosen to allow the action, it is automatically successful. Otherwise, the target must make a Will save to resist, with an initial DC of 12. If the lash is successful, the rider gains immediate control of the target. If unsuccessful, the target shakes off the tongue and may take an attack of opportunity against the rider. A tongue lash is a standard action.

The rider may choose to break the connection at any time. A third party may also attempt to pull the tongue free by first making a melee attack against AC 18, and then succeeding at a Strength check (DC 16). Doing so provokes an attack of opportunity. In any case, once the link is broken, the target is immediately free to act of its own free will.

Because the experience of being controlled by a mind rider is both pleasurable and addictive, the more often it is experienced, the more difficult it is to resist. Each time a creature undergoes this control, the DC to resist future attempts at such control by a mind rider is increased by 1, and the mind rider receives a +2 circumstance bonus to any Diplomacy or Animal Empathy checks to convince the creature to take part willingly. These effects stack.

Skills: Mind riders receive a +5 racial bonus to Ride and Handle Animal checks when using their tongues.

MIND STEED

Large Aberration

Hit Dice: 2d8+8 (17)

Initiative: +1

Speed: 50 ft.

AC: 16 (-1 size, +1 Dex, +6 natural)

Attacks: 2 claws +3 melee, 1 gore -2 melee

Damage: Claw 1d4+3, gore 2d4+1

Face/Reach: 5 ft. by 10 ft./5 ft.

Special qualities: Engage rider, Shared darkvision

Saves: Fort +4, Ref +1, Will +5

Abilities: Str 17, Dex 12, Con 18, Int 5, Wis 14, Cha 6

Skills: Jump +8, Sense Motive +7, Wilderness Lore +4

Climate/Terrain: Any plains or hills

Organization: Solitary, string (2-5) or herd (20-40)

Challenge Rating: 1

Treasure: None

Alignment: Varies

Advancement: 2-4 HD (Large); 4-6 HD (Huge)

The mind steed is a quadruped mount whose carapace opens to allow a rider to climb inside and control it telepathically.

The mind steed is 7 feet long from the tip of its snout to the rearmost joint of its carapace and about 4 feet wide at the shoulder and hip. Its height ranges from 3 feet tall at the hindquarters to 5 feet tall at the foreshoulders. Nearly all of its body is protected by a shimmering green chitinous covering. Its head is small for its body size, attached low between its shoulders, with a short neck. Its jaws are designed for eating rather than for fighting, both for grazing on grasses and other plants and for gnawing on dead flesh. Its eyes are milky white. It has four legs, each of which ends in a claw tipped with a tougher, harder version of the chitin that is found on the rest of its body.

Mind steeds walk on all fours with a peculiar loping gait. Riding on the back of a mind steed would be difficult, as the smooth, sloped carapace provides little to hold on to. However, the entire shell on the back of the steed lifts open, hinging on a joint between its shoulderblades. Inside is a bed of white, gray, and pink tendrils, dripping slime. There is sufficient space here for a humanoid of Medium-size or smaller to climb in and lie down prone. After the carapace again swings shut, glands begin to secrete a breathable fluid that completely fills the cavity.



The tendrils grope about the body of the rider, attaching themselves to any areas of exposed skin. Their purpose is to initiate a symbiotic relationship between the steed and the rider, whereby the rider becomes telepathically linked to the mind steed. Everything the creature senses is passed on to the rider, who is then able to completely direct the steed's actions from within.

The mind steed provides nutrients, fluid, and oxygen to the body of its rider, but at the same time the steed gradually grows more and more dependent on the rider for direction. Once a mind steed has become fully accustomed to a particular rider, it is extremely loyal. When not being ridden, it will try to follow its master wherever he or she goes. When it cannot follow, it will low mournfully and amble about in a confused and aimless manner. Once a mind steed has developed an attachment to a particular rider, the only way to break its dependence is by training it to follow a new master.

Although the mind steed is not intelligent enough to use tools, its rider may be, and may attempt to use the steed's claws for gripping. The claws may not be used for anything that requires fine motor control or opposable digits, however.

COMBAT

A mind steed's primary weapons are its horns, which it uses to gore opponents. Bare of the chitin that covers most of the steed's body, the horns are instead surrounded by a rough, almost scaly hide. The steed may also rear back to slash with its forelegs, striking down enemies with its claws. The steed's hard shell-like covering protects a rider from taking damage in battle, effectively giving her full cover. Exceptions to this are poisons, which affect the rider when they affect the steed, and anything else that injures the mind steed from within. The rider may use any of the steed's natural weapons with full proficiency, just as the steed itself does.

Engage Rider: The mind steed may swing open its carapace to accept or release a rider as a free action that may provoke attacks of opportunity. It is possible to force the steed's carapace open against its will by first making a melee touch attack against it, and then beating the mind steed with an opposed Strength check. While the carapace is open, the steed loses half of its natural AC bonus, reducing its AC to 13. Entering the steed is a move-equivalent action for the rider that may

provoke attacks of opportunity. The carapace may be closed as a free action that does not provoke attacks of opportunity, provided its path is unobstructed.

After the carapace has closed on a rider, the steed may initiate the symbiotic link to it as a full round action that does not provoke attacks of opportunity. The rider may choose to disengage the steed at any time, as a similar full round action. If the rider attempts to exit the steed before he or she is fully disengaged, or if the rider is forcibly removed from the steed, both will take 1d2 points of temporary Wisdom damage. If either the rider or the steed are killed while the two are still linked, then the survivor must make a Will save (DC 19) or suffer 1d3 points of permanent Wisdom drain and be stunned for 2d6 minutes.

Shared Darkvision: The mind steed's milky white eyes provide it with the ability to see without light up to a distance of 60 ft. Because any rider is linked to the steed's senses, this ability is granted to the rider whenever he is seeing through the mind steed's eyes.

Skills: When a mind steed is joined with a rider, the rider's mind is in control of the steed's body. Therefore, physical skills (Str, Dex, and Con-based) use the rider's skill level with the mind steed's ability modifier. Mental skills (Int, Wis, and Cha-based), use both the rider's skill level and the rider's ability modifier. Note that a skill may only be used if the mind steed is physically capable of performing the action. DMs may choose to impose a penalty of -4 to a character attempting to use a physical skill if that character is inexperienced at directing the mind steed's body. Skills requiring speech are obviously impossible.

Alignment: A wild mind steed will almost always be neutral. However, a domesticated mind steed gradually takes on the alignment of its master.

SOCIETY

In the wild, mind steeds usually roam in herds of two or three dozen, grazing and hunting. They're mostly peaceful and easily domesticated. They're naturally trustful and readily form bonds with humanoids. As a result, they can often be found in civilization, far from their natural habitats.

OOZE QUEEN

Colossal Ooze

Hit Dice: 32d10+256+40 (472 hp)

Initiative: -1

Speed: 10 ft.

AC: 1 (-1 Dex, -8 size)

Attacks: Slam +28 melee, ooze bolt +15 ranged touch, bite +23 melee

Damage: Slam 4d6+18 melee plus 2d6 acid damage, ooze bolt varies, bite 4d6+12 plus disintegration

Face/Reach: 50 ft. x 50 ft. / 25 ft.

Special Attacks: Disintegrating bite, ooze bolt, engulf, brood mother, lure

Special Qualities: Intelligence, regeneration 5, blindsight 240 ft.

Saves: Fort +18, Ref +9, Will +13

Abilities: Str 35, Con 27, Dex 9, Int 17, Wis 16, Cha 15

Skills: Bluff +26, Intimidate +22, Diplomacy +20, Move Silently +12, Search +12

Feats: Weapon Focus (slam), Improved Critical (slam), Power Attack.

Climate/Terrain: Any warm or underground

Organization: Solitary

Challenge Rating: 16

Treasure: Double standard

Alignment: Usually evil

Advancement: None

The ooze queen is a creature of legend, a tale told by dwarves to scare their children into staying near the clan hall. Enormous, intelligent creatures of power and magic, ooze queens are often mistaken for lakes or other large underground bodies of water.

The ooze queen at first glance appears to be an unnaturally still underground pool or jungle lake. Above ground it lairs in protected areas so its undisturbed surface won't seem unduly strange on windy days.

Unlike most of its kind, the ooze queen is intelligent, self-aware, and capable of communicating with lesser beings through telepathy. This often causes the ooze queen to be worshipped by primitive cultures as a deity of death, destruction, or decay, even though the creature answers no prayers and fails to grant them any magic.

Most of these creatures have existed since prehistoric times; their bodies therefore often contain large quantities of inorganic, indigestible treasure from vanquished prey. Coincidentally, these materials act as an excel-

lent lure. During combat, the ooze will often raise parts of its body to mold them into frightening symbols of death. Its bite attack in particular tends to take on the form of a giant skull, created as much to terrify prey as to deliver damage.

An ooze queen might split in half once during its long life span to create another of its kind, but this is a completely random and unreliable event often marked with the creature first turning a nasty brown in color and then taking decades to finally split into two separate creatures. The ooze is completely dormant during this process unless provoked. It spawns normal oozes of all types from its body fairly regularly, however, in a lesser form of reproduction.

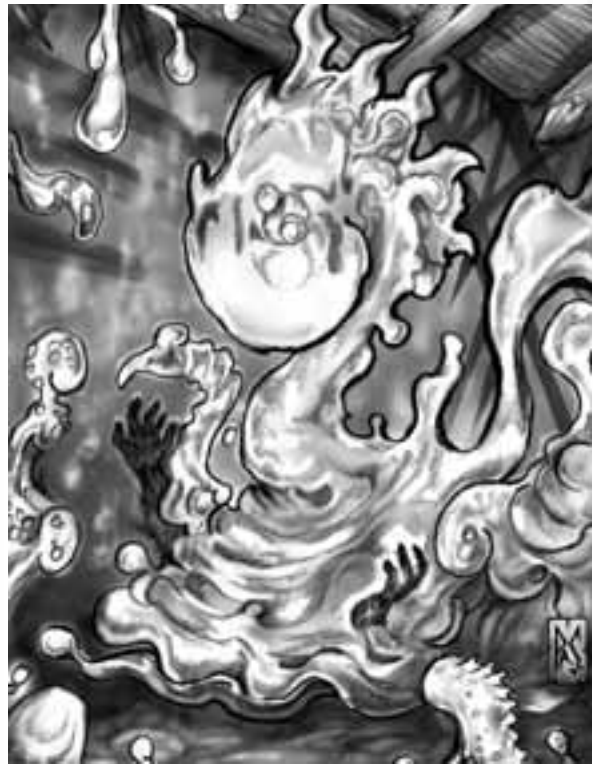
COMBAT

The ooze queen is not a shy creature when it comes to combat. It will often lure humanoids to it using its lure ability, attacking and devouring them only when they wander well into its reach so that escape is nigh impossible. It will then either throw smaller oozes at them or attempt to engulf them into its own massive body.

Intelligence (Ex): The ooze queen is intelligent and self aware. As such, it gains access to a variety of skills and feats that most oozes cannot. However, it is also vulnerable to mind-affecting spells that its lesser kin are immune to. Unlike normal creatures, the ooze queen doesn't have a brain but thinks with its entire body as one massive neural complex.

Disintegrating Bite (Ex): The ooze queen often forms mouths from its own body and uses these to bite nearby enemies. Should the ooze queen score a successful critical hit, the enemy receives a massive dose of acid into its body that quickly reduces it to nothing more than a puddle that the ooze can then absorb as nourishment. The enemy receives a Fortitude save (DC 22) to avoid instant liquification, but success still results in 3d6 points of acid damage. Creatures immune to acid take no extra damage from the bite and are immune to its disintegrating effect.

Ooze Bolt (Ex): The ooze queen can violently spawn oozes of different types and sizes from its body every round as a standard attack action. This ranged touch attack has an area equal to the dimensions of the ooze being thrown (which varies) and has a range of 60 ft. The ooze queen will often throw its lesser kin at a fleeing enemy that it cannot hope to catch up with in an attempt to stop it from alerting



anyone of power of its present lair. Any creatures that are struck are considered engulfed in the ooze's body and begin to take whatever damage it causes on contact with flesh. Examples are given below as to how much damage these particular creatures cause per round.

Gray Ooze: 1d6 acid damage + 1d6 slam damage

Ochre Jelly: 1d4 acid damage + 2d6 slam damage

Black Pudding: 2d6 acid damage + 2d6+4 slam damage

Steel Ooze: 1d4 fire damage + 1d6+5 slam damage

Engulf (Ex): Although it moves slowly, an ooze queen can simply mow down Huge or smaller creatures as a standard action. It cannot make a slam attack during a round in which it engulfs. The ooze merely has to move over the opponents, affecting as many as it can cover. Opponents can make attacks of opportunity against the ooze, but if they do so they are not entitled to a saving throw. Those who do not attempt attacks of opportunity must succeed at a Reflex save (DC 28) or be engulfed; on a success, they are pushed back as the ooze moves forward. Engulfed creatures are subject to the ooze's slam and bite attacks as well as acid damage every round they remain in the creature's body, and are considered to be grappled and trapped inside of it.



Brood Mother (Su): The ooze queen can exert its will over any of its lesser kin automatically. Oozes, despite their immunities to mind-influencing effects, are vulnerable to the ooze queen's ability to control their bodies. This is because the ooze queen has the supernatural ability to mentally control the substance that makes up the body of other oozes and is not actually targeting a mind. The ooze queen will most likely be attended by several oozes of various types that may or may not have once been a part of its massive body.

Lure (Sp): The ooze queen can attempt to charm any creature within its blindsight radius in an attempt to get it to move closer to it so it can attack. Any creature that fails a Will save (DC 30) must approach the ooze queen, moving at least at its normal speed until it is adjacent to the ooze. This effect lingers for 1d6 rounds. The ooze queen can use this effect once every 3 rounds as a free action against any creature within its blindsight radius.

Regeneration (Ex): An ooze queen takes normal damage from fire and sonic attacks.

OOZE SENTRY

Medium-Size Ooze

Hit Dice: 4d10 +10 (32 hp)

Initiative: +0

Speed: 5 ft.

AC: 10

Attacks: Slam +3 melee

Damage: Slam 1d6 plus 1d6 acid

Special Attacks: Acid shower

Special Qualities: Blindsight 30 ft., light weakness, invisibility to darkvision

Saves: Fort +1, Ref +1, Will -4

Abilities: Str 11, Dex 10, Con 11, Int —, Wis 1, Cha 1

Climate/Terrain: Any underground

Organization: Patch (5-10)

Challenge Rating: 3

Treasure: None

Alignment: Always neutral

Advancement: 5-12 HD (Large)

The ooze sentry is a strange fungus responsible for the deaths of many unwary visitors to the underground regions of the world. They are highly prized by the drow as expendable sentry creatures due to their explosive defenses and their invisibility to darkvision.

The ooze appears as a Medium-size mushroomlike growth with several whipping tentacles extending from the "head." The creature attacks any living presence it detects with its blindsight and will explode if it senses multiple creatures, sending its oozing body splattering all over any foes in the area. This is how the ooze sentry spreads its spores. The acidic shower is actually a containment liquid for the small sporelike creatures that burrow into and infect the flesh of any who are hit with the attack. The acid allows the spores to burrow through flesh that would normally be too thick for them to penetrate.

