

200 monsters from the wetlands and water, compiled from over 20 different sources, including 83 classic 3.0 monsters updated for a 3.5 game.



Requires the use of the Dungeons & Dragons, Third Edition Core Books, published by Wizards of the Coast,



XRP 3003

Monster Geographica: Marsh & Aquatic

Expeditions Retreat Press



Monster Geographica Marsh & Aquatic



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Monster Geographica: Marsh & Aquatic



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Expeditions Retreat Press

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Introduction

First, thanks for supporting Expeditious Retreat Press and the Monster Geographica Line. Second, this is quite a book you've got in your hands.

Monster Geographica books compile 200 monsters found in specific terrains, collected from over 20 different sources into one inexpensive resource. In each Monster Geographica book, up to 50% of the monsters are from 3.0 sources, updated for a 3.5 game. Arranged by increasing challenge rating with an alphabetical table of contents and creature listing by type, Monster Geographica books are easy to use from many different approaches.

Need a CR7 monster? All CR7 monsters are next to each other with challenge rating markers on the upper corner of each page. Need a CR4 undead? *Monsters By Type* list all monsters by type and subtype in ascending challenge rating and list each monster's CR in parenthesis. Due to its unique organization, Monster Geographica books are ideal monster supplements for random encounters, adventure building, and campaign design.

Monster Geographica: Marsh & Aquatic is the second book in the Monster Geographica line, preceded by *Monster Geographica: Underground*. As with *Monster Geographica: Underground*, we have maintained our no-internal art policy that allows us to offer customers 200 monsters for \$20.

For those customers who are interested in visual aids, we are pleased to announce Fiery Dragon Productions' *Counter Collection: Murky Depths and Slimy Shores*, which contains counters for all 200 monsters found in *Monster Geographica: Marsh & Aquatic* along with other creatures of the wetlands and water.

Look for *Monster Geographica: Forest* in April 2005. And don't forget to pick up Fiery Dragon's *Counter Collection: Murky Depths and Slimy Shores*.

Good Gaming,
Suzi and Joe

P.S. Scattered throughout the book are Flora and Fauna sections which contain information appropriate to the terrain type. Although some are not strictly flora nor fauna, they help flesh out the setting for players and game masters alike.

P.P.S. A special thanks to the people at the Creature Catalog Forums at www.enworld.org.

Lurking Lizard

Tiny Animal (Aquatic)

Hit Dice: 2d8-4 (5 hp)

Initiative: +3

Speed: Swim 5 ft. (1 square)

Armor Class: 11 (+2 size, -1 Dex), touch 11, flat-footed 11

Base Attack/Grapple: +1/-10 (+2 when attached)

Attack: 2 hooks +0 melee (1d3-3 plus poison)

Full Attack: 2 hooks +0 melee (1d3-3 plus poison)

Space/Reach: 2 ½ ft./0 ft.

Special Attacks: Attach, poison

Special Qualities: Low-light vision

Saves: Fort +1, Ref +2, Will -2

Abilities: Str 5, Dex 9, Con 6, Int 1, Wis 6, Cha 2

Skills: Hide +9, Spot +2, Swim +5

Feats: Improved Initiative

Environment: Temperate aquatic and marsh

Organization: Colony (5-10)

Challenge Rating: ¼

Alignment: Always neutral

Advancement: 3-4 HD (Tiny); 5-6 HD (Small)

Level Adjustment: —

The lily pad shifts upon the pond's surface, revealing itself to instead be a kind of enveloping hood for a tiny lizard-like animal. The creature pokes its head above water and looks around with deep sapphire-blue eyes as brilliant as jewels. Its coloring goes from the pale green of its head and hood to a dark, greenish-black lower body and tail.

Combat

The lurking lizard kills its prey through a combination of suffocation and poisoning. Its hood constricts around its prey with surprising strength, and inward-curving hooks dig deep into the flesh, injecting poison and making escape for the victim that much harder. Finally, the creature uses its powerfully muscled tail to pull itself deeper underwater, hopefully drowning the victim if the poison is not sufficient for the task.

The lurking lizard stings its prey with poison hooks that contain a powerful paralytic toxin.

Attach (Ex): If a lurking lizard hits with both hook attacks, it uses them to latch onto the opponent's body. An attached lurking lizard is effectively grappling its prey, and holds on with great tenacity, dealing hook and poison damage each round. Lurking lizards have a +12 racial bonus on grapple checks (already figured into the Base Attack/Grapple entry above).

An attached lurking lizard can be struck with a weapon or grappled itself. To remove an attached lurking lizard through grappling, the opponent must achieve a pin against the lurking lizard.

Poison (Ex): Injury, Fortitude DC 9, initial and secondary damage 1d2 Dex. The save DC is Constitution-based.

Skills: A lurking lizard has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

Flora and Fauna

Quaking Bogs: These bogs form when a lake basin slowly fills in from above as layer after layer of sphagnum moss falls to the lake floor. Eventually large floating mats of moss completely cover large pools of water, creating a death trap for any unlucky or foolish creature.

Green Icebergs: When a glacier moves over seawater, forming an ice shelf, bits of seawater rich in organic material freeze onto the underside of the shelf. When an iceberg calves off of the ice shelf, it usually flips, exposing part of the green underside. Most ice shelves contain no green ice.

Slithervine

Tiny Plant

Hit Dice: 1d8 (4 hp)

Initiative: +5

Speed: 20 ft. (4 squares)

Armor Class: 19 (+2 size, +5 Dex, +2 natural), touch 17, flat-footed 14

Base Attack/Grapple: +0/-11

Attack: Thorn rake +7 melee (1d3-3)

Full Attack: Thorn rake +7 melee (1d3-3)

Space/Reach: 2-½ ft./0 ft.

Special Attacks: Tear cloud

Special Qualities: Blindsight 60 ft., camouflage, plant traits, telepathy

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

Abilities: Str 4, Dex 20, Con 10, Int 11, Wis 15, Cha 6

Skills: Hide +14, Listen +6, Move Silently +8

Feats: Ability Focus (tear cloud), Weapon Finesse^B

Environment: Warm marshes and forests

Organization: Solitary or hedge (2-12)

Challenge Rating: ¼

Treasure: None

Alignment: Usually neutral

Advancement: 2 HD (Tiny); 3 HD (Small)

Level Adjustment: —

The sly and slippery slithervine is an intelligent race of mobile plants created by an evil wizard in her experimental garden. The slithervine is rather innocuous looking, consisting of a collection of green leafy vines and roots, topped by a short central stalk somewhat resembling an ear of corn. This stalk really is an ear, and is highly sensitive to all frequencies of sound. This ability, coupled with the plant's inconspicuous appearance and a limited telepathy, make the slithervine a highly coveted spy and servant.

A slithervine requires blood from its master to genetically bond to him. Once bonded, the slithervine gains the ability to understand its master's language, and can communicate telepathically. Slithervines can be bonded to more than one master at a time. Other than their master's language, slithervines also generally understand the common tongue, although they cannot physically speak.

Slithervines not well treated by their masters often provide incomplete or misleading information, and may attempt to auction off the knowledge they absorb to others desirous of it. A slithervine considers the good life to be lots of sun and water, rich soil, regular grooming, and plenty of interesting conversations to overhear.

Combat

A slithervine is not well equipped for combat. It can defend itself from small predators with its thorny vines, but against larger foes it is ineffective. If cornered, the slithervine releases a cloud of blinding pollen and tries to slip away in the resulting confusion. Fleeing slithervines normally head for foliage to hide.

Tear Cloud (Ex): A slithervine can release a cloud of stinging pollen into the air as a standard action. Any creature within 15 feet must succeed

on a DC 12 Fortitude save or be blinded for 1d4 rounds. The save DC is Constitution-based.

Blindsight (Ex): A slithervine has no eyes, but uses heat, sound, and telepathy to view its surroundings up to a range of 60 feet. Beyond that range, it is considered blinded. A slithervine is invulnerable to gaze attacks, visual effects of spells such as illusions, and other attack forms that rely on sight.

Camouflage (Ex): Unless a slithervine is moving, it is unlikely that characters see it as anything other than an ordinary plant. A character can recognize a slithervine on a DC 15 Survival or Knowledge (nature) check.

Telepathy (Su): A slithervine can mentally record and relay anything it senses directly into the mind of its master, up to a maximum range of one mile. Information must be relayed within 24 hours, or it is lost, and only a general synopsis can be transmitted. This communication is only one way unless the plant's master also is telepathic. Relaying information is a move action. Slithervines can also communicate telepathically with all intelligent creatures up to a range of 60 feet.

Campaign

The slithervine is designed to be a spy for the campaign's villains. The creature works best in an outdoor environment, although it can be used in cities and dungeons if appropriate places are arranged for it to hide. Most villains place these plants on the outskirts of their domains or at key locations to warn them of intruders. The slithervine also makes a good double agent. If discovered, it may offer up its master's secrets in return for sparing its life. It's also possible for the PCs to employ these vines for their own protection.

Drowner Fish

Tiny Animal (Aquatic)

Hit Dice: 1d8-1(3 hp)

Initiative: +0

Speed: Swim 60 ft. (12 squares)

Armor Class: 12 (+2 size), touch 12, flat-footed 12

Base Attack/Grapple: +0/-8 (+4 when attached)

Attack: Bite +2 melee (1d3)

Full Attack: Bite +2 melee (1d3)

Space/Reach: 2 ½ ft. /0 ft.

Special Attacks: Improved grab, sink

Special Qualities: Low-light vision

Saves: Fort +1, Ref +2, Will -1

Abilities: Str 10, Dex 10, Con 9, Int 1, Wis 9, Cha 4

Skills: Hide +16, Listen +3, Spot +3, Swim +8

Feats: Alertness

Environment: Temperate aquatic

Organization: Solitary or school (3-6)

Challenge Rating: ½

Advancement: 2 HD (Tiny); 3 HD (Small)

Alignment: Always neutral

Level Adjustment: —

This freshwater fish is a dark grayish-brown in color, difficult to see against the muddy river bottom. It is long and thin, roughly almost a foot and a half in length. Its large mouth expands horizontally as it rises from the depths to engulf its prey.

Combat

The drowner fish's method of attack is simple and quite effective, with it acting as a millstone and dragging a victim to a watery grave. Its jaws are mostly cartilage, making them highly elastic, yet quite strong and very difficult to remove once they have closed around a hand or foot. To make matters worse, a thrashing victim often attracts other drowner fish in the area, hoping for a meal of their own.

Attach (Ex): If a drowner fish hits with its bite attack, it latches onto the opponent's body. An attached drowner fish is effectively grappling its prey, and holds on with great tenacity. Drowner fish have a +12 racial bonus on grapple checks (already figured into the Base Attack/Grapple entry above).

An attached drowner fish can be struck with a weapon or grappled itself. To remove an attached drowner fish through grappling, the opponent must achieve a pin against the drowner fish.

Sink (Ex): A drowner fish that gets a hold begins to swell, effectively doubling its body weight each round, and propel itself downward. A creature so held must succeed on a DC 10 Swim check each round, or begin to sink down with the pull of the drowner fish. The check DC has a -1 penalty in the first round, and the penalty doubles each round until it reaches a maximum of -8. This penalty is cumulative with any other penalties that normally apply for swimming.

Skills: A drowner fish has a +8 racial bonus on Hide checks. A drowner fish has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

Flora and Fauna

Comb Jellies: These creatures look similar to their jellyfish cousins, except that comb jellies have few if any tentacles. Comb jellies are known for their bioluminescent glow, which make them a popular light source among aquatic races. When used as a light source, the comb jelly is usually pierced with a bone ring and tied to a stand or post. Comb Jellies used in this manner illuminate a ten-foot radius around them for up to a week before they perish. They are worth an equivalent of 5sp to most aquatic races, and do not function out of the water. When encountered in the wild they form packs that number in the hundreds and span dozens of feet across. Movement through a pack is reduced by half, and any attacks made suffer concealment penalties. Recognizing a comb jelly requires a Survival check (DC 10). Large areas of light often attract predators when encountered away from areas populated by aquatic races.

Arageld

Arageld, 1st-Level Warrior

Medium Humanoid (Aquatic)

Hit Dice: 1d8 (4 hp)

Initiative: +0

Speed: 30 ft. (6 squares), swim 20 ft. (4 squares)

Armor Class: 12 (+2 leather armor), touch 10, flat-footed 12

Base Attack/Grapple: +1/+0

Attack: Spear +0 melee (1d8-1/x3) or claw +0 melee (1d3-1) or javelin +1 ranged (1d6-1)

Full Attack: Spear +0 melee (1d8-1/x3) or 2 claws +0 melee (1d3-1) or javelin +1 ranged (1d6-1)

Space/Reach: 5 ft./5 ft.

Special Attacks: —

Special Qualities: Amphibious adaptation,

Aragelds are isolationist sea-dwellers with waifish, humanoid bodies, and avian limbs and heads. Their skin is pale blue, and their arms and legs end in three-clawed talons. Series of short, curved bones run down their spines, starting at the napes of their necks. Their heads are mainly composed of their beaks and mossy crests, and their large blue or yellow eyes sparkle with light. They usually wear simple, earth-toned clothing and the occasional piece of jewelry. Even dried and on land, it is difficult for aragelds to rid themselves of the smell of salt water.

Aragelds normally eat small fish and other aquatic creatures, but can adapt to a diet of fruit and vegetation. They are egg-layers, considered mature at the age of fifteen and able to live almost two centuries. Aragelds speak their own language. Many also speak Aquan and Celestial. The above statistics are for an average 1st-level arageld warrior.

Combat

Most aragelds are poor soldiers, with their combat experience limited to hunting and mounting defenses against melboreths (page 112) and sahuagin. They throw javelins at opponents from afar, until forced to close and use their spears in melee. While their talons are sharp, aragelds rarely attack with them. Many aragelds learn to use repeating or hand crossbows, but only carry them on land.

