

# RAPPAN A'THUK

## Bestiary



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# RAPPAN ATHUK

## A Dungeon of Graves Bestiary

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# A Monster for All Occasions

After having worked on converting the 400 or so levels of Rappan Athuk (there were, like, 400 of them, right? ... it felt like 400), it's easy to get the idea that the Dungeon of Graves is a world in and of itself. Of course, a party of lusty plunderers could certainly spend their entire lives (which may indeed be nasty, brutish and short) exploring the myriad halls, chambers and caverns of Rappan Athuk, but there's no reason you can't drop this megadungeon of megadungeons into your own campaign world (provided you also have room for the Demon Prince of the Undead and a few other assorted luminaries among the underworld set).

With that in mind, we, the fine followers of the Frog God, provide some ideas for integrating some of the new monsters introduced in this tome into your own world. This booklet contains Pathfinder stats of some of the new and "weirder" monsters and sample lairs that you can nab when you're short on ideas.

Without further ado ... the monsters!

## Albino Cave Spider

*This tiny hunting spider is about the size of a man's fist. It is pallid white, often with irregular light brown blotches on its abdomen, which helps it blend in with the toadstools and fungus which is its home. The albino cave spider normally feeds on normal and dire rats, but it attacks anything that comes within range.*

### ALBINO CAVE SPIDER

CR 1/2

#### XP 200

N Tiny vermin

**Init** +4; **Senses** darkvision 60 ft., tremorsense 60 ft.; **Perception** +4

**AC** 17, touch 16, flat-footed 13 (+4 Dex, +1 natural, +2 size)

**hp** 4 (1d8)

**Fort** +2; **Ref** +4; **Will** +0

**Immune** vermin traits

**Speed** 20 ft., climb 10 ft.

**Melee** bite +6 (1d3–3 plus poison)

**Space** 2 1/2 ft.; **Reach** 2 1/2 ft.

**Str** 4, **Dex** 18, **Con** 10, **Int** —, **Wis** 10, **Cha** 3

**Base Atk** +0; **CMB** +2; **CMD** 9

**Feats** Weapon Finesse<sup>B</sup>

**Skills** Acrobatics +4 (+12 jump), Climb +12, Stealth +16;

**Racial Modifiers** +8 to Acrobatics when jumping, +4

Perception, +4 Stealth; use Dex to modify Climb

**Environment** underground

**Organization** solitary or nest (2–20)

**Treasure** standard

**Poison (Ex)** Bite—injury; save Fort DC 14; frequency 1/round for 4 rounds; effect 1d2 Constitution damage; cure 1 save. The save DC is Constitution-based and includes a +4 racial bonus.

## The Crabby Hermit and His Pals

A cluster of 3-foot-tall purple toadstools provides a bit of cover for the entrance to a rather dingy cave system. The entry cavern is damp and smells of rotting vegetation. There are two small caverns attached to this one. One 10-foot-diameter opening is blocked by a crude wooden

portcullis wrapped with dirty leather. The small cave beyond contains a small pool of brackish water around which grow man-size purple toadstools with white spots. The chamber houses a nest of **18 albino cave spiders** that cling to the toadstools.

The other cave is reached by traversing a 30-foot-long tunnel that descends about 20 ft. deeper into the earth. The tunnel is lined with skeletons of various creatures (mostly humanoid) that are covered with dry, parchment-like skin. The tunnel leads to a cavern about 25 ft. long and 15 ft. wide that is home to a mad hermit. The cave is furnished with a few tattered pelts and furs, a couple of crooked stools and a rather ornate (though tarnished) iron chest with a simple rusty lock (DC 20 Disable Device).

The hermit has a rope rigged up so he can open the portcullis and release the albino cave spiders. Once they feed, they usually head back into their tiny cave, for they are partially trained by the hermit.

The hermit's treasure chest contains some soiled, old fashioned garments, a rather nice velvet fez, 270 cp, and 71 sp.

## Animal, Elemental

*At various places in the planes, rifts appear and allow the mundane creatures of one plane to intermix with the creatures of other planes. On these occasions, it is most often not the terrible beasts such as demons or angels that pour through, but much less powerful (but not harmless) creatures mirroring the beasts of the natural realm.*

These are just a few of the possible creatures available, but they should be a good starting point to create other elemental animals.

### FIRE CRAB, SMALL

CR 1/2

#### XP 200

N Tiny vermin (fire)

**Init** +2; **Senses** darkvision 60 ft.; **Perception** +4

**AC** 18, touch 14, flat-footed 16 (+2 Dex, +4 natural, +2 size)

**hp** 5 (1d8+1)

**Fort** +3; **Ref** +2; **Will** +0

**Immune** fire, vermin traits

**Weaknesses** cold vulnerability

**Speed** 30 ft., swim 20 ft.

**Melee** 2 claws +0 (1d2–2 plus grab and heat)

**Space** 2–1/2 ft.; **Reach** 0 ft.

**Special Attacks** constrict (1d2–2), heat (1d4 fire damage)

**Str** 7, **Dex** 15, **Con** 12, **Int** —, **Wis** 10, **Cha** 2

**Base Atk** +0; **CMB** +0 (+4 grapple); **CMD** 8 (20 vs. trip)

**Skills** Perception +4, Swim +10; **Racial Modifiers** +4

Perception

**Environment** any warm or hot

**Organization** solitary or clutch (2–20)

**Treasure** none

### FIRE CRAB, MEDIUM

CR 2

#### XP 600

N Medium vermin (fire)

**Init** +1; **Senses** darkvision 60 ft.; **Perception** +4

**AC** 16, touch 11, flat-footed 15 (+1 Dex, +5 natural)

**hp** 19 (3d8+6)

## A DUNGEON OF GRAVES BESTIARY

**Fort** +5; **Ref** +2; **Will** +1  
**Immune** fire, vermin traits  
**Weaknesses** cold vulnerability

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**Speed** 30 ft., swim 20 ft.  
**Melee** 2 claws +4 (1d4+2 plus grab and heat)  
**Special Attacks** constrict (claw) 1d4+2, heat (+1d6 fire damage)

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**Str** 14, **Dex** 12, **Con** 14, **Int** —, **Wis** 10, **Cha** 2  
**Base Atk** +2; **CMB** +4 (+8 to grapple); **CMD** 15  
**Skills** Perception +4, Swim +10; **Racial Modifiers** +4 Perception

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**Environment** any warm or hot  
**Organization** solitary or clutch (2–20)  
**Treasure** none

### FIRE FISH

CR 1

**XP** 400  
N Small animal (aquatic\*, fire)  
**Init** +6; **Senses** low-light vision, tremorsense 10 ft.; **Perception** +7  
**Aura** heat (5 ft. radius)

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**AC** 14, touch 12, flat-footed 13 (+1 Dex, +2 natural, +1 size)  
**hp** 13 (3d8)  
**Fort** +3; **Ref** +5; **Will** +2  
**Immune** fire  
**Weaknesses** vulnerability to cold

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**Speed** swim 40 ft.  
**Melee** slam –1 (1d4–4 plus heat)  
**Special Attacks** heat (1d4 fire damage)

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**Str** 3, **Dex** 14, **Con** 10, **Int** 1, **Wis** 12, **Cha** 5  
**Base Atk** +2; **CMB** +0; **CMD** 12  
**Feats** Alertness, Improved Initiative  
**Skills** Perception +7, Sense Motive +3, Swim +12; **Racial Modifiers** modifies Swim with Dex

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**Environment** Plane of Fire  
**Organization** solitary or school (4–80)  
**Treasure** none

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**Aquatic** Firefish can swim and breathe in molten lava as easily as a regular fish in water. They are “aquatic” only in the sense that their natural environment is lava instead of water.

## Sound and Fury

The shores of a magma flow (50 ft. wide and about 15 ft. at the deepest point) within the ashen foothills of a lonely volcano are scattered with melted weapons and shields and scorched bones. Three steel gongs hang from the cavern ceiling about 20 ft. away from the cavern entrance. The gongs are hung, one over the other.

Sounding the lowest gong (hung about 5 ft. above the cavern floor) summons **8 small fire crabs** that skitter up from the magma, pincers snapping. Striking the middle gong (hung about 10 ft. above the cavern floor) summons **3 large fire crabs**. Striking the highest gong (hung about 15 ft. above the cavern floor), if adventurers dare, causes a basalt tower, about 20 ft. tall, to rise from the magma flow. The tower is about 15 ft. from the bank of the flow.

What hides within the tower is up to the GM, but a shrine to Moloch would certainly make sense.

## Gone Fishin’

Should one manage to navigate the lava flow to its end, they find a “lava lagoon” embanked on three sides by basalt cliffs rising 30 ft. above the surface of the magma. A metal ladder is pounded into the cliff. Up above, in the cavern wall, set about 20 ft. past the cliffs, are carved a number of stately tombs, many of them set with fire opals (perhaps 1,000 gp worth).

The lagoon is rife with **fire fish** (1d20 are present when adventurers enter the lagoon) and **1d4 fire giants** sit on the cliff, casting steel chains into the lagoon to catch fish. They usually bait their lines with fire crabs, several of which are locked in a steel chest.

## Amalgamation

*A large collection of items rises up, forming into a swirling chaos that is the body of this being. The items move about throughout its bulk, somehow not touching one another in their mad dance.*

The amalgamation is a special creation used by certain ancient spellcasters to defend their hoards and treasure vaults—for even should the guardian fall, most of the items being guarded would be destroyed, and hence not fall into enemy hands.

The creature is composed of a large number of magical and mundane items, and it can use any of them to attack. Because of its magical nature, the amalgamation can even wield magic items such as wands without penalty.

The amalgamation resembles a vortex or cloud of items 20 ft. in diameter, swirling within a shimmering field of energy. The precise appearance of the construct depends on the items that comprise its bulk.

### AMALGAMATION

CR 20

**XP** 307,200

N Gargantuan Construct

**Init** +9; **Senses** blindsight 100 ft., darkvision 60 ft., low-light vision; **Perception** +5

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**AC** 25, touch 25, flat-footed 16 (+10 deflection, +9 Dex, –4 size)  
**hp** 225 (30d10+60)  
**Fort** +10; **Ref** +19; **Will** +15  
**DR** 10/—; **Immune** construct traits, magic

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**Speed** 10 ft., fly 50 ft. (perfect)  
**Melee** varies +33 (damage by weapon)  
**Ranged** varies +35 (damage by weapon)  
**Space** 20 ft.; **Reach** 15 ft.  
**Special Attacks** multiple attacks, swarm attack (10d6)

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**Str** 24, **Dex** 28, **Con** —, **Int** —, **Wis** 20, **Cha** 1  
**Base Atk** +30; **CMB** +41; **CMD** 60  
**SQ** item use

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**Environment** underground

**Organization** solitary

**Treasure** standard (varies with individual Amalgamation)

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**Item Use (Su)**The amalgamation can use any of the items contained within its bulk. When activating magic items, it is considered to be using them as if a person of the required class, with a 20 in any relevant ability scores (or its natural scores, whichever are better). Furthermore, because of its innate magical nature, the save DC against any effects produced by magic items is 2 greater than normal. Finally, it can wield weapons and items as if it were of the appropriate size class for their type, so it suffers no hit penalties for being a Gargantuan construct with such items.

Unless instructed otherwise, the amalgamation uses items at random from its bulk. However, it does not target them

## A DUNGEON OF GRAVES BESTIARY

randomly—it uses them with care and precision, as if it had 18 Intelligence. Items with limited uses, such as scrolls and wands, are expended normally.

**Multiple Attacks (Ex)** The amalgamation can activate and use up to five items per round. It can therefore attack with weapons, activate magic items, hurl alchemical items like thunderstones, or slam random objects against opponents.

**Swarm Attack (Ex)** The amalgamation can move over enemies and damage them with the flying weapons and objects composing its bulk. It does this simply by moving over its victims, who are allowed either a DC 34 Reflex save or an attack of opportunity against the amalgamation, at their option.

Anyone who begins their turn engulfed by the amalgamation takes 10d6 points of damage per round, with a DC 34 Reflex save allowed for half. This is not considered an area effect for the purposes of evasion and similar abilities. The damage inflicted by the amalgamation overcomes all forms of damage reduction except epic. The save DC for both Reflex saves is Dexterity-based. Further, this damage is considered continuous for the purposes of determining if it disrupts spellcasting, concentration and the like.

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

- *Dispel magic* and *greater dispel magic* can be used to deactivate magic items, as per a targeted item dispel.
- *Mage's disjunction* causes it to subside into quiescence for 1d4+1 rounds, during which time it is considered helpless.

## What They Left Behind

Stepping into the ruined town, PCs are initially struck by the serenity. The houses, all of fine, dark, polished wood and pristine plaster, look as though their masters just vacated them that morning. The streets of dark green paving stones and gleaming white posts (set in the middle of the streets—what use could they have been put to?) are neatly swept. The center of the town, where once rose the University of the Six Astrologomages, bears witness to the reason for the town's vacancy.

Where once stood a grand old castle entwined with ivy, copper domes shining in the morning sun, dim witchlights of tenne and silver lazily circling the walls at night, there is naught but a crater—not smoking, mind you, but barren and lifeless, the entrances to a few catacombs and sub-basements now bared to the light of day.

These catacombs contain trouble enough, of course, and hide many secrets, but they are not the only adventure in town. About one block from the university, next door to the beerhouse and across from the scriptorium, stands the shop of a master wand carver.

The shop is quite strange. From the outside, it is two stories tall. Walking through the hawthorn door, PCs find themselves on the second floor of a three-story space. A stair runs around the four walls, giving access to wall after wall of shelves holding finished wands and chunks of wood destined to become wands. Many of the shelves have been cleared, though, their contents lying on the floor alongside smashed jars, old papers and woodcarving tools.

A door in one wall on the bottom floor leads to the wand carver's private study and workroom, and to a secret staircase that leads up to the top floor of the building where the wand maker resided with his daughter. The door is guarded by an **amalgamation**, one of the last remaining inhabitants of the old college town.

## Blood Orchid

*This beast has three downward curving "petals" of flesh with a dark, pebbly outer hide and a pallid whitish underside. The petals end with split tip, and converge at the blood orchid's center. On its underside at the center dangle a swarm of writhing pallid tentacles: 16 manipulator arms*

*and eight thinner tendrils with red eyes at the ends. At the center of these tentacles is a sphincter-shaped mouth at the end of a flexible trunk one foot long and six inches in diameter. At the apex of the creature there is another cluster of eye tendrils.*

Blood orchids are territorial, xenophobic, and possessive. They rarely form alliances with other creatures, as their alien mindset keeps them from forming any common ground. They regard other races as aberrant and not to be trusted, even other lawful creatures.

Communication for blood orchids is through a means of empathy/telepathy. They have no sense of hearing, which helps render them immune to sonic effects.

The blood orchid can close its outer petals downward and rest on the ground, where it resembles a rocky nodule or fungus of some kind.

Blood orchids occasionally develop sorcerous talents, and transform into savants. When their abilities have reached a certain level, they can evolve into a grand savant. Normally each colony of blood orchids is led by a single grand savant, and another cannot evolve while one is present. Typically, a blood orchid savant ready to become a grand savant leaves the colony with a few followers, and set out to establish a new brood elsewhere.

### BLOOD ORCHID

CR 5

XP 1,600

LE Large aberration

**Init** +6; **Senses** all-around vision, darkvision 60 ft.; **Perception** +15

**AC** 18, touch 10, flat-footed 17 (+1 Dex, +8 natural, -1 size)  
**hp** 52 (7d8+21)

**Fort** +5; **Ref** +5; **Will** +8

**Immune** sonic; **Resist** acid 10, cold 10, electricity 10, fire 10

**Speed** 5 ft., fly 30 ft. (good)

**Melee** 6 tentacles +7 (1d3+2 plus grab plus poison)

**Space** 10 ft.; **Reach** 5 ft.

**Special Attacks** blood drain

**Str** 15, **Dex** 12, **Con** 16, **Int** 11, **Wis** 12, **Cha** 13

**Base Atk** +5; **CMB** +8 (+12 to grapple); **CMD** 19

**Feats** Improved Initiative, Iron Will, Lightning Reflexes,

Weapon Focus (tentacle)

**Skills** Fly +8, Intimidate +10, Knowledge (dungeoneering) +10, Perception +15, Stealth +7; **Racial Modifiers** +4

Perception

**SQ** telepathic link

**Environment** underground

**Organization** solitary, brood (3–8), or colony (9–20)

**Treasure** standard

**All-Around Vision (Ex)** A blood orchid sees in all directions at once. It cannot be flanked.

**Blood Drain (Ex)** On a successful grapple check with two or more tentacles against a single foe a blood orchid can pull the grappled creature to the mouth on its underside as a free action that does not provoke an attack of opportunity. The mouth latches on and drains blood from the victim.

Each round it maintains its grapple, the blood orchid automatically deals 1d4 points of bite damage and 1 point of Constitution damage as it drains its victim's blood.

**Poison (Ex)** Tentacle—injury; save Fort DC 16; frequency 1/round for 4 rounds; effect unconsciousness; cure 1 save.

**Telepathic Bond (Ex)** Blood orchids communicate through a non-magical telepathic bond. They can sense emotions in other blood orchids at a distance of 100 ft. or less, and emotions in other creatures at a range of five feet. They can communicate mentally with each other through full telepathy at a distance of 20 ft. or less, and can share knowledge very rapidly when touching each other.



## A DUNGEON OF GRAVES BESTIARY

### BLOOD ORCHID SAVANT

XP 2,400

Blood orchid sorcerer 4

LE Large aberration

**Init** +6; **Senses** all-around vision, darkvision 60 ft.; **Perception** +20

**AC** 19, touch 11, flat-footed 17 (+2 Dex, +8 natural, -1 size)

**hp** 70 (7d8+4d6+22 plus 3)

**Fort** +5; **Ref** +7; **Will** +14

**Immune** sonic; **Resist** acid 10, cold 10, electricity 10, fire 10

**Speed** 5 ft., fly 30 ft. (good)

**Melee** 6 tentacles +9 (1d3+2 plus grab plus poison)

**Space** 10 ft.; **Reach** 5 ft.

**Special Attacks** blood drain, long limbs

**Bloodline Spell-Like Abilities**

7/day—*acidic ray* (1d6+1)

**Spells Known** (CL 4th; concentration +12)

2nd (4/day)—*touch of idiocy*

1st (7/day)—*burning hands, cure light wounds, magic missile, shield*

0 (at will)—*daze, dancing lights, detect magic, flare, light, mage hand, resistance*

**Bloodline** Aberrant

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

**Base Atk** +7; **CMB** +10 (+14 to grapple); **CMD** 22

**Feats** Combat Casting, Eschew Materials<sup>8</sup>, Extend Spell, Improved Initiative, Iron Will, Lightning Reflexes, Weapon Focus (tentacle)

**Skills** Fly +9, Intimidate +11, Knowledge (arcana) +12, Knowledge (dungeoneering) +10, Perception +20, Spellcraft +10, Stealth +9; **Racial Modifiers** +4 Perception

**SQ** telepathic link

**All-Around Vision (Ex)** A blood orchid sees in all directions at once. It cannot be flanked.

**Blood Drain (Ex)** On a successful grapple check with two or more tentacles against a single foe a blood orchid can pull the grappled creature to the mouth on its underside as a free action that does not provoke an attack of opportunity. The mouth latches on and drains blood from the victim.

Each round it maintains its grapple, the blood orchid automatically deals 1d4 points of bite damage and 1 point of Constitution damage as it drains its victim's blood.

**Poison (Ex)** Tentacle—*injury*; save Fort DC 17; *frequency* 1/round for 4 rounds; *effect* unconsciousness; *cure* 1 save.

**Spells:** The blood orchid savant replaces its bloodline bonus spells with the following: *cure light wounds* (3rd), *cure moderate wounds* (5th), *cure serious wounds* (7th). Also, blood orchid savants do not cast spells in the same way most creatures do. Their spells require no verbal or material components to be cast, though somatic components (tentacle writhing) is still required.

**Telepathic Bond (Ex)** Blood orchids communicate through a non-magical telepathic bond. They can sense emotions in other blood orchids at a distance of 100 ft. or less, and emotions in other creatures at a range of five feet. They can communicate mentally with each other through full telepathy at a distance of 20 ft. or less, and can share knowledge very rapidly when touching each other.