The explosion usually causes the death of the parent ooze and the creature hit with the acid. Once both are dead, the spore creatures infest and grow from the corpse, creating anywhere from three to six new ooze sentrys to menace future passersby.

COMBAT

The ooze sentry doesn't use its slam attacks if multiple enemies present themselves within range of its acid shower ability.

Acid Shower (Ex): The ooze sentry can reduce itself to -10 hit points as a standard action and literally explode, splattering acid on everything within 30 ft. of it. This acid causes 3d6 points of damage the first round, doing one less die of damage each following round (2d6, 1d6, 0). Those in the area of effect receive a Reflex save (DC 13) to avoid half of the first round damage and all continued damage.

Light Weakness (Ex): The ooze sentry is extremely weak against light-based spells that cause damage such as *searing light* and is destroyed on a failed Fortitude save (DC 10 + half the damage inflicted) against such magic.

Invisibility to Darkvision (Su): The ooze sentry continually emits a field of energy that interferes with darkvision. As such, it is treated as having permanent *improved invisibility* against creatures using darkvision. This ability is useless against other forms of sight.



OOZE SWALLOWER

Large Aberration

Hit Dice: 3d8+9 (22 hp)

Initiative: -1 (Dex)

Speed: 10 ft., climb 10 ft.

AC: 13 (-1 size, -1 Dex, +5 natural)

Attacks: 2 claws +5 melee

Damage: Claws 1d6+4

Face/Reach: 10 ft. by 10 ft./5 ft.

Special Attacks: Disgorge ooze

Special Qualities: Tremorsense 60 ft., summon mate, unhampered movement

Saves: Fort +4, Ref +0, Will +2

Abilities: Str 19, Dex 8, Con 17, Int 7, Wis 8, Cha 12

Skills: Climb +6, Intimidate +4, Listen +5, Spot +6

Climate/Terrain: Any marsh and underground

Organization: Pair or rarely family (3)

Challenge Rating: 4

Treasure: None

Alignment: Usually neutral

Advancement: 3-4 HD (Large); 5-9 HD (Huge)

The ooze swallower is a large bipedal aberration that feeds by disgorging a gray ooze, which attacks and digests its prey for it before returning to be reabsorbed.

The swallower is about 6 to 8 feet across and mostly covered in a damp green hide. Typically around 8 feet tall, the swallower walks on its

two muscular legs. Its body is dominated by an enormous fanged maw, which typically drips slime when open.

Ooze swallows are shy creatures, only attacking if hungry or provoked, but an ooze swallower will fight fiercely if it believes its mate to be in any danger.

Due to their strange appearance and their lack of vocal cords, ooze swallows are often taken to be stupid and unthinking. In fact, although not as intelligent as most humanoids, they can reason and interact with other intelligent creatures. Within their own species they communicate only telepathically—their range for this can be as great as 150 ft. Not forming large social groups, ooze swallows will almost always be found in pairs. As soon as an ooze swallower is old enough to mate, it seeks out a suitable partner. From that point on, the two will never be voluntarily out of telepathic range of each other, and when one dies, the other will typically follow soon after.

While a pair of ooze swallows may choose a general area (such as a large swamp) as a home, they've never been observed to select any one spot as a nest or a den. They roam, sleep, and hunt wherever they choose within their chosen territory. The only other ooze swallows found in a pair's territory are young. The offspring will only have 2d8+6 hit points, and its smaller claws can only do 1d3+4 points of damage. Additionally, an immature ooze swallower is unable to

disgorge an ooze of its own, relying on its parents to feed it and protect it from danger.

COMBAT

Ooze swallows move slowly and will not approach an enemy unless forced to. If cornered, an ooze swallower can leap into the air to use its powerful claws to fight back. This sort of direct confrontation is not an ooze swallower's preferred method of combat. Instead, it prefers to feed by regurgitating an ooze, which it uses to digest its enemies externally.

Disgorge Ooze (Ex): An ooze swallower that is hungry or feels threatened may disgorge a gray ooze from its body. To do this, it lowers one edge of its body to the ground and convulses until a thick ooze begins to drip out of its mouth. This is a standard action that may provoke attacks of opportunity. The ooze is under the telepathic control of the swallower, and may be intelligently directed to perform any action that a gray ooze would be physically capable of performing. If at any time the ooze swallower is killed or the ooze is removed farther than 150 ft. from its master, the ooze will revert to its normal, unintelligent behavior. If the ooze is lost or destroyed, the swallower requires 1d4 weeks to generate a new one, during which time it will be entirely unable to feed itself without the aid of another ooze swallower.

When the ooze has completely finished digesting the prey, it returns to its master, so that the ooze swallower can drink it back down and absorb its digested nutrients. Any time that the ooze is adjacent to its master, the ooze swallower may reabsorb the ooze. This is also a standard action that may provoke attacks of opportunity.

Unhindered Movement (Ex): Ooze swallows are naturally adapted to living in swampy, marshy terrain. Their wide feet allow them to travel through swamplands at their full movement rate.

Summon Mate (Ex): An ooze swallower that considers itself to be in any danger may attempt to summon its mate as a free action. Provided it is within telepathic range at the time (150 ft.), the mate will drop whatever it may have been doing and attempt to come to its defense at its maximum movement rate. An ooze swallower will fight fiercely to defend its mate, using any means at its disposal to drive away or kill the threat.

PAIN WISP

Medium-size Aberration

Hit Dice: 2d8 (9 hp)

Initiative: +2

Speed: Fly 30 ft. (good)

AC: 12 (+2 Dex)

Attacks: Incorporeal touch +3 melee

Damage: Touch 0 plus special

Face/Reach: 5 ft. by 5ft./5 ft.

Special Attacks: Pain touch

Special Qualities: Detect pain, invulnerabilities, insubstantial, healing vulnerability

Saves: Fort +0, Ref +2, Will +4

Abilities: Str —, Dex 15, Con 10, Int 12, Wis 12, Cha 9

Skills: Hide +7, Listen +10, Search +8, Sense Motive +6.

Feats: Weapon Finesse (touch)

Climate/Terrain: Any land and underground

Organization: Solitary

Challenge Rating: 2

Treasure: Standard

Alignment: Always neutral

Advancement: 3–8 HD (Large), 9–16 HD (Huge)

A pain wisp is a creature comprised solely of agony. It exists only to spread its misery and pain to living creatures throughout the material world.

A pain wisp is a ball of glowing energy. It is normally 4 to 6 feet in diameter, though it often grows smaller when it is agitated or attacking another creature. It also becomes quite noisy when it is disturbed, buzzing like a hive of angry hornets. Many times, a pain wisp is mistaken for a ghost or a will o' the wisp, as it floats about in an eerie manner and attacks indiscriminately.

A pain wisp comes into being when a living creature is forced to suffer a moment of ultimate agony. During this moment, all of the pain and suffering that this creature endures transforms into a sentient being—the pain wisp. While a pain wisp can appear to be a somewhat cunning and intelligent creature, it is not actually rational and cannot be reasoned with. All it knows is the pain and agony from which it was created, and all it wants to do is spread that pain to any living creature that it may find.

A pain wisp can exist in just about any environment, and is commonly found in urban settings with populations that are heavily persecuted.

COMBAT

A pain wisp does not have any strategy when it enters combat, nor does it possess any sort of survival instinct. Instead, it always rushes to attack the first living creature that it finds, or if it finds a multitude of creatures, the most tormented creature. A pain wisp attacks until all its opponents are dead. The only way to defeat a pain wisp is to completely destroy it.

Detect Pain (Su): A pain wisp can easily detect wounds and physical suffering in 100 ft. radius. It uses this detection ability to single out and attack the most wounded or the weakest creature in a group.

Immunities (Ex): A pain wisp is immune to all magical and non-magical forms of attack, save for those noted as its vulnerabilities.

Insubstantial (Su): While not incorporeal, a pain wisp is insubstantial, allowing it to pass through solid objects and to ignore armor bonuses when making its attacks.

Pain Touch (Su): The touch of a pain wisp does not cause its target any noticeable physical wounds. However, the creature's touch does cause immediate and unbearable physical and mental pain to its victims. All creatures touched by a pain wisp must make a successful Fortitude save (DC 18) or suffer 2d6 points of internal damage, 1d6 points of temporary Strength damage, and 1d6 points of temporary Constitution damage. Those creatures that make a successful save still take 1d6 points of damage but do not suffer any ability score damage.

Healing Vulnerability (Su): The only way to harm a pain wisp is to magically heal it. By healing a pain wisp, the agony or torment of the creature is lessened, thereby weakening it and robbing it of its power. Any magical form of healing causes damage to a pain wisp equal to the amount it would normally heal. The only exception to this is a *heal* spell, which instantly destroys a pain wisp (no saving throw).

PHANTASMAL JELLY

Medium-Size Ooze (Incorporeal)

Hit Dice: 6d10+12+10 (77 hp)

Initiative: +2

Speed: Fly 20 ft. (perfect)

AC: 13 (+2 Dex, +1 deflection)

Attacks: Incorporeal tentacles +6

Damage: Incorporeal tentacles 1d6 plus 1d6 cold

Face/Reach: 5ft. x 5ft./5 ft.

Special Attacks: Bury alive, entangle, telekinesis

Special Qualities: Blindsight, incorporeal, rapid spawn

Saves: Fort +4, Ref +4, Will -3

Abilities: Str —, Dex 15, Con 14, Int —, Wis 1, Cha 1

Climate/Terrain: Any underground, urban, or ruins

Organization: Solitary

Challenge Rating: 7

Treasure: None

Alignment: Always neutral

Advancement: 7–15 HD (Large), 15–25 HD (Huge)



The phantasmal jelly is a creature that exists on both the Material and Ethereal Plane simultaneously. It is capable of grabbing an enemy, turning it incorporeal, and stranding it in a solid object, killing it.

The creature itself looks like a large man-o-war. It isn't very fast, so it often relies on ambush tactics to find its food and then kills it by stranding it in solid stone.

COMBAT

This jelly is fond of ambush tactics. It hides in solid surfaces such as the ground or a nearby wall and awaits the passing of prey. It then extends its telekinetically enhanced tentacles from the surface in an attempt to pull the victim inside the solid object.



Telekinesis (Sp): The phantasmal jelly has a powerful telekinetic ability that it uses to grab opponents and slam them into objects. It is able to use this ability once per round as a free action and often couples it with its tentacle attack to grapple and damage opponents before jettisoning them within solid objects. This ability acts as the spell of the same name as if cast by a 9th-level sorcerer with an 18 Charisma. A Will save (DC 17) is allowed to resist this effect.

Entangle (Ex): Using its innate telekinetic abilities, the phantasmal jelly amplifies its tentacle attacks to the point where they become solid and strong enough to grapple opponents on the Material Plane as if the jelly weren't an incorporeal creature. This frightening attack allows the creature to grapple opponents that

are its size or smaller as if it had a 20 Strength. It can then use its bury alive ability or it can try to constrict the creature caught in its tentacles for 2d6 points of damage in addition to the normal 2d6 points of damage caused by its freezing incorporeal touch. A successful opposed Strength check means the creature breaks free from the phantasmal jelly's crushing grasp and escapes certain death in the walls of its lair for one more round.

Bury Alive (Su): This ability confers incorporeality on any creature grappled by the jelly's tentacles. While the jelly can no longer damage the opponent, it can deposit its foe into a solid object. If the phantasmal jelly succeeds at a grapple check, it may pull the opponent into a solid object and deposit him there, ending his incorporeality. Victims of the attack must succeed at a Fortitude save (DC 17) or die instantly. Those that succeed are instead shunted out of the solid surface, taking 1d6 points of damage for every foot they have to travel to escape the object.

Rapid Spawn (Ex): When dropped to 0 hit points or lower, a phantasmal jelly instantly breaks into two separate and completely healthy offspring that immediately attack. An offspring usually has half the Hit Dice and hit points of the fully healthy parent and is size Small. Since a phantasmal jelly cannot use its rapid spawn ability until it is at least 6 HD, most offspring cannot spawn more of their kind if reduced to -1 hit points or less and die if brought to -10 hit points. However, there have been cases where Large or even Huge phantasmal jellies have been defeated in combat just to have their body split into several angry and hungry offspring.

Incorporeal: Can be harmed only by other incorporeal creatures, +1 or better magical weapons, or magic with a 50% chance to ignore damage from any corporeal source. Can pass through solid objects at will, and own attacks pass through armor. Always moves silently.

POLTERGEIST WORM

Huge Aberration

Hit Dice: 11d8+50 (99 hp)

Initiative: +5

Speed: 20 ft. Fly 100 ft. (Good)

AC: 25 (+1 Dex, -2 size, +11 natural, +5 defensive aura)

Attacks: Slam +14 melee, tail swipe +9 melee

Damage: Slam 2d8+5 plus poison, tail swipe 2d6+5 plus poison

Face/Reach: 10 ft. x 10 ft. (Coiled)/15 ft.

Special Attacks: Debris cloud, psychic poison, constrict 3d6+5, spell-like abilities

Special Qualities: Regeneration 5, SR 20, telekinetic aura, defensive aura, immunities, fire resistance 20

Saves: Fort +8, Ref +4, Will +9

Abilities: Str 21, Dex 12, Con 20, Int 19, Wis 15, Cha 16

Skills: Bluff +10, Intuit Direction +15, Move Silently +11, Knowledge (arcana) +11, Knowledge (psionics) +6, Search +10, Spot +13

Feats: Improved Initiative, Improved Critical (slam), Improved Critical (sting), Power Attack, Weapon Focus (slam), Weapon Focus (sting)

Climate/Terrain: Any mountain, jungle, or underground

Organization: Solitary

Challenge Rating: 14

Treasure: Varies

Alignment: Usually neutral evil

Advancement: By character class (sorcerer)

The poltergeist worm is a creature out of an insane mind's nightmare. It is a wormlike monster about 30 feet in length. An enormous single eye is perched on its bulbous head. Stiff hairs cover the poltergeist worm's body and allow it to move without the use of its spell-like abilities. However, the creature is known to revel in its magical superiority and can rarely be seen touching the ground of its underground lair. It prefers to float a few feet above the ground, coiled like a snake, lording over its dominated slaves and counting the treasures that float about its head and body on waves of telekinetic force emitted from its extensive eye-brain complex.

These creatures get along with no one, not even their own kind, and will usually enter combat with any creature they cannot dominate at first glance. Drow elves are their preferred



slaves, and some drow willingly serve the creatures for a chance to improve their status or monetary wealth.

COMBAT

A poltergeist worm will use its slave population to wear down any foes before entering into combat itself. If surprised by an attacker, it will try to use its spell-like abilities to put down any opposition quickly and efficiently. If that doesn't work, the worm will enter into melee combat with its poisonous slam and tail swipe attacks to try to weaken the mental and physical reserves of its foes.