Amphibious Adaptation (Ex): Aragelds can survive out of the water for 1 hour per 2 points of Constitution (after that, refer to the drowning rules on page 33). However, an arageld who spends 2 hours a day out of water for two or more weeks adjusts to breathing air normally. These aragelds can survive in water for 1 hour per 2 points of Constitution, and can readjust to breathing water by reversing the process.

darkvision 60 ft., freshwater sensitivity, light sensitivity

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

Abilities: Str 9, Dex 11, Con 10, Int 12, Wis 11, Cha 10

Skills: Disable Device +5, Listen +2, Open Lock +4, Search +3, Spot +2, Swim +9

Feats: Iron Will

Environment: Temperate aquatic

Organization: Solitary, squad (2-4), flock (11-24 plus 2 3rd-level wizards and 1 leader of 3rd-6th level), or shoal (20-120 plus 150% noncombatants plus 1 3rd-level wizard per 10 adults, 5 5th-level lieutenants, and 3 7th-level clerics)

Challenge Rating: ½

Treasure: Standard

Alignment: Often neutral

Advancement: By character class

Level Adjustment: +0

Freshwater Sensitivity (Ex): An arageld fully immersed in fresh water must succeed on a DC 15 Fortitude save or become fatigued. Even on a success, it must repeat the save attempt every 10 minutes it remains immersed.

Light Sensitivity (Ex): Aragelds are dazzled in bright sunlight or within the radius of a *daylight* spell.

Skills: An arageld has a +2 racial bonus on Disable Device and Open Lock checks.

An arageld has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

Aragelds as Characters

Arageld characters possess the following.

- +2 Intelligence, -2 Strength.
 - Medium size.
 - An arageld has the aquatic subtype.
 - An arageld's base land speed is 30 feet. An arageld also has a swim speed of 20 feet.
 - Darkvision out to 60 feet.
 - Racial Skills: Aragelds have a +2 racial bonus on Disable Device and Open Lock checks.
 - Racial Feats: An arageld gains feats according to his or her class levels.
 - Natural Weapons: 2 claws (1d3).
 - Special Qualities (see above): Amphibious adaptation, freshwater sensitivity, and light sensitivity.
 - Automatic Languages: Common and Arageld.
- Bonus Languages: Aquan, Auran, Celestial, Draconic, and Undercommon.
- Favored Class: An arageld's favored class is wizard, but many aragelds are experts.

Delusion Hummer

Diminutive Vermin

Hit Dice: 1d8-2 (2 hp)

Initiative: +3

Speed: 5 ft. (1 square), fly 30 ft. (perfect) (6 squares)

Armor Class: 17 (+4 size, +3 Dex), touch 17, flat-footed 14

Base Attack/Grapple: +0/-17

Attack: Sting +7 melee (1d3-5 plus poison)

Full Attack: Sting +7 melee (1d3-5 plus poison)

Space/Reach: 1 ft./0 ft.

Special Attacks: Song of delirium, terror venom

A five-inch deep green insect, much like a dragonfly, hovers in the air with a lilting humming drone. It glows faintly in the darkness.

Combat

When its eggs are threatened, a delusion hummer attacks immediately, darting in quickly to sting its victim and then flying up and out of reach, where its song can begin work on the hapless individual's senses. It maintains its song until the victim flees the area; the insect does not travel more than 10 yards from its eggs for any reason.

Song of Delirium (Su): A delusion hummer's song works to amplify the powers of its venom. Any creature within 30 feet of a delusion hummer that can hear its song has a -7 penalty to its saving throws against the venom's effects. This is a sonic, mind affecting effect.

Devil Fish

Tiny Outsider (Aquatic, Chaotic, Evil, Native)

Hit Dice: 1d8+1 (5 hp)

Initiative: +6

Speed: Swim 20 ft. (4 squares)

Armor Class: 15 (+2 size, +2 Dex, +1, natural), touch 14, flat-footed 13

Base Attack/Grapple: +1/-6

Attack: Bite +4 melee (1d3+1)

Full Attack: Bite +4 melee (1d3+1) and 2 fin rakes -1 melee (1d2)

Space/Reach: 2½ ft./0 ft.

Special Attacks: Poison, pollute

Special Qualities: Blindsight 30 ft., darkvision 60 ft.

Special Qualities: Darkvision 60 ft., vermin traits

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

Abilities: Str 1, Dex 17, Con 6, Int —, Wis 10, Cha 4

Skills: Climb +5, Hide +15, Spot +2

Feats: Weapon Finesse^B

Environment: Warm marsh

Organization: Solitary, pair, or mating flight (2-8)

Challenge Rating: ½

Treasure: None

Alignment: Always neutral

Advancement: 2-3 HD (Diminutive)

Level Adjustment: —

Terror Venom (Ex): A delusion hummer's main defense is its envenomed sting, which causes terrifying hallucinations. Any target stung by a delusion hummer must succeed on a DC 8 Fortitude save or suffer from incredibly vivid hallucinations, playing on the victim's deepest fears. These illusions involve all five senses, and leave the victim dazed. Each round, a victim may attempt another Fortitude save with a +3 bonus to throw off the effects. This is a mind-affecting effect. The save DC is Constitution-based.

Skills: A delusion hummer has a +2 racial bonus on Spot checks and a +10 racial bonus on Climb checks.

Saves: Fort +3, Ref +4, Will +2

Abilities: Str 13, Dex 15, Con 12, Int 10, Wis 10, Cha 7

Skills: Diplomacy +0, Hide +15, Listen +6, Move Silently +7, Sense Motive +5, Spot +6, Survival +5, Swim +9

Feats: Improved Initiative

Environment: Any aquatic

Organization: Solitary or school (5-15)

Challenge Rating: ½

Treasure: None

Alignment: Always chaotic evil

Advancement: 2-3 HD (Tiny)

Level Adjustment: —

One and a half feet long with sharp fins, a row of jagged teeth, and blood red scales, devil fish earn their name by their unusual appearance and illusive quality famed by fresh water and salt water fisherman alike. Some swear that the devil fish is unnaturally intelligent for an animal, and stories of flying devil fish with bat-like wings are often told around the fire.

About 10% of all devil fish can fly 10 feet per round, with poor maneuverability.

Combat

A devil fish's natural weapons, as well as any weapons it wields, are treated as chaotic-aligned and evil-aligned for the purpose of overcoming damage reduction.

Poison (Ex): Contact, Fortitude DC 15, initial and secondary damage 1d6 Con. The save DC is Constitution-based and includes a +4 racial bonus.

Orcam

Orcam, 1st-Level Warrior

Medium Humanoid (Orcam)

HitDice: 1d8+2 (6 hp)

Initiative: +0

Speed: 30 ft. (6 squares), swim 50 ft. (10 squares)

Armor Class: 14 (+4 light bone plate armor), touch 10, flat footed 14

Base Attack/Grapple: +1/+2

Attack: Longspear +2 melee (1d8+1/x3)

Full Attack: Longspear +2 melee (1d8+1/x3)

Space/Reach: 5 ft./5 ft. (10 ft. with longspear)

Special Attacks: –

Special Qualities: Blindsight 30 ft., hold breath, low-light vision, resistance to cold 2, whale song

Orcam are a race of humanoids encountered in the open sea, usually in the company of whale pods. They have large builds and stand over 6 feet tall. They are entirely hairless and their thick skin is covered in white and black patterns reminiscent of those found on killer whales. They have small, flattened noses and small teeth. Both the toes and fingers of the orcam have slight webbing and some have small ridges on their backs and legs where fins would be located.

Orcam live in groups called pods and lead a nomadic existence. They readily grasp trade, and often barter with other races whose craftsmanship they highly prize. They are masters at gathering raw materials and supply most of the bone used by other aquatic races. Orcam culture values strength, endurance, loyalty, and honor. Orcam do not value knowledge unless it is practical, but they do respect

Pollute (Ex): Three times per day, a devil fish may infuse the water surrounding it in a 5-foot radius with an inky darkness that allows the fish total concealment; attackers have a 50% miss chance and must guess at the fish's location. The ability also has a residual effect of poisoning the water (see above). A solitary devil fish fouls 20 cubic feet of water this way, making it become stagnant and unable to support animal life until it is renewed. This usually is not enough to stagnate more than a small pond, but a full school can cause great havoc to streams and harbors this way.

Skills: A devil fish has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

Saves: Fort +4, Ref +0, Will -1

Abilities: Str 13, Dex 10, Con 14, Wis 9, Int 9, Cha 8

Skills: Ride +4*, Swim +9

Feats: Endurance

Environment: Any aquatic

Organization: Solitary, group (2-6), or pod (7-60 plus 100% noncombatants plus one 4th-level war leader per 20 people, one 3rd-level druid per 40 people, and one prime of 5th-10th level)

Challenge Rating: ½

Treasure: Standard

Alignment: Usually neutral

Advancement: By character class

Level Adjustment: +1

those who have skills useful in day-to-day living.

Their spiritual leaders are generally sea druids who live among the tribe as advisors and healers. They are also responsible for making sure the whales they travel with are fit and happy, often helping with births and other health concerns. Orcam druids occasionally confer with narwhales (page 187) to make sure they are happy with the treatment they receive from the orcam.

Whales are a vital part of their community and are treated more as family than as pet. They are welcome in any gathering or discussion and are often consulted on tribal matters through the magic of the sea druids. Due to this treatment, the whales of the orcam are always extremely loyal.

Orcam have an average lifespan of 100 years. Orcam speak their own language and Aquan, but a few speak Common and Elven as well. Orcam

encountered away from their homes are normally 1st-level warriors, but barbarians and rangers are also common. The orcam warrior presented here had the following ability scores before racial adjustments: Str 13, Dex 10, Con 12, Int 11, Wis 9, Cha 8.

Combat

Orcam are very warlike, practicing combat skills at every opportunity. Orcam almost always wear some form of armor and always carry at least one weapon, even if it is only dagger. When preparing for war, they prefer tridents, spears, punching daggers, and bone swords. They usually wear bone armor into combat and often use shields. If fighting above water, orcam typically carry a number of javelins to use as ranged weapons.

When possible, these warriors ride war whales or dolphins into combat. Most pods have enough mounts with barding to outfit their entire tribe, making them a potent military force with both power and mobility. Unfortunately, they are not masters of sophisticated tactics, though all are skilled riders and swimmers.

Blindsight (Ex): Orcam can see by emitting high-frequency sounds, inaudible to most other creatures that allow them to locate objects and creatures with 30 feet. A *silence* spell negates this and forces the orcam to rely on its vision, which is approximately as good as an elf's. This ability only works underwater.

Hold Breath. (Ex): An orcam can hold its breath for a number of minutes equal to its Constitution score before it risks drowning.

Whale Song (Ex): Whale song can only be learned by whales and orcam; for an orcam to master it requires two ranks in Speak Language. This ability allows an orcam to communicate underwater with fellow orcam and whales up to five miles distant. Communication is limited to basic concepts such as "Come home now," or "Danger to pod."

Boq Slain

Medium Undead

Hit Dice: 1d12 (6 hp)

Initiative: +0

Speed: 30 ft. (6 squares), swim 20 ft. (4 squares)

Armor Class: 16 (+6 natural), touch 10, flat-footed 16

Base Attack/Grapple: +0/+1

Attack: Slam +1 melee (1d6+1)

Full Attack: Slam +1 melee (1d6+1)

Space/Reach: 5 ft./5 ft.

Special Attacks: Breath weapon, disease

Special Qualities: Damage reduction

5/slashing or piercing, darkvision 60 ft.,

Skills: An orcam has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always can choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line. *Orcam have a +2 racial bonus to Ride checks when riding whales or dolphins.

Light Bone Plate: The preferred full battle dress of underwater races. Medium Armor; Armor Bonus +4, Max Dex Bonus +3; Armor Check Penalty -3; Arcane Spell Failure 25%; Weight 30 lb.; Cost 200 gp.

Orcam Characters

Orcam leaders tend to be barbarians, rangers or fighters. Clerics have access to two of the following domains: Strength, War, or Water. Most spellcasters are adepts or druids. Orcam Characters possess the following racial traits:

- +2 Constitution, -2 Intelligence.
- An orcam's base land speed is 30 feet. Orcam have a swim speed of 50 feet.
- Low-light vision.
- Resistance to cold 2.
- Special Qualities (see above): Blindsight, hold breath, whale song.
- +2 racial bonus to Ride checks when riding whales or dolphins.
- +8 racial bonus on Swim checks. Orcam can always choose to take 10 on a Swim check, even if distracted or endangered. They can use the run action while swimming, provided they swim in a straight line.
- Automatic Languages: Orcam, Aquan. Bonus Languages: Common, Elven, Sahuagin.
- Favored Class: Barbarian.
- Level Adjustment: +1.

resistance to fire 5, undead traits

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

Abilities: Str 13, Dex 10, Con —, Int —, Wis 12, Cha 3

Skills: Swim +9

Feats: Great Fortitude^B

Environment: Cold marsh

Organization: Solitary, gang (2-5), squad (6-10), mob (11-20)

Challenge Rating: 1

Treasure: Standard

Alignment: Always chaotic evil

Advancement: 2-3 HD (Medium)

Level Adjustment: —

Bog slain are the bloated, waterlogged corpses that rise from the site of their demise—the peat bogs of colder climates. Stained by the dark mud of the bog and perpetually dripping peaty water, bog slain have one objective: to seek and destroy life. Some scatter throughout the swamp, killing game and passersby, while others swarm towards villages and communities.

Combat

A bog slain can hold water in its lungs and stomach, which it uses to spew gouts of foul water from its mouth to batter its foes.

Breath Weapon (Ex): 60-foot line, once every 1d4 rounds, checked for one round and disease (see below), Reflex DC 10 negates. The save DC is Constitution-based. A bog slain can only use its breath weapon three times before

needing to submerge in water again to replenish its water reserve. Replenishing the breath weapon takes two full rounds for each time the bog slain has used the ability since last refilling.

Disease (Ex): Blinding sickness—breath weapon, Fortitude DC 10, incubation period 1d3 days, damage 1d4 Str. Each time a victim takes 2 or more points of Strength damage from the disease, he must make another Fortitude save or be permanently blinded. The save DC is Constitution-based.

Skills: A bog slain has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

Brine Zombie

Medium Undead (Aquatic)

Hit Dice: 4d12+3 (29 hp)

Initiative: -1

Speed: 30 ft. (6 squares), swim 30 ft. (6 squares)

Armor Class: 13 (-1 Dex, +4 natural), touch 9, flat-footed 13

Base Attack/Grapple: +2/+4

Attack: Cutlass +4 melee (1d6+2/19-20) or slam +4 melee (1d6+3)

Full Attack: Cutlass +4 melee (1d6+2/19-20) or slam +4 melee (1d6+3)

Space/Reach: 5 ft./5 ft.

