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# CRITTER·CACHE

## LOVECRAFTIAN BESTIARY



AERYN "BLACKDIRGE" RUDEL





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# INTRODUCTION

I can vividly remember the first time I stumbled across a compilation of H.P. Lovecraft's pulp tales of terror and the supernatural at a local used bookstore. The cover depicted a bizarre octopus-headed giant climbing out of a stone vault or sepulcher in the middle of slime-covered ruins; it was weird and creepy, in a good way. As fantastic as the giant and ruins were, what has stuck with me from that cover painting was the tiny human figure falling hundreds of feet to the ground from the grasp of the tentacle-headed monstrosity. The human figure seemed so small and helpless in the shadow of the giant, alien horror; and as I learned later, this feeling of overwhelming dread and helplessness was an overriding theme in the work of the author whose book the painting adorned. It is a theme that I find both inspiring and utterly compelling.

Needless to say, I bought that first Lovecraft compilation, and I have bought dozens since then and read every word in print by Howard Phillips Lovecraft. Lovecraft's work has often inspired me as a writer and a game designer, and as it turns out, there is a rich tradition of Lovecraftian material in the industry in which I now work. Numerous RPGs have been written over the years that are either set in Lovecraft's fictional universe or are heavily inspired by it. However, *Dungeons & Dragons* has a somewhat checkered past with Lovecraftian material, and as such, dungeons throughout the four decades of the game's history have languished without mi-go, nightgaunts, and shoggoths. A crying shame, if you ask me.

I think it's high time that Lovecraft's gods, monsters, and other squishy entities make their presence known in the dungeons and crumbling ruins of this newest edition of *Dungeons & Dragons*. So, that's what I've done. Within the pages of *Critter Cache: Lovecraftian Bestiary*, you'll find over 30 Lovecraftian critters, from the meager mi-go scout to the mighty Cthulhu. In addition, optional rules dealing with the strange devices often carried by Lovecraftian entities are provided in an appendix at the end of the book.

So here's to scaring the living hell out of your players and teaching them that no matter how powerful their characters get, they're still just appetizers on the menu of the Outer Gods.

– Aeryn “Blackdirge” Rudel



# COLOR OUT OF SPACE

Colors out of space are bizarre, formless entities composed primarily of insane, indescribable colors. They hunger for life in all its forms, and seek to drain living creatures of their vital essence.

## COLOR OUT OF SPACE LORE

**Dungeoneering DC 25:** Colors out of space dwell in an alternate reality far away from the sanity and reason of the world. They come to the world to feed on the life that thrives here, often falling to the earth incased in a fiery meteorite. Once among living creatures, be they animals, plants, or intelligent humanoids, colors begin to slowly leech the vital essence from the surrounding area. At first this slow devouring manifests as wild and unnatural growth; plants grow to giant sizes or produce mammoth fruits; and animals grow larger and display strange abilities or grow additional limbs. However, this unchecked growth soon ends, and all life in the area begins to shrivel as it is drained completely of vitality. Eventually, the area in which colors dwell becomes a wasteland, devoid of all life, forcing the colors to move to another area and start the whole process over again.

**Dungeoneering DC 30:** Although they prefer to drain an area of life slowly, colors out of space can wither and destroy living creatures in seconds if confronted. When attacked, colors out of space can drain the living essence from their enemies, forcing foes to spend healing energies that the colors can then absorb to heal injuries. Although colors out of space appear to have no form beyond the shifting, chaotic array of colors that any creature can see, these colors actually hide a horrifying and all-together maddening true form. Creatures that can discern invisible creatures through abilities such as truesight can see this true form, and are likely to be driven mad by the eldritch, other-worldly thing that hides behind a shroud of shifting colors.

**Color out of Space** Level 21 Elite Lurker  
Medium aberrant magical beast XP 6,400

**Initiative** +21 **Senses** Perception +14; darkvision

**Unnatural Taint** aura 10; living creatures in the aura that spend a healing surge regain 5 additional hit points. However, they gain a strange taint that causes them to glow with an unnatural luminescence (save ends, with a cumulative -1 penalty to the saving throw for each healing surge spent in the aura).

**HP** 318; **Bloodied** 159

**AC** 35; **Fortitude** 34, **Reflex** 32, **Will** 30

**Resist** insubstantial

**Saving Throws** +2

**Speed** fly 8 (hover)

**Action Points** 1

⊕ **Withering Caress** (standard; at-will) ♦ **Necrotic**  
+23 vs. Fortitude; 3d6 + 8 necrotic damage, or 3d6 + 12 against a target currently affected by the color's taint, and the target is weakened until the end of the color out of space's next turn.

↔ **Strange Hue** (standard; at-will) ♦ **Radiant**  
Close burst 2; +21 vs. Reflex; 2d6 + 8 radiant damage, and the target is blinded until the end of the color out of space's next turn.

↔ **Hungry Siphon** (standard; recharge [☹]) ♦ **Healing, Necrotic**  
Close burst 5; target's creatures currently affected by the color's taint; +21 vs. Fortitude; 3d8 + 8 necrotic damage, and the target is weakened and slowed. The color out of space regains 79 hit points plus 15 hit points for each tainted target in the burst.

↔ **Blasted Heath** (immediate reaction; when the color out of space is first bloodied; encounter) ♦ **Necrotic, Zone**  
Close burst 5; +21 vs. Fortitude; 3d10 + 8 necrotic damage, and the burst becomes a zone of lifeless earth that remains until the end of the encounter. Creatures other than the color that enters or start their turns in the zone take 10 necrotic damage.

**Indiscernible** ♦ **Illusion**

The color out of space has no discernable form, which makes it incredibly difficult to hit. All melee and ranged attacks have a 50% chance to miss the color out of space. A creature that can see invisible creatures does not suffer this penalty. However, seeing the color in its maddening true form has fairly dire consequences; see *unknowable form* below.

**Unknowable Form** ♦ **Fear, Psychic**

A creature that can see invisible creatures through an ability such as truesight can discern the color's true form. Whenever such a creature begins its turn within 5 squares of the color, it takes 15 psychic damage and is dazed until the start of its next turn.

**Alignment** Unaligned

**Languages** —

**Str** 22 (+16)

**Dex** 24 (+17)

**Wis** 18 (+14)

**Con** 27 (+18)

**Int** 13 (+11)

**Cha** 15 (+12)

**Description** *The air before you shimmers with a maddening array of colors, each stranger and more vivid than the next. The chaotic tumult of hues seems to hide within it a barely discernable shape; a terrible shape you cannot and must not see clearly.*

## COLOR OUT OF SPACE TACTICS

A color out of space attempts to keep living creatures within its *unnatural taint* aura whenever possible, hoping to force enemies to spend healing surges and become tainted. It attacks by lashing out with invisible tendrils and draining living creatures of life energy. If pressed by powerful opponents, it uses *strange hue* to blind and disorient its enemies. A color out of space typically saves *hungry siphon* to use when it becomes bloodied, spending a move action to gain a position where it can catch as many tainted enemies in the burst as possible.

## ENCOUNTER GROUPS

Colors out of space are never encountered with other living creatures, although they may be found with members of their own kind on occasion. The only other creatures that a color will ally itself with are undead, since it can derive no sustenance from them.

### Level 22 Encounter (XP 20,300)

- 1 color out of space (level 21 elite lurker)
- 2 rot harbingers (level 20 soldier)
- 2 rot slingers (level 22 artillery)



# CTHULHU

Cthulhu is a terrible cosmic entity that some may call a god; and, certainly, the dreadful Cthulhu rivals the gods in sheer power. However, Cthulhu is not a true god, and instead belongs to a race of loosely connected beings called simply the Old Ones or occasionally, the Great Old Ones. These vast and terrible entities hail from a reality that is much different from our own; a reality outside of normal space and time, where even the gods cannot and dare not venture.

Cthulhu and the other Great Old Ones are so ancient that many of them existed before the world was formed. Like great, cosmic interlopers they came to our reality and found the world to their liking. Many settled here and created massive, eldritch cities which they filled with their spawn: lesser beings created in their own image. However, with the rise of the mortal gods, the cosmic laws of the universe changed, and the Great Old Ones living in the natural world were cursed and fell into a deep sleep. Their cities crumbled or sank beneath the waves, and they now slumber, forgotten by all but the most lunatic madmen, waiting for a time when the stars align and they may yet again rule this world.

When Cthulhu and his spawn came to the world, they settled on a swampy continent that has long since vanished. They built the terrible city of R'lyeh and lived there for many eons, occasionally battling other primordial races, such as the Elder Things and the Great Race of Yith, for control of the natural world. When mortals and their gods appeared, the dawning of this new age triggered a series of cataclysms that destroyed the domains of many of the Great Old Ones. R'lyeh and the vast island continent where it lay sank beneath the waves, and only the mighty spells of Cthulhu kept the city from total destruction. R'lyeh now sits on the bottom of some nameless ocean, preserved against the elements, its inhabitants and ruler slumbering in a corpse-like sleep.

Despite the fact that Cthulhu is imprisoned and slumbering beneath the ocean, its mind is still very much active. It has witnessed the rise of the mortal races over the eons, and although it first dismissed dwarves, elves, humans, and others as inconsequential, it has long since realized that the key to its freedom and return to power lies within these pathetic, ephemeral creatures. By invading the dreams of mortals, Cthulhu is able to influence their actions, and a number of cults have sprung up across the land devoted to this strange and terrible being.

Cthulhu's cults are devoted to a singular purpose: freeing their master from its watery prison. To do this, cultists seek out the ruins of the Great Old Ones' ancient domains, hoping to find forgotten magic that might revive Cthulhu and its spawn and raise the dead city of R'lyeh. Cthulhu often visits

its cultists in their dreams, imparting its wishes to them in a series of mind-altering nightmares. Because of these horrific means of communications, senior cultists are often irrevocably insane.

## CTHULHU LORE

**Dungeoneering or Religion DC 25:** Cthulhu is a terrible cosmic entity that hails from an alternate reality; a reality where the normal laws of magic and science do not apply. Although it commands god-like power, Cthulhu is not a god in any sense that mortals might understand. Cryptic writings concerning this entity hint that there may be beings of a similar ilk, with even more power and destructive ability.

Cthulhu is served by lesser entities that resemble it in outward appearance and are often referred to as its star spawn. These star spawn may have travelled along with Cthulhu when it came to the world many eons ago.

**Dungeoneering or Religion DC 30:** Cthulhu and its spawn dwell in the sunken city of R'lyeh, where they exist in a corpse-like slumber, waiting for an eventual return to power. The city is a weird and awful place, where Cyclopean architecture forms strange and impossible angles that twist the mind and wrench the soul. In a vast sepulcher in the heart of R'lyeh, Cthulhu sleeps away the eons surrounded by the most potent of its spawn. Although sleeping, Cthulhu's mind is active and it speaks to its cultists through dreams and nightmares, directing them to seek a means to its freedom.

Cults dedicated to Cthulhu are often found near the sea, and are typically small and isolated. Most cultists have little regard for their own lives, and are driven to gather esoteric knowledge and ancient magics in an attempt to free their master. The vile race of aquatic humanoids known as the deep ones is known to worship Cthulhu as a god, and they may ally themselves with human cultists operating near the oceans and seas they inhabit.

**Dungeoneering or Religion DC 35:** Cthulhu's physical form is awful beyond description. Only a few ancient stone idols depict the terrible entity in its true form, and even these minor representations can cause swift madness to those who gaze on them for too long. Those that have the awesome misfortune to actually view Cthulhu in person are likely to have the sanity blasted from their minds or simply die from fright.

If released onto this world, Cthulhu would appear as a mountainous humanoid, hundreds of feet tall, with slimy green skin and an octopoid head with hundreds of writhing tentacles. Two vast wings jut from Cthulhu's back, and its arms are long, thin, and tipped with wide, grasping talons. An awful stench, like the sudden opening of a thousand graves, accompanies Cthulhu, and its vast, luminous eyes roil with ineffable power and malignity.





**Cthulhu** Level 35 Solo Soldier  
Gargantuan aberrant humanoid (aquatic) XP 235,000

**Initiative** +29      **Senses** Perception +35; darkvision, truesight 20

**Nightmarish Presence (Fear, Psychic)** aura 10; enemies with fewer levels than Cthulhu in the aura take a -5 penalty to attack rolls and saving throws. Enemies that enter or start their turns in the aura take 25 psychic damage.

**HP** 1,288; **Bloodied** 644

**AC** 51; **Fortitude** 49, **Reflex** 48, **Will** 49

**Immune** to attacks from creatures under level 25, poison, sleep; **Resist** 15 all

**Saving Throws** +5

**Speed** 10, swim 10, fly 12 (hover), overland flight 15

**Action Points** 2

⬇ **Flabby Claws** (standard; at-will)  
Reach 4; +42 vs. AC; 4d10+13 damage, and the target is grabbed (until escape).

⬇ **Wing Slam** (standard; at-will)  
Reach 4; +42 vs. AC; 4d8+13 damage, and the target is pushed 2 squares and knocked prone.

⬇ **Horrific Tentacles** (minor; at-will) ♦ **Healing, Necrotic**  
Grabbed target only; +40 vs. Fortitude; 3d10 + 13 necrotic damage, and the target loses 3 healing surges. If the target is reduced to 0 healing surges with this power, it is slain, and Cthulhu regains 322 hit points. The target cannot be raised from the dead until Cthulhu is destroyed or it chooses to release the target's soul.

⤴ **Soul-Shattering Gaze** (minor 1/round; at-will) ♦ **Gaze, Psychic**  
Ranged 10; +40 vs. Will, 3d6 + 13 psychic damage, and the target is dazed, slowed, and weakened (save ends all).

⤴ **A Mountain Walked** (when Cthulhu ends its move action on the ground; at-will)  
Close burst 4; +38 vs. Reflex; 2d6 + 13 damage, and Large or smaller targets are knocked prone.

⤴ **Ensnaring Madness** (standard; recharge ⓂⓂ) ♦ **Charm, Fear, Psychic**  
Close burst 10; +38 vs. Will; 4d10 + 13 psychic damage, and the target is pulled 5 squares and stunned (save ends). If the target is pulled within 4 squares of Cthulhu, Cthulhu can make a melee basic attack against the target as a free action. *Aftereffect:* The target is dominated (save ends).

**Whisperer in Darkness** (whenever a sentient creature takes an extended rest within 1 mile of Cthulhu; at-will) ♦ **Psychic**  
+40 vs. Will; 3d10 + 13 psychic damage, the target regains no healing surges and suffers a -2 penalty to attack rolls and saving throws until it can take an uninterrupted extended rest.

**Threatening Reach**  
Cthulhu can make opportunity attack against enemies within 4 squares of it.

**Alignment** Chaotic evil      **Languages** Common, Primordial, telepathy 20

**Skills** Arcana +33, Athletics +35, History +33, Insight +35, Intimidate +34, Religion +33

**Str** 36 (+30)      **Dex** 30 (+27)      **Wis** 36 (+30)  
**Con** 34 (+29)      **Int** 32 (+28)      **Cha** 34 (+29)

**Description** *The great sepulcher yawns open, and from the inky blackness of its Cyclopean interior you hear the wet, fluid shifting of something massive. When utter horror and blasphemy claws its way from the tomb that has held it for eons uncounted, your mind quails at the sheer size and utter wrongness of the thing. Standing taller than the tallest tower, mighty Cthulhu has a cephalopoid head writhing with hundreds of grasping tentacles and two long taloned appendages that reach out to draw you into its slimy embrace. Two gargantuan wings unfurl, blotting out the sun and sanity of the natural world, and you find yourself drawn into two churning orbs that have seen such terrible sights and secrets to shred any mortal mind.*

**CTHULHU'S TACTICS**

Cthulhu begins combat with *ensnaring madness*, and then grabs up the two closest targets within reach. It presses the unfortunate victims to its tentacled head to drain them of life with *horrific tentacles*, and then spends a minor action each round to drain one of its grabbed targets until they escape or are slain. If Cthulhu has two targets grabbed, it uses *wing slam* to smash aside other enemies. Each round, Cthulhu spends a move action to make use of a *mountain walked* and targets an enemy with *soul-shattering gaze*.