Telekinetic Aura (Su): The poltergeist worm continually maintains an area of natural telekinesis within 20 ft. of its body. The worm uses this area to hold its personal belongings, weapons, and other objects that it plans to use on a daily basis since it has no natural hands or manipulating limbs. Once per round, as a free action, a poltergeist worm can use this field of telekinetic energy to grab an enemy and throw it, pick it up, or bring the enemy closer to itself as per the *telekinesis* spell as if cast by a 14th-level sorcerer. Anyone targeted with this power is granted a Will save (DC 18) to resist for that particular round, but it remains a valid target for the ability the next round even if it succeeds. In addition to this powerful telekinetic ability, a poltergeist worm can also use the objects floating around its head as a ranged area attack. Once per round as a free action, when not trying to affect a single creature with its telekinesis, the poltergeist worm can instead fling the objects around its head and body to cause 10d6 points of damage to any creatures within 20 ft. of it. This attack allows those caught in it a Reflex save (DC 18). Those that succeed at this Reflex save take only half damage from the first round of the cloud and are considered to have made it out of the cloud's area of effect if they so choose. Each creature within the cloud is allowed another Reflex save each round to avoid the flying objects or throw themselves out of the damaging area. This cloud causes bludgeoning, piercing, and slashing damage and can be maintained for four rounds, after which it may not be used again for one full minute.

Psychic Poison (Ex): Tail sting, Fortitude save (DC 18); initial and secondary damage 1d6 temporary Wisdom.

Constrict (Ex): The poltergeist worm constricts a creature for an additional 3d6+5 points of damage if it makes a successful

critical hit against an opponent with its slam attack. The poltergeist worm can then release the creature so it can continue to make slam attacks against other opponents or it can choose to continue squeezing and inflicting poison damage until the foe escapes with a successful opposed Strength or Escape Artist check.

Spell-like Abilities: At will: *clairaudience/clairvoyance*, *prying eyes*, *telekinesis*, *stone shape*, *meld with stone*. 3/day: *polymorph self*, *teleport without error*. 1/day: *dominate person*, *insanity*, *telekinetic sphere*. The poltergeist worm casts these spells as an 18th-level sorcerer.

Regeneration (Ex): A poltergeist worm is damaged normally by electricity, acid, and those fire attacks that breach its impressive fire resistance.

Defensive Aura (Su): A poltergeist worm's entire body emits a weak telekinetic shield that adds a +5 deflection bonus to its AC.

Immunities: The poltergeist worm is immune to all illusions of 7th level or lower as well as all mind-affecting spells, psionics, or other similar effects.

SAILOR'S BANE

Huge Ooze

Hit Dice: 12d10+48+20 (134 hp)

Initiative: -1

Speed: 10 ft. Swim 40 ft.

AC: 7 (-1 Dex, -2 size)

Attacks: Slam +16 melee

Damage: Slam 2d6+9 plus 2d6 acid

Face/Reach: 25 ft. x 25 ft. / 15 ft.

Special Attacks: Engulf, swimming hazard, constrict, devour hull, impregnate

Special Qualities: Blindsight 120 ft., cold vulnerability

Saves: Fort +8, Ref +3, Will -1

Abilities: Str 28, Dex 9, Con 18, Int —, Wis 1, Cha 1

Climate/Terrain: Any aquatic

Organization: Solitary

Challenge Rating: 9

Treasure: None

Alignment: Always neutral

Advancement: Gargantuan (13–20 HD), Colossal (21–36 HD)

Newly recruited sailors often first hear of the sailor's bane as a horror story and most dismiss the superstitious ramblings of older sailors as

nonsense. However, the sailor's bane is a real danger to those who travel the sea and many of the young men who do not heed the advice of their elders find themselves being digested by this dark ooze when it catches them unaware.

The sailor's bane often appears to be a patch of darkness floating just under the surface of the ocean and is often mistaken for a type of tidal fungus or a school of fish by those in the crew's nest.

When not devouring men and women, the sailor's bane spreads its terror to the local marine life, causing any area it lairs to be strangely absent of fish and animals. This can alert any sea-going druids of the monster's nearby presence. Sea elves, tritons, and mer-men all actively hunt and kill the sailor's bane because of the danger the massive cloud of darkness poses to their own underwater civilizations. Entire cities and villages of these underwater people have vanished without a trace due to the bane's insatiable appetite. Like a great oil slick, the sailor's bane sticks to the hulls of ships and devours the wood they are constructed from, causing many great and powerful sea vessels to sink beneath the waves where it can pick the sailors off of the foundering wreck at its leisure.

The sailor's bane maintains its reign of terror on the waves by rapidly reproducing and spreading its kind to all corners of the sea. The only places safe from these creatures are the seas of the far north and south where the water is so cold that it would freeze the creature solid in several minutes. The sailor's bane spreads its kind by infecting sea life, sailors, and any other living creature it can capture in its body with parts of its own essence. Once the creature has infected 10 creatures for every Hit Die it has, it dies.

COMBAT

Once a ship nears, the sailor's bane swims toward it and surrounds a large part of the ship's hull below the water line, beginning to create the mineral acid it uses to digest its food. This burns massive holes in the ship's hull so that it sinks beneath the waves where the ooze can attack and digest those aboard. The sailor's bane is not an intelligent creature and is incapable of formulating more complicated battle strategies.

Engulf (Ex): Since it is a rather fast swimmer, a sailor's bane 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 ooze merely has to move over the opponents, affecting as many as it can cover. Opponents can make attacks of opportunity against the ooze, but if they do so they are not entitled to a saving throw. Those who do not attempt opportunity attacks must succeed at a Reflex save (DC 14) or be engulfed; on a success, they are pushed back as the ooze moves forward. Engulfed creatures are subject to the ooze's slam and bite attacks as well as acid damage every round they remain in the creature's body, and are considered to be grappled and trapped inside of it.

Swimming Hazard (Ex): Any creature swimming within 100 ft. of the sailor's bane will find itself being drawn towards the creeping darkness of the ooze's body unless the creature makes a successful Swim check (DC 24). Using powerful suction, the sailor's bane pulls the creature back towards itself by 5 ft. for every 2 by which the check was failed. Any creature caught within this suction receives a -4 circumstance penalty to its Reflex save to avoid being engulfed. Additionally, creatures caught in this suction effect lose any Dexterity bonus to their AC. Sailors often warn people that staying to fight the sailor's bane is often safer than trying to run from it.

Improved Grab (Ex): To use this ability, the sailor's bane must hit with its

slam attack. If it gets a hold, it can constrict.

Constrict (Ex): A sailor's bane that gets a hold automatically deals slam and acid damage each round the hold is maintained.

Devour Hull (Ex): The powerful acid secreted by the sailor's bane can dissolve most wooden objects immediately, dealing 10d6 points of acid damage against wood per round.

Impregnate (Ex): The sailor's bane can choose not to kill a grappled creature, instead placing a fetal version of itself into the creature's bloodstream and allowing the creature to escape. The victim may make a Fortitude save (DC 18) to prevent the fetal sailor's bane from taking hold in his system. If the save fails, the bane is implanted and feeds off the creature's blood and internal tissues until right before the creature dies. A fetal sailor's bane can be killed with a successful *heal* spell while still in the body of the host, but the spell heals none of the actual ability damage the creature has caused. If a *heal* spell is unavailable, frequent application of restoration magic can slow the process of degradation caused by the ooze's presence until one can be found.

The host takes 1 point of Constitution and Strength drain for every day that the fetal ooze remains in its blood system until it reaches a 5 in either ability score. At this point, the ooze takes physical control of the host's body and moves toward the ocean in the most efficient way that it can. During this trancelike state, the host cannot speak or defend itself and may very well appear to be sleepwalking if confronted. The host simply moves at half its normal movement rate toward the ocean unless somehow restrained. If the ooze cannot make it to salt water before it drops the host's Strength or Constitution to 0, it dies along with the host since it cannot survive outside of the ocean or a healthy host body. Should the host get to the water, it drowns and the ooze devours the rest of the victim's body before exploring its new ocean realm.

Cold Vulnerability (Ex): A sailor's bane takes double damage from cold attacks unless a save is allowed for half damage. A successful save halves the damage and a failure doubles it.

SILENT SNATCHER

Large Aberration

Hit Dice: 4d8+12 (30)

Initiative: +6

Speed: 20 ft., swim 30 ft.

AC: 14 (-1 size, +2 Dex, +3 natural)

Attacks: 8 tentacles +7 melee

Damage: Tentacle slap 1d4+5

Face/Reach: 10 ft. by 10 ft./40 ft.

Special Attacks: Improved grab, constrict, slow

Special Qualities: Expendable extremities, regrow tentacle, scent

Saves: Fort +4, Ref +3, Will +8

Abilities: Str 20, Dex 14, Con 16, Int 16, Wis 19, Cha 15

Skills: Disguise +13, Escape Artist +9, Hide +13, Listen +10, Move Silently +9, Spot +10

Feats: Blind-Fight, Combat Reflexes, Improved Initiative

Climate/Terrain: Any aquatic, forest, marsh, or underground

Organization: Solitary or bunch (3-6)

Challenge Rating: 5

Treasure: Double standard

Alignment: Usually chaotic evil

Advancement: 4-6 HD (Large); 7-12 HD (Huge)

The silent snatcher is a creature with many shadowy, regenerating tentacles. It fights from behind cover, slowing and crushing enemies before they can get close enough to hurt it.

The main mass of the silent snatcher's body is a mesh of thick, slimy fibers, writhing slowly against each other like a nest of snakes. Its shape is elastic and can be twisted to fit into any space whose volume is at least that of a 3-ft. cube. When the snatcher eats, it engulfs its dead prey by wrapping these dark cords around it until the prey is fully enclosed within. Protruding from the top of this mass are two short eyestalks made of the same fibrous tissue, with a soft, lumpy eye at the end of each. Around the periphery of this body, the cords braid themselves together to form tentacles, reaching out and up to 30 ft. in length. The material that the silent snatcher's body and tentacles are made from is also a finely tuned sensory organ, giving them a superb sense of both hearing and smell.

Snatchers are intelligent and cagey, as well as extremely distrustful of strangers. They are able to speak Common, although their speech



is indistinct and difficult to understand because it is formed by the vibration of their body fibers. They will attack anyone who disturbs them without requiring any particular provocation. They also horde the possessions of anyone they kill—not out of greed, but out of spite. They like to horde the things that others have worked hard to collect. Snatchers are more pleasant to others of their own kind, united by their superior and selfish attitudes toward all other intelligent races. Silent snatchers are also extremely introverted. They care more for building up their own tiny empires, creating their driftwood fortresses or lurking in a carefully chosen lair than for actually going out and experiencing the world. They are content to lie in wait for the prey that comes to them, inheriting things that have been abandoned and violently protecting what they see as theirs. Were they interested in conquest, they would be a dangerous force to be reckoned with.

A silent snatcher's lair is quite often almost invisible to passersby. What looks like a pile of debris, a stand of bushes, or a grave cairn may actually conceal the opening of a snatcher's lair. A snatcher often spends years working on its home. Many of these are partially underground, hollowed out by great effort over many months, with the opening covered over and cleverly concealed. Others may be above ground, built out of whatever materials are

readily available in the area, with whatever tools the snatcher has been able to scavenge. Silent snatchers are also not above taking over the lair of a deceased fellow or even taking over abandoned buildings designed for the use of humanoids when one is available. The one thing that all silent snatcher lairs have in common is clever concealment. A silent snatcher will use every trick it knows to disguise its home, so most travelers never know anything is there until it's too late.

COMBAT

The silent snatcher lurks in its home, waiting quietly for victims to pass within its reach. If not at home, a snatcher conceals itself wherever it's most convenient, always seeking places that provide the best cover from any retaliatory attack. Unsuspecting adventurers may discover that they're suddenly being accosted by whipping tentacles that reach out of nowhere to grab them from behind. Those attempting to flee may find themselves unable to run, having been *slowed* to a near standstill by the snatcher's strike.

While the victims may be able to hack apart one or more of the individual tentacles, the snatcher will respond by simply forming more of them. It can regenerate its tentacles as fast as most creatures can tear

them apart, one by one, having up to eight separate tentacles at any one time. The only way to kill the snatcher is to attack the body itself, which first requires getting past the layers of concealment and cover the snatcher has set up.

Improved Grab (Ex): A silent snatcher can use its tentacles to grapple any enemy of up to Large size by making a successful tentacle attack. If it gets a hold, the snatcher is able to constrict. More than one tentacle may be used to grab the same opponent—each hold must be broken separately. If all the tentacles being used to grab an opponent are destroyed, the grapple is lost.

Constrict (Ex): Once the snatcher has made a successful grab against a creature, it is able to constrict the creature each round automatically. A snatcher deals 1d4+5 points of damage each time it constricts.

Slow (Sp): A silent snatcher can *slow* any creature that it makes a successful tentacle slap against, in lieu of doing damage. The target must make a Will save (DC 14) or be affected as if by a *slow* spell cast by a 10th-level sorcerer. The snatcher may not use *slow* and improved grab in the same attack.

Expendable Extremities (Su): Each of the silent snatcher's tentacles has its own hit points, equal to one-eighth of the creature's original hit point total (rounded down). Attacks aimed at any of the snatcher's tentacles only harm that tentacle—the main body takes no damage from such attacks. Characters attacking a silent snatcher must specify if the attack is aimed at the body or at a tentacle—if the body isn't visible, then the attack is assumed to be against a tentacle. If any tentacle loses all of its hit points, the cords making it up fly apart, and the parts of the tentacle that are severed from the creature's main mass immediately wither away.

Regrow Tentacle (Su): A silent snatcher initially has eight tentacles and is able to regrow lost tentacles. A tentacle can be regrown one round after it has been lost, and only one tentacle may be regrown in a given round. This is a free action. Each new tentacle has full hit points (that is, one eighth of the snatcher's original hit point total). The snatcher can have up to a total of eight tentacles at any given time.

Skills: Silent snatchers receive a +2 racial bonus to Hide and Disguise checks.

SKIRR

Medium-Size Aberration

Hit Dice: 1d8 (4 hp)

Initiative: +1

Speed: 30 ft., fly 20 ft. (poor)

AC: 12 (+1 Dex, +1 natural)

Attacks: Morningstar +0 melee, or heavy crossbow +1 ranged

Damage: Morningstar 1d8, or heavy crossbow 1d10

Face/Reach: 5 ft. / 5 ft.

Special Qualities: Skirrish traits, unnatural flight

Saves: Fort +0, Ref +3*, Will +2

Abilities: Str 10, Dex 13, Con 11, Int 8, Wis 11, Cha 8

Skills: Balance +9*, Listen +2, Move Silently +5, Search +2, Tumble +5

Climate/Terrain: Any plains, forest, hill, mountains or underground

Organization: Team (2–4 plus 1 3rd-level leader), squad (11–20 plus 2–4 3rd-level lieutenants and one leader of level 4–6), or nest (only found underground, see Society)

Challenge Rating: 1/2

Treasure: Standard

Alignment: Usually lawful

Advancement: By character class

Skirr are carnivorous, insectlike bipeds. The females of the species have tough, black skin and are fully sentient and capable of flight.