Special Attacks: —

Special Qualities: Damage reduction 5/slashing, darkvision 60 ft., single actions only, resistance to fire 10, undead traits

Saves: Fort +1, Ref +0, Will +4

Abilities: Str 14, Dex 8, Con —, Int —, Wis 10, Cha 1

Skills: Swim +10

Feat: Toughness^B

Environment: Any aquatic

Organization: Gang (2-4) or crew (6-11)

Challenge Rating: 1

Treasure: None

Alignment: Always neutral evil

Advancement: 5-8 HD (Medium)

Level Adjustment: —

Brine zombies are the remnants of a ship's crew that has perished at sea. They are mindless creatures, not very pleasant to look at, and relentless in their attacks on the living. The spark of evil that brought them back from the ocean depths drives them to seek the living so they may join them in their watery graves. Brine zombies appear much as they did in life, still wearing the clothes — now rags — they wore at their time of death. Their bodies are bloated, blue-green in color, and waterlogged.

Combat

Brine zombies attack an opponent with their cutlasses or fists in melee. If a brine zombie successfully grabs an opponent, it dives overboard and attempts to drown the victim by pinning him/her underwater.

Single Actions Only (Ex): Brine zombies have poor reflexes and can take only a single move action or attack action each round. A brine zombie can move up to its speed and attack in the same round, but only if it attempts to charge.

Skills: A brine zombie has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

Cutlass: A cutlass is a one-handed martial melee weapon that deals 1d6 (Medium) of slashing damage on a hit with a critical range of 19-20/x2. Cost 15 gp. Weight 3 lb.

Carp Eater

Medium Monstrous Humanoid

Hit Dice: 2d8 (9 hp)

Initiative: +4

Speed: 30 ft. (6 squares), swim 30 ft. (6 squares)

Armor Class: 10, touch 10, flat-footed 10

Base Attack/Grapple: +2/+3

Attack: Claw +4 melee (1d4+1)

Full Attack: 2 claws +4 melee (1d4+1) and bite -2 melee (1d4)

Space/Reach: 5 ft./5 ft.

Special Attacks: Aura of despair

Carp eaters are usually old crones or widowers with stringy oily hair, leathery skin, and disheveled clothing. They start talking to all who come close about the ills of the world. Although they can be a source of information, those who listen too long feel the weight of despair until the carp eater convinces them that suicide is the only way to end the despair. Carp eaters are also skilled pick pocket, not out of greed but from the desire to deny things from others. Carp eaters are always encountered near a body of water.

Combat

The carp eater avoids direct confrontations except against demoralized foes. Should the odds be utterly against her, the carp eater dives into the nearby water and swims away. In actual combat, she uses her hardened nails as claws and rakes at any character blocking her escape route. Her bite assists in finishing off any characters that show signs of weakness.

Cloud Walker

Small Humanoid (Aquatic, Cloud Walker)

Hit Dice: 2d8 (9 hp)

Initiative: +2

Speed: 15 ft. (3 squares), swim 30 ft.

Armor Class: 15 (+1 size, +2 Dex, +2 natural), touch 13, flat-footed 13

Base Attack/Grapple: +1/-4

Attack: Shortspear +1 melee (1d6-1) or claw +1 melee (1d4-1) or shortspear +4 ranged (1d6-1)

Full Attack: Shortspear +1 melee (1d6-1) or claw +1 melee (1d4-1) or shortspear +4 ranged (1d6-1)

Space/Reach: 5 ft/5 ft.

Special Attack: Create fog, sneak attack +1d6

Cloud walkers are amphibious creatures no more than 2 or 3 feet tall. Their skin is gray and rubbery, and their hands end in claws. The creature's eyes are larger than those of a halfling, and are a dark

Special Qualities: Darkvision 60 ft.

Saves: Fort +0, Ref +3, Will +5

Abilities: Str 12, Dex 11, Con 10, Int 14, Wis 14, Cha 12

Skills: Bluff +6, Diplomacy +3, Disguise +1 (+2 acting), Intimidate +3, Listen +9, Sleight of Hand +19, Spot +9, Swim +9

Feats: Alertness^B, Weapon Focus (claws)

Environment: Any land

Organization: Solitary

Challenge Rating: 1

Treasure: Double standard

Alignment: Usually chaotic evil

Advancement: By character class

Level Adjustment: +2

Aura of despair (Su): All creatures within 10 feet of a carp eater must succeed on a DC 12 Will save every round or suffer a -2 morale penalty to all skills checks, ability checks, saving throws, attack and damage rolls, until they move out of the 10 foot radius. For every round a creature stays in the area, the save DC increases by +1. The morale penalty for any victim that succumbs to this demoralization also increases by -1 each round spent in the area as well, until the morale penalty reaches -10; at this point the victim sits down and gives up, and is considered stunned. The save DC is Charisma-based.

Skills: A carp eater has a +12 racial bonus on Sleight of Hand checks.

A carp eater has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

Special Qualities: Amphibious, fog sight, moisture dependence

Saves: Fort +0, Ref +5, Will +0

Abilities: Str 8, Dex 14, Con 10, Int 9, Wis 10, Cha 10

Skills: Climb +5, Hide +9, Listen +1, Spot +1, Swim +7

Feats: Combat Reflexes

Environment: Any aquatic

Organization: Mob (4-48)

Challenge Rating: 1

Alignment: Usually chaotic evil

Treasure: Standard

Advancement: By character class

Level Adjustment: +2

blue-green and watery. They are generally content in the water, hunting fish and other aquatic life with their weapons and claws. However, many curious, hungry, or avaricious cloud walkers board ships and

raid coastal settlements using their ability to create fog. Their gray, rubbery skin allows them to blend into the fog, while their fog sight allows them full sight within the mist. Cloud walkers speak Aquan.

Combat

Cloud walkers use their create fog ability prior to combat, and then attempt to sneak attack opponents.

Create Fog (Su): At will as a standard action, cloud walkers can summon a cloying mist from the seawater. The effect is similar to a *fog cloud* cast by a 6th-level wizard.

Sneak Attack (Ex): A cloud walker can make a sneak attack like a rogue, dealing an extra 1d6 points of damage whenever a foe is denied its Dexterity bonus or when the cloud walker is flanking.

Amphibious (Ex): Although cloud walker are aquatic, they can survive indefinitely on land, provided they are surrounded by fog.

Dire Piranha

Medium Animal (Aquatic)

Hit Dice: 2d8+4 (13 hp)

Initiative: +2

Speed: Swim 80 ft. (16 squares)

Armor Class: 14 (+2 Dex, +2 natural), touch 12, flat-footed 12

Base Attack/Grapple: +1/+1

Attack: Bite +3 melee (1d8)

Full Attack: Bite +3 melee (1d8)

Space/Reach: 5 ft./5 ft.

Special Attacks: Capsize, vicious

Special Qualities: Low-light vision

Dire piranhas are larger, more predatory versions of the typical flesh-eating fish encountered in tropical settings. They can reach up to 5 feet in length, and are aggressive hunters that attack humanoids and other large creatures without provocation. While the typical piranha can sometimes be captured and put to use as guardians or obstacles, dire ones are exceedingly difficult to domesticate. Some druids and wizards manage to win these creatures' loyalty, usually with magical means such as *charm monster* or *charm animal*. Orcs and hobgoblins of the jungle revere these creatures as totem animals, sometimes keeping large pools of them in which they cast captured humanoids as sacrifices.

Combat

Dire piranhas lurk near the shoreline of lakes and rivers, waiting for a creature to blunder into the water. Usually, they swim in large swarms that work together to strip the flesh from a creature, leaving it little more than a bony husk. Dire piranhas have been known to attack rafts and river boats, slamming into them to overturn them and feast upon the unfortunates who tumble into the water.

Fog Sight (Ex): A transparent nictitating membrane over the cloud walkers' eyes allows it to see perfectly in fog of any kind, whether mundane or magical. Additionally, it treats murky water as if it were clear water for the purposes of determining how far it can see.

Moisture Dependence (Ex): Cloud walkers need moisture to survive. If they venture from the water, they must surround themselves with fog. Once out of the fog; they cannot breath and begin to drown.

Skills: A cloud walker has a +6 racial bonus on Climb checks. A cloud walker has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

Saves: Fort +5, Ref +5, Will +0

Abilities: Str 10, Dex 15, Con 14, Int 2, Wis 10, Cha 6

Skills: Spot +5, Swim +8

Feats: Weapon Finesse

Environment: Warm aquatic

Organization: Solitary or school (4-24)

Challenge Rating: 1

Treasure: None

Alignment: Always neutral

Advancement: 3-4 HD (Medium); 5-6 HD (Large)

Level Adjustment: —

Capsize (Ex): Dire piranhas sometimes strike at the underside of boats and rafts in an attempt to turn them over and dump their occupants into the water. A submerged dire piranha that surfaces under a boat or ship less than 20 feet long capsizes the vessel 50% of the time. It has a 20% chance to capsize a vessel from 20 to 40 feet long and a 0% chance to capsize one over 40 feet long. Multiple dire piranhas can work together to tip over a boat, increasing the chance to capsize it by 5% for every additional fish beyond the first.

Vicious (Ex): Like their smaller cousins, dire piranhas are most dangerous when encountered in a group. A dire piranha gains a +1 competence bonus on attack rolls and damage for every two dire piranha adjacent to the target of the dire piranha's attack.

Skills: A dire piranha has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

Eyeburn Eel

Medium Animal

Hit Dice: 3d8 (13 hp)

Initiative: +7

Speed: Swim 60 ft. (12 squares)

Armor Class: 13 (+3 Dex), touch 13, flat-footed 10

Base Attack/Grapple: +2/+4

Attack: Bite +5 melee (1d8+3)

Full Attack: Bite +5 melee (1d8+3)

Space/Reach: 5 ft./5 ft.

Special Attacks: Blinding spray

Special Qualities: Low-light vision

Saves: Fort +3, Ref +6, Will -1

The eel's deep cobalt blue skin makes it difficult to see as it darts through the dark water of the cave. Its long snout, filled with a double row of razor-sharp triangular teeth, is attached to a muscular, 9 foot long body.

Combat

Unless an unlucky creature sticks its face or hand into the eel's hiding place, its normal method of attack is to spend up to a minute lying in wait and pumping its blindness-producing toxin into the surrounding water. When the victim begins to thrash and churn the water, the creature strikes, darting in to bite deeply and then swimming away again.

Blinding Spray (Ex): An eyeburn eel can exude a chemical irritant into the water that causes

Abilities: Str 15, Dex 17, Con 10, Int 1, Wis 6, Cha 4

Skills: Hide +4*, Listen +1, Spot +3, Swim +10

Feats: Improved Initiative, Weapon Finesse

Environment: Any aquatic

Organization: Solitary

Challenge Rating: 1

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

Alignment: Always neutral

Level Adjustment: —

pain and swelling in a victim's eyes. Creatures within 10 feet of the eyeburn eel must make a DC 11 Fortitude save or be blinded for 1d6 minutes. This roll must be made each round for unaffected creatures that remain within 10 feet of the eyeburn eel. An eyeburn eel can produce enough of this chemical to last 15 rounds, and can "refill" its supply at a rate of 1 round's-worth every 30 minutes. The save DC is Constitution-based.

Skills: An eyeburn eel has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

*An eyeburn eel has a +6 bonus on Hide checks in darkened or shadowy settings.

Giant Caribe

Medium Animal (Aquatic)

Hit Dice: 3d8 (13 hp)

Initiative: +2

Speed: Swim 40 ft. (8 squares)

Armor Class: 14 (+2 Dex, +2 natural), touch 12, flat-footed 12

Base Attack/Grapple: +2/+3

Attack: Bite +4 melee (1d6+1)

Full Attack: Bite +4 melee (1d6+1)

Space/Reach: 5 ft./5 ft.

Special Attacks: Frenzy

Special Qualities: Keen scent, low-light vision

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

Abilities: Str 12, Dex 15, Con 10, Int 1, Wis 12, Cha 2

Skills: Listen +6, Spot +6, Swim +9

Feat: Alertness, Weapon Finesse

Environment: Any aquatic

Organization: School (5-30)

Challenge Rating: 1

Treasure: None

Alignment: Always neutral

Advancement: 4-6 HD (Medium)

Level Adjustment: —

The giant caribe is a rare form of giant saltwater piranha. They are pale bluish-green in color and about 6 feet long, though larger specimens have been encountered.

Combat

Giant caribes attack by swarming an opponent and biting with their razor-sharp teeth. Once blood is drawn, the entire pack goes into a frenzy, attacking twice each round.

Frenzy (Ex): A giant caribe that detects blood in the water enters a frenzied state the following round, along with all other giant caribes within a 90-foot radius. Frenzied giant caribes bite

until they or their opponents are dead. A frenzied giant caribe gains an extra partial action each round for 10 rounds. The creature cannot end the frenzy voluntarily.

Keen Scent (Ex): A giant caribe can notice creatures by scent in a 90-foot radius and detect blood in the water at ranges of up to 500 feet.

Skills: A giant caribe has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

Glowing Frog

Tiny Magical Beast (Aquatic)

Hit Dice: ½d10 (2 hp)

Initiative: +8

Speed: 10 ft. (2 squares), swim 20 ft. (4 squares)

Armor Class: 16 (+2 size, +4 Dex), touch 16, flat-footed 12

Base Attack/Grapple: +0/-11

Attack: Bite -2 melee (1d2-4)

Full Attack: Bite -2 melee (1d2-4)

Space/Reach: 2½ ft./0 ft.

Special Attacks: Glow, psionics

Special Qualities: Darkvision 60 ft., low-light vision, telepathy 30 ft.

Saves: Fort +2, Ref +6, Will +3

Abilities: Str 3, Dex 18, Con 10, Int 12, Wis 16, Cha 14

Skills: Concentration +2, Hide +14, Listen +5, Move Silently +6, Sense Motive +5, Spot +5, Swim +4

Feats: Dodge, Improved Initiative^B

Environment: Warm swamp

Organization: Solitary

Challenge Rating: 1

Treasure: Standard

Alignment: Usually neutral good

Advancement: 1-2 HD (Tiny)

Level Adjustment: —

The glowing frog is a mysterious creature found in swamps and ponds. Though small, their mental powers make up for their lack of physical strength. Glowing frogs attract mates with colored lights that emanate from their bodies, and do not croak or otherwise emit sounds.

Glowing frogs can understand Draconic and Sylvan, though they are incapable of speech.

Combat

The glowing frog is a dedicated enemy of evil and will attack without provocation any creature that it deems to be evil. Its lack of a meaningful physical attack often forces it to form alliances with other creatures, and a glowing frog never initiates combat unless it has allies nearby.

Glow (Ex): A glowing frog radiates light as if the subject of a *continual flame* spell. This light is due to a chemical reaction and cannot be dispelled. A glowing frog can increase the intensity of its glow enough to generate heat as a standard

action. At this intensity, anyone within 30 feet of a glowing frog must succeed on a DC 10 Fortitude save or take 1d4 points of heat damage per round from the intense heat. Creatures that succeed on the save take half that damage instead. The save DC is Constitution-based.

Psionics (Sp): At will—*animal trance* (DC 14), *color spray* (DC 13), *detect evil*, *hypnotic pattern* (DC 14), *invisibility*. Effective caster level 10th. The save DCs are Charisma-based.

Telepathy (Su): A glowing frog can communicate telepathically with creatures that speak Draconic or Sylvan, provided they are within 30 feet.

Skills: A glowing frog has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

Mantafai

Small Fey (Aquatic)

Hit Dice: 2d6+4 (11 hp)

Initiative: +5

Speed: Swim 40 ft. (8 squares)

Armor Class: 16 (+1 size, +5 Dex), touch 16, flat-footed 11

Base Attack/Grapple: +1/-5

Attack: Rapier +1 (1d4-1/18-20)

Full Attack: Rapier +1 (1d4-1/18-20)

Space/Reach: 5 ft./5 ft.

Special Attacks: —

Special Qualities: Aura of airy water, low-light vision, spell-like abilities

This manta-like creature is about the size of a halffing. It has a long tail with a fan-shaped end and two long, webbed arms. Its skin is aqua blue with a green patterning.

The mantafai are fey of the sea. They have flattened, manta-like bodies. Their long tail is fanned at the end, and their two long arms are webbed for maneuverability in the water. Typically colored aqua blue with green patterning, mantafai blend into with environment. The body of a mantafai is about 3 feet long, with a 3-foot tail. An average specimen weighs between 30 and 35 pounds.

Mantafai are simple, good-natured creatures. They are often attributed with rescuing drowning victims and guiding lost people to land. Although they are simple, they have a knack for avoiding trouble and gauging trustworthiness.

Mantafai speak their own language, using high-pitched squeaks to communicate with one another. While they can understand Sylvan, they cannot speak it, and rely on facial expressions and gestures to communicate with others.

Mire Walker

Medium Undead

Hit Dice: 2d12+3 (16 hp)

Initiative: +0

Speed: 30 ft. (6 squares)

Armor Class: 15 (+1 Dex, +4 natural), touch 11, flat-footed 14

Base Attack/Grapple: +1/+2

Attack: Slam +2 melee (1d6+1)

Full Attack: Slam +2 melee (1d6+1)

Space/Reach: 5 ft./5 ft.

Special Attacks: —

Special Qualities: Darkvision 60 ft., undead traits

Saves: Fort +2, Ref +8, Will +5

Abilities: Str 8, Dex 20, Con 14, Int 7, Wis 15, Cha 16

Skills: Hide +13, Listen +8, Search +2, Sense Motive +6, Spot +8, Swim +7

Feats: Alertness

Environment: Any aquatic

Organization: Solitary or village (4-24)

Challenge Rating: 1

Alignment: Usually neutral good

Treasure: Standard

Advancement: 3-4 HD (Small)

Level Adjustment: +3

Combat

Mantafai generally avoid combat, but will come to the aid of nonevil aquatic creatures and nonaquatic creatures threatened by undersea denizens. They will utilize greater invisibility before entering the fray.

Aura of Airy Water (Su): At will, as a free action, a mantafai can make the air in a 20-foot radius around it breathable to all, the lunged and gilled alike. Water-breathing creatures treat the area as if it were normal water. Air-breathing creatures are treated as if under the effects of a *water breathing* spell while within the aura, and for 1d4 rounds after leaving the aura. A mantafai can dismiss the effect as a free action.

Spell-like Abilities: At will—*detect evil*. 1/day—*greater invisibility*. Caster level 20th.

Skills: A mantafai has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

Saves: Fort +0, Ref +1, Will +3

Abilities: Str 13, Dex 12, Con —, Int 3, Wis 10, Cha 3

Skills: Listen +2, Spot +3

Feats: Toughness

Environment: Any marsh

Organization: Gang (2-5), squad (6-10), or mob (11-20)

Challenge Rating: 1

Treasure: Standard

Alignment: Always neutral evil

Advancement: 3-6 HD (Medium)

Level Adjustment: —

The swamp preserves. Long-dead corpses have been dug out of the bog with still-supple limbs and unrotted flesh. Unlike more common zombies, mire walkers created from such preserved corpses retain much of their dexterity and skills. Mire walkers even have enough intellect to learn a limited amount of new information. Necromancers value mire-preserved corpses, and often use them as overseers and assassins.

Sometimes, bodies can be so well preserved that when they are unearthed, the departed spirit is confused, and returns to its mortal shell. Such corpses arise as semi-intelligent, free-willed undead, staggering in search of the remnants of their mortal lives. These zombies often band

together into packs, and roam the swamps that sustained them. Other freewill-led mire walkers pitifully attempt to recreate their former lives. Ramshackle villages and castles made of mud and fallen branches, inhabited only by the undead, dot the lands haunted by mire walkers.

Combat

Animated mire walkers lumber mindlessly forward into battle. Free mire walkers are capable of using ambushes and other complex tactics. Mire walkers use their undead state to their advantage; lacking breath, for example, zombies often submerge themselves and hide underwater.

Pelagian Makara

Medium Magical Beast (Aquatic)

Hit Dice: 3d10 (16 hp)

Initiative: +6

Speed: Swim 60 ft. (12 squares)

Armor Class: 15 (+2 Dex, +3 natural), touch 12, flat-footed 13

Base Attack/Grapple: +3/+4

Attack: Bite +4 melee (1d6+1)

Full Attack: Bite +4 melee (1d6+1)

Space/Reach: 5 ft./5 ft.

Special Attacks: —

Special Qualities: Darkvision 60 ft., keen scent, low-light vision, spell-like abilities

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

Abilities: Str 12, Dex 15, Con 11, Int 3, Wis 12, Cha 10

Skills: Listen +6, Spot +6, Swim +9

Feats: Alertness, Improved Initiative

Environment: Aquatic

Organization: Solitary or school (1 pelagian makara plus 2-5 sharks)

Challenge Rating: 1

Treasure: None

Alignment: Always neutral

Advancement: 4-6 HD (Medium)

Level Adjustment: —

Pelagian makaras resemble normal sharks and live in open water. They attract prey through spell-like abilities, allowing them to look like small fish to sea birds. Pelagian makaras often take the persona of a friendly dolphin or a man overboard when ships pass by—anything to attract attention and get their prey near the water. Sharks often swim with pelagian makaras due to their successful trickery.

Combat

A pelagian makara uses its *minor image* ability to cloak its upper body in an illusion of its own choosing, accompanying it with a variety of noises, but not comprehensible speech.

Keen Scent (Ex): A pelagian makara can notice creatures by scent in a 90-foot radius and detect blood in the water at ranges of up to half a mile.

Spell-Like Abilities: At will—*minor image* (DC 12). Caster level 4th. The save DC is Charisma-based.

Skills: A pelagian makara has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

Rakklethorn Toad

Small Magical Beast

Hit Dice: 2d10+2 (13 hp)

Initiative: +2

Speed: 20 ft (4 squares)

Armor Class: 15 (+1 size, +2 Dex, +2 natural), touch 13, flat-footed 13

Base Attack/Grapple: +2/-2

Attack: Thorn volley +5 ranged (1d6 plus poison) or bite +3 melee (1d4)

Full Attack: Thorn volley +5 ranged (1d6 plus poison) or bite +3 melee (1d4)

Space/Reach: 5 ft/5 ft.

Special Attacks: Poison, thorns

Special Qualities: Darkvision 60 ft., low-light vision, scent

This small toad has dozens of needle-like thorns protruding from its back. Its skin is mottled brown and green and glistens with a dull sheen.

Rakklethorns live in small packs in murky swamps. Fiercely territorial, rakklethorn toads often battle with each other except at mating time when they enter a mating frenzy. Several packs merge, forming a great swarm of noisy frogs that sweeps through the marshes like a wave.

Combat

A rakklethorn toad attacks by arching its back and firing a volley of thorns at an opponent. It rarely ever closes to melee, preferring to attack at range. If confronted in close quarters, a rakklethorn toad usually flees or if cornered, attacks with its bite.

Poison (Ex): Injury, Fortitude DC 12; initial and secondary damage 1d6 Dex. The save DC is Constitution-based.

Shojo

Medium Monstrous Humanoid (Aquatic)

Hit Dice: 3d8-3 (10 hp)

Initiative: -1

Speed: 30 ft. (6 squares), swim 50 ft. (10 squares)

Armor Class: 14 (-1 Dex, +5 natural), touch 9, flat-footed 14

Base Attack/Grapple: +3/+3

Attack: Claw +3 melee (1d4)

Full Attack: Claw +3 melee (1d4)

Space/Reach: 5 ft./5 ft.

Special Attacks: —

Special Qualities: Amphibious, darkvision 60 ft., immunity to poison

Saving Throws: Fort +0, Ref +2, Will +6

Shojo are creatures of the sea with a long red mane and pink-tinted skin. They wear little except a belt of seaweed from which hangs large jars of sake.

Saves: Fort +4, Ref +5, Will +0

Abilities: Str 10, Dex 15, Con 12, Int 2, Wis 10, Cha 6

Skills: Hide +8*, Spot +3

Feats: Dodge

Environment: Warm marshes

Organization: Pack (2-5) or mating swarm (6-36)

Challenge Rating: 1

Treasure: None

Alignment: Always neutral

Advancement: 3-5 HD (Small); 6 HD (Medium)

Level Adjustment: —

If a rakklethorn toad is killed or subdued before it has fired all of its thorns in a given day, the poison can be extracted from its remaining thorns. A successful DC 16 Heal or DC 16 Craft (alchemy) check allows the poison to be changed into a mild anesthetic; one rakklethorn toad provides enough for one dose. A single dose of this anesthetic, applied to the wound of an injured creature, provides a +2 circumstance bonus to Heal checks (multiple doses do not stack). This bonus lasts for one hour, after which time the anesthesia wears off. Poison cannot be extracted from thorns that have been fired by the rakklethorn.

Thorns (Ex): From its back, a rakklethorn toad can fire a volley of thorns once per round as a standard action. All thorns in the cluster either hit or miss their target and deal 1d6 points of piercing damage plus poison (see above). This attack has a range of 50 feet with no range increment. The rakklethorn toad can launch a total of 6 such volleys per day.

Skills: *In areas of tall grass or dense undergrowth, a rakklethorn toad has a +6 racial bonus on Hide checks.

Abilities: Str 10, Dex 9, Con 8, Int 13, Wis 17, Cha 13

Skills: Craft (alchemy) +10*, Heal +6, Knowledge (nature) +2, Listen +5, Profession (herbalist) +6, Search +3, Sense Motive +4, Spot +5, Survival +5, Swim +8

Feats: Alertness, Skill Focus (Craft [alchemy])

Environment: Any aquatic or coastal

Organization: Solitary, group (2-5), or band (5-10)

Challenge Rating: 1

Treasure: Standard

Alignment: Often chaotic good

Advancement: 4-6 HD (Medium)

Level Adjustment: +1

Shojo have an affinity to holy things and places, as well as encountering the random picnicker, fisherman, or traveler.

Combat

Despite fearsome appearance, shojo are harmless to most creatures that leave them alone; they love fishing and drinking, but have little interest in fighting.

Alchemy: Shojo can brew beer, wine, sake, poison, and many other magical liquids. They have a racial bonus of +5 to any attempt to create or identify potions, alcoholic beverages, and poisons.

Skills: A shojo has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

White Sake

Sacred white sake is said to have healing powers, being able to cure disease, heal grievous wounds, and

Wish Fish

Tiny Magical Beast (Aquatic)

Hit Dice: 2d10+12 (23 hp)

Initiative: +10

Speed: Swim 80 ft. (16 squares)

Armor Class: 26 (+2 size, +6 Dex, +8 natural), touch 18, flat-footed 20

Base Attack/Grapple: +2/-10

Attacks: —

Full Attack: —

Space/Reach: 2 ½ ft./0 ft.

Special Attacks: —

Special Qualities: Darkvision 60 ft., *fish wishes*, low-light vision, *school of fish*, telepathy 100 ft.

Saves: Fort +9, Ref +11, Will +3

The wish fish is an elusive, long-lived magical creature whose sole amusement in life is teasing fishermen foolish enough to try to catch him.

Combat

Wish fish avoid combat whenever possible. If attacked, the wish fish will cast his *School of Fish* spell, and attempt to escape. If the wish fish is injured and in danger of being killed he will offer one Fish Wish in exchange for ending the fight. If this offer is not accepted the wish fish will use the transport ability of his *Fish Wish* to transport the hunters to a random place.

Fish Wish (Sp): Once per day the wish fish may grant three Fish Wishes. This is a limited form of the wish spell. The wish fish may:

- Confer the permanent ability of water breathing to a single creature.
- Grant a +1 inherent bonus to an ability score. Once granted, the wish fish can never grant this same bonus to the same creature again.
- Grant a +5 inherent bonus to Swim checks. Once granted, the wish fish can never grant this same bonus to the same creature again.
- Revive a recently dead creature as though with a *raise dead* spell. The creature must have died within

even neutralize poisons. However, it only provides this benefit for those the shojo deems fit: sometimes, this means holy people, and other times it means the poor or downtrodden. The shojo can give a person a draught of sacred white sake to cure what ails them. If they are affected by disease, the sake has the effect of a *potion of remove disease*. If they are injured, the liquid has the effect of a *potion of cure serious wounds*. If they are suffering the effects of a toxin, it acts as a *potion of neutralize poison*. Other moderate healing effects may be possible as well (these effects will never be of a spell greater than 4th level).

Those without a pure heart who drink a shojo's sake are drinking poison (Ingested, DC 14, 1d6 Con and 1d6 Cha, secondary 1d3 Con and 1d3 Cha).

Abilities: Str 3, Dex 22, Con 23, Int 19, Wis 17, Cha 16

Skills: Bluff +6, Escape Artist +8, Hide +19, Knowledge (nature) +6, Listen +10, Spot +10, Survival +6, Swim +19

Feats: Alertness, Improved Initiative^B, Lightning Reflexes^B

Environment: Any aquatic

Organization: Solitary

Challenge Rating: 1

Treasure: Special

Alignment: Always chaotic good

Advancement: 3-4 HD (Tiny)

Level Adjustment: —

the last ten days and the corpse of the creature must be present.

- Transport any or all of those present to a known location on the current plane. The location need not have been visited before; it is merely enough to be able to describe it accurately to the fish.

School of Fish (Sp): Once per day the wish fish may summon a school of 5d4 fish to confuse his hunters. All of the fish in the school of fish look exactly like the wish fish. The true wish fish can only be distinguished by a DC 25 Knowledge (arcana) check, DC 25 Spot check, or DC 25 Survival check.

Telepathy (Su): The wish fish may communicate telepathically with creatures that have an intelligence score greater than 3, provided they are within 100 feet.

Skills: A wish fish has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

A wish fish uses its Dexterity modifier instead of its Strength modifier for Swim checks.

Barrow Roach

Large Undead

Hit Dice: 3d12 (19 hp)

Initiative: +3

Speed: 40 ft. (8 squares), climb 30 ft. (6 squares), swim 20 ft. (4 squares)

Armor Class: 18 (-1 size, +3 Dex, +6 natural), touch 12, flat-footed 15

Base Attack/Grapple: +1/+10

Attack: Claw +5 melee (1d4+5 plus disease)

Full Attack: 2 claws +5 melee (1d4+5 plus disease) and bite +0 melee (1d6+2 plus disease)

Space/Reach: 10 ft./5 ft.

Special Attacks: Disease, frightful presence

Special Qualities: Blindsight 30 ft., collective mind, undead traits

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

Abilities: Str 20, Dex 17, Con —, Int —, Wis 15, Cha 6

Skills: Climb +13, Hide +7, Jump +9, Move Silently +5, Swim +13

Feats: Run ^B

Environment: Warm forest or marsh

Organization: Cluster (2-4), colony (5-40), or hive (50-100)

Challenge Rating: 2

Treasure: 50% coins; 50% goods; 50% items

Alignment: Always neutral evil

Advancement: 4-9 HD (Large)

Level Adjustment: —

The creature appears to be a massive roach, one roughly the size of a horse.

Combat

Barrow roaches are fearless to the point of recklessness, and they grow more effective when more of their numbers congregate.

Disease (Ex): Festering ague—claw or bite, Fortitude DC 11, incubation period 1d4 days, damage 1d3 Str and 1d3 Con. Any day in which a victim takes 3 points of Constitution damage, the afflicted creature must immediately succeed on another DC 13 Fortitude save or 1 point of Constitution damage becomes Constitution drain instead. The save DC is Constitution-based.

Frightful Presence (Ex): A barrow roach can unsettle its foes with its mere presence. This ability takes effect automatically whenever the barrow roach performs some sort of dramatic action (such as charging or attacking). Creatures within 30 feet and with less than 3 HD must succeed on a DC 9 Will save or become shaken for 2d6 rounds and those with 3 or more HD become shaken for 1d4 rounds. Creatures that successfully save are immune to the frightful presence of the same barrow roach for 24 hours. The save DC is Charisma-based.

For each additional barrow roach that the victim can see beyond the first, the save DC increases by +2. If any creature fails the Will save by 5 or more, it is frightened rather than shaken.

Collective Mind (Su): For every 3 barrow roaches congregated within 100 feet of each other (even if separated by stone, earth, water, or other nonmagical barriers), each gains an effective Intelligence bonus of +2 for the purpose of its relative capacity to make tactical decisions (to a maximum effective Intelligence of 10). Thus, if 15 or more barrow roaches are present, they can react as logically and effectively to changes in local conditions, environment, and other stimuli as an average human might. Further, if 5 or more Barrow roaches are within 100 feet of each other, each gains the benefit of the Combat Expertise feat; if 10 or more are present, they also gain the benefit of the Improved Trip feat.

This ability does not allow the barrow roaches to actually communicate information in any way.

Skills: A barrow roach has a +2 racial bonus on Move Silently checks and a +8 racial bonus on Climb and Hide checks. A barrow roach can always choose to take 10 on Climb checks, even if rushed or threatened.

A barrow roach has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

Corrosion Grub

Medium Vermin

Hit Dice: 2d8 (9 hp)

Initiative: +2

Speed: 10 ft. (2 squares), fly 20 ft. (average) (4 squares)

Armor Class: 12 (+2 Dex), touch 12, flat-footed 10

Base Attack/Grapple: +1/+0

Attack: Claws +0 melee (1d4-1)

Full Attack: Claws +0 melee (1d4-1)

Space/Reach: 5 ft./5 ft.

Special Attacks: Death throes, spit acid, toxic cloud

Special Qualities: Darkvision 60 ft., resistance to acid 15, vermin traits

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

Abilities: Str 8, Dex 15, Con 10, Int —, Wis 10, Cha 4

Skills: —

Feats: Hover^B

Environment: Any marsh

Organization: Brood (2-5)

Challenge Rating: 2

Treasure: None

Alignment: Always neutral

Advancement: 3-4 HD (Medium); 5-6 HD (Large)

Level Adjustment: —

Corrosion grubs are large insects that float through swamps, buoyed by internal gases.

A corrosion grub's body is 5 feet high, and bears two wide wings tipped with claws. Six blue-green eyes top its head, and its mouth is low and sunken. Its skin is smooth and translucent, and its milky-white innards are visible beneath the surface. Under its wings are two large green organs that swirl with corrosive gas. A corrosion grub's underside is covered in small clawed feet which, while sharp, are relatively weak. Corrosion grubs weigh around 10 pounds and use their wings only to change direction during flight. When unable to float, they scuttle about on their short legs.

Corrosion grubs eat organic material they dissolve with their acid. They live in nests in dead trees, and often eat vegetation until their surroundings are bare. Only a corrosion grub that is frightened, startled, or has no other source of food will attack animals or humanoids.

Combat

Corrosion grubs attack in small groups; a lone corrosion grub in danger always attempts to reach the rest of its brood. A corrosion grub's normal weapon is its acid, but it will use its toxic cloud if facing a particularly large or dangerous opponent.

Death Throes (Ex): When killed, a corrosion grub erupts in a burst of acid and gas that deal 4d4

points of acid damage to all creatures within 5 feet (Reflex DC 11 negates). In addition, all creatures except other corrosion grubs within 15 feet must succeed on a DC 11 Fortitude save or be nauseated for 1d4 rounds. The save DCs are Constitution-based.

Spit Acid (Ex): 10-foot line, once every 1d4 rounds; damage 1d4 acid, Reflex DC 11 half. The save DC is Constitution-based.

Toxic Cloud (Ex): Once per day as a standard action, a corrosion grub can breathe a 15-foot-radius cloud of caustic gas. Any creature in the area takes 1d8 points of acid damage (Reflex DC 11 half) and must succeed on a DC 11 Fortitude save or take 1 point of Constitution damage from breathing the fumes. All creatures damaged by the fumes must also make a second save 1 minute later or take another 1d4 points of Constitution damage. Creatures that suffer no acid damage due to an immunity or resistance to acid, also do not suffer the Constitution damage. The cloud disperses after 1 round. The save DCs are Constitution-based.

Adventure Idea

To craft a shield resistant to acid, a wizard must have the shield's metal coated with the ichor of a dozen corrosion grubs. She hires the PCs to enter a nearby marsh and track down corrosion grub nests.

Dragonfish

Small Magical Beast (Aquatic)

Hit Dice: 2d10 (11 hp)

Initiative: +2

Speed: Swim 20 ft. (4 squares)

Armor Class: 16 (+1 size, +2 Dex, +3 natural), touch 13, flat-footed 14

Base Attack/Grapple: +2/-1

Attack: Bite +4 melee (1d4+1)

Full Attack: Bite +4 melee (1d4+1) or 1d4 spines +4 melee touch (1 plus poison)

Space/Reach: 5 ft./5 ft.

Special Attacks: Poison, spines

A dragonfish is a small, 2-foot long, flat fish that makes its home on the bottom of shallow lakes, rivers, or streams. They are non-aggressive and spend their days eating miniscule water creatures, insects, and aquatic plants. The dragonfish's scales are brown, mottled with black.

Combat

Dragonfish are not aggressive and prefer to lie on the bottom of a body of water, waiting for a victim to accidentally step on it so that its poisonous spines penetrate the victim's flesh. If forced into melee, a dragonfish cannot use its spines and attacks with its bite.

Poison (Ex): Injury, Fortitude DC 11, initial and secondary damage 1d2 Con. The save DC is Constitution-based.

Filth Belcher

Large Outsider (Evil, Native)

Hit Dice: 4d8+12 (30 hp)

Initiative: +0

Speed: 40 ft. (8 squares), swim 25 ft. (5 squares)

Armor Class: 12 (-1 size, +3 natural), touch 9, flat-footed 12

Base Attack/Grapple: +4/+13

Attack: Bite +8 melee (1d8+5) or tongue +4 ranged touch (see below)

Full Attack: 3 bites +8 melee (1d8+5) or 3 tongues +4 ranged touch (see below)

Space/Reach: 10 ft./5 ft. (30 ft. with tongues)

Special Attacks: Snare, stench, stench breath, swallow whole, tongues

Special Qualities: Camouflage, darkvision 60 ft., low-light vision

Saves: Fort +3, Ref +5, Will +0

Abilities: Str 12, Dex 15, Con 11, Int 2, Wis 11, Cha 4

Skills: Hide +7, Listen +3, Move Silently +4, Spot +3, Swim +9

Feats: Stealthy

Environment: Any aquatic

Organization: Solitary

Challenge Rating: 2

Treasure: None

Alignment: Always neutral

Advancement: 3-6 HD (Small)

Level Adjustment: —

Spines (Ex): A dragonfish's back is covered with long, sharp spines. Stepping on a motionless dragonfish causes its spines to penetrate and break off in the victim's flesh. Such a victim is subject to attack from 1d4 spines, each of which deals damage and injects poison into the wound. Removing a spine deals 1d2 points of nonlethal damage.

Camouflage (Ex): A dragonfish can lay flat on the bottom of a shallow body of water, making it very hard to notice. Such a motionless dragonfish has a +10 circumstance bonus on Hide checks.

Skills: A dragonfish has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

Special Qualities: Darkvision 60 ft., stench

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

Abilities: Str 21, Dex 11, Con 17, Int 3, Wis 10, Cha 10

Skills: Jump +7, Move Silently +3, Spot +5, Swim +13

Feats: Ability Focus (stench), Weapon Focus (tongues)

Environment: Any marsh and underground

Organization: Solitary or pod (2-4)

Challenge Rating: 2

Treasure: None

Alignment: Always neutral evil

Advancement: 5-8 HD (Large); 9-12 HD (Huge)

Level Adjustment: —

This enormous three-headed frog lurks in swamps and marshes, places where its foul stench is not as distinct. Scholars are uncertain where this 10-foot long frog came from, but it has found a home on the material plane, and it's hungry.

Combat

Filth belchers try to incapacitate as many foes as possible, as quickly as possible. Their tongues are therefore their primary weapons. The toads try to swallow combatants three at a time when confronting a group, belching forth their digested remains into the midst of the survivors. Any who fall prey to the paralytic effects of a toad's breath are targeted the following round as fuel for the next gas volley.

A filth belcher's natural weapons, as well as any weapons it wields, are treated as evil-aligned for the purpose of overcoming damage reduction.

Snare (Ex): If a filth belcher hits with a tongue attack, the tongue latches onto the opponent's body. This deals no damage but drags the stuck opponent 10 feet closer each subsequent round (provoking no attack of opportunity) unless that creature breaks free, which requires a DC 21 Escape Artist check or a DC 17 Strength check. The check DCs are Strength-based, and the Escape Artist DC includes a +4 racial bonus. A filth belcher can draw in a creature within 10 feet of itself and bite with a +4 attack bonus in the same round.

A tongue has 10 hit points and can be attacked by making a successful sunder attempt. However, attacking a filth belcher's tongue does not provoke an attack of opportunity. If the tongue is currently attached to a target, the filth belcher takes a -4 penalty on its opposed attack roll to resist the sunder attempt. Severing a tongue deals no damage to a filth belcher.

Stench Breath (Ex): As victims are digested, they are used to fuel a noxious cloud that collects in the animal's swelling throats. The filth belcher may belch this nauseating gas forth in a roiling cloud, filling a 10-foot area in front of it. All caught within this cloud must succeed on a DC 15 Fortitude save or be paralyzed for 1d4 rounds as they retch and gag uncontrollably. This gas inflicts secondary damage one minute later in the form of 1d6 Strength damage to those who fail a second DC 15 Fortitude save. The save DC is Constitution-based.

A filth belcher gains the ability to use this power in the form of a blast once for every 10 points of acid damage dealt to a swallowed creature. Each stomach stores a blast in an individual throat pouch, and each of the filth belchers three pouches can store four blasts at a time. The creature may use as many blasts at once as it has stored up to create an especially thick and pungent cloud. For every blast beyond the first in the same round, the save DC increases by +2, and the paralysis duration and Strength damage dealt are cumulative.

Creatures with immunity to poison are unaffected, and creatures resistant to poison receive their normal bonus on their saving throws.

Stench (Ex): A filth belcher's mucus coating has a nauseating odor all its own. All living creatures (except filth belchers) within 20 feet of a filth belcher must succeed on a DC 15 Fortitude save or be suffer 1d4 points of Strength damage. The save DC is Constitution-based. Creatures that successfully save cannot be affected by the same filth belcher's stench for 24 hours. Creatures with immunity to poison are unaffected, and creatures resistant to poison receive their normal bonus on their saving throws.

Swallow Whole (Ex): When a filth belcher begins its turn with a snared opponent in reach, it can swallow that opponent with a successful grapple check. Once inside, the opponent takes 1d4+2 points of bludgeoning damage plus 1d6 points of acid damage per round from the filth belcher's gizzard. A swallowed creature can cut its way out by using a light slashing or piercing weapon to deal 15 points of damage to the gizzard (AC 11). Once the creature exits, muscular action closes the hole; another swallowed opponent must cut its own way out.

A filth belcher has 3 stomachs; each can hold 1 Large, 2 Medium, 4 Small, 16 Tiny, 64 Diminutive, or 256 Fine or smaller opponents.

Tongues (Ex): Most encounters with a filth belcher begin when it lashes out with its sticky tongues. The creature has three tongues, and they can strike up to 30 feet away (no range increment). The creature regrows severed tongues in 3d6 days.

Skills: A filth belcher has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

Gray Lady

Medium Undead (Incorporeal)

Hit Dice: 2d12 (13 hp)

Initiative: +2

Speed: 30 ft. (6 squares)

Armor Class: 14 (+2 Dex, +2 deflection), touch 14, flat-footed 12

Base Attack/Grapple: +1/—

Attack: Incorporeal touch +4 melee (*chill touch*)

Full Attack: Incorporeal touch +4 melee (*chill touch*)

Space/Reach: 5 ft./5 ft.

Special Attacks: *Chill touch*, fear aura, ravages of death

Special Qualities: +2 turn resistance,

darkvision 60 ft., incorporeal traits, undead traits

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

Abilities: Str —, Dex 14, Con —, Int 11, Wis 10, Cha 14

Skills: Bluff +6, Intimidate +6, Knowledge (arcana) +5, Listen +4, Spot +4

Feats: Weapon Focus (incorporeal touch)

Environment: Any land

Organization: Solitary

Challenge Rating: 2

Treasure: None

Alignment: Always neutral evil

Advancement: 3-4 HD (Medium)

Level Adjustment: —

Many a seaman that ventures out into the trackless sea is destined never to look again on the loved ones he left behind. Either death or the lure of foreign lands keeps them from returning to those who wait patiently for them. Pining away on shore for the sight of a lost husband or son, and ultimately dying of a broken heart, some women return to haunt the coast as gray ladies.

A gray lady is the shade of a woman who died heartbroken and alone waiting for the return of a loved one from across the sea. They appear either walking along the beach at night, leaving no footprints in their wake, or standing in the surf staring out to sea. They are clad in long, flowing gray robes and scarves that whip around them wildly even when no wind is present. Their faces are usually covered or turned away from those who would see them.

The appearance of a gray lady is usually a harbinger of some future catastrophe, such as a great storm or a shipwreck. Such events will occur within a few days of the sighting of a gray lady.

Combat

A gray lady will attack any creature that approaches her, her rage and frustration at having lost her loved one knowing no bounds. In melee, a gray lady flails wildly with her ghostly arms and

hands, screaming and cursing all the while. If an opponent proves to be particularly strong, a gray lady will pull aside the scarves and cowl that cover her face.

Chill Touch (Su): The incorporeal touch attack of a gray lady is supernaturally cold, dealing damage as a *chill touch* spell (caster level 4th; DC 13). A gray lady may use this ability with every melee attack she makes. The save DC is Charisma-based.

Fear Aura (Su): A gray lady radiates a 30-foot-radius fear aura as a free action. A creature in the area must succeed on a DC 13 Will save or be affected as though by a *fear* spell (caster level 4th). A creature that successfully saves cannot be affected again by the same gray lady's aura for 24 hours. The save DC is Charisma-based.

Ravages of Death (Su): Any living creature that sees the face of a gray lady suddenly knows her pain, frustration and rage, and has a glimpse of the anguish of what it is like to die broken hearted. Any opponent experiencing this tragic emotion must succeed on a DC 13 Will save or be wrought with despair. The victim will fall into a stupor, unable to take any action other than weeping and screaming for 1d6 hours. A *calm emotions* spell will end this effect. The save DC is Charisma-based.

Grethell

Medium Aberration

Hit Dice: 3d8 (13 hp)

Initiative: +2

Speed: 20 ft. (4 squares)

Armor Class: 14 (+2 Dex, +2 natural), touch 12, flat-footed 12

Base Attack/Grapple: +2/+5

Attack: Claw +5 melee (1d4+3)

Full Attack: 2 claws +5 melee (1d4+3)

Space/Reach: 5 ft./5 ft.

Special Attacks: Cooperative spell-like abilities, rend 2d4+4

Grethell are strange predators who hunt in packs and inhabit marshlands.

A grethell's torso is composed of a thick stalk of writhing tentacles that trail muddy slime over the ground, and its back is covered with a soft carapace the color of sour milk. Its head is small, with large black eyes, and its two arms end in long, chitinous blades. A grethell's entire body is soft and jellylike, capable of squeezing through tight spaces. Grethell average about 5 feet tall, and weigh between 100 and 150 pounds.

Grethell are worshipers and caretakers of their swamps. Some legends state that their tentacles were created from roots and vines and worms, and that their carapaces were sewn together from dead leaves. Mythology aside, grethell do take a keen interest in their environment, tending to the growth of molds and fungi while making sure plants remain sickly, but not dead. They use their magic to spread swamp water, and attack most foreign creatures. The remainder of their time is spent sleeping, hunting, and eating, sinking their tentacles into slain prey to drink up blood and marrow.

Grethell packs live in burrows dug in mud and other debris. Grethell speak their own language, made of sounds created by rubbing their tentacles together.

Combat

Grethell packs ambush creatures that disturb their territories, and hunt local wildlife. They prefer to outnumber potentially dangerous opponents two or three times over before attacking, and will wait until their enemies are asleep if the odds are against them.

Cooperative Spell-Like Abilities (Sp): A group of five or more grethell within 30 feet of each other have access to a number of spell-like abilities, each useable once per day. If the group

Special Qualities: Darkvision 60 ft., see in darkness

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

Abilities: Str 16, Dex 15, Con 10, Int 5, Wis 10, Cha 9

Skills: Escape Artist +6, Hide +5, Listen +1, Move Silently +5, Spot +2, Survival +4, Swim +4

Feats: Mob Mentality, Stealthy

Environment: Temperate and warm marsh

Organization: Pack (3-7)

Challenge Rating: 2

Treasure: None

Alignment: Always neutral evil

Advancement: 4-6 HD (Medium)

Level Adjustment: +0 (cohort)

consists of 5 grethell, it may use *darkness* and *magic circle against good*; if the group consists of 6-8 grethell it may also use *control water*, *entangle* (DC 10), and *soften earth and stone*; if the group consists of 9 or more grethell it may also use *deeper darkness* and *black tentacles*. If such a grouping breaks up and reforms with different members, it may not use any spell-like ability that any of its members has already used within 24 hours. The caster level is equal to the total number of grethell in the group, to a maximum of 20. The save DCs are Charisma-based.

Rend (Ex): If a grethell hits with both claw attacks, it tears at its opponent's wounds with its tentacles. This attack automatically deals an extra 2d4+4 points of damage.

See in Darkness (Su): Grethell can see perfectly in darkness of any kind, even that created by a *deeper darkness* spell.

Skills: A grethell has a +4 racial bonus on Escape Artist and Survival checks.

Mob Mentality [General]

The creature and its comrades are particularly good at ganging up on opponents.

Benefit: If two creatures flanking an opponent have the Mob Mentality feat, every creature with the Mob Mentality feat who threatens that opponent gains a flanking bonus on melee attacks against the opponent equal to the total number of threatening creatures with the Mob Mentality feat, to a maximum of +5.

Normal: Creatures flanking an opponent receive only a +2 flanking bonus on attacks, regardless of the number of flanking creatures.

Special: Creatures who gain a flanking bonus from this feat without actually flanking their opponent are not considered to be flanking for purposes of sneak attacks and other special abilities.

Iridescent Coral

Small Plant

Hit Dice: 2d8+10 (19 hp)

Initiative: +3

Speed: 10 ft. (2 squares)

Armor Class: 18 (+1 size, +3 Dex, +4 natural), touch 14, flat-footed 15

Base Attack/Grapple: +1/-2

Attack: Sting +3 melee (1d3+1 plus poison)

Full Attack: 6 stings +3 melee (1d3+1 plus poison)

Space/Reach: 5 ft./5 ft.

Special Attacks: Poison, shimmering shell

Special Qualities: Low-light vision, plant traits, regeneration 3

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

Abilities: Str 12, Dex 16, Con 20, Int —, Wis 2, Cha 19

Skills: Hide +3*

Feats: —

Environment: Warm aquatic

Organization: Solitary, pair, or reef (3-20)

Challenge Rating: 2

Treasure: None

Alignment: Always neutral

Advancement: 3-4 HD (Small); 5-6 HD (Medium)

Level Adjustment: —

The iridescent coral shambles amongst the coral reefs and shallow waters along tropical coasts. It has a brightly colored, branching, fan-shaped shell covering a soft core of active tendrils. When not resting or feeding, it can be seen scooting slowly across the seabed.

Combat

An iridescent coral uses its unique colorful shell to mesmerize marine animals or predators, allowing it to eat or escape as needed. Once prey has been lulled, it moves in to sting the helpless animal to death for an easy meal. If there is a threat from a predator, the coral stuns the target with its colorful attack and uses the chance to escape and hide amongst the true corals of the reef.

Poison (Ex): Injury, Fortitude DC 16, initial damage 1d4 Dex, secondary damage 1d6 Dex. The save DC is Constitution-based.

Shimmering Shell (Ex): An iridescent coral can activate its shell as a free action. The colorful shell rotates through a spectrum of colored lights and creates an aura of light which functions as a *rainbow pattern* spell (caster level 10th), affecting a 50 ft. radius around the iridescent coral. All creatures within range must succeed on a DC 15 Will save or become fascinated by the display for 2d6 rounds. This is a mind-affecting effect. The save DC is Charisma-based.

Regeneration (Ex): Fire and acid deal normal damage to an iridescent coral.

Skills: *An iridescent coral has a +10 circumstance bonus on Hide checks when resting among ordinary coral.

Flora and Fauna

Wetlands come in three basic varieties with significant differences: basin wetlands (wetlands created by depressions in the land and by water flowing vertically), riverine wetlands (wetlands created by rivers and streams and by water flowing in one direction), and fringe wetlands (wetlands created along the coast of large lakes, seas, or oceans and by water flowing in two directions). Wetlands dominated by herbaceous vegetation are called marshes while wetlands dominated by trees are called swamps.

Peatlands or mires: wetlands in which a significant amount of water is retained in decaying vegetation.

Fens: peatlands dominated by sedges and in which water flows up.

Bogs: peatlands in which the majority of the water arrives in the form of precipitation and are dominated by sphagnum moss.

Moors: where the compressed peat of mires acts as a barrier between the water and the soil. The water collects on top of the moor (much like water and permafrost actually) and forms a perched water table above the true soil.

Littoral Makara

Medium Magical Beast (Aquatic)

Hit Dice: 3d10+6 (22 hp)

Initiative: +5

Speed: 20 ft. (4 squares), swim 30 ft. (6 squares)

Armor Class: 15 (+1 Dex, +4 natural), touch 11, flat-footed 14

Base Attack/Grapple: +3/+6

Attack: Bite +6 melee (1d8+3) or tail slap +6 melee (1d10+3)

Full Attack: Bite +6 melee (1d8+3) or tail slap +6 melee (1d10+3)

Space/Reach: 5 ft./5 ft.

Special Attacks: Improved grab

Special Qualities: Darkvision 60 ft., immunity to illusions, low-light vision, spell-like abilities

Saves: Fort +5, Ref +4, Will +2

Abilities: Str 17, Dex 12, Con 15, Int 3, Wis 12, Cha 10

Skills: Hide +5*, Listen +3, Move Silently +3, Spot +3, Swim +11

Feats: Improved Initiative, Stealthy

Environment: Warm marsh and aquatic

Organization: Solitary or pod (1 littoral makara plus 6-11 crocodiles)

Challenge Rating: 2

Treasure: None

Alignment: Always neutral

Advancement: 4-6 HD (Medium)

Level Adjustment: —

Littoral makaras resemble crocodiles and stay close to the shoreline. Littoral makaras attract their prey by taking on the persona of a drowning creature while kicking up mud and splashing water. Their trickery often pays off, and crocodiles are known to shadow littoral makaras in hopes of sharing the kill.

Combat

A littoral makara uses its *minor image* ability to cloak its upper body in an illusion of its own choosing, accompanying it with a variety of noises, but not comprehensible speech.

If a makara gets a hold, it drags its opponent underwater, attempting to pin it to the bottom.

Improved Grab (Ex): To use this ability, a littoral makara must hit with its bite attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and deals automatic bite damage each round.

Spell-Like Abilities: At will—*minor image* (DC 12). Caster level 4th. The save DC is Charisma-based.

Skills: A littoral makara has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

*A littoral makara has a +12 racial bonus to Hide checks when submerged in water.

Flora and Fauna

Breather Berries: A rare form of sargassum weed, breather berry is the nickname for a brown float bladder found in a certain species of sargassum weed. The plant has large, broad leaves reaching six inches across and growing in clumps three feet broad. The stalk of the plant reaches a few scant inches beneath the surface, with most of the vegetation mass floating atop the water. Under each leaf is a circular brown float bladder resembling a large, brown berry. These plants have the unusual quality of storing the air they use for floating in a simple balloon-like structure that air breathers can puncture with a bite.

Biting into a breather berry is considered a standard action. Once punctured, a breather berry provides one breath of air for a Medium-sized creature, allowing anyone who is drowning to begin the process of struggling for air all over again. Victims gain a number of rounds equal to twice their Constitution bonus before they have to make another Constitution check. Breather berries cannot be used to assist unconscious characters. Recognizing this plant requires a Survival or Knowledge (nature) check (DC 15).

Marsh Assassin

Medium Monstrous Humanoid

Hit Dice: 4d8-4 (14 hp)

Initiative: +3

Speed: 40 ft. (8 squares)

Armor Class: 13 (+3 Dex), touch 13, flat-footed 10

Base Attack/Grapple: +4/+6

Attack: Claw +7 melee (1d4+2)

Full Attack: 2 claws +7 melee (1d4+2)

Space/Reach: 5 ft./5 ft.

Special Attacks: Poison, skin fold wrap, smother

Special Qualities: Darkvision 60 ft.

Saves: Fort +0, Ref +7, Will +2

Abilities: Str 14, Dex 17, Con 8, Int 7, Wis 7, Cha 8

Skills: Climb +3, Hide +4, Jump +6, Listen +1, Move Silently +4, Spot +1

Feats: Alertness, Weapon Finesse

Environment: Temperate marsh

Organization: Solitary or band (4-10)

Challenge Rating: 2

Treasure: Standard

Alignment: Usually chaotic evil

Advancement: 5-8 HD (Medium); 9-12 HD (Large)

Level Adjustment: +1

The creature leaps from a tree and lands silently, raising its claws to reveal the flaps of leathery flesh that stretch from arms to legs. As it growls a low, reptilian snarl, the pinhooks along the interior of this fold rattle together, causing an unearthly sound—one that is unmistakably a threat.

Combat

In combat, a marsh assassin may fight normally with its two claws. Of course, it prefers to use its deadly skin folds to attack.

Poison (Ex): Injury, Fortitude DC 11, initial and secondary damage 1d2 Str. The save DC is Constitution-based.

Skin Fold Wrap (Ex): A marsh assassin can try to wrap a Medium or smaller creature in its body as a standard action. The marsh assassin attempts a grapple that does not provoke an attack of opportunity. If it wins the grapple check, it uses its skin folds to grip the opponent and can make two claw attacks on the victim with a +4 bonus on its attack roll. Attacks that hit an engulfing marsh assassin deal half their damage to the monster and half to the trapped victim.

A creature wrapped in the skin folds is automatically scratched by the pinhooks lining the interior of the marsh assassin's skin folds. These needle-like protrusions deal no damage, but inject the victim with poison. Breaking free of the skin fold wrap stops the poison damage, but a poisoned victim will be nauseated for 2d4 rounds instead. Small or smaller opponents wrapped up in a marsh assassin are also at risk of being smothered.

Smother (Ex): A wrapped opponent of Small size or smaller can be suffocated while in the marsh assassin's skin folds (see Suffocation rules in the DMG). A victim can attempt to escape

with an opposed grapple check, though the marsh assassin receives an additional +8 competence bonus to its grapple check (+14 total grapple bonus) owing to the effectiveness of the smother attack.

Marsh Assassin Characters

Most marsh assassins are stealthy, excelling in remaining unseen. Marsh assassin characters have the following racial traits.

— +2 Strength, +6 Dexterity, -2 Constitution, -4 Intelligence, -4 Wisdom, -2 Charisma.

— Medium size.

— A marsh assassin's base land speed is 40 feet.

— Darkvision: Marsh assassins can see in the dark up to 60 feet.

— Racial Hit Dice: A marsh assassin begins with four levels of monstrous humanoid, which provide 4d8 Hit Dice, a base attack bonus of +4, and base saving throw bonuses of Fort +1, Ref +4, Will +4.

— Racial Skills: A marsh assassin's monstrous humanoid levels give it skill points equal to 7 x (2 + Int modifier, minimum 1). Its class skills are Climb, Hide, Listen, Move Silently and Spot.

— Racial Feats: A marsh assassin's monstrous humanoid levels give it two feats.

— Weapon and Armor Proficiency: A marsh assassin is automatically proficient with neither weapons or armor.

— Special Attacks (see above): Poison, skin fold wrap, smother.

— Automatic Languages: Marsh assassin. Bonus Languages: Aquan, Common, Draconic.

— Favored Class: Rogue.

— Level Adjustment: +1

Njuzu

Small Elemental (Native, Water)

Hit Dice: 2d8+2 (11 hp)

Initiative: +4

Speed: 20 ft. (4 squares), swim 90 ft. (18 squares)

Armor Class: 16 (+1 size, +5 natural), touch 11, flat-footed 16

Base Attack/Grapple: +1/-2

Attack: Slam +3 melee (1d4+1)

Full Attack: Slam +3 melee (1d4+1)

Space/Reach: 5 ft./5 ft.

Special Attacks: Drench, spell-like abilities, waterspout

Special Qualities: Darkvision 60 ft.,

elemental traits, vulnerability to sonic

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

Abilities: Str 12, Dex 10, Con 13, Int 6, Wis 14, Cha 15

Skills: Hide +4*, Listen +4, Spot +5, Swim +9

Feats: Improved Initiative

Environment: Any aquatic

Organization: Solitary

Challenge Rating: 2

Treasure: Standard

Alignment: Always neutral

Advancement: 3-4 HD (Small), 5-6 HD (Medium)

Level Adjustment: —

The njuzu is a native water elemental with the ability to alter her shape. When she is not in her natural form, she assumes the form of a simple fish, although she can take the form of a humanoid of her choice when she chooses to interact with intelligent creatures.

Combat

The animals a njuzu summons with its spell-like ability tend to be fish, snakes, crocodiles, or amphibians, depending upon the njuzu's need at the time.

Change Shape (Su): A njuzu's natural form is that of a pool of viscous fluid that appears much like water to the casual observer. It can assume two other forms. The first is a Small or Medium female humanoid of its choice. In humanoid form, a njuzu cannot use its drench attack, but it can use its spell-like abilities and assume waterspout form.

The second form is a Tiny or Small fish, with a humanoid head. The njuzu retains its drench attack and spell-like abilities, and can assume waterspout form when in fish form.

A njuzu remains in one form until it chooses to assume a new one. A change in form cannot be dispelled, nor does a njuzu revert to its natural form when killed. A *true seeing* spell, however, reveals its natural form if it is in humanoid or fish form.

Drench (Ex): The njuzu's touch puts out torches, campfires, exposed lanterns, and other open flames of nonmagical origin if these are of Large size or smaller. The creature can dispel magical fire it touches as *dispel magic* (caster level equals elemental's HD).

Spell-like Abilities: At will—*speak with animals*; 2/day—*summon nature's ally III*. Caster level 5th.

Waterspout (Su): A njuzu can transform itself into a waterspout one per week, and remain in that form for up to 24 hours. In this form, a njuzu moves over water at its swim speed and over land at its base land speed.

The waterspout is 5 feet wide at the base, up to 15 feet wide at the top, and 15 feet or more tall, depending on the njuzu's size. Another creature might be caught in the waterspout if it touches or enters the waterspout, or if the njuzu moves into or through the creature's space.

The njuzu's movement while in waterspout form does not provoke attacks of opportunity, even if the njuzu enters the space another creature occupies. Another creature might be caught in the waterspout if it touches or enters the waterspout, or if the njuzu moves into or through the creature's space.

Creatures the same size category as the njuzu or smaller must succeed on a Reflex save (DC 14) when it comes into contact with the waterspout or take normal slam damage (1d4+1). It must also succeed on a second Reflex save or be picked up bodily and held suspended in the powerful currents, automatically taking damage each round. An affected creature is allowed a Reflex save each round to escape the waterspout. The creature still takes damage, but can leave if the save is successful. The save DC is Strength-based and includes a +2 racial bonus.

Creatures trapped in the waterspout cannot move except to go where the njuzu carries them or to escape the waterspout. Creatures caught in the waterspout can otherwise act normally, but must make a Concentration check (DC 10 + spell level) to cast a spell. Creatures caught in the whirlwind take a -4 penalty to Dexterity and a -2 penalty on attack rolls. The njuzu can have only as many

creatures trapped inside the waterspout at one time as will fit inside the waterspout's volume.

The njuzu can eject any carried creatures whenever it wishes, depositing them wherever the waterspout happens to be.

The waterspout's base always touches the ground or water, and thus creates a swirling cloud of debris or vapor. This cloud is centered on the njuzu and has a diameter of 10 feet. The cloud obscures all vision, including darkvision, beyond 5 feet. Creatures 5 feet away have concealment, while those farther away have total concealment. Those caught in the cloud must make a Concentration check (DC 15 + spell level) to cast a spell.

A njuzu in waterspout form cannot make slam attacks and does not threaten the area around it.

A *true seeing* spell reveals its natural form if it is in waterspout form.

A njuzu caught over land when returning to its normal form is irrevocably destroyed.

Skills: A njuzu has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It

can use the run action while swimming, provided it swims in a straight line.

*A njuzu has a +10 racial bonus on Hide bonus when in its natural form.

Sweet Water

Sweet water, when mixed into other liquids, changes them to potable water. *Sweet water* can also neutralize poison and ruins magical potions (no saving throw allowed).

A single drop of *sweet water* is potent enough to freshen one flask of water, even if it is polluted, salt water, or alkaline water. The typical vial of *sweet water* contains 50 drops; enough to freshen 6 gallons (24 liters) of water. Poison, acid and magical potions are affected one a 1:1 basis; 1 vial of *sweet water* neutralizes 1 vial of magical liquid, while 1 vial of *sweet water* renders 1 vial of poison or acid inert. The effects are permanent, but after an initial period of 1d20 rounds, the liquid is subject to recontamination or infusion.

Faint transmutation; CL 1st; Craft Wondrous Item, *purify food and drink*, a vial of water taken from a njuzu's pool must be poured into the mix; Price 250 gp.

Water Dangers

Any character can wade in relatively calm water that isn't over his head, no check required. Similarly, swimming in calm water only requires skill checks with a DC of 10. Trained swimmers can just take 10. (Remember, however, that armor or heavy gear makes any attempt at swimming much more difficult. See the Swim skill description in the PHB for more details.)

By contrast, fast-moving water is much more dangerous. On a successful DC 15 Swim check or a DC 15 Strength check, it deals 1d3 points of nonlethal damage per round (1d6 points of lethal damage if flowing over rocks and cascades). On a failed check, the character must make another check that round to avoid going under.

Very deep water is not only generally pitch black, posing a navigational hazard, but worse, it deals water pressure damage of 1d6 points per minute for every 100 feet the character is below the surface. A successful Fortitude save (DC 15, +1 for each previous check) means the diver takes no damage in that minute. Very cold water deals 1d6 points of nonlethal damage from hypothermia per minute of exposure.

Suffocation

A character who has no air to breathe can hold her breath for 2 rounds per point of Constitution. After this period of time, the character must make a DC 10 Constitution check in order to continue holding her breath. The save must be repeated each round, with the DC increasing by +1 for each previous success.

When the character fails one of these Constitution checks, she begins to suffocate. In the first round, she falls unconscious (0 hit points). In the following round, she drops to -1 hit points and is dying. In the third round, she suffocates.

Slow Suffocation: A Medium character can breathe easily for 6 hours in a sealed chamber measuring 10 feet on a side. After that time, the character takes 1d6 points of nonlethal damage every 15 minutes. Each additional Medium character or significant fire source (a torch, for example) proportionally reduces the time the air will last.

Small characters consume half as much air as Medium characters. A larger volume of air, of course, lasts for a longer time.

Piranha Swarm

Diminutive Animal (Aquatic, Swarm)

Hit Dice: 3d8+3 (16 hp)

Initiative: +2

Speed: Swim 40 ft. (8 squares)

Armor Class: 16 (+4 size, +2 Dex), touch 16, flat-footed 14

Base Attack/Grapple: +2/—

Attack: Swarm (1d6)

Full Attack: Swarm (1d6)

Space/Reach: 10 ft./0 ft.

Special Attacks: Distraction, killing frenzy

Special Qualities: Immune to weapon damage, keen scent, low-light vision, swarm traits

Saves: Fort +4, Ref +5, Will +2

Abilities: Str 4, Dex 15, Con 12, Int 1, Wis 13, Cha 2

Skills: Listen +3, Spot +3, Swim +7

Feats: Alertness, Endurance

Environment: Warm aquatic

Organization: Solitary, pack (2-4 swarms), or school (6-11 swarms)

Challenge Rating: 2

Treasure: None

Alignment: Always neutral

Advancement: —

Level Adjustment: —

Piranhas are deadly carnivores found only in warm waters, such as seas, lakes, rivers, and streams. They are highly aggressive and when hungry, attack any living creature encountered or detected in the water. A piranha swarm's diet consists mainly of other fish, though mammals, birds, and amphibians caught in the water serve as a fine meal too.

Piranhas are small, 8 to 12-inch long black or silvery-black fish with large bulging eyes and a tiny mouth lined with razor-sharp teeth. They are generally black or silver with a red underbelly or mottled red spots on their scales. Eye color is usually gray or silver.

Combat

Piranha swarms hunt during the day and are usually dormant at night. Some species are ambush hunters and hide in a single clump of seaweed or coral, shooting out to attack prey when it moves nearby. They attack using their razor sharp teeth, biting and gnashing their prey. Once blood is spilled, the piranha swarm enters a killing frenzy.

Distraction (Ex): Any living creature that begins its turn with a piranha swarm in its space must succeed on a DC 12 Fortitude save or be nauseated for 1 round. The save DC is Constitution-based.

Killing Frenzy (Ex): A piranha swarm that detects blood in the water enters a frenzied state the following round, along with all other piranha swarms within a 100-foot radius. Frenzied piranha swarms bite until they or their opponents are dead. A frenzied piranha swarm deals an additional 1d6 points of damage with its swarm attack, but suffers a -2 penalty to AC for 1 minute. The swarm cannot end the killing frenzy voluntarily.

Keen Scent (Ex): A piranha swarm can notice creatures by scent in a 60-foot radius and detect blood in the water at ranges of up to 100 feet.

Skills: A piranha swarm has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

Drowning

Any character can hold her breath for a number of rounds equal to twice her Constitution score. After this period of time, the character must make a DC 10 Constitution check every round in order to continue holding her breath. Each round, the DC increases by 1.

When the character finally fails her Constitution check, she begins to drown. In the first round, she falls unconscious (0 hp). In the following round, she drops to -1 hit points and is dying. In the third round, she drowns.

It is possible to drown in substances other than water, such as sand, quicksand, fine dust, and silos full of grain.

Poisonous Frog Swarm

Diminutive Animal (Swarm)

Hit Dice: 4d8 (19hp)

Initiative: +1

Speed: 10 ft (2 squares)

Armor Class: 15 (+4 size, +1 Dex), touch 15, flat-footed 14

Base Attack/Grapple: +3/—

Attack: Swarm (1d6 plus poison)

Full Attack: Swarm (1d6 plus poison)

Space/Reach: 10 ft/0 ft.

Special Attacks: Distraction, poison

Special Qualities: Immune to weapon

damage, low-light vision, scent, swarm traits

Saves: Fort +4, Ref +7, Will +2

Abilities: Str 4, Dex 12, Con 11, Int 2, Wis 12, Cha 4

Skills: Hide +20, Spot +4

Feats: Alertness, Lightning Reflexes

Environment: Temperate and warm forests and swamps

Organization: Solitary, pack (2-4 swarms), or colony (7-12 swarms)

Challenge Rating: 2

Treasure: None

Alignment: Always neutral

Advancement: —

Level Adjustment: —

Numerous small, dark green frogs with black stripes on their hind legs hop toward you as if of a single mind.

Poisonous frog swarms are composed of small, fierce, poisonous frogs. The swarm moves collectively, hopping or jumping toward their prey.

Single poisonous frogs mate during the second half of the year. The male attracts a female through a series of unique mating calls consisting of strange guttural sounds. When a female answers the call, she lays a clutch of 1d6 eggs in a damp, dark area covered with leaves. The male fertilizes the eggs and protects them during their incubation period. Two weeks later the eggs hatch and the male carries the tadpoles to the water on its back. Tadpoles reach maturity in two to three months.

A single poisonous frog is a small dark green frog with black bands or stripes on its hind legs. These stripes function as a warning to predators that

the frog is poisonous. The skin of a poisonous frog is very smooth to the touch. The middle digit on each of its extremities is slightly shorter than the others.

Combat

Poisonous frog swarms attack by engulfing their prey and subjecting it to the frog's deadly poison. Creatures that begin their turn in a poisonous frog's space suffer swarm and poison damage.

Distraction (Ex): Any living creature that begins its turn with a poisonous frog swarm in its space must succeed on a DC 12 Fortitude save or be nauseated for 1 round. The save DC is Constitution-based.

Poison (Ex): Injury, Fortitude DC 12, initial and secondary damage 1d4 Str. The save DC is Constitution-based.

Skills: Because of its coloration, a poisonous frog swarm has a +4 racial bonus on Hide checks.

Flora and Fauna

Trollbane: Trollbane is a tasty herbal plant that looks much like the typical onion (DC20 knowledge (nature) to identify) and tastes almost exactly the same (trollbane is a little more acidic). Trollbane receives its name from its magical defenses. An hour after ingestion, the eater's skin starts to secrete a strong acidic substance for the next two days (DC20 fortitude save negates). Although the individual is immune to the substance, anything the creature touches suffers 10hp of acid damage per round. This damage ignores hardness. For trolls however, this process stops their natural regeneration without provoking the acidic secretion, which opens them to the vicious culling typical of a band of trolls. Most trolls who ingest trollbane find themselves eaten by their own tribe. Other creatures often refer to this plant as "Skyclad" because wearing any clothing is impossible while the oozing lasts. A creature can only imbibe a dozen or so trollbanes in their lifetime because eventually the acid starts to affect the imbiber, killing all but the heartiest. Many attempts have been made to contain the acid secretions, but as of yet, no method has been successful in stopping the acid's breakdown into a neutral substance within a day. Trollbane is a magical plant that needs air, water, soil, magic, and sunlight to survive. It is most common in forests and in wet, marshy areas.

Sea Gypsy

Large Monstrous Humanoid (Aquatic)

Hit Dice: 4d8+19 (37 hp)

Initiative: -2

Speed: 10 ft. (2 squares), swim 20 ft. (4 squares)

Armor Class: 12 (-1 size, -2 Dex, +5 natural), touch 7, flat-footed 12

Base Attack/Grapple: +4/+11

Attack: Trident +6 melee (2d6+3)

Full Attack: Trident +6 melee (2d6+3)

Space/Reach: 10 ft./10 ft.

Special Attacks: —

Special Qualities: Amphibious, darkvision 60 ft.

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

Sea gypsies are a fusion of humans and snails; their torsos are human while below the waist they have the body of a giant snail. Their shells distinguish each individual family from one another through variations in color, pattern, and design. They often come to shore to trade with coastal land dwellers. Sea gypsies migrate seasonally following the currents and tides.

Sea gypsies speak Aquan, and some community leaders speak Common.

Abilities: Str 16, Dex 7, Con 18, Int 8, Wis 13, Cha 15

Skills: Diplomacy +5, Listen +2, Sense Motive +3, Spot +2, Swim +11

Feats: Endurance, Toughness

Environment: Temperate or warm aquatic

Organization: Solitary, family (2-7), or caravan (8-700)

Challenge Rating: 2

Treasure: Solitary or family 50% coins; caravans double goods

Alignment: Usually lawful good

Advancement: By character class

Level Adjustment: +2

Combat

Amphibious (Ex): A sea gypsy can breathe both air and water.

Skills: A sea gypsy has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

Sea Gypsy Characters

The preferred class for sea gypsies is the ranger, but the leaders of communities are sometimes druids

Flora and Fauna

Sargassum: Refuse, plants and other flotsam collect in the still center of circular ocean currents, often becoming a haven for floating sea plants carried into the area by the currents at its perimeter. Calm waters, few storms, and ample sun and water help create massive beds of floating vegetation, dominated by kelps and a weed called sargassum. Such beds of vegetation are home to many types of fish and other creatures that live in and among the leaves of the various plants. Of all the regions of the open sea, sargassos are the ones with the highest biological density and potentially the most dangerous.

Most sargassum are not strong or thick enough to entrap animals or ships, rarely more than a few feet below the surface of the water where it is buoyed by its small air bladders. At the center of an extremely large field of sargassum grows creeping sargassum, which is much thicker than normal and extends up to 30 feet below the water's surface. The growth easily traps animals that swim through it, and only the largest of ships can build up enough momentum to break through patches of this clinging weed. Creatures of Medium size or smaller can even walk on this vegetation by making a Balance check (DC 10).

Spotting a section of this potentially treacherous sargassum requires a Spot or Survival check (DC 20). Any creature attempting to swim through creeping sargassum must make a Swim check (DC 25) or become entangled in the weeds. Escaping a creeping sargassum requires a Swim or Escape Artist check (DC 25), and non-aquatic creatures can easily drown before they're able to break free. For a ship to successfully navigate a large patch of sargassum requires a Profession (sailor) check (DC 15) for safe transit across. Freeing a ship once entangled in creeping sargassum requires 1d4+1 hours, and if the vessel is not freed in five days the plant begins to grow over the ship. Vessels trapped in this manner are drawn under the surface within 1d3 days.

Skin Wraith

Medium Undead

Hit Dice: 3d12 (19 hp)

Initiative: +4

Speed: 5 ft. (1 square), fly 30 ft. (average) (6 squares)

Armor Class: 15 (+4 Dex, +1 natural), touch 14, flat-footed 11

Base Attack/Grapple: +1/+6

Attack: Lash +5 melee (1d4+1)

Full Attack: 3 lashes +5 melee (1d4+1)

Space/Reach: 5 ft./5 ft.

Special Attacks: Envelop 1d6+1, improved grab

Special Qualities: Damage reduction 15/piercing or slashing, darkvision 60 ft., undead traits

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

Abilities: Str 12, Dex 18, Con —, Int 3, Wis 6, Cha 11

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

Feats: Alertness, Weapon Finesse

Environment: Any

Organization: Solitary or haunt (4-7)

Challenge Rating: 2

Treasure: None

Alignment: Always neutral evil

Advancement: 4-6 HD (Medium); 7-9 HD (Large)

Level Adjustment: —

Skinwraiths are the remains of torture victims flayed alive on the rack, animated by their own pain and suffering. They appear as sheets of human skin flying along the ground, moaning softly in pain and self-pity. Skinwraiths flit about the landscape, hunting for signs of life. If they sense a living creature nearby, they fly at high speeds toward it, intent on smothering its life away. Skinwraiths are most often found near ancient torture chambers or abandoned prisons wherein captives were skinned alive.

Combat

A skinwraith attacks by smothering and enveloping its target, keeping other opponents at bay by lashing at them viciously with long strips of flayed skin.

Envelop (Ex): A skinwraith can wrap around its foe completely. With a successful grapple check, the skinwraith pins its opponent and deals 1d6+1 points of bludgeoning damage. While its opponent is pinned, any attacks striking the skinwraith deal

damage to both the skinwraith and its victim; each receives half the damage before damage reduction, rounded down.

Improved Grab (Ex): To use this ability, a skinwraith must hit a Large or smaller opponent with its lash attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it gets a hold, it can envelop its foe. A skinwraith has a +4 racial bonus on grapple checks.

Campaign

Due to their unusual shape and consistency, skinwraiths can be placed in many places other monsters or undead cannot reside. In fact, skinwraiths can be encountered in almost any setting, even underwater or high in the air. Skinwraiths also combine easily with traps, as they can be folded up and placed in small confined spaces. They may be placed in treasure chests or in sacks as well: always a fun way to surprise the party.

Flora and Fauna

Gas Hydrates: Undersea deposits of solid methane. Methane is usually a gas, but becomes solid under enormous pressures found on the deep sea floor. When a piece of methane breaks off, it returns to its gaseous state, expanding into a giant bubble. The methane bubble erupts upon reaching the surface, which scientists speculate as a possible cause of spontaneous sinking of ships. If ships are far away from the bubble or exactly on top of the bubble, they are fine. But if ships are in the area between the stagnation point and the edge of the mound, it's sinking fast because enough water does not support part of the ship. Scientists are not sure how large these bubbles can get.

Smoke Dragon

Small Dragon (Air)

Hit Dice: 3dl2+3 (16 hp)

Initiative: +1

Speed: 15 ft. (3 squares), fly 60 ft. (good)

Armor Class: 17 (+1 size, +1 Dex, +5 natural), touch 12, flat-footed 16

Base Attack/Grapple: +3/-1

Attack: Bite +5 melee (1d4)

Full Attack: Bite +5 melee (1d4) and 2 claws +0 melee (1d3)

Space/Reach: 5 ft./5 ft.

Special Attacks: Breath weapon

Special Qualities: Darkvision 60 ft., dragon traits, immunity to sleep and paralysis, low-light vision, smoke form, spell resistance 10

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

Abilities: Str 11, Dex 12, Con 13, Int 10, Wis 12, Cha 10

Skills: Bluff +6, Escape Artist +7, Hide +11*, Move Silently +4, Listen +?, Search +3, Spot +9

Feats: Alertness, Weapon Finesse

Environment: Temperate forests and marshes

Organization: Solitary or wing (2-5)

Challenge Rating: 2

Treasure: None

Alignment: Usually neutral

Advancement: 4-5 HD (Small); 6 HD (Medium)

Level Adjustment: —

This creature resembles a small black dragon with a gray underbelly and red-tinged wings. It has fine scales and small under-curved horns. Its tail is twice as long its body and its eyes are gray.

Smoke dragons venture from their lair when the fog is the thickest, so most encounters occur in the morning. Lairs take the form of natural caves or caverns and are usually near a natural source of water.

Smoke dragons eat just about anything but prefer a diet of fruits, plants, and berries. They also eat small animals such as mice and other rodents found slinking near their lair. A smoke dragon's feeding ground is generally small and most cover an area of less than 1 square mile.

Smoke dragons live in small groups and such a group always includes at least one mated pair. If young are present they have 1 HD, 6 hp and no combat abilities or breath weapon. Hatchlings can assume smoke form for 1 minute per day but cannot fly. If eggs are present (1d4 normally), the female guards them closely and will fight to the death protecting them. Eggs are round, mottled gray and black.

Smoke dragons speak Draconic and Common.

Combat

Smoke dragons are generally inoffensive creatures and keep to themselves. Only when they or their lair is threatened do they become hostile.

A smoke dragon unleashes its breath weapon and then swoops in to attack with its claws and

bite. If it is out numbered or overwhelmed, the creature uses its smoke form to avoid its opponents and flee.

Multiple smoke dragons gang up against foes, alternating their breath weapon and natural attacks with the other smoke dragons in the gang.

Breath Weapon (Su): A smoke dragon's breath weapon is a cone of thick, black smoke with a range of 20 feet. The smoke cloud lasts 1d4 rounds before dispersing and can be affected by wind. Creatures caught in the smoke must succeed on a DC 12 Fortitude save each round or spend that round coughing and choking. A creature that chokes for 2 consecutive rounds takes 1d6 points of nonlethal damage per 2 HD of the smoke dragon. Each round a creature spends in the smoke, the save DC increases by +1. The save DC is Constitution-based. The smoke obscures vision and gives concealment (20% miss chance) to creatures within it.

Smoke dragons are immune to the choking effects of their own breath weapon as well as the breath weapon of other smoke dragons.

Smoke Form (Ex): Once per day, a smoke dragon can assume a smoky form as a free action. It can spend up to 1 minute per day per HD in smoke form. A smoke form dragon can fly at a speed of 60 feet (perfect). The ability is otherwise similar to a *gaseous form* spell.

Skills: *Due to their coloration, smoke dragons gain a +4 racial bonus to Hide checks in areas of smoke or dense fog.

Spinal Leech

Hazard (CR 2)

These vermin appear as 3-inch long transparent leeches. A typical encounter is a swarm of 10-20 leeches. They are found in swamps, marshes, and stagnant underground pools. They attach to their prey and drain spinal fluid, thereby inducing paralysis in the victim. When first encountered, a DC 15 Spot check can be made to avoid them entirely. If a creature fails this check, the spinal leeches go unnoticed and crawl onto their victim, moving quickly to its spine. A spinal leech needs 3 round to reach its destination. If the target is wearing medium armor, an additional

round is added to the time as the leech finds a way underneath its host's armor; 2 rounds are added if the victim is wearing heavy armor.

When a leech attaches itself, the victim may make a DC 15 Wisdom check to feel a strange sensation run down his spine; otherwise, the spinal leech's bite goes unnoticed. Each round thereafter, the victim must succeed on a DC 17 Fortitude save or suffer 1d6 points of Dexterity damage. At Dexterity 0, the victim is paralyzed until his Dexterity score is brought to 1. An application of fire or salt instantly kills all leeches. They can also be pulled from a host with no ill effects.

Suffocation Jelly

Tiny Ooze (Aquatic)

Hit Dice: 2d10 (11 hp)

Initiative: +0

Speed: Swim 15 ft. (3 squares)

Armor Class: 12 (+2 size), touch 12, flat-footed 12

Base Attack/Grapple: +1/-12

Attack: Paralytic touch +3 melee touch (paralysis)

Full Attack: Paralytic touch +3 melee touch (paralysis)

Space/Reach: 2 ½ ft./ 0 ft.

Special Attack: Paralysis, suffocation

Special Qualities: Blindsight 60 ft., immune to weapon damage, liquid mobility, ooze traits, transparent, vulnerability to evaporation

A slight disturbance is noticeable in the water, barely revealing a tiny oozelike creature.

A suffocation jelly is a translucent aquatic ooze that paralyzes creatures with a touch. Often mistaken for some sort of jellyfish, the suffocation jelly is a dangerous threat to creatures in the water.

A suffocation jelly can be contained in a number of ways, including trapping it in a waterproof object or freezing it.

Combat

A suