



# The Libram of Arcane Secrets

being a text of D&D3e material drawn from Magic: the Gathering



This is version 0.35 of the Libram of Arcane Secrets, published April X, 2001.

1 Prestige Class  
27 Creatures  
9 Magic Items

All materials in this Libram have been converted or created for use in Dungeons and Dragons 3<sup>rd</sup> Edition from the Magic: the Gathering CCG (Collectible Card Game). All conversions have been done by M Jason Parent / Hound ([hound@ambient.on.ca](mailto:hound@ambient.on.ca)) and are provided as a fan service. All trademarks and copyrights in this work (including "Dungeons and Dragons" and "Magic the Gathering" as well as most names, descriptions and abilities) are the property of Wizards of the Coast, and their use in this document should not be considered a challenge to these trademarks and copyrights.

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The Libram of Arcane Secrets will be updated as more material is converted, and updates will be posted to the official hosts of the Libram; The Iron Keep at Dread Gazebo ( <http://dreadgazebo.com/dnd> ) and at the Realms Of Evil ( <http://www.realmssofevil.net/> )

Comments, Suggestions and Submissions are welcome.

The full release (version 1.0) of the Libram will become available once there are 100 entries. That's my personal goal for the book, after that point I'll probably go to work on other projects before spending any more time converting M:tG cards to D&D3e when I could instead be wasting my time converting clans from Vampire: the Masquerade.

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**Version 0.35** (April X, 2001)

Added Shard Phoenix, Zombie Master Prestige Class, Leeches spell, Tidal Kraken, Bog Imp, Land Leech, Licids (11)

**Version 0.3** (March 25th, 2001)

Added Ashen Ghoul, Fungusaur, Infernal Medusa, Lava Hound, Lim-Dûl's Cohort and Wyvern (Silver).

**Version 0.2** (March 8<sup>th</sup>, 2001)

Added Crimson Hellkite, Beast of Bogardan, Bogardan Firefiend, Charcoal Diamond, Moss Diamond, Amulet of Kroog, Bone Flute. Modified the text of the Thrull Champion to better reflect the game effects of the card.

**Version 0.1**

Original pre-release.

# Section 1

## Prestige Classes

### **Initiates of the Ebon Hand**

Divine and Arcane spellcasters who have given their existence and sometimes their hands to the worship of Tourach, a deified sorcerer / cleric.

### **The Zombie Master**

Necromancers content to master their control over the "lowly" zombies.



## Initiates of the Ebon Hand

The Initiates of the Ebon Hand are a group of lawful evil arcane and divine spellcasters who gathered together in the worship of Tourach, a Sarpadian Cleric / Sorcerer of great renown and evil deeds. The group has two faces, a “public” gathering at the Ebon Keep where they are universally reviled by their neighbours, and the secret membership which exists in most cities across the continent. Through the magics of Tourach they have learned great flexibility in the learning and casting of dark magic, mind-affecting sorceries and necromantic rituals.

The public in general goes about unknowing of the presence of the Order within their cities because of a misconception that all Order members have removed one of their hands to become a member. In reality only the upper level members of the order have undergone this sacrifice in order to join the Full Circle of the Order.

The prestige class is open to all spell-casting classes, and membership extends across them all. There are bards, rangers, sorcerers, wizards, blackguard, clerics and even the occasional druid in their ranks...

*“We are no longer Nature’s children, but her masters...”* (Oath of the Ebon Hand)

**Hit Die:** d4

### Requirements

To qualify to become an Initiate of the Ebon Hand, a character must fulfill all the following criteria.

**Alignment:** Neutral Evil, Lawful Neutral, Lawful Evil

**Spellcasting:** Ability to cast at least 4 spells from the Initiates Spell List (table 1-2 below) and 4 necromantic spells, at least one of each being a 3<sup>rd</sup> level spell or higher.

**Knowledge (religion):** 5 Ranks

**Will Save:** +4 or greater

**Special:** Must seek and obtain membership in the Order. Clerics must be worshippers of Tourach (Death, Madness, Evil, Law)

### Class Skills:

The Initiate of the Ebon Hand’s skills are Alchemy (int), Concentration (Con), Craft (Int), Knowledge (Arcane) (Int), Knowledge (Religion) (Int), Profession (Wis), Scry (Int) and Spellcraft (Int). See Chapter 4: Skills in Core Rulebook 1 for skill descriptions.

**Skill Points at Each Level:** 2 + Int modifier.

Class Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special	Spellcasting
1 <sup>st</sup>	+0	+0	+0	+2	Flexible Casting (1/day)	+1 level of favoured class
2 <sup>nd</sup>	+1	+0	+0	+3	Cross Casting	+1 level of favoured class
3 <sup>rd</sup>	+1	+1	+1	+3	Flexible Casting (2/day)	+1 level of favoured class
4 <sup>th</sup>	+2	+1	+1	+4	Overdrawn Casting (1/day)	+1 level of favoured class
5 <sup>th</sup>	+2	+1	+1	+4	Flexible Casting (3/day)	+1 level of favoured class
6 <sup>th</sup>	+3	+2	+2	+5	Overdrawn Casting (2/day), Sacrifice	+1 level of favoured class
7 <sup>th</sup>	+3	+2	+2	+5	Cross Casting, Flexible Casting (4/day)	+1 level of favoured class
8 <sup>th</sup>	+4	+2	+2	+6	Flexible Casting (5/day)	+1 level of favoured class
9 <sup>th</sup>	+4	+3	+3	+6	Overdrawn Casting (3/day)	+1 level of favoured class
10 <sup>th</sup>	+5	+3	+3	+7	Flexible Casting (6/day)	+1 level of favoured class

### Class Features:

All of the following are features of the Initiate of the Ebon Hand prestige class.

**Spell Advancement:** Each time the character gains a level of Initiate of the Ebon Hand, she gains additional spell slots and casting ability as if going up a level in her original or favoured spell-casting class.

**Cross Casting:** An Initiate may learn a single spell of any level he or she can normally cast that is not in her actual spell lists but which is on the Initiates Spell List (table 1-2 below), or any Necromantic spell. Clerics will learn these spells as divine spells, wizards as arcane spell, as appropriate. The spells are learned as a spell of the caster’s proper type (arcane or divine) at one level higher than the spell is normally. (So an Initiate Bard would learn the level 1 Divine “Bane” spell as a level 2 Arcane spell).

**Flexible Casting:** The Initiate of the Ebon Hand may convert spell slots or memorized spells into a “spell level pool” for the casting of spells from the Initiates Spell List (table 1-2 below) or for Necromantic spells as long as the Initiate could normally have cast those spells (so you can’t sacrifice a fireball to cast a level 3 cleric spell from the list if you didn’t have the ability to cast level 3 cleric spells already). They may sacrifice a number of spells per day in this way as indicated on the progression chart (table 1-1 below). For example, a Level 7 Wizard / Level 1 Initiate may sacrifice a memorized level 4 spell to be able to cast a level two and two level one spells from the Initiates Spell List (as long as she already has access to those spells, either being in her spellbook in the case of this wizard, or being spells she already has internalized if she was a Sorcerer, or being of levels she could normally cast in the case of a Cleric or Druid). Clerics may not sacrifice spells granted by their domains for this.

**Overdrawn Casting:** An Initiate may draw upon her very life force to cast spells from the Initiates Spell List (table 1-2 below) or necromantic spells, even if she has no remaining spells that day. These spells must still be ones she would normally be able to cast. The Initiate takes 1d6 damage per spell level of the spell she casts in this way, and may cast a maximum number of spells in this way each day as indicated. Clerics may also use Overdrawn Casting to cast additional Domain Spells.

**Sacrifice:** At the indicated level, the Initiate is expected to Sacrifice one hand of their choice (usually their off-hand). Until this is done, the Initiate may not progress to the next level.

Arcane Spells	Divine Spells
Contact Other Plane	Bane
Darkness	Blasphemy
<i>Death Blade</i>	Darkness
Evard’s Black Tentacles	Deeper Darkness
<i>Gloom</i>	Desecrate
Insanity	Dictum
Magic Circle Against Chaos / Good	Divination
Mind Fog	Doom
Mind Raid	Giant Vermin
Protection From Chaos / Good	Greater Command
<i>Rune of Darkness</i>	Magic Circle Against Chaos / Good
<i>Sacrifice Spell</i>	Protection From Chaos / Good
Shadow Conjuration	Unhallow
Summon Monster I-IX (Fiendish Outsiders only)	
<i>VerminPlague</i>	



## The Zombie Master

The paths of the necromancer are many, but few are as single-mindedly devoted as that of the Zombie Master.

**Hit Die:** d6

### Requirements

To qualify to become a Zombie Master, a character must fulfill all the following criteria.

**Alignment:** non good

**Spellcasting:** Ability to cast Animate Dead

**Knowledge (undead):** 8 Ranks

**Heal:** 5 Ranks

**Special:** Must surround self with animated dead for at least one month, never separated from them for the duration.

### Class Skills:

The Zombie Master's skills are Alchemy (Int), Concentration (Con), Craft (Int), Knowledge (Arcane) (Int), Knowledge (Undead) (Int), Profession (Wis), and Spellcraft (Int). See Chapter 4: Skills in Core Rulebook 1 for skill descriptions.

**Skill Points at Each Level:** 2 + Int modifier.

Class Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special	Spellcasting
1 <sup>st</sup>	+0	+2	+0	+2	Horde, Bolster Undead	+1 level of favoured class
2 <sup>nd</sup>	+1	+3	+0	+3	Returning Dead, Zombie Doctor	+1 level of favoured class
3 <sup>rd</sup>	+1	+3	+1	+3	Empower Zombies	+1 level of favoured class
4 <sup>th</sup>	+2	+4	+1	+4	Spontaneous Animation	+1 level of favoured class
5 <sup>th</sup>	+2	+4	+1	+4	Army of Darkness	+1 level of favoured class

### Class Features:

All of the following are features of the Initiate of the Zombie Master prestige class.

**Spell Advancement:** Each time the character gains a level of Zombie Master, she gains additional spell slots and casting ability as if going up a level in her original or favoured spell-casting class that meets the class prerequisites.

**Horde (Su):** The Zombie Master has the ability to control three times his spellcaster level in Hit Dice of undead (instead of the usual limit of twice his spellcaster level).

**Bolster Undead (Su):** The Zombie Master can bolster undead to prevent turning / rebuking or to cancel a successful turning / rebuking as a negative-energy-channelling cleric of three times his Zombie Master level. This power can be used (three plus charisma modifier) times per day, and is in addition to any other bolstering / rebuking abilities the Zombie Master may have from other classes.

**Returning Dead (Su):** Zombies animated by the Zombie Master which later fall in combat can be re-animated with another application of the Animate Dead spell (normally slain undead creatures cannot be re-animated).

**Zombie Doctor (Su):** Zombie Masters can cast Inflict Wounds spells upon zombies under their control within close range.

**Empower Zombies (Su):** Zombies created by the Zombie Master can (at the Zombie Master's choice) be animated with 50% more hit dice than a normal zombie of it's size, and with a +4 Strength bonus.

**Spontaneous Animation (Su):** The Zombie Master always has access to the tricks of his trade, being able to spontaneously convert any spell slot or memorized / prepared spell of the same level or higher into an Animate Dead spell.

**Army of Darkness (Su):** The Zombie Master has the ability at level 5 to control four times his spellcaster level in Hit Dice of undead (superseding the Horde ability).

# Section 2

## Creatures, Monsters and Machines

### **Ashen Ghoul**

Fiendish undead who rise up from the life energies of those slain about them.

### **Balduvian Dead**

Zombies of northern barbarians, able to raise the dead as graveborn shock-troops.

### **Basalt Golem**

A Stone Golem made of pure basalt, able to petrify its foes.

### **Beast of Bogardan**

Huge mastiffs that were once crossbred with hellhounds.

### **Bog Imp**

Small flying humanoids with muck-caked claws.

### **Bogardan Firefiend**

Hairless boars of Bogardan who erupt into flames when slain.

### **Breathstealer**

Incorporeal shadow-like undead, seemingly related to the Wraith, but not capable of draining levels.

### **Crimson Hellkite**

A red dragon variant who lives in lava fields and strikes from afar with its lava breath.

### **Fungusaur**

Subterranean fungal monster that grows when damaged.

### **Infernal Medusa**

A Medusa reanimated after turning herself to stone.

### **Lava Hound**

A summoned elemental beast, akin to the Elemental Beasts of Dark Sun.

### **Land Leech**

Huge, quick, blood-sucking invertebrates!

### **Licids**

Facehuggers who meld into their targets producing strange and diverse special abilities.

### **Lim-Dûl's Cohort**

The northern necromancer's darkest zombies.

### **Orgg**

A mighty beast who does not realise just how big it really is.

### **Phyrexian Dreadnaught**

The single mightiest Iron Golem, requires the power of souls to operate.

### **Shard Phoenix**

Self-detonating elemental phoenixes.

### **Thraxodemon**

A minor demon eager to inhabit magical items to feed from the life-force of its wielder.

### **Tidal Kraken**

To merfolk, pirates are a nuisance. To pirates, merfolk are a threat. To the kraken, they're both appetizers.

### **Wyvern, Silver**

Spell-reflecting cousin of the Silver Dragon and Wyvern.

### **The Thrulls**

8 Thrulls, genetically and magically engineered servants of the Ebon Hand in the days of yore. Includes

Minor Thrull  
Thrull Wizard

Basal Thrull  
Derelor

Armour Thrull  
Mindstab Thrull

Necrite  
Thrull Champion

### **The Thallids**

4 Thallids and the Saproling, engineered fungal monsters from the ancient elven forests. Includes

Thallid

Thorn Thallid

Thallid Devourer

Feral Thallid



## Ashen Ghoul

Medium Undead

**Hit Dice:** 2d12 (13 hp)

**Initiative:** +7 (+3 Dex, Improved Initiative)

**Speed:** 30 ft

**AC:** 15 (+3 Dex, +2 Natural)

**Attacks:** Bite +5 melee, 2 claws +0 melee

**Damage:** Bite 1d4+3 and paralysis, claw 1d6+3 and paralysis

**Face/Reach:** 5 ft by 5 ft / 5 ft

**Special Attacks:** Paralysis, Create Spawn

**Special Qualities:** Undead, +2 turn resistance, Rise Again

**Saves:** Fort +0, Refl +3, Will +6

**Abilities:** Str 16, Dex 16, Con -, Int 13, Wis 16, Cha 16

**Skills:** Hide +5, Move Silently +5, Spot +4, Listen +2

**Feats:** Multi-Attack, Weapon Finesse (bite)

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**Climate/Terrain:** Any land

**Organization:** Solitary, Gang (2-4) or Pack (3-12)

**Challenge Rating:** 2

**Treasure:** None

**Alignment:** Chaotic Evil

**Advancement:** 3 HD (Medium)

The Ashen Ghoul is a disturbing undead that rises again once slain, feeding on the life-energies of those slain nearby.

They appear as most ghouls, tattered, emaciated corpses on the verge of decomposition; their stringy hair seems to keep growing after their death, as it is almost always in long dreadlocks spilling over their faces or down their backs.

### COMBAT

Ashen ghouls attack with their mighty claws that grow up to five inches from their fingertips.

**Undead:** Immune to mind-influencing effects, poison, sleep, paralysis, stunning, disease and similar effects. Not subject to critical hits, subdual damage, ability damage, energy drain or death from massive damage.

**Paralysis (Ex):** Those hit by a ghoul's natural attacks must succeed at a fortitude save (DC 14) or be paralysed for 1d6+2 minutes. Elves are immune to this paralysis.

**Create Spawn (Su):** In almost all cases Ashen Ghouls devour those they kill. From time to time, however, the bodies of the victims lie where they fell, to rise as regular ghouls themselves in 1d4 days. Casting *protection from evil* on a body before the end of that time averts the transformation. To create an Ashen Ghoul requires that these spawn be created on unholy ground.

**Rise Again (Su):** If three creatures of 1HD or larger are slain within 60 feet of where an Ashen Ghoul's corpse rests, the Ashen Ghoul rises from the dead once again with full hit points, ready to fight that very round. There is no time-limit on this ability, sometimes it can take a century or more to fulfill the requirements, but sooner or later it eventually comes to pass. If an Ashen Ghoul corpse is *disintegrated* or *blessed* once slain, it will never rise again.



## Balduvian Dead

Medium Undead

**Hit Dice:** 4d12+6 (32 hp)

**Initiative:** +0

**Speed:** 30 ft

**AC:** 13 (+3 Natural)

**Attacks:** Slam +3 melee or Weapon +3 melee

**Damage:** Slam 1d6+1 or Weapon +1

**Face/Reach:** 5 ft by 5 ft / 5 ft

**Special Qualities:** Raise Graveborn, Undead, Create Spawn

**Saves:** Fort +1, Refl +1, Will +4

**Abilities:** Str 13, Dex 10, Con -, Int 10, Wis 10, Cha 12

**Feats:** Toughness x2

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**Climate/Terrain:** Any northern lands

**Organization:** Solitary or Gang (2-8)

**Challenge Rating:** 3

**Treasure:** Normal

**Alignment:** Neutral Evil

**Advancement:** 5-7 HD (Medium); 8-12 HD (Large)

Balduvian Dead are a race of ghoulish dead raised from the corpses of the northern barbarian tribes. They appear zombie-like initially, but are intelligent, motivated, and significantly quicker in action.

They are often found haunting old battlegrounds or villages struck by famine or disease, where they can animate the bodies of the dead to form a quick army of Rushing Dead to defend themselves. They will sometimes feign the existence of nomadic hunters or tribesmen to lure in unsuspecting travellers.

It is said that the first Balduvian Dead were created by an ancient tribal shaman as his revenge against another tribe that attacked and razed his village while he was on a vision-quest in the deep snows of the sunless days.

### COMBAT

While the Balduvian Dead don't shirk from combat, they tend to leave a majority of the work to any Rushing Dead they can raise to attack for them. When a Balduvian Dead or one of their enemies falls on the battlefield, it is almost immediately raised as a Rushing Dead the next round.

**Undead:** Immune to mind-influencing effects, poison, sleep, paralysis, stunning, disease and similar effects. Not subject to critical hits, subdual damage, ability damage, energy drain or death from massive damage.

**Raise Graveborn (Su):** Balduvian Dead in combat will raise the bodies of their allies and enemies alike to attack their foes. As a simple action (which does not provoke an attack of opportunity), a Balduvian Dead can turn any corpse within short range (25 ft plus 5 ft per 2 HD, normally 35 feet) into a Graveborn. Treat a Graveborn as a Zombie of the appropriate size level for the corpse animated, except that Graveborn do not suffer from the Partial Actions Only weakness of regular zombies, and they deal damage 2 dice higher than indicated for a zombie of their size (so a medium-sized Graveborn would deal 1d10+1 damage in combat). Graveborn only remain animated for 2 rounds per

hit die, disintegrating back to the earth afterwards, unable to be reanimated in this way or into another undead form by other means.

**Create Spawn (Ex):** Anyone with levels of Barbarian slain by a Balduvian Dead or a Graveborn will rise in 1d4 days as a Balduvian Dead unless their corpse is anointed with a *bles* spell.



## Basalt Golem

Large Construct

**Hit Dice:** 12d10 (66 hp)

**Initiative:** -1 (-1 Dex)

**Speed:** 20 ft (can't run)

**AC:** 25 (-1 Dex, -1 Size, +17 Natural)

**Attacks:** 2 Slams +16 melee

**Damage:** Slam 2d10+8, Petrification

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

**Special Attacks:** Petrification

**Special Qualities:** Construct, Magic Immunity, Damage Reduction 25 / +2

**Saves:** Fort +4, Refl +3, Will +4

**Abilities:** Str 26, Dex 9, Con -, Int -, Wis 11, Cha 1

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**Climate/Terrain:** Any land

**Organization:** Solitary or Gang (2-4)

**Challenge Rating:** 13

**Treasure:** None

**Alignment:** Neutral

**Advancement:** 13-19 HD (Large); 20-40 HD (Huge)

The Basalt Golem is a rare variant of the Stone Golem. It is 8 feet tall and weighs around 2,000 pounds. Its body is of roughly formed stone with jutting protrusions.

### COMBAT

The Basalt Golem is a formidable and terrifying monstrosity, physically powerful, difficult to harm, and able to dispatch foes in a single blow through petrification.

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

**Petrification (Su):** The touch of the Basalt Golem turns it's victim to stone permanently. It can be resisted with a Fortitude save (DC 12). Each touch requires a separate save to resist.

**Magic Immunity (Ex):** A Basalt Golem is immune to all spells, spell-like abilities, and supernatural effects, except as follows. A *transmute rock to mud* spell slows it (as the slow spell) for 2d6 rounds with no saving throw, while *transmute mud to rock* heals all of its lost hit points. A *stone to flesh* spell makes it vulnerable to any normal attack for the next 1d4 rounds (this does not include spells, except those that cause damage).

### CONSTRUCTION

A Basalt Golem's body is chipped from a single block of purest basalt, weighing at least 3,000 pounds. The golem costs 100,000 gp to create, which includes 2,000 gp for the body. Assembling the body requires a successful Craft (sculpting) check (DC 20). The creator must be 16<sup>th</sup> level and able to cast arcane spells. Completing the ritual drains 1,600 XP from the creator and requires *geas/quest*, *limited wish*, *polymorph any object* and *flesh to stone*.

## Beast Of Bogardan

Large (Long) Magical Beast

**Hit Dice:** 6d10+18 (51 hp)

**Initiative:** +1

**Speed:** 40 ft

**AC:** 22 (+1 Dex, -1 Size, +12 Natural)

**Attacks:** Bite +10 melee, Gouge +5 melee

**Damage:** Bite 2d6+5, Gouge 2d8+5

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

**Special Attacks:** Smite Good

**Special Qualities:** Fire Subtype, Scent, Chaos Beast

**Saves:** Fort +8, Refl +6, Will +2

**Abilities:** Str 20, Dex 13, Con 16, Int 6, Wis 10, Cha 6

**Skills:** Spot +8, Listen +6, Move Silently +5

**Feats:** Power Attack, Cleave

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**Climate/Terrain:** Mountains, Volcanoes

**Organization:** Solitary, Pack (3)

**Challenge Rating:** 4

**Treasure:** None

**Alignment:** Chaotic Evil

**Advancement:** 7-11 HD (large), 12-16 HD (huge)

The Beasts of Bogardan are believed to be the mightiest of dogs cross-bred with large Hellhounds summoned for that purpose. The smallest Beasts are as large as the most imposing of Hellhounds (at least 12 feet long without their tail, and nearly 3,000 pounds of muscle). Atop their heads are reversed goat-like horns, from under which they stare with glowing green eyes (like all magical beasts, the Beasts of Bogardan have low-lite and darkvision).

Beasts of Bogardan usually gravitate into small packs of three members, usually an alpha male, a beta male and a female. When without packmates, the Beasts usually wander alone. Their young are rarely present and are assumed to reach maturity very rapidly.

### COMBAT

Beasts of Bogardan bark and bay and rush forthright into combat, gouging and tearing with their sharp horns and long teeth.

**Smite Good (Su):** A leftover from their outsider heritage, the Beasts of Bogardan can *smite good* three times per day, adding their Hit Dice to attack and damage rolls against good-aligned targets.

**Fire Subtype (Ex):** Fire immunity, double damage from cold except on a successful save.

**Chaos Beast (Ex):** As a beast of chaos, Beasts of Bogardan get SR 15 against all Chaos spells.

**Scent (Ex):** Beasts of Bogardan gain a +8 racial bonus to Spot checks and Wilderness Lore checks when tracking by scent, due to their keen sense of smell.

## Bog Imp

Small Monstrous Humanoid

**Hit Dice:** 2d8 (9 hp)

**Initiative:** +5 (Dex)

**Speed:** 20 ft, fly 50 ft (good)

**AC:** 19 (+5 Dex, +1 Size, +3 Natural)

**Attacks:** 2 Claws +8 melee

**Damage:** Claws 1d6-2 plus poison and disease

**Face/Reach:** 5 ft by 5 ft / 5 ft

**Special Attacks:** Poison, Disease

**Special Qualities:** Resistances

**Saves:** Fort +0, Refl +8, Will +1

**Abilities:** Str 8, Dex 20, Con 10, Int 8, Wis 6, Cha 10

**Skills:** Spot +4, Listen +4, Move Silently +11

**Feats:** Weapon Finesse (claws)

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**Climate/Terrain:** Swamps

**Organization:** Solitary, Flight (3-8), Mob (10-30)

**Challenge Rating:** 1

**Treasure:** No coins, no goods, standard items

**Alignment:** Chaotic Evil

**Advancement:** As rogues

These small green humanoids live in the most evil of swamps, often those dominated by Black Dragons and other entities who find Bog Imps to be too small to qualify as good eating. They have no relation to actual baatezu Imps except in the minds of men living near their abodes.

Bog Imps are usually just over 2 feet tall, and covered in a sickly green skin with red markings over their oversized, muck-crusted clawed hands and feet.

Generally Bog Imps subsist on a diet of small birds, fish and each other, but are not above a good piece of carrion.

### COMBAT

Bog Imps are easily irred and attack blindly at anything they determine to be their enemy or that is trespassing in their domain (unless it is obviously much more powerful than they are, or of Huge size or greater). They fly around their enemies, striking from all sides and harrying their victims, usually attempting to lure them into deeper water or into another creature that may strike them down and leave the body behind (to be eaten as carrion).

**Poison (Ex):** The muck-encrusted claws of the Bog Imp contain a weak neurological toxin (DC 11, 1d3 Dex Primary damage, 1d3 Dex Secondary damage).

**Disease (Ex):** The claws and bodies of these fell creatures are often dangerous in the long term also. Those injured by a Bog Imp or eating one will be exposed to Filth Fever (DMG p75).

**Resistances (Ex):** Bog Imps are naturally resistant to poisons and disease, gaining a +6 on all Fortitude saves against them.

**Bog Imp Characters:** Some rare Bog Imps begin to advance as Rogues as they gain experience.

## Bogardan Firefiend

Medium Magical Beast

**Hit Dice:** 3d10+9 (26 hp)

**Initiative:** +1

**Speed:** 40 ft

**AC:** 21 (+1 Dex, +10 Natural)

**Attacks:** Gore +5 melee

**Damage:** Gore 2d6+2

**Face/Reach:** 5 ft by 5 ft / 5 ft

**Special Attacks:** Retributive Blast

**Special Qualities:** Fire Subtype, Scent

**Saves:** Fort +7, Refl +4, Will +1

**Abilities:** Str 15, Dex 12, Con 15, Int 2, Wis 10, Cha 4

**Skills:** Spot +5, Listen +7

**Feats:** Great Fortitude

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**Climate/Terrain:** Mountains, Volcanoes

**Organization:** Solitary, Pack (2-6)

**Challenge Rating:** 2

**Treasure:** None

**Alignment:** Chaotic neutral

**Advancement:** 4-5 HD (medium), 6-10 HD (large)

The Firefiends of Bogardan are nothing less than a crossbreed of Salamander and Wild Boar. They are fearsome-looking tusked creatures with reptilian green hide that bear remarkable resemblance to a naked, long-legged boar. They are quite distinctive in appearance, but this is all overshadowed by their “mane” of flames that seems to burn from small pits along the spine. This “mane” becomes visible when the Firefiend is agitated.

Despite their crossbreeding, Firefiends are no more intelligent than the average boar, nor any better tempered. They will rush anyone they perceive to be a potential meal, an invader of their territory or a challenger (so just about anyone).

### COMBAT

The Bogardan Firefiend attacks like it's boarish ancestors, rushing into combat to gore with it's elongated tusks.

**Retributive Blast (Su):** When slain, a Firefiend erupts into a blast of searing elemental flame that deals 4d8 damage in a 25' cone in the direction of the source of the attack that killed it. A reflex save (DC 14) reduces the damage of the blast by half.

**Fire Subtype (Ex):** Fire immunity, double damage from cold except on a successful save.

**Scent (Ex):** Bogardan Firefiends gain a +8 racial bonus to Spot checks and Wilderness Lore checks when tracking by scent, due to their keen sense of smell.



## Brass Man

Medium Construct (Clockwork)

**Hit Dice:** 6d10+0 (33 hp)

**Initiative:** +0

**Speed:** 30 ft

**AC:** 22 (+12 Natural)

**Attacks:** Weapon +4 melee or Slam +4 melee

**Damage:** By Weapon or Slam 1d6

**Face/Reach:** 5 ft by 5 ft / 5 ft

**Special Qualities:** Spell Immunities, Spell Activation

**Saves:** Fort +2, Refl +2, Will +2

**Abilities:** Str 10, Dex 10, Con -, Int -, Wis 10, Cha 10

**Skills:** Spot +5, Listen +5

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**Climate/Terrain:** Any or Underground

**Organization:** Solitary, Guard (2-6)

**Challenge Rating:** 2

**Treasure:** None

**Alignment:** Lawful neutral

**Advancement:** 7-9 HD (medium), 10-12 HD (large)

The Brass Men are clockwork soldiers created by the sorcerers of the great desert. They are a variety of minor golem, whose construction is based on tricks they learned from the massive Phyrexian Dreadnaughts.

Brass Men appear as humanoid figures with nearly human eyes. They are entirely made of iron and brass. Until activated (see below) they appear as strange suits of bronze plate mail.

### COMBAT

When commanded to strike, Brass Men move in with weapons drawn to attack until they are slain. As with most automatons, they offer no quarter nor surrender.

**Spell Immunity (Ex):** As most golems, the Brass Men are immune to almost all spells.

## BreathStealer

Medium Undead

**Hit Dice:** 4d12+3 (29 hp)

**Initiative:** +4

**Speed:** 30 ft

**AC:** 17 (+4 Dex, +3 Deflection)

**Attacks:** Incorporeal Touch +6 melee

**Damage:** Incorporeal Touch 1d10

**Face/Reach:** 5 ft by 5 ft / 5 ft

**Special Attacks:** Massive Offense, BreathStealing, Create Spawn, Sneak Attack +2d6

**Special Qualities:** Undead, Incorporeal, +3 Turn Resistance, Daylight Powerlessness, ShadowCreep

**Saves:** Fort +1, Refl +5, Will +5

**Abilities:** Str -, Dex 18, Con -, Int 14, Wis 12, Cha 14

**Skills:** Hide +10, Spot +8, Listen +12, Search +8, Sense Motive +10

**Feats:** Weapon Finesse (Touch), Blind Fight, Combat Reflexes, Toughness

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**Climate/Terrain:** Any land and underground

**Organization:** Solitary, Pack (2-6)

**Challenge Rating:** 4

**Treasure:** Normal

**Alignment:** Usually neutral evil

**Advancement:** 5-8 HD (Medium-size)

Breathstealers are incorporeal creatures born of evil shadows. They appear to be related to wraiths, but their connection to the negative plane is less pronounced. They despise living things and the light of day. They are not as malignant as wraiths, and are oft brought to service by evil priests to slay those who displease them in the stillness of the night.

They are humanoid in shape, but composed of black shadows and wispy in outline. Through their eyes one can see the terrain behind them. Many Breathstealers appear to bear daggers or scimitars, or bear the shape of a shadow-cloak, but none of these cosmetics affect their combat abilities.

### COMBAT

Breathstealers prefer to close quietly with their foes and strike them dead from the shadows.

**Massive Offense (Ex):** A Breathstealer may increase its melee damage by 1d10 damage for 1 round by reducing its hit points by 6 points for the same duration. This may be done multiple times and at will, so an average Breathstealer with 26 hit points could make an attack with +4d10 damage in exchange for reducing its hit points to 2 for the rest of the round.

**BreathStealing (Su):** A Breathstealer with complete surprise or attacking a helpless, unaware foe (or more frequently a sleeping victim) may "suck the life" from them. Each round the victim must make a Fortitude save DC 14 or suffer a 2d6 temporary Con loss. This attack will not waken a sleeping victim unless they successfully make two saving throws against it in a row.

**Create Spawn (Su):** Any creature killed by BreathStealing

must make a Will save DC 14 or rise again the next night as a BreathStealer. The very evil or despicable may rise instead as a Wraith.

**Sneak Attack (Ex):** The Breathstealer may Sneak Attack as a Rogue for an additional 2D6 damage.

**Undead:** Immune to mind-influencing effects, poisons, sleep, paralysis, stunning and disease. Not subject to critical hits, subdual damage, ability damage, energy drain or death from massive damage.

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

**Daylight Powerlessness (Ex):** Breathstealers are utterly powerless in natural sunlight and flee from it.

**ShadowCreep (Ex):** Breathstealers get a +6 racial bonus to Hide checks in natural shadows.

## Crimson Hellkite

Dragon (Fire)

**Climate / Terrain:** Volcanic fissures, geysers and lava flows

**Organization:** Wyrmling, very young, young, juvenile and young adult: solitary or clutch (2-5); adult, mature adult, old, very old, ancient, wyrm, or great wyrm: solitary, pair or family (1-2 and 2-5 offspring).

**Challenge Ratings:** Wyrmling 3; very young 4; young 6; juvenile 8; young adult 12; adult 14; mature adult 16; old 18; very old 19; ancient 21; wyrm 22; great wyrm 24

**Treasure:** Double standard

**Alignment:** Chaotic Neutral

Crimson Hellkites are often mistaken for red dragons, due to their fiery breath and red colouration. But their colouration, on closer examination, proves to be brighter and leans towards orange and yellow in addition to red, especially on the wings. Adult and older Hellkites grow a large scaled neck frill above and behind the back of their head. They all have long, unadorned, serpentine tails. Their wingspan is impressive, larger than a typical dragon of that size.

Hellkites lair in lava tubes that reach into old volcanos, hot springs, and active lava flows. They prefer that this lair be part of a mountain or volcano so they may perch upon it's top to watch all in their domain. Because of the intense heat of their lairs, little of their treasure is in the form of gold (or other soft metals) or flammable objects, instead they often collect gemstones and pieces of sculpture that catch their eye (one notable Hellkite has a collection of petrified courtesans).

Hellkites, while still exhibiting sorcerous abilities of other dragons, are not noted for their strong grasp of magic, never advancing to the levels of expertise exhibited by even their smaller, weaker kin.

### COMBAT

Crimson Hellkites are much more careful combatants than red dragons, taking the time to size up their opponents, and then launching streams of deadly flame down upon it's chosen foes (usually starting with obvious spellcasters). It will often attempt to keep a significant distance between itself and its foes if they appear powerful, taking advantage of the extreme range of it's breath weapon.

**Breath Weapon (Su):** Crimson Hellkites breathe a sharp, stream of super-heated magma. Unlike most dragon breath weapons, this lava blast is a ray attack, targeting only one opponent (and requiring a ranged touch attack to hit). The ray scores a critical threat on a natural 20, for x2 damage, and can reach out to three times the range of a normal "Line" shape dragon breath. (Wyrmling - Very Young: 180 ft; Young - Young Adult: 240 ft; Adult - Old: 300 ft; Very Old - Wyrm: 360 ft; Great Wyrm: 420 ft).

**Fire Subtype (Ex):** Fire immunity, double damage from cold except on a successful save

**Heat Metal (Sp):** The Hellkite can use this ability up to four times per day. It works like a Heat Metal spell, but with Long range.

**SpellCasting:** Beginning as Juveniles, Crimson Hellkites can cast spells as a sorcerer as indicated on the table below, as per the normal dragon spellcasting rules (Core Rulebook 3, page 62 - do not require somatic or material components). In addition, Crimson Hellkites can cast Clerical spells from the domains of Fire, Chaos and Strength as arcane spells.

**Spell-Like Abilities:** 3/day - move earth; 1/day stoneshape



# Crimson Hellkite

(continued)

Age	Size	Hit Dice (hp)	AC	Attack Bonus	For Save	Ref Save	Will Save	Breath Weapon (DC)	Fear DC	SR
Wyrmling	M	6d12+6 (45)	17 (+1 dex, +6 natural)	+8	+6	+6	+6	3d12 (16)	-	-
Very Young	M	9d12+18 (77)	20 (+1 dex, +9 natural)	+13	+8	+7	+8	5d12 (19)	-	-
Young	L	12d12+36 (114)	22 (+1 dex, -1 size, +12 natural)	+17	+11	+9	+10	7d12 (20)	-	-
Juvenile	L	15d12+60 (158)	25 (+1 dex, -1 size, +15 natural)	+22	+13	+10	+12	9d12 (23)	-	-
Young Adult	L	18d12+90 (207)	28 (+1 dex, -1 size, +18 natural)	+26	+16	+12	+14	11d12 (25)	18	19
Adult	H	21d12+105 (242)	29 (+1 dex, -2 size, +20 natural)	+30	+17	+13	+16	13d12 (26)	21	21
Mature Adult	H	24d12+120 (276)	32 (+1 dex, -2 size, +23 natural)	+33	+19	+15	+19	15d12 (29)	24	22
Old	H	27d12+162 (338)	34 (+1 dex, -2 size, +25 natural)	+35	+21	+16	+21	17d12 (31)	27	24
Very Old	G	30d12+210 (405)	35 (+1 dex, -4 size, +28 natural)	+41	+24	+17	+24	19d12 (34)	30	25
Ancient	G	33d12+264 (479)	37 (+1 dex, -4 size, +30 natural)	+45	+26	+18	+26	21d12 (36)	33	27
Wyrm	G	36d12+324 (558)	40 (+1 dex, -4 size, +33 natural)	+46	+29	+21	+28	23d12 (39)	36	29
Great Wyrm	C	39d12+390 (644)	38 (+1 dex, -8 size, +35 natural)	+46	+31	+22	+30	25d12 (41)	39	31

Age	Speed	Str	Dex	Con	Int	Wis	Cha	Special Abilities	Caster Level
Wyrmling	40 ft, fly 200 ft (good)	15	12	12	10	13	10	Fire subtype	-
Very Young	40 ft, fly 200 ft (good)	19	12	14	11	15	12		-
Young	40 ft, fly 200 ft (good)	23	12	16	11	15	12	Heat Metal 2/day	-
Juvenile	40 ft, fly 200 ft (average)	27	12	18	13	17	14		1 <sup>st</sup>
Young Adult	40 ft, fly 250 ft (average)	29	12	20	13	17	14	Damage Reduction 5 / +1	2 <sup>nd</sup>
Adult	40 ft, fly 250 ft (average)	31	12	20	15	19	16	Move Earth	3 <sup>rd</sup>
Mature Adult	40 ft, fly 250 ft (average)	31	12	21	17	21	18	Damage Reduction 10 / +1	4 <sup>th</sup>
Old	40 ft, fly 300 ft (poor)	33	12	23	19	23	20	Stone Shape	5 <sup>th</sup>
Very Old	40 ft, fly 300 ft (poor)	35	12	25	21	25	22	Damage Reduction 15 / +2	6 <sup>th</sup>
Ancient	40 ft, fly 300 ft (poor)	37	12	27	23	27	24	Heat Metal 4/day	7 <sup>th</sup>
Wyrm	40 ft, fly 300 ft (poor)	39	12	29	23	27	24	Damage Reduction 20 / +3	8 <sup>th</sup>
Great Wyrm	40 ft, fly 350 ft (poor)	41	12	31	25	29	26		9 <sup>th</sup>



## Crypt Angel

Medium Outsider (Evil, Fallen Angel)

**Hit Dice:** 12d8+48 (102 hp)

**Initiative:** +4 (+4 Dex, Improved Initiative)

**Speed:** 50 ft, fly 100 ft (good)

**AC:** 29 (+4 Dex, +15 natural)

**Attacks:** +3 *Bastard Sword of Wounding* +21 / +16 / +11  
melee

**Damage:** +3 *Bastard Sword of Wounding* 1d10+12 and  
cripple

**Face/Reach:** 5 ft by 5 ft / 5 ft

**Special Attacks:** Cripple, Spell Like Abilities

**Special Qualities:** Damage Reduction 10/+1, SR 30, Fallen  
Qualities, Aura of Undeath

**Saves:** Fort +12, Refl +12, Will +11

**Abilities:** Str 22, Dex 18, Con 18, Int 18, Wis 16, Cha 20

**Skills:** Concentration +19, Escape Artist +19, Hide +19,  
Knowledge (undead) +17, 2 other Knowledges (any) or  
Crafts (any) +17, Listen +25, Move Silently +19, Sense  
Motive +19, Spot +25

**Feats:** Alertness, Cleave, Improved Initiative, Power Attack

**Climate/Terrain:** Any land or underground

**Organization:** Solitary, Pair, Chorus (3-5)

**Challenge Rating:** 14

**Treasure:** No coins, double goods, standard items

**Alignment:** Always Evil (any)

**Advancement:** 13-18 HD (Medium), 19-36 HD (Large)

Fallen, charnel Devas destroyed in the presence of a major immortal of the sphere of Undeath can be returned to their form in an effort of darkest infernal necromancy. What comes back three days later is the Crypt Angel.

Still an iconic beautiful supple and lithe human, the Crypt Angel has a darker complexion than their celestial counterparts and black or blue-black hair. Their large feathery wings remain, but become dark as blackest pitch, and their eyes are hollow and white, never showing real emotion. They can be of any evil alignment. Deep beneath their cold demeanor, some still pine for their lost divinity.

Crypt Angels can only cross into the prime material in places of carnage or charnel, where at least 100 hit dice of creatures have died recently.

### COMBAT

Crypt Angels are not afraid to enter melee combat. They attack in a cold fierceness, striking down foes with their powerful +3 *bastard swords of wounding*.

*The following are standard Fallen Qualities:*

**Aura of Menace (Su):** A horrific aura surrounds the fallen that fight or get angry. Any hostile creature within a 20-foot radius of a Crypt Angel must succeed at a Will save (DC 21) to resist its effects. Those who fail suffer a -2 morale penalty to attacks, AC, and saves for one day or until they successfully hit the Angel that generated the aura. A creature that has resisted or broken the effect cannot be affected again by that Crypt Angel's aura for one day.

**Magic Circle against Good (Su):** A magic circle against good effect always surrounds the fallen, identical with the spell cast by a sorcerer whose level equals the fallen's Hit Dice. The effect can be dispelled, but the fallen can create it again during its next turn as a free action. (The defensive benefits from the circle are not included in the statistics block.)

**Protective Aura (Su):** As a free action, fallen can surround

themselves with a nimbus of shadow having a radius of 20 feet. This acts as a double-strength magic circle against good and as a minor globe of invulnerability, both as cast by a sorcerer whose level equal to the fallen's Hit Dice. The aura can be dispelled, but the fallen can create it again as a free action on its next turn.

**Tongues (Su):** All fallen can speak with any creature that has a language, as though using a tongues spell cast by a 14th-level sorcerer. This ability is always active.

**Immunities (Ex):** All fallen are immune to electricity and petrification attacks. Fallen Angels are also immune to cold and acid.

**Resistances (Ex):** Non-angelic fallen have cold and acid resistance 20. Fallen Angels have fire resistance 20. All fallen receive a +4 racial bonus to Fortitude saves against poison.

**Keen Vision (Ex):** All fallen have low-light vision and 60-foot darkvision.

*The following are special abilities of the Crypt Angel:*

**Aura of Undeath (Su):** When a Crypt Angel travels into the Prime Material it must be done in an area of carnage and charnel. Immediately upon appearing, 48 Hit Dice of zombies are animated from the corpses littering the area (within 300 ft of the Angel). These corpses will serve the goals of the Crypt Angel (or at least of the Angel's patron deity, who may have other plans, even the destruction of the Crypt Angel in question), although they are not under its immediate control.

Further, whenever the Angel travels it "builds up a charge" of undeath at a rate of 1 HD per hour. Whenever it travels within 55 feet (close range) of a suitable recently-dead corpse (must have enough flesh to be animated as a zombie), that corpse rises from the grave and its new Hit Die total is subtracted from the Aura of Undeath "charge". These zombies also serve the goals of the Angel's patron deity.

**Cripple (Ex):** If a Crypt Angel strikes an opponent twice in one round with its sword, that creature must succeed at a Fortitude save (DC 22) or be crippled, able to make partial actions only until healed of all damage.

**Spell-Like Abilities (Sp):** At will - *continual flame, darkness, detect good, dispel good, dispel magic, unholy aura, polymorph self, remove curse, curse, disease, fear, 7/day - invisibility purge and cause light wounds; 1/day - animate dead, harm, heal (self only)*

**Thanks to:** Taylor the Mage, Village Idiot, Bahamut, (Card Challenge 2)

# Fungusaur

Large Plant

**Hit Dice:** 6d8+18 (45 hp)

**Initiative:** +0

**Speed:** 20 ft

**AC:** 19 (-1 Size, +10 Natural)

**Attacks:** Bite +7 melee or Slam +3 melee

**Damage:** Bite 1d10+4, Slam 2d6+4

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

**Special Attacks:** Improved Grab, Swallow Whole

**Special Qualities:** Regenerate 5, Growth, Tremorsense

**Saves:** Fort +8, Refl +2, Will -1

**Abilities:** Str 18, Dex 10, Con 16, Int 3, Wis 5, Cha 5

**Skills:** Wilderness Lore +6, Spot +4, Listen +6, Hide +6

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**Climate/Terrain:** Underground, dark and damp locales

**Organization:** Solitary, Pair, Family (2-6)

**Challenge Rating:** 5

**Treasure:** Half Normal

**Alignment:** Neutral

**Advancement:** 7-8 HD (Large); 9-12 HD (Huge), 13-22 (Gargantuan), 23+ HD (Colossal)

Living in the deepest pits of the earth and anywhere that is dark and damp enough for their taste, fungusaurs are huge, white and grey mottled four-legged fungal monsters. They are usually covered in the scars of their growth. They have two small "eye spots", one on each side of their huge, toothy maw.

Fungusaurs are fervent omnivores, eating everything they can get their mouth onto, including chunks of each other. Philosophers have said "that which does not kill us makes us stronger", but never were they more right than with the Fungusaur, as each time they survive a serious injury, they begin to grow again.

Fungusaurs reproduce by fissioning off portions of themselves into new, young fungusaurs. This is usually only done when a mature fungusaur exceeds 20 Hit Dice, and the young produced takes 6 of the parent's hit dice to be "created". Rather than sheltering their young, the Fungusaur parent often injures their own offspring, thereby ensuring their rapid growth.

## COMBAT

Fungusaurs lumber towards their prey, looking to eat them or beat them to death.

**Plant:** Immune to poison, sleep, paralysis, stunning and polymorphing. Is not subject to critical hits or mind-influencing effects. Low-lite vision (twice normal human).

**Tremorsense (Ex):** A Fungusaur can automatically sense the location of anything within 60 feet that is in contact with the ground.

**Darkvision (Ex):** Fungusaur have 120 foot darkvision.

**Improved Grab (Ex):** To use this ability, the fungusaur must hit with its bite attack. If it gets a hold, it automatically deals bite damage and can attempt to swallow whole.

**Swallow Whole (Ex):** Fungusaur can swallow opponents that it successfully bites and then holds (making a free grapple check against the opponent bitten). The round after the bite and grapple check, a second grapple check is made and, if successful, indicates that the Fungusaur has swallowed its victim. It can only swallow a victim up to one size category smaller than itself. Once inside, the victim takes 1d8+4 crushing damage. A swallowed creature may attempt to cut itself out using a tiny or small slashing weapon or claws, dealing 20 damage to the Fungusaur's insides (AC 20). Once a creature has exited in this way, other creatures need only deal 5 damage in the same manner to reopen the wound until an hour has passed and the wound closed completely.

**Regeneration (Ex):** Extreme cold and fire both deal real damage to a fungusaur, all other damage is subdual damage and is healed at a rate of 5 points per round.

**Growth (Ex):** Whenever a Fungusaur takes more than 20 damage total in a single combat or hour, it begins to grow again. In one day it will have gained an extra hit die according to the Advancement charts for plants (including possible size change according to the advancement chart at left).



## Infernal Medusa

Medium Undead

**Hit Dice:** 6d12+3 (42 hp)

**Initiative:** +2 (Dex)

**Speed:** 30 ft

**AC:** 22 (+2 Dex, +10 Natural)

**Attacks:** Slam +6 melee, Snakes +3 melee

**Damage:** Slam 1d8+3, Snakes 1d4 and poison

**Face/Reach:** 5 ft by 5 ft / 5 ft

**Special Attacks:** Deadly Gaze, Poison

**Special Qualities:** Damage Reduction 10 / +3, Turn

Resistance +2, Undead, Magic Vulnerability

**Saves:** Fort +2, Refl +4, Will +6

**Abilities:** Str 16, Dex 15, Con -, Int 12, Wis 13, Cha 20

**Skills:** Bluff +11, Disguise +6, Move Silently +11, Spot +12, Listen +10

**Feats:** Weapon Finesse (snakes), Toughness, Alertness

**Climate/Terrain:** Any land or underground

**Organization:** Solitary

**Challenge Rating:** 8

**Treasure:** Double Standard

**Alignment:** Lawful Evil

**Advancement:** By character class

The first Infernal Medusa is said to have been created by an Arch-Devil who had fallen in love with a Medusa who was later struck by her own gaze and turned to stone. Rather than bring her back to flesh, the Arch-Devil in question had her re-sculpted and then animated her now-statuesque form to be his eternal consort.

The procedure has since been reproduced on several occasions, always producing these beautiful, infernal monsters. The form of the Infernal Medusa is that of a beautiful, alabaster woman with serpentine hair, seemingly made of actual alabaster (as she is). Her eyes are pure black, appearing as pits into the void to those few who survive her gaze. Because her skin tone and form is more closely human, the Infernal Medusa has a much easier time than normal medusas insinuating themselves into cities.

Infernal Medusas prize art, jewellery, and wealth, although their unives do not revolve around these goals as much as they did in life.

### COMBAT

Infernal Medusas disguise their true form until victims are within range of it's attacks, using subterfuge and bluffing to convince it's victim that they are not in danger. She rarely carries any weapons, unless highly appropriate to their class or mission (or a particularly prized magic item). Their magically stony form prevents most weapon damage, and being undead they are immune to their own gaze, and are therefore usually more brave in combat than most medusae.

**Undead:** Immune to mind-influencing effects, poison, sleep, paralysis, stunning, disease and similar effects. Not subject to critical hits, subdual damage, ability damage, energy drain or death from massive damage.

**Deadly Gaze (Su):** Slay living, 30 foot range, resisted with a Fortitude Save (DC 18)

**Darkvision (Ex):** Infernal Medusas have 90 foot darkvision.

**Poison (Ex):** Persons struck by the Infernal Medusa's snakes are also injected with their lethal poison. Fortitude Save (DC 18), initial damage 1d8 temporary Strength, secondary damage 2d8 temporary Strength.

**Magic Vulnerability (Ex):** A *transmute rock to mud* spell slows her (as the slow spell) for 2d6 rounds with no saving throw, while *transmute mud to rock* heals all of her lost hit points. A *stone to flesh* spell makes her vulnerable to any normal attack for the next 1d4 rounds.

## Land Leech

Medium Vermin

**Hit Dice:** 3d8+6 (20 hp)

**Initiative:** +4 (Dex)

**Speed:** 40 ft

**AC:** 18 (+4 Dex, +4 Natural)

**Attacks:** Bite +2 melee

**Damage:** Bite 1d6

**Face/Reach:** 5 ft by 5 ft / 5 ft

**Special Attacks:** Attach, Blood Drain

**Special Qualities:** Vermin

**Saves:** Fort +5, Refl +5, Will +0

**Abilities:** Str 10, Dex 18, Con 14, Int -, Wis 8, Cha 8

**Skills:** Jump +6, Move Silent +6, Listen +3

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**Climate/Terrain:** Wet grasslands, wetlands, green swamps

**Organization:** Solitary, nest (2-12)

**Challenge Rating:** 2

**Treasure:** None

**Alignment:** always neutral

**Advancement:** 4 HD (Medium), 5-7 HD (Large)

*"The standard cure for leeches requires the application of burning embers. Alternative methods must be devised should an ember of sufficient size prove more harmful than the leech."*  
- Vervamon the Elder

Land Leeches are frighteningly quick grassland invertebrates that subsist on a diet of mammalian blood. They seem to be a strange mutation (probably magical) of standard leech stock. They appear to be 6 or 7 foot-long segmented grey flatworms who move through the grass quickly and silently searching for prey. Land Leeches have been found that weighed over 600 pounds.

They have been known to drain a man of all blood and fluids in seconds.

### COMBAT

Land Leeches usually strike from hiding, charging their targets and leaping upon them to bite and then incredibly rapidly drain their blood.

**Vermin:** Immune to mind-influencing effects.

**Attach (Ex):** A land leech that hits with its bite attack latches onto the opponent's body with its powerful raspy mouth. An attached land leech loses its Dex bonus to AC and thus has an AC of 14.

**Blood Drain (Ex):** A land leech drains blood for 2d6 points of temporary Constitution damage each round it remains attached.

## Lava Hound

Medium Elemental (Fire, Earth)

**Hit Dice:** 6d8+18 (45 hp)

**Initiative:** +5 (+1 Dex, Improved Initiative)

**Speed:** 60 ft

**AC:** 19 (+1 Dex, +8 Natural)

**Attacks:** Bite +8 melee

**Damage:** Slam 2d6+3, Extreme Heat

**Face/Reach:** 5 ft by 5 ft / 5 ft

**Special Attacks:** Extreme Heat, Locking Bite

**Special Qualities:** Elemental, Spell Vulnerability, Damage Reduction 10 / +1, Tremorsense

**Saves:** Fort +8, Refl +3, Will +2

**Abilities:** Str 16, Dex 12, Con 16, Int 3, Wis 10, Cha 12

**Skills:** Wilderness Lore +4, Spot +8, Listen +6, Hide +6

**Feats:** Weapon Focus (Bite), Improved Initiative

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**Climate/Terrain:** Any hot lands

**Organization:** Pack (2-6)

**Challenge Rating:** 5

**Treasure:** None

**Alignment:** Chaotic Neutral

**Advancement:** 7-8 HD (Medium); 9-12 HD (Large)

Lava Hounds are hunting animals created from Liquefied rock (magma). They appear as normal hounds, but made of rough, brown stone, with prominent teeth, strong jaws and smouldering red eyes, betraying their inner core of molten rock.

Lava Hounds are occasionally used as guard and attack animals by Fire Giants, the denizens of Bogardan and others who enjoy extreme heat and unpleasant company.

### COMBAT

Lava Hounds rush an opponent, usually picking out one or two victims in a group for the pack to attack, only attacking the rest of the group once their chosen victims have been felled.

**Elemental:** Immune to poison, sleep, paralysis, and stunning. Is not subject to critical hits or flanking. If slain, cannot be *raised* or *resurrected*, though a *wish* or *miracle* spell can restore it to life.

**Extreme Heat (Ex):** Being in proximity of a Lava Hound is very uncomfortable due to their radiant heat, being in contact with one can be devastating. Each round that a person is in contact with a Lava Hound, a Fortitude save (DC 16) must be made to avoid 1d2 Con Damage from burns, dehydration and heat stress.

**Extreme Heat (Optional) (Ex):** Instead of dealing 1d2 Con damage per round, the extreme heat deals 2d6 subdual damage per round, with the Fortitude Save (DC 16) reducing this by half. (*This is more in keeping with the normal rules for extreme heat in the core rule books*).

**Locking Bite (Ex):** If a Lava Hound scores a critical hit with its bite, it achieves a locking bite. The victim of a locking bite may make an opposed Strength check or an Escape Artist check (DC 18) to break free. The victim automatically takes bite damage each round until she pulls free or the beast is slain.

**Spell Vulnerability:** An earthquake spell causes 8d8 points of damage to a Lava Hound. A rock to mud spell or any cold-based spell slows the Hound to half movement and only one partial action per round because of sluggishness for 1 round.

**Tremorsense (Ex):** A Lava Hound can automatically sense the location of anything within 60 feet that is in contact with the ground.

## Licids

Licids are tiny (1 to 2 foot long) magical creatures reminiscent of the “facehuggers” from the Alien(s) movies. They attack by rushing at their target, springing through the air and latching onto them, usually to the head or neck. Once in place they attempt to latch onto the host in a symbiotic or parasitic connection, many involving some level of mind control. Licids all produce strange magical abilities or effects in their hosts, ranging from intense calm to the ability of flight.