### BLOOD ORCHID GRAND SAVANT

XP 6,400

Blood orchid sorcerer 7

LE Huge aberration

**Init** +6; **Senses** all-around vision, darkvision 60 ft.; **Perception** +22

**AC** 22, touch 12, flat-footed 20 (+2 deflection, +1 Dex, +1 dodge, +10 natural, -2 size)

**CR** 6 **hp** 117 (7d8+7d6+56 plus 6)

**Fort** +8; **Ref** +7; **Will** +15

**Immune** sonic; **Resist** acid 10, cold 10, electricity 10, fire 10

**Speed** 5 ft., fly 30 ft. (good)

**Melee** 6 tentacles +13 (1d3+6 plus grab plus poison)

**Space** 10 ft.; **Reach** 5 ft.

**Special Attacks** blood drain, long limbs

**Bloodline Spell-Like Abilities**

8/day—*acidic ray* (1d6+1)

**Spells Known** (CL 7th; melee touch +12, ranged touch +7)  
3rd (5/day)—*cure moderate wounds, lightning bolt* (DC 18), *vampiric touch*

2nd (7/day)—*false life, scorching ray, touch of idiocy*

1st (8/day)—*burning hands, color spray* (DC 16), *cure light wounds, mage armor, magic missile, shield*

0 (at will)—*daze, dancing lights, detect magic, flare, light, mage hand, resistance*

**Bloodline** Aberrant

**Str** 23, **Dex** 12, **Con** 18, **Int** 13, **Wis** 16, **Cha** 20

**Base Atk** +8; **CMB** +16 (+20 to grapple); **CMD** 30

**Feats** Arcane Strike, Combat Casting<sup>8</sup>, Dodge, Eschew Materials<sup>8</sup>, Extend Spell, Improved Initiative, Iron Will, Lightning Reflexes, Weapon Focus (tentacle)

**Skills** Fly +7, Intimidate +14, Knowledge (arcana) +14, Knowledge (dungeoneering) +10, Perception +22, Spellcraft +12, Stealth +8; **Racial Modifiers** +4 Perception

**SQ** telepathic link

**Gear** *ring of protection* +2

**All-Around Vision (Ex)** A blood orchid sees in all directions at once. It cannot be flanked.

**Blood Drain (Ex)** On a successful grapple check with two or more tentacles against a single foe a blood orchid can pull the grappled creature to the mouth on its underside as a free action that does not provoke an attack of opportunity. The mouth latches on and drains blood from the victim. Each round it maintains its grapple, the blood orchid automatically deals 1d4 points of bite damage and 1 point of Constitution damage as it drains its victim's blood.

**Poison (Ex)** Tentacle—*injury*; save Fort DC 21; *frequency* 1/round for 4 rounds; *effect* unconsciousness; *cure* 1 save.

**Spells:** The blood orchid savant replaces its bloodline bonus spells with the following: *cure light wounds* (3rd), *cure moderate wounds* (5th), *cure serious wounds* (7th). Also, blood orchid savants do not cast spells in the same way most creatures do. Their spells require no verbal or material components to be cast, though somatic components (tentacle writhing) is still required.

**Telepathic Bond (Ex)** Blood orchids communicate through a non-magical telepathic bond. They can sense emotions in other blood orchids at a distance of 100 ft. or less, and emotions in other creatures at a range of five feet. They can communicate mentally with each other through full telepathy at a distance of 20 ft. or less, and can share knowledge very rapidly when touching each other.

## How Red is My Valley

Within the rugged hills of the southern continent there is hidden a narrow valley that contains an ancient road of cut quartz and great copper bands that span the road like arches. This road leads into the mountains—some think to a mysterious dungeon, others to a lost tribe of dwarves, and still others to the hall of a fire giant king.

The valley is choked with tiny gnats, the air thick with giant mosquitoes. Several places are rather marshy, and there are broad, rocky meadows of feather grass. The surrounding hills were once ruled by a rather large, churlish clan of hill giants, but those giants long since lost their lordship

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over the valley. Not 10 years ago, a cabal of rather wicked druids, savants they called themselves, discovered the valley and decided to make a home of it. The druids wore rust-red robes and carried brilliant silver scimitars. They carried with them the bones of their ancestors, wrapped in cloth-of-silver, and several **blood orchids**.

The blood orchids were transplanted into the valley, and the druids, 30 in number, soon conquered and enslaved the local hill giants. The hill giants are used to feed the blood orchids, which have cleared most other animal life from the valley. The giants slave away, expanding their old caves to the specifications of the druids, who are intent on building a grand temple to their goddess, Shub-something-or-other.

# Bone Crawler

*Unarmored, the bone crawler is a fleshy disc-shaped lump approximately six ft. in diameter, with a slightly concave top. The bottom curves downward, and ends with a circular mouth at its nadir. From the central mass sprout several dozen tentacles, each specialized to perform different functions: stubby muscular ones provide movement, thin graceful tendrils are tipped with sensory organs, and the long, limber whipfronds are used as a means of attack and manipulation. The flesh of a bone crawler ranges from olive green to slate grey to jet black.*

*When it is encased in bone armor, the bone crawler appears much different. When still, it resembles a 15 ft. diameter mound of bones, piled haphazardly together. A canny observer may note fleshy tendrils or roots webbed through the mass. Once it begins to move, the armored crawler is a whirling nightmare of interlocked bones forming a 15 ft. diameter central mass, with bony tentacles extending out from it in all directions.*

The bone crawler is an unusual aberration that girds itself with hardened bones, fused together and manipulated by lenticular limbs called whipfronds, to serve as both a weapon and a defense.

Bone crawlers exist by attacking and killing just about anything they can come to grips with. They feast upon the flesh of their enemies, then integrate the bones of their prey into their armor, repairing any damage it has sustained. Some bone crawlers have been known to seek out crypts and graveyards, exhuming bodies for their bones.

### BONE CRAWLER

XP 19,200

N Huge aberration

**Init** +3; **Senses** blindsight 60 ft.; **Perception** +15

CR 12

**AC** 11, touch 11, flat-footed 8 (+3 Dex, -2 size); or **AC** 18, touch 8, flat-footed 18 (+10 natural armor, -2 size) in bone armor

**hp** 114 (12d8+60)

**Fort** +13; **Ref** +9; **Will** +10

**Defensive Abilities** bone armor, cannot be flanked; **SR** 23

**Speed** 20 ft. in bone armor (30 ft. base); climb 10 ft.

**Melee** up to 12 bone blades +16 (1d8+8/19-20) and/or up to 12 whipfronds +15 (1d4+8)

**Space** 15 ft.; **Reach** 10 ft.

**Special Attacks** bone blades, whipfronds, whirling frenzy

**Str** 26, **Dex** 16, **Con** 21, **Int** 9, **Wis** 15, **Cha** 9

**Base Atk** +9; **CMB** +19; **CMD** 32

**Feats** Cleave, Improved Critical (bone blade), Lightning Reflexes, Lunge, Power Attack, Weapon Focus (bone blade)

**Skills** Acrobatics +9, Climb +25 (+15 in bone armor), Disguise +5 (+15 disguised as mound of bones), Perception +15, Stealth +8; **Racial Modifiers** when in bone armor, a bone crawler gains a +10 on disguise checks to resemble a mound of bones, and takes a -10 armor check penalty on Climb checks

**Language** Aklo

**Environment** underground

**Organization** solitary

**Treasure** standard

**Bone Armor (Ex)** The bone crawler is normally encountered encased in a shell of iron-hard bones. This shell has a hardness of 10, takes half damage from energy attacks (except sonic attacks) and has hit points equal to 10 x (HD + 1). Bone armor weighs 1 pound per hit point. It can take damage like any object, though it receives the bone crawler's saving throws and spell resistance. Unlike carried objects, area of effect attacks require the bone crawler to roll a separate saving throw for its bone armor, even if it makes the saving throw itself. Spell resistance is checked just once for the overall creature and its armor, however. While it bears bone armor, the bone crawler receives no bonus to AC for its Dexterity.

After the first 10 hit points of damage, every 10 hit points worth of bone armor provides the bone crawler with one bone blade that it can use in melee as described below. As its armor receives damage, it likewise loses these bone blades. The last 10 hit points of bone armor represent those protecting the main body itself; until the armor is destroyed, the central body is considered to have total cover.

A bone crawler can repair its armor by absorbing new bones into its mass. This requires a 24-hour period while enzymes secreted by specialized tendrils harden the bone. The number of hit points gained depends on the size of the skeleton or bone collection absorbed: a Tiny skeleton repairs 1 hit point, a Small skeleton 1d4 hit points, a Medium skeleton 2d4 hit points, and Large and larger skeletons 4d4 hit points. Note that skeletons of Huge size and larger contain many bones that are too large for the bone crawler to absorb effectively into its mass, which is why the hit points gained do not increase after Large size.

**Bone Blade (Ex)** The bone crawler has a number of bony limbs that it can manipulate with its whipfronds. When attacking with these, it gains its full attack bonus as a primary weapon attack. It can only attack a creature or creatures in a single 5 ft. square with a maximum of 4 bone blades at once. Sunder attacks directed at bone blades do damage to the creature's bone armor (see above).

**Whipfrond (Ex)** The bone crawler's primary attacking tentacles are called whipfronds. It has one whipfrond per hit die. A whipfrond can be severed with a successful Sunder attack with a slashing weapon that inflicts, in a single blow, a number of points of damage equal to or greater than the bone crawler's hit dice. Whipfronds cannot be sundered while encased in bone armor; the armor must be destroyed first. As with the bone blades, the bone crawler can only attack a single 5 ft. square area with up to 4 whipfronds at a time, no more.

**Whirling Frenzy (Ex)** As a full round action, the bone crawler may whirl its bone blades around it in a swirling storm of sharpened edges. This attack inflicts 1d8+4 points of damage per three bone blades used (round down) on anyone within the bone crawler's reach. A DC 19 Reflex save is allowed to take only half damage from this attack; alternately, a targeted creature may opt instead to make an attack of opportunity against the bone crawler instead. The save DC is Dexterity-based.

## Beware the Bone Pile

"Beware the ossuary," say the locals. To dozens, maybe hundreds, of adventurers they have given this warning, always followed by a cup of hot rum and a wagging finger, and have any of them listened?

The ossuary is located about a mile outside of town. Carved into an abandoned quarry in the hills, it consists of a number of maze-like catacombs, all cramped, with damp, unhealthy air. Within the catacombs

## A DUNGEON OF GRAVES BESTIARY

are shelves containing ancient bones in terracotta boxes; these represent no danger. There are also pits—deadfalls—filled to the brim with bones, and a central chamber containing the remains of 100 princes of old, as well as a **bone crawler**.

The bone crawler usually sits atop a thick, wooden trap door that leads down to a treasure chamber containing 1,160 sp and 5,800 gp in vessels of serpentine. The vessels (there are four) are worth 100 gp each.

### Carrion Claw

*This insect-like horror has six large, spear-like legs and a poison bite. It crawls about on hundreds of legs, using its six spears to impale victims which it then bites. It resembles a centipede. Its body is covered with tiny hair-like barbs that allow this creature to grapple a man-sized or smaller opponent.*

Carrion claws have a preferential taste for elf flesh, and seek to attack and eat elves before other opponents. It does not like halfling flesh, and kills, but does not devour, halflings. The creature can climb any surface, and can even hang upside down from the ceiling if desired. The carrion claw is terrified of and hates magical light.

#### CARRION CLAW XP 2,400

CR 6

NE Large magical beast

**Init** +6; **Senses** darkvision 60 ft., low-light vision; **Perception** +6

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**AC** 14, touch 11, flat-footed 12 (+2 Dex, +3 natural, -1 size)  
**hp** 51 (6d10+12 plus 6)  
**Fort** +7; **Ref** +7; **Will** +3  
**Weaknesses** light sensitivity, vulnerable to magical light

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**Speed** 40 ft., climb 40 ft.

**Melee** 6 claws +10 (1d6+4 plus grab), bite +9 (1d3+4 plus paralysis)

**Space** 10 ft.; **Reach** 5 ft.

**Special Attacks** hatred of elves (+1 to hit and damage), paralysis (1d4 hours, DC 15)

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**Str** 18, **Dex** 14, **Con** 14, **Int** 4, **Wis** 12, **Cha** 11

**Base Atk** +6; **CMB** +11 (+15 to grapple); **CMD** 23 (can't be tripped)

**Feats** Improved Initiative, Toughness, Weapon Focus (claw)

**Skills** Climb +17, Perception +6, Stealth +11; **Racial Modifiers** +8 Stealth

**SQ** superior climbing

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**Environment** underground or temperate forest

**Organization** solitary, gang (2–5) or fist (5–30)

**Treasure** incidental

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**Superior Climbing (Ex)** A carrion claw need not make Climb checks to traverse a vertical or horizontal surface (even upside down). It retains its Dexterity bonus to Armor Class while climbing, and opponents get no special bonus to their attacks against it. It cannot, however, use the run action while climbing.

**Vulnerable to Magical Light (Ex)** A carrion claw that is the target of a spell with the light descriptor must succeed on a Will save or be dazed for 1 round. The Will save DC is equal to 10 + the spell level + the caster's key ability.

### Never Touch a Dwarf's Jewels

The feelings many dwarves have for elves are not kind, and a minority are downright hateful. One such clan of dwarves (who dwell in a mountain overlooking a vast elven wood, for familiarity does breed contempt) has a particularly nasty surprise for those young elven bravos who would

steal into the dwarfhold to steal their gems.

The entry hall of the dwarfhold is a chamber 100 ft. long and 30 ft. wide, with a vaulted ceiling that ranges from 15 ft. to 25 ft. high. It is composed of granite, often carved into geometrically complex patterns and angles. Along the walls are sculptures of kingly and queenly dwarves, swathed in beautifully carved finery and sculpted as though strangling with their bare hands fierce serpents. Water pours from the mouths of these serpents through a lattice of alabaster and into a churning pool of water about 20 ft. below. There is no apparent way across this pool or this hall, other than to slink along the walls or walk across the lattice (which means one must deal with the powerful streams of water to avoid being knocked into the pool below).

The local dwarves, of course, know the way across, for about three feet below the lip of the pool there is a bridge of perfectly clear glass that spans the pool. The bridge is located about five feet off center and is about three feet wide.

Those who stick close to the walls and the shadows must contend with an uneven floor and a trap (one on each side of the hall) located behind one of the many statues. The uneven floor casts deep shadows over many of the granite tiles, and in one place, the granite tile is actually a pumice tile about a half-inch thick. Those who step on this tile (it's about 3 ft. square) tumble down a 30-foot-deep shaft, toppling at the bottom into a chamber beneath the pool of water (which is only about 3 ft. deep). The chamber has a ceiling 4½ ft. above the ground (making it hard for anything bigger than a dwarf to move about and fight). The room is occupied by **1d6 carrion claws**. An iron portcullis on one end of the chamber permits the carrion claws to enter or leave the room at the bidding of their master, a dwarf animal handler called Skord.

### Crimson Death

*Seemingly made of red vapor, the crimson mist is an outstanding stealth hunter. The crimson death is vaguely humanoid in appearance, with arms, torso and a head being discernible. The creature has no distinct facial features, other than 2 glowing points where eyes should be.*

A crimson death attacks from ambush, usually hiding in naturally occurring fog and waiting for potential prey to wander close. Often times, a crimson death uses sound (imitating cries for help, for example) in an attempt to lure a victim into its grasp.

#### CRIMSON DEATH XP 9,600

CR 10

NE Medium aberration

**Init** +8; **Senses** darkvision 60 ft.; **Perception** +29

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**AC** 24, touch 14, flat-footed 20 (+4 Dex, +10 natural)

**hp** 127 (17d8+51)

**Fort** +10; **Ref** +11; **Will** +15

**DR** 5/magic and silver; **SR** 21

---

**Speed** 60 ft. (30 ft. after feeding)

**Melee** 2 tentacles +17 (1d6 plus engulf)

**Special Attacks** engulf (DC 18, 1d6 plus 1d6 Con)

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**Str** 11, **Dex** 18, **Con** 16, **Int** 17, **Wis** 16, **Cha** 16

**Base Atk** +12; **CMB** +16; **CMD** 26

**Feats** Agile Maneuvers, Great Fortitude, Improved Initiative, Iron Will, Lightning Reflexes, Skill Focus (Perception), Skill Focus (Stealth), Weapon Finesse, Weapon Focus (tentacles)

**Skills** Climb +20, Escape Artist +24, Knowledge (dungeoneering) +23, Perception +29, Stealth +30 (+42 in mist or fog), Survival +23, Swim +20; **Racial Modifiers** +12 Stealth in mist or fog

**Languages** Aklo (can't speak)

**SQ** susceptibility

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**Environment** swamp or underground

**Organization** solitary



**Treasure** incidental

**Engulf (Ex)** When a crimson death strikes a target with one of its tentacles, it can immediately make an engulf attack, including moving into the opponent's square. Targeted creatures can make attacks of opportunity against the crimson death, but if they do so, they are not entitled to a saving throw against the engulf attack. Those who do not attempt attacks of opportunity can attempt a Reflex (DC 18) save to avoid being engulfed—on a success, they are pushed back or aside (target's choice) as the crimson death moves forward. Engulfed opponents gain the pinned condition, are in danger of suffocating, are trapped within the crimson death's body until they are no longer pinned, and suffer 1d6 points of damage and 1d6 points of Constitution damage every round. A victim reduced to 0 Constitution dies. The save DC is Strength-based.

**Susceptibility (Ex)** After draining its victim's Constitution, the crimson death, sated from its feeding, moves at half its normal speed, loses its racial bonus to Stealth checks (because it flushes crimson, hence the name), and suffers a -4 circumstance penalty to AC. These effects last for 1 hour.

## The Pirate Hugo

Behind the abandoned church lies a sprawling necropolis of crumbling marble statuary and tarnished bronze grave markers. The necropolis covers at least 10 acres, and at its heart are a number of crypts and tombs. Most have been broken into, but one remains intact.

This tomb, a smaller one, is constructed of reddish marble streaked with browns and golds. Atop the 10-foot-by-10-foot building is a tarnished bronze statue of an armored warrior blowing a horn (it was once covered with silver leaf, but no more). There is no obvious entrance to the tomb. Carved into the marble (and once decorated with silver inlay that has long ago been removed) are the words "Hugo of the Silver Trump; Mariner." Those studied in the tales of the sea might recognize the name, for Hugo was a feared pirate about 100 years ago.

The key to entering the tomb lies in the horn on the statue. The horn cannot be removed, and it cannot be blown into from the correct end. Blowing in the wrong end is possible, but has no effect. A very careful study of the statue, though, reveals that one of the fingertips on the statue's lower hand can be unscrewed to form a mouthpiece for the trumpet. If blown, a part of one of the tomb's walls descends inward, leading to a copper stair that descends into the earth.

Within the tomb proper, one finds several artifacts from Hugo's life of crime, including a stuffed eye of the deep, several cutlasses, a peg leg (a plaque indicates it was cut from one Albard the Gug) and a sea chest containing hard tack (moldy) and three bottles of excellent rum. A fourth, also sealed with wax, contains a treasure map. Hugo's resting place appears to be behind a brass medallion that measures three feet in diameter and is covered in a bas-relief of a wind god, cheeks filled with air and lips pursed as though blowing up a hurricane. If this is pried loose, Hugo's spirit, now a **crimson death**, leaks out and does its best to spread death and destruction.

Behind the medallion is a small space that contains 1,240 cp, 370 sp, 2,650 gp and a small brass brooch (worth 1 gold piece) that can be used to unlock the fabulous treasure indicated on the map mentioned above.

## Defender Globe

*This small glowing orb radiates light similar to that of a lantern. Small filaments of electrical energy dance across its illuminated surface.*

This small outsider is bound by spellcasters using the *summon monster III* or *lesser planar binding* spells, serving for up to 1 day per caster level. Using more powerful incantations can bind the globes for longer periods (GM's discretion). They can understand, but not speak, any language spoken by their summoner. The summoned globes can understand simple orders, and carries out their last order until destroyed or dismissed.

**DEFENDER GLOBE**

**CR 3**

**XP 800**

N Small outsider (elemental, native)

**Init** +3; **Senses** darkvision 60 ft.; **Perception** +8

**AC** 17, touch 17, flat-footed 13 (+2 deflection, +3 Dex, +1 dodge, +1 size)

**hp** 26 (4d10+4)

**Fort** +2; **Ref** +7; **Will** +5

**Defensive Abilities** awareness, defensive aura; **Immune** electricity; **Resist** cold 10, fire 10

**Speed** 5 ft., 40 ft. fly (perfect)

**Ranged** electrical bolt +8 (2d6 electricity)

**Spell-Like Abilities** (CL 4th)

Continuous—light

**Str** 4, **Dex** 16, **Con** 12, **Int** 4, **Wis** 12, **Cha** 14

**Base Atk** +4; **CMB** +0; **CMD** 16 (can't be tripped)

**Feats** Dodge, Mobility

**Skills** Fly +20, Knowledge (planes) +4, Perception +8

**Environment** any

**Organization** solitary

**Treasure** incidental

**Awareness (Ex)** A defender globe cannot be surprised or flanked.

**Defensive Aura (Ex)** A defender globe adds its Charisma bonus to its AC and CMD as a deflection bonus.

**Flight (Su)** A defender globe can cease or resume flight as a free action. The ability is supernatural, so it becomes ineffective in an *antimagic field*, and the defender globe loses its ability to fly for as long as the antimagic effect persists.