Skirr females are tall, slender and winged. Their skin is comprised of a banded exoskeleton covered with short spines. The most notable of these is a large, spiky formation on the forehead of any female skirr, known as her "crown." The exact shape of any individual's crown is unique, and it continues to grow slowly throughout the skirr's life. The size of a skirr's crown is sometimes thought of as a symbol of status or power, although it is not directly linked to any genuine physical or social authority. A skirr's wings resemble dark gray cobwebs or silk draped between jointed spars that jut from her shoulders. Skirr eyes are black, smooth, and shiny, and their mouths are vertical rather than horizontal, covering most of the area where the mouth and nose would be on a humanoid's face. Their ears aren't external—skirr hear with membranes under the surface of the skin on either side of their heads.

Skirr don't feel any need for clothing. They may choose to wear some garments or armor

for protection or decoration, but when they do they prefer to choose loose and flowing clothes that don't cover the entire body. Overly restrictive clothing would interfere with their ability to breathe, which is done through pores covering their skin.

Skirr are strictly carnivorous. They only eat dead flesh and prefer meat that has been allowed to age. Although they have no objections to eating the flesh of dead sentients, skirr do not actively hunt them. Female skirr are able to speak the Common and Dwarven languages.

Skirr males are the less mature form of the species: smaller, less intelligent, and considered far less valuable in skirr society. All skirr are born male, but only some of them undergo the transformation into the mature, fully sentient female form. Male skirr tend to be about 3 ft. tall and lack wings. Their skin ranges in shade from pale gray to nearly black, but it is much softer and more vulnerable than that of the females. They also lack most of their females' external spines with the exception of one small horn in the middle of their foreheads. They skitter about from place to place with two legs or on all fours. They do not speak or even reason to any significant degree. Male skirr are also required to remain inside or near the nest—only females are permitted to go out in hunting parties or on other types of excursions. The male skirr are considered drones and are used by the females to perform mundane

and brutish tasks, such as mindless labor. They are also used for mating. Effectively, they are like communally owned beasts.

The skirr life-cycle begins as an egg laid by a female skirr and fertilized by a male. The eggs are white, splotched with gray, and about six inches in diameter. Eggs hatch after two months into male skirr, who quickly grow to their full size after only a year. Whenever inside the nest, both male and female skirr secrete pheromones. When male skirr detect that the proportion of males to females in a colony is too high, it triggers a natural process in males between 5 and 10 years of age. These skirr will first gorge themselves with food and then build a cocoon. After six months a mature female skirr emerges. A male skirr that does not transform only lives for 10 to 15 years before dying of old age.

COMBAT

When hunting or fighting, female skirr concentrate their attacks on a single target and actively defend their comrades. They only hunt within their needs, usually stopping after taking down one creature. They will also do the same if fighting a group of hostile attackers: If the attackers choose to flee after one of their companions has been slain or incapacitated,

the skirr will cease hostilities and take the body of their fallen enemy back to their nest for food.

If a nest is attacked, all of the male skirr immediately swarm out against the attackers. The males fight with no concern for their own safety, acting purely on



instinct. The females will only enter the fray if it appears that the males are being overcome.

Skirrish Traits (Ex): Skirr benefit from a number of racial traits.

- +2 Dexterity, -2 Intelligence, -2 Charisma. Skirr are very quick and agile but not especially intelligent. Further, their strict matriarchal hierarchy has bred out any strong sense of individuality or self.

- *Kin Recognition:* Skirr are automatically aware whenever they're within 100 ft. of a skirr nest since they can sense the pheromones given off by other skirr. A skirr who passes within 20 ft. of another skirr without realizing it is entitled to make a Spot check to notice the other skirr's scent. This is only possible if the scent is not blocked by some solid material, such as stone, or by a substantially stronger scent.

- *Darkvision:* Because their eyes are naturally adapted to living underground, skirr can see in the dark up to 60 ft. Darkvision is black and white only, but it is otherwise like normal sight, and skirr can function just fine with no light at all.

- +1 natural bonus to AC (female only). A skirr's rigid skin helps protect her.

- +5 racial bonus to Balance checks (female only). A female skirr's wings can help the skirr keep her balance more easily. This bonus is only available if the skirr is able to extend her wings.

- *Insectile Wings (Ex):* Female skirr have fragile insectile wings. They are able to fly as well as a large bird. In order to use this ability, a skirr must be able to move her wings freely. Skirr cannot swim by flying under water even with magical breathing, or when submerged in any other viscous substance that would hinder the motion of their wings. The wings also provide a +2 racial bonus to Reflex saving throws, because they can help a female skirr leap or duck more quickly when instinctively avoiding sudden surprises. These benefits come with a price: the wings are fragile, and may be targeted by a touch attack. If they are hit, the skirr takes 2 points of temporary Constitution damage and is unable to fly until that damage is healed. Also, any time a skirr is reduced to half its hit points, she is unable to fly.

- *Inability to Swim (Ex):* Skirr cannot put ranks into the Swim skill and begin to drown immediately if more than half submerged in water.

SKIRR CHARACTERS

Only female skirr may be played as characters. A skirr's favored class is rogue. They

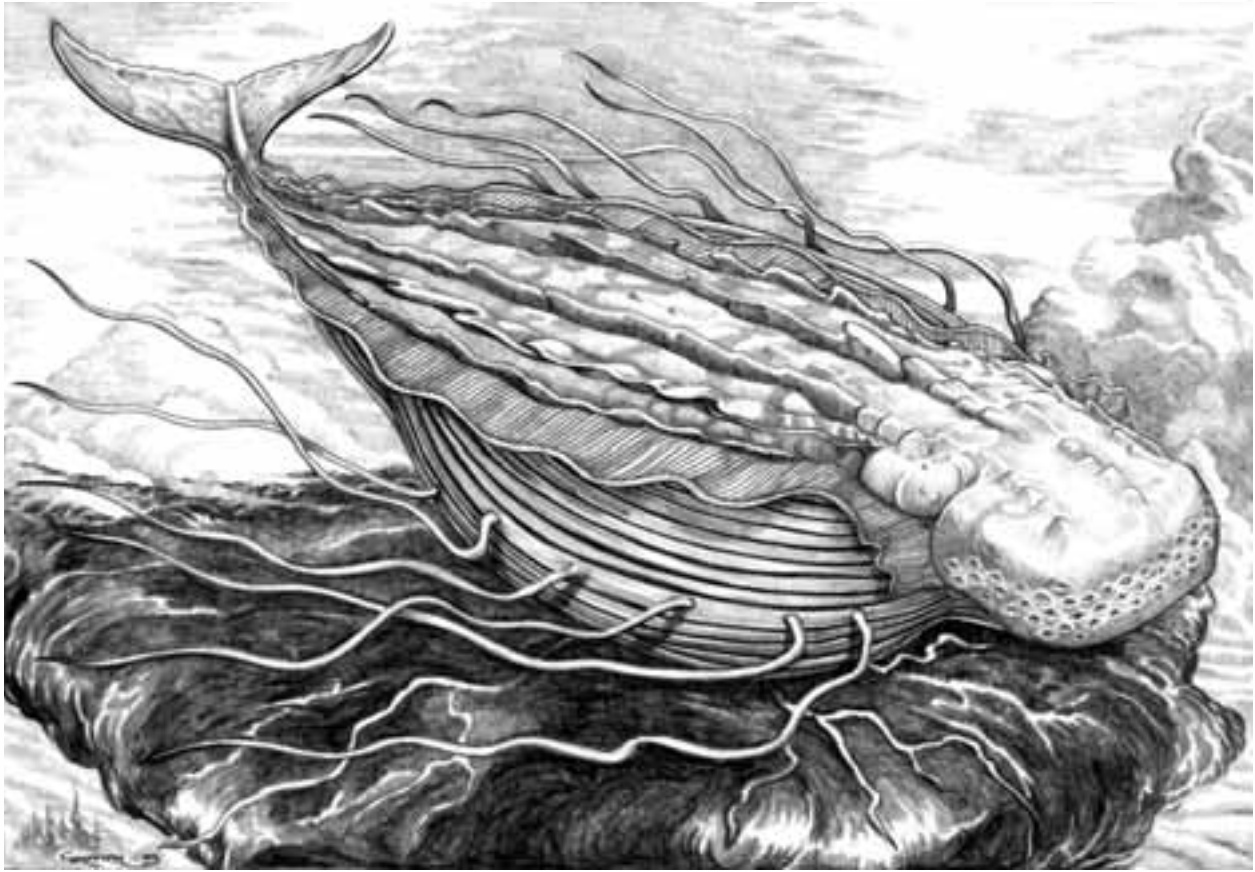
are agile, do not require much heavy equipment, and are well adapted to operating in the dark. Skirr speak Common and Dwarven, and have Gnome, Goblin, Terran, and Undercommon as bonus languages. A skirr's base height is 4.5 ft., with a height modifier of +2d10 inches. A skirr's base weight is 80 lbs., with a weight modifier of +1d6 lbs. times the result of the height modifier. A skirr reaches middle age at 20 years, old age at 30, and venerability at 40, with death following 2d8 years later. Some typical skirr names include Serren, Feir, Trekev, Hesham, Sesselav, Waisil, Kiera, and Erazol.

SOCIETY

Skirr normally live in large underground nests, occupied by 20–80 females and twice as many males. About 20% of each group will be non-combatants. In addition, there will be eggs and cocoons being tended to—approximately one egg for every two females and one cocoon for every four males in the nest. In addition to those mentioned, there will also be one 3rd to 6th level female for every four lower-level females and one 10th to 15th level female for every five of them.

The most powerful female in any nest is the queen. Because mating rights are linked with status, the queen is often the mother, grandmother, or even great-grandmother of more than half the skirr in her nest. Direct first-generation descendents of the queen are treated as nobility and are given preferential status over the other females. All others are considered to be workers. These workers manage most of the upkeep of the nest—tending to the immature males, stockpiling and aging meat, scavenging and trading for supplies, taking part in hunting parties to the surface, and so forth.

If a worker chooses, she may ask to be allowed to leave the colony. It is customary for permission to be granted without question, although the queen is fully within her rights to refuse if she wishes. Likewise, any visiting female skirr may ask a queen for permission to become a member of her nest. A skirr may also seek to purchase drones from a nest, if their queen is willing to sell or barter for them. Generally, the only reason to do this is if the skirr wishes to start her own nest. Because of that, it may be difficult to convince a queen to agree to this—she knows that it will likely lead to workers leaving her colony to join the new one.



SKYWHALE

Colossal Aberration

Hit Dice: 24d8 + 216 (324 hp)

Initiative: +5

Speed: 30 ft. Fly (Poor)

AC: 17 (-8 Size, +1 Dex, +14 natural)

Attacks: Tail slap +25 melee, 1d4+4 tendrils
+19 melee

Damage: Tail slap 4d8+24, tendrils 2d6+10

Face/Reach: 60 ft. by 240 ft./20 ft. (60 ft.
with tendrils)

Special Attacks: Swallow whole, stun,
dredge, shocking blast

Special Qualities: Blindsight 60 ft., electrici-
ty resistance 30, cloud, SR 24

Saves: Fort +19, Ref +9, Will +30

Abilities: Str 43, Dex 13, Con 28, Int 22, Wis
14, Cha 6

Skills: Innuendo +13, Intuit Direction +13,
Listen +15, Spot +15

Feats: Alertness, Cleave, Endurance, Fly-by
Attack, Great Cleave, Great Fortitude,
Improved Bull Rush, Improved Initiative,
Iron Will, Multiattack, Power Attack

Climate/Terrain: Aerial, mountains

Organization: Sometimes solitary, but usual-
ly in a pod of 1d4+1 sky whales

Challenge Rating: 17

Treasure: None, but see below

Alignment: Neutral

Advancement: None

The sky whale is a majestic, albeit rare, beast, drifting impossibly through the heavens. From the top or side, they look like amazingly huge whales with minor variations. Most have oddly shaped bony ridges running down their spines, and all have thin fluke-like wings of muscled skin in place of fins, running along their sides from their tails up to the backs of their heads. Their skin is a deep sky blue, with patches of lighter blue appearing across their hides. Dozens of comparatively tiny (5 ft in diameter) eyes, filled with a deep understanding, appear equally spaced across their mighty maws. However, from the bottom, they appear to be dark, thunderous clouds. Indeed, electricity runs along their belly, occasionally bursting forth in lighting bolts. In fact, the cloud is a by-product of the gas emitted from their underbellies. If the gas could be blown

away, one would see endless ridges in the belly of the beast, slowly opening and closing, forever taking in air and spewing forth the cloudlike gases. Also, hanging from the beast's belly, one would see a number of tendrils. These tendrils, reaching up to 80 feet in length, are used by the sky whales for feeding, as well as grasping other sky whales while mating.

Traveling in small pods, these creatures drift through the highest levels of the sky. Seldom will anyone suspect their true nature (Wilderness Lore DC 30 to detect them as anything other than a large mass of clouds). While it is not known where they came from or where they are going, it is known that on rare occasions, they will drop to the planet's surface to feed. When they do, their tendrils lash out, pulling up the soil, trees, plants, animals: whatever is below them, and bring the treasures into the beast through a central belly slit.

Sky whales are unmolested by any living creatures, even dragons. Scholars believe that the altitude at which they effortlessly fly, supported by internal gases, keeps them out of the range of most potential predators. Dying or weakened members of a pod might be attacked by a hungry or evil flyer of appropriate size, but it is thought that even dead sky whales retain their loft for some time, making them difficult prey even for scavengers. Another cause for their relative safety is, of course, their innate electrical and gaseous abilities. Sky whales, while slow to anger, have no compulsion about utterly destroying anything that harms a member of their pod.

These beasts seem totally self-absorbed. They are difficult at best to communicate with and their conversations are about matters that are not very relevant to surface dwellers. Despite this, those lucky or skillful enough to converse with a sky whale get the distinct impression that these creatures know more than they are letting on. After all, they travel across nearly ever territory of the planet, and must have seen much given their apparently long life-span.

Finally, legend has it that some adventurers have ridden great distances on the backs of these beasts. Further, on rare occasion, adventures claim to have discovered lairs of powerful creatures living in hollowed out bony ridges on the backs of the sky whales.

Sky whales speak Auran as well as their own language, Baluchan (which is like listening to the thunder itself). Despite their amazingly high intelligence, they are unable to com-

municate or understand any other languages. Further, Baluchan is beyond the capabilities of a *tongues* spell to duplicate, or of a *comprehend languages* spell to understand. Limited success in communication has come by use of the skill Innuendo.

Sky whales possess an amazingly high intelligence. If a humanoid were able to communicate with a sky whale, they would undoubtedly be privy to amazing lore. Further, a sky whale could be the base of operations for high level characters living, literally, atop the beast. Such bases would be located along the bony ridges running down the sky whale's back.

The statistics shown are for a fully-grown sky whale. Smaller sky whales are certainly possible. As a byproduct of their eating, Sky whales emit a particularly powerful substance similar to ambergris, called magergris. It is highly sought after for potions of charming, elite perfumes, and the like and can fetch as much as 500 gp per ounce. A sky whale has 20% chance of having 1d3 pounds of Magergris forming in its intestines at any given time.

Finally, it is possible that the sky whale may have one or more different creatures living on (and off) of it. Adventurers have described flying parasites, barbaric humanoids, and other unusual creatures making an ecosystem of wales' bodies.

COMBAT

A sky whale's belly and lower snout are covered with countless writhing tendrils. Any creature other than another sky whale within 60 feet of the whale's underside will be attacked by 1d4+4 of tendrils. The tendrils will attempt to grab a creature and then shove it inside the sky whale's maw, a central opening running down the center of the beast's belly.

Improved Grab (Ex): To use this ability, the sky whale must hit with a tendril attack. If it gets a hold, it can attempt to swallow the foe. The tendrils are treated as Huge creatures with a Strength of 30 (grapple check +36).

Swallow Whole (Ex): A sky whale can try to swallow a grabbed opponent of Huge or smaller size by making a successful grapple check. Once inside, the unfortunate creature takes 6d6+6 points of crushing damage per round, plus 3d4 points of acid damage per round from the digestive juices. A swallowed creature can cut its way out by using claws or a light slashing weapon to deal 35 points of damage to the whale's stomach (AC 15). Once the creature exits, muscular action closes the hole;

another swallowed opponent must cut its own way out. The whale's interior can hold 16 Large, 32 Medium-size, or 64 Small or smaller opponents.

Shocking Blast (Su): Sky whales can manifest blasts of electricity anywhere from their bodies at will. This ability duplicates a *chain lighting* spell as cast by a 15th-level wizard (DC 22).

Dredge (Ex): When the sky whale chooses to feed, any structures or inanimate objects beneath it take 8d6+16 points of crushing damage each round the whale feeds on them.

Stunning Tail Slap (Ex): Any creature smaller than the sky whale hit by its tail must make a Fortitude save of DC 25 or be stunned for 6d6 rounds. If the creature is Medium or smaller, the DC is increased to 30 and the stunning time is increased to 12d6 rounds.

Improved Bull Rush (Ex): Sky whales have been known to simply ram into other opponents. In addition to being treated as a bull rush, a successful hit will do 3d6+16 points of bludgeoning damage. Additionally, the creature will then be exposed to the whale's tendril attacks (see above). A sky whale receives a +30 to hit with its bull rush.

Cloud (Ex): In addition to its central maw, the belly of the sky whale is imbedded with several gas vents. Each of the vents constantly emits a thick cloudy gas that acts exactly like a permanent *obscuring mist* spell cast by a 20th-level wizard. This cloud covers the area directly beneath the sky to a depth of 20 ft., but the sky whale's eyes are set wide enough that it can see past the cloud and its blindsight ensures that it is aware of creatures within the cloud's boundaries.

Once per day the sky whale can emit a different sort of vapor covering the same area. Each is identical to a spell of the same name cast by a 20th level Wizard (DC 13 + spell level). 1/day—*acid fog*, *cloudkill*, *fog cloud*, *mind fog*, *solid fog*, *stinking cloud*. Once per week, by using all of its gas effects for that day, the sky whale can emit a *storm of vengeance* as if cast by a 20th-level cleric (Save DC 22). The sky whale is completely immune to all effects from these gases.



Medium-size Aberration

Hit Dice: 8d8 + 16 (52 hp)

Initiative: +3 Dex

Speed: 30 ft., climb 20 ft.

AC: 16 (+3 Dex, +3 studded leather)

Attacks: Bastard sword +8/+2 or
bastard sword +8 and bite +2

Damage: Bastard sword 1d10+1, bite 1d4+1
and wounding

Face/Reach: 5 ft. by 5 ft./5 ft.

Special Attacks: Death attack, sonic absorption, spell-like abilities

Special Qualities: Blindsight, fast healing
(see below), sonic immunity, spell-like abilities

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

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

Skills: Climb +18*, Hide +10, Move Silently
+20*, Bluff +7, Jump +7, Tumble +10

Feats: Iron Will, Lighting Reflexes, Weapon
Focus: Bastard Sword

Climate/Terrain: Underground

Organization: Usually solitary

Challenge Rating: 7

Treasure: Double gold and gems

Alignment: Chaotic evil

Advancement: By character class
Sound devourers are a man-size (5 to 6 ft.
tall) race of abominations. Typically
dressing in studded leather armor and

carrying their preferred weapon, the bastard sword, sound devourers, from a distance, are easily mistaken for humans. Closer inspection shows a creature more nightmare than man. Their gray-red skins have a pebbly texture over a powerfully built frame. Their hands and feet sport wicked-looking, reddish-black claws. Their heads are hairless, although ridged and bony, with no apparent ears beyond small slots on either side of the head. Their eyes are a glossy black and buried deep beneath a knobby brow. The mouth itself opens in a tri-fold manner, with the main slit running vertically where a nose would be. The mouth is filled with vicious, serrated teeth.

Sound devourers have only been encountered individually, though it is rumored that they come from a city of silence buried deep beneath the earth. They most often accompany evil clerics and wizards, typically of the drow race, and relish a bloody (albeit unfair) fight. Sound devourers hoard coinage, the lower the denomination (and therefore the greater the number of coins) the better. They seem to enjoy “snacking” on the sound of coins clinking together. They have never been seen in the company of other aberrations; whether this is because of a racial enmity or simply a sense of competition is unknown.

Sound devourers seem to feed off of sound, but whether this alone is enough sustenance for them to live on is doubtful. There is no question that they are also carnivorous, as is shown by their eating the flesh of fallen foes. The real question is whether they walk among the surface races, disguised in one manner or another, selling their services to evil clerics, mages, and other unsavory sorts.

Sound devourers speak Common, Undercommon and their own complex sign language. They are proficient with all simple and martial weapons as well as bastard swords.

COMBAT

The sound devourer feeds off of sound. In order to do this, it has developed two different methods of eating noise. It can either target a source of noise (sound drain) or drain all sound in a radius around itself (zone of silence). Both the sound drain and the zone of silence can be negated by a *silence* spell.

Because of their sharp claws, sound devourers have no problem hiding, silently, on a cave or temple ceiling. From there they use their sound drain ability to target enemy spell casters while they watch their opponents'

moves. When the time is right, they switch to a zone of silence and drop quietly into battle, trying to assassinate a particularly deadly foe. They sometimes use their mastery of sound to lure adventurers into traps.

Sound Drain (Su): As a standard action, the sound devourer can target a single opponent within 60 feet. It then makes a ranged touch attack with a +9 attack bonus. If it succeeds, it drains all noise made by the target as long as the target is within a 60 foot line of effect. A successful attack grants the sound devourer fast healing of 2 points +1 per armor check penalty of the target. Further, the target is under the effect of a personal *silence* and is unable to cast spells with verbal components, use items that require a command word to activate, benefit from a bard's song, etc. However, the target does receive a +8 circumstance bonus to Move Silently checks. This effect lasts as long as the target is within range or the sound devourer (as a free action) ceases the drain. It may only use sound drain on one target at a time.

Zone of Silence (Su). As a standard action, the sound devourer can initiate a zone of silence. For the first round the zone is personal to just the sound devourer. On each succeeding round, as a free action, the sound devourer can increase or decrease the radius of the zone by 5 feet, to a maximum radius of 30 feet. The sound devourer gains fast healing equal to twice the number of Medium-size creatures in the zone, not including itself, and all within the radius are considered under the effect of a *silence* spell.

Spell-Like Abilities: The sound devourer can produce several spell-like abilities using its innate control over sound and sound waves to simulate other effects. At will—*feather fall*, *ventriloquism*; 3/day—*shield*, *slow*. These abilities are as the spell cast by an 8th-level sorcerer (save DC 13 + spell level).

Death Attack (Ex): Sound devourers are evil to the core and revel in the death of others. Their stealth and amorality make them perfect assassins. Treat the death attack as if made by an assassin (DMG) of 1st level (DC 14 Fort save).

Wounding Bite (Ex): Sound devourers' wicked teeth are capable of ripping out nasty chunks of flesh, creating wounds that do not heal easily. Bitten creatures lose an additional hit point each round, per bite, until the wound is bound (a DC 10 Heal check or any cure effect) or the creature dies.

Tongues (Ex): The sound devourer can

understand and speak any language after listening to it for only 1 minute (10 rounds). This ability is based purely on the creature's familiarity with sound, and therefore does not apply to body language or written languages. It is, in fact, very easy to trick a sound devourer by saying one thing while communicating an entirely different message to party members with simple gestures.

Mimic (Ex): The sound devourer can mimic any sound or voice it has heard, at will, as a free action. Those who hear it may make a Will save (DC 15) to recognize it as an imitation.

Skills: Sound devourers have a +10 racial bonus to Climb and Move Silently checks.

STEEL OOZE

Large Ooze (Fire)

Hit Dice: 10d10+20+15 (90 hp)

Initiative: +0

Speed: 20 ft.

AC: 9 (-1 size)

Attacks: 2 slams +11 melee

Damage: Slam 1d6+4+1d6 fire

Face/Reach: 10 ft. by 10 ft./15 ft.

Special Attacks: Heat aura, firefall, absorb metal, heat metal, metal bane

Special Qualities: Blindsight 60 ft., fire subtype, DR 10/cold iron

Saves: Fort +5, Ref +3, Will -2

Abilities: Str 19, Dex 10, Con 14, Int —, Wis 1, Cha 1

Climate/Terrain: Any mountain or underground

Organization: Solitary

Challenge Rating: 8

Treasure: None

Alignment: Always neutral

Advancement: 11–20 HD (Huge)

The steel ooze is a living puddle comprised of molten steel and whatever trace alloys it has successfully absorbed from its victims.

It appears as a glowing orange-red blob that slips and slides through the caverns of its subterranean lair looking for any metal on which to feed. These ravenous creatures are often found near underground forges, hence their nickname among dwarves: blacksmith's bane. Steel oozes are also found near volcanic vents because of their natural attraction to large sources of heat. Intelligent fire outsiders may keep steel oozes as pets and disposal units.

Approximately once every five years, a steel



ooze hibernates as its body removes all traces of non-steel alloys from its body. It is usually during this period that the creature reproduces by splitting into multiple oozes. The steel ooze's body is prized by metal workers for the ease with which the remains can be sculpted into objects of art and war.

COMBAT

The steel ooze is a terror to any who use metal weapons and armor. A steel ooze will attack immediately when it senses metal.

Heat Aura (Ex): The heat comes off a steel ooze in wave after wave of crackling pain. Any creature within 10 ft. of the creature takes 1d4 points of fire damage each round. Creatures that successfully strike the ooze in melee are splashed with superheated fluids, suffering an additional 1d10 points of fire damage with each hit.

Firefall (Ex): The steel ooze can cause itself damage in order to shower all foes within 20 ft. of it with a rain of molten steel that melts fatty tissue and ignites flammable materials on contact. This causes all creatures who don't make a successful Reflex saving throw (DC 15) to take 4d6 points of fire damage. The steel continues to do damage for four rounds, inflicting one less die of damage each round. This standard action can be performed at will, but costs the ooze 1d6 points damage.

Absorb Metal (Ex): If the steel ooze strikes an opponent wearing metal armor, it attempts to absorb part of the armor. If the target fails a Reflex save (DC 15) her armor loses one point of armor bonus. Magical armor adds its enhancement bonus to the victim's Reflex save to resist this effect. For every point of armor bonus a victim loses, the steel ooze is healed of 1d6 points of damage not to exceed its normal maximum hit points.

Heat Metal (Sp): The steel ooze can, once per round as a free action, target a creature within 30 ft. with a *heat metal* spell as if cast by a 3rd-level druid (Will save DC 17).

Weapon Bane (Ex): Metal weapons that strike a steel ooze take 1d6 points of fire damage, ignoring hardness and disregarding the normal 1/2 damage for energy. Wooden weapons immediately catch fire upon contact with the ooze and take 1d6 points of fire damage per round until put out. Magical weapons receive a Fortitude save (DC 15) to resist this damage and add their enhancement bonuses (if any).

Fire Subtype: The steel ooze is immune to all fire damage, but takes double damage on a failed save against any cold attack and half damage on a successful save.

Large Aberration

Hit Dice: 12d8+12 (69 hp)

Initiative: -1

Speed: 30 ft., climb 20 ft.

AC: 12 (-1 size, -1 Dex, +4 natural)

Attacks: 4 legs +10 melee

Damage: 1d10+1

Face/Reach: 5 ft. by 10 ft. / 15 ft.

Special Attacks: Exude, spray

Special Qualities: Environmental awareness, regeneration 3, instant stand, retribution, ring magic, pustules, vile qualities, SR 22

Saves: Fort +6, Ref +5, Will +13

Abilities: Str 12, Dex 8, Con 12, Int 18, Wis 20, Cha 20

Skills: Bluff +13, Diplomacy +17, Intimidate +15, Knowledge (arcane) +14, Search +13, Sense Motive +13, Spot +13, SpellCraft +14

Feats: Alertness, Expertise, Great Fortitude, Iron Will, Lightning Reflexes, Toughness

Climate/Terrain: Any

Organization: Solitary

Challenge Rating: 14

Treasure: Standard (at least one magic ring)

Alignment: Always chaotic evil

Advancement: 13–20 HD (Huge); 21–35 HD (Gargantuan)

Vile resemble eyeless bags full of thick yellowish puss. These creatures can erupt any number of long, spider-like legs tipped with razor sharp claws from any part of their body.

Wracked by pain from birth and driven to the edge of madness by the constant decay of their bodies, the vile nonetheless possess an unrivaled understanding of the world. Using their knowledge they created the “glorious vision”, a plan to make the world as wretched as themselves. The vile believe that should the “glorious vision” come about, they will reverse the process that created them, thereby becoming gods.

While all vile fervently believe in the “glorious vision” they do not work together. Being in the physical presence of another of their kind inflicts tremendous pain on both creatures. Instead they travel the cosmos alone, seeking out ways to bring about the sudden total decay of the universe.

When dealing with lesser species, the vile demonstrate a complete lack of conscience or mercy. They poison wells, spread disease throughout cities and slaughter isolated villages. The vile delight in manipulating others by

claiming they will remove their wasting evil if certain conditions are met. In truth the creatures have neither the ability nor the intention to undo the damage, but they do like to see people try and fail.

vile speak Common and Infernal. Their voices sound wet, like that of a man with a heavy chest cold. The creatures' voice emanate from somewhere deep within their baglike bodies. When communicating with one another, the vile typically leave messages in Infernal etched into solid objects.

COMBAT

Vile live in such constant anguish that death holds no fear for them. They use intelligent tactics and strategy, they simply care more about inflicting pain than about protecting themselves.

Environmental awareness (Su): The vile possess absolute awareness of their environment and everything within it out to 120 ft. The following effects are always active: *darkvision*, *blindsight*, *termorsense*, *deathwatch*, *detect animals and plants*, *detect chaos*, *detect evil*, *detect good*, *detect law*, *detect magic*, *detect poison*, *detect secret doors*, *detect snares and pits* and *see invisible*. The creatures can automatically detect any disease in the area. A vile can never be surprised by any attack originating within that range.

Exude/Spray (Ex): The vile can release a wide variety of noxious substances from their bodies. These substances range from sticky secretions to deadly poisons. Selecting a substance and releasing it for the first time is a standard action. Releasing the same substance again the next round counts as a free action. The vile exudes enough material to completely coat the space it occupies as well as everything in a 5 foot radius in the first round, extending to a 10 foot radius in the second round. It is possible to layer the substances to create a



deeply disgusting area.