There are many varieties of Licid known, with a plethora of strange powers, but they can generally be divided into two “strengths”, greater licids (including the calming licid, gliding licid, corrupting licid, convulsing licid and the tempting licid) and lesser licids (including the enraging licid, quickening licid, stinging licid, leeching licid, and nurturing licid). These strength categories can be misleading, as they generally represent the physical capabilities of the licid in question, and not the potency of their magical parasitism.

### Greater Licid

Tiny Aberration

**Hit Dice:** 4d8+4 (22 hp)

**Initiative:** +8 (+4 Dex, +4 Improved Initiative)

**Speed:** 40ft

**AC:** 24 (+4 Dex, +21 Size, +8 Natural)

**Attacks:** Slam +7

**Damage:** Slam 1d6+2

**Face / Reach:** 2 ½ ft by 2 ½ ft / 0 ft

**Special Attacks:** Grab, Absorb

**Saves:** Fort +2, Ref +5, Will +6

**Abilities:** Str 14, Dex 18, Con 12, Int 4, Wis 14, Cha 12

**Skills:** Jump +7\*, Climb +4, Escape Artist +3

**Feats:** Improved Initiative

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**Climate / Terrain:** Any

**Organization:** Solitary or Colony (3-6)

**Challenge Rating:** 3

**Treasure:** no coins; no goods; double items

**Alignment:** usually neutral

**Advancement:** 5-6 HD (Tiny), 7-10 (Small)

\*Licids have a +4 racial bonus to jump rolls (for a jump of +11)

### COMBAT

Licids rush their opponents, leaping through the air to strike and grab their targets.

**Grab (Ex):** When a licid succeeds at a Slam attack, they get a free grapple attack that does not provoke an attack of opportunity. Since this grapple has the sole intent of grabbing hold to form the parasitic link, the relative sizes of the Licid and it's target are not accounted for in the grappling check, only their strength stats.

**Absorb (Su):** Once a successful grab has been achieved, the Licid immediately sinks into the target, forming the magical parasitic bond they are known for. The target must succeed at a Will save (DC 16) to prevent the absorption. Once absorbed, the Licid cannot be physically attacked, and can only be removed from the target with a Remove Curse, Cure Disease, Heal, or greater magic (or until the Licid detaches of it's own accord).

Each form of Licid has a particular power over it's host, as follows:

**Calming Licid (Greater):** Hosts of a Calming Licid act as if under the effects of a *Calm Emotions* spell, with the duration extended for the entire time of the attachment. The effect is not dispelled if the host is attacked or damaged, however.

**Enraging Licid (Lesser):** Hosts of an Enraging Licid act as if under the effects of an *Emotion (Rage)* spell, with the duration extended for the entire time of the attachment.

**Quickening Licid (Lesser):** Hosts of a Quickening Licid gain a +4 symbiosis bonus to initiative rolls.

**Nurturing Licid (Lesser):** Hosts of a Nurturing Licid gain Rapid Healing of 2 hit points per round.

**Leeching Licid (Lesser):** Hosts of a Leeching Licid take 1d2 temporary Con damage every round until slain.

### Lesser Licid

Tiny Aberration

**Hit Dice:** 2d8+2 (11 hp)

**Initiative:** +8 (+4 Dex, +4 Improved Initiative)

**Speed:** 40ft

**AC:** 21 (+4 Dex, +2 Size, +5 Natural)

**Attacks:** Slam +4

**Damage:** Slam 1d4+1

**Face / Reach:** 2 ½ ft by 2 ½ ft / 0 ft

**Special Attacks:** Grab, Absorb

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

**Abilities:** Str 12, Dex 18, Con 12, Int 4, Wis 12, Cha 12

**Skills:** Jump +5\*, Climb +3, Escape Artist +2

**Feats:** Improved Initiative

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**Climate / Terrain:** Any

**Organization:** Solitary or Colony (3-6)

**Challenge Rating:** 3

**Treasure:** no coins; no goods; double items

**Alignment:** usually neutral

**Advancement:** 5-6 HD (Tiny), 7-10 (Small)

\*Licids have a +4 racial bonus to jump rolls (for a jump bonus of +9)

**Corrupting Lcid (Greater):** Hosts of a Corrupting Lcid cause Fear (as the spell) to all enemies within 30 feet. This can be resisted with a Will save (DC 14, DC 18 if being charged by the host of the corrupting lcid). Hosts also gain a -6 enhancement penalty to Charisma.

**Convulsing Lcid (Greater):** Hosts of a Convulsing Lcid twitch and convulse and cannot defend themselves in combat, but can still attack. They lose their Dex bonus to AC (if any) and also are penalized an additional 2 points.

**Tempting Lcid (Greater):** Hosts of a Tempting Lcid attract trouble. When engaged in a fight, opponents must make a Will save (DC 16) or be forced to attack the host instead of any other enemies that present themselves.

**Gliding Lcid (Greater):** Hosts of a Gliding Lcid gain the ability to fly at a speed of 60 ft (Average maneuverability)

**Stinging Lcid (Lesser):** Hosts of a Stinging Lcid take 2d6 damage each time they attempt an action the Lcid does not approve of (usually actions against the lcid's owner, summoner or group allegiance), with a max of 2d6 damage per combat round. This is a very effective method of controlling someone's actions. Obviously, seeking out a way to remove the lcid will incite a series of these "stings".

**Dominating Lcid (Lesser):** Hosts of a Dominating Lcid are completely under the Lcid's control, as if under the effects of a Dominate Monster spell, with the duration extended to the entire duration of the attachment.

## Lim-Dûl's Cohort

Medium Undead

**Hit Dice:** 2d12+6 (19 hp)

**Initiative:** -1 (Dex)

**Speed:** 30 ft

**AC:** 15 (-1 Dex, +6 Natural)

**Attacks:** Slam +2 melee or Weapon +2 melee

**Damage:** Slam 1d6+1 or Weapon +1

**Face/Reach:** 5 ft by 5 ft / 5 ft

**Special Attacks:** True Damage

**Special Qualities:** Undead, Partial Actions Only, +4 Turn Resistance

**Saves:** Fort +0, Refl -1, Will +3

**Abilities:** Str 13, Dex 8, Con -, Int -, Wis 10, Cha 1

**Feats:** Toughness x2

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**Climate/Terrain:** Any northern lands

**Organization:** Solitary or Gang (2-8)

**Challenge Rating:** 2

**Treasure:** Normal

**Alignment:** Neutral Evil

**Advancement:** 3-4 HD (Medium)

The northern necromancer Lim-Dûl created these zombies as his personal guards and servants. Although they act and move as any other zombie, they look as though they were made of dark grey clay, with strong jaws and almost no nose remaining. Their eyes are two dark pits under their brow from which no light escapes.

Lim-Dûl's Cohort are infused with dark, cold energies from the negative material plane, which affects their strikes against all foes.

They are created using a fourth-level variant of the Animate Dead spell created by Lim-Dûl which must be cast on unhallowed ground. Should another necromancer discover these methods, more of these fell zombies may be created as if they were any other zombie, as per the rules of the Animate Dead spell (although the Cohort-creating version only works on medium-sized humanoids).

*"Join me in this place of power, you risen dead. Join me where the waters weep and the trees have no hearts"*

### COMBAT

The Zombie Cohorts assault their foes with their unnaturally strong and cold fists or weapons, either one carrying the unnaturally chill touch of the grave with them.

**Undead:** Immune to mind-influencing effects, poison, sleep, paralysis, stunning, disease and similar effects. Not subject to critical hits, subdual damage, ability damage, energy drain or death from massive damage.

**True Damage (Su):** All blows from one of Lim-Dûl's Cohort's fists or melee weapons deal damage that is never considered subdual damage (therefore not able to be regenerated).

**Partial Actions Only (Ex):** Lim-Dûl's Cohorts have poor reflexes and can perform only partial actions. Thus they can move or attack but can only do both if they charge (a partial charge).

## Orgg

Large Monstrous Humanoid

**Hit Dice:** 10d8+60 (105 hp)

**Initiative:** +1 (+1 Dex)

**Speed:** 30 ft

**AC:** 15 (+1 Dex, -1 Size, +5 Natural)

**Attacks:** 2 Slams +19 / +14 melee,

**Damage:** 2 Slams 1d8+10

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

**Special Qualities:** Low Self Image

**Saves:** Fort +9, Refl +8, Will +5

**Abilities:** Str 30, Dex 12, Con 22, Int 8, Wis 6, Cha 8

**Skills:** Intimidate +6, Direction Sense +8, Listen +10, Spot +12, Sense Motive +5, Wilderness Lore +6, Search +11

**Feats:** Power Attack

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**Climate/Terrain:** Any land and underground

**Organization:** Solitary, Family (2-3)

**Challenge Rating:** 7

**Treasure:** ½ Normal

**Alignment:** Usually chaotic neutral

**Advancement:** 11-15 HD (Large-size)

The mighty Orgg is a towering brute of muscle, vaguely goblinoid in appearance, but with two mighty arms and two smaller arms that seem to grow from it's armpits. It has a thick green hide with small amounts of bristly hair upon it's massive hunched back. If anything it resembles a slightly shrunken green version of a Rancor from Star Wars.

Orgg are occasionally herded into combat by Orcs and other goblinoids, but due to their low morale little is expected of them in serious fighting.

### COMBAT

If it doesn't feel outclassed, The Orgg will wade right into combat smashing and swinging ready to destroy all the little people it meets. It's smaller arms could potentially wield normal human weapons, but the Orgg is neither dextrous nor intelligent enough

**Low Self-Image:** Orggs do not realize exactly how big they are. They will outright refuse to fight any creature of Large size or greater, as well as any Medium-sized creature that can succeed at a DC 20 Intimidate test. They will prefer to run away, and will actually cower in fear if cornered.

# Phyrexian Dreadnaught

Gargantuan Construct

**Hit Dice:** 40d10 (220 hp)

**Initiative:** -1 (-1 Dex)

**Speed:** 30 ft (can't run)

**AC:** 35 (-1 Dex, -4 Size, +30 Natural)

**Attacks:** 1 Slams +48 melee, 2 Slashes +43 melee

**Damage:** Slam 3d10+22, Slash 2d10+22

**Face/Reach:** 20 ft by 20 ft / 20 ft

**Special Qualities:** Construct, Magic Immunity, Damage Reduction 35 / +3, Sacrificial Power

**Saves:** Fort +13, Refl +12, Will +13

**Abilities:** Str 54, Dex 9, Con -, Int -, Wis 11, Cha 1

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**Climate/Terrain:** Any land

**Organization:** Solitary

**Challenge Rating:** 17

**Treasure:** None

**Alignment:** Neutral Evil

**Advancement:** 41-55 HD (Gargantuan); 56-65 HD (Colossal)

The Phyrexian Dreadnaught is the single most massive and impressive Iron Golem seen by mortal men. It is believed to be constructed by Outsiders and is only granted as a servitor to their allies in this plane.

The Dreadnaught towers easily 60 feet tall and thick, a massive construct of rusted and pitted metal blades, claws, teeth and death weighing in at over 100 tons.

With its massive strength, nothing stands in its way. It can easily tear through stone walls and fortifications, towns and armies...

## COMBAT

When fighting a Dreadnaught, one should be careful and attack from a distance, as its every blow threatens death from massive damage.

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

**Magic Immunity (Ex):** A Dreadnaught is immune to all spells, spell-like abilities and supernatural effects except as follows. Electricity effects *slow* it (as the *slow* spell) for rounds with no saving throw. A fire effect breaks any slow effect on the Dreadnaught and cures 1 point of damage for each 3 points of damage it would otherwise deal. Its magical metal origin also makes it resistant to rust effects, so they are not vulnerable to them like the traditional Iron Golem.

**Sacrificial Power:** A Phyrexian Dreadnaught is not given to its new master fully powered. In fact they require the power of souls to give them life to serve their master. To empower the Dreadnaught for 48 hours requires the sacrifice of a number of Hit Dice of creatures equal to the Hit Dice of the Phyrexian Dreadnaught within a 20 minute period.

## Shard Phoenix

Small Outsider (Earth)

**Hit Dice:** 4d8+8 (28 hp)

**Initiative:** +4 (Dex)

**Speed:** fly 60 ft

**AC:** 23 (+1 Size, +4 Dex, +8 Natural)

**Attacks:** Bite +7 melee or Wing Buffet +6 melee

**Damage:** Bite 1d8+1 or Wing Buffet 1d6+1

**Face/Reach:** 5 ft by 5 ft / 5 ft

**Special Attacks:** Shard Blast

**Special Qualities:** Damage Resistance 10 / +1, Regrow

**Saves:** Fort +6, Refl +8, Will +3

**Abilities:** Str 12, Dex 18, Con 14, Int 5, Wis 8, Cha 10

**Skills:** Hide +8, Listen +7, Move Silently +8, Spot +5

**Feats:** Alertness, Weapon Focus (bite)

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**Climate/Terrain:** Any

**Organization:** Solitary, pair or murder (3-13)

**Challenge Rating:** 3

**Treasure:** no coins, double goods (gems only), standard items

**Alignment:** Chaotic neutral

**Advancement:** 5-6 HD (Small)

Shard Phoenixes are strange, legless birds seemingly native to the elemental planes. They appear to be made entirely of hardened clay with nearly no body beyond their wings and head, which is mostly beak. They are tremendously aggressive by nature, willing to sacrifice themselves repeatedly to strike down a trespasser into what they consider their domain.

### COMBAT

Shard Phoenixes swoop at their opponents alternately biting them with their large beaks and buffeting them with their wings. But their true danger becomes apparent when they are struck down...

**Shard Blast (Su):** As a free action a Shard Phoenix can detonate into a blast of sharp shone shards that deals it's Hit Dice of damage (not including Con bonuses, so a generic Shard Phoenix deals 4d8 damage and the biggest deals 6d8) to everyone in a 20 foot radius. This damage can be reduced by half with a successful Reflex save (DC 14). Shard Phoenixes also detonate when reduced to zero hit points.

**Regrow (Su):** As long as any shard of the detonated Shard Phoenix is in contact with sufficient (30 pounds or more) earth or stone immediately after detonation, the Phoenix begins to regrow. At first the shard absorbs the earth or stone around it (approximately 30 pounds worth) into an egg-like stone 1 foot tall (Hardness 10, 20 hit points). This takes 12 hours. 24 hours later the egg hatches into the original Phoenix.

## ThraxoDemon

Diminutive Outsider (Chaotic, Evil)

**Hit Dice:** 2d8+5 (14 hp)

**Initiative:** +0

**Speed:** 40 ft (flight)

**AC:** 18 (+4 Size, +4 Natural)

**Attacks:** Incorporeal Touch +6 melee

**Damage:** Incorporeal Touch 1d2

**Face/Reach:** 1 ft by 1 ft / 0 ft

**Special Qualities:** Incorporeal, Item Possession

**Saves:** Fort +4, Refl +3, Will +5

**Abilities:** Str -, Dex 10, Con 12, Int 10, Wis 14, Cha 8

**Skills:** Hide +8

**Feats:** Toughness

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**Climate/Terrain:** Any land and underground

**Organization:** Solitary

**Challenge Rating:** 2

**Treasure:** None

**Alignment:** chaotic evil

**Advancement:** 3-4 HD (Diminutive)

When visible, Thraxodemons appear as miniature black-skinned humanoid demons with classic bat-wings and long, knuckled fingers that end in long sharp claws.

They usually whine and caress their small distended bellies begging for a meal. Rarely is one found who is not desperately hungry for human energy.

They are insubstantial creatures who can only manifest physically through their possession of magical items, which is also their only way to feed.

Usually they are bound to service by minor summoners who convince them to take up habitation in some enemy's magic item(s). A convincing which takes very little work.

### COMBAT

Thraxodemons don't fight. They run from opponents who can attack them and search for easier meals elsewhere.

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

**Item Possession (Su):** Thraxodemons usually manifest by binding themselves to a magic item. While bound to the item in question, the Thraxodemon actually inhabits it and cannot be detected except by Detect Chaos or Detect Evil spells. Remove Curse cast on the item drives the Thraxodemon out if it fails a Will save, and the demon will not be able to bind itself to that particular item again. Every time the magic item is used, the Thraxodemon deals 1d6 temporary Constitution damage to the operator of the item. In the case of weapons this is every time the item is used successfully in an attack; for charged items it's when the item uses a charge, and for continuous items it occurs once each day or whenever the item is donned.

# Tidal Kraken

Gargantuan Giant

**Hit Dice:** 30d8+300 (435)

**Initiative:** -2 (Dex)

**Speed:** 60 ft, swim 120 ft

**AC:** 24 (-2 Dex, -4 Size, +20 Natural)

**Attacks:** 4 Fists +32 / +27 / +22, Bite +26

**Damage:** Fist 2d6+12, Bite 2d10+12

**Face/Reach:** 20 ft by 20 ft / 20 ft

**Special Attacks:** Improved Grab, Tidal Wave, Trample, Swallow Whole

**Special Qualities:** Wave-Rider, Frightful Presence

**Saves:** Fort +27, Refl +8, Will +11

**Abilities:** Str 34, Dex 6, Con 30, Int 8, Wis 12, Cha 14

**Skills:** Spot +13, Listen +13, Climb +7, Jump +18

**Feats:** Weapon Focus (Fist), MultiDexterity, Large and In Charge, Alertness, Power Attack, Cleave, Great Cleave, Sunder

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**Climate/Terrain:** Deep oceans

**Organization:** Solitary

**Challenge Rating:** 30

**Treasure:** Standard

**Alignment:** Usually Chaotic Neutral

**Advancement:** 31-35 HD (Gargantuan), 36-46 HD (Colossal)

A mighty ocean predator, the Tidal Kraken is a terrifying undersea giant who rarely comes to shore... but whenever one does it becomes the source of legends for generations to come.

Towering just over 50 feet tall, the blue-green skin of the Tidal Kraken ripples over its heavy humanoid musculature. Four arms ending in huge clawed fists are rooted in its massive 16 foot-wide shoulders. Along its massive head and back is a fringe of black fin, usually tattered from years of undersea hunting. The Kraken, when encountered ashore, is awash in the salty-iodine scent of sea-weed. Tidal Krakens over 80 feet tall have attacked coastal cities during epic battles in times of legend.

Fierce carnivores all, they prefer warm-blooded prey over fish, and are known to eat schools of merfolk and boatloads of pirates and merchants.

Most Tidal Krakens speak Aquan and some few learn Common.

## COMBAT

Tidal Krakens are amphibious carnivores, quick to attack and able to hunt for days in pursuit of suitable prey. Even though their diet is entirely meat, they have been known to eat sections of buildings to get to the tender morsels within.

**Improved Grab (Ex):** To use this ability, the Tidal Kraken must hit the same target with any two fist attacks. If it gets a hold on anything under Huge size, it moves the target to its mouth for an immediate bite attack, and then deals bite damage automatically each turn.

**Swallow Whole (Ex):** A Tidal Kraken can try to swallow a grabbed opponent of Large or smaller size by making a

successful grapple check. Once inside, the opponent takes 3d8+12 points of crushing damage plus 1d8 points of acid damage per round from the kraken's stomach. A swallowed creature can climb out of the stomach with a successful grapple check. This returns it to the kraken's maw, where another successful grapple check is needed to get free. A swallowed creature can also cut its way out by using claws or a Small or Tiny slashing weapon to deal 35 points of damage to the stomach (AC 20). Once the creature exits, muscular action closes the hole; another swallowed opponent must cut its own way out.

The kraken's stomach can hold two Large, four Medium, eight Small, sixteen Tiny, thirty-two Diminutive, or sixty-four Fine or smaller opponents.

**Tidal Wave (Su):** Once every hour a Tidal Kraken can summon forth a 50 foot-tall wave from the sea as long as it is at least in 20 feet of salt water at the edge of a sizeable body of salt water. This tidal wave crashes forwards at 300 feet per round, dealing 6d6 damage to all in its path (DC 25 Reflex save halves damage). Those failing their save must make an opposed Strength roll against the Kraken's strength. If they fail they are dragged back out to sea with the Tidal Wave, at the same 300 feet per round.

**Trample (Ex):** A Tidal Kraken can trample Large-size or smaller creatures for 4d8+12 points of damage. Opponents who do not make attacks of opportunity against the kraken can attempt a Reflex save (DC 37) to halve the damage.

**Wave-Rider (Ex):** A Tidal Kraken inside a wave of at least 50 foot height (including his own summoned waves) can move at the wave's movement rate as a charge and can still take a full attack action at the end of the move (even though he would only normally be allowed an attack action after movement).

**Frightful Presence (Ex):** The mere sight of a Tidal Kraken sends lesser creatures running and swimming for the hills and abysses. Any creature with fewer than 20 Hit Dice within 300 feet when the Kraken attacks or rises from the depths must make a Will save (DC 27) or be affected. Creatures with 1 or fewer Hit Dice become Cowered for 4d6 rounds, those with 5 or fewer Hit Dice become Panicked for 4d6 rounds and those with 6 or more Hit Dice become Shaken for 4d6 rounds.

**Thanks to:** Taylor the Mage, Village Idiot, King of Chaos, Bahamut, Grand Glutton (CardQuest 1)

## Wyvern, Silver

Huge Dragon

**Hit Dice:** 7d12+14 (59 hp)

**Initiative:** +3 (Dex)

**Speed:** 20 ft, fly 80 ft (average)

**AC:** 17 (+3 Dex, -2 Size, +6 Natural)

**Attacks:** Bite +9 melee, 2 wings +4 melee or 2 claws +4 melee

**Damage:** Bite 2d6+4, Wing 1d8+2 or Claw 1d6+2

**Face/Reach:** 10 ft by 20 ft / 10 ft

**Special Attacks:** Improved Grab, Snatch

**Special Qualities:** Scent, Magic Deflection

**Saves:** Fort +7, Refl +8, Will +6

**Abilities:** Str 18, Dex 16, Con 14, Int 14, Wis 12, Cha 14

**Skills:** Listen +14, Move Silently +10, Spot +14\*, Hide +8

**Feats:** Alertness, Flyby Attack

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**Climate/Terrain:** Temperate stormy mountains

**Organization:** Solitary, pair, or flight (3-6)

**Challenge Rating:** 6

**Treasure:** Standard

**Alignment:** Usually chaotic good

**Advancement:** 8-10 HD (Huge), 11-21 HD (Gargantuan)

A distant cousin of the Wyvern, seemingly more closely related to the metallic dragons (specifically the Silver dragon, obviously), the Silver Wyvern is a huge flying lizard with only two hind legs. Unlike most wyverns, the Silver Wyvern has no stinger on its tail.

Just over 30 feet long, the serpentine body of the Silver Wyvern is covered in brilliant silver scales. It has a long, whip-like tail and its bat-like wings are translucent, almost transparent. Its long head ends in a beak-like protrusion and a long jaw full of sharp teeth. Silver Wyverns take good care of themselves, and exhibit no strong odour like most wyverns do.

Most Silver Wyverns speak Draconic, and some few also speak Common.

### COMBAT

Silver Wyverns are fairly aggressive, as they are usually hungry and almost anything will make a good snack. They strike from the air, snatching its target with its claws and then dropping it to its death.

**Improved Grab (Ex):** To use this ability, the Silver Wyvern must hit with both claw attacks. If it gets a hold, it hangs on and flies up with its victim to dash it against the ground from a greater height.

**Snatch:** If a Silver Wyvern gets a hold on a creature three or more sizes smaller than it, it automatically deals damage with both claws, and can direct all deflected spells to the victim without fail. The wyvern can drop a creature it has snatched as a free action, or use a standard action to fling it aside. A flung creature travels 30 feet and takes 3d6 damage (added to the falling damage if flung from a height).

**Spell Deflection (Su):** When targeted by a spell or spell like ability, the Silver Wyvern can make a Reflex Save against the spell to deflect it in its entirety. If this save fails, they may still make the normal save against the spell (if appropriate). If they succeed at the Reflex Save by 5 or more points, they may direct the spell at any target within the spell's normal range. If they have a victim in their claws, they only have to make the Reflex save (not at +5 DC) to deflect spells towards them.

**Skills:** Silver Wyverns receive a +3 racial bonus to Spot checks when flying during daylight hours.

## Minor Thrull

Small Aberration

**Hit Dice:** 1d8+1 (6 hp)

**Initiative:** +0

**Speed:** 10 ft

**AC:** 12 (+1 Size, +1 Natural)

**Attacks:** Maul and Chew +2 melee

**Damage:** Maul and Chew 1d3+1

**Face/Reach:** 5 ft by 5 ft / 5 ft

**Special Qualities:** Slimy

**Saves:** Fort +1, Refl +0, Will +0

**Abilities:** Str 12, Dex 10, Con 12, Int 6, Wis 6, Cha 3

**Skills:** Hide +4, Spot +2, Listen +2, Move Silently +4

**Feats:** none

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**Climate/Terrain:** Underground, indoors

**Organization:** Stragglers (1-6), Gang (4-16), Breeding Pit (10-100), Colony (60-600).

**Challenge Rating:** ¼

**Treasure:** ¼ Normal

**Alignment:** Usually chaotic neutral

**Advancement:** Cannot advance.

These are basic thrulls, often used for sacrifice or for amusement, fresh out of the Ebon Hand's (and later the Thrulls') breeding pits. These thrulls have not been alchemically or magically altered to form the other more impressive breeds of thrulls. Generally unintelligent, cowardly and slimy, they are not worth noticing usually, but make for frighteningly effective grappling teams when under the aura of a Thrull Champion.

They resemble in many ways small humanoids, but some have multiple arms or legs. They have a soft carapace covering usually black, brown or blue-purple in colour, two orange eyes on their misshapen heads and some have patches of hair of various colours. They are quite slimy to the touch and eye.

### COMBAT

Basic Thrulls are not totally unequipped for combat with tooth and claw, but they are woefully unskilled. Their favoured tactic is to gang-rush a target and grapple them to the ground where their brethren can chew on them.

**Slimy (Ex):** Persons attempting to grapple a Basic Thrull make all grappling checks at -4 due to their abundant slime. They also gain a +4 circumstance bonus to Escape Artist checks.

## Basal Thrull

Small Aberration

**Hit Dice:** 2d8+2 (11 hp)

**Initiative:** +0

**Speed:** 20 ft

**AC:** 12 (+1 Size, +1 Natural)

**Attacks:** Bite +2 melee

**Damage:** Bite 1d6

**Face/Reach:** 5 ft by 5 ft / 5 ft

**Special Qualities:** Sacrificial

**Saves:** Fort +1, Refl +0, Will +1

**Abilities:** Str 10, Dex 11, Con 12, Int 6, Wis 6, Cha 3

**Skills:** Hide +5, Spot +3, Listen +2, Move Silently +4

**Feats:** none

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**Climate/Terrain:** Underground, indoors

**Organization:** Stragglers (1-3), Gang (2-12), Breeding Pit (2-40), Colony (10-100).

**Challenge Rating:** ½

**Treasure:** ½ Normal

**Alignment:** Usually chaotic neutral

**Advancement:** Cannot advance.

The first Thrulls actually magically engineered from the Basic Thrull stock by the Master Breeders of the Order of the Ebon Hand, Basal Thrulls were created to harness and store dark magical energies that would be released in the sacrifices routinely held at the Ebon Keep.

Generally unintelligent and harmless if kept under reign, they became the backbone of the Thrull Rebellion as they had much larger and more effective teeth than the Basic Thrull.

Basal Thrulls come in thousands of shapes and designs, all of which have the same soft carapace covering as the Basic Thrull, although some are significantly more ornate (and were later bred into the Armour Thrull breed).

Because of their use as sacrifices, the slime trait of the Basic Thrulls was bred out, making them easier to tie up.

### COMBAT

With their large teeth and greater bulk, Basal Thrulls make for significantly greater combatants than their cousins from the Breeding Pits. They climb and bite their opponents, and have been known to worry their way through even plate mail with sufficient effort.

**Sacrificial (Su):** Persons of evil alignment who sacrifice a Basal Thrull using a *bane*-enchanted dagger or sword (the opposite of a blessed weapon) may cast their next spell as if they were four levels higher (for duration, damage, and so on), or may combine it with up to two levels of metamagic feats for free. This must be done within 10 minutes of the sacrifice.



## Armour Thrull

Medium Aberration

**Hit Dice:** 3d8+6 (20 hp)

**Initiative:** +0

**Speed:** 20 ft

**AC:** 18 (+8 Natural)

**Attacks:** 2 Claws +3 melee, Bite +0 melee

**Damage:** Claws 1d4+1, Bite 1d6+1

**Face/Reach:** 5 ft by 5 ft / 5 ft

**Saves:** Fort +3, Refl +1, Will +1

**Abilities:** Str 12, Dex 10, Con 14, Int 6, Wis 6, Cha 4

**Skills:** Hide +4, Spot +4, Listen +4, Move Silently +4

**Feats:** none

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**Climate/Terrain:** Underground, indoors

**Organization:** Stragglers (1-3), Gang (2-8), Breeding Pit (3-36), Colony (5-50).

**Challenge Rating:** 2

**Treasure:** ½ Normal

**Alignment:** Usually chaotic neutral

**Advancement:** 4-5 HD (Medium-size); 6-8 HD (Large-size)

Bred by the Master Breeders based on the ornate carapaces exhibited by some Basal Thrulls, the Armour Thrull is almost a piece of art in design. The Armour Thrull is nearly humanoid in shape and size, and is covered with interlocking armour plates almost as strong as plate armour.

The Armour Thrulls were also bred to have more natural weaponry than previous Thrulls, thus making the armour suits more effective. When an Armour Thrull is killed (usually done by the Order of the Ebon Hand while they were sleeping by jamming a steel spike into the soft spot under the back of the Thrull's skull), the plates make for a very economical suit of plate mail. (Heavy Armour, +6 Armour Bonus, +1 Max Dex Bonus, -6 Armour Check Penalty, 35% Arcane Spell Failure, 35 pounds, equipped with free Armour Spikes and Spiked Gauntlets that do not interfere in normal weapon use).

### COMBAT

Armour Thrulls were the first to ever show any aptitude for combat, with their collection of natural weapons and larger size than the previous Thrulls. Fortunately they were bred to be cowards, and the constant culling of the herd to make armour for the mercenaries hired by the Ebon Hand kept them in check. They prefer to attack in a rush of other Thrulls, biting and clawing with reckless abandon once in the fight.

## Necrite

Medium Aberration

**Hit Dice:** 3d8+3 (17 hp)

**Initiative:** +3 (+3 Dex)

**Speed:** 30 ft

**AC:** 19 (+3 Dex, +6 Natural)

**Attacks:** 2 Claws +3 melee

**Damage:** Claws 1d6+1 plus Death

**Face/Reach:** 5 ft by 5 ft / 5 ft

**Saves:** Fort +2, Refl +4, Will +4

**Abilities:** Str 12, Dex 16, Con 12, Int 9, Wis 13, Cha 8

**Skills:** Hide +6, Spot +4, Listen +4, Move Silently +8,

Search +2

**Feats:** none

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**Climate/Terrain:** Underground, indoors

**Organization:** Solitary (1), Murder (2-5)

**Challenge Rating:** 3

**Treasure:** ½ Normal

**Alignment:** Usually neutral evil

**Advancement:** Assassin

Necrites were one of the last of the Thrulls bred by the Ebon Hand. Designed to be assassins against the Order's political enemies, they never dreamed that the Necrites would soon kill the very Master Breeder who created them.

There is something about the Necrites which is deadly, as if their very existence was death. It is rumoured that during the creation of a Necrite, the Master Breeders invested them with a little bit of their fell God, making them into the assassins they are.

### COMBAT

Necrites attack with their blade-like claws, working like a whirlwind of death in melee, but preferring to strike silently from hiding.

**Death (Su):** There is something about Necrites that kills. Even spending too much time in the presence of Necrites can be deadly to non-thrulls (save against the Death effect once every hour that someone is within 20 feet of a Necrite). Anyone struck by a Necrite must immediately make a Fortitude save DC 10 + ½ Necrite's HD + Con Bonus (DC 13 for generic non-classed Necrites) or suffer as if poisoned, losing 3D6 Con, and having to save again against the loss of a further 3D6 Con in 1 minute. This is not actually poison, but a supernatural aura of death surrounding the Necrite.

**Necrite Characters:** All necrites advance as Assassins, even though they do not have the class pre-requisites. They may not advance as any other class.

## Thrull Wizard

Medium Aberration

**Hit Dice:** 2d8 (9 hp)

**Initiative:** +1 (+1 Dex)

**Speed:** 30 ft

**AC:** 12 (+1 Dex, +1 Natural)

**Attacks:** Bite +0 melee

**Damage:** Bite 1d4-2

**Face/Reach:** 5 ft by 5 ft / 5 ft

**Special Qualities:** Counterspelling

**Saves:** Fort +0, Refl +1, Will +4

**Abilities:** Str 8, Dex 12, Con 10, Int 12, Wis 12, Cha 12

**Skills:** Hide +2, Spot +4, Listen +4, Move Silently +4, Knowledge (Arcana) +2, Spellcraft +6, Concentration +5

**Feats:** none

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**Climate/Terrain:** Underground, indoors

**Organization:** Stragglers (1-2), Gang (1-6), Breeding Pit (2-24), Colony (4-40).

**Challenge Rating:** 1

**Treasure:** ½ Normal

**Alignment:** Usually chaotic neutral

**Advancement:** Sorcerer

The fact that Thrulls could store magical energy was exploited in the creation of the Thrull Wizards, Thrulls specifically designed to aid in the performance of the Order of the Ebon Hand's unholy rituals.

Thrull Wizards are among the most humanoid of the Thrulls. They are generally weaker but more intelligent than most of their brethren, and their natural magical abilities manifest in a quick grasp of magic and counter-magic. Many also become somewhat skilled sorcerers.

### COMBAT

Quite simply, Thrull Wizards avoid combat at all costs. They prefer to remain in the back ranks where they can use their counterspelling effectively and rely on their brethren to act as a living shield for their abilities.

**Counterspelling (Su):** Thrull Wizards are naturally adept at counterspelling. Whenever they see a spell being cast they may make a Spellcraft roll to attempt to counter it. The spell caster must also make a spellcraft roll or a roll to defeat SR with the SR being equal to the result of the Thrull's Spellcraft roll. If the spell caster succeeds the spell is cast without hitch, otherwise the spell is lost with no effect.

**Thrull Wizard Characters:** With their natural inclination towards magic, Thrull Wizards may advance as Sorcerers (and as no other class). Some few advance as high as fourth or fifth level, but with their restrictive Cha, they cannot cast high-level spells.

## Derelor

Large (Long) Aberration

**Hit Dice:** 7d8+35 (67 hp)

**Initiative:** +0

**Speed:** 30 ft

**AC:** 13 (+4 Natural, -1 Size)

**Attacks:** 2 Slams +11/+5 melee or Weapon +11/+5 melee

**Damage:** Slam D6+7 or weapon +7

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

**Special Qualities:** Spell Absorbing

**Saves:** Fort +7, Refl +2, Will +4

**Abilities:** Str 24, Dex 10, Con 20, Int 8, Wis 8, Cha 8

**Skills:** Hide +2, Spot +6, Listen +6, Move Silently +2, Intimidate +10

**Feats:** Power Attack, Cleave

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**Climate/Terrain:** Underground, indoors

**Organization:** Stragglers (1-2), Gang (1-6), Breeding Pit (2-12), Colony (3-24).

**Challenge Rating:** 5

**Treasure:** ½ Normal

**Alignment:** Neutral Evil

**Advancement:** 8-12 HD (large-sized), 13-16 HD (huge-sized)

The most powerful of the Thrulls, the Derelor was considered a failed experiment because it actually inhibited the use of the Order of the Ebon Hand's dark magics.

Derelor resemble massive, thickly muscled, black centaurs. They tower over the other Thrulls in battle and are respected in turn for their stature and brute strength.

Because Master Breeder Endrek Sahr spawned several dozen of these monstrosities, many magics of the Ebon Hand failed to manifest, and when the Order discovered the cause, they executed him.

### COMBAT

Derelor can fight effectively using their mighty fists, but truly come into their own with a huge weapon such as a Falchion (2d6 damage, 18-20/x2 Crit). With their massive strength they can sweep the field clear like no other Thrull.

**Spell Absorbing (Su):** Whenever a Necromantic or "evil" spell is cast within 400 feet of a Derelor, the caster's level is treated as being two less for all level-variable effects. The Derelor gains +2 Strength for one hour each time this power manifests. This Spell Absorption stacks if there are multiple Derelors within 400 feet of the caster or the area of effect of the spell.

## Mindstab Thrull

Small Aberration

**Hit Dice:** 3d8+3 (17 hp)

**Initiative:** +3 (+3 Dex)

**Speed:** 30 ft

**AC:** 17 (+3 Natural, +1 Size, +3 Dex)

**Attacks:** Stab +6 melee

**Damage:** Stab d6 + Mindstab

**Face/Reach:** 5 ft by 5 ft / 5 ft

**Saves:** Fort +2, Refl +4, Will +3

**Abilities:** Str 10, Dex 16, Con 12, Int 12, Wis 10, Cha 11

**Skills:** Hide +6, Spot +6, Search +4, Move Silently +6, Tumbling +9

**Feats:** Weapon Finesse (Stab)

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**Climate/Terrain:** Underground, indoors

**Organization:** Stragglers (1-2), Gang (1-6), Breeding Pit (2-16), Colony (3-30).

**Challenge Rating:** 2

**Treasure:** ½ Normal

**Alignment:** Neutral Evil

**Advancement:** 4-5 HD (small-sized), 6-8 HD (medium-sized)

A terrifying Thrull in a small and bizarre package. Mindstab Thrulls exist a variety of strange and nightmarish forms, usually with multiple legs and arms and occasionally a proboscis extending from the front or back of their often human-like heads. One of these limbs bears a sharp, hollow tube.

### COMBAT

Mindstab Thrulls scamper forward between the legs of advancing thrulls and opposing warriors, searching for spell-wielding opposition to attack. In a mass-combat situation, groups of them can be seen rushing towards those who exhibit spell-casting ability.

**Mindstab (Ex):** Successful stab attacks against a spell-caster force the caster to make a Fortitude save (DC 13) or they immediately lose 2d6 spell levels of spell slots or prepared spells, as the Mindstab Thrull attempts to channel the power into themselves through their proboscis. Fortunately, their evolution was never complete and they cannot actually gain any power from this other than nourishment.

## Thrull Champion

Medium Aberration

**Hit Dice:** 4d8+8 (26 hp)

**Initiative:** +2 (+2 Dex)

**Speed:** 30 ft

**AC:** 17 (+2 Dex, +5 Natural)

**Attacks:** Slam +6 melee or Weapon +6 melee

**Damage:** Slam d6+3 or Weapon +3

**Face/Reach:** 5 ft by 5 ft / 5 ft

**Special Qualities:** Incredible Morale

**Saves:** Fort +3, Refl +3, Will +3

**Abilities:** Str 16, Dex 14, Con 14, Int 10, Wis 8, Cha 14

**Skills:** Intimidate +6, Sense Motive +4, Spot +5, Search +6, Hide +4, Move Silently +4

**Feats:** Power Attack

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**Climate/Terrain:** Underground, indoors

**Organization:** Straggler (1), Team (1-2), Breeding Pit (1-4), Colony (2-9).

**Challenge Rating:** 2

**Treasure:** Normal

**Alignment:** Neutral Evil

**Advancement:** 5-7 HD (medium-sized), 8-10 HD (large-sized)

Thrull Champions were bred for combat, and were trained and worked to be useable in the place of the Ebon Hand's mercenary forces. But left to themselves in the Breeding Pits, they also became the natural leaders of the Thrulls and led them through the Thrull Revolt against their erstwhile masters. Even the dark and brooding Necrites fell devotion and loyalty towards the Champions.

If not for the Champions, the Thrull Rebellion would certainly have failed, or perhaps never have started.

Most Champions are generally humanoid in build, but many have tentacular limbs in the place of arms or legs. They all have pure black skin and blue eyes. They all look quite powerful with muscles showing clearly beneath their thick black hides.

### COMBAT

Thrull Champions live for combat. They try to get into the middle of it like the Derelor, but also try to command the other Thrulls while at it. While fighting they emit an ululating "song" that is completely inhuman and somewhat unnerving the first time it is heard. They attack with whatever weapons they have at hand, otherwise falling back to using their bare fists.

**Incredible Morale (Su):** Thrull champions gain a +4 morale bonus on all saves against fear. As long as a Thrull Champion is present within 200 feet of another Thrull (including other Thrull Champions) that thrull gains a +2 morale bonus to all saves, to hit, damage and hit points per hit die. Incredible Morale bonuses do stack, so a Thrull in the company of 4 Thrull Champions gains +8 to all saves, to hit, damage and hit points per die (and each Thrull Champion gets +6 to saves, to hit, damage and hit points per die).

## Thallid

Medium Plant

**Hit Dice:** 2d8+4 (13 hp)

**Initiative:** +0

**Speed:** 20 ft

**AC:** 16 (+6 Natural)

**Attacks:** 1 Slam +2 melee

**Damage:** Slam 1d6+1

**Face/Reach:** 5 ft by 5 ft / 5 ft

**Special Qualities:** Saproling Factory, Natural Appearance

**Saves:** Fort +5, Refl +0, Will +1

**Abilities:** Str 12, Dex 10, Con 14, Int 6, Wis 12, Cha 8

**Skills:** Hide +4\*, Spot +2, Listen +2

**Feats:** None

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**Climate/Terrain:** Forests and Valleys

**Organization:** Solitary, Clutch (2-5), Army (10-100)

**Challenge Rating:** 1

**Treasure:** ½ Normal

**Alignment:** Neutral

**Advancement:** 3-4 HD (Medium-size)

Thallids are strange magically-created fungal plant life created by arcane elven farmers in ages past. The thallids rose up and destroyed their creators and to this day control the forest they were cloned in.

Thallids come in many forms, some more fungal appearing than others, some even looking like bipedal flowering plants. Most are deep green in colour and they are all photosynthetic unlike most naturally-occurring fungi. They are usually about 5 feet tall and thick and weigh about 225 pounds. They are ravenous eaters, never seeming to get full, and a Thallid not going about a task is often found on "guard duty", soaking up sunlight and earthbound nutrients.

### COMBAT

Thallids will generally rush offending creatures in a swarming group accompanied by hordes of Saprolings. They are not especially effective combatants on their own and can generally be easily dispatched if they are not in a group.

**Saproling Factory:** A well-fed Thallid continuously buds and sprouts Saprolings. Under optimal conditions they bud a Saproling every day. Under typical conditions they will have 3d4 Saprolings in their immediate area for every Thallid encountered. Many of these Saprolings will be crawling over and about the Thallids themselves. Under dryer or harsher conditions 1d4 or 2d4 Saprolings will be encountered per Thallid. See the Saproling entry for more information.

**Natural Appearance:** Thallids gain a +4 racial bonus to Hide rolls in naturally wooded environments.

## Thorn Thallid

Medium Plant

**Hit Dice:** 4d8+8 (26 hp)

**Initiative:** +2 (+2 Dex)

**Speed:** 20 ft

**AC:** 21 (+2 Dex, +9 Natural)

**Attacks:** 1 Slam +4 melee, Thorns +7 thrown

**Damage:** Slam 1d10+1, Thorns 1d6

**Face/Reach:** 5 ft by 5 ft / 5 ft

**Special Attacks:** Thorns

**Special Qualities:** Natural Appearance

**Saves:** Fort +6, Refl +3, Will +2

**Abilities:** Str 12, Dex 14, Con 14, Int 6, Wis 12, Cha 8

**Skills:** Hide +4\*, Spot +6, Listen +2

**Feats:** Weapon Focus (Thorns)

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**Climate/Terrain:** Forests and Valleys

**Organization:** Solitary, Clutch (2-4), Army (5-50)

**Challenge Rating:** 2

**Treasure:** ½ Normal

**Alignment:** Neutral

**Advancement:** 5-7 HD (medium-size), 8-11 HD (large-size)

As the weather grew cooler, the arcane farmers worked on hardier plants, and the Thorn Thallid was crafted. It once grew fruit but that was hundreds of generations ago, all that remains of it is its heritage of hard, rough bark and sharp spines.

Thorn Thallids come in a wide variety of forms and shapes much like the typical Thallid, but they are generally bigger (6 to 7 feet tall and wide and 400-plus pounds) and rougher in texture. They also tend not to crawl with Saprolings as they lack the means of producing them that is common among most Fungal Thallids.

### COMBAT

Thorn Thallids are able to launch their thorns as well as attack in melee, and usually do so, closing with large targets while weakening them with thorns. In the case of many smaller targets, they will close with one will firing thorns at others.

**Thorns:** Thorn Thallids can launch their thorns as a free action. This is a missile attack with a +7 bonus and a base range of 15 feet. They can launch any number of thorns at once, but usually launch 1d4 at a time. They regenerate these thorns at a rate of one per day, and may have up to twice their Hit Dice of thorns on their body at once.

**Natural Appearance:** Thorn Thallids gain a +4 racial bonus to Hide rolls in naturally wooded environments.

## Thallid Devourer

Large (Long) Plant

**Hit Dice:** 5d8+10 (32 hp)

**Initiative:** +1 (+1 Dex)

**Speed:** 20 ft

**AC:** 18 (+1 Dex, -1 Size, +8 Natural)

**Attacks:** 1 Slam +7 melee, 1 Bite +2 melee

**Damage:** Slam 1d6+3, Bite 1d8+3

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

**Special Qualities:** Natural Appearance, Devouring, Sproling Factory

**Saves:** Fort +6, Refl +2, Will +2

**Abilities:** Str 16, Dex 12, Con 15, Int 8, Wis 12, Cha 10

**Skills:** Hide +4\*, Spot +4, Listen +2, Intimidate +4

**Feats:** Weapon Focus (Slam)

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**Climate/Terrain:** Forests and Valleys

**Organization:** Solitary, Clutch (2-3), Army (2-16)

**Challenge Rating:** 3

**Treasure:** ½ Normal

**Alignment:** Neutral

**Advancement:** 6-10 HD (large-size), 11-14 HD (huge-size)

Devourers are a mutation of basic Thallid stock that occurred fairly recently, sometime after the fall of the elves that created the base Thallid and Sproling stocks.

They are large green fungal beasts, often with tentacular growths or pseudopods. They have an obvious maw and use it to great effect. They are also the first truly carnivorous Thallid, as well as being cannibalistic. They attack living foes in order to consume them immediately instead of allowing them to rot and be absorbed through their root structure.

### COMBAT

Thallid Devourers stride forward into combat swinging their appendages around and trying to bring food to it's mighty maw, or otherwise bringing it's maw to the food if necessary.

**Sproling Factory:** A well-fed Thallid Devourer continuously buds and sprouts Sprolings. Under optimal conditions they bud a Sproling every day. Under typical conditions they will have 3d4 Sprolings in their immediate area for every Thallid Devourer encountered. Many of these Sprolings will be crawling over and about the Thallid Devourers themselves. Under dryer or harsher conditions 1d4 or 2d4 Sprolings will be encountered per Thallid Devourer. See the Sproling entry for more information.

**Devouring (Su):** Thallid Devourers have the ability to assimilate Sprolings and add their life force to it's own. It may assimilate up to it's HD in Sprolings in a turn, and each Sproling so devoured adds it's Hit Dice (and hit points as temporary hit points) as well as a +4 Strength bonus to the Devourer for 1 minute.

**Natural Appearance:** Thallid Devourers gain a +4 racial bonus to Hide rolls in naturally wooded environments.

## Feral Thallid

Large Plant

**Hit Dice:** 5d8+25 (47 hp)

**Initiative:** +0

**Speed:** 20 ft

**AC:** 17 (-1 Size, +8 Natural)

**Attacks:** 2 Slams +10 / +5 melee

**Damage:** Slam 1d8+10

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

**Special Qualities:** Natural Appearance, Regeneration 3

**Saves:** Fort +9, Refl +1, Will +0

**Abilities:** Str 26, Dex 10, Con 20, Int 8, Wis 8, Cha 9

**Skills:** Hide +4\*, Spot +4, Listen +2, Intimidate +8

**Feats:** Power Attack

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**Climate/Terrain:** Forests and Valleys

**Organization:** Solitary, Team (2-3)

**Challenge Rating:** 5

**Treasure:** ½ Normal

**Alignment:** Chaotic Neutral

**Advancement:** 6-10 HD (large-size), 11-14 HD (huge-size)

No one knows where or when the Feral Thallids sprung up from the Thallid stock, but they are the most noted of them all, as the only Thallids often seen wandering from the forests of their creation. They are almost never seen in the company of other Thallids, as if they were exiles from the rest of Thallid "society".

They are the most humanoid of the Fungal Thallid races, towering 11 foot-tall creatures of forest-green hide with two defined trunk-like arms and legs. They are singularly powerful and are able to rip up small trees in their rampages.

### COMBAT

Feral Thallids have no fear of Death, rushing into combat with whatever creatures or small buildings they encounter, leaving a trail or ruins and bodies behind them to mark their way back to the ruined forests of their spawning.

**Regeneration (Ex):** Born and bred of fungus, Feral Thallids are nearly impossible to kill. Only Fire and Acid deal normal damage to a Feral Thallid.

**Natural Appearance:** Feral Thallids gain a +2 racial bonus to Hide rolls in naturally wooded environments.

## Saproling

Small Plant

**Hit Dice:** 1d8+1 (5 hp)

**Initiative:** +0

**Speed:** 20 ft

**AC:** 13 (+1 Size, +2 Natural)

**Attacks:** 1 Slam +2 melee

**Damage:** Slam 1d3+1

**Face/Reach:** 5 ft by 5 ft / 5 ft

**Special Qualities:** Natural Appearance

**Saves:** Fort +3, Refl +0, Will -3

**Abilities:** Str 12, Dex 10, Con 12, Int 4, Wis 4, Cha 4

**Skills:** Hide +2\*

**Feats:** None

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**Climate/Terrain:** Forests and Valleys

**Organization:** Solitary, Clutch (10-40), Army (100-1000)

**Challenge Rating:** 1/6

**Treasure:** None

**Alignment:** Neutral

**Advancement:** None

Saprolings are small, motile fungal creatures budded off from many Thallids. They are generally unnoticed until they join in a rush of Thallids against intruders.

### COMBAT

Generally Saprolings are inoffensive unless motivated into combat by their accompanying Thallids. Then they rush forward and swarm over their enemies.

**Natural Appearance:** Saprolings gain a +4 racial bonus to Hide rolls in naturally wooded environments.

# Section 3

## Devices, Arcane and Divine

**Amulet of Kroog**

Amulet that prevents damage to it's wielder.

**Bone Flute**

A necromantic flute that casts a globe of enfeeblement.

**Charcoal Diamond**

A necromantic spell adder.

**Crystal Rod**

Ornament that harnesses the power of illusions into healing energy.

**Dingus Staff**

Staff that damages summoners when they creatures leave or are slain.

**Iron Star**

Ornament that harnesses the power of fire and chaos magic into healing energy.

**Mana Battery**

Fragile items that can store magical energies.

**Moss Diamond**

A druidic spell adder.

**Weakstone**

A stone that reduces the damage of all physical attacks within 500 feet.



## Amulet of Kroog

A fairly large, bejewelled amulet of a plain, lustreless metal, nearly 8 inches across, usually hung on a long chain to be worn around the neck. Three times per day the amulet can be used to prevent 2d10 damage to the wielder from a single attack. It must be grasped in the owner's hand (so it cannot be used while wielding two weapons or any shield larger than a buckler) and willed to work. If the damage prevented exceeds the damage of the blow, any special effects delivered by the blow (including special touch attacks associated with the blow) are negated. This will not prevent an actual touch attack from delivering a "payload", but it will if it was being delivered with a damaging blow.

## Bone Flute

An enchanted flute carved from the femur of a still-living person, this necromantic device acts as a wand of ray of enfeeblement, with the following exceptions. To trigger the device requires a perform roll (DC 15), and the ray of enfeeblement affects all those the user considers his enemies within a close range radius. The save against the spell is DC 12 plus the user's Cha bonus. The flute has 20 charges.

## Charcoal Diamond

A huge diamond (worth at least 1000gp), enchanted to be the colour of darkest coal, black as night. The Charcoal Diamond takes a full day to become attuned to its bearer and then the bearer becomes aware of its abilities if the bearer is capable of casting necromantic spells. The bearer of the Charcoal Diamond may cast one additional Necromantic spell each day of any level the caster can normally cast.

## Crystal Rod

A Crystal Rod is a fragment of fine crystal that can be held as a wand, worn as a large pendant or otherwise used to adorn. Its powers require that it be left clearly visible, above the owner's outer garments.

Whenever a spell from the illusion school is cast within 100 feet of the Crystal Rod, its owner immediately gains 1d4 hit points.

## Dingus Staff

The Dingus staff is the bane of all summoners. As long as the staff is within 200 feet, whenever a summoned creature (any creature summoned using Summon Monster, Summon Nature's Ally, Conjure Elemental or other spells which seemingly conjure creatures from nowhere) is slain or returns to its home realm (when the spell duration expires for example), the summoner or conjurer of said creature must make a Will save (DC:25) or suffer 4d6 damage.

## Iron Star

An Iron Star looks like a masterwork shuriken of unusual size and weight. Its true value however, comes to those who wear it as a pendant or ornament.

Whenever a Fire or Chaos spell is cast (being any spell with the fire modifier such as *fireball* or the chaos modifier such as *chaos hammer*) within 100 feet of the Iron Star, its owner immediately gains 1d4 hit points.

## Mana Battery

Mana Batteries come in eight varieties, one for each of the eight schools of magic (Abjuration Battery, Conjuration Battery, Divination Battery, Enchantment Battery, Evocation Battery, Illusion Battery, Necromancy Battery and Transmutation Battery). Each form is capable of storing magical energies that can later be released in spellcasting.

To use a Mana Battery, it must first be attuned to its wielder, this takes 2 days and during this time the battery slowly discharges all remaining energies within it, until it is empty and ready to be used by its newly attuned wielder.

Once per day the wielder of a Mana Battery may elect to cast spells into the battery. Spells cast this way are "used" and have no effect other than to charge the Battery. For every two spell levels charged into the Battery, one charge is added to the Battery. On any day that the Battery was not charged, charges may be used to help in casting spells from the school of magic that the Battery is attuned to. Every two charges expended in this way can power one level of metamagic feat, or charges can be used to increase the caster level by one level per charge expended for one effect of the spell (either range, duration, damage / effect, etc).

Mana Batteries weight 5 pounds and are fairly fragile, having a hardness of 5 and 10 hit points.

## Moss Diamond

A huge enchanted diamond (worth at least 1000gp), the moss diamond looks to be a deep green colour. The Moss Diamond takes a full day to become attuned to its bearer (if its bearer is a druid, spellcasting ranger or cleric with the animal or plant domain) and then the bearer becomes aware of its abilities. The bearer of the Moss Diamond may cast one additional spell per day from the Druidic, Ranger, Animal Domain or Plant Domain spell lists (but this must be a spell the caster could already have been able to cast).

## Weakstone

The weakstone (originally discovered in the sacred cave of Koilos by Tocasias's apprentice Mishra) appears to be a simple stone upon first examination. Its magical aura seems weak, but extends over an area up to 500 feet radius from the stone itself. Within this area, all physical attacks deal 5 less damage than they should (any attack reduced below 1 damage deals no damage).

# Section 4

## Spells & Magicks, Arcane and Divine

### **Leech**

A low-level painful remove poison.



## Leech

Transmutation

**Level:** Clr 2, Drd 2, Pal 2, Rgr 2

**Components:** V, S, DF

**Casting Time:** 1 action

**Range:** Touch

**Target:** Creature touched

**Duration:** Instantaneous

**Saving Throw:** Will negates

**Spell Resistance:** Yes

The character violently detoxifies any sort of venom in the creature touched. A poisoned creature suffers no additional damage or effects from the poison, and any temporary effects are ended, and the spell reverses instantaneous effects, such as temporary ability damage, or effects that don't go away on their own, but not hit point damage.

The target of the spell takes hit point damage equal to twice the amount of temporary ability damage already sustained from the poison, and additional hit point damage equal to the amount of ability damage yet to be taken by secondary effects from the poison negated. Other effects such as unconsciousness (arising from poisons) are also cured at a cost of 5 hit points of damage.