If sorely pressed, Cthulhu spends its action points to use *horrific tentacles* on a grabbed opponent up to three times in a single round, hoping to drain it completely of life and heal its wounds. Cthulhu is all but impervious to damage from lesser beings, but if reduced to less than a quarter of its starting hit points, it seeks to escape to the air or dive beneath the waves.

**Star Spawn of Cthulhu** Level 25 Elite Soldier  
Huge aberrant humanoid (aquatic) XP 14,000

**Initiative** +20      **Senses** Perception +26; darkvision, truesight 10

**Horrific Presence (Fear, Psychic)** aura 3; enemies with fewer levels than the star spawn in the aura take a -2 penalty to attack rolls and saving throws. Enemies that enter or start their turns in the aura take 10 psychic damage.

**HP** 472; **Bloodied** 236

**AC** 41; **Fortitude** 36, **Reflex** 34, **Will** 35

**Immune** poison, sleep; **Resist** 10 acid, 10 cold, 10 against attacks that target AC

**Saving Throws** +2

**Speed** 8, swim 8, fly 10 (hover), overland flight 12

**Action Points** 1

⬇ **Claws** (standard; at-will)  
Reach 3; +32 vs. AC; 2d8+10 damage, and the target is grabbed (until escape).

⬇ **Wing Slam** (standard; at-will)  
Reach 3; +32 vs. AC; 2d6+10 damage, and the target is knocked prone.

⬇ **Draining Tentacles** (minor 1/round; at-will) ⬆ **Healing, Necrotic**  
Grabbed target only; +30 vs. Fortitude; 2d10 + 9 necrotic damage, and the target loses a healing surges. If the target is reduced to 0 healing surges with this power, it is slain, and the star spawn regains 118 hit points.

⤴ **Numbing Gaze** (minor 1/round; at-will) ⬆ **Gaze, Psychic**  
Ranged 10; +30 vs. Will, 2d6 + 8 psychic damage, and the target is dazed and slowed (save ends both).

↔ **Alluring Horror** (standard; recharge [3])  
Close burst 5; +28 vs. Will; 2d10 + 8 psychic damage, and the target is pulled 3 squares and dazed (save ends). If the target is pulled within 3 squares of the star spawn, it can make a melee basic attack against the target as a free action.

**Threatening Reach**

A star spawn can make opportunity attack against enemies within 3 squares of it.

**Alignment** Chaotic evil      **Languages** Common, Primordial, telepathy 10

**Skills** Arcana +25, Athletics +27, History +25, Insight +26, Intimidate +25, Religion +25

**Str** 31 (+22)      **Dex** 22 (+18)      **Wis** 28 (+21)

**Con** 28 (+21)      **Int** 27 (+20)      **Cha** 26 (+20)

**Description** *This towering horror is roughly humanoid, with long, multi-jointed arms and two pillar-like legs. Its head resembles a tentacled cephalopod and two gargantuan wings jut from its back. There is the unmistakable aura of great age and power surrounding this creature, and its roiling green eyes seem to hold secrets that no mortal was meant to know.*

# STAR SPAWN OF CTHULHU

The ancient progeny of Cthulhu, the star spawn, resemble smaller version of their progenitor, though they are still massive. Most of the star spawn are trapped in R'lyeh with their master, but a few managed to escape the catastrophe that befell the great city and lurk in forgotten corners of the world.

## STAR SPAWN OF CTHULHU LORE

**Dungeoneering or Religion DC 20:** The star spawn are both the progeny and servants of the mighty Cthulhu. They dwelled within the city of R'lyeh when it existed above the waves in a time so ancient that it predates the rise of mortals and their gods. When the city sank, the star spawn were trapped beneath the ocean along with their master. In appearance, the star spawn resemble Cthulhu, although they are smaller.

**Dungeoneering or Religion DC 25:** Some star spawn managed to escape the sinking of R'lyeh and are very much alive and awake. These active star spawn typically dwell beneath the ocean, and many are served by the deep ones, who worship Cthulhu as a deity.

## STAR SPAWN OF CTHULHU TACTICS

A star spawn begins combat with *alluring horror* to draw opponents close. It then attacks with its claws, seeking to grab smaller creatures and drain them with *draining tentacles*. It uses *wing slam* to keep other enemies at bay and *numbing gaze* to neutralize spellcasters and enemies that present a serious threat. If pressed or badly wounded, a star spawn flees into the air or deeper beneath the waves.

## ENCOUNTER GROUPS

When encountered, Cthulhu will be accompanied by no less than three of its spawn. A star spawn may be encountered with allied deep ones or mortal cultists, or it may be served by aquatic aberrant creatures such as aboleths.

**Level 23 Encounter (XP 24,400)**

- 1 star spawn of Cthulhu (level 25 elite soldier)
- 1 aboleth overseer (level 18 elite controller)
- 4 aboleth lashers (level 17 brute)

**Level 36 Encounter (XP 277,000)**

- Cthulhu (level 35 solo soldier)
- 3 star spawn of Cthulhu (level 25 elite soldier)

# DEEP ONE

Deep ones are an ancient race of aquatic humanoids that dwell in strange, cyclopean cities deep beneath the waves. They worship horrible, alien gods with unspeakable rites, and seek to bring these terrible deities back from an eons-long exile. In addition, deep ones are known to raid seaside communities for breeding stock, carrying off men and women in the dead of night to spawn loathsome, half-fish monstrosities.

## DEEP ONE LORE

**Nature DC 15:** Deep ones live in the darkest depths of the ocean, dwelling in lightless cities that are home to thousands of the repulsive humanoids. Although aquatic, deep ones can breathe air as easily as water, and often make forays onto dry land to capture humanoids for breeding stock.

**Nature DC 20:** Deep ones worship a pantheon of ancient, evil deities whom they venerate with horrific, cannibalistic rites. Chief among the deities worshipped by the deep ones is an entity known as Cthulhu, who is said to be trapped beneath the ocean in an ancient city where the god once ruled. Deep ones priests of Cthulhu hold much prestige in deep one society, and they constantly search for artifacts and knowledge that will allow them to free their god from its watery tomb.

It is unknown why the deep ones seek out humans to serve as breeding stock, as they are apparently capable of breeding with each other. A child produced from such a blasphemous union begins life as normal human, but as it ages, the child begins to more and more resemble its deep one parent. Eventually, after about 30 to 40 years living among humans, a hybrid feels an irresistible pull from the ocean, where it completes its transformation into a deep one and joins its brethren in the lightless void of the deep ocean.

Some believe that the deep ones mate with humans at the behest of their dark gods, seeking to corrupt the minds and hearts of the entire human race. There are rumors of remote seaside villages that have made secret pacts with deep one cities, offering up their children and young men and women in return for riches dredged from the sea bottom.

**Nature DC 25:** Deep ones are effectively immortal, but can be killed by conventional means. However, a deep one never stops growing throughout its long years, and the oldest of these terrible humanoids have attained truly epic proportions and are often worshipped as gods themselves. One of these ancient deep ones is a being known as Dagon, a gigantic brute that rules one of the largest deep one cities. Dagon is said to be as large as a whale, commanding physical might on par with mighty dragons. There are likely other ancient deep ones as large as or larger than Dagon, but so far, these awful entities have mercifully remained beneath the waves.



**Deep One Hybrid** Level 12 Minion Brute  
Medium natural humanoid (aquatic) XP 175

**Initiative** +9      **Senses** Perception +8; low-light vision  
**HP** 1; a missed attack never damages a minion.  
**AC** 24; **Fortitude** 24, **Reflex** 22, **Will** 21  
**Speed** 6, swim 4

⬇ **Handaxe** (standard; at-will) ♦ **Weapon**  
+15 vs. AC; 10 damage.

↘ **Harpoon** (standard; at-will) ♦ **Weapon**  
Ranged 5/10; +13 vs. AC; 9 damage, and the target is slowed until the end of the deep one hybrid's next turn.

**Sea Father's Frenzy**  
A deep one hybrid gains a +2 bonus to damage rolls when adjacent to a full-blooded deep one.

**Leap** (move; encounter)  
The deep one hybrid shifts 6 squares.

**Alignment** Evil      **Languages** Common

**Skills** Athletics +15, Stealth +14

**Str** 19 (+10)      **Dex** 16 (+9)      **Wis** 14 (+8)  
**Con** 15 (+8)      **Int** 11 (+6)      **Cha** 8 (+5)

**Equipment** handaxe

**Description** *This ugly human man has curiously ichthyoid features that include goggling eyes, thick lips, and slightly webbed fingers.*

**Deep One Hybrid Elder** Level 15 Minion Soldier  
Medium natural humanoid (aquatic) XP 300

**Initiative** +12      **Senses** Perception +11; low-light vision  
**HP** 1; a missed attack never damages a minion.  
**AC** 31; **Fortitude** 28, **Reflex** 25, **Will** 26  
**Speed** 6, swim 4

⬇ **Greataxe** (standard; at-will) ♦ **Weapon**  
+22 vs. AC; 12 damage, and the target is marked until the end of the deep one hybrid elder's next turn.

**Sea Father's Frenzy**  
A deep one hybrid gains a +2 bonus to damage rolls when adjacent to a full-blooded deep one. This damage bonus increases to +3 against marked targets.

**Leap** (move; encounter)  
The deep one hybrid elder shifts 6 squares.

**Alignment** Evil      **Languages** Common

**Skills** Athletics +18, Stealth +15

**Str** 23 (+13)      **Dex** 17 (+10)      **Wis** 18 (+11)  
**Con** 18 (+11)      **Int** 14 (+9)      **Cha** 12 (+8)

**Equipment** greataxe

**Description** *This towering human man is horribly ugly, with frog or fish-like features that include thick lips, goggling eyes, and sallow skin. He grips a broad-bladed axe in both webbed hands.*

DEEP ONE HYBRID TACTICS

A deep one hybrid resembles an ugly human, and is often not seen for the threat it represents until too late. A hybrid attacks with whatever weapon it is most comfortable with, but often does not kill its target; instead, it drags the unfortunate victim away to offer up to its deep one masters.

**Deep One Raider** Level 9 Skirmisher  
Medium natural humanoid (aquatic) XP 400

**Initiative** +9      **Senses** Perception +6; darkvision  
**HP** 99; **Bloodied** 49  
**AC** 23; **Fortitude** 21, **Reflex** 18, **Will** 18  
**Speed** 6, swim 6

⬇ **Claw** (standard; at-will)  
+14 vs. AC; 1d10+5 damage.

⬇ **Slash and Grab** (standard; at-will)  
The deep one raider makes two claw attacks against the same target. If both attacks hit a Medium or smaller target, the target is grabbed (until escape).

⬇ **Pacifying Grip** (standard; recharge ⓂⓂⓂ)  
Grabbed target only; +12 vs. Fortitude; the target is dazed (save ends). *First Failed Save:* The target is stunned (save ends). *Second Failed Save:* The target is unconscious (save ends, but with a -2 penalty to the saving throw).

**Leap** (minor; recharge ⓂⓂⓂ)  
The deep one raider shifts 6 squares.

**Alignment** Evil      **Languages** Common

**Skills** Athletics +14, Stealth +12

**Str** 21 (+9)      **Dex** 16 (+7)      **Wis** 15 (+6)  
**Con** 19 (+8)      **Int** 13 (+5)      **Cha** 10 (+4)

**Description** *This gangly humanoid has a terrible fish-like appearance, with an ichthyoid head featuring huge, staring eyes, pulsating gills, and a need-toothed maw. Its arms are long and powerful, ending in webbed, hook-like talons, and its entire body is covered in dull-green scales, except its belly, which is dead white.*

DEEP ONE RAIDER TACTICS

Deep one raiders sneak into ocean-side communities in the dead of night to kidnap young men and women. A deep one raider attacks with its claws, seeking to grab hold of a target and use *pacifying grip*. Once a victim is unconscious, the deep one raider often retreats, seeking to carry its prize away into the ocean. A deep one raider typically saves *leap* to escape combat when it has an unconscious target in its grasp.

**Deep One Priest of Cthulhu**

Level 11 Controller

Medium natural humanoid (aquatic) XP 600

**Initiative** +8      **Senses** Perception +11; darkvision  
**HP** 112; **Bloodied** 56

**AC** 25; **Fortitude** 20, **Reflex** 19, **Will** 23

**Speed** 6, swim 6

⊕ **Rod of the Deep** (standard; at-will)  
 +16 vs. AC; 2d6+4 damage, and the target is slowed until the end of the deep one priest of Cthulhu's next turn.

† **Claw** (standard; at-will)  
 +15 vs. AC; 1d8+4 damage.

↗ **Briny Blast** (standard; at-will) ♦ **Acid**  
 Ranged 10; +15 vs. Reflex; 1d10 + 6 acid damage.

↗ **Drowning Demise** (standard; recharge ☉☉☉)  
 The target's lungs begin to fill with seawater; ranged 10; +15 vs. Fortitude; 1d10+3 damage, and ongoing 5 damage (save ends). *First Failed Save:* The target is stunned and takes ongoing 10 damage (save ends both, but with a -2 penalty to the saving throw).

↗ **Lure of the Deep** (standard; recharge ☉☉☉) ♦ **Charm**  
 Ranged 10; +14 vs. Will; the target is pulled 3 squares and stunned (save ends).

↖ **Blasphemous Croak** (standard; encounter) ♦ **Fear, Psychic**  
 Close burst 3; +13 vs. Will; targets enemies; 3d6+6 psychic damage, and the target is weakened and dazed (save ends both). *Aftereffect:* The target suffers a -2 penalty to attack rolls (save ends).

**Leap** (minor; recharge ☉☉☉)  
 The deep one priest of Cthulhu shifts 6 squares.

**Alignment** Evil      **Languages** Common

**Skills** Athletics +14, Religion +13, Stealth +13

**Str** 18 (+9)      **Dex** 16 (+8)      **Wis** 22 (+11)

**Con** 16 (+8)      **Int** 17 (+8)      **Cha** 14 (+7)

**Equipment** rod

**Description** *This scaly humanoid has a decidedly fish-like appearance, with pulsating gills, goggling eyes, and a wide fanged mouth. It is naked and sexless, a horrid reminder that it bears no kinship to wholesome, warm-blooded creatures. The monstrosity carries only a strange rod of carved stone festooned with shells, bits of coral, and weird spiraling glyphs.*

**DEEP ONE PRIEST OF CTHULHU TACTICS**

A deep one priest of Cthulhu begins combat with *drowning demise* on a likely spellcaster, and then follows up with *lure of the deep* on an enemy melee combatant. It avoids melee when possible, preferring to smite foes at range with *briny blast*. A deep one priest of Cthulhu uses *blasphemous croak* when surrounded by many enemies, and relies on its *rod of the deep* only when cornered. Typically, a deep one priest of Cthulhu uses its abilities to aid deep one raiders when they invade human villages in search of breeding stock.

**Deep One Leviathan**

Level 12 Elite Brute

Large natural humanoid (aquatic) 1,400

**Initiative** +8      **Senses** Perception +9; darkvision

**HP** 300; **Bloodied** 150

**AC** 24; **Fortitude** 26, **Reflex** 20, **Will** 23

**Saving Throws** +2

**Speed** 8, swim 8

**Action Points** 1

⊕ **Claws** (standard; at-will)  
 Reach 2; +15 vs. AC; 2d10+7 damage, and a Large or smaller target is grabbed (until escape).

† **Rending Grip** (standard; recharge ☉☉☉)  
 Grabbed target only; +13 vs. Fortitude; 3d10+7 damage, and ongoing 10 damage (save ends).

† **Rending Pounce** (standard; recharge ☉☉)  
 The deep one leviathan shifts 8 squares and makes a melee basic attack. If the attack hits, the deep one leviathan can use *rending grip* as a free action.

**Threatening Reach**  
 A deep one leviathan can make opportunity attacks against enemies within 2 squares of it.

**Leap** (minor; recharge ☉☉☉)  
 The deep one leviathan shifts 8 squares.

**Alignment** Evil      **Languages** Common

**Skills** Athletics +18, Endurance +16

**Str** 24 (+13)      **Dex** 14 (+8)      **Wis** 17 (+9)

**Con** 20 (+11)      **Int** 14 (+8)      **Cha** 16 (+9)

**Description** *This towering, fish-like humanoid is covered in thick scales, barnacles, and stray colonies of coral; looking for all the world like a small animated reef. Its arms and legs are long and robust, and the foot-long talons on the tip of its webbed hands and feet look fully capable of rending armor; let alone the puny flesh inside it.*

**DEEP ONE LEVIATHAN TACTICS**

A deep ones leviathan accompanies parties of deep one raiders when armed resistance is expected from a targeted human community. A leviathan begins combat with *rending pounce* against the nearest foe, and then typically spends its action point to use *rending grip* again on the grabbed target. It uses *leap* to maneuver around the battlefield, and relies on its reach to keep smaller enemies at bay.



**Dagon** Level 15 Solo Brute  
Huge natural humanoid (aquatic) XP 6,000

**Initiative** +10      **Senses** Perception +17; darkvision

**HP** 608; **Bloodied** 304

**AC** 27; **Fortitude** 29, **Reflex** 24, **Will** 25

**Saving Throws** +5

**Speed** 8, swim 10

**Action Points** 2

⚔ **Claw** (standard; at-will)  
Reach 3; +18 vs. AC; 3d8+8 damage, and a Large or smaller target is grabbed (until escape). Dagon can still attack with a claw while grabbing a Large or smaller target.

⚔ **Devour** (minor 1/round; at-will)  
Grabbed target only; +18 vs. AC; 3d6+8 damage, and the target is dazed until the end of Dagon's next turn.

↔ **Briny Spew** (standard; recharge ⚡⚡⚡) ♦ **Acid**  
Close blast 5; +14 vs. Fortitude; 3d6+7 acid damage, ongoing 10 acid damage, and the target is blinded (save ends both).

↔ **Cacophonous Croak** (standard, sustain minor, encounter) ♦ **Thunder, Zone**  
Close burst 3; this power creates a zone of thunderous croaking that remains in place until the end of Dagon's next turn. Any creature entirely within the area (except Dagon or other deep ones) is deafened. Any creature that enters or starts its turn in the area (except Dagon or other deep ones) takes 10 thunder damage.

**Earthshaking Bound** (move; recharge ⚡⚡⚡⚡⚡)  
Dagon shifts 8 squares. All Large or smaller targets in squares adjacent to the square where Dagon ends his shift are knocked prone.

**Sea Father**  
All allies with the aquatic keyword adjacent to Dagon gain a +2 bonus to saving throws and all defenses.

**Alignment** Evil      **Languages** Common, Primordial

**Skills** Athletics +20, Endurance +19, Religion +16, Stealth +15

**Str** 26 (+15)      **Dex** 17 (+10)      **Wis** 21 (+12)

**Con** 24 (+14)      **Int** 18 (+11)      **Cha** 17 (+10)

**Description** *The water suddenly churns with greasy green foam, and a massive, dark shape glides like a loathsome torpedo through the water. Then it breaks the surface, and the sanity drains from your mind in a flood of terrified screams and anguished moans. The thing from beneath the waves stands taller than a building, its vast squamous flesh coated with thick slime and clinging sea creatures gasping and dying in the alien atmosphere. It turns two vast, squid-like eyes in your direction, and its cavernous mouth opens to reveal thousands of shark-like teeth. It bends over you, blotting out the feeble sun above, and all you can see is the groaning darkness of its mouth and an endless forest of serrated fangs.*

## DAGON'S TACTICS

Mighty Dagon begins combat with *briny spew*, and then spends one of his actions points to begin *cacophonous croak*, maintaining this power throughout the combat. Dagon then seeks to grab up the nearest target and use his massive, shark-toothed maw to slowly devour the unfortunate creature. While has an enemy in his grip, Dagon flails about with his other claw, but does not seek to grab another enemy. When pressed or surrounded, Dagon uses *earthshaking bound* to reposition himself on the battlefield, typically following up with another *briny spew* if the power has recharged. Dagon surrounds himself with deep one underlings to make use of *sea father*, as he can simply reach over his smaller kin to attack enemies.

## ENCOUNTER GROUPS

Deep ones often send raiding parties onto dry land, targeting human settlements near the shore. In addition, in the water, deep ones may be encountered with other sea creatures they have subjugated. A deep one leviathan and at least one priest of Cthulhu always accompany Dagon when he is encountered.

### Level 11 Encounter (XP 3,075)

- 1 deep one priest of Cthulhu (level 11 controller)
- 4 deep ones raiders (level 9 skirmisher)
- 5 deep one hybrids (level 12 minion brute)

### Level 13 Encounter (XP 4,050)

- 1 deep one leviathan (level 12 elite brute)
- 4 deep ones raiders (level 9 skirmisher)
- 6 deep one hybrids (level 12 minion)

### Level 18 Encounter (XP 11,000)

- Dagon (level 15 solo brute)
- 1 deep one leviathan (level 12 elite brute)
- 1 deep one priest of Cthulhu (level 11 controller)
- 3 deep ones raiders (level 9 skirmisher)
- 6 deep one hybrid elders (level 15 minion soldier)

# ELDER THING

The Elder Things are an ancient race of incredibly tough beings that have mastered the science of creating life. Some blasphemous legends state that it was the Elder Things and not the gods that first created life in the world.

## ELDER THING LORE

**History or Nature DC 15:** The ancient race of creatures known only as the Elder Things has appeared in the histories and legends of every mortal race in the natural world. Some texts that are old beyond reckoning hint that these nigh mythical creature are responsible for the creation of all life in the world.

**History or Nature DC 20:** Although alien, the Elder Things are composed of conventional substances and can be harmed by mundane weapons. However, they are incredibly tough, and can endure extreme pressure, heat, and cold without ill effect. Their great intellects have allowed them to harness the power of science, and they can generate life from nothing or harness the darker side of life energy to smite their enemies.

**History or Nature DC 25:** The Elder Things hail from another world; a natural world much like this one, hanging in the ether around some lonely, distant star. They have the ability to traverse the vast distances between worlds on their membranous wings, and have visited and settled dozens of other worlds, seeding them with life, which they then mold and shape to their whim. They settled the world in the far distant past and built great cities above and below the waves, often coming into conflict with other primal races, primarily the Mi-go and the Great Race of Yith.

The Elder Things mined the ocean floor for the stuff of life, and with this primordial substance created the first shoggoths, terrible, protoplasmic abominations that still haunt the ancient tombs and ruins of their masters. The shoggoths served the Elder Things as capable beasts of burden, but over the eons, they developed self awareness and grew to despise their masters. Eventually, the shoggoths revolted and were only subdued at great cost to the Elder Things, marking the beginning of a swift decline of their race and civilization. Today, the Elder Things are all but gone, and the ruins of their great cities linger in forgotten, lonely places across the world. However, it is said that at least one Elder Things city still lives deep beneath the ocean.

### Elder Thing

Level 11 Soldier

Medium natural magical beast (aquatic)

XP 600

**Initiative** +9

**Senses** Perception +13; all-around vision, darkvision

**HP** 114; **Bloodied** 57

**AC** 27; **Fortitude** 24, **Reflex** 22, **Will** 21

**Immune** poison, sleep; **Resist** 5 against attacks that target AC

**Speed** 6, fly 6 (clumsy), swim 6

⊕ **Tentacle** (standard; at-will)

Reach 2; +18 vs. AC; 1d10 + 5 damage, and a Medium or smaller target is grabbed (until escape). An elder thing can only grab one target at a time.

‡ **Constrict** (standard; at-will)

Grabbed target only; +16 vs. Fortitude; 1d10 + 5 damage, and the target is dazed until the start of the elder thing's next turn.

‡ **Tightening Constriction** (minor 1/round; at-will)

Grabbed target only; the elder thing tightens its grip on a grabbed foe by latching on with more tentacles; +16 vs. Fortitude; on a hit, the elder thing deals an additional 5 damage with its *constrict* attack, and the target takes a cumulative -2 penalty to any skill checks made to escape the grab. An elder thing has 5 tentacles, but it can only use 3 of them to grab a single target.

↻ **Black Trapezohedron** (standard; recharge ☉☉☉☉) †

**Healing, Necrotic**

Ranged 10; +16 vs. Reflex (crit 19-20); 2d8 + 4 necrotic damage, and the target is weakened and takes ongoing 5 necrotic damage (save ends both). On a critical hit, the target also loses a healing surge and the elder thing regains 28 hit points.

**Alignment** Unaligned

**Languages** Common, Primordial

**Skills** Arcana +14, Insight +13, Nature +13

**Str** 20 (+10)

**Dex** 15 (+7)

**Wis** 16 (+8)

**Con** 18 (+9)

**Int** 18 (+9)

**Cha** 14 (+7)

**Description** *This weirdly shaped creature resembles a large, oval barrel crowned with five short tentacles ending in globular, red eyes. Five frond-like appendages extend from the barrel-like body, spaced evenly around its circumference and seem capable of fine manipulation. One of these fronds grips a strange black stone of curious geometric shape. Finally, five long, muscular tentacles jut from beneath the creature and support its bulk, moving it along by a series of contractions, like a colossal, alien starfish.*

## ELDER THING TACTICS

An elder thing begins combat by blasting an enemy with its *black trapezohedron*, typically targeting those it recognizes as spellcasters. It then uses its tentacles to attack a wounded target, latching on with *tightening constriction* and squeezing the life from its victim. Although incredibly tough, an elder thing is a highly intelligent combatant, and makes use of its wings to gain tactical advantage over its enemies. It is not a fanatical creature and flees if confronted by overwhelming odds or severely wounded.





**Elder Thing Lifecrafter** Level 13 Elite Artillery  
Medium natural magical beast (aquatic) XP 1,600

**Initiative** +9      **Senses** Perception +16; all-around vision, darkvision

**HP** 208; **Bloodied** 104

**AC** 25; **Fortitude** 24, **Reflex** 26, **Will** 24

**Immune** poison, sleep; **Resist** 5 against attacks that target AC

**Saving Throws** +2

**Speed** 6, fly 8 (clumsy), swim 6

**Action Points** 1

⬇ **Tentacle** (standard; at-will)  
Reach 2; +18 vs. AC; 1d10 + 5 damage, and a Medium or smaller target is grabbed (until escape). An elder thing lifecrafter can only grab one target at a time.

⤴ **Green Trapezohedron** (standard; at-will)  
Ranged 10; +18 vs. Reflex; 2d6 + 7 damage, and the target takes ongoing damage equal to the number of healing surges it has left.

⬇ **Cancerous Caress** (standard; recharge ⓂⓂⓂⓂ) ⬆ **Necrotic**  
Grabbed target only; +16 vs. Fortitude; 2d10 + 7 necrotic damage, and ongoing 10 necrotic damage (save ends).

⤴ **Create Protoshoggoth** (standard; recharge ⓂⓂⓂⓂ)  
The elder thing lifecrafter targets a slain enemy or ally with the natural origin of at least Medium size within 5 squares. The target becomes a protoshoggoth under the control of the elder thing lifecrafter until the end of the encounter.

⤴ **Virulent Rejuvenation** (standard; recharge ⓂⓂⓂⓂ)  
Ranged 10; +18 vs. Fortitude; the target loses a healing surge and gains vulnerability 10 to all damage (save ends).

**Web of Life** (minor; encounter) ⬆ **Healing**  
The elder thing lifecrafter and each ally it can see regains 25 hit points and gains regeneration 5 until the end of the encounter.

**Alignment** Unaligned      **Languages** Common, Primordial

**Skills** Arcana +18, Insight +16, Nature +16, Religion +18

**Str** 20 (+11)      **Dex** 16 (+9)      **Wis** 20 (+11)

**Con** 20 (+11)      **Int** 24 (+13)      **Cha** 18 (+10)

**Description** *This bizarre monstrosity has five tentacles protruding from either end of its barrel-shaped body. The five at the top of top are short, thick, and end in red, globular eyes; while the five at the bottom are long, dexterous and look capable of moving the creature about. Five frond-like appendages project around the creature's circumference, and a pair of large membranous wings extend from slits or folds along its sides.*

**ELDER THING LIFECRAFTER TACTICS**

An elder thing lifecrafter begins combat by targeting an enemy with *virulent rejuvenation*, and then spends an action point to immediately use its *green trapezohedron* to blast the target with cancerous energy. It uses *create protoshoggoth* as often as possible, using ready organic matter from the corpses of both enemies and allies to create loyal servant beasts. An

elder thing lifecrafter generally avoids melee, but attacks with its tentacles if necessary, using its knowledge of life creation to create horrible, necrotic growths in grabbed targets.

**Protoshoggoth** Level 13 Minion Brute  
Medium natural beast (aquatic, ooze) XP 200

**Initiative** +9      **Senses** Perception +7; all-around vision, darkvision

**HP** 1; a missed attack never damages a minion.

**AC** 25; **Fortitude** 26, **Reflex** 24, **Will** 20

**Resist** 10 acid; 5 against attacks that target AC

**Speed** 6, climb 6, swim 6

⬇ **Slam** (standard; at-will) ⬆ **Acid**  
+16 vs. Fortitude; 12 acid damage.

**Shoggoth Shield** (immediate interrupt, when an adjacent elder thing is hit with an attack; encounter)  
The triggering attack targets the protoshoggoth instead.

**Alignment** Unaligned      **Languages** —

**Str** 22 (+12)      **Dex** 16 (+9)      **Wis** 12 (+7)

**Con** 20 (+11)      **Int** 1 (+1)      **Cha** 1 (+1)

**Description** *A nearby corpse suddenly erupts into frenzied motion; its flesh melting together to form a roiling mound of organic protoplasm. The ooze-like creature shudders with unnatural life and sends out a questing pseudopod in your direction.*

**PROTOSHOGGOTH TACTICS**

Nearly mindless, a protoshoggoth flails away at its master's enemies with an acidic pseudopod. It follows the orders of its creator to the letter, but if left to its own devices, it attempts to stay close to an elder thing, driven by an ingrained instinct to protect its masters.

**ENCOUNTER GROUPS**

Elder Things are usually encountered in small groups, and are often served by strange beasts of their own creation, including the dread shoggoths.

**Level 13 Encounter (XP 4,000)**

- 1 elder thing lifecrafter (level 13 elite artillery)
- 2 elder things (level 11 soldier)
- 6 protoshoggoths (level 13 minion brute)

**Level 18 Encounter (XP 9,600)**

- 2 elder thing lifecrafter (level 13 elite artillery)
- 4 elder things (level 11 soldier)
- 1 shoggoth (level 18 elite brute)

# FLYING POLYP

A mysterious race of amorphous, ooze-like creatures, the flying polyps are only partially material and appear to exist only partly in the natural world.

## FLYING POLYP LORE

**Dungeoneering DC 20:** An ancient race of semi-material beings, flying polyps once inhabited the world long before the rise of mortals, ruling from vast cities of soaring basalt towers. The polyps were displaced by the Great Race of Yith when the yithians transferred their consciousnesses *en masse* into a race of primitive, cone-shaped beings inhabiting the same area as the polyps. Surprised by the technologically advanced yithians, the polyps were quickly defeated and sealed away beneath the earth in great subterranean vaults. The polyps still live below the earth, although the yithians' power over them has faded over the eons. Flying polyps are cruel and alien and attack interlopers into their subterranean domains with what can only be called gleeful malignity.

**Dungeoneering DC 25:** Because they are only partially material, flying polyps are highly resistant to nearly all forms of damage. In addition, their alien physiology grants them immunity to poison, disease, and sleep effects. Lastly, with a mind so alien as to be incomprehensible, flying polyps are virtually immune to mental attacks by other creatures; in fact, those that do manage to affect a polyp with a mental attack suffer intense pain and lingering insanity as a result of their brush with the polyp's mind. Flying polyps can control the air around their bodies to such a degree that they can smash enemies with concerted blasts of wind or even pull strong and heavy enemies to them with ease.

Flying polyps are vulnerable to intense bursts of electricity or lightning, and it is the only type of attack that gives them pause. It was with lightning-based weapons that the Great Race of Yith defeated the polyps.

### Flying Polyp

Level 18 Elite Controller

Large aberrant magical beast

XP 4,000

**Initiative** +16

**Senses** Perception +19; darkvision

**Whistling Cacophony (Fear)** aura 3; creatures other than flying polyps in the aura take a -2 penalty to attack rolls and saving throws.

**HP** 220; **Bloodied** 110

**AC** 32; **Fortitude** 31, **Reflex** 31, **Will** 29

**Immune** disease, poison, sleep; **Resist** insubstantial;

**Vulnerable** lightning 10 (ignores insubstantial)

**Saving Throws** +2

**Speed** 4, fly 8 (hover)

**Action Points** 1

⚡ **Wrenching Slam** (standard; at-will)

Reach 2; +23 vs. AC; 2d10 + 7 damage, the flying polyp slides the target 2 squares, and the target is dazed until the start of the flying polyp's next turn.

↻ **Sucking Consumption** (standard; recharge ⚡⚡⚡⚡)

Ranged 15; +22 vs. Fortitude; 2d6 + 6 damage, and ongoing 10 damage (save ends). Each time the target fails a saving throw, it is pulled 1 square closer to the flying polyp. If the target is pulled adjacent to the flying polyp, the flying polyp can make a melee basic attack against the target as an immediate reaction.

↶ **Wind Blast** (standard; recharge ⚡⚡⚡⚡)

Close blast 3; +20 vs. Fortitude; 3d8 + 6 damage, and the target is pushed 3 squares, knocked prone, and dazed until the end of the flying polyp's next turn.

**Ghastly Flickering** (immediate interrupt, the flying polyp is attacked with a melee or ranged attack; at-will)

The flying polyp turns invisible, gaining total concealment against the triggering attack. It becomes visible again after the attack is resolved.

**Ineffable Intellect** (immediate reaction, the flying polyp is hit with an attack that targets Will defense; at-will) ♦ **Psychic**  
The attacking creature takes 10 psychic damage. If the creature has the natural origin, it takes 15 psychic damage and is stunned until the beginning of its next turn.

**Alignment** Chaotic evil

**Languages** —

**Skills** Stealth +19

**Str** 25 (+16)

**Dex** 24 (+16)

**Wis** 20 (+14)

**Con** 22 (+15)

**Int** 17 (+12)

**Cha** 12 (+10)

**Description** *A horrible piping sound suddenly fills the air, followed by the appearance of a shrieking wind storm. In the center of this roiling tornado of howling winds, a terrible, amorphous form flickers in and out of sight. However, with each fleeting glimpse of the creature's true form, an awful outline becomes apparent, and it fills you with numbing dread.*



## FLYING POLYP TACTICS

A flying polyp attacks with its *wrenching slam*, smashing foes with its body and the crushing vortex of wind it creates. It uses *sucking consumption* in the first round of combat on a likely spellcaster, hoping to draw its opponent into melee range and negate any incoming ranged attacks. When pressed, a flying polyp uses *wind blast* to scatter and disorient its foes, often using an action point to combine the attack with a *wrenching slam*. A flying polyp is all but fearless, relying on its natural invisibility and insubstantiality to keep it from harm. However, it fears lightning-based attacks and focuses its offensive efforts on any enemy that uses such attacks against it.

## ENCOUNTER GROUPS

Bizarre and alien, flying polyyps do not often associate with other creatures, seeing them at best as a food source and at worst as interlopers to be destroyed. However, they do occasionally use grimlocks as forced slave labor or cannon fodder.

### Level 18 Encounter (XP 10,000)

- 2 flying polyyps (level 18 elite controller)
- 8 grimlock minions (level 14 minion brute)

# GHOUL, LOVECRAFTIAN

Ghouls, despite sharing a name with a certain odious undead, are not undead themselves. They are a race of subterranean humanoids that subsist almost completely on the rotting carcasses of other humanoids.

## GHOUL LORE

**Nature DC 15:** Ghouls are subterranean humanoids that dwell in ancient graveyards and dungeons where their preferred food source is readily available. Ghouls eat nothing but the rotting, putrescent flesh of other sentient humanoids, often raiding crypts and mausoleums to get it. Ghouls live in communal burrows of up to fifty individuals, with each burrow overseen by a burrow king. Ghouls often come into conflict with members of their own race over prime feeding grounds, and a large graveyard may be home to up to five competing burrows of the disgusting creatures.

Although they appear to be undead, ghouls are very much alive, and reproduce much the same way other humanoid species do. However, some legends state that the first ghouls were in fact normal humans that worshipped the Great Old Ones with grotesque, cannibalistic rites and were transformed into ghouls for their blasphemy.

**Nature DC 20:** All ghouls are surrounded by a terrible odor of death and decay that is all but intolerable to other living creatures. In addition, ghoulish saliva carries an awful disease known as necrophage that can transform other humanoids into ghouls.

**Ghoul Grubber** Level 9 Minion Skirmisher  
Medium natural humanoid XP 100

**Initiative** +9 **Senses** Perception +5; darkvision

**Rotten Reek** aura 1; living creatures other than ghouls in the aura take a -2 penalty to attack rolls.

**HP** 1; a missed attack never damages a minion.

**AC** 23; **Fortitude** 21, **Reflex** 20, **Will** 18

**Immune** poison; **Resist** 5 necrotic

**Speed** 6, burrow 3

⊕ **Claws** (standard; at-will)  
+14 vs. AC; 8 damage.

### Combat Advantage

If a ghoul grubber has combat advantage against a target, the target is slowed until the start of the ghoul grubber's next turn on a hit.

**Alignment** Unaligned

**Languages** Common

**Skills** Athletics +13, Stealth +12

**Str** 18 (+8)

**Dex** 16 (+7)

**Wis** 13 (+5)

**Con** 16 (+7)

**Int** 9 (+3)

**Cha** 6 (+2)

**Description** *This hunched humanoid has scabrous, gray skin that is covered in mold and grave dirt. Its feet end in hooves and its head and face are oddly canine, yet disturbingly human. A foul reek of death and decay surrounds the frightful ghoul.*

## GHOUL GRUBBER TACTICS

A ghoul grubber attacks with its filthy claws and attempts to gain combat advantage on its foes so that it can keep them from escaping. It attempts to keep its enemies in the radius of *rotten reek* at all times.



## CRITTER CACHE: LOVECRAFTIAN BESTIARY

### Ghoul Gnawer

Level 6 Skirmisher

Medium natural humanoid

XP 250

**Initiative** +8

**Senses** Perception +10; darkvision

**Grave Reek** aura 1; living creatures other than ghouls in the aura are weakened.

**HP** 72; **Bloodied** 36

**AC** 20; **Fortitude** 19, **Reflex** 17, **Will** 15

**Immune** poison; **Resist** 10 necrotic

**Speed** 6, burrow 3

⬇ **Claws** (standard; at-will)  
+11 vs. AC; 1d10 + 4 damage.

⬇ **Worrying Bite** (standard; at-will) ⬆ **Disease**  
Grabbed target only; +11 vs. AC; 2d6 + 4 damage, the target takes ongoing 5 damage (save ends) and contracts necrophage.

#### Combat Advantage

If a ghoulish gnawer has combat advantage against a target, the target is grabbed (until escape) on a hit.

**Alignment** Unaligned      **Languages** Common

**Skills** Athletics +12, Stealth +11

**Str** 19 (+7)      **Dex** 16 (+6)      **Wis** 15 (+5)

**Con** 16 (+6)      **Int** 11 (+3)      **Cha** 8 (+2)

**Description** *This filthy humanoid is covered in greenish mold and caked dirt. Its legs end in cloven hooves and its long, apish arms are armed with formidable talons. Its face is dog-like and filled with many yellowed, broken fangs. The smell that surrounds the creature is indescribably repulsive.*

### Ghoul Coffin Cracker

Level 7 Brute

Medium natural humanoid

XP 300

**Initiative** +5

**Senses** Perception +9; darkvision

**Grave Reek** aura 1; living creatures other than ghouls in the aura are weakened.

**HP** 98; **Bloodied** 49

**AC** 19; **Fortitude** 21, **Reflex** 16, **Will** 15

**Immune** poison; **Resist** 10 necrotic

**Speed** 6, burrow 3

⬇ **Pry Bar** (standard; at-will) ⬆ **Weapon**  
+10 vs. AC; 2d8 + 6 damage, and a Medium or smaller target is knocked prone and dazed until the start of the ghoulish coffin cracker's next turn.

⬇ **Bite** (minor 1/round; when the ghoulish coffin cracker has combat advantage against a target; at-will) ⬆ **Disease**  
+8 vs. AC; 1d10 + 3 damage, and the target contracts necrophage.

**Alignment** Unaligned

**Languages** Common

**Skills** Athletics +14

**Str** 22 (+9)      **Dex** 14 (+5)      **Wis** 13 (+4)

**Con** 18 (+7)      **Int** 10 (+3)      **Cha** 6 (+1)

**Equipment** pry bar

**Description** *Tall, muscular, and horrible, this creature is almost human at first glance, but the oddly canine features, cloven hooves, skin that is caked with filth and mold, and a miasma of grave reek reveal it for something monstrous. The beast grips a rusted iron pry bar in both meaty fists.*

## GHOU L GNOWER TACTICS

A ghoulish gnawer attacks targets with its long, ragged talons. It attempts to flank an enemy with an ally or catch it unaware so that it can latch on and use *worrying bite*. It tries to keep powerful melee-oriented foes in the radius of its *grave reek* to reduce the effectiveness of their attacks.

## GHOU L COFFIN CRACKER TACTICS

A ghoulish coffin cracker wades into melee with its pry bar, crushing opponents with this crude, yet terribly effective weapon. It tries to maneuver itself into a position to make a bite attack every round, usually by flanking an enemy with another ghoulish.

## Necrophage

Level 9 Disease

**Endurance** improve DC 21, maintain DC 16, worsen DC 15 or lower

Target is cured

◀ **Initial Effect:** The target develops acute agoraphobia, and suffers a -2 penalty to attack rolls while not underground or indoors. The target's face elongates into a short muzzle.

◀◀ The target develops an unnatural appetite for the flesh of sentient humanoids, preferably rotting and at least a week old. The target cannot regain hit points unless it has consumed such flesh at some point during the day. The target's feet become hoof-like and its knees now bend in the wrong direction.

▶ **Final State:** The target must consume rotting humanoid flesh at least once per day or it becomes weakened and slowed until it does so. The target adopts a hunched posture, its face takes on a distinct canine appearance, and its feet become cloven hooves.

**Ghoul Burrow King** Level 8 Elite Soldier  
Medium natural humanoid XP 700

**Initiative** +9      **Senses** Perception +12; darkvision  
**Charnel Fumes** aura 2; living creatures other than ghouls in the aura are weakened. Ghouls in the aura gain a +2 bonus to attack rolls and saving throws.

**HP** 184; **Bloodied** 92  
**AC** 24; **Fortitude** 21, **Reflex** 19, **Will** 18

**Immune** poison; **Resist** 10 necrotic

**Saving Throws** +2

**Speed** 6, burrow 3

**Action Points** 1

⚔ **Ragged Claws** (standard; at-will)  
+15 vs. AC; 1d10 + 6 damage, and ongoing 5 damage (save ends).

⚔ **Bone-Cracking Bite** (standard; at-will) ⚔ **Disease**  
+15 vs. AC; 1d10 + 6 damage, the target is slowed until the end of the ghoulish burrow king's next turn and contracts necrophage.

⚔ **Ghoulish Onslaught** (standard; ⚔⚔⚔⚔) ⚔ **Disease**  
The ghoulish burrow king makes a *ragged claws* and a *bone-cracking bite* attack against the same target. If both attacks hit, the ghoulish burrow king can make an additional *ragged claws* attack or *bone-cracking bite* attack as a free action against the same target.

⚔ **Fresh Meat** (immediate reaction, when an adjacent enemy is bloodied; recharge ⚔⚔⚔⚔) ⚔ **Disease, Healing**  
The ghoulish burrow king makes a *bone-cracking bite* attack. On a hit, the ghoulish burrow king regains 46 hit points.

**Alignment** Unaligned      **Languages** Common

**Skills** Athletics +15, Stealth +12

**Str** 22 (+10)      **Dex** 17 (+7)      **Wis** 16 (+7)

**Con** 20 (+9)      **Int** 14 (+6)      **Cha** 13 (+5)

**Description** *This tall, mangy figure has a regal bearing, despite an appearance that is nothing short of horrific. Humanoid, with long apish arms and hooved feet, this grotesque creature is covered in moldy dirt, bits of bone, and other, less recognizable detritus. Its face is human-like, but with decidedly canine features, and its hands end in long talons, ragged and crusted with grime. A stench that is almost supernatural in its potency lingers about the creature.*



## ENCOUNTER GROUPS

Because of their horrific, debilitating odor, ghouls are rarely encountered with other living creatures. Only true undead can abide a ghoulish stench, so ghouls may ally themselves with intelligent undead or serve them on occasion.

### Level 9 Encounter (XP 2,000)

- 1 ghoulish burrow king (level 8 elite soldier)
- 1 ghoulish coffin cracker (level 7 brute)
- 2 ghoulish gnawers (level 6 skirmisher)
- 5 ghoulish grubbers (level 9 minion skirmisher)

### Level 11 Encounter (XP 3,000)

- 1 vampire lord (level 11 elite lurker)
- 2 ghoulish burrow kings (level 8 elite soldier)
- 4 ghoulish grubbers (level 9 minion skirmisher)

## GHOUL BURROW KING TACTICS

A ghoulish burrow king surrounds itself with ghoulish allies during combat, increasing their combat effectiveness with its *charnel fumes* aura. In melee, it uses *ghoulish onslaught* as often as possible, targeting wounded opponents first, hoping to trigger a *fresh meat* attack in addition to the *ghoulish onslaught*.

# GREAT RACE OF YITH

The Great Race of Yith, or yithians, is a race of hyper-intelligent beings with great scientific knowledge and powerful psychic abilities. However, it is their mastery over time and the ability to shift their consciousness into the bodies of other creatures that makes them truly a “great” race.

## GREAT RACE OF YITH LORE

**History or Nature DC 20:** The Great Race of Yith are a nomadic race of mental entities that can project their consciousness through space and time to inhabit the bodies of other creatures. In this way, the race escaped the destruction of its home world of Yith eons ago, migrating *en masse* through the cosmos to inhabit a race of curious, cone-shaped beings in the natural world.

The Great Race is known to be unrivaled historians, occultists, and scientists, and keep vast, growing libraries of forgotten and forbidden lore. Members of the Great Race constantly seek to expand their own knowledge and never pass up an opportunity to learn about a time, place, or people. This unyielding search for knowledge lends the yithians a cold, aloof view of other races; they are certainly not wicked, but their vast knowledge and alien minds grant them a clinical approach to most situations that is completely without compassion or mercy.

Yithian society is ruled by the elusive temporal masters; those members of the Great Race that have mastered the manipulation of time and space. Temporal masters are often thousands of years old and have usually transferred their consciousness a dozen times or more.

**History or Nature DC 25:** The yithians use their ability to project their consciousness forward and backward through time to gather information about past and future epochs. This is accomplished by exchanging minds with a sentient creature in a time or place the yithians wish to explore. The yithian takes control of the target’s body while the chosen creature’s mind is flung back into time and space to inhabit the yithian’s abandoned corporeal form. Creatures displaced in this manner are not harmed, but are made to record every detail they can recall from their lives to expand the yithians’ massive archives.

**Yithian Lightning Guard** Level 13 Artillery  
Large natural magical beast XP 800

**Initiative** +9 **Senses** Perception +17; darkvision

**HP** 106; **Bloodied** 53

**AC** 25; **Fortitude** 25, **Reflex** 22, **Will** 25

**Resist** poison 10, psychic 10

**Speed** 6, climb 3

⬇ **Claws** (standard; at-will)  
Reach 2; +17 vs. AC; 2d6 + 5 damage.

⚡ **Spark Thrower** (standard; at-will) ⬥ **Lightning, Weapon**  
Ranged 10; +18 vs. Reflex; 2d8 + 6 lightning damage, and the target is pushed 2 squares.

⚡ **Spark Blast** (standard; recharge 5) ⬥ **Lightning, Weapon**  
Close blast 5; +14 vs. Reflex; 3d8 + 6 lightning damage, and ongoing 10 lightning damage (save ends).

⚡ **Spore Blast** (standard; recharge 6) ⬥ **Poison**  
Close blast 3; +16 vs. Fortitude; 2d8 + 6 poison damage, and the target is dazed (save ends).

**Staggering Intellect** (immediate reaction, when hit with an attack that targets Will defense; at-will) ⬥ **Psychic**  
+16 vs. Will; targets the enemy that hit the yithian; the target is stunned until the end of the yithian’s next turn.

**Alignment** Unaligned **Languages** Common, Primordial

**Skills** Arcana +14, Nature +14

**Str** 20 (+11) **Dex** 17 (+9) **Wis** 22 (+12)

**Con** 22 (+12) **Int** 16 (+9) **Cha** 18 (+10)

**Equipment** spark thrower

**Description** *This strange creature resembles a huge, scaly cone from which four, thick tentacles protrude from the top. Two tentacles end in large, crab-like claws, another terminates in a cluster of tubes or cones, and the last ends in a bulbous sphere set with a single lidless eye and ringed with a nest of short writhing antennae or tentacle fronds. It grips a strange device in its claws that resembles a small cannon with a telescoping barrel.*

## YITHIAN LIGHTNING GUARD TACTICS

A yithian lightning guard prefers to keep its enemies at range, blasting them with goutts of electricity from its *spark thrower*. When enemies press in close, it uses *spark blast* to damage multiple enemies or *spore blast* to daze its foes, so that it can withdraw and attack at range again.



**Yithian Mindshifter** Level 14 Controller  
Large natural magical beast XP 1,000

**Initiative** +9      **Senses** Perception +19; darkvision  
**HP** 140; **Bloodied** 70  
**AC** 28; **Fortitude** 23, **Reflex** 24, **Will** 26  
**Resist** poison 10, psychic 10  
**Speed** 6, climb 3

⊕ **Claws** (standard; at-will)  
Reach 2; +19 vs. AC; 2d6 + 5 damage.

↘ **Psychic Whip** (standard; at-will) ♦ **Psychic**  
Ranged 10; +18 vs. Will; 2d6 + 7 psychic damage, and enemies adjacent to the target take 5 psychic damage.

↖ **Psychic Shove** (standard; recharge 6) ♦ **Psychic**  
Close blast 3; +16 vs. Will; 3d6 + 7 psychic damage, and the target is pushed 2 squares and dazed (save ends).

↖ **Spore Blast** (standard; recharge 6) ♦ **Poison**  
Close blast 3; +16 vs. Fortitude; 2d8 + 5 poison damage, and the target is dazed (save ends).

↘ **Body Thief** (immediate reaction, when reduced to 0 hit points; encounter) ♦ **Healing**  
The yithian mindshifter chooses one enemy within 5 squares and makes an attack: +18 vs. Will; on a hit, the yithian mindshifter switches bodies with the target, and the target is dominated (save ends, with a -2 penalty to the saving throw). Each time the target fails a saving throw, it takes 10 psychic damage and the yithian regains 10 hit points. When the target makes its saving throw, the yithian mindshifter returns to its body and rises on the following round with 35 hit points plus the number of hit points it regained while inhabiting its enemy's body. The targeted enemy is dazed until the start of its next turn. If the yithian misses with this attack, it is slain.

**Staggering Intellect** (immediate reaction, when hit with an attack that targets Will defense; at-will) ♦ **Psychic**  
+18 vs. Will; targets the enemy that hit the yithian; the target is stunned until the end of the yithian's next turn.

**Alignment** Unaligned      **Languages** Common, Primordial  
**Skills** Arcana +18, History +18, Insight +19, Nature +19  
**Str** 20 (+12)      **Dex** 15 (+9)      **Wis** 24 (+14)  
**Con** 20 (+12)      **Int** 22 (+13)      **Cha** 21 (+12)

**Description** *Bizarre and alien, this odd creature is a truncated cone of rubbery flesh from which four writhing tentacles protrude. Two tentacles end in crab-like claws, another terminates in a strange cluster of organic tubes, and the last is crowned with a nest of waving tentacle fronds and set with a single, lidless eye.*

**YITHIAN MINDSHIFTER TACTICS**

A yithian mindshifter attacks foes at range with *psychic whip*, smashing multiple targets with each mental assault. It saves *psychic shove* for when enemies press in close, slamming them back with pure psychic energy. A yithian mindshifter typically saves its claw attacks and *spore blast* for use against enemies resistant to psychic attacks. When reduced to 0 hit points, it targets a fighter or other melee-oriented enemy with *body thief*, hoping to find a target with a low Will defense.

**Yithian Temporal Master** Level 16 Elite Controller  
Large natural magical beast XP 2,800

**Initiative** +10      **Senses** Perception +20; darkvision  
**Temporal Static** aura 3; creatures in the aura take a -2 penalty to attack and damage rolls on all melee and ranged attacks against the yithian temporal master.  
**HP** 316; **Bloodied** 158  
**AC** 30; **Fortitude** 26, **Reflex** 27, **Will** 29  
**Resist** poison 10, psychic 10  
**Saving Throws** +2  
**Speed** 6, climb 3

**Action Points** 1

⊕ **Claws** (standard; at-will)  
Reach 2; +21 vs. AC; 2d6 + 6 damage.

↘ **Temporal Bolt** (standard; at-will)  
Ranged 10; +20 vs. Will; 2d6 + 7 damage, and the target is slowed (save ends).

↘ **Rapid Dissolution** (standard; at-will) ♦ **Necrotic**  
Ranged 10; injured target only; +20 vs. Fortitude; 2d6 + 7 necrotic damage, and ongoing 10 necrotic damage (save ends).

↖ **Temporal Fracture** (standard, sustain minor; encounter) ♦ **Zone**  
Close burst 3; this power creates a zone of temporal interference that remains until the end of the yithian temporal master's next turn. Creatures other than yithians within the zone must spend a standard action to take an action that normally requires a minor or move action. Actions that normally require a standard action are unaffected.

↖ **Spore Blast** (standard; recharge 6) ♦ **Poison**  
Close blast 3; +18 vs. Fortitude; 2d8 + 6 poison damage, and the target is dazed (save ends).

**Temporal Reposition** (immediate reaction, when first bloodied; encounter) ♦ **Healing**  
The yithian temporal master flings its body into the past. It regains 79 hit points and becomes insubstantial until the end of its next turn.

**Staggering Intellect** (immediate reaction, when hit with an attack that targets Will defense; at-will) ♦ **Psychic**  
+20 vs. Will; targets the enemy that hit the yithian; the target is stunned until the end of the yithian's next turn.

**Alignment** Unaligned      **Languages** Common, Primordial  
**Skills** Arcana +19, History +19, Insight +20, Nature +20  
**Str** 22 (+14)      **Dex** 15 (+10)      **Wis** 25 (+15)  
**Con** 22 (+14)      **Int** 23 (+14)      **Cha** 23 (+14)

**Description** *Utterly alien, but possessing a certain regal imperiousness, this strange creature resembles a huge, rugose cone from which four tentacles protrude: two ending in powerful claws, one in a series of truncated tubes or cones, and a fourth tipped with fleshy globe containing a single, staring eye. The odd beast's entire body is covered in blue whorls and sigils that are utterly incomprehensible and slightly nauseating to look upon.*

## YITHIAN TEMPORAL MASTER TACTICS

A yithian temporal master attacks enemies at range with *temporal bolt*, keeping them from closing to melee range. When enemies press in close, it uses *temporal fracture*, manipulating the time stream to slow its enemies' actions. A yithian temporal master uses *rapid dissolution* to speed up the decaying process against wounded enemies, typically targeting foes that are already bloodied. It avoids melee when possible, but if forced to come to grips with its enemies, the yithian temporal master uses *spore blast* to gain an advantage before resorting to its claws.

## ENCOUNTER GROUPS

Yithians are fairly xenophobic and do not readily associate with other creatures. However, they are not above using their great intellects and scientific knowledge to enslave inferior races, using such beings as cannon fodder when necessary.

### Level 13 Encounter (XP 4,400)

- 2 yithian mindshifters (level 14 controller)
- 3 yithian lightning guards (level 13 artillery)

### Level 16 Encounter (XP 7,200)

- 1 yithian temporal master (level 16 elite controller)
- 2 yithian mindshifters (level 14 controller)
- 3 yithian lightning guards (level 13 artillery)



# GUG

The gugs are a race of degenerate and terrible giants that live in the bleak underworld beneath the Dreamlands. They are terrible in both appearance and temperament and are quite fond of carrying humanoid victims back to their lightless cities to be devoured alive in awful rites dedicated to alien gods.

## Gug Sentry Level 15 Lurker Large fey humanoid XP 1,200

**Initiative** +15      **Senses** Perception +15; darkvision  
**Perceptive Sentry** aura 10; all creatures within the aura take a -5 penalty to Stealth checks made to hide or move quietly.  
**HP** 118; **Bloodied** 59  
**AC** 29; **Fortitude** 28, **Reflex** 26, **Will** 24  
**Speed** 8

- ⊕ **Double Claw** (standard; at-will)  
Reach 2; +20 vs. AC; two attacks; 2d6 + 6 damage.
- † **Four-Armed Fury** (standard; at-will)  
The gug sentry makes a charge attack: +21 vs. AC; 4d6 + 6 damage, and the target is knocked prone.
- † **Retaliatory Bite** (immediate reaction, the gug sentry is hit with a melee attack; recharge ☉☉☉☉)  
Reach 2; +20 vs. AC; 2d6+6 damage, and ongoing 5 damage (save ends).
- ↩ **Silent Alarm** (minor; encounter)  
Close burst 10; allies in the burst gain a +5 bonus to Perception checks until the end of the gug sentry's next turn and can move up to their full speed as a free action.

**Stealthy Brute**  
A gug sentry deals an additional 2d6 damage on melee attacks against targets it has combat advantage against.

**Alignment** Evil      **Languages** —  
**Skills** Endurance +18, Insight +15, Stealth +16  
**Str** 22 (+13)      **Dex** 18 (+11)      **Wis** 16 (+10)  
**Con** 22 (+13)      **Int** 14 (+9)      **Cha** 10 (+7)

**Description** *This awful giant is covered in slick, gray skin with tufts of coarse black hair at its shoulders, neck, and joints. Each of its long, muscular arms splits into two short forearms just below the elbow and end in powerful, taloned hands. Its head is barrel-shaped with a vertical maw that bisects the skull almost completely with a shark-toothed cleft. Its eyes project on short, bony stalks to either side of its nightmarish head.*

## GUG SENTRY TACTICS

A gug sentry prefers to begin combat from hiding, and despite its bulk, is quite stealthy. It relies on its keen senses and *perceptive sentry* aura to detect intruders. Once an enemy is detected, the gug sentry spends a minor action to use *silent alarm*, and then charges the nearest target with *four-armed*

*fury*. Once melee is joined, it uses its claws and *retaliatory bite* to rip its enemies to shreds, moving into flanking positions where possible to take advantage of *stealthy brute*.

## Gug Slayer Level 16 Skirmisher Large fey humanoid XP 1,400

**Initiative** +14      **Senses** Perception +16; darkvision  
**HP** 160; **Bloodied** 180  
**AC** 30; **Fortitude** 31, **Reflex** 27, **Will** 25  
**Speed** 9

- ⊕ **Double Spear** (standard; at-will) ♦ Weapon  
Reach 3; +21 vs. AC; two attacks; 2d8 + 7 damage.
- ⊗ **Double Javelin** (standard; at-will) ♦ Weapon  
Ranged 10/20; +21 vs. AC; two attacks; 1d10 + 7 damage.
- † **Bite** (standard; at-will)  
Reach 2; +21 vs. AC; 2d6+7 damage, and ongoing 5 damage (save ends).
- ⊕ **Impaling Strike** (standard; recharge ☉☉☉☉) ♦ Weapon  
Reach 3; requires spears, +21 vs. AC; 4d8 + 7 damage, and the target is immobilized (save ends). Each round that the target is immobilized, the gug slayer can make a bite attack against it as a minor action.

**Nimble Brute** (immediate reaction, when missed by a melee attack; at-will)  
The gug slayer shifts 2 squares.

**Skirmish +1d8**  
If, on its turn, the gug slayer ends its move at least 4 squares away from its starting point, it deals an extra 1d8 damage on its melee and ranged attacks until the start of its next turn.

**Alignment** Evil      **Languages** —  
**Skills** Endurance +18, Intimidate +14, Stealth +15  
**Str** 24 (+15)      **Dex** 18 (+12)      **Wis** 16 (+11)  
**Con** 24 (+15)      **Int** 12 (+9)      **Cha** 12 (+9)  
**Equipment** heavy shield, two spears, 8 javelins

**Description** *This terrible giant has a massive, oval head split in twain by a vast, vertical maw lined with shark-like teeth. Its two arms become four below the elbow, as each arm splits into a pair of short forearms tipped with taloned paws. It grips a pair of spear in its right two claws and a large, round shield with the other two.*

## GUG SLAYER TACTICS

A gug slayer begins combat at range when it can, raining javelins down on its enemies from afar, and moving about between each cast to gain the damage bonus from *skirmish*. When it enters melee, the gug slayer targets the most able-looking warrior with *impaling strike*, keeping its enemy in place with its spears while it savages the target with its fanged maw. Although bulky, a gug slayer is quite nimble, and uses *nimble brute* to maneuver into flanking positions with allies.

**Gug Priest of the Old Ones**

Level 17 Elite Controller

Large fey humanoid

XP 3,200

**Initiative** +10

**Senses** Perception +20; darkvision

**Terrifying Aspect (Fear)** aura 2; enemies in the aura are weakened until they strike the gug priest of the Old Ones with a melee attack. Once an enemy strikes the gug in melee, it is not affected by that gug's or any gug's *terrifying aspect* for the rest of the encounter.

**HP** 332; **Bloodied** 166

**AC** 31; **Fortitude** 29, **Reflex** 26, **Will** 29

**Saving Throws** +2

**Speed** 8

**Action Points** 1

† **Great Staff of the Old Ones** (standard; at-will) ♦ **Fear, Psychic, Weapon**

Reach 2; +22 vs. AC; 2d10 + 7 damage, and the gug priest of the old ones makes a secondary attack on the same target. *Secondary Attack*: +20 vs. Will; 2d6 + 7 psychic damage, and the target is overcome with terrible visions of elder gods and horrific comic entities (save ends), Each time the target fails a saving throw against this power, it suffers once of the following random effects (roll a d4):

1. The target makes a melee basic attack against the nearest ally, moving up to its full speed if necessary.
2. The target moves its full speed in a straight line in a random direction. If the target encounters an enemy blocking its way, its movement ends adjacent to the enemy, and the enemy can make a melee basic attack against the target as a free action.
3. The target attacks itself with a melee basic attack. It hits automatically.
4. The target is stunned until the end of its next turn.

† **Bite** (standard; at-will)

Reach 2; +22 vs. AC; 2d6+7 damage, and ongoing 5 damage (save ends).

‡ **Curse of K'n-yan** (standard; at-will) ♦ **Necrotic**

Ranged 10; +20 vs. Reflex; 2d6 + 7 necrotic damage, and the target is blinded until the end of the gug priest of the Old Ones' next turn.

‡ **Hungry Gaze** (minor 1/round; at-will) ♦ **Charm, Gaze, Psychic**

Ranged 5; +20 vs. Will; 1d10 + 7 psychic damage, and the target is pulled 3 squares and dazed until the start of the gug priest of the Old Ones' next turn. If the target is pulled adjacent to the gug priest, it can make a bite attack against the target as a free action.

**Alignment** Evil

**Languages** —

**Skills** Endurance +19, Insight +20, Religion +17

**Str** 24 (+15)

**Dex** 14 (+10)

**Wis** 24 (+15)

**Con** 22 (+14)

**Int** 18 (+12)

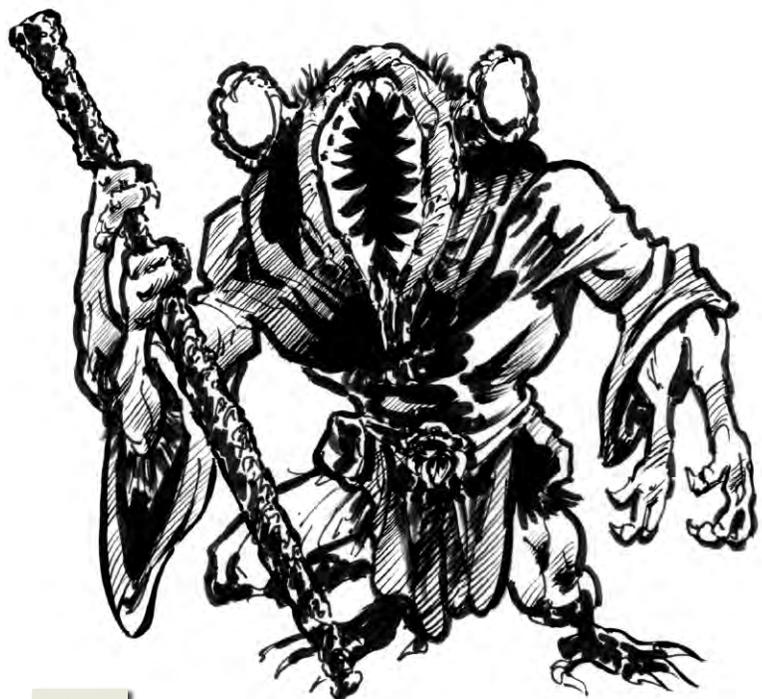
**Cha** 20 (+13)

**Equipment** staff

**Description** *Awful and completely alien, this towering giant is garbed in a black robe that does little to hide its terrifying appearance. Its head is a fleshy barrel bisected by a toothy, vertical maw, and its eyes, lurid amber orbs, jut away from its nightmarish skull on short, bony stalks. It has four arms, each ending in a taloned paw. Two of these paws are wrapped around a truly massive staff carved with horrifying realistic images of squirming, tentacles gods and other indescribable terrors.*

**GUG PRIEST OF THE OLD ONES TACTICS**

A gug priest of the Old Ones begins combat with *hungry gaze* against an obvious spellcaster, hoping to draw the target in range of its staff and bite. Against melee-oriented opponents it uses *curse of K'n-yan*, and then moves in to smite the blinded target with its *great staff of the Old Ones*. A gug priest of the Old Ones saves its action point to finish off a bloodied target with a blow from its staff, or if at range, a blast of necrotic energy from *curse of K'n-yan*.





## GUG LORE

**Arcana DC 20:** Gugs are a degenerate race of giants that live beneath the ground in the twisted fey realm of the Dreamlands. Gugs are uniformly terrible in appearance, with four arms, a massive, barrel-like head with a vertical maw lined with spiky teeth, and two eyes on short bony stalks projecting to either side of their enormous skulls. They have no vocal chords and cannot speak. Gugs communicate with an intricate system of facial expressions, body language, and hand gestures. This language is virtually impossible for creatures without similar anatomy to learn.

**Arcana 25:** Gugs live in great, towered cities where no light can penetrate. In the dark vaults and sepulcher-like towers of their cities, the gugs worship the Old Ones, a race of terrible cosmic entities of which the mighty Cthulhu is said to be a member. Gug society is ruled by their priests, who are invested with the fell power of the Old Ones. The priests demand constant sacrifice of intelligent humanoids to their dark masters, and gugs attempt to capture any humanoids that may enter their domains. Those that fall into the clutches of the gugs can expect to be slowly eaten alive in one of many terrible rituals designed to propitiate the Old Ones.

## ENCOUNTER GROUPS

Thoroughly evil and xenophobic, gugs are not frequently encountered with other intelligent creatures. They do, however, make use of mindless subterranean beasts as guards or pets, especially monstrous centipedes, spiders, and other multi-legged horrors.

### Level 16 Encounter (XP 7,000)

- 1 gug slayer (level 16 skirmisher)
- 2 gug sentries (level 15 lurker)
- 1 enormous carrion crawler (level 17 elite controller)

### Level 18 Encounter (XP 9,600)

- 1 gug priest of the Old Ones (level 17 elite controller)
- 2 gug slayers (level 16 skirmisher)
- 3 gug sentries (level 15 lurker)

# MI-GO, THE FUNGI FROM YUGGOTH

The Mi-go are a race of strange, fungoid entities that hail from a dark and distant star called Yuggoth. They are known to be exceedingly gifted scientists, although their sciences and inventions are universally alien, destructive, or both.

**Mi-Go Scout** Level 2 Skirmisher  
Medium natural magical beast (plant) XP 125

**Initiative** +6      **Senses** Perception +8; blindsight 10  
**HP** 38; **Bloodied** 19  
**AC** 16; **Fortitude** 14, **Reflex** 15, **Will** 16  
**Immune** poison, sleep; **Resist** 10 cold  
**Speed** 6, fly 8 (hover)

⊕ **Nippers** (standard; at-will)  
+6 vs. AC; 1d6 + 3 damage.

↗ **Silver Rod** (standard; at-will) ♦ **Cold, Weapon**  
Ranged 10; +5 vs. Reflex; 1d8 + 3 cold damage, and the target is slowed until the end of the mi-go scout's next turn.

↖ **Horrific Drone** (standard; recharge ☉☉☉) ♦ **Fear, Psychic**  
Close burst 3; targets enemies; +4 vs. Will; 1d8 + 3 psychic damage, and the target takes a -2 penalty to attack rolls until the end of the mi-go scout's next turn.

**Strange Matter**  
A mi-go is invisible to darkvision and low-light vision. It gains total concealment against creatures that must rely on these senses to see.

**Alignment** Unaligned      **Languages** Common  
**Skills** Nature +8, Stealth +9  
**Str** 10 (+1)      **Dex** 16 (+4)      **Wis** 14 (+3)  
**Con** 14 (+3)      **Int** 15 (+3)      **Cha** 17 (+4)  
**Equipment** silver rod

**Description** *This bizarre creature resembles a man-sized crustacean with numerous spider legs, two of which end in small nippers. Its head is a lumpy, pink oval, devoid of recognizable sensory organs and crowned with a nest of writhing antennae. A pair of massive, bat-like wings rises from its back, fluttering softly as it moves. The creature grips a strange contraption of twisted silver rods in one of its nippers.*

## MI-GO SCOUT TACTICS

A mi-go scout typically avoids melee combat, preferring to snipe at targets with its *silver rod* while hovering out of range. If forced into melee, it uses *horrific drone* to reduce its enemies' combat effectiveness, and then seeks to escape to the air at the first opportunity.

**Mi-Go Guard** Level 3 Soldier  
Medium natural magical beast (plant) XP 150

**Initiative** +5      **Senses** Perception +8; blindsight 10  
**HP** 48; **Bloodied** 24  
**AC** 19; **Fortitude** 16, **Reflex** 15, **Will** 15  
**Immune** poison, sleep; **Resist** 10 cold  
**Speed** 6, fly 8 (hover)

⊕ **Nippers** (standard; at-will)  
+10 vs. AC; 1d10 +4 damage, and the target is grabbed (until escape).

↖ **Copper Rod** (standard; recharge ☉☉☉☉) ♦ **Fire, Weapon**  
Close blast 3; +6 vs. Reflex; 1d8 + 3 fire damage, and ongoing 5 fire damage (save ends).

↖ **Weakening Drone** (standard; recharge ☉☉☉) ♦ **Psychic**  
Close burst 3; targets enemies; +6 vs. Will; 1d8 + 3 psychic damage, and the target is weakened until the end of the mi-go guard's next turn.

**Snatch**  
A mi-go guard gains a +4 bonus on Strength checks made to move a grabbed target. In addition, it can move a grabbed target of Medium size or smaller as a move action rather than a standard action.

**Strange Matter**  
A mi-go is invisible to darkvision and low-light vision, and gains total concealment against creatures that must rely on these senses to see.

**Alignment** Unaligned      **Languages** Common  
**Equipment** copper rod  
**Skills** Athletics +10, Nature +8, Stealth +8  
**Str** 18 (+5)      **Dex** 15 (+3)      **Wis** 14 (+3)  
**Con** 16 (+4)      **Int** 13 (+2)      **Cha** 16 (+4)

**Description** *Weird and repulsive, this creature resembles a cross between a crab or lobster and something wholly unnatural, almost plant-like. Two of its spidery appendages end in massive, serrated nippers and it carries a strange device of copper tubes in the two below that. It hovers silently in the air, huge, bat-like wings beating slowly.*

## MI-GO GUARD TACTICS

Mi-go guards do not shrink from melee, and can inflict serious damage with their oversized nippers. However, their favorite tactic is to snatch man-sized targets from the ground and carry them aloft. Typically, the mi-go guard carries a snatched target to a height of 30 to 40 feet before letting go and allowing its unfortunate victim to fall to the ground. In addition, mi-go guards often carry *copper rods* that can spray an area with searing flame.



**Mi-Go Surgeon**

Level 5 Controller

Medium natural magical beast (plant)

XP 200

**Initiative** +6      **Senses** Perception +9; blindsight 10

**HP** 63; **Bloodied** 31

**AC** 19; **Fortitude** 16, **Reflex** 18, **Will** 18

**Immune** poison, sleep; **Resist** 10 cold

**Speed** 6, fly 6 (hover)

⊕ **Scalpel Appendages** (standard; at-will)  
+10 vs. AC; 1d8 +4 damage, and ongoing 5 damage (save ends, but with a -2 penalty to the saving throw).

⊕ **Surgical Incision** (standard; recharge ☞☞☞)  
+10 vs. AC; 2d8 + 4 damage, and if the target takes one of the following actions on its next turn it suffers the attached condition as an immediate interrupt.

1. Target takes a standard action to make a melee attack; the target is weakened (save ends).
2. Target takes a standard action to make a ranged or close attack; the target is blinded (save ends).
3. Target takes a move action to move at least 2 squares; the target is slowed (save ends).

⚡ **Stunning Drone** (standard; recharge ☞☞☞) ⚡ **Psychic**  
Close burst 3; targets enemies; +8 vs. Will; 1d8 + 4 psychic damage, and the target is stunned until the end of the mi-go surgeon's next turn.

**Warp Stone** (minor, sustain minor; encounter)  
The mi-go surgeon gains a +2 item bonus to AC until the end of its next turn. In addition, any creature making a ranged attack against it during this time must roll the attack twice and take the worst of the two results.

**Strange Matter**  
A mi-go is invisible to darkvision and low-light vision, and gains total concealment against creatures that must rely on these senses to see.

**Alignment** Unaligned      **Languages** Common

**Skills** Heal +9, Nature +9, Stealth +11

**Str** 13 (+3)      **Dex** 18 (+6)      **Wis** 15 (+4)

**Con** 15 (+4)      **Int** 18 (+6)      **Cha** 18 (+6)

**Equipment** warp stone

**Description** *This strange creature displays features of both plant and animal. Its head is a pinkish oval of spongy, almost fungoid material, while its body is thick-shelled like a crustacean with many segmented legs. Its top four appendages end in short, gleaming blades, like scalpels, and it's quick, dexterous movements make it plain that it is quite skilled with its natural armaments.*

**MI-GO SURGEON TACTICS**

A mi-go surgeon uses its *scalpel appendages* to slice into a target's flesh, creating ghastly bleeding wounds that are very difficult to heal. Once combat begins, it typically targets the strongest enemy and uses *surgical incision* to inflict a painful injury that only manifests fully after the target moves or attacks. When threatened by multiple enemies, the mi-go surgeon uses *stunning drone* to disorient its foes so that it can escape into the air.

**MI-GO LORE**

**Nature DC 15:** The Mi-go, also called the fungi from Yuggoth, are an alien race of creatures from the dark world of Yuggoth. They cross into our world by traversing the ether of the endless void upon their huge wings, and are apparently immune to the cold, airless depths of the Stygian gulf. The Mi-go display features of both plant and animal, although they defy classification in either group. They are gifted scientists and are known to make surgical alterations upon their own bodies as well as those that serve them. The Mi-go are interested in the world for a variety of reasons. They seek to extract rare minerals and metals from beneath the earth and to use humans, elves, and other races as subjects for their ghoulish experiments. The Mi-go are not evil in the common sense, although they do worship vile entities with names such as Yog-Sothoth and Shub-Niggurath; however, they do not recognize other races as anything more than resources to be exploited.

**Nature DC 20:** The Mi-go often come to the world in small groups, gather allies, and then set out to accomplish their mission in secret. They often protect their interests with loyal human guards, who have been promised power and wealth for their services. In addition, the Mi-go employ a number of strange scientific devices to deter and destroy their enemies. These devices range from bizarre copper tubes that spray blistering sheets of fire to strange amulets that distort time and space itself.

The Mi-go occasionally take a favorite human servant back to Yuggoth with them. However, since the trip across the void cannot be made by most human, the fungi from Yuggoth extract the human's brain and carry it along with them in a specially prepared cylinder. These "brain boxes" allow the mind within to experience the world around it through a number of mechanical sensors.

**ENCOUNTER GROUPS**

Mi-go are often encountered in small groups, and may be aided by loyal humans or any race they can convince to serve them.

**Level 4 Encounter (XP 875)**

- 1 mi-go surgeon (level 5 controller)
- 2 mi-go guards (level 3 soldier)
- 3 mi-go scouts (level 2 skirmisher)

**Level 6 Encounter (XP 1,200)**

- 1 mi-go surgeon (level 5 controller)
- 2 mi-go guards (level 3 soldier)
- 1 human mage (level 4 artillery)
- 2 human guards (level 3 soldier)
- 3 human lackeys (level 7 minion skirmisher)



# NIGHTGAUNT

Nightgaunts are mysterious fey creatures that dwell within a dark corner of the Fey Realm known only as the Dreamlands. They serve the great, hoary god Nodens and are rumored to kidnap the unwary and drag them off to their shadowy world, never to be seen again.



## NIGHTGAUNT LORE

**Arcana DC 15:** Nightgaunts are mysterious fey that hail from an area of the Fey Realm that intersects with the Shadow Realm. This area is known as the Dreamlands, and it is rumored that it is here that the minds of mortals flee when they sleep. The Dreamlands are home to both majestic beauty and shocking, alien horror; the nightgaunts represent the latter.

The nightgaunts are usually found upon Mount Ngranek, a vast mountain in the Dreamlands whose summit is said to hold ancient and terrible wisdom. Those attempting to climb Ngranek are usually carried off by nightgaunts, or simply knocked off the mountainside to plummet to their deaths.

**Arcana DC 20:** Nightgaunts serve the elder god Nodens, a terrible, hoary deity that hunts the void for great beasts and ancient evils, slaying them or driving them away when he finds them. However, despite the fact that he sometimes thwarts the plans of beings who wish to prey upon mortals, Nodens has little or no interest in mortal-kind, and may even send his nightgaunts to carry off those meddling in his affairs.

### Nightgaunt

Medium fey humanoid

Level 6 Lurker

XP 250

**Initiative** +11

**Senses** Perception +10; darkvision

**HP** 58; **Bloodied** 29

**AC** 20; **Fortitude** 18, **Reflex** 19, **Will** 16

**Immune** gaze

**Speed** 6, fly 10 (hover)

⊕ **Claws** (standard; at-will)

+11 vs. AC; 1d10 + 4 damage, and the target is grabbed (until escape).

† **Tail Tickle** (standard; recharge Ⓢ)

Grabbed target only; +9 vs. Fortitude; 1d6 + 3 damage, and the target is dazed (save ends). *First Failed Save:* the target is stunned (save ends).

#### Combat Advantage

When a nightgaunt grabs a target it has combat advantage against, the target suffers a -4 penalty on all subsequent checks made to escape the grab.

#### Mighty Grip

A nightgaunt does not need to make a Strength attack to move a target of Medium-size or smaller.

**Alignment** Unaligned

**Languages** —

**Skills** Athletics +12, Stealth +12, Thievery +12

**Str** 18 (+7)

**Dex** 19 (+7)

**Wis** 14 (+5)

**Con** 16 (+6)

**Int** 11 (+3)

**Cha** 12 (+4)

**Description** *This terrifying apparition resembles a winged, demonic humanoid with jet-black skin, thin, gangling limbs, a long, bony tail, and a horned head that is devoid of eyes, ears, nose, or a mouth.*

## NIGHTGAUNT TACTICS

A nightgaunt attacks with its powerful claws, snatching Medium targets from the ground and carrying them aloft. It keeps grabbed targets pacified by tickling them with the end of its tail, creating a nauseating dizziness that can quickly turn into full-blown paralysis. Typically, a nightgaunt does not attack to kill, rather it seeks to kidnap humanoids and drag them back into the Fey Realm for unguessable reasons. However, a nightgaunt does not hesitate to murder a difficult captive; usually by dropping the unfortunate from a great height.

**Nightgaunt Chosen of Nodens** Level 11 Elite Controller of Nodens

Medium fey humanoid XP 1,200

**Initiative** +11      **Senses** Perception +13; darkvision

**Disconcerting Presence (Fear)** aura 2; enemies in the aura must succeed at a saving throw to use an encounter, daily, or recharge power. If the saving throw is failed, the target cannot use the power and the power is not expended. However, it does suffer a -2 penalty to Will defense until the start of its next turn.

**HP** 228; **Bloodied** 114

**AC** 25; **Fortitude** 22, **Reflex** 23, **Will** 22

**Immune** gaze

**Saving Throws** +2

**Speed** 6, fly 12 (hover)

**Action Points** 1

⚔ **Trident** (standard; at-will) ♦ **Weapon**  
+16 vs. AC; 2d8 + 6 damage.

⚔ **Claws** (standard; at-will)  
+16 vs. AC; 2d6 + 6 damage, and the target is grabbed (save ends).

✂ **Pinning Trident** (standard; at-will) ♦ **Weapon**  
Ranged 10; +16 vs. AC; 2d8 + 6 damage, and the target is immobilized (save ends).

⚔ **Tail Tickle** (standard; recharge ☞☞☞)  
Grabbed target only; +15 vs. Fortitude; 1d10 + 6 damage, and the target is dazed and weakened (save ends both).  
*First Failed Save:* the target is stunned (save ends).

✂ **Eyeless Gaze** (minor 1/round; at-will) ♦ **Fear, Gaze, Psychic**  
Ranged 10; +15 vs. Will; 1d10 + 5 psychic damage, and the target suffers a -2 penalty to attack rolls until the end of the nightgaunt chosen of Nodens' next turn.

**Combat Advantage**

When a nightgaunt chosen of Nodens grabs a target it has combat advantage against, the target suffers a -2 penalty on all subsequent checks made to escape the grab.

**Mighty Grip**

A nightgaunt chosen of Nodens does not need to make a Strength attack to move a target of Medium-size or smaller.

**Alignment** Unaligned      **Languages** —

**Skills** Arcana +12, Athletics +15, Stealth +16, Thievery +16

**Str** 20 (+10)      **Dex** 22 (+11)      **Wis** 17 (+8)

**Con** 18 (+9)      **Int** 15 (+7)      **Cha** 20 (+10)

**Description** *This faceless fiend is a gargoylesque nightmare, with great, bat-like wings, grasping talons, and a long tail tipped with a boney barb. It grips a cold-iron trident and hovers in the air, its eyeless gaze terrible and unnerving.*



**NIGHTGAUNT CHOSEN OF NODENS TACTICS**

A nightgaunt chosen of Nodens begins combat by hurling its trident at a foe, pinning its target in place. It then swoops down and attempt to grab the target with its powerful claws. Grabbed targets are carried aloft and subjected to the nightgaunt chosen of Nodens' *tail tickle* or simply dropped to their deaths. If unable to grab an enemy, a nightgaunt chosen of Nodens uses its *eyeless gaze* every round on a different target, and seeks to keep the most potent adversary within its *disturbing presence* aura.

**ENCOUNTER GROUPS**

Nightgaunts are frequently encountered with both evil fey and creatures from the Shadow Realm, having ties with both. When serving their master Nodens, they may also be encountered with humanoid cultists of the great, elder god.

**Level 6 Encounter (XP 1,325)**

- 3 dark creepers (level 4 skirmisher)
- 2 shadowhunter bats (level 3 lurker)
- 2 nightgaunts (level 6 lurker)

**Level 14 Encounter (XP 5,000)**

- 2 nightgaunt chosen of Nodens (level 11 elite controller)
- 2 banshrae dartswarmers (level 11 artillery)
- 2 banshrae warriors (level 12 skirmisher)



# SHANTAK

The immense shantak is a loathsome bat-like creature that often serves as a mount for evil fey dwelling in the blighted realms of the Dreamlands. It has a nasty disposition, and gleefully attacks mortal visitors to the Dreamlands.

## SHANTAK LORE

**Arcana DC 20:** Natives of the Dreamlands, a strange and often times terrible domain within the deep Fey Realm, shantaks are immense bat-like creatures that may serve as mounts for evil fey. Shantaks are universally repulsive and awful; so much so that many mortals find their presence to be unbearable. Although not particularly bright, shantaks do possess a cruel and wicked nature that compels them to prey upon and torment weaker creatures.

**Arcana DC 25:** The hoary god Nodens is known to hunt shantaks for sport, pursuing them through the dark realms of the Dreamlands with flights of nightgaunts in tow. For this reason, shantaks have an irrational and all-consuming fear of nightgaunts, and will flee if confronted by the shadowy servants of Nodens.

## ENCOUNTER GROUPS

Shantaks are often used as mounts by large and evil fey, especially cyclops and wicked firbolg. In addition, the giant beasts have been known to gather in flocks numbering in the dozens.

### Level 18 Encounter (XP 10,000)

- 1 cyclops hewer (level 16 soldier)
- 1 cyclops storm shaman (level 17 artillery)
- 2 shantaks (level 16 elite brute)
- 4 cyclops warriors (level 16 minion soldier)

### Shantak

Level 16 Elite Brute

Huge fey magical beast (mount)

XP 2,800

**Initiative** +13

**Senses** Perception +13; darkvision

**Foul Beast (Fear)** aura 2; living creatures within the aura suffer a -2 penalty to attack and damage rolls against the shantak.

**HP** 384; **Bloodied** 192

**AC** 28; **Fortitude** 29, **Reflex** 26, **Will** 26

**Resist** 15 cold

**Saving Throws** +2

**Speed** 6, fly 12 (clumsy) overland flight 16; see also *crushing dive*

**Action Points** 1

⬇ **Talons** (standard; at-will)

Reach 2; +19 vs. AC; 3d6 + 8 damage, or 3d6 + 12 damage against prone targets.

⬇ **Crushing Dive** (standard; at-will)

The shantak moves up to its fly speed and makes an attack against a Large or smaller target at any point during its move; +17 vs. Reflex; on a hit the shantak lands adjacent to the target, pinning the target in place; 3d6 + 8 damage, and the target is knocked prone, immobilized, and takes ongoing 10 damage (save ends all, or until the shantak is no longer adjacent to the target).

⬅ **Wing Blast** (standard; recharge ⓈⓈ)

Close burst 3; +15 vs. Reflex; 2d6 + 8 damage, and the target is pushed 2 squares and knocked prone.

**Loathsome Mien** (when mounted by a friendly rider of 16th level or higher) ♦ **Fear, Mount**

All creatures with the natural origin suffer a -3 penalty on attack and damage rolls against the shantak's rider.

**Alignment** Evil

**Languages** Common

**Str** 26 (+16)

**Dex** 20 (+13)

**Wis** 20 (+13)

**Con** 22 (+14)

**Int** 6 (+6)

**Cha** 12 (+9)

**Description** *Humungous and foul, this scaly behemoth resembles an elephantine bird or bat with vast leathery wings, two grasping talons, and a long snaky neck ending in a curiously horse-shaped head. A foul, noxious slime drips from the beast's scales and wings, and it exudes an aura of loathsome horror.*

## SHANTAK TACTICS

A shantak typically begins combat in the air. From the skies, it targets a single enemy and then uses *crushing dive* to smash its foe to the ground and pin it beneath its monstrous weight. When confronted by numerous enemies, it uses *wing blast* to smash them away with the hurricane-force winds created by its mammoth wings. A shantak rarely flees combat unless it is confronted with nightgaunts, which it fears above all things.

# SHOGGOTH

Shoggoth are horrific ooze-like creatures that resemble giant, viscous glob of black tar. They are the creations of the mysterious Elder Things that ruled the world eons ago, serving these alien, enigmatic ancients as servitors and beasts of war. Legend states that the shoggoths rose up and slew their masters, and now the few that remain lurk in the crumbling ruins of the Elder Things' cities.

**Shoggoth** Level 18 Elite Brute  
Huge natural beast (aquatic, ooze) XP 4,000

**Initiative** +9      **Senses** Perception +15; all-around vision, darkvision

**HP** 436; **Bloodied** 218

**AC** 30; **Fortitude** 32, **Reflex** 26, **Will** 26

**Resist** 20 acid; 10 against attacks that target AC;  
**Vulnerable** 10 psychic

**Saving Throws** +2

**Speed** 6, climb 6, swim 6

**Action Points** 1

⊕ **Slam** (standard; at-will) ♦ **Acid**

Reach 3; +21 vs. AC; 2d10 + 10 damage plus 2d8 acid damage, and the target is grabbed (until escape).

† **Envelop** (standard; at-will) ♦ **Acid**

Grabbed target only; +19 vs. Fortitude; a Large or smaller target is pulled into the shoggoth's space and takes ongoing 15 acid damage until it escapes the grab. A creature that escapes the grab shifts to a square of its choosing adjacent to the shoggoth. The shoggoth can move normally while creatures are enveloped within it. A shoggoth can envelop up to 6 Medium-sized creatures.

† **Horrific Constriction** (minor 1/round; at-will)

Enveloped target only; +19 vs. Fortitude; 3d8+10 damage, and the target is dazed until the end of the shoggoth's next turn.

⚡ **Awful Presence** (standard; encounter) ♦ **Fear**

Close burst 5; targets enemies; +17 vs. Will; the target is stunned until the end of the shoggoth's next turn. *Aftereffect:* The target is weakened (save ends).

## Protomind

A shoggoth has only the barest hint of intellect and can be influenced easily. A shoggoth suffers a -2 penalty to its Will defense and saving throws to resist powers and effects with the charm, psychic, or sleep keywords.

**Alignment** Unaligned      **Languages** —

**Str** 30 (+19)      **Dex** 10 (+9)      **Wis** 12 (+10)

**Con** 28 (+18)      **Int** 3 (+5)      **Cha** 3 (+5)

**Description** *A roiling orb of protoplasmic tar barrels down the corridor toward you. Eyes, mouths, and flailing, half-formed appendages burst from its glassy, elastic mass in a shuddering, chaotic array, only to quickly disappear in the wake of new, even stranger organs and orifices. The blasphemous thing makes an eerie piping noise as it surges toward you; a staccato rhythm that sounds like horrible, alien words.*



## SHOGGOTH TACTICS

A shoggoth is unconcerned with stealth or subtlety; it simply barrels toward any creature it encounters. It attacks by striking with a protoplasmic pseudopod, crushing and burning its foes. It attempts to grab up creatures smaller than itself, and then thrust them into its bubbling, caustic mass. Any creature unfortunate enough to find itself inside a shoggoth is subject to its acidic digestive process and *horrific constriction*, whereby the shoggoth simply sucks its victim apart. A shoggoth is vulnerable to psychic attacks, and may flee an enemy that can effectively

**Greater Shoggoth** Level 24 Solo Brute  
Gargantuan natural beast (aquatic, ooze) XP 30,250

**Initiative** +14      **Senses** Perception +21; all-around vision, darkvision

**HP** 924; **Bloodied** 462

**AC** 36; **Fortitude** 38, **Reflex** 30, **Will** 34

**Resist** 30 acid; 15 against attacks that target AC

**Saving Throws** +5

**Speed** 8, climb 8, swim 8

**Action Points** 2

⬇ **Slam** (standard; at-will) ♦ **Acid**  
Reach 4; +27 vs. AC; 2d10 + 12 damage plus 2d10 acid damage, and the target is grabbed (until escape).

⬇ **Protoplasmic Burst** (standard; recharge ⓂⓂⓂ) ♦ **Acid**  
The greater shoggoth makes 3 slam attacks, each against a different target. It can grab up to three creatures at once.

⬇ **Envelop** (standard; at-will) ♦ **Acid**  
Grabbed target only; +25 vs. Fortitude; a Huge or smaller target is pulled into the greater shoggoth's space and takes ongoing 20 acid damage until it escapes the grab. A creature that escapes the grab shifts to a square of its choosing adjacent to the greater shoggoth. The greater shoggoth can move normally while creatures are enveloped with in it. A greater shoggoth can envelop up to 8 Medium-sized creatures.

⬇ **Horrific Constriction** (minor 1/round; at-will)  
Enveloped target only; +23 vs. Fortitude; 3d10+12 damage, and the target is dazed until the end of the greater shoggoth's next turn.

⬇ **Caustic Trample** (standard; recharge ⓂⓂⓂ) ♦ **Acid**  
The greater shoggoth can move up to its speed and enter enemies' spaces. The movement provokes opportunity attacks, and the greater shoggoth must end its move in an unoccupied space. When it enters an enemy square, the greater shoggoth makes a trample attacks: +25 vs. Reflex; 2d10+12 damage plus 2d10 acid damage, the target is knocked prone, and suffers ongoing 10 acid damage (save ends).

⬇ **Awful Presence** (standard; encounter) ♦ **Fear**  
Close burst 5; targets enemies; +23 vs. Will; the target is stunned until the end of the greater shoggoth's next turn.  
*Aftereffect:* The target is weakened (save ends).

**Alignment** Unaligned      **Languages** —  
**Str** 34 (+24)      **Dex** 14 (+14)      **Wis** 18 (+16)  
**Con** 31 (+22)      **Int** 12 (+13)      **Cha** 8 (+11)

**Description** *A thin piping sound can be heard rising over the Cyclopean ruins, echoing off the strange, glyph-covered walls in a disturbing cacophony. The sound grows louder, and you can make out a definite cadence or rhythm in the incessant flute-like noise. Suddenly, the ground quakes, swaying the tall, basalt towers in the ruins ominously, and a rank, astringent stench assaults your nostrils. The piping reaches a deafening pitch, and then from the yawning black doorway in one of the ruined towers, a living nightmare squirms and roils into view. The nightmarish thing is a vast, elastic pool of eyes, mouths, and other unrecognizable organs that suddenly gathers itself into a towering monolith of living slime. Its many great, staring eyes all focus on you; and you cannot help but feel a cold, alien mind behind each hateful orb.*

target its mind with psychic energy or compel it to obey.

## GREATER SHOGGOTH TACTICS

A greater shoggoth begins combat with *awful presence*, hoping to stun many of its foes. It then barrels forward and uses *protoplasmic burst*, grabbing up as many as three targets. If the greater shoggoth has grabbed more than one target with *protoplasmic burst*, it spends an action point on the following round to envelop two of its grabbed targets. Once it has one or more targets enveloped, the greater shoggoth uses *horrific constriction* to rip them to pieces. A greater shoggoth saves its remaining action point to use *protoplasmic burst* when it recharges, or to mow down its enemies with *caustic trample*.

## SHOGGOTH LORE

**History or Nature DC 20:** Shoggoths are massive, protoplasmic entities that resemble oozes. However, they are not blind and can create organs for both sight and hearing from their viscid mass. Although by no means great thinkers, shoggoths have a rudimentary protomind that gives them a glimmer of intellect; enough to make them deadly predators. Shoggoths attempt to consume any

organic life they encounter, absorbing food into their bodies where it is torn apart and dissolved with powerful digestive fluids. Shoggoths are universally horrible to behold, and their weird, ever-changing anatomy is monumentally disturbing to most humanoids.

**History or Nature DC 25:** As servitor creatures, the shoggoths were designed with little to no self-awareness, acting much like organic machines for their Elder Things masters. However, over time, they apparently developed a rudimentary consciousness and staged a full-scale rebellion against the Elder Things, destroying a number of their masters' great cities in a matter of days. The rise of the shoggoths is considered by sages to be the beginning of the long decline into extinction for the Elder Things, as they never fully recovered from the shoggoth revolt. Although the shoggoths are now independent and self-aware, their original role as slaves and servitors leaves them vulnerable to mind-influencing magic and psychic attacks. In fact, psychic attacks are the only thing that can keep a shoggoth at bay, as they have a great, inborn fear of forced servitude.

**History or Nature DC 30:** There are dire rumors that some shoggoths – the truly ancient ones bred in the early days of the Elder Things' civilization – have developed more than a rudimentary intelligence. These behemoths are said to have intellects on par with that of most humanoids, and if this

is true, it is likely that these “greater” shoggoths lack the vulnerability to psychic attack that hinders their smaller kin.

There has been only a single known encounter with a greater shoggoth; an expedition to the icy wastes north of the Varnodian Steppes uncovered a colossal ruined city half-covered by the ice. There in the frigid depths of the ancient ruins, the explorers found the remains of an Elder Thing civilization...however, not everything was dead in the crumbling, antediluvian city. Only a single explorer returned from the ill-fated expedition, and his maddened tales of a great seething mass of eyes, mouths, and appendages that devoured his companions has led sages to believe that the ruins are home to a greater shoggoth. To date, no one has been foolish enough to return to the dead city in the frozen wastes.

## ENCOUNTER GROUPS

Since shoggoths view other organic creatures as nothing more than food, they are almost always encountered alone. However, a few evil races have mastered the trick of controlling shoggoths; a risky proposition at best, as nothing infuriates a shoggoth more than forced servitude. Aboleths, grell, and dark elves have been known to tame shoggoths, at least for a short while; however, not even these degenerate minds are foolish enough to attempt yoking a greater shoggoth to their wills.

### Level 19 Encounter (XP 12,600)

- 1 aboleth overseer (level 18 elite controller)
- 1 aboleth slime mage (level 17 elite artillery)
- 1 shoggoth (level 18 elite brute)
- 4 aboleth servitors (level 16 minion brutes)



# APPENDIX: ELDRITCH ARTIFACTS

Many of the intelligent entities in *Critter Cache: Lovecraftian Bestiary* use a variety of artifacts that mimic the effects of magic. However, these strange devices, called eldritch artifacts, are actually a product of alien science and can be used by PCs that spend the time figuring out how to use them.

Eldritch artifacts function like magic items, and produce effects that are similar. However, since they are designed for and by creatures with both radically different physiology and psychology to that of the player characters, they don't always function as intended when used by enterprising heroes. Eldritch artifacts are often more powerful than magic items of a similar level; however, this extra power comes at a price.

To use an eldritch artifact, a character must succeed on an Arcana check with a DC equal to 10 + the item's level. A warlock with the star pact gains a +2 bonus on the Arcana check made to activate an eldritch artifact. If the character fails this check, the item does not function and the character loses the action meant for the attack or effect the item would have produced. If the character fails the check by 10 or more, he or she triggers an eldritch anomaly, a deleterious effect that targets the user of the eldritch artifact.

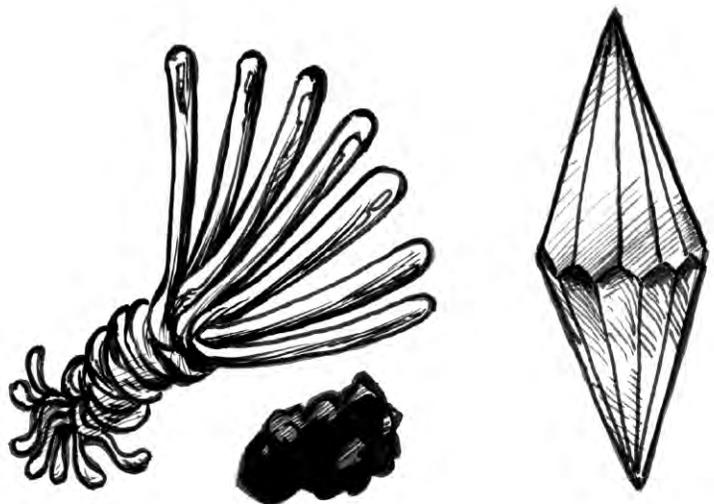
"Eldritch Artifact" is a new item category that is similar to any magic item category. However since eldritch artifacts cover a wide array of possible applications, the type of standard magic item category it most closely resembles is listed in parentheses next to the category. Prices are given for each eldritch artifact, but these prices are listed simply for the purpose of resale on an open market. Eldritch artifacts cannot be created by PCs; they're construction is simply to alien for mortal minds to comprehend. In addition, since eldritch artifacts are not technically magical items, they are not affected by the Disenchant Magic Item ritual and cannot be broken down into *residuum*.

## MI-GO EQUIPMENT

The Mi-go are often equipped with strange mechanical devices, usually weapons, that produce cones or beams of focused energy. However, the alien construction of these items makes them difficult for non-Mi-go to use, and they rarely function reliably or in the same fashion as they would if used by one of the fungi from Yuggoth.

## ELDRITCH ARTIFACTS

Lvl	Name	Price (gp)
2	Silver rod	520
3	Copper rod	680
5	Warp Stone	1,000
7	Silver rod	2,600
8	Copper rod	3,400
11	Black trapezohedron	9,000
12	Silver rod	13,000
13	Copper rod	17,000
13	Spark thrower	17,000
15	Green trapezohedron	25,000
16	Black trapezohedron	45,000
17	Silver rod	65,000
18	Copper rod	85,000
18	Spark thrower	85,000
20	Green trapezohedron	125,000
21	Black trapezohedron	225,000
22	Silver rod	325,000
23	Copper rod	425,000
23	Spark thrower	425,000
25	Green trapezohedron	625,000
26	Black trapezohedron	1,125,000
27	Silver rod	1,625,000
28	Copper rod	2,125,000
28	Spark thrower	2,125,000
28	Temporal cube	2,125,000
30	Green trapezohedron	3,125,000



Silver Rod

Level 2+

*This bizarre contraption looks like a group of silver rods, flared at one end and curiously twisted and warped at the other. It is fairly obvious that it was not created by or meant for the hands of men*

Lvl 2	520 gp	Lvl 17	65,000 gp
Lvl 7	2,600 gp	Lvl 22	325,000 gp
Lvl 12	13,000 gp	Lvl 27	1,625,000 gp

**Eldritch Artifact (One-Handed Weapon)**

**Power (Encounter ♦ Cold):** Standard Action. Make a ranged attack against a target within 10 squares: Level +3 vs. Reflex; 1d8 + Dexterity modifier cold damage, and the target is slowed until the end of your next turn.

Level 12 or 17: 2d8 + Dexterity modifier cold damage.

Level 22 or 27: 3d8 + Dexterity modifier cold damage, and the target is slowed (save ends).

**Eldritch Anomaly (Cold):** You take 1d6 cold damage and are slowed until the end of your next turn.

Level 12 or 17: 2d6 cold damage, and you are slowed until the end of your next turn.

Level 22 or 27: 3d6 cold damage, and you are immobilized until the end of your next turn.

Copper Rod

Level 3+

*This device consists of five thin copper rods twisted around a sixth that protrudes a full foot beyond the others. The entire device is warm to the touch.*

Lvl 3	680 gp	Lvl 18	85,000 gp
Lvl 8	3,400 gp	Lvl 23	425,000 gp
Lvl 13	17,000 gp	Lvl 28	2,125,000 gp

**Eldritch Artifact (One-Handed Weapon)**

**Power (Encounter ♦ Fire):** Standard Action. Make a close blast 3 attack: Level +2 vs. Reflex; 1d8 + Dexterity modifier fire damage, and the target takes ongoing 5 fire damage (save ends).

Level 13 or 18: 2d8 + Dexterity modifier fire damage.

Level 23 or 28: 3d8 + Dexterity modifier fire damage, and ongoing 10 fire damage (save ends).

**Eldritch Anomaly (Fire):** You take ongoing 5 fire damage (save ends)

Level 13 or 18: You take ongoing 10 fire damage (save ends)

Level 23 or 28: You take ongoing 15 fire damage (save ends)

Warp Stone

Level 5

*This lumpy black stone glistens with reflected light...even though it is completely dark.*

**Eldritch Artifact (Wondrous Item)** 1,000 gp

**Power (Encounter):** Minor Action. You gain a +2 item bonus to AC until the end of your next turn. Until the end of your next turn, the first creature to make a ranged attack against you must roll the attack roll twice and take the worst of the two results.

**Eldritch Anomaly:** The next ranged attack against you automatically hits.





## YITHIAN EQUIPMENT

Master scientists and sorcerers, the Great Race of Yith have designed many strange artifacts and weapons for use against their enemies – primarily, the dreaded flying polyps. Obviously, these eldritch contraptions were not designed for use by creatures other than yithians, but determined PCs can learn to use a yithian item with study, time, and patience. However, yithian items rarely function as they are meant to in the hands of non-yithians.

### Spark Thrower

Level 13+

*This odd device resembles a small cannon with a square, telescoping barrel. It is gripped by means of two lateral bars at one end and fired by depressing a nodule between the bars. It was obviously designed for something with more than two appendages.*

Lvl 13	17,000 gp	Lvl 23	425,000 gp
Lvl 18	85,000 gp	Lvl 28	2,125,000 gp

#### Eldritch Artifact (Two-Handed Weapon)

**Power (Encounter ♦ Lightning):** Standard Action. Make a ranged attack: Ranged 10; Dexterity +2 vs. Reflex; 2d6 + Dexterity modifier lightning damage, and the target is pushed 2 squares. *Level 23 or 28:* 4d6 + Dexterity modifier lightning damage, and the target is pushed 2 squares and knocked prone.

**Power (Encounter ♦ Lightning):** Standard Action. Make a close burst 3 attack: Dexterity +2 vs. Reflex; 2d8 + Dexterity modifier lightning damage, and ongoing 5 lightning damage (save ends). *Level 23 or 28:* Dexterity +2 vs. Reflex; 3d8 + Dexterity modifier lightning damage, and ongoing 10 lightning damage (save ends).

**Eldritch Anomaly (Lightning):** You take 2d8 lightning damage, and you are dazed until the end of your next turn. *Level 23 or 28:* You take 3d8 lightning damage, and you are stunned until the end of your next turn.

### Temporal Cube

Level 28

*This small transparent cube appears to be made of glass, although it has an oddly organic feel to it. The cube, when activated, pushes you through the time stream at a greater velocity than everyone else, making it possible for you to accomplish twice as much as you normally could.*

**Eldritch Artifact (Wondrous Item)** 2,125,000 gp

**Power (Daily):** Standard Action. You may take two standard and two move actions on your next turn.

**Eldritch Anomaly:** You may only take a single action (minor, move, or standard) on each of your turns for the rest of the encounter.

## ELDER THING EQUIPMENT

The technology utilized by the Elder Things is incredibly difficult for those not familiar with such artifacts to recognize them for what they are. Elder Thing eldritch artifacts appear as little more than strange geometrically shaped stones, without any of the telltale signs that point to intelligent manufacture. However, the Elder Things have harnessed the awesome power of life and death within their strange artifacts, and heroes that learn to manipulate these objects correctly can wield terrible, destructive power.

### Black Trapezohedron

Level 11+

*This heavy black stone resembles a narrow, faceted double cone, with each end tapering to a sharp point. The artifact glows with a greasy, black radiance and is slightly nauseating to the touch.*

Lvl 11	9,000 gp	Lvl 21	225,000 gp
Lvl 16	45,000 gp	Lvl 26	1,125,000 gp

#### Eldritch Artifact (Wondrous Item)

**Power (Encounter ♦ Necrotic):** Make a ranged attack: Ranged 10; Dexterity +2 vs. Reflex; 2d6 + Dexterity modifier necrotic damage, and the target is weakened (save ends). On a critical hit, you may spend a healing surge. *Level 21 or 26:* 3d6 + Dexterity modifier necrotic damage, and the target is weakened and takes ongoing 5 necrotic damage (save ends both). On a critical hit, you may spend a healing surge.

**Eldritch Anomaly (Necrotic):** You take 1d6 necrotic damage and lose a healing surge. *Level 16 or 26:* You take 2d6 necrotic damage and lose a healing surge.

### Green Trapezohedron

Level 15+

*This faceted green stone is oddly light and it sends shivers of nervous energy through your body when you touch it. It almost seems to be alive...*

Lvl 15	25,000 gp	Lvl 25	625,000 gp
Lvl 20	125,000 gp	Lvl 30	3,125,000 gp

#### Eldritch Artifact (Wondrous Item)

**Power (Encounter):** Make a ranged attack: Ranged 10; Dexterity +2 vs. Reflex; 1d10 + Dexterity modifier damage, and unbloodied targets take ongoing 10 damage (save ends). Bloodied target take only ongoing 5 damage (save ends). *Level 25 or 30:* 2d8 + Dexterity modifier damage, and unbloodied targets take ongoing 15 damage (save ends). Bloodied target take only ongoing 10 damage (save ends).

**Eldritch Anomaly:** You take ongoing damage equal to the number of healing surges you have left (save ends). *Level 25 or 30:* You take ongoing damage equal to 5 + the number of healing surges you have left (save ends).

# MONSTERS BY LEVEL

Every monster in this book appears on this list, which is sorted alphabetically by level and monster role.

Monster	Level and Role	Page	Monster	Level and Role	Page
Mi-Go Scout	2 Skirmisher	28	Gug Sentry	15 Lurker	25
Mi-Go Guard	3 Soldier	28	Gug Slayer	16 Skirmisher	25
Mi-Go Surgeon	5 Controller	30	Shantak	16 Elite Brute	33
Ghoul Gnawer	6 Skirmisher	20	Yithian Temporal Master	16 Elite Controller	23
Nightgaunt	6 Lurker	31	Gug Priest of the Old Ones	17 Elite Controller	26
Ghoul Coffin Cracker	7 Brute	20	Flying Polyp	18 Elite Controller	17
Ghoul Burrow King	8 Elite Soldier	21	Shoggoth	18 Elite Brute	34
Deep One Raider	9 Skirmisher	10	Color out of Space	21 Elite Lurker	3
Ghoul Grubber	9 Minion Skirmisher	19	Greater Shoggoth	24 Solo Brute	35
Deep One Priest of Cthulhu	11 Controller	11	Star Spawn of Cthulhu	25 Elite Soldier	8
Elder Thing	11 Soldier	14	Cthulhu	35 Solo Soldier	7
Nightgaunt Chosen of Nodens	11 Elite Controller	32			
Deep One Hybrid	12 Minion Brute	10			
Deep One Leviathan	12 Elite Brute	11			
Elder Thing Lifecrafter	13 Elite Artillery	16			
Protoshoggoth	13 Minion Brute	16			
Yithian Lightning Guard	13 Artillery	22			
Yithian Mindshifter	14 Controller	23			
Dagon	15 Solo Brute	13			
Deep One Hybrid Elder	15 Minion Soldier	10			



For use with the 4th Edition

**DUNGEONS & DRAGONS**  
ROLEPLAYING GAME

Requires the use of the D&D Player's Handbook, Monster Manual, and Dungeon Master's Guide core rulebooks, available from Wizards of the Coast, Inc.