Rather than just exuding the vile may choose to spray a substance in a 30 ft. cone originating from any point on its body. Floors and surfaces within the area of effect are thereafter treated as exuded areas. Spraying the cone self-inflicts 1d4 points of damage to the vile. Sprays allow for various saving throws (DC 22) to avoid some or all of the effects as detailed below. Sprayed and exuded substances remain active, both on targeted individuals and in the area, for 1 hour.

Vile are not affected by substances they create. They can exude or spray the following substances.

Bile Spray: This pale green thin acidic substance deals 10d6 points of acid damage (Reflex save for half). Those hit by the bile spray continue taking damage each round until the substance is neutralized by water or alcohol. Neutralizing the bile is a standard action that does not provoke attacks of opportunity.

Bile Exude: Half spray damage (Reflex save for quarter), but creatures with foot protection automatically avoid taking damage the first round. If they fail their Reflex saves at any point their footwear dissolves and they begin taking damage as normal on subsequent

rounds.

Grease Spray: This paste-like waterproof oil sticks to everything it touches. Anyone in the area of effect must make a Fortitude save or be blinded until he can remove the grease from his eyes (a full-round action that provokes an attack of opportunity). Furthermore, he cannot hold any object without making a Reflex save (DC 22) every round to avoid dropping the item. Grease lasts until washed off.

Grease Exude: Anyone attempting to stand in or move through a greased area must make a Reflex save (DC 22) or fall prone.

Mucus Spray: This translucent brown substance sticks to anything it touches. Anyone in the area of effect must make a

Reflex save or be affected as if by a *hold monster* spell. Subjects that fail their Reflex save may make a Str check (DC 22) to break the mucus and be able to move normally. Unaffected allies may break held allies out of the mucus.

Mucus Exude: Anyone standing in or moving through a mucus covered area must make a Str check (DC 22) or be stuck in place as with an *entangle* spell.

Puss Spray/Exude: This thick, yellow-white substance carries within it the essence of disease. Any creature in a spray or exuded area must make a Fortitude save (DC 22) against one of the following diseases (roll 1d6):

- 1 Blinding sickness
- 2 Cackle fever
- 3 Filth fever
- 4 Mindfire
- 5 Shakes
- 6 Slimy doom

If the target fails his first save, he contracts the disease and must make a new save each round against the next disease on the list until he has made his Fortitude save or has contracted all 6 diseases.

Sewage Spray/Exude: This oatmeal-like brownish substance sticks to anything it touches. All creatures in a spray or exuded area must make a Fortitude save (DC 22) or be nauseated. Nauseated creatures cannot attack, cast spells, concentrate on spells, or do anything else requiring attention. The only action such a character can take is a single move-equivalent action per round. Targets that fail their Fortitude save may make another one in 1d4 rounds. Sewage, even when on objects or clothing as a result of a spray, lasts for 1 hour before finally drying up enough to suppress its stench.

Toxin Spray/Exude: This extremely thin black liquid evaporates quickly, filling the area with a deadly contact toxin. Anyone in the spray or exuded area is subject to the toxin's effects: Fortitude save (DC 22), initial damage 1d8 temporary Constitution, secondary damage 1d8 temporary Constitution. Exuded toxin remains active in the area of effect for one hour, while sprayed toxin only affects those in the area at the time.

Weapon Immunity (Ex): As malleable creatures comprised mostly of liquid, Vile take half damage from all weapons. Additionally, any creature hitting a Vile with a melee piercing or slashing attack is subject to one of its spray attacks at random.

Regeneration (Ex): Fire and cold do normal damage to a vile.

Instant Stand (Ex): If knocked prone, a vile simply erupts more legs. It can stand up from prone as a free action.

Retribution (Ex): When killed, a vile's body explodes in a gout of fluids. All creatures in a 120 ft. radius are randomly targeted by one or more fluids (roll on a 1d8):

- | | |
|---|---|
| 1 | <i>Bile</i> |
| 2 | <i>Grease</i> |
| 3 | <i>Mucus</i> |
| 4 | <i>Puss</i> |
| 5 | <i>Sewage</i> |
| 6 | <i>Slime</i> |
| 7 | <i>Toxin</i> |
| 8 | Struck by two fluids; roll again twice, ignoring any "8" results. |

Pustules (Su): As a full-round action that may provoke attacks of opportunity, the vile can exude a small fluid-filled bag that contains a portion of their power. Doing so causes 2d6 points of damage to the parent vile. This bag then sprouts legs, becoming in effect a very small vile. The vile can speak though their pustules and retain control of them up to one mile away.

Vile Pustule: small aberration, move 15 ft., hp 4, AC 12, +6 Hide, +6 Move Silently. Pustules automatically fail all saving throws, are immune to mind-affecting spells, and have the special ability to move on any surface. They have none of the vile qualities or weapon immunities of the parent vile. Each pustule can exude one substance from the list above (determined at time of creation) in a 10 foot radius as a standard action. Doing so bursts the pustule, killing it instantly. Killing a pustule causes the substance to exude as well, but limits the effect to a 5 ft. radius. A vile may create as many pustules at any one time as it has Hit Dice. Pustules last for one day before decomposing.

Vile Qualities (Ex): Vile are immune to the effects of any gas, disease, fungus, mold, poison, slime, or acid. They are also immune to stunning and critical hits, and only take half damage from fire.

WAYWATCHER

Large Aberration

Hit Dice: 8d8+40 (76 hp)

Initiative: +8

Speed: 30 ft.

AC: 14 (-1 size, +4 Dex, +1 natural)

Attacks: 6 tentacles +8 melee, 6 tentacle bites +6 melee, mouth bite +6 melee

Damage: Tentacles 2d8+3, tentacle bite 1d6+1, mouth bite 1d4+1 plus special

Face/Reach: 10 ft. by 10 ft./10 ft.

Special Attacks: Acid bite, shriek

Special Qualities: Increased awareness, see invisible

Saves: Fort +7, Ref +6, Will +5

Abilities: Str 16, Dex 18, Con 20, Int 5, Wis 9, Cha 9

Skills: Climb +6, Hide +10, Listen +11, Spot +11.

Feats: Alertness, Improved Initiative, Combat Reflexes, Multiattack.

Climate/Terrain: Any underground

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

Challenge Rating: 6

Treasure: Standard

Alignment: Usually neutral

Advancement: 9–16 HD (Large), 17–24 HD (Huge)

Waywatchers are magical creatures with acute senses. These unusual monsters are commonly used by sorcerers and wizards as sentinels for highly guarded places.

A waywatcher is an odd-looking creature, possessing a radially symmetrical body and six long, thin tentacles. At the end of each tentacle is a small mouth filled with hundreds of needle-like, razor-sharp teeth. A waywatcher also has huge, unblinking eyes that can spot even the smallest of details, as well as a large, gaping mouth atop its head. Young waywatchers have light gray skin that gradually grows darker over time, with the most ancient of these creatures being nearly pitch black in coloration. This skin is light and very tough, and is frequently used by dwarves and other underground dwellers to make crude but effective hide armor.

Waywatchers are ordinarily very docile and quiet creatures. A wild waywatcher typically feeds on plants and small insects. It only attacks other creatures if first provoked or if its senses are overloaded—extremely loud noise, bad odors, or bright lights can easily send a



wild waywatcher into an attacking frenzy. These crazed attacks are not just limited to living creatures, either. Wild waywatchers will attack anything strange that they might find, including inanimate objects. They frequently travel in small groups called pods, roaming throughout the deepest areas of the underdark. These pods remain together throughout their lifespan.

Because of their obedient nature, wizards and sorcerers often train wild waywatchers to act as guardians. While waywatchers cannot be trained to follow complex orders, they can learn to follow one or two simple commands, such as to shriek and attack all intruders that enter a specific area. For the most part, their masters do not mind this limited capacity for learning, as waywatchers still tend to shriek and create a commotion whenever something strange happens, making them decent sentries regardless of training. As long as they are properly fed and cared for by their masters, waywatchers are content to remain in a specific area and guard it as per their orders for an extremely long time. Waywatchers can live for several centuries, if not longer, and a few waywatcher guardians have been known to outlive their elven or even dragon masters.

For some reason, waywatchers have a special affinity for the dwarves and elves of the underdark—drow, duergar, and

derro. Waywatchers always perceive these races as friendly, and will never fight them under any circumstances, even if these evil beings attack and slaughter them. However, waywatchers make an incredible racket whenever they spot a member of one of these three races, and always rush to greet them. Not surprisingly drow, derro, and duergar generally detest waywatchers.

Waywatchers are capable of speaking Common, Elven, and Undercommon. They are simple-minded creatures when it comes to verbally communicating with others, and generally cannot engage in intelligent conversation with other creatures. However, they can answer questions that are posed to them with brief answers (“Yes”, “No”, “Don’t Know” and so on), and they can be trained to utter certain phrases when they see intruders, such as a command to stop or halt.

COMBAT

Waywatchers are tenacious fighters. If they feel threatened in any way, they attack anything within their reach and fight to the death. Waywatchers always lead off an attack with their shriek attack. If attacking in a group, waywatchers will space out their shriek attacks over several rounds to maximize the ability’s effectiveness against opponents.

The only way to stop a wild waywatcher’s relentless attacks is to remain passive and not attack the creature back. If a wild waywatcher is not attacked or harmed in any given round, there is a 50% chance that the wild creature will realize that its opponent is not a threat and will cease its attacks. Trained waywatchers, however, attack their foes regardless of whether or not those foes choose to fight back.

Acid Bite (Su): A waywatcher’s main mouth is covered in a fine layer of acid. This bite does an additional 2d4 points of acid damage and the victim continues taking 2d4 points of acid damage for the next 1d4 rounds unless the acid is neutralized.

Increased Awareness (Ex): The incredibly fine-tuned senses of a waywatcher allow it to detect incredibly minute details, giving it a +4 racial bonus to all Spot checks. Waywatchers may not be flanked.

See Invisible (Sp): Waywatchers can constantly *see invisible* as per the spell of the same name.

Shriek (Su): Once per day, a waywatcher can unleash a high-pitched shriek. All creatures within 30 ft. of the shrieking way-

watcher must make Fortitude saves (DC 16) or be deafened for 2d4 rounds. All deafened creatures suffer a –4 penalty on initiative; in addition to this, all affected spellcasters in the area have a 20% chance of miscasting and losing any spell with a verbal (V) component that they attempt to cast.

YEOMAN JELLY

Medium-Size Ooze

Hit Dice: 8d10 +10 (46 hp)

Initiative: +0

Speed: 30 ft.

AC: 10

Attacks: Slam +7 melee, acid droplets +1 ranged

Damage: Slam 1d6, acid droplets 2d4

Face/Reach: 5ft. by 5ft./5 ft.

Special Attacks: Grapple bane, engulf

Special Qualities: Symbiosis, hide self, fast healing 2, fire resistance 10, blindsight 60 ft., DR 5/+1

Saves: Fort +2, Ref +2, Will –3

Abilities: Str 12, Dex 10, Con 11, Int —, Wis 1, Cha 1

Climate/Terrain: Any non-arctic

Organization: Solitary

Challenge Rating: 3

Treasure: None

Alignment: Always neutral

Advancement: 9–24 HD (Large)

This symbiotic ooze often attaches itself to Medium-size or smaller creatures in order to feed, but offers its host a wide range of abilities in return. While some might say the price of being permanently bonded to an ooze is too high, many have chosen to don this “living armor” in order to increase their abilities.

The yeoman jelly, when not attached to a host, appears as a Medium-size puddle of clear liquid with an eldritch green glow. This glow and the ooze’s passivity differentiate it from its dangerous brethren, but many of these creatures are nonetheless slain by adventurers without them ever knowing of the ooze’s potential.

This creature preys only on motionless (usually sleeping) living creatures with its engulf ability. Unlike other jellies that would then begin to digest their prey, the yeoman jelly instead attaches itself to the creature’s circulatory, nervous, and muscular systems, integrating its own body fully into its new host. When

integrated, the ooze appears as a thin greenish coating that covers the host from head to foot. New hosts find themselves fatigued after first bonding to the yeoman jelly, but soon adapt to the creature's nutritional requirements and learn to offset the drain through a change in diet and activity.

Many societies believe that anyone who would willingly bond with a yeoman jelly must be evil or mentally disturbed, while those that are "attacked" by the jelly and unwillingly bonded to it are often viewed as diseased and are avoided or even run out of town.

COMBAT

The yeoman jelly is not a violent creature and does not, under normal circumstances, attack other creatures in order to harm them.

Grapple Bane (Ex): Any opponent grapple with the host of a yeoman jelly is subject to 3d6 points of acid damage each round as the ooze attempts to defend its host.

Engulf (Ex): A yeoman jelly may engulf Small and Medium-size creatures as a standard action in an attempt to bond to them. Unwilling targets may make a Reflex save (DC 13) to avoid being engulfed by the yeoman jelly. Opponents can make attacks of opportunity against the ooze, but if they do so they are not entitled to a saving throw. A successful saving throw means that the victim has been pushed back or aside. An engulfed creature is considered grappled and trapped within its body. He may attempt to escape, but if he remains in the ooze for more than one round he receives an empathic urging from the yeoman jelly explaining its goal and expressing that it means him no harm. If the engulfed creature does not resist, symbiosis occurs within 1d4 hours.

Symbiosis (Ex): The yeoman jelly provides its host with a variety of abilities. First, the jelly can manifest a tentacle from the host's body and use its normal attacks independently of the host.

Additionally, the host gains an extra 5 hit points from the added mass of the jelly, gains half of the jelly's fire resistance (fire resistance 5) and half of its fast healing ability (fast healing 1). The host also gains the jelly's blindsight to a limit of 5 ft., the ability to breathe underwater, and an immunity to gases. However, the creature also gains one negative level to reflect the ooze's demands upon its system. This negative level lasts as long as the jelly is bonded to the host.



Because the jelly coats its host's skin in an alien green ooze, the host suffers a -6 penalty to Charisma-based skill checks.

The only way for a character to break its bond with a yeoman jelly is to die and then to be raised using divine magic. At death, the jelly—if not killed itself—will flee the body and the immediate area before looking for a new host to bond with. If the host so much damage that it drops to -20 hit points, the jelly is destroyed along with the host.

Hide Self (Ex): The yeoman jelly may "hide" as a full round action for one minute per point of Constitution of its host. While hiding, the host appears entirely normal and does not suffer from any penalties to Charisma-based skill checks. However, the host loses all symbiosis special abilities except for bonus hit points. Coming out from hiding is a move-equivalent action.

APPENDIX: TEMPLATES

SWARM DRONES

Swarm drones are insectlike humanoid creatures with an ingrained need to take over and dominate any area that they inhabit. They do so not only by killing, but by making any competing species into one of their own.

They are vile nomads, completely sucking all the life and resources out of the territories they dwell in before moving onward on their endless path of destruction. Swarm drones are incapable of co-existing with other races or creatures—once a group of swarm drones enters an area, those living in that area must either wipe out the abominable insectoid monsters or be transformed themselves.

Like most insects, swarm drones can be found just about anywhere, although they have a distinct preference for dwelling underground. It is rare to encounter a lone swarm drone, as they tend to travel and live in large clusters or hordes. If a solitary swarm drone is found, it is almost certain that it has either been forcibly separated from its horde, or that it is a scout in search of new territory for its horde to plunder. Swarm drone hordes commonly send forth chains of scouts to find new feeding grounds when they have come close to completely consuming everything possible in their territory.

Swarm drones are driven by an overwhelming need to feed constantly. The horrid creatures eat anything and everything that they encounter, whether animal or vegetable, living or dead. As consuming drones, they have no concept of the value of other races and civilizations. There is no parleying or rationalizing with a swarm drone—to them, other creatures are nothing more than food to be consumed.

Swarm drones cannot produce offspring in a natural manner. Instead, all new swarm drones are created by the infectious sting of another swarm drone. This transformation is not automatic; indeed, observers have yet to determine why some defeated opponents become food while others become new swarm drones. The best guess is that swarm drones' glands respond to a signal from their queen and begin manufacturing the transforming poi-



son when their hive's numbers run low or when food supplies reach acceptable levels. Swarm drone hives have been known to go on raids with the intent of transforming specific types of creatures (larger creatures when their hive needs beasts of burden, smaller flying creatures when it needs scouts, etc.).

Once transformed, a new swarm drone loses all memory of its previous life and exists only to serve the queen. Creatures that were previously of animal intelligence become essentially the same as those who were once sentient: all are now mindless drones under the command of the queen.

No one has yet seen a queen and survived. They are either very well protected or very well disguised. In fact, even their existence is pure speculation. It is possible, though unlikely, that a swarm drone hive acts through some kind of shared group consciousness whose overall intelligence together is greater than that of the individual. Whatever the source of the orders, swarm drones follow them without hesitation, no matter how insane or suicidal those orders might be.

For reasons still unknown, different swarm drone hives have an intense hatred for one another; a swarm drone that encounters an unrelated hive will most certainly be attacked on sight by that hive. Hives will fight each other until one of the two is completely annihilated.

Towns and villages facing a swarm drone infestation have often found it easiest to get rid of the swarm drone menace by leading another group of swarm drones into the area, and then letting the two decimate each other.

While swarm drone hives are incapable of interacting with other intelligent races or swarm drone hordes, some swarm drones have learned to train and master other insects as steeds and beasts of burden; this allows them to use the other creatures they might otherwise transform, like horses and cattle, as food sources rather than new recruits. 25% of all non-flying swarm drone scouts ride giant ants when surveying new territories far from their swarms.

TACTICS

When alone or in a scouting group, swarm drones are very cautious. In these instances, they only engage in extended melee if the odds of victory are overwhelmingly in their favor. To swarm drones that are scouting for their hive, it is far more important to report their discoveries back to their nest than to defeat an enemy.

As a horde, however, swarm drones fight much differently. Whether fighting a single opponent or multiple enemies, a swarm drone horde will always choose to attack just one opponent, and completely destroy or consume that opponent before moving on to their next victim. The only exception to this single-minded battle strategy occurs if the swarm drone's nest is in danger. In that case, all swarm drones in the hive move to protect the nearest hive entrance at any cost.

Whatever the source of their group intelligence, swarm drones en masse becoming cunning foes. They often ambush and surround their prey in narrow underground passages from which their victims cannot easily escape. They also seem to instinctively play different roles depending on the sizes or abilities of their base creature types. Swarm drones that are larger than Medium-size, for instance, will often play the role of shock troops in the front lines, while those that are smaller than Medium-size tend to play mobile support roles with their trilling attack. Supernatural and special abilities will also be used to their fullest effect. Creatures that were once spellcasters are a special case, and are covered below.

CREATING A SWARM DRONE

“Swarm drone” is a template that can be added to any animal, beast, fey, giant,

humanoid, magical beast, or monstrous humanoid (referred to hereafter as the “base creature”). It uses all the base creature's statistics and special abilities except as noted here.

Type: The creature's type changes to aberration.

Hit Dice: Change to d8

Speed: The base creature's speed increases by 10 feet and it gains a climb speed equal to half its new land speed.

AC: The base creature's natural armor improves by +2.

Attacks: A swarm drone retains any attacks made with its major manipulating appendages (arms, for instance, or front claws). It loses any bite or tail-based attacks of the base creature and gains a bite attack.

Damage: Swarm drones use their mandibles for bite attacks and gain an acid sting. These attacks replace any bite or tail attacks of the base creature.

Size	Bite Damage	Sting Damage
Fine	—	1
Diminutive	1	1d2 + acid
Tiny	1d2	1d3 + acid
Small	1d3	1d4 + acid
Medium-size	1d4	1d6 + acid
Large	1d6	1d8 + acid
Huge	1d8	2d6 + acid
Gargantuan	2d6	2d8 + acid
Colossal	2d8	4d6 + acid

Special Attacks: A swarm drone retains all the special attacks of the base creature except those based on Charisma, such as a bard's *suggestion* ability. Swarm drones are part of a hive mind, and therefore have no sense of self. Any abilities powered by divine sources (such as a cleric's spellcasting) become powered by the swarm drone queen (see below). A swarm drone also gains the special attacks listed below.

Improved Grab (Ex): To use this ability, the swarm drone must hit with its bite attack. A swarm drone that gets a hold can sting.

Acid Sting (Ex): A swarm drone has a stinger and an acid-producing gland in its abdomen. If it successfully grabs an opponent, it can attempt to sting each round using its full attack bonus. A hit with the sting attack deals the listed damage plus an identical amount of acid damage.

Infection (Ex): Should a swarm drone be instructed to do so by the hive mind, it may choose to inject a living victim with a transforming toxin when it makes a suc-

cessful acid sting attack. This attack may only be used once per day. The attack inflicts normal piercing damage from the sting, but instead of an equal amount of acid damage the subject is instead injected with a horrible poison. The victim must make a successful Fortitude save (DC $10 + 1/2$ the swarm drone's Hit Dice) or fall unconscious in 1d10 rounds. Once unconscious, the affected victim begins the slow transformation into a new swarm drone. Within 2d10 rounds, a cocoon forms around the unconscious victim. This cocoon has a hardness rating of 10, 20 hit points, and a break DC of 30—destroying the cocoon will automatically kill the victim inside it. Unless a *cure disease* or a *heal* spell is cast upon the cocoon within 24 hours of its formation, the victim inside the cocoon will emerge from it the following day as a swarm drone that serves the hive of the swarm drone that created it. Only a *wish* or *miracle* spell can return a transformed swarm drone back to its original state.

Trilling (Ex): A swarm drone of Small size or larger may, as a standard action, produce a sonic effect that damages the nervous systems of any non-swarm drones in a 10 ft. radius. Those affected must make a Fortitude save (DC $10 + 1/2$ the swarm drone's hit dice) or be shaken for 10 rounds. Any creature that saves against any swarm drone's trilling is immune to any other swarm drones' trilling for one hour.

By standing adjacent to one another, swarm drones may combine their trilling to increase the radius and intensity of the effect; every additional swarm drone increases the radius by 10 ft. and the DC by 1. Up to 6 swarm drones may combine their trilling at once.

Swarm drones may perform no other actions while trilling.

Special Qualities: A swarm drone retains all the special qualities of the base creature except those based on Charisma, such as a bard's *inspire courage* ability. Swarm drones are part of a hive mind, and therefore have no sense of self. Any abilities powered by divine sources (such as a cleric's spellcasting) become powered by the swarm drone queen (see below). A swarm drone also gains the special attacks listed below.

Hivemind (Ex): A swarm drone may communicate with any of its fellows within 100 feet via a primitive form of telepathy. All swarm drones in the group must be caught flat-footed, or none of them are considered flat-footed. Likewise, no swarm drone in the group is considered flanked unless they all are.

The hivemind may be used by swarm drones to pass along directives from the swarm drone queen. Killing or removing any member of the hivemind chain will cut the swarm drones further out on the chain off from communication. Even when outside the chain, a swarm drone will know which direction its queen is in, and will usually do everything it can to regain contact.

Limited Vision (Ex): Swarm drones' eyesight is very poor. They retain whatever the base creature's normal form of vision was (including lowlight vision and darkvision) but the range for any sort of vision shortens to 20 feet. Beyond that range they are blind.

Tremorsense (Ex): In return for losing their sight, swarm drones gain tremorsense. This allows them to automatically sense the location of anything within 60 feet that is in contact with the ground.

Scholars believe that this limited sensory apparatus is the only thing that prevents swarm drones from overrunning every ecosystem they encounter.

Saves: Same as base creature.

Abilities: +2 Dex. While retaining enough simple understanding to carry out simple, immediate directions, swarm drones have no sense of self, logic, or planning. Swarm drones therefore have no Charisma or Intelligence scores.

Skills: Swarm drones gain a +10 racial bonus to Intuit Direction. They are unable to use any skills that use Intelligence or Charisma as their key abilities. Otherwise same as base creature.

Feats: Same as base creature

Climate/Terrain: Same as base creature

Organization: solitary, scouting group (2–6), swarm (10–20), hive (20–200)

Challenge Rating: Base creature's CR +1

Treasure: None

Alignment: Lawful neutral. Any base creature with class abilities that require the creature to have an alignment other than lawful neutral (paladins and barbarians, for instance) immediately lose those abilities.

Advancement: Same as base creature

Spellcasters as base creatures: Spellcasters that fall prey to an infectious swarm drone sting may lose their spellcasting abilities, depending on their source. In any case, their manner of spellcasting will change.

Arcane casters always lose all spellcasting ability immediately. Because swarm drones have neither Intelligence nor Charisma scores,

they become unable to use any known form of arcane magic.

Divine casters, on the other hand, retain most of their powers. The source of their divine power immediately becomes either the combined will of the hive or the hive queen. Any domains a cleric might have possessed immediately disappear, replaced by the Destruction and War domains. A swarm drone's favored weapon for the purpose of the war domain is its bite attack.

Other divine class abilities, like a druid's *wildshape* ability, remain.

SAMPLE SWARM DRONE CREATURE

This example uses a gnom as the base creature.

SWARM DRONE GNOLL

Medium-Size Aberration

Hit Dice: 2d12+2 (14 hp)

Initiative: +1

Speed: 30 ft. (scale mail), climb 15 ft. (scale mail); base 40 ft., climb 20 ft.

AC: 20 (+1 Dex, +3 natural, +4 scale, +2 large shield)

Attacks: Battleaxe +3 melee, bite -2 melee; or shortbow +1 ranged

Damage: Battleaxe 1d8+2, bite 1d4+1; or shortbow 1d6

Face/Reach: 5 ft. by 5 ft./5 ft.

Special Attacks: Improved grab, acid sting, infection, trilling

Special Qualities: Hivemind, limited vision, tremorsense

Saves: Fort +4, Ref +0, Will +0

Abilities: Str 15, Dex 12, Con 13, Int —, Wis 11, Cha —

Skills: Listen +3, Spot +3

Feats: Power Attack

Climate/Terrain: Temperate or warm land and underground

Organization: solitary, scouting group (2–6), swarm (10–20), hive (20–200)

Challenge Rating: 2

Treasure: None

Alignment: Lawful Neutral

Advancement: None

ALTERNATE LYCANTHROPEs

WEREBAT

Werebats have nocturnal activity cycles, and in humanoid form tend to work at appropriate occupations like night watchmen, gravediggers, and the like. Colonies of werebats sometimes form thieves' guilds, taking full advantage of their bat form for making getaways.

COMBAT

Werebats prefer to use their blindsight to their advantage, waiting until nightfall and attacking from above.

Alternate Form (Su): A werebat can assume dire bat and hybrid forms. The hybrid form's wings do not allow flight but slow any falls with a *feather fall* effect. The dire bat form is preferred for evasion, scouting, or ambushing large groups.

Blindsight (Ex): Werebats in hybrid or bat form can "see" by emitting high-frequency sounds, inaudible to most other creatures, that allow them to locate objects and creatures within 120 feet. A *silence* spell negates this ability and forces the werebat to rely on its weak vision, which has a maximum range of 10 feet.

Skills: *Werebats in bat form receive a +4 racial bonus to Spot and Listen checks. These bonuses are lost if blindsight is negated. Werebats in hybrid form additionally get a +4 racial bonus to tumble.

WERECROCODILE

Wererocodiles in humanoid form have few distinguishing features. They may have wider mouths, more widely spaced eyes, or more visible teeth. They give the impression of being patient and lazy unless angered, at which point they react with incredible swiftness. They dress in loose-fitting cloth that doesn't interfere with swimming or, since they have a penchant for cannibalism, the skins of their murdered brethren.

COMBAT

Wererocodiles can assume both a hybrid form and an animal form. They prefer to lie in wait in bodies of water, using their Hide bonus to ambush opponents.

Alternate Form (Su): A wererocodile can take on a hybrid form as well as that of a crocodile. In hybrid form, a were-

	Werebat Medium-Size/Large Shapechanger	Wererocodile Medium-Size Shapechanger	Werepuma Medium-Size Shapechanger
Hit Dice:	4d8+12 (30 hp)	3d8+9 (22 hp)	3d8+6 (19 hp)
Initiative	+0; +6 as hybrid or bat	+0; +1 as croc or hybrid	+0; +4 (Dex) as puma
Speed:	30 ft.; 40 ft. as hybrid; 20 ft., fly 40 ft. (perfect) as bat	30 ft.; 20 ft., swim 30 ft. as hybrid or croc	30 ft.; 40 ft., climb 20 ft. as puma
AC:	12; 23 as hybrid; 22 as bat	12; 17 as hybrid or croc	12; 17 as puma
Attacks:	Unarmed strike +0 melee; bite +5 melee as hybrid or bat	Unarmed strike +0 melee; bite +6 melee or tail slap +6 melee as hybrid or croc	Unarmed strike +0 melee; bite +6 melee, 2 claws +1 melee as puma Unarmed strike 1d3 subdual; bite
Damage:	Unarmed strike 1d3 subdual; bite 1d8+4	Unarmed strike 1d3 subdual; bite 1d8+6, tail slap 1d12+6	1d6+3, claw 1d3+1 5 ft. by 5 ft./5 ft.
Face/Reach:	10 ft. by 5 ft./5 ft as bat	5 ft. by 5 ft./5 ft.	Curse of lycanthropy; plus improved
Special Attacks:	Curse of lycanthropy	Curse of lycanthropy; plus improved grab as hybrid or croc	grab, pounce, rake as puma Puma empathy; plus damage reduction 15/silver, scent as puma Fort +7, Ref +7, Will +4
Special Qualities:	Bat empathy; plus blindsight, damage reduction 15/silver as hybrid or bat	Crocodile empathy; plus damage reduction 15/silver as hybrid or croc	Fort +7, Ref +7, Will +4
Saves:	Fort +9, Ref +10, Will +8	Fort +8, Ref +4, Will +4	Str 17, Dex 19, Con 15, Int 10, Wis
Abilities:	Str 17, Dex 23, Con 17, Int 10, Wis 10, Cha 10 as bat	Str 19, Dex 13, Con 17, Int 10, Wis 10, Cha 10 as crocodile or hybrid	10, Cha 10 as puma Balance +12, Climb +11, Hide
Skills:	Listen +11*, Move Silently +11, Spot +11* as bat or hybrid; Tumble +10* as hybrid	Hide +7*, Listen +13, Spot +13, Search +8 as crocodile or hybrid	+9*, Listen +6, Move Silently +9, Spot +6
Feats:	Dodge, Flyby Attack, Mobility	Blind-Fight, Endurance, Power Attack	Dodge, Mobility, Spring Attack
Climate/Terrain:	Temperate and warm desert, forest, hill, plains, and underground	Temperate and warm desert, forest, hill, plains, and underground	Warm or temperate hill, forest, mountain, plains
Organization:	Solitary or colony (5–8)	Solitary or colony (5–8)	Solitary or pair
Challenge Rating:	4	4	4
Treasure:	Standard	Standard	Standard
Alignment:	Usually chaotic neutral	Usually chaotic neutral	Always neutral
Advancement:	By character class	By character class	By character class

crocodile stands about 6 feet tall. It has the head, scales, claws, and tail of a crocodile, retaining a generally human bipedal shape. Its elongated reptilian arms and legs enable the wererocodile to walk on two legs as well as grasp simple objects.

Improved Grab (Ex): To use this ability, the wererocodile in hybrid or crocodile form must hit a Medium-size or smaller opponent with its bite attack. If it gets a hold, the wererocodile grabs the opponent with its mouth and drags it into deep water, attempting to pin it to the bottom.

Skills: *A wererocodile in hybrid or crocodile form gains a +12 racial bonus to Hide checks when submerged.

WEREPUMA

Werepumas in humanoid form are muscular and lean. They have golden brown hair and dress in simple attire. They are solitary and avoid most unnecessary humanoid contact.

COMBAT

Werepumas fight primarily to defend their homes and kin and will not fight to the death unless there are young to protect.

Pounce (Ex): If a werepuma in puma form leaps upon a foe during the first round of combat, it can make a full attack even if it has already taken a move action.

Improved Grab (Ex): To use this ability, the werepuma in puma form must hit with its bite attack. If it gets a hold, it can rake.

Rake (Ex): A werepuma in puma form that gets a hold can make two rake attacks (+6 melee) with its hind legs for 1d3+1 damage each. If the werepuma pounces on an opponent, it can also rake.

Skills: Werepumas in puma form receive a +4 racial bonus to Hide and Move Silently checks and a +8 racial bonus to Balance checks. *In areas of tall grass or heavy undergrowth, the Hide bonus improves to +8.



ALTERNATE LYCANTHROPE SUMMARY

Name	Animal Form	Ability Adjustments	Feats
Werebat	Dire Bat	Str +6, Dex +12, Con +6	Dodge, Flyby Attack, Mobility
Wercrocodile	Crocodile	Str +8, Dex +2, Con +6	Blind-Fight, Endurance, Power Attack
Wereweasel	Weasel	Str +6, Dex +8, Con +4	Dodge, Mobility, Spring Attack
Wereraven	Dire Raven	Str +4, Dex +10, Con +4	Flyby Attack, Multiattack, Weapon Finesse (claws)
Wereshark	Shark (large)	Str +6, Dex +4, Con +2	Cleave, Improved Bull Rush, Power Attack
Wersnake (constrictor)	Snake (large constrictor)	Str +10, Dex +6, Con +2	Improved Initiative, Lightning Reflexes, Toughness
Wersnake (viper)	Snake (large viper)	Dex +6	Combat Reflexes, Multiattack, Weapon Finesse (bite, short sword)
Wereweasel	Dire Weasel	Dex +6	Multiattack, Toughness, Weapon Finesse (bite)
Werewolverine	Dire Wolverine	Str +12, Dex +6, Con +8	Improved Bull Rush, Power Attack, Run

As with all lycanthropes based on the commoner NPC class, in human form they have the following ability scores: Str 11, Dex 11, Con 11, Int 10, Wis 10, Cha 10, the skill Craft or Profession (any one) +6, Knowledge (any one) +4 and the feat Skill Focus (any Craft or Profession) and Skill Focus (Knowledge).

WERERAVEN

Wereravens in humanoid form tend to be crafty tricksters. They often work as con artists, thieves, or merchants, being naturally drawn to shiny objects. They proudly display any jewelry they have and are often more interested in an item's brightness or gaudiness than its true value.

COMBAT

Wereravens prefer to avoid direct combat with their enemies, leading their enemies into traps rather than directly engaging them. If they must attack, they ambush their enemies in dire raven form until the enemies are weak enough to face on foot. Wereravens are known for attacking caravans carrying shiny objects simply to steal them.

	Wereraven Medium-Size Shapechanger	Wereshark Medium-Size / Large Shapechanger	Weresnake (constrictor) Medium-Size / Large Shapechanger
Hit Dice:	3d8+12 (25 hp)	7d8+7 (38 hp)	7d8+7 (41 hp)
Initiative	+0; +5 as hybrid or raven	+0; +2 as shark	+0; +7 as snake
Speed:	30 ft.; 40 ft. as hybrid; 20 ft., fly 40 ft. (good) as raven	30 ft.; swim 60 ft. as shark	30 ft.; 20 ft., climb 20 ft., swim 20 ft. as snake
AC:	12; 19 as hybrid or raven	12; 17 as shark	12; 17 as snake
Attacks:	Sickle +3 melee; sickle +3 melee, bite +0 melee as hybrid; 2 claws +7 melee, bite +0 melee as raven	Unarmed strike +0 melee; bite +10 melee as shark	Unarmed strike +0 melee; bite +8 melee as snake
Damage:	Sickle 1d4; sickle 1d4+2, bite 1d4+2; claw 1d6+2, bite 1d4+2	Unarmed strike 1d3 subdual; bite 1d10+9	Unarmed strike 1d3 subdual; bite 1d6+7
Face/Reach:	5 ft. by 5 ft./5 ft.	5 ft. by 10 ft./5 ft. as shark	5 ft. by 5 ft. (coiled)/10 ft. as snake
Special Attacks:	Curse of lycanthropy	Curse of lycanthropy	Curse of lycanthropy, improved grab
Special Qualities:	Raven empathy; plus damage reduction 15/silver, evasion, enchantment resistance as hybrid or raven	Shark empathy; plus damage reduction 15/silver, keen scent, rage as shark	Snake empathy; plus damage reduction 15/silver, scent as snake
Saves:	Fort +6, Ref +10, Will +10	Fort +8, Ref +7, Will +5	Fort +6, Ref +6, Will +4
Abilities:	Str 15, Dex 21, Con 15, Int 10, Wis 10, Cha 10 as raven or hybrid	Str 22, Dex 15, Con 13, Int 10, Wis 10, Cha 10 as shark	Str 21, Dex 17, Con 13, Int 10, Wis 10, Cha 10 as snake
Skills:	Listen +10, Spot +10 as raven or hybrid	Listen +7, Spot +7 as shark	Balance +11, Climb +14, Hide +11, Listen +9, Spot +9
Feats:	Flyby Attack, Multiattack, Weapon finesse (claws)	Cleave, Improved Bull Rush, Power Attack	Improved Initiative, Lightning Reflexes, Toughness
Climate/Terrain:	Any forest, hill, plains, and mountains	Any aquatic	Warm forest and aquatic
Organization:	Solitary or pair	Solitary, school (2-5), or pack (6-11)	Solitary
Challenge Rating:	6	4	5
Treasure:	Standard	Standard	Standard
Alignment:	Always chaotic neutral	Always chaotic evil	Usually neutral
Advancement:	By character class	By character class	By character class

Alternate Form (Su): Wereravens can assume a hybrid or animal form. In hybrid form, a wereraven appears as a feathery humanoid with clawed feet, small wings, and feathery arms ending in black humanoid hands. In hybrid form, wereravens cannot attack with their claws, but wield sickles and attack with their beaks. They cannot fly, but can glide to the ground with as if under the effects of *feather fall*. In animal form, wereravens are Medium-size birds with powerful claws and beaks.

Enchantment Resistance (Ex): Naturally crafty, wereravens gain a +2 bonus to saving throws against enchantment spells and effects.

WERESHARK

Weresharks make their livings in ports and on ships. They prefer to spend as much time in the water as possible and are rather haughty. In humanoid form, weresharks are powerfully built and are usually bald.

COMBAT

Weresharks are intensely aggressive opponents. In the water they are masters of their domain, and will attack without provocation. If they smell blood in the water, they will enter a rage.

Keen Scent (Ex): A wereshark in shark form can notice creatures by scent in a 180-foot radius and detect blood in the water at ranges of up to a mile.

Rage (Ex): A wereshark in shark form that smells blood in the water flies into a berserk rage on its next turn, attacking madly until all foes are dead. An enraged wereshark gains +4 Strength, +4 Constitution, and -2 AC. The creature cannot end its rage voluntarily.

	Weresnake (viper) Medium-Size / Large Shapechanger	Wereweasel Medium-Size Shapechanger	Werewolverine Medium-Size / Large Shapechanger
Hit Dice:	3d8 (13 hp)	3d8 (16 hp)	5d8+20 (42 hp)
Initiative	+0; +4 as snake or hybrid	+0; +4 as weasel or hybrid	+0; +3 as wolverine
Speed:	30 ft.; 20 ft., climb 20 ft., swim 20 ft. as hybrid or snake	30 ft.; 40 ft. as hybrid or weasel	30 ft.; 30 ft., climb 10 ft. as wolverine
AC:	12; 18 as hybrid or snake	12; 18 as weasel or hybrid	12; 18 as wolverine
Attacks:	Unarmed strike +0 melee; bite +6 melee, 2 short swords +4 melee as hybrid; bite +5 melee as snake	Unarmed strike +0 melee; bite +6 melee, shortspear +4 melee as hybrid, bite +6 melee as weasel	Unarmed strike +0 melee; 2 claws +8 melee, bite +3 melee as wolverine
Damage:	Unarmed strike 1d3 subdual; bite 1d4 and poison, short swords 1d6	Unarmed strike 1d3 subdual; bite 1d6+2, shortspear 1d8+1	Unarmed strike 1d3 subdual; bite 1d8+3; claw 1d6+6
Face/Reach:	5 ft. by 5 ft./10 ft. as snake or hybrid	5 ft. by 5 ft./5 ft.	5 ft. by 10 ft./5 ft. as wolverine
Special Attacks:	Curse of lycanthropy, poison	Blood drain, curse of lycanthropy	Rage as wolverine
Special Qualities:	Snake empathy; plus damage reduction 15/silver, scent as snake or hybrid	Weasel empathy; plus damage reduction 15/silver, scent as weasel or hybrid	Wolverine empathy; plus damage reduction 15/silver, scent as wolverine
Saves:	Fort +5, Ref +6, Will +4	Fort +5, Ref +7, Will +6	Fort +10, Ref +7, Will +7
Abilities:	Str 11, Dex 19, Con 11, Int 10, Wis 10, Cha 10 as snake or hybrid	Str 14, Dex 19, Con 11, Int 10, Wis 10, Cha 10 as weasel or hybrid	Str 23, Dex 17, Con 19, Int 10, Wis 10, Cha 10 as wolverine
Skills:	Balance +11, Climb +11, Hide +8, Listen +9, Spot +9 as snake or hybrid	Hide +9, Move Silently +10, Spot +5 as weasel or hybrid	Climb +14, Listen +9, Spot +8 as wolverine
Feats:	Combat Reflexes, Multiattack, Weapon Finesse (bite, dagger)	Multiattack, Toughness, Weapon Finesse (bite)	Improved Bull Rush, Power Attack, Run
Climate/Terrain:	Temperate and warm land, aquatic, and underground	Temperate forest, hill, mountains, plains, and underground	Temperate forest, hill, plains, and underground
Organization:	Solitary	Solitary or pair	Solitary or pair
Challenge Rating:	4	4	6
Treasure:	Standard	Standard	Standard
Alignment:	Always neutral evil	Usually chaotic evil	Always chaotic evil
Advancement:	By character class	By character class	By character class

WERESNAKE (CONSTRUCTOR)

Constructor weresnakes in humanoid form have no distinct physical features. They prefer to work in the warm sun, and will complain about cold weather, bundling up nearly twice as much as the average individual.

COMBAT

If engaged by multiple opponents, a weresnake will attack the largest opponent first and then work on smaller opponents. It will not eat until after the battle is over and it is safe.

Improved Grab (Ex): To use this ability, the weresnake in snake form must hit with its bite attack. If it gets a hold, it can constrict.

Constrict (Ex): A weresnake in snake form deals 1d3+6 points of damage with a successful grapple check against Large or smaller creatures.

WERESNAKE (VIPER)

Viper weresnakes have distinctly sharper teeth in humanoid form. Like their constructor brethren they dislike cold weather.

COMBAT

Viper weresnakes are quick and dangerous opponents, lashing out up to 10 feet with their heads and attacking adjacent opponents with paired short swords.

Alternate Form (Su): Viper weresnakes can assume a hybrid or animal form. In hybrid form, the weresnake has a humanoid lower body with a very flexible torso and a snake's head on a long, sinuous neck. The weresnake generally prefers snake form, taking advantage of the surprise of its damage reduction.

Poison (Ex): Bite, Fortitude save (DC 13); initial and secondary damage 1d6 temporary Constitution.

WEREWASEL

Wereweasels in humanoid form are slender individuals. They have cruel senses of humor and, though they love a good time, they tend to be overly aggressive in pursuit of their goals.

COMBAT

Wereweasels are aggressive fighters. They generally pick out a target and pursue it until it is down. If attacking a party, they will first attack spellcasters or others that appear to have a weak constitution.

Alternate Form (Su): A wereweasel can assume either a hybrid or animal form. As a hybrid, the wereweasel stands upright, with sturdy legs and a broad chest. Its arms, while covered in fur, are humanoid in structure and are able to grasp weapons and other objects as nimbly as they can in humanoid form.

Attach (Ex): A wereweasel in weasel or hybrid form that hits with its bite attack latches onto the opponent's body with its powerful jaws. An attached wereweasel loses its Dex bonus to AC and thus has an AC of 14. It can, however, still attack with light weapons while attached.

Blood Drain (Ex): A wereweasel in weasel or hybrid form drains blood for 2d4 points of temporary Constitution damage each round it remains attached.

WEREWOLVERINE

Werewolverines in humanoid form are quite aggressive. They tend to be muscular and have an affinity for the barbarian class. In cities they are drawn to public fights, and in the countryside often work as bandits or raiders. Their association with these groups doesn't last long, however, due to their tendency toward random acts of violence.

COMBAT

Werewolverines in combat are a fearsome sight. They open fights by bull rushing and if a group of opponents flees they enjoy chasing down the slowest of the group.

Rage (Ex): A werewolverine in wolverine form that takes damage in combat flies into a berserk rage on its next turn, clawing and biting madly until either it or its opponent is dead. An enraged werewolverine gains +4 Strength, +4 Constitution, and -2 AC. The creature cannot end its rage voluntarily.

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