## Wrath of the Silver Angels

At the heart of the third level of a dungeon there is a central chamber clad in alabaster and jade. The chamber is circular, with a domed ceiling covered in beaten silver that reflects the light of three globes of crackling electricity. These globes rest upon the hands of three silver statues of angels (silver leaf, about 300 gp worth on each statue). The angels are about 10 ft. tall and clustered in the center of the room. Each looks upon a stone door with a central pivot.

The orbs are **3 defender globes** bound here not to protect these doors (which lead to trapped corridors), but rather to protect the dome. The dome is an illusion, hiding a much larger chamber (the chamber containing the statues is like a pit in the center of this larger chamber) that serves as a wizard's library and holds several stuffed specimens of monsters the wizard has slain over the years.

## Demon, Pestilenzi

*These putrid creatures reek of decay and rot. Appearing as small cherubs covered in sores and weeping wounds, the small stature of these demons belies their danger and destructive potential.*

Pestilenzi demons are hideous, hateful creatures born to spread disease and dismay. These little beasts spread contagion wherever they go, always seeking to have their work carry on without them. The pestilenzi may be summoned with a *summon monster III* or *lesser planar binding* spell. They are spiteful, difficult to control, and generally terrible little monsters.

**PESTILENZI DEMON**

**CR 3**

**XP 800**

CE Small outsider (chaotic, demon, evil, extraplanar)

## A DUNGEON OF GRAVES BESTIARY

**Init** +8; **Senses** darkvision 60 ft.; **Perception** +9

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**AC** 17, touch 15, flat-footed 13 (+4 Dex, +2 natural, +1 size)  
**hp** 30 (4d10+8)  
**Fort** +6; **Ref** +10; **Will** +3  
**DR** 5/cold iron or good; **Immune** electricity, poison; **Resist** acid 10, cold 10, fire 10

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**Speed** 20 ft., fly 60 ft. (perfect)  
**Melee** bite +5 (1d6 plus 1d6 acid and pestilenzi rot)  
**Spell-Like Abilities** (CL 8th)  
At will—*greater teleport* (self plus 50 lbs. of objects only),  
*invisibility* (self only)  
3/day—*grease*, *summon swarm*, *whispering wind*  
1/day—*summon* (level 3, 1 pestilenzi or 1d4 dretches, 40%)

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**Str** 11, **Dex** 18, **Con** 14, **Int** 9, **Wis** 15, **Cha** 12  
**Base Atk** +4; **CMB** +3; **CMD** 17  
**Feats** Improved Initiative, Lightning Reflexes  
**Skills** Bluff +8, Fly +21, Knowledge (planes) +6, Perception +9, Stealth +15  
**Languages** Abyssal, Celestial, Draconic; telepathy 100 ft.

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**Environment** any (Abyss)  
**Organization** solitary or rash (2–12)  
**Treasure** none

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**Pestilenzi Rot (Su)** Disease—bite; save Fort DC 14; onset 1 minute; frequency 1/day; effect 1d6 Con and 1d6 Cha; cure — A creature suffering from pestilenzi rot cannot recover naturally over time. Anyone casting a conjuration (healing) spell on the afflicted creature must succeed on a DC 10 caster level check, or the spell is wasted and the healing has no effect. Anyone who dies from pestilenzi rot turns to dust and cannot be raised without a *resurrection* or greater magic. The save DC is Constitution-based.

## Where Angels Fear to Tread Water

As one walks through a wide, green valley, they slowly begin to smell an air of decay. The walls of the valley grow closer and closer, until they arch above the traveler's head and turn into a large tunnel through a mountain (to what is up to the GM). The walls of the cavern are first covered with putrid yellow blossoms and thick, pale green vines. As one continues through the tunnel, the ground slopes and eventually becomes a shallow pool of brackish water. The walls become slimier here, and phosphorescent mushrooms cluster around the banks of the long pool. An alert adventurer may spot a cluster of golden posts in the middle of the pool.

There are five such posts, four sticking up out of the water, about 10 ft. apart and in sort of a circle. A fifth lies beneath the waters at the edge of the pool, just barely visible. Each post weighs about 100 pounds and is worth about 50 gp (it has a core of lead). If the final post is put in its hole (one can find it by groping in the water), the post-setter discovers, much to their chagrin, that they have completed a mystic circle started long ago. At first, this creates a hole in the material plane, draining the water from the pool (DC 15 Swim check or DC 15 Strength check to avoid being sucked under, taking 1d6 points of lethal damage for 1d6 rounds as the PC is dumped down a rocky water chute). Once the water is gone, three cherubs with feathery wings slowly emerge from the hole and begin flying about the tunnel, cackling with glee.

The cherubs are 3 **pestilenzi demons**. A closer look at them in proper light reveals this, as they are covered in boils and sores and the like. Those who fall into the hole find themselves deep within Rappan Athuk (wherever the GM likes!).

## Devouring Mist

*This drifting nightmare resembles a cloud of dark red vapor about 10 ft. in diameter.*

Spawned of the dreams of the Bloodwraith, devouring mists are undead composed of equal parts blood and malice, wedded together by negative energy. They drift the halls of the Bloodways, looking for living prey to feed on and torment. When they strike, they surround their enemies and draw their blood from their bodies.

Devouring mists are possessed of a malicious cunning. They are quite capable of blending into the mists of the Bloodways so as to take their prey unaware. They may also follow creatures for a time and attack when they are distracted or preoccupied. A devouring mist may even stalk its prey over hours or even days, striking again and again, in effect milking them of blood.

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**DEVOURING MIST** **CR 10**  
**XP 9,600**  
NE Large undead (swarm)  
**Init** +4; **Senses** darkvision 60 ft.; **Perception** +26

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**AC** 13, touch 13, flat-footed 9 (+3 Dex, +1 dodge, –1 size)  
**hp** 133 (14d12+42)  
**Fort** +9; **Ref** +10; **Will** +12  
**Defensive Abilities** channel resistance +4, swarm traits;  
**Immune** undead traits, weapon damage; **SR** 24  
**Weaknesses** swarm traits

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**Speed** fly 40 ft. (perfect)  
**Melee** swarm (blood drain)  
**Space** 10 ft.; **Reach** 0 ft.  
**Special Attacks** create spawn, distraction (DC 20)

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**Str** 1, **Dex** 19, **Con** —, **Int** 8, **Wis** 16, **Cha** 16  
**Base Atk** +10; **CMB** —; **CMD** —  
**Feats** Dodge, Great Fortitude, Improved Channel Resistance, Lightning Reflexes, Mobility, Skill Focus (Perception)  
**Skills** Fly +26, Perception +26, Stealth +16 (+26 in the Bloodways); **Racial Modifiers** +10 circumstance bonus on Stealth checks while in the red mists of the Bloodways

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**Environment** underground (the Bloodways)  
**Organization** solitary  
**Treasure** none

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**Blood Drain (Ex)** Creatures in the devouring mist's space at the end of its movement each round take 1d4 points of Constitution damage as it siphons blood out of the victim's body. For every point so drained, the devouring mist heals 5 hit points of damage. Creatures without blood take no damage from the devouring mist.

**Create Spawn (Su)** Any creature slain by a devouring mist rises as a vampire spawn in 1d4 days, unless the remains are *blessed*. If the victim had more than 5 hit dice, there is a 1% chance per hit die that it arises as a full-fledged vampire instead, or a 5% chance per hit die if the victim was of the humanoid type.

## The Cyclopean Eye

While spelunking as only adventurers can, they come to a large cavern that, in shape, is reminiscent of an amphitheater. The walls are stark white, but stained with rust. The floor of this natural amphitheater has been carved smooth, and at the back of the cave is a dais upon which stands a terracotta statue. The statue is 20 ft. tall and depicts a cyclops holding a



## A DUNGEON OF GRAVES BESTIARY

large mattock. The cyclop's eye is a large sapphire (worth 1,500 gp). If the sapphire is pried loose, a **devouring mist** is freed from the hollow statue.

The only treasure on the statue is the mattock, which, if chipped out of the terracotta, is a *mattock of the titans*. A stout swing of the mattock against the back wall of the cave opens up more astounding corners of the underworld.

### Ebon Ooze

*This is a jet-black, loathsome mass in a roughly spherical shape that slithers forward with a wet slurping sound.*

The ebon ooze is a cousin of the black pudding. It has an affinity for negative energy, and tends to dwell in locations near undead and evil priests. Unlike most oozes, an ebon ooze is intelligent, and takes great pleasure in stalking and devouring living creatures. Although it is not harmed by sunlight, the ebon ooze finds it painful, and usually takes shelter in a dark, shady location if outdoors during the day.

Ebon oozes are ambush predators, using terrain to their advantage to conceal itself until prey draws near. If it feels it clearly outmatches its prey, an ebon ooze may choose to forego grabbing and killing it outright, instead stalking and toying with it. However, when facing a clearly superior opponent, the ebon ooze is not afraid to retreat, and generally tries to have some means of escape should a fight go against it, such as a deep, narrow crevice or the bottom of a deep pool.

#### EBON OOZE

XP 2,400

NE Huge ooze

**Init** +2; **Senses** blindsight 60 ft.; **Perception** +2

CR 6

**AC** 6, touch 6, flat-footed 6 (-2 Dex, -2 size)

**hp** 100 (8d8+40 plus 8)

**Fort** +9; **Ref** +0; **Will** +4

**Defensive Abilities** negative energy affinity; **Immune** acid, disease, ooze traits, sonic

**Speed** 20 ft., swim 20 ft.

**Melee** slam +12 (3d6+10 plus 2d6 acid plus grab)

**Space** 15 ft.; **Reach** 10 ft.

**Special Attacks** disease (slimy doom, DC 21)

**Str** 24, **Dex** 7, **Con** 24, **Int** 8, **Wis** 14, **Cha** 3

**Base Atk** +6; **CMB** +15 (+19 to grapple); **CMD** 23 (can't be tripped)

**Feats** Improved Initiative, Lightning Reflexes, Skill Focus (Stealth), Toughness<sup>B</sup>, Weapon Focus (slam)

**Skills** Stealth +1

**Environment** underground

**Organization** solitary

**Treasure** standard

**Negative Energy Affinity (Ex)** An ebon ooze is healed by negative energy attacks, and harmed by positive energy, as if it were undead.

**Slimy Doom (Ex)** Slam—injury; save Fort DC 21; onset 1 day; frequency 1 day; effect 1d4 Con damage; cure 2 consecutive saves.

### Disturb Not the Vampires' Revels

A vampires' retreat is a very secret, special place, where different bloodlines mingle and exchange gossip without the threat of violence. They are usually palatial places, always underground, and hidden behind the simplest of facades. One in particular, in the stately city of Nomo, is within the many-storied (both in terms of their multiple levels and fame in storytelling circles) sewers of that seat of empire. Three levels below the streets of Nomo, behind three clever traps (the infamous Rubinous

Rooms), there lies a grand gallery with many doors, those doors leading into salons, studios, feast halls, dungeons and well-appointed apartments.

The grand gallery is decorated with statues of antiquity (some of which serve as *magic jars* for pesky adventurers). It is guarded by an **ebon ooze**. Each of the vampires of Nomo carries a silver tuning fork, and striking this fork against the stone floor causes the ebon ooze to let a person pass without molestation. Otherwise, it immediately moves to attack intruders.

### Fungus Man

*These small, non-aggressive plant-men appear to be mobile toadstools, with brightly colored caps, stubby arms and thick, trunk-like legs. They do not speak, but they hold up their hands in a sign of peace or supplication.*

Fungus men are an extremely peaceful and easy-going race of intelligent plants. They are bipedal, in a squat, humanoid fashion. The fungus men are sexless, and reproduce by means of spore clouds. They lack the appendages for fine manipulation of objects, but are quite dexterous in their own way. The fungus men are fiercely loyal to their fungus man king, and attack immediately if it is threatened.

#### FUNGUS MAN

XP 600

N Small plant

**Init** +2; **Senses** low-light vision; **Perception** +9

CR 2

**AC** 15, touch 13, flat-footed 13 (+2 Dex, +2 natural, +1 size)

**hp** 16 each (3d8+3)

**Fort** +4; **Ref** +3; **Will** +2

**DR** 5/slashing or piercing; **Immune** poison, plant traits, **Resist** cold 5

**Weaknesses** vulnerable to fire

**Speed** 20 ft.

**Melee** slam +5 (1d3-2)

**Special Attacks** spore cloud

**Str** 6, **Dex** 15, **Con** 13, **Int** 9, **Wis** 12, **Cha** 10

**Base Atk** +2; **CMB** +3; **CMD** 13

**Feats** Agile Maneuvers, Skill Focus (Perception), Weapon Finesse<sup>B</sup>

**Skills** Perception +9, Stealth +10

**Environment** underground

**Organization** pod (4-16), branch (17-30), colony (30+, plus a fungus man king)

**Treasure** incidental

**Spore Cloud (Ex)** Once per round as a standard action, a fungus man can release a cloud of noxious spores. All living creatures within 5 ft. must make a DC 12 Fortitude save or become nauseated for 1d4+1 rounds. The save DC is Constitution-based. This is a poison effect, and once a creature successfully saves it is immune to the spore cloud of that particular fungus man for 24 hours.

#### FUNGUS MAN KING

XP 1,200

Male giant fungus man

N Medium plant

**Init** +1; **Senses** low-light vision; **Perception** +12

CR 4

**AC** 16, touch 11, flat-footed 15 (+1 Dex, +5 natural)

**hp** 45 (6d8+18)

**Fort** +8, **Ref** +3, **Will** +5

**DR** 5/slashing or piercing; **Immune** poison, plant traits, **Resist** cold 5

**Weaknesses** vulnerable to fire

**Speed** 20 ft.

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**Melee** slam +5 (1d4)  
**Special Attacks** spore cloud

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**Str** 10, **Dex** 13, **Con** 17, **Int** 9, **Wis** 12, **Cha** 10  
**Base Atk** +4; **CMB** +5; **CMD** 15  
**Feats** Agile Maneuvers, Iron Will, Skill Focus (Perception), Weapon Finesse<sup>B</sup>  
**Skills** Perception +12, Stealth +5

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**Spore Cloud (Ex)** Once per round as a standard action, a fungus man can release a cloud of noxious spores. All living creatures within 5 ft. must make a DC 16 Fortitude save or become nauseated for 1d4+1 rounds. The save DC is Constitution-based. This is a poison effect, and once a creature successfully saves it is immune to the spore cloud of that particular fungus man for 24 hours.

### Fungal Retreat

In a thick, fetid glade of oaks and ferns, one might discover what appears to be the hole of a giant weasel or rabbit. The hole is marked by a ring of toadstools.

Inside the hole one finds a twisting little tunnel about 30 ft. long that goes about 10 ft. deep and ends in a wondrous gallery of phosphorescent mushrooms and graceful, fungal strings that look something like lace or spider webs. This gallery is about 10 ft. wide at the entrance, but becomes larger and deeper as one proceeds, the stone cut into crude steps in places. The mushrooms become larger as well, and eventually turn into a grand orchard of pale, plump mushrooms ranging from 5 to 8 ft. in height. Scattered among these are numerous **shriekers**, which raise the alarm to warn the natives, a colony of **80 fungus men** and their **aged king**.

The fungus men live in fairly small, cozy alcoves set along the walls of the mushroom cavern, hidden behind curtains of fungus. Other alcoves hold meeting rooms and pantries of fungus wine and preserved toadstools, as well as other items they have traded for from travelers.

### Gibbering Abomination

*This massive fleshy conglomeration is covered with madly staring eyes, gaping mouths in screaming faces, and pulsing orifices exuding foul-smelling substances.*

A horrifying expanse of fused faces and parts of faces, the gibbering abomination is the result of foul arcane experiments studying the creation of chimerical creatures. It bears a close superficial resemblance to a gibbering mouther or lesser gibbering orb, and may be mistaken for one of those, but they are no true relation. Instead, the gibbering abomination has been cobbled together from the faces and organs of dozens of humanoid creatures; its innards are a bizarre tangle of brains, hearts, and other organs. The gibbering abomination is in constant pain as a result of the process that created it, haunted by half-remembered memories from the creatures it was composed from.

Gibbering abominations have clear memories of the experiments and procedures they suffered in their formation, and value nothing more than their own personal freedom. Beyond that, their constant anguish has given them a hateful attitude toward other creatures.

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**GIBBERING ABOMINATION**  
**XP 25,600**

CE Large aberration  
**Init** +7; **Senses** all-around vision, darkvision 60 ft., tremorsense 60 ft.; **Perception** +18

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**AC** 22, touch 12, flat-footed 19 (+3 Dex, +10 natural, -1 size)  
**hp** 162 (13d8+91 plus 13); fast healing 3  
**Fort** +13; **Ref** +8; **Will** +8  
**Defensive Abilities** amorphous; **DR** 10/bludgeoning; **Immune**

critical hits, nausea, pain, precision damage, sickening;  
**Resist** electricity 10, sonic 10

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**Speed** 10 ft., climb 10 ft.  
**Melee** 6 bites +13 (1d8+4 plus grab /19–20)  
**Space** 10 ft.; **Reach** 5 ft.  
**Special Attacks** arcane frenzy, blood drain, disruptive cacophony  
**Spell-like Abilities** (CL 13th; ranged touch +12)  
At will—*blur*, *confusion* (single target only, DC 18), *daze monster* (no HD limit, DC 16), *dispel magic*, *enfeeblement* (as ray but no ranged attack required, DC 15), *fear* (single target only DC 18), *freedom of movement*, *freezing ray* (as *scorching ray* but cold damage) *overland flight*, *telekinesis* (325 pounds max, DC 19)

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**Str** 18, **Dex** 16, **Con** 25, **Int** 10, **Wis** 6, **Cha** 19  
**Base Atk** +9; **CMB** +14 (+18 to grapple); **CMD** 27 (can't be tripped)  
**Feats** Combat Reflexes, Endurance<sup>B</sup>, Great Fortitude, Improved Critical (bite), Improved Initiative, Iron Will, Lightning Reflexes, Toughness, Weapon Focus (bite)  
**Skills** Climb +12, Fly +9, Knowledge (dungeoneering) +9, Perception +18, Spellcraft +12, Stealth +15, Survival +10;  
**Racial Modifiers** +4 Perception  
**Languages** Aklo  
**SQ** deathless

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**Environment** forest or underground  
**Organization** solitary  
**Treasure** standard

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**All-around Vision (Ex)** A gibbering abomination sees in all directions at once. It cannot be flanked List special ability info here.

**Amorphous (Ex)** A gibbering abomination's body is malleable and shapeless. It is immune to precision damage (like sneak attacks) and critical hits, and can move through an area as small as one-quarter its space without squeezing or one-eighth its space when squeezing.

**Arcane Frenzy (Ex)** A gibbering abomination is capable of using its spell-like abilities more frequently than other creatures. It may use a single spell-like ability each round as a swift action, two spell-like abilities as a standard action, or four spell-like abilities as a full-round action; it may not choose to do more than one of these in the same round, and cannot use this ability in the same round it uses Disruptive Cacophony. When engaging in an arcane frenzy, the gibbering abomination may use the same spell-like ability multiple times, but may not use the same spell-like ability against the same target twice in one round. If more than one spell-like ability is used, the specific spell-like abilities and their targets must be determined before any effects are determined, including saves and attack rolls.

**Blood Drain (Ex)** On a successful grapple check after grabbing, several of the creature's mouths attach to its target. Each round it maintains its grapple, the gibbering abomination automatically deals 3d6+12 points of bite damage and 1 point of Constitution damage as it drains its victim's blood.

**Deathless (Su)** When a gibbering abomination is slain, it is not truly dead, and 1 hour later it returns to life at 0 hit points, allowing fast healing thereafter to resume healing it. A gibbering abomination can be permanently destroyed only with death magic or complete incineration of its remains (such as dumping it into a pool of magma).

**Disruptive Cacophony (Su)** As a free action the gibbering abomination may produce a horrible quasi-arcane chanting that is highly disruptive to nearby magic effects. Any creature that can clearly hear this chanting (maximum



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range 100 ft.) must make a concentration check (DC 20 plus level of spell) to successfully cast a spell or use a spell-like ability. The check DC is Charisma-based. A gibbering abomination that uses this ability may not use any of its spell-like abilities on its current turn, or until the start of its next turn.

**Pain Immunity (Ex)** Because the gibbering abomination is already in incredible pain, it is immune to any effect or condition caused as a result of extreme pain or agony. This ability does not protect it against any physical damage it might suffer as well, however.

### Gibbering Abomination Variants

As the result of the twisted experiments that created them, no two gibbering abominations have the same selection of spell-like abilities. The abilities listed in the stat block above are merely an example of a typical specimen—if such a term could be applied to a creature as bizarre as this.

When creating new gibbering abominations, use the following guidelines to assist in assigning spell-like abilities to the creature:

- The abomination should have between 8 and 12 spell-like abilities, with a combined total spell level of 38–45.
- Roughly half the spell-like abilities should be derived from 1st to 3rd-level spells, and the other half 4th to 6th-level spells. Just one should be of 7th to 9th level; the higher level that spell is, the more it should be a non-primary combat spell effect.
- Any spell with an area effect should be changed to affect a single target only with a range of Close. Similarly, any spell that would normally generate a ray effect no longer needs a ranged touch attack to hit, but if the spell would normally generate multiple rays, any additional rays are lost.
- Any caps for maximum hit dice of creatures affected should be removed, but other level-dependent caps, such as maximum number of dice of damage, should remain.
- Do not use spell-like abilities with casting times greater than one standard action, such as most summoning spells.
- In general, it is best to pick spell-like abilities with a balance of offensive, defensive, tactical, and utilitarian spell effects. However, creating a gibbering abomination focused for a particular task is certainly possible, as the mad beings who created it may have designed it with just such a purpose in mind.

### White Death

Very near the Wailing Glacier lies a forgotten cave buried most of the year by heavy avalanches and coated with sheets of treacherous ice. The people of the ice say the Withering Fissure is haunted, for strange chanting echoes rise from its unknown depths, the sounds a cacophony of speech, inhuman screaming and guttural growling no man should be able to produce. The ice-dwellers refuse to venture near the cave mouth, even if it means freezing to death on the icy tundra instead of basking in the heat rising from thermal pockets inside the cavern.

The Withering Fissure is home to a truly hideous creature: a **gibbering abomination** created from the flesh of albino creatures. The abomination's amorphous body is pale and ghostly, while its many glaring eyes are pink. The abomination has adapted to the cold of the frozen north, although it much prefers its underground home deep within the heated depths of the Withering Fissure. The monstrosity occasionally roams the snowy tundra, descending in a wail of pain-filled shrieks and a barrage of spells to inflict pain on the living. The ice-dwellers fear the White Death above all else, and hide in their ice-and-fur shelters when screams echo across the ice.

### Gibbering Orb

*These great masses of floating amorphous flesh appear to be covered in bloodshot, weeping eyes and disgustingly vile mouths. The gibbering orb is a pulsing mass of sickly greyish-green flesh, roughly 20 ft. in diameter.*

*The orb distends and undulates as it flies, seeming to spasm through the air rather than fly. The creature does not seem to have a top or bottom, nor does it have any form of appendages for handling objects.*

These great harbingers of insanity and chaos are fortunately very rare indeed. Locked away by whatever powers preserve order and sanity, the gibbering orbs occasionally make their way to the civilized world to satiate its ravenous hunger for sentient beings. While the gibbering orb looks like a mass of chaotic, insanely impossible flesh, it is a clever and very intelligent adversary. If any being is so foolish as to attack a gibbering orb, it hurls itself at its foes with complete abandon, somehow making tactical decisions despite its completely random approach to destruction.

#### GIBBERING ORB

CR 27

XP 3,276,800

CE Huge aberration

Init +16; Senses darkvision 60 ft.; Perception +37

AC 48, touch 32, flat-footed 36 (+12 Dex, +12 insight, +16 natural, –2 size)

hp 337 (27d8+216)

Fort +17; Ref +21; Will +22

Defensive Abilities all-around vision; DR 10/epic; Immune critical hits, flanking; SR 37

Speed 5 ft., fly 20 ft. (good)

Melee 12 bites +30 (2d8+11/19–20 plus grab)

Ranged 24 eye rays +31 touch

Space 15 ft.; Reach 10 ft.

Special Attacks eye rays, gibbering (60 ft., Will DC 29), steal spell, steal spell-like ability, swallow whole (4d8 constriction damage plus 3d10 acid damage, AC 18, hp 33)

Spell-like Abilities (CL 27th; save DC 16 + spell level)

At will—two stolen spells or spell-like abilities per round

Str 32, Dex 35, Con 27, Int 40, Wis 24, Cha 22

Base Atk +20; CMB +33 (+37 to grapple); CMD 55 (can't be tripped)

Feats Bleeding Critical, Critical Focus, Die Hard, Endurance, Flyby Attack, Greater Vital Strike, Improved Initiative, Improved Critical (bite), Improved Iron Will, Improved Vital Strike, Iron Will, Vital Strike, Weapon Focus (eye ray), Weapon Focus (bite)

Skills Acrobatics +42, Bluff +33, Diplomacy +33, Escape Artist +42, Fly +42, Heal +34, Intimidate +36, Knowledge (arcana) +45, Knowledge (dungeoneering) +42, Knowledge (history) +42, Knowledge (local) +42, Knowledge (planes) +45, Linguistics +42, Perception +41, Sense Motive +34, Spellcraft +45, Stealth +34, Survival +37, Use Magic Device +33; Racial Modifiers +4 Perception

Languages all

SQ flight

Environment any

Organization solitary

Treasure standard

**Eye Rays (Su)** Two dozen of the eyes can each produce a magical ray each round, with each eye emulating a spell from among the list of spells below (CL 27th). The save DCs, where applicable, are 16 + spell level. A gibbering orb has no directional limitations on where it can point its eye rays, because the eyes orbiting around its body drift and float wherever needed. However, a gibbering orb can never aim more than five rays at any single target, due to limitations of aiming. All rays have a range of 150 ft. Each of these effects functions as a ray, regardless of the normal parameters of the spell it resembles. That is, each is usable against a single target and requires a ranged touch attack. The eye rays are: cone of cold, disintegrate, dominate monster, energy

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*drain, feeblemind, finger of death, flesh to stone, greater dispel magic, harm, hold monster, horrid wilting, implosion, inflict critical wounds, lightning bolt, magic missile, mage's disjunction, irresistible dance, baleful polymorph, power word blind, power word kill, power word stun, prismatic spray, slay living, and temporal stasis.*

**Flight (Ex)** The gibbering orb's body is naturally buoyant. This buoyancy allows it to fly as the spell, as a free action, at a speed of 20 ft. This buoyancy also grants it a permanent *feather fall* effect with personal range.

**Gibbering (Su)** The cacophony of speech emanating from the scores of mouths that make up the orb forces all within 60 ft. of the creature to succeed at a DC 29 Will save each round or suffer the effects of an *insanity* spell.

**Steal Spell/Steal Spell-Like Ability (Su)** When a creature dies by being swallowed whole (or when a creature killed by the gibbering orb in some other fashion is eaten by it), the gibbering orb absorbs the creature's known spells, prepared spells, and spell-like abilities. The orb can use any two of those abilities per round as a free action. Each originates from an eye that is not producing an eye ray (see above) that round. Stolen spells and spell-like abilities are lost after 24 hours.

## Here Comes the Sun

Nestled in the peaks of the Hollow Spire Mountains, the long-abandoned Observatory of Galthelt is a universe unto itself. The limestone building is a marvel of construction, with two-story-tall marble columns supporting a flat, unbroken stone slab roof a half mile long and nearly as wide. A set of double doors leads into an ornate marble foyer. The foyer is austere, with a single wrought-iron circular staircase in the center of the room descending into the mountain.

The building is even more impressive belowground, where its underground chamber is as long and as wide as the building above and nearly four stories deep. The walls, ceiling and floor are a reflective black and seem to absorb light. The metal staircase descends to the chamber's onyx tile floor. Even the black metal of the staircase vanishes into the all-consuming darkness.

The observatory's builders filled the chamber with miracles only they knew how to create and control: Giant floating rocks twirl and spin around one another like planets in the void, while will-o'-the-wisp comets race in arcs through the inky depths. Millions of colorful witchlights twinkle along the walls and ceiling. Frozen gas spores drift in lazy orbits. A giant sun floats high above. It's like standing in the middle of space, with the universe swirling around you. Despite the floating planets, gravity remains normal throughout the room.

The observatory was designed to model the universe, with planets, comets and myriad other objects flying freely through the imitation stellar void. Chunks of stone fly in shattering orbits around the room, smashing into one another with booming crashes.

The giant orb floating high above is a **gibbering orb** the builders dyed yellow and placed in stasis at the center of the display to imitate a sun. The giant orb awoke, however, and found itself trapped within the observatory. Its powerful eye beams can't break through the black walls, but not for lack of trying. It blasted and shattered many of the smaller planets into flying debris fields. The hungry orb descends to feed on sentient beings entering the observatory.

## Gibbering Orb, Lesser

*These hideous masses of floating flesh appear to be covered with staring eyes and hungry mouths. The lesser gibbering orb is a pulsing mass of sickly greyish-green flesh, roughly 8 ft. in diameter. The orb seems to fly in starts and fits, but this is a ruse, for the creature is nimble for its bulk. It may be a distant cousin to the eye of the deep or similarly-orbed entities.*

The lesser gibbering orb is either a version of the gibbering orb, or so similar it makes no difference for naming purposes. These odd beasts are not quite the force of nature their larger brethren are, but they are every bit as chaotic and hungry as the larger version. These creatures are very distinct, and no two lesser gibbering orbs encountered are the same, if the encounter is survived at all!

The gibbering orb has the ability to bite its foes by extending a pseudopod with one of its mouths protruding from the end. The orb can extend two of these at any one foe, or a total of six in any given round. At the same time, the legions of eyes have the ability to cast a host of spells at a rapid rate.

### LESSER GIBBERING ORB XP 12,800

CR 11

CE Large aberration

**Init** +7; **Senses** darkvision 60 ft.; **Perception** +23

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**AC** 20, touch 12, flat-footed 17 (+3 Dex, +8 natural, -1 size)  
**hp** 91 (14d8+42)

**Fort** +7; **Ref** +7; **Will** +11

**Defensive Abilities** all-around vision; **Immune** critical hits, flanking; **SR** 21

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**Speed** 5 ft., fly 30 ft. (good)

**Melee** 6 bites +12 (1d8+3 plus grab)

**Ranged** 6 eye rays +13 touch

**Space** 10 ft.; **Reach** 5 ft.

**Special Attacks** eye rays, gibbering (60 ft., Will DC 23), steal spell, steal spell-like ability, swallow whole (1d8 acid damage, AC 14, hp 9)

**Spell-like Abilities** (CL 14th; save DC 16 + spell level)

Constant—fly

At will— one stolen spell or spell-like ability per round

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**Str** 16, **Dex** 17, **Con** 17, **Int** 20, **Wis** 14, **Cha** 22

**Base Atk** +10; **CMB** +14 (+18 grapple); **CMD** 27 (can't be tripped)

**Feats** Diehard, Endurance, Flyby Attack, Improved Initiative, Iron Will, Vital Strike, Weapon Focus (eye ray)

**Skills** Acrobatics +20, Fly +20, Intimidate +23, Knowledge (arcana) +22, Knowledge (dungeoneering) +19, Linguistics +19, Perception +23, Sense Motive +16, Stealth +16; **Racial Modifiers** +4 Perception

**Languages** all

**SQ** flight

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**Environment** any

**Organization** solitary or occulum (2-3)

**Treasure** standard

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**Eye Rays (Su)** Six of the eyes can produce a magical ray per round, with each eye emulating a spell from among the list of spells below as if cast by a 14th-level caster. The save DCs, where applicable, are 16 + spell level. A gibbering orb has no directional limitations on where it can point its eye rays, because the eyes orbiting around its body drift and float wherever needed. However, a gibbering orb can never aim more than three rays at any single target, due to limitations of aiming. All rays have a range of 80 ft. Each of these effects functions as a ray, regardless of the normal parameters of the spell it resembles. That is, each is usable against a single target and requires a ranged touch attack. The eye rays are: *daze monster*, *dispel magic*, *flaming sphere*, *inflict moderate wounds*, *magic missile*, and *ray of enfeeblement*. The save DC is Charisma-based.

**Flight (Sp)** The gibbering orb's body is naturally buoyant. This buoyancy allows it to cast *fly*, as the spell, as a free action, at a speed of 30 ft. This buoyancy also grants it a permanent *feather fall* effect with personal range.

**Gibbering (Su)** As a free action, no more than once per



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1d4 rounds, a gibbering orb can emit a cacophony of maddening sound. All creatures other than gibbering mouters and gibbering orbs within 60 ft. must succeed on a DC 23 Will save or be confused for 1d4 rounds. This is a mind-affecting compulsion insanity effect. A creature that saves cannot be affected by the same orb's gibbering for 24 hours. The save DC is Charisma-based.

**Steal Spell/Steal Spell-Like Ability (Su)** When a creature dies by being swallowed whole (or when a creature killed by the gibbering orb in some other fashion is eaten by it), the gibbering orb absorbs the creature's known spells, prepared spells, and spell-like abilities. The orb can use any one of those abilities per round as a free action. Each originates from an eye that is not producing an eye ray (see above) that round. Stolen spells and spell-like abilities are lost after 24 hours.

### Lesser Gibbering Orb Eye Rays

Lesser gibbering orbs are an immature or offshoot form of the great and terrible aberrations that are known to inhabit the dark recesses of the world. Created in some manner of magical nightmare, the orbs are as different as their underground realms. If the GM so desires, these additional eye powers are presented as possible replacements.

**Eye Rays (Su)** Six of the eyes can each produce a magical ray each round, with each eye emulating a spell from among the list of spells below as if cast by a 14th-level caster. The save DCs, where applicable, are 16 + spell level. A gibbering orb has no directional limitations on where it can point its eye rays, because the eyes orbiting around its body drift and float wherever needed. However, a gibbering orb can never aim more than three rays at any single target, due to limitations of aiming. All rays have a range of 80 ft. Each of these effects functions as a ray, regardless of the normal parameters of the spell it resembles. That is, each is usable against a single target and requires a ranged touch attack.

A lesser gibbering orb can have up to 6 eye rays, each based on a 0–3rd level cleric or sorcerer spell. The rays can be determined by the GM or rolled randomly on the table below.

Roll	Eye Ray
1	acid arrow
2	blindness/deafness
3	chill touch
4	color spray
5	daze monster
6	dispel magic
7	flaming sphere
8	glitterdust
9	grease
10	hypnotism
11	hypnotic pattern
12	inflict light wounds
13	inflict moderate wounds
14	magic missile
15	ray of enfeeblement
16	ray of frost
17	shatter
18	sleep
19	slow
20	touch of fatigue

## All Talk

Patches of dank moss hangs limply from the walls of the Helstrain Passage, an underground tunnel built—then abandoned—when it broke through a natural cave system beneath the Ice Chalk Mountains. The tunnel doesn't go unused, however, as adventurers routinely test its depths, falsely thinking the tunnel must be a route to an underground kingdom of untold riches. Everyone who enters the tunnel—and escapes its twisting branches alive—tells nightmarish stories of whispering voices following their every footstep.

The lightless tunnel is filled with a green moss that grows in verdant clumps on the tunnel's limestone walls. The moss glows a pale green in complete darkness, and produces a bright, jade-colored flame when burned. The moss has one other property: It absorbs sounds and repeats them for weeks afterward. The odd resonance comes from the limestone walls the moss grows upon, which absorb the vibrations and “plays them back” when new sounds vibrate the moss and rock. The moss and limestone lose their sound-absorbing abilities if the moss is scraped from the walls. New patches grow within a month.

A **lesser gibbering orb** recently rose from the deep caves under the mountain to hunt within the tunnels. The moss absorbed its gibbering rants, and repeats its confusing words if noise is made inside the tunnels. PCs must succeed on a DC 23 Will save or be confused for 1d4 rounds as per the orb's gibbering ability when the cacophonous chanting begins all around them.

The lesser gibbering orb waits for the moss to possibly disable adventurers before rising out of a side passage to attack. It uses its own gibbering to stun still-standing PCs. The moss replays the screams of the dying for weeks.

## Horde, Zombie

*A stumbling crush of moaning, reaching bodies comes towards you. Empty eyes seek you out, each staggering footstep bringing the deathless mass closer. Straining to grasp you, this group of zombies is so tightly packed together it seems to be a single mass of undead, flailing limbs.*

Zombies are one of the most used and abused of the mindless undead. Singly, a zombie may be dealt with by experienced adventurers. When gathered together in a horde, these mindless creatures are a terror to behold. Packed together as tightly as they are, they appear as one solid mass of decaying flesh and sinuous limbs.

The flailing nature of the zombie horde's limbs allow the throng to grasp and tear at opponents, dealing rend damage in addition to their base attack. Any time the horde is in an opponent's square, the target risks being completely overrun by the horde.

If the horde takes enough individual damage to break it up, up to a dozen of the creatures continue on their rampage of destruction, until finally they too must be slain.

### ZOMBIE HORDE

CR 14

XP 38,400

NE Colossal undead (horde)

**Init** +0; **Senses** darkvision 60 ft.; **Perception** +0

**AC** 17, touch 6, flat-footed 17 (+11 natural, -16 size)

**hp** 110 (20d8 plus 20)

**Fort** +6; **Ref** +6; **Will** +12

**Defensive Abilities** half damage from piercing weapons; **DR** 10/slashing; **Immune** undead traits

**Speed** 30 ft.

**Melee** horde attack (6d6)

**Space** 30 ft.; **Reach** 5 ft.

**Special Attacks** feral rage, rend (+3d6)

**Str** 22, **Dex** 10, **Con** –, **Int** –, **Wis** 10, **Cha** 10

**Base Atk** +15; **CMB** +25; **CMD** 35 (can't be tripped)

**Feats** Improved Overrun<sup>B</sup>, Toughness<sup>B</sup>  
**Skills** Stealth -13

**Environment** any

**Organization** solitary, mass (2–4 hordes), apocalypse (7–12 hordes)

**Treasure** none

**Feral Rage (Ex)** The horde attacks as a ruthless mob, intent only on tearing apart those that fall into their clutches. This frenzy prevents them from using any sort of tactics, and frees them from any form of control by other beings. However, the sheer force of the wave attack allows them to deal 6d6 points of damage to any creature whose space they occupy at the end of their move. This ability is lost if the horde is broken up.

**Horde Traits (Ex)** Hordes are not so called because of the size of the group but rather the size of the creatures that compose the horde. Unlike normal swarms, hordes are composed of Medium creatures which are usually a normal version of a creature but otherwise behave in a swarm-like manner. There are usually around 50 creatures in a horde. The net effect is that they take only half damage from piercing weapons but take normal damage from other weapons. In addition when the swarm is reduced to 0 hit points or lower and breaks up, unless the damage was dealt by area-affecting attacks, then 2d6 surviving members of the horde continue their attack, though now only as individual creatures. Otherwise, a horde conforms to all of the other swarm traits as described in the *Pathfinder Roleplaying Game Bestiary*.

**Rend (Ex)** Due to the grasping and clawing nature of the zombie horde attack, any time the horde does more than 25 points of damage, add 3d6 slashing damage from the additional pulling and tearing. This ability is lost if the swarm is broken up.

## Terracotta Corpses

Deep within the Kajani Forest, the skull of a ram sits on a limestone outcropping that juts from the dark earth. The intact skull rocks slowly as if breathing. Dozens of amethysts (350 gp total) and obsidian orbs (250 gp total) surround the skull, and a ghastly lavender mist seeps from its nostrils and rolls down the rock to dissipate into the ground. No life exists within 100 ft. of the strange skull.

Surrounding the ram's skull are hundreds of crude terracotta statues kneeling in homage to the skull. Each fragile statue holds a gelatinized human corpse in its arms. If broken open, the creamy centers of the statues ooze out like fermented sludge.

The ram's skull is all that remains of the *Ram Rod of the Apocalypse*, an ancient relic from the days when Orcus' disciples threatened the world of men. The relic was made from the backbone, ribs and skull of a ram and allowed the wielder to create hordes of undead servants. High priest Akruel Rathamon wielded the rod during the War of Divine Discord, but it shattered against the *Scepter of Faiths* in a massive explosion that sent fragments spinning across the planes. The headpiece landed in the forest and became a pilgrimage site for the undead lord's cultists.

The ram's skull retains some of its horrific powers. Once per week when in the presence of a living being, the *Ram Rod* skull can animate all dead (as *animate dead* but without level limitations) within 100 ft. If no living creature comes within 100 ft. of the skull, it remains helpless. Once approached, the skull creates a **zombie horde** from the decayed corpses inside the statues. If the terracotta statues (and the liquefied corpses within) are destroyed before the skull is approached, the skull waits until sufficient dead are within range before creating a horde. The skull is impervious to any mortal damage or spell.

## Mordnaissant

*Floating before you is a horrid, shriveled human fetus nested within a translucent sphere of dark energy. Its jet-black eyes glitter with intensity as it twitches and spasms slightly, as if in great pain.*

Occasionally when a gravid woman dies violently in a place infused with unholy or negative energies, the unborn child within her does not perish, but instead continues to grow, vitalized by dark power, until it is capable of clawing its way free from its dead mother. This horrible creature, known as a mordnaissant, lives an existence of eternal pain, loneliness and suffering, relived only by its ability to inflict harm on those around it. Mordnaissants avoid bright light if they can, though they suffer no ill effects from it.

**MORDNAISSANT**

**CR 7**

**XP 3,200**

NE Tiny undead

**Init** +6; **Senses** darkvision 60 ft., lifestense; **Perception** +18

**AC** 20, touch 20, flat-footed 18 (+6 deflection, +2 Dex, +2 size,)

**hp** 94 (9d8+54)

**Fort** +9; **Ref** +5; **Will** +10

**Defensive Abilities** channel resistance +2, shield of agony;

**Immune** undead traits

**Speed** 5 ft. (cannot run), fly 50 ft. (perfect)

**Melee** 2 claws +10 (1d2–4)

**Ranged** *lash of fury* +11/+6

**Space** 2–1/2 ft.; **Reach** 0 ft. (30 ft. with *lash*)

**Special Attacks** death curse, *lash of fury*, pain wail

**Str** 3, **Dex** 14, **Con** —, **Int** 7, **Wis** 18, **Cha** 23

**Base Atk** +6; **CMB** +6; **CMD** 18

**Feats** Ability Focus (*lash of fury*), Improved Initiative, Skill Focus (Perception), Weapon Finesse, Weapon Focus (ray)

**Skills** Fly +19, Perception +18, Stealth +21

**Environment** any

**Organization** solitary, twins, or litter (3–8)

**Treasure** none

**Death Curse (Su)** As a final cruel jest to the individual that puts a mordnaissant out of its misery, the slayer must make a DC 20 Will save or suffer from a terrible curse that reduces all subsequent experience points awarded by 50%. The save DC is Charisma-based.

**Lash of Fury (Su)** The mordnaissant can lash out with its negative energy powers and directly attack the vitality of living creatures, in the form of a twisting stream of black energy. The mordnaissant must make a ranged touch attack against its target as an attack action. If the ray hits, the victim must make a DC 22 Fortitude save for half damage or duration, depending on the specific effect chosen by the mordnaissant. The save DC is Charisma-based. The *lash of fury* has a range of 30 ft. with no range increment.

The mordnaissant can pick from three possible lashes; it must make its choice prior to rolling the attack. The three options are: *whip the flesh* (as *inflict moderate wounds*, 2d8+9 damage), *whip the mind* (1d4 points of Intelligence damage), or *whip the soul* (stun 1d4+1 rounds). A critical hit doubles the damage rolled or the duration, in the case of *whip the soul*.

**Lifestense (Su)** A mordnaissant notices and locates living creatures within 60 ft., just as if it possessed the blindsight ability.

**Pain Wail (Su)** As a swift action, the mordnaissant can

## A DUNGEON OF GRAVES BESTIARY

produce a terrible wailing sound that reflects the pain it experiences every moment of its existence. All living creatures within 20 ft. must make a DC 20 Will save or be dazed for one round. For every 20 points of damage the mordnaissant takes, the save DC increases by +1.

**Shield of Agony (Su)** A mordnaissant harnesses the pain of its existence to shield it. It adds its Charisma modifier as a deflection bonus to its AC and CMD.

### Wail of the Earth Mother

The villagers of Ceza' Atan and Cata Luawn fear the Seething Jungle, even as they worship within it. Their earth mother protector is in pain, her anguished wails echoing through the banyan trees and shoots of bamboo. Villagers escort virgins to the bamboo-and-emerald idol, but the sacrifices haven't appeased the goddess. The escorts are also missing. Villagers say the goddess's spirit walks uneasily among the trees, mercilessly killing those who approach her reclining statue.

The earth mother idol is a massive emerald-and-bamboo construction standing 15-ft.-tall in the center of a jungle clearing. A low altar of black igneous rock stands before the statue of the earth goddess. Piled emerald stones form her head, shoulders and arms. Sharpened bamboo branches curve to form her fertile belly. Her legs are stone arches rising from the ground. The superstitious villagers sacrifice the virgins each full moon by tying the women to the fast-growing bamboo. The sharp shoots slowly impale and kill the struggling women. Skeletons are still entwined in the thick bamboo, with more bones littering the jungle floor around the statue.

Unfortunately for the villagers, the last woman sacrificed was not a virgin. She was a few months pregnant, but hid her condition from the villagers. When the woman died on the sharpened stakes, her unborn child became a **mordnaissant** that inhabits the idol's barren bamboo womb. The unholy child rises out of the bamboo-and-bone thicket to attack anyone approaching its "mother."

## Plantoid

*This creature is a floating sphere of moss with several red eyes that are randomly spaced over the surface of the sphere, looking out through eyelid-like gaps.*

Plantoids are creatures from another dimension or plane of existence, occasionally summoned forth into the Material Plane. The eyes are not magical, but the long strands of moss trailing after the plantoid have a very dangerous ability to enslave anyone caught within them. The soft, mossy consistency of plantoids makes these creatures immune to blunt weapons. The plantoids can snap their mossy beards out like whips, attempting to touch a potential victim.

### PLANTOID

CR 4

XP 1,200

N Medium plant (extraplanar)

**Init** +1; **Senses** low-light vision; **Perception** +11

**AC** 14, touch 12, flat-footed 12 (+1 Dex, +1 dodge, +2 natural)

**hp** 42 (5d8+10)

**Fort** +6; **Ref** +2; **Will** +4

**Immune** bludgeoning damage, plant traits

**Speed** fly 40 ft. (perfect)

**Melee** 4 tendrils +3 (1d4–1 plus grab)

**Space** 5 ft.; **Reach** 5 ft. (10 ft. with tendrils)

**Special Attacks** control, create servitor, moss tendrils (+1 to grapple per tendril)

**Str** 8, **Dex** 13, **Con** 14, **Int** 12, **Wis** 16, **Cha** 16

**Base Atk** +3; **CMB** +2 (+6 grapple); **CMD** 14 (can't be

tripped)

**Feats** Dodge, Mobility, Weapon Focus (tendrils)

**Skills** Fly +17, Knowledge (planes) +6, Perception +11, Stealth +7

**Languages** Plantoid

**SQ** alien plant

**Environment** any

**Organization** group (1–8 plus one servitor per plantoid)

**Treasure** none

**Alien Plant (Ex):** Plantoids are extradimensional fungi, and have the same class skills as aberrations.

**Moss Tendrils (Ex)** A plantoid lashes out with several mossy tendrils when it attacks, gaining a +1 bonus on its grapple check for each tendril that hit its opponent.

**Control (Ex)** The tendrils of a plantoid inject a mind-controlling substance, which it injects as a free action as part of its grapple check. Anyone touched by the mossy tendrils must succeed on a DC 15 Will save or fall under control of the plantoid. This otherwise acts like the *dominate person* spell except that the plantoid must touch the target and it functions on any Medium humanoid or monstrous humanoid. Control lasts for as long as the plantoid maintains contact. The victim also gets another saving throw to resist as described under the *dominate person* spell, and once every 4 hours after control is initiated. The save DC is Charisma-based.

**Create Servitor (Ex)** Anyone who remains controlled by a plantoid for more than 24 hours becomes a plantoid servitor, all human reason irrevocably lost. A plantoid can only control and transform a single creature or servitor at a time.

### Plantoid King

It is rumored that plantoid "Kings" exist, with 10 HD and a limited immunity to both spells (SR 11+CR) and non-magic weapons (DR 5 magic).

## Plantoid Servitor

*These shambling humanoids resemble green-skinned zombies with glowing red eyes, their heads draped with moss.*

Plantoid servitors are humans (and their ilk) who have fallen prey to a plantoid. It is possible for a plantoid servitor to operate independently of a plantoid, in which case the eyes will not glow. Plantoid servitors acting independently from one of the plantoid masters are capable of following only the simplest of instructions, such as "attack anyone entering this room," and the plantoid is not able to give further instructions until it can once again gain physical contact with the plantoid servitor.

Plantoid servitors drop any held equipment when they are first dominated, but retain any worn gear such as armor, backpacks, capes, rings, and so on. At the GM's discretion, a plantoid servitor may still be wearing—and gaining the full benefit of—any special worn gear or magic items it possessed in its previous life.

### PLANTOID SERVITOR

CR 2

XP 600

N Medium plant

**Init** +0; **Senses** low-light vision; **Perception** +4

**AC** 14, touch 10, flat-footed 14 (+4 natural)

**hp** 22 (3d8+6 plus 3)

**Fort** +3; **Ref** +1; **Will** +1

**Immune** plant traits

**Speed** 40 ft.

**Melee** 2 slams +4 (1d4+2 plus grab)



**Special Attacks** grab and bite (melee +4, 1d3+2 plus poison), poison

**Str** 14, **Dex** 11, **Con** 14, **Int** 2, **Wis** 11, **Cha** 1  
**Base Atk** +2; **CMB** +4 (+8 to grapple); **CMD** 14  
**Feats** Endurance, Die Hard<sup>B</sup>, Toughness  
**Skills** Perception +4, Stealth +5  
**Combat Gear** special (see description)

**Environment** any  
**Organization** solitary, gang (2–5)  
**Treasure** special (see description)

**Grab and Bite (Ex)** A plantoid servitor that succeeds on a grapple check can make a bite attack against its opponent as an immediate action. This attack uses the plantoid servitor's full attack bonus and deals 1d3+2 damage.

**Poison (Ex)** *Transformative Poison:* Bite—injury; save Fort DC 13; frequency 1/round for 4 rounds; effect special; cure 1 save. On the first failed save, the victim is paralyzed for 1d6 rounds. On the second failed saving throw, moss rapidly grows on all skin surfaces. The victim gets a +2 bonus on the third saving throw, but if the third save fails the victim becomes a plantoid servitor under the control of the nearest plantoid. There is a 25% chance that the victim becomes a new plantoid in a hideous transformation that takes 24 hours. If the victim succeeds on his third saving throw, the moss that grew on him withers and dies and falls away within a few minutes. The save DC is Constitution-based.

## Servitors of Bedlam

The small hamlet of New Ashton is a close-knit community with strong morals and closed minds. Recently, its residents banded together to chase a wandering vagabond from their town. Rhawtin Omphalotus came to New Ashton preaching of the damnation of civilization and the fall of “progressive” gods. The Freya worshipping citizenry tarred and feathered the radical druid before driving him away.

The “druid” Omphalotus (NE human male cleric 8) is actually a follower of Rachiss, the demigod of parasites. Omphalotus seeks the downfall of civilization through the spread of parasites, leeching fungi and plagues. Omphalotus (following the teachings of Rachiss) wants nature to reclaim modern cultures through malicious activities and biological terrorism.

Omphalotus summoned a **plantoid** to enact revenge upon the New Ashton. Through slow and methodical planning, Omphalotus and the plantoid converted all but one of New Ashton's residents into **63 plantoid servitors**. Over the last two months, the naked plantoid servitors destroyed the majority of buildings and farmlands in town. Using only their bare hands (tools and weapons are forbidden), they are demolishing the community they painstakingly built.

When encountered, a group of **12 servitors** are systematically dismantling a windmill on the north side of town. **Atoka Goremun** (CG female human Com1), a teenage girl, pleads for help from her perch atop the windmill. She says her father was dragged into the town's well by a horrific orb of eyes and devoured. Her father, the captain of the town's militia, was actually enveloped by a plantoid's tendrils when he tried to poison the well and kill the creature where it hid.

The plantoid servitors bring “unconverted” travelers and citizens alike to the well in the center of town. The well remains the only feature of New Ashton untouched by demolition. The plantoid servitors return each night to sleep near the well. The plantoid rests at the bottom of the well, rising only to enslave new servitors every 24 hours. Omphalotus stays near the well, but flees if the plantoid looks like it might be defeated. Currently, the plantoid holds Atoka's father in its tendrils. He has not yet been turned into a servitor.

# Ravager

The Ravager has three possible forms, and corresponding descriptions:

**The Crawler:** *This enormous creature stands 18 ft. high at the shoulders and has a body 30 ft. long. Its body is long and narrow, with eight stubby legs ending in ebon claws the size of large falchions. Its mouth is filled with sharp black teeth, and its eyes are jet-black orbs the size of dinner platters, set*

*above a delicate muzzle like that of a bulldog. The body is hairless, covered with a thick, leathery crimson hide.*

**The Brawler:** *Towering 35 ft. high is a massive, apelike creature, resting on two sets of powerfully muscled legs. A third set of arms, thick and corded with muscle, bulges out from its massive shoulders, ending with massive black claws. The mouth is filled with jagged black teeth, and glistening black*

*eyes are set over a wide muzzle. Its skin is deep red, somewhat lighter on the underbelly.*

**The Flier:** *With a crack and boom, this creature spreads a pair of great leathery wings over 50 ft. in span. Its body is lean and covered with rippling muscle beneath a thick, leathery crimson hide. Its claws and teeth are black, as are its eyes.*

The Ravager was created eons ago by a primeval race of beings who believed in the unity of three forces: body, mind, and spirit. In their ongoing war with another race of savages, they created several weapons of terrible power. The greatest of these is the living beast known only as the Ravager.

This beast was given incredible vitality, and the power to manipulate its own body to assume a form most advantageous to it: a crawling weasel-like form that can burrow, a hulking apelike humanoid form with greater reach and strength, and a winged form to allow it greater mobility and agility.

After being used once or twice on the battlefield, those who created it realized its awesome danger and contained it in the strongest prison they could devise, suspended in time until it would once again be needed.

However, due to the subsequent influence of Orcus near the vault where the Ravager was contained, the wards were damaged, and a taint of evil infected its quarantine. This has resulted in it reproducing asexually, and has granted the ravager an astonishing capacity for growth. For every week that it lives, it permanently gains 1 hit die. There is no known limit to how far this advancement can go before it either devastates the planet it lives on or collapses under its own weight.

### THE RAVAGER (CRAWLER FORM)

CR 30

XP 9,830,400

N Gargantuan magical beast

**Init** +7; **Senses** darkvision 120 ft., low-light vision, scent, tremorsense 60 ft.; **Perception** +45

**AC** 45, touch 13, flat-footed 38 (+7 Dex, +32 natural, –4 size)

**hp** 857 (35d10+630 plus 35); regeneration 20 (epic-level weapons and artifacts), vampiric healing

**Fort** +39, **Ref** +26, **Will** +20

**Defensive Abilities** magic disruption (1–4 on d20); **DR** 30/epic; **Immune** energy drain; **Resist** death, energy 20

**Speed** 50 ft., burrow 20 ft.

**Melee** bite +46 (6d6+15/19–20/x3), 4 claws +46 (4d6+15/15–20)

**Space** 20 ft.; **Reach** 15 ft.

**Special Attacks** trample (4d6+22, DC 42)

**Str** 40, **Dex** 24, **Con** 46, **Int** 6, **Wis** 25, **Cha** 24

**Base Atk** +35; **CMB** +54; **CMD** 71 (75 vs. trip)

**Feats** Cleave, Combat Reflexes, Critical Focus, Great Cleave, Great Fortitude, Improved Critical (bite), Improved Critical (claw), Improved Natural Armor (x4), Improved Natural Attack (bite), Improved Natural Attack (claw),

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Improved Vital Strike, Iron Will, Power Attack, Toughness, Vital Strike

**Skills** Perception +45

**SQ** form-shifting

**Environment** any

**Organization** solitary

**Treasure** none

### THE RAVAGER (BRAWLER FORM)

**CR 30**

**XP 9,830,400**

N Gargantuan magical beast

**Init** +7; **Senses** darkvision 120 ft., low-light vision, scent, tremorsense 60 ft.; **Perception** +45

**AC** 45, touch 13, flat-footed 38 (+7 Dex, +32 natural, -4 size)

**hp** 612 (35d10+385 plus 35); regeneration 20 (epic-level weapons and artifacts), vampiric healing

**Fort** +32; **Ref** +26; **Will** +20

**Defensive Abilities** magic disruption (1-4 on d20); **DR** 30/epic; **Immune** energy drain; **Resist** death, energy 20

**Speed** 70 ft.

**Melee** bite +51 (3d8+20/x3), 2 claws +51 (3d8+20/15-20)

**Space** 20 ft.; **Reach** 20 ft.

**Special Attacks** trample (3d8+30, DC 45)

**Str** 50, **Dex** 24, **Con** 32, **Int** 6, **Wis** 25, **Cha** 24

**Base Atk** +35; **CMB** +59; **CMD** 76

**Feats** Awesome Blow, Cleave, Combat Reflexes, Critical Focus, Great Cleave, Great Fortitude, Improved Critical (claw), Improved Natural Armor (x4), Improved Natural Attack (claw) (x2), Improved Sunder, Iron Will, Power Attack, Toughness, Vital Strike

**Skills** Perception +45

**SQ** form-shifting

**Environment** any

**Organization** solitary

**Treasure** none

### THE RAVAGER (FLIER FORM)

**CR 30**

**XP 9,830,400**

N Gargantuan magical beast

**Init** +14; **Senses** darkvision 120 ft., low-light vision, scent, tremorsense 60 ft.; **Perception** +45

**AC** 52, touch 20, flat-footed 38 (+14 Dex, +32 natural, -4 size)

**hp** 612 (35d10+385 plus 35); regeneration 20 (epic-level weapons and artifacts), vampiric healing

**Fort** +34; **Ref** +33; **Will** +20

**Defensive Abilities** magic disruption (1-4 on d20); **DR** 30/epic; **Immune** energy drain; **Resist** death, energy 20

**Speed** 20 ft., fly 140 ft. (good)

**Melee** bite +46 (6d8+15/x3), 2 claws +46 (2d8+15/18-20)

**Space** 20 ft.; **Reach** 15 ft.

**Str** 40, **Dex** 38, **Con** 32, **Int** 6, **Wis** 25, **Cha** 24

**Base Atk** +35; **CMB** +54; **CMD** 78

**Feats** Cleave, Combat Reflexes, Critical Focus, Flyby Attack, Great Cleave, Great Fortitude, Hover, Improved Natural Attack (bite) (x2), Improved Natural Armor (x4), Improved Vital Strike, Iron Will, Power Attack, Snatch<sup>B</sup>, Toughness, Vital Strike

**Skills** Perception +45

**SQ** form-shifting

**Environment** any

**Organization** solitary

**Treasure** none

**Death Resistance (Ex)** The Ravager possesses an innate resistance to effects that would kill or permanently incapacitate it, including petrification and imprisonment. Against such effects it is considered to automatically make any required saving throws.

**Energy Resistance (Ex)** The Ravager possesses energy resistance against *all* forms of energy attack (fire, cold, electricity, acid, and sonic).

**Form-Shifting (Ex)** The Ravager can physically alter its physiology to take on one of the three listed forms: the crawler, the brawler, or the flier. Doing so takes one minute, and during this period it cannot take any other actions, though it is not considered helpless.

**Magic Disruption (Su)** Every time the Ravager comes into contact with a spell or spell-like or supernatural effect, there is a chance as indicated above that the magic does not affect it. In the case of ongoing effects, a new check is made each round.

**Regeneration (Ex)** The Ravager and its brood treat all damage as subdual, except damage from epic-level weapons and artifacts.

**Trample (Ex)** The Ravager gains its vampiric healing ability on this damage where appropriate. The Ravager does not have this ability in its flier form. Instead, it gains Snatch as a bonus feat.

**Vampiric Healing (Su)** Whenever the Ravager hits with a melee attack, it is healed hit points equal to half the damage it inflicts on its opponent. This ability cannot heal it above its natural maximum hit points. This ability extends to its trample special attack, where applicable.

### RAVAGER SPAWN (CRAWLER FORM)

**CR 20**

**XP 307,200**

N Huge magical beast

**Init** +5; **Senses** darkvision 120 ft., low-light vision, scent, tremorsense 60 ft.; **Perception** +40

**AC** 40, touch 13, flat-footed 35 (+5 Dex, +27 natural, -2 size)

**hp** 495 (30d10+300 plus 30); regeneration 5 (epic-level weapons and artifacts), vampiric healing

**Fort** +29; **Ref** +22; **Will** +19

**Defensive Abilities** magic disruption (1 on d20); **DR** 15/epic; **Immune** energy drain; **Resist** death, energy 5

**Speed** 40 ft., burrow 10 ft.

**Melee** bite +37 (3d8+9/19-20/x3), 4 claws +37 (2d8+9/18-20)

**Space** 15 ft.; **Reach** 10 ft.

**Str** 28, **Dex** 20, **Con** 30, **Int** 5, **Wis** 25, **Cha** 18

**Base Atk** +30; **CMB** +41 (+43 to bull rush); **CMD** 56 (58 vs. bull rush, 60 vs. trip)

**Feats** Cleave, Combat Reflexes, Critical Focus, Great Cleave, Great Fortitude, Improved Bull Rush, Improved Critical (bite), Improved Natural Armor (x3), Improved Natural Attack (bite), Improved Natural Attack (claw), Iron Will, Power Attack, Toughness

**Skills** Perception +40

**SQ** form-shifting

**Environment** any

**Organization** solitary or brood (2-8)

**Treasure** none

### RAVAGER SPAWN (BRAWLER FORM)

**CR 20**

**XP 307,200**

N Huge magical beast

**Init** +5; **Senses** darkvision 120 ft., low-light vision, scent,

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tremorsense 60 ft.; **Perception** +26

**AC** 37, touch 13, flat-footed 32 (+5 Dex, +24 natural, –2 size)  
**hp** 405 (30d10+210 plus 30); regeneration 5 (epic-level weapons and artifacts), vampiric healing  
**Fort** +26; **Ref** +22; **Will** +19  
**Defensive Abilities** magic disruption (1 on d20); **DR** 15/epic;  
**Immune** energy drain; **Resist** death, energy 5

**Speed** 50 ft.

**Melee** bite +40 (3d6+12/x3), 2 claws +40 (1d12+12/15–20)

**Space** 15 ft.; **Reach** 15 ft.

**Str** 34, **Dex** 20, **Con** 24, **Int** 5, **Wis** 25, **Cha** 18

**Base Atk** +30; **CMB** +43 (+45 to bull rush); **CMD** 58 (60 vs. bull rush)

**Feats** Awesome Blow, Cleave, Combat Reflexes, Critical Focus, Great Fortitude, Greater Vital Strike, Improved Bull Rush, Improved Critical (claw), Improved Vital Strike, Iron Will, Power Attack, Staggering Critical, Stunning Critical, Toughness, Vital Strike

**Skills** Perception +40

**SQ** form-shifting

**Environment** any

**Organization** solitary or brood (2–8)

**Treasure** none

### RAVAGER SPAWN (FLIER FORM)

CR 20

XP 307,200

N Huge magical beast

**Init** +8; **Senses** darkvision 120 ft., low-light vision, scent, tremorsense 60 ft.; **Perception** +18

**AC** 40, touch 16, flat-footed 32 (+8 Dex, +24 natural, –2 size)  
**hp** 405 (30d10+210 plus 30); regeneration 5 (epic-level weapons and artifacts), vampiric healing

**Fort** +25; **Ref** +27; **Will** +19

**Defensive Abilities** magic disruption (1 on d20); **DR** 15/epic;  
**Immune** energy drain; **Resist** death, energy 5

**Speed** 20 ft., fly 100 ft. (good)

**Melee** bite +37 (3d6+9/x3), 2 claws +37 (1d12+9/18–20)

**Space** 15 ft.; **Reach** 10 ft.

**Str** 28, **Dex** 26, **Con** 24, **Int** 5, **Wis** 25, **Cha** 18

**Base Atk** +30; **CMB** +41; **CMD** 59

**Feats** Cleave, Combat Reflexes, Critical Focus, Endurance, Flyby Attack, Great Fortitude, Hover, Iron Will, Lightning Reflexes, Lunge, Power Attack, Skill Focus (Fly), Snatch, Toughness, Wingover

**Skills** Fly +22, Perception +18

**SQ** form-shifting

**Environment** any

**Organization** solitary or brood (2–8)

**Treasure** none

**Death Resistance (Ex)** A Ravager spawn possesses an innate resistance to effects that would kill or permanently incapacitate it, including petrification and imprisonment. Against such effects it is considered to automatically make any required saving throws.

**Energy Resistance (Ex)** A Ravager spawn possesses energy resistance against all forms of energy attack (fire, cold, electricity, acid, and sonic).

**Form-Shifting (Ex)** A Ravager spawn can physically alter its physiology to take on one of the three listed forms: the crawler, the brawler, or the flier. Doing so takes one minute, and during this period it cannot take any other actions,

though it is not considered helpless.

**Magic Disruption (Su)** Every time a Ravager spawn comes into contact with a spell or spell-like or supernatural effect, there is a chance as indicated above that the magic does not affect it. In the case of ongoing effects, a new check is made each round.

**Regeneration (Ex)** A Ravager spawn treats all damage as subdual, except damage from epic-level weapons and artifacts.

**Vampiric Healing (Su)** Whenever a Ravager spawn hits with a melee attack, it is healed hit points equal to half the damage it inflicts on its opponent. This ability cannot heal it above its natural maximum hit points. This ability extends to its trample special attack, where applicable.

## The Maiden Prison of Swords

A wall of granite streaked with ribbons of iron stands before you. A massive **iron golem** resembling a nude woman takes a knee, hands grasping a greatsword in front of her. Her back to the wall, she holds her head down in reverence. Behind her, two more feminine **iron golems** hold an enormous 20-foot-tall round granite plug against the wall. Three large iron greatswords are embedded in the stone cover. The golems securing the door remove two of the swords for combat, leaving the center sword in place. The stone disk is inscribed with an enigmatic verse that states, “Entrenched in dark, world surrendered not, Blade of the Maiden, this world depart.” The golems attack interlopers on sight.

The round stone door weighs 50 tons and is nearly impossible to move without the golems’ combined strength. A 30-foot-diameter cylindrical chamber of lead, iron and granite lies beyond the door. The door secures the **Ravager** (currently in brawler form). The third greatsword stuck through the door pierces the beast’s chest and holds it captive in suspended animation.

The *Sword of Maidens* has many powers—most now long forgotten—but its primary purpose now is to hold the Ravager helpless. The *Sword of Maidens* is treated as a +5 *cold iron holy avenger* in the hands of a female paladin; otherwise, it acts as a +1 *cold iron great sword*. A female non-paladin wielding the blade gains spell resistance equal to their level but does not gain the *greater dispel magic* ability. The greatsword (again if wielded by a female) can cause *temporal stasis* upon an opponent with a critical hit. Neither saving throw nor spell resistance circumvents this ability, but the *Sword of Maidens* must remain impaled in the subject or the effect is broken.

Over the years, the chamber’s leaded vault robbed the sword of its potency. Once the vault is breached, the Ravager removes the sword and begins systematically destroying the land. The sword instantly regains its full abilities once removed from the chamber.

### GOLEM, IRON (3)

CR 13

XP 25,600

hp 138 (*Pathfinder Roleplaying Game Bestiary* “Golem, Iron”)

## Reflection, Bone Reaper

*The reflection appears as a hazy representation of the large humanoid statue bearing large, bony hooks mounted where hands should be, not unlike the claws of a praying mantis. The perspective is quite disorienting.*

### BONE REAPER REFLECTION

CR 10

XP 9,600

N Large Construct

**Init** +2; **Senses** darkvision 60 ft., low-light vision; **Perception** +0

**AC** 20, touch 11, flat-footed 18 (+2 Dex, +9 natural, –1 size)

**hp** 90 (11d10+30)

**Fort** +3; **Ref** +5; **Will** +3

**Defensive Abilities** reflection; **DR** 15/adamantine; **Immune**



## A DUNGEON OF GRAVES BESTIARY

bone reaper traits, construct traits

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**Speed** 40 ft. (can't run)  
**Melee** 2 claws +15 (1d8+5/x4)  
**Space** 10 ft.; **Reach** 10 ft.

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**Str** 20, **Dex** 14, **Con** —, **Int** —, **Wis** 11, **Cha** 1  
**Base Atk** +11; **CMB** +17; **CMD** 29

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**Environment** any  
**Organization** solitary  
**Treasure** none

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**Bone Reaper Traits (Ex)** The bone reaper reflection takes no damage from fire attacks; instead, fire heals the reaper one hit point for every 3 points of damage inflicted, and breaks any slow effects. At least 5 points of electrical damage in a single attack slows the reaper for 1 round. It is affected by rust attacks normally. It is immune to all other spells and effects that would not affect a golem. Finally, any damage that is done to the statue anchoring the bone reaper is also inflicted upon the bone reaper reflection (and vice versa).

**Reflection (Su)** The bone reaper can only be directly attacked by viewing its reflection and striking blindly at where it would be from that view. This incurs a -4 circumstance penalty to attack rolls and CMB checks and a -2 circumstance penalty to AC against its attacks. Note that this is not invisibility, and see *invisibility* or even *true seeing* does not allow one to look directly at the bone reaper reflection's effective location.

## Split Personality

Silver double doors open into this 60-foot-wide-by-80-foot-long room. The doors are unlocked and not trapped. Inside the room, a floor of seamless steel reflects the stone ceiling 15 ft. above. Mirrored pillars stand in an octagonal pattern in the center of the chamber, with one column in the room's center and the rest forming a loose circle around it. The walls glitter and sparkle from thousands of objects pinned to the walls, from silver necklaces to broken mirrors to dangling pendants and silver rings. A three-step half-circle dais is built against the wall opposite the door.

On the dais is a 10-foot-tall triangular prism facing into the room. A large metal figure with bony hook hands folded in front of it like a praying mantis stands motionless inside the prism. From the vantage point of the door, the figure's image appears slightly shifted by the prism's sharp edge. The statue is complete if viewed through the prism's side panels.

The sculpture is a **bone reaper** that sends out its reflection to attack. The prism splits the reaper's reflection, however, so each image is contained in one length-wise half of the room. PCs standing on one side of the room can be attacked by one, but not both, of the reflections. Anyone straddling an imaginary line down the center of the room from the prism to the door, however, is fair game for both reflections. Despite its two reflections, each of which can attack separately, the images share damage done to one another. If either reflection is destroyed, both cease to exist. If the statue of the bone reaper is destroyed, both images fade away. The prism has Hardness 2 and 250 hit points.

Due to the peculiar enchantments of these reflective figures, they cannot be attacked directly; doing so strikes only air. Instead, a person must look into the mirrors and fight the creatures while keeping his eyes fixed on the creature's reflection; only then shall his weapons strike home. Attacking in this fashion incurs a -4 circumstance penalty to attack rolls and a -2 penalty to armor class. Unless the mirrored pillars, steel floor and thousands of glittering trinkets on the walls are somehow removed or covered, the reaper's reflections can still hunt. The bone reaper reflections cannot leave the room.

PCs who search the various objects on the wall find thousands of mundane items and 1d4 magical trinkets.

# Shadow Hunter

*The shadow hunter is a great, dark serpent that dwells in deep caverns beneath the earth, where it hunts dark elves and other Medium to Large sized creatures. An adult specimen is over 40 ft. long and nearly 5 ft. thick in its midsection. In bright light it can be seen to be covered with non-reflective black scales, and its underbelly is the dark red of clotted blood. Shadow hunters have the supernatural ability to blend in with shadows, both to protect themselves and to stalk and ambush prey. Unlike normal snakes, shadow hunters often work in groups of two or three to corner prey in passages.*

Shadow hunters generally prefer to hunt in networks of twisting passages that allow them to move around their intended prey, or even approach it from multiple directions. They are particularly fond of elf flesh, but eats any Small to Large creature as long as it is living, organic, and animal-based (i.e., not a plant or fungus). When they attack, they prefer to strike and envenom their prey, holding on and chewing the poison into their opponent until it stops struggling. If there is more than one foe present, they do not try to grab their prey, preferring to strike at those that threaten it, retreating if need be to return later to consume their hopefully dead prey.

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**SHADOW HUNTER**  
**XP 4,800**

**CR 8**

N Huge magical beast

**Init** +2; **Senses** darkvision 60 ft., low-light vision, scent, tremorsense 60 ft.; **Perception** +12

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**AC** 18, touch 10, flat-footed 16 (+2 Dex, +8 natural, -2 size)  
**hp** 76 (8d10+32)

**Fort** +10; **Ref** +8; **Will** +4

**Defensive Abilities** shadowblend

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**Speed** 30 ft., climb 20 ft., swim 30 ft.

**Melee** bite +14 (1d8+10 plus poison plus grab)

**Space** 15 ft.; **Reach** 10 ft.

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**Str** 24, **Dex** 15, **Con** 19, **Int** 5, **Wis** 14, **Cha** 3

**Base Atk** +8; **CMB** +17 (+21 to grapple); **CMD** 29 (can't be tripped)

**Feats** Ability Focus (poison), Skill Focus (Perception), Skill Focus (Stealth), Weapon Focus (bite)

**Skills** Climb +15, Perception +12, Stealth +4 (+14 in dimly lit & unlit areas), Swim +15; **Racial Modifiers** +10 racial bonus on Stealth checks in areas of dim or no light.

**SQ** hunt by scent

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**Environment** underground

**Organization** solitary, pair, trio, or nest (1-3 adults and 5-8 hatchlings)

**Treasure** standard

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**Shadowblend (Su)** In areas of dim and no light, shadow hunters gain improved concealment; there is a 40% miss chance when attacking one in such conditions.

**Poison (Ex)** Bite—injury; save Fort DC 20; frequency 1/round for 6 rounds; effect 1d4 Constitution damage; cure 2 consecutive saves. The save DC is Constitution-based.

**Hunt by Scent (Ex)** Shadow hunters are expert at tracking prey through the dim warrens where they dwell. They can track using their Perception skill in place of Survival.

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**SHADOW HUNTER HATCHLINGS**  
**XP 600**

**CR 2**

N Medium magical beast

**Init** +1; **Senses** darkvision 30 ft., low-light vision, scent, tremorsense 30 ft.; **Perception** +9

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**AC** 13, touch 11, flat-footed 12 (+1 Dex, +2 natural)

## A DUNGEON OF GRAVES BESTIARY

**hp** 22 (3d10+3)  
**Fort** +4; **Ref** +4; **Will** +1  
**Defensive Abilities** shadowblend

**Speed** 20 ft., climb 10 ft., swim 20 ft.  
**Melee** bite +6 (1d4+3 plus poison plus grab)

**Str** 16, **Dex** 13, **Con** 12, **Int** 5, **Wis** 10, **Cha** 3  
**Base Atk** +3; **CMB** +6 (+10 to grapple); **CMD** 17 (can't be tripped)  
**Feats** Ability Focus (poison), Skill Focus (Perception)  
**Skills** Climb +14, Perception +9, Stealth +14 (+24 in dimly lit & unlit areas), Swim +14; **Racial Modifiers** +10 racial bonus on Stealth checks in areas of dim or no light.  
**SQ** hunt by scent

**Environment** underground  
**Organization** solitary, or nest (5–8 hatchlings)  
**Treasure** standard

**Poison (Ex)** Bite—injury; save Fort DC 14; frequency 1/round for 6 rounds; effect 1d4 Constitution damage; cure 2 consecutive saves. The save DC is Constitution-based.  
**Hunt by Scent (Ex)** Shadow hunters are expert at tracking prey through the dim warrens where they dwell. They can track using their Perception skill in place of Survival.  
**Shadowblend (Su)** In areas of dim and no light, shadow hunters gain improved concealment; there is a 40% miss chance when attacking one in such conditions.

## Worm Your Way Out of This One

A heavy gate blocks off this underground tunnel from a dark cavern beyond. The gate is locked with a rusted lock (DC 20 Disable Device), but opens easily on well-oiled hinges. Beyond the gate, a single lantern flickers feebly nearly 30 ft. in the air. It casts a weak glow in a 12-foot radius. Ten feet below the candlelight hangs an elf, suspended from the same rope to which the lantern is attached. The rope goes behind the elf to some sort of harness, not around his neck. A battered anvil sits beside the gate, and a mace with a leather-wrapped handle leans against it. A taut rope is tied around the anvil, its length vanishing upward toward the lantern and elf.

Or at least what remains of the elf. Unless PCs can see in the darkness or light up the room, they won't see that his torso, head and arms are all that remain. His legs are gone, chomped off at the waist. His arms are bound behind his back with a leather strap. A harness wraps around his torso, and the rope runs to a pulley somewhere high above then back down to the anvil. Cutting the rope causes the elf and lantern to drop 20 ft. to the hard stone.

A ruthless thieves' guild uses this chamber to get rid of enemies, spies and double-crossers. The thieves caught the elf spying, tied him up and then hoisted him into the darkness. The thieves struck the anvil with the mace to sound the "dinner bell" and summoned 3 shadow hunters and 6 shadow hunter hatchlings. The giant worms now associate the anvil's vibrations with fresh meat and swarm into the room expecting a meal. Any other loud noises in the chamber may also attract the giant hunters.

Eight tunnels lead out of the room into a warren of twisting passageways the shadow hunters use to their full advantage to hunt prey blundering into their territory.

## Mealworm

A dead purple worm fills this tunnel, its bloated, stinking carcass leaving barely enough room to squeeze between it and the rock corridor its bulk nearly blocks. Large bites rend the flesh of the dead creature. Slimy blood leaks across the stones. Gnats, flies and vermin scurry over, into and out of the worm's distended skin.

The purple worm died after blundering through a shadow hunter nest.

The angry worms chased their bigger cousin, harrying the worm until exhaustion overcame it and the hungry predators finished it off. The larger shadow hunters moved on when a party of dark elves passed nearby, but 6 shadow hunter hatchlings remain. The smaller worms burrow through the purple worm's innards, looking for juicy bits. Adventurers passing beside the creature are a welcome treat. The hatchlings burst from the sides of the purple worm in a shower of ichor and gore to attack.

## Stirge Swarm

*Even an animal-level of intelligence is enough for a creature to know there is safety in numbers in Rappan Athuk!*

**STIRGE SWARM** **CR 6**  
**XP 2,400**

N Tiny magical beast (swarm)  
**Init** +8; **Senses** darkvision 60 ft., low-light vision; **Perception** +11

**AC** 16, touch 16, flat-footed 12 (+4 Dex, +2 size)  
**hp** 78 (12d10 plus 12)  
**Fort** +8; **Ref** +14; **Will** +5

**Speed** 10 ft., fly 40 ft. (average)  
**Melee** swarm (3d6 plus blood drain)  
**Space** 10 ft.; **Reach** 0 ft.  
**Special Attacks** blood drain (1d6 Constitution), distraction (DC 16)

**Str** 3, **Dex** 19, **Con** 10, **Int** 1, **Wis** 12, **Cha** 6  
**Base Atk** +12; **CMB** —; **CMD** —  
**Feats** Improved Initiative, Improved Lightning Reflexes, Lightning Reflexes, Skill Focus (Perception), Skill Focus (Stealth), Toughness  
**Skills** Fly +17, Perception +11, Stealth +20  
**SQ** diseased

**Environment** underground or temperate and warm swamps  
**Organization** solitary, or a pall (2–4 swarms)  
**Treasure** none

**Diseased (Ex)** Stirges are harbingers of disease. Any creature subjected to a stirge's blood drain attack has a 10% chance of being exposed to filth fever, blinding sickness, or a similar disease (*Pathfinder Roleplaying Game Core Rulebook*, "Diseases"). Once this check is made, the victim can no longer be infected by this particular stirge, though attacks by different stirges are resolved normally and may result in multiple illnesses.

## More Fun Than a Bag of Stirges

A band of 8 goblins drags a tanned whale bladder down the passage (or path). Seeping puncture wounds and filthy bandages cover the goblins' exposed skin. Crude sinew stitching holds the bladder together like a huge bag. The bag writhes and fights against the pulling goblins. For reasons unknown, the goblins painstakingly (and quite painfully!) captured a swarm of stirges in this rugged bag. If confronted, the goblins pull the stitching free and take cover under the inverted whale bladder. The stirge swarm immediately attacks anything in sight, ignoring the hiding goblins under the bladder tarpaulin. Besides normal goblin gear, each goblin carries a large butterfly net and a backpack filled with bandages and ointment.

**GOBLINS (8)** **CR 1/3**  
**XP 135**  
**hp** 4 each (*Pathfinder Roleplaying Game Bestiary*, "Goblin")

# Stone Treant

*This creature looks much like an animated sculpture of a tree. It has a thick, corrugated hide of bark like stone, with many thick branches. It travels along on clusters of humping and twining stone roots. It possesses no discernible face.*

The stone treant is a variant of the treant native to the Plane of Earth. They are very rare even there, located in isolated pockets in the plane where they tend groves of crystals and natural gem outcroppings. Knowledge of their existence has been all but lost, as has the ritual of summoning and binding them into service.

A stone treant stands 20–30 ft. tall, with a trunk about 4 ft. in diameter. It weighs close to 10,000 pounds.

Stone treants are intelligent, and speak Terran. They generally do not bother to communicate with non-earth elemental beings, however.

## STONE TREANT

CR 16

XP 76,800

N Huge outsider (earth, elemental, native)

**Init** –1; **Senses** darkvision 60 ft., tremorsense 120 ft.;

**Perception** +33

**AC** 22, touch 7, flat-footed 22 (–1 Dex, +15 natural, –2 size)

**hp** 346 (21d10+210 plus 21)

**Fort** +17; **Ref** +13; **Will** +17

**DR** 10/slashing and adamantine; **Immune** elemental traits; **SR** 31

**Speed** 30 ft., burrow 5 ft.

**Melee** 6 slams +32 (3d8+12)

**Space** 15 ft.; **Reach** 15 ft.

**Special Attacks** acidic blood (5d4 acid, DC 20 Reflex half), trample (3d8+18, DC 32)

**Str** 35, **Dex** 8, **Con** 30, **Int** 10, **Wis** 16, **Cha** 12

**Base Atk** +21; **CMB** +35 (+37 to bull rush and sunder); **CMD** 43

**Feats** Awesome Blow, Cleave, Greater Sunder, Improved Bull Rush, Improved Sunder, Iron Will, Lightning Reflexes, Power Attack, Toughness, Vital Strike, Weapon Focus (slam)

**Skills** Intimidate +25, Knowledge (history) +24, Knowledge (planes) +24, Perception +33, Sense Motive +27, Stealth +15 (+21 in stony underground areas); **Racial Modifiers** +6 Stealth in stony underground areas

**Languages** Sylvan, Terran

**SQ** radial symmetry

**Environment** underground

**Organization** solitary, or grove (2–16)

**Treasure** standard

**Acidic Blood (Ex)** Anyone striking the stone treant with a piercing or slashing attack and inflicting damage releases a gout of acidic blood, which causes 5d4 points of acid damage to the person who struck it. A DC 20 Reflex save reduces this damage by half. The blood becomes inert one round after leaving the elemental's body.

**Radial Symmetry (Ex)** Because of its shape, the stone treant can bring no more than four of its slam attacks to bear on any one target. However, it also perceives the area around it equally well, and thus it cannot be flanked.

# The Book of Terran

In the center of the Petrified Forest of Drevjen sits a salt grotto holding the fable Book of Terran. Navigating the stone woods seems an almost impossible task. All flora in the forest is made of various minerals, crystals

and rock. Leaves and grass of jade, granite trees, flint vines and marble undergrowth make travel extremely difficult. Clearing paths requires tedious work and stone-cutting tools. Existing trails wind maze-like through the forest. Aside from the fact that everything is stone, the plant-life acts in all respects like living plants. Plant and plant-like creatures brought into the woods turn to stone within 24 hours.

The crunch of brittle stone leaves and grass sound with every step PCs take. Outlying trees and brush have few leaves, but deeper into the forest the stone trees remain pristine. These massive stone behemoths filter out most natural light, resulting in vast cave-like rooms and twisting passages with occasional pinpoints of light beaming through. Damage to the petrified forest regenerates over time as if the plants still thrive. Plants taken from the forest transform into normal vegetation within 24 hours.

The salt grotto lies in the heart of the forest. A stone lectern made from tree roots in the middle of the 80-foot-diameter grotto holds the Book of Terran. Six stone trees of various species encircle the lectern, their roots erupting from the ground to secure the book. The Book of Terran holds the secrets of the Elemental Plane of Earth. It is rumored that the book holds spells capable of summoning volcanoes from the bowels of earth, for calling meteors from the sky or for creating elemental nodes of the reader's design. **Yggdrasil**, a massive and ancient ash **stone treant** serves as guardian and curator of the Book of Terran. The callous and somber Yggdrasil cares not for the lives or events of mortals, but may listen to druids renowned for their achievements and stature. Yggdrasil commands a troop of stone treants scattered throughout the forest.

# Troll, River

*Similar in many respects to their swamp-loving kin, river trolls prefer a less slimy existence, and prefer to live in forested regions near rivers and streams, or under bridges.*

## RIVER TROLL

CR 5

XP 1,600

CE Large humanoid (amphibious, giant)

**Init** +2; **Senses** darkvision 60 ft., low-light vision, scent;

**Perception** +8

**AC** 16, touch 11, flat-footed 14 (+2 Dex, +5 natural, –1 size)

**hp** 63 (6d8+36); regeneration 5 (acid or fire)

**Fort** +11; **Ref** +4; **Will** +3

**Speed** 30 ft., swim 40 ft.

**Melee** bite +8 (1d8+5), 2 claws +8 (1d6+5)

**Space** 10 ft.; **Reach** 10 ft.

**Special Attacks** rend (2 claws, 1d6+7)

**Str** 21, **Dex** 14, **Con** 23, **Int** 6, **Wis** 9, **Cha** 6

**Base Atk** +4; **CMB** +10; **CMD** 22

**Feats** Intimidating Prowess, Iron Will, Skill Focus (Perception)

**Skills** Intimidate +9, Perception +8, Swim +13

**Languages** Giant

**SQ** amphibious

**Environment** temperate forest

**Organization** solitary, or gang (3–6)

**Treasure** standard

# Pay the Toll

The Sin Mire Swamp is home to nasty vermin, biting fish, vicious crocodiles and one decidedly evil—but smart for his race—**river troll named Fench**. The troll lives under a wooden covered bridge spanning a 40-foot-gap between two crumbling dirt riverbanks. Fench lives in a cave carved into the bank below one end of the bridge. He feeds the crocodiles raw meat from his perch above their odiferous home. A section of the riverbank near Fench's home is scooped out, leaving a steep slope of shifting dirt that leads down into the river.



## A DUNGEON OF GRAVES BESTIARY

The covered bridge is balanced on a central stone pillar 20 ft. above the river, and is not connected to either river bank. The bridge is built to swing sideways with a strong push to allow boats to move upriver.

The troll tied ropes to the bridge's underside and anchored them a large rock in his cave home. When PCs enter the bridge, Fench shoves the bridge to pivot it away from the bank. The bridge jerks to a stop as the rope halts its motion. The bridge openings are left suspended 20 ft. above crocodile-infested water.

Fench demands that each person using the bridge pay 50 gp or take their chances with the gators. The troll thoughtfully tosses three large hanks of meat into the water to attract **2d4 crocodiles** and a **dire crocodile** that Fench named Hector. A leather sack inside the bridge has a large bobber attached to it. Fench tells PCs to put their gold in the bag, then throw the bag into the water. The troll collects the bag and gold later.

If PCs pay, Fench pulls the rope back so the bridge ends swing toward the riverbank. He stops it 10 ft. short, however. The opening closest to Fench's home is left facing the dug-out section of the riverbank. PCs attempting to jump to that side must clear nearly 16 ft. and then contend with the shifting dirt or slide into the river. The opposite riverbank is a mere 5 ft. and much easier to jump to.

### CROCODILES

XP 600

hp 22 (*Pathfinder Roleplaying Game Bestiary*, "Crocodile")

CR 2

### CROCODILE, DIRE

XP 6,400

hp 138 (*Pathfinder Roleplaying Game Bestiary*, "Crocodile, Dire")

CR 9

## Water Weird

*The water weird is an evil watery, snake-like creature summoned to the Material Plane by an evil spellcaster. They are often employed as guards to watch over the spellcaster or his belongings. When summoned, a water weird appears in a large pool of water where it makes its lair. It cannot leave its pool.*

The water weird appears as a 10 ft. long (or longer) snake-like creature composed entirely of water. Other than its snake-like body, its only distinguishing features are its slitted eyes and its large mouth.

Water weirds hate all living non-water-based creatures and attack them on sight.

### WATER WEIRD

XP 1,200

CE Large outsider (elemental, water)

**Init** +6; **Senses** darkvision 60 ft.; **Perception** +12

CR 4

**AC** 16, touch 11, flat-footed 14 (+2 Dex, +5 natural, -1 size)

**hp** 26 each (4d10+4)

**Fort** +2; **Ref** +6; **Will** +6

**Defensive Abilities** reform body, transparent; **DR** 10/bludgeoning; **Immune** elemental traits

**Speed** 30 ft., swim 90 ft.

**Melee** slam +6 (1d6+4 plus grab)

**Space** 10 ft.; **Reach** 5 ft.

**Special Attacks** control water elemental, drown (DC 15), water mastery

**Str** 17, **Dex** 14, **Con** 12, **Int** 11, **Wis** 14, **Cha** 11

**Base Atk** +4; **CMB** +8 (+12 to grapple); **CMD** 20

**Feats** Improved Initiative, Skill Focus (Perception)

**Skills** Bluff +7, Escape Artist +9, Intimidate +7, Perception +12,

Stealth +5, Swim +18

**Language** Aquan

**Environment** any aquatic

**Organization** solitary, or gang (2–4)

**Treasure** standard

**Control Water Elemental (Ex)** With a successful Intelligence check (DC 10), a water weird may control a single water elemental within 30 ft. of it, as though it had summoned it with a *summon monster* spell. If the elemental is already under the control of another caster, the DC of the Intelligence check is instead 10 plus the Intelligence modifier of the creature controlling the elemental. Control lasts for a number of hours equal to the water weird's Hit Dice.

**Drown (Ex)** A water weird who successfully grabs an opponent attempts to pin it under water. A creature unable to escape the water weird's pin who fails its Fortitude save (DC 15) begins to drown. The save DC is Strength-based.

**Reform Body (Ex)** When reduced to zero or fewer hit points, the water weird collapses. If it was on water at the time, it reforms at full strength 1d4+1 rounds later. A *purify food and drink* spell deals 1d4 points of damage per caster level (max 10d4), and any damage sustained in this manner is not regained when the water weird reforms.

**Transparent (Ex)** A water weird is effectively invisible in water until it attacks.

**Water Mastery (Ex)** A water weird gains a +1 circumstance bonus to attacks and damage for every 4 Hit Dice it possesses if both it and its opponent touch water. If the opponent or water weird is on land, it instead suffers a -4 penalty to attack and damage. (The statistics block above does not include this bonus).

## A Stone's Throw

A 200-foot-wide pool of cool, clear water splits this rectangular chamber, leaving narrow 10-foot-wide ledges on either side that sit level with the water's surface. The pool is 20 ft. deep.

Two chunks of white flowstone rise 4 ft. above the water near the water's edge on each side of the room. The sides of the stones are covered with hundreds of flowing calcite strands frozen in mid-drip above the water. The top of the flowstone is gone, sheared away to create a three-foot-wide flat table. Resting on the altar near the PCs are three flat throwing stones, each carved with a different symbol.

If a stone is skipped across the pool, it triggers an effect. The stones lose their enchantment if removed from this room. A stone reappears immediately on the opposite flowstone altar once it is skipped or taken from the room. The symbols and effects are:

**Wing:** A white swan-like boat covered in soft feathers and decorative ribbons rises out of the water. It seats three people on comfortable down-filled cushions. The boat does not move or drift on the water, however, even if oars are fashioned to propel it. The boat seems locked in place. This stone must be skipped first.

**Water drop:** An 8-HD water elemental forms in the pool. It lies dormant in the water, awaiting a command. This stone must be cast second.

**Hand:** Skipping this stone commands the water elemental (if present) to propel the swan boat across the pool to the opposite shore. At least one person must be in the boat for it to move. The boat sinks into the water and vanishes after the last passenger disembarks. This stone must be cast last.

If the stones are skipped out of order, the above effects occur, but a **water weird** also appears in the pool. The watery serpent attempts to control the water elemental (if present) before attacking.

Lying on the bottom of the pool are six skeletons. Scattered around them are 40 gp, six necklaces with an inscribed pearl (100 gp each), and a gold scepter (250 gp). The water weird won't attack anyone wearing one of the pearl necklaces.

# Wight, Sword

*These wicked and depraved creatures lived and died by the sword, and now, their dark taint passes through their weapons to tear at your soul.*

Much like the standard wight, these undead abominations are warped and twisted caricatures of their former selves. The sword wight bears a massive greatsword, and the cold touch of the grave courses through the creature, through the weapon, into the hapless target.

## SWORD WIGHT

CR 6

XP 2,400

LE Medium undead

**Init** +1; **Senses** darkvision 60 ft.; **Perception** +15

**AC** 21, touch 11, flat-footed 20 (+6 armor, +1 Dex, +4 natural)

**hp** 60 (8d8+16 plus 8)

**Fort** +4; **Ref** +3; **Will** +7

**Defensive Abilities** channel resistance +4, undead traits

**Speed** 20 ft. (base 30 ft.)

**Melee** greatsword +8/+3 (2d6+1/19–20 plus energy drain), or slam +7/+2 (1d4+1 plus energy drain)

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

**Base Atk** +6; **CMB** +7; **CMD** 18

**Feats** Blind-Fight, Skill Focus (Perception), Toughness, Weapon Focus (greatsword)

**Skills** Acrobatics +4, Climb +7, Perception +15, Stealth +12

**SQ** sword channel

**Gear** chainmail, greatsword, gold circlet set with a sapphire (worth 800 gp for the gem, or 1,000 gp for the entire circlet)

**Environment** any

**Organization** solitary, or garrison (2–20)

**Treasure** standard

**Sword Channel (Ex)** A sword wight's energy drain ability functions through melee weapon attacks it makes, in addition to its slam attacks.

## The Companions of Brynhildr

Thick iron bars seal this room's entrances. The bars have no doors and were not designed for entry. The room beyond contains 10 human-sized bas-relief sculptures of armored maidens lining the walls. Each stone maiden holds aloft a corroded greatsword pointed toward a bier in the center of the room. A young woman adorned in silver armor and white silk lies upon the bier. Only her pale skin and the wound in the nape of her neck belie her deathly state. Ankle-length hair of ebony cascades over the funeral slab. The flowing hair stands in stark contrast to the white colored greatsword she grasps in her hands. The body is Brynhildr, an ancient warrior with a bloody history who lived and died by the sword. She grasps *Achroma*, a +2 adamantite greatsword of wounding. The sword may have other dark powers or even intelligence.

*Achroma* flies into the air and attacks anyone entering the chamber. The sword has one attack each round at +12 (2d6+2 plus wounding). It has AC 22 and is immune to physical damage. Instead of taking damage, any single attack dealing more than 10 points of damage knocks the sword to the ground for one round. No further damage in that round has any effect. The sword continues fighting as long as grave robbers remain in the tomb.

Furthermore, 4 sword wights lie in wait inside random bas-relief statues. Once *Achroma* starts fighting, the façade of one of the bas-relief statues crumbles and releases the entombed sword wight. The sword wights fight one at a time, with another breaking free each time a wight is defeated. If the four sword wights are defeated, *Achroma* falls to the ground

and can be wielded normally. Its powers are left up to the GM and its new wielder to discover.

## Grave Error

An undulating black mass moves down the stone hall, the sloshing ooze filling the corridor from wall to wall. Bones, skulls and decomposing body parts slide ahead of the blob as it oozes over the broken rock. Suddenly, a greatsword's blade thrusts out of the engulfing mass, and frantically slices up, down, and across the blob. The fluid-like ooze flows around the swordsman's cuts, leaving him trapped. Even as the unseen warrior struggles for freedom, slicing viciously at the mass from within, 3 scratched, beaten and nicked skeletons disgorge from the ooze and advance.

The massive blob is an **undead ooze** that recently engulfed a **sword wraith**. The angry wraith hacked apart a few of the skeletons trapped inside the ooze with it, but can't free itself from the blob's embrace. If the ooze is slain, the sword wraith leaps from the muck to slash at PCs. Anyone grabbing the sword to pull the warrior free feels the cold chill of the grave seeping down the blade. The ooze releases the wraith to reabsorb the bones of its skeletons if they are all slain.

## UNDEAD OOZE

CR 6

XP 2,400

NE Huge undead (*Frog God Games The Tome of Horrors Complete* 462, "Ooze, Undead")

**Init** –5; **Senses** blindsight 60 ft.; **Perception** +1

**AC** 3, touch 3, flat-footed 3 (–5 Dex, –2 size)

**hp** 27 (6d8)

**Fort** +2; **Ref** –3; **Will** +6

**Immune** cold, ooze traits, undead traits

**Speed** 20 ft., **climb** 20 ft.

**Melee** slam +3 (2d4+1 plus 1d6 cold)

**Space** 15 ft.; **Reach** 10 ft.

**Special Attacks** cold, engulf (DC 15, 1d6 cold), skeletons

**Str** 12, **Dex** 1, **Con** —, **Int** —, **Wis** 12, **Cha** 10

**Base Atk** +4; **CMB** +7; **CMD** 12 (can't be tripped)

**Skills** Climb +9

## Witchlights

*These fey, when young, resemble caterpillars or worms 1/2 in. long with miniscule elven faces. Once they mature they resemble tiny elves no larger than a fat housefly, with moth-like wings on their backs. They emit a beautiful pastel glow, and when doing so at night they appear to be no more than bobbing globes of soft light.*

Witchlights are a race of diminutive fey that are bred by pixies and other sylvan creatures to provide illumination and atmosphere to their events. They are born on midsummer in their larval state. In the autumn they spin cocoons for themselves in which they ride out the winter, hatching in early spring in their adult form. As adults, their beating wings release thousands of spores which, when it comes in contact with flower pollen and moonlight, germinate into eggs.

Adult witchlights are vulnerable to cold temperatures, and in all but the warmest climates they die in the fall when the weather turns chilly.

However, favored witchlights may be cared for through the harsh winter months; those that survive become elder witchlights. They increase to 1 HD fey, and gain +1 hit point per year of life until they have reached the maximum possible for their hit dice. Elder witchlights have an Intelligence score of 2, which increases to 3 when they reach maximum hit points. The most intelligent witchlights have limited sentience, capable of understanding the sylvan language to a degree and even speaking a few words of it.

For every point of intelligence an elder witchlight possesses, it gains

## A DUNGEON OF GRAVES BESTIARY

one of the following spell-like abilities usable at will: *stabilize*, *dancing lights*, *daze*, *flare*, *ghost sound*, *light*, *prestidigitation*, *purify food and drink* (1/hour only), or *virtue*.

Larval and normal witchlights have no combat abilities, and are worth no XP. Elder witchlights may be worth ad-hoc experience (no more than CR 1/4) if they have spell-like abilities usable in combat.

**Witchlight Familiars:** A witchlight may be taken as a familiar through the Improved Familiar feat. The minimum level to acquire such a familiar is caster level 3. Elder witchlights do not gain additional spell-like abilities for having their intelligence raised due to being a familiar.

### WITCHLIGHTS XP 0

N Fine fey

**hp** 1 (common witchlights have no combat capabilities; see the stats below for elder witchlights and the side bar for further details).

### ELDER WITCHLIGHT XP 100

N Fine fey

**Init** +4; **Senses** low-light vision; **Perception** +4

**AC** 21, touch 21, flat-footed 18 (+3 Dex, +8 size)

**hp** 4 (1d6–2)

**Fort** –2; **Ref** +5; **Will** +3

**Speed** fly 30 ft. (perfect)

**Melee** none

**Spell-Like Abilities** (CL 1st)

At will—*daze* (DC 11), *ghost sound* (DC 11), *virtue* (elder #1) *dancing lights*, *flare* (DC 11), *purify food and drink* (1/hour) (elder #2)

*daze* (DC 11), *light*, *prestidigitation* (elder #3)

**Str** 1, **Dex** 16, **Con** 6, **Int** 3, **Wis** 13, **Cha** 12

**Base Atk** +0; **CMB** –5; **CMD** 0

**Feats** Skill Focus (Perception)

**Skills** Acrobatics +7, Fly +19, Perception +8, Stealth +19

**Languages** Sylvan (limited)

**Environment** temperate forest

**Organization** solitary, pair or cloud (4–20), summer swarm (20–100)

**Treasure** standard

**Glimmer (Su)** Witchlights produce a luminance in their larval stage equal to a candle in brightness. In their adult and elder stage the light is up to half torchlight intensity (bright light in a 10 ft. radius). They can change the intensity or extinguish this light as a free action. The glimmer is a steady, soft glow, and may be silvery-white or just about any color, though the fey that raise them favor pastel shades. Each witchlight has its own unique color which it cannot change.

## Help me! Help me!

A dense forest surrounds a massive barley field. The nearly half mile area of grain was cultivated by locals for brewing until a quake divided the field and made it too dangerous to farm. A 25-foot-wide chasm now divides the land. The chasm opens into a vast underground complex where a **giant black widow** makes its lair. The spider hangs under a web blocking the chasm 30 ft. below the surface. Non-sticky strands of web cover the area around the chasm. Moving these alerts the spider to potential prey, and it scurries toward any disturbance in anticipation of its next meal. The web spanning the chasm holds the cocooned and desiccated remains of deer, feral goats and boars.

The druid **Button Funray** (N human male, Druid 5; Int 7, Wis 15, Cha 18) lies in the center of the web. Miraculously, he survived the spider's venom, but is too weak to free himself from the web. Button has a peculiar and extreme personality disorder: He truly believes he is a fairy. Button has giant dragonfly wings attached to a harness on his back, and he wears a goat skin wig with fake antennae. His skimpy yet vibrant clothing is lined with hundreds of tiny bells. Button even clips his ears so they appear pointed. He wears curly toed shoes and speaks in a high-pitched, whimsical fashion. He screams "Help me!" in his shrill voice as soon as the spider moves.

Fortunately for Button, the field is infested with hundreds of **witchlights**. Furthermore, an **elder witchlight** "adopted" him, and believes Button to be a fey god of some sort. The elder witchlight rallied the witchlights to aid Button. The witchlights swarm passers-by and form floating arrows pointing toward the captive druid. At night, the witchlights coordinate their lights to form sequential flashing arrows to lead potential rescuers to Button. If rescued, Button commands a single witchlight to become a follower of each of his PC rescuers. If the witchlight survives an entire winter with the PC, it becomes an elder witchlight forever in the service of its liege.

### SPIDER, GIANT (BLACK WIDOW) XP 800

**hp** 38 (*Pathfinder Roleplaying Game Bestiary* "spider, giant black widow")

CR 3



# Templates

## Crazed

*Wild-eyed and insane, a crazed creature is slightly more than a wild animal.*

## Creating a Crazed creature

“Crazed” is an acquired template that can be added to any living, corporeal creature with an Intelligence score of 3 or greater (hereafter referred to as the “base creature.” Normally, when a creature is reduced to 0 Wisdom, it falls unconscious; within the confines of levels 9B and 9C of Rappan Athuk, however, such creatures instead gain this template. A crazed creature retains all the abilities of the base creature, except it cannot cast spells or use spell-like abilities, nor can it make use of ranged weapons of any kind.

A crazed creature cannot easily be cured of its insanity. In order to cure a crazed creature, it must first be targeted with a *heal* spell followed immediately with a *remove curse* spell. At that point, the curse is broken, and creatures loses the crazed template; it has a Wisdom score of 1, making it susceptible to suffering the curse again the next day.

**CR:** Same as the base creature.

**Immune:** A crazed creature is immune to all mind-affecting effects—including those that would otherwise be beneficial, such as the spells *aid* and *bles*.

**Melee Attacks:** A crazed creature gains a bite attack, if it didn’t already have one. This attack is a primary natural attack, or can be used as a secondary natural attack if the creature opts to attack with manufactured weapons. Damage is based on the table below or the creature’s usual damage, whichever is better. In addition, creatures bitten by a crazed creature risk the wound becoming infected with filth fever.

Bite Damage Size	Damage
Diminutive	1
Tiny	1d2
Small	1d3
Medium	1d4
Large	1d6
Huge	1d8
Gargantuan	2d6
Colossal	3d6

**Abilities:** A crazed creature has a –2 racial modifier to Charisma and a Wisdom score of 0. Treat the creature’s Wisdom as being 1 (–5 modifier) for all abilities and effects, such as Will save and skill modifiers.

**SQ:** Add the following special quality to the base creature:

**Insane (Ex)** A crazed creature’s mind is shattered. A crazed creature no longer desires magical trinkets such as weapons, armor, or wondrous items. Instead, it seeks only to take trophies from those it kills, such as teeth or ears. It leaves behind anything of actual value. Typically a crazed creature possesses one weapon, and ratty leather or hide armor.

## Swamp Fever

A small, three-room wooden hut lifted out of the Sin Mire Swamp on eight-foot-tall pole stilts is filled with mud, dirt and stagnant water. A storm pulled off part of the building’s roof. Pylons on one side of the building collapsed, causing the entire structure to shift, but thick banyan

trees keep it from splashing down into the swamp below. Alligator skulls hang from the walls and dark blood stains the rotting floor. Deep gouges mar the door frame, as if someone was pulled from the building. The shack’s walls are clawed and scratched.

The Laborn family was attacked by a feral pack of **10 crazed lizardfolk** that contracted filth fever after eating infected swamp monkeys. The gnawed bones of the family now lie buried in the muck beneath their home. Each corpse is missing its teeth, ears and pinkies. The lizardfolk swim through the swamp’s murky waters in search of prey. They are tired of eating swamp monkeys and want fresh meat. They burst from the waters to attack in a demented, nearly mindless pack.

## Meat Puppet

*Meat puppets are boneless, skinless corpses reanimated after being exposed to necromantic energies.*

## Creating a meat puppet

“Meat puppet” is an acquired template that can be added to any corporeal creature (other than an undead) that had a skeletal system at one point, but had its bones extracted or completely crushed (referred to hereafter as the base creature).

**Senses:** Meat puppets have darkvision out to 60 ft.

**Challenge Rating:** This depends on the creature’s new total number of Hit Dice, as follows:

HD	CR	XP
4	4	1,200
6	5	1,600
8-10	6	2,400
12-14	8	4,800
15-17	10	9,600
18-20	12	19,200
21-24	14	38,400
25-27	16	76,800
28-30	18	153,600

**Alignment:** Always neutral evil.

**Type:** The creature’s type changes to undead. It retains any subtype except for alignment subtypes (such as good) and subtypes that indicate kind. It does not gain the augmented subtype. It uses all the base creature’s statistics and special abilities except as noted here.

**Armor Class:** A meat puppet has no bones to reinforce its body, and has only half the base creature’s natural armor bonus (round down). It tends to shed any possessions it had in life, and so is only 5% likely to be encountered wearing any armor it once had.

**Hit Dice:** Drop HD gained from class levels (minimum of 1) and change racial HD to d8s. Meat Puppets gain a number of additional HD as noted on the following table.

Meat Puppet Size	Bonus Hit Dice
Tiny or smaller	+1 HD
Small or Medium	+3 HD
Large	+5 HD
Huge	+7 HD
Gargantuan	+11 HD
Colossal	+15 HD

Meat Puppets use their Charisma modifiers to determine bonus hit

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points (instead of Constitution).

**Saves:** Base save bonuses are Fort +1/3 HD, Ref +1/3 HD, and Will +1/2 HD + 2.

**Defensive Abilities:** Meat puppets lose their defensive abilities and gain all of the qualities and immunities granted by the undead type. Meat puppets gain channel resistance +4, DR 5/slashing or piercing, and regeneration (cold iron or good) which heals 1 hp per round per Hit Die.

**Speed:** The base creature loses fly and burrow speeds, but retains land, swim, and climb speeds, if any.

**Attacks:** A meat puppet loses all of the base creature's natural attacks and gains 2 slam attacks, or one slam attack for every natural attack it lost (whichever is greater). It retains all weapon proficiencies of the base creature, but as with armor is only 5% likely to be encountered with a weapon in hand. Its slam attacks deal damage based on the meat puppet's size, but as if it were one size category larger than its actual size (see **Natural Attacks** in the *Pathfinder Bestiary*). It retains any extraordinary special abilities that improve its melee or ranged attacks.

**Special Attacks:** A meat puppet retains none of the base creature's special attacks. However, it gains the grab and constrict special attacks.

**Special Qualities:** A meat puppet loses most special qualities of the base creature.

**Abilities:** Str +6, Dex +4. A meat puppet has no Constitution score, its Intelligence changes to 3, its Wisdom and Charisma change to 14.

**BAB:** A meat puppet's base attack is equal to 3/4 its Hit Dice.

**Skills:** A meat puppet does not retain the skills of the base creature, but it has 1 skill rank per Hit Die. The following are class skills for a meat puppet: Climb, Disguise, Fly, Intimidate, Knowledge (arcana), Knowledge (religion), Perception, Sense Motive, Spellcraft, and Stealth.

**Feats:** A meat puppet gains feats normally based on its Hit Dice, but loses all feats possessed by the base creature. A meat puppet also gains Toughness as a bonus feat.

**Environment:** Any land and underground.

**Organization:** Any.

**Treasure:** 5% chance of standard goods.

### HUMAN MEAT PUPPET XP 1,200

CR 4

NE Medium undead

**Init** +6; **Senses** darkvision 60 ft.; **Perception** +9

**AC** 13, touch 13, flat-footed 10 (+2 Dex, +1 dodge)

**hp** 21 (4d8+8 plus 4); regeneration 4 (cold iron or good)

**Fort** +3; **Ref** +3; **Will** +6

**Defensive Abilities** channel resistance +4; **DR** 5/slashing or piercing; **Immune** undead traits

**Speed** 30 ft.

**Melee** 2 slams +6 (1d6+3 plus grab)

**Special Attacks** constrict (1d6+3)

**Str** 17, **Dex** 14, **Con** —, **Int** 3, **Wis** 14, **Cha** 14

**Base Atk** +3; **CMB** +3 (+7 to grapple); **CMD** 19

**Feats** Dodge, Improved Initiative, Toughness<sup>8</sup>

**Skills** Perception +9

### OTYUGH MEAT PUPPET XP 4,800

CR 8

NE Large undead

**Init** +5; **Senses** darkvision 60 ft.; **Perception** +17

**AC** 10, touch 10, flat-footed 9 (+1 Dex, -1 size)

**hp** 90 (12d8+24 plus 12); regeneration 12 (cold iron or good)

**Fort** +6; **Ref** +7; **Will** +10

**Defensive Abilities** channel resistance +4; **DR** 5/slashing or piercing; **Immune** undead traits

**Speed** 30 ft.

**Melee** 3 slams +16 (2d6+7/19-20 plus grab)

**Special Attacks** constrict (1d8+7)

**Str** 24, **Dex** 12, **Con** —, **Int** 3, **Wis** 14, **Cha** 14

**Base Atk** +9; **CMB** +17 (+21 to grapple); **CMD** 29 (31 vs. trip)

**Feats** Dodge, Improved Critical (slam), Improved Initiative, Improved Natural Attack (slam), Lightning Reflexes,

Toughness<sup>8</sup>, Weapon Focus (slam)

**Skills** Perception +17

## The Bone Crusher

The ground rumbles and shakes as the Bone Crusher (AC 30, 300 hit points, DR 5) approaches. This five-ton contraption from hell is a massive stone roller carved with thousands of grinning skulls. Massive femurs attached on each end of the roller support a cobbled-together platform of bone that hovers above and slightly behind the massive roller. A single stone wheel below the platform serves as a steering mechanism. The roller inflicts 10d6 points of crushing damage to anything caught in its path.

Despite moving at a mere 15 ft., the Bone Crusher animates any living corporeal creature it crushes as a meat puppet in its wake. Currently, **6 human meat puppets** follow the Bone Crusher. Commanding the massive crusher is the vrock, **Beek Vrut**, who carries a *wand of paralysis* (CL 10th, 31 charges) and a long spear.

Only those who serve Orcus can command the Bone Crusher or access its powers. If the juggernaut's commander is slain, the entire machine falls into thousands of jumbled bones and stones. The Bone Crusher can only reform through months of vile rituals and the desecration of at least 100 graves.

## Cesspit of Terror

A dilapidated alchemical laboratory wastes away in this large chamber. The room's furnishings are piled around the edges of the chamber as if forcibly shoved aside. A dried greenish film covers the contents, walls and ceiling as if something exploded outward from the center of the room. Human-sized glass tubes stand broken and empty, with a nauseating green sludge remaining in the lower portions. A pile of mold-covered rags sits in a corner, surrounded by dozens of deflated rat corpses. A rusted mesh grate covers a sludge-filled drainage pit in the floor. An **otyugh meat puppet** lies in wait below the drain.

The unfortunate otyugh, which the laboratory's alchemist used as waste disposal, suffered from a necromantic explosion in the lab. The catastrophe transformed the creature into its current undead state. It attacks by punching through the grate with three tentacles, and emerges only to pursue.

The wizard **Arkren** (NE male human, Wiz 13; Int 17, Wis 7) hides under the moldering pile of rags. Arkren dabbled in the necromantic arts, an unfamiliar territory for him. His last experiment went horribly wrong, destroying the lab and transforming him into an atrocity. Although his mind remains untouched, Arkren's body was transformed into an **ochre jelly**. He lives off rats and is unable to communicate. He desperately seeks a solution to his predicament.

Without components, a spell book or sufficient orifices to speak, he has lost the ability to cast spells. He has all the statistics and abilities of a normal ochre jelly except that his acid attacks affect only bones. He can protrude a barbed pseudopod to inject acid into opponents to dissolve their skeletal structure. This attack acts as a normal ochre jelly attack except that any creature killed immediately returns as a meat puppet. Creatures without a skeletal system (including most constructs and oozes, plants, and incorporeal creatures) are immune to Arkren's acid damage.

### OCHRE JELLY XP 1,600

CR 5

**hp** 63 (*Pathfinder Roleplaying Game Bestiary*, "Jelly, Ochre")

## Soulless

*In his eternal war against the gods, Orcus, the Prince of Demons, discovered a way to sever the connection between living beings and their divine creators. He learned that by stripping the soul of a humanoid while*

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leaving the body alive and intact, he could create a soulless creature beholden only to him and outside the influence of the divine.

A soulless creature becomes a being without connection to the divine or living creatures. Flensed of all distinctions of alignment, the soulless embrace true amorality, characterized by acts of depravity and destruction. The soulless creature takes no pleasure in this behavior; they are disturbingly without expression or emotion, but engage in it as an automaton.

Though a soulless shares some characteristics with the undead, they remain alive and fully sentient creatures. They eat, breathe, and sleep. The absence of an animating spark means a soulless lacks the natural fears and desires of normal humanoids and some of their vulnerabilities, but they also have no final energy to cling to when the body is severely damaged.

The stripped soul ends up in an Abyssal prison where Orcus can subject it to further experiments or employ it in some other hideous plan.

### Creating a Soulless

“Soulless” is an acquired template that can be added to any living corporeal humanoid, magical beast, or monstrous humanoid (referred to hereafter as the base creature), provided it possesses a soul separate from its physical body. A soulless retains all the base creature’s statistics and special abilities except as noted here.

**CR:** Same as base creature +1.

**Alignment:** Neutral

**Senses:** A soulless gains darkvision 60 ft.

**Armor Class:** A soulless has a +2 natural armor bonus or the base creature’s natural armor bonus, whichever is better.

**Defensive Abilities:** A soulless possesses no connection to the divine and also lacks the vulnerabilities of other corporeal creatures. As such it is immune to the following:

**Critical Hits:** The disconnection between a soulless creature’s physical and immaterial forms turns it into a semi-automaton and immune to precision damage.

**Fear:** A soulless creature has already confronted the black infinity that lies beyond the mortal coil. It does not fear anything.

**Positive and Negative Energy:** This includes effects linked to positive and negative energy such *cure* and *inflict* spells, ability and level damage and drain and abilities that modify or alter a cleric’s channel energy ability.

**Soul Magic:** The soulless creature is immune to all types of magic that manipulate or affect the soul such as *magic jar* or *soul bind*.

**Weaknesses:** The soulless have no innate desire to remain alive. A soulless creature reduced to 0 or fewer hit points is destroyed in the way of an undead creature.

**Special Attacks:** The soulless retains all of the base creature’s special attacks and gains those described here.

**Abyssal Stare (Su)** As a standard action a soulless creature can stare into the eyes of another living being within 30 ft. and force it to confront the infinite, empty void beyond death. Targets who fail a Will save (DC 10 +1/2 soulless HD + Charisma modifier) waver in their will to survive and take a –4 penalty to all saves and skill and ability checks for 1d4 rounds. Divine casters are particularly disturbed. They must succeed on a caster level check (20 + spell level) to cast a divine spell while under the effect of abyssal stare or the spell is lost. Creatures affected by the abyssal stare gaze are immune to other uses of the stare for 24 hours. This is a mind-affecting, fear effect.

**Abilities:** +2 Con, –2 Wis, +4 Cha.

**Feats:** Ability Focus (abyssal stare).

**Skills:** +4 Intimidate. All other skills are the same as the base creature.

**Special Qualities:** The soulless creature gains the following special quality:

**Bound Soul (Ex)** The soul of a soulless creature resides in a special prison in the Abyss. This soul cannot return to the base creature without the permission of Orcus. A soulless creature cannot be raised or resurrected, nor do these spells have any effect on a soulless creature.

**Divine Exclusion (Ex)** The soulless creature has no connection to the divine. A soulless creature cannot take levels in any divine class, cast divine spells, or use magic items constructed with spells found only on a

divine caster’s spell list.

**Vessel of Orcus (Su)** By manipulating an imprisoned soul Orcus can possess a soulless creature, enabling the demon lord to see and hear through the soulless creature’s body.

### SOULLESS HILL GIANT

CR 8

XP 4,800

N Large humanoid (giant)

**Init** –1; **Senses** darkvision 60 ft., low-light vision; **Perception** +5

**AC** 21, touch 8, flat-footed 21 (+4 armor, –1 Dex, +9 natural, –1 size)

**hp** 95 (10d8+50)

**Fort** +12; **Ref** +2; **Will** +2

**Defensive Abilities** rock catching; **Immune** critical hits, fear, positive and negative energy, soul-affecting magic

**Weaknesses** soulless

**Speed** 40 ft. (30 ft. in armor)

**Melee** greatclub +14/+9 (2d8+10) or 2 slams +13 (1d8+7)

**Ranged** rock +6 (1d8+10)

**Space** 10 ft.; **Reach** 10 ft.

**Special Attacks** abyssal stare (DC 18), rock throwing (120 ft.)

**Str** 25, **Dex** 8, **Con** 21, **Int** 6, **Wis** 8, **Cha** 11

**Base Atk** +7; **CMB** +15; **CMD** 24

**Feats** Ability Focus (abyssal stare)<sup>B</sup>, Cleave, Intimidating Prowess, Martial Weapon Proficiency (greatclub), Power Attack, Weapon Focus (greatclub)

**Skills** Climb +10, Intimidate +18, Perception +5; **Racial**

**Modifiers** +4 Intimidate

**Languages** Giant

**SQ** bound soul, divine exclusion, vessel of Orcus

**Ecology** any land

**Organization** solitary, gang (2–5), band (6–8), raiding party (9–12 plus 1d4 zombie dire wolves)

**Treasure** standard (hide armor, greatclub, other treasure)

### My Friend the Witchdoctor

Fifteen-foot-tall columns of stacked tombstones circle this shrine to Orcus. The jawless skulls of hill giants sit atop each column. Fat oil candles burn inside each skull, illuminating their eyes and nasal cavities. Years of wax twist like veins down from the skulls, entangling the columns in white-and-red tendrils. Pungent smoke of burning hair and boiling lard hugs the ground. The inner circle of the shrine resembles a depraved slaughter house, with countless humanoid corpses hanging from chains dangling from iron bars between pillars. Cauldrons of rendered fat hang above a deep pit of coals. Manacled slabs secure flayed and tortured captives.

The orc tribes of the region pay homage to their unholy lord by bringing sacrifices and treasure to the shrine. The area echoes nightly with the screams of terror and sounds of slaughter as the thralls of Orcus carry out their gruesome tasks. A **soulless hill giantess** known only as the Seventh Tooth tends the shrine. She serves as the spiritual matriarch to the surrounding tribes. As the vassal of Orcus, she is uniting the tribes into an ever-growing threat to the lands around the shrine. Ghouls and zombies always accompany the Seventh Tooth, as well as shamans and elite orc soldiers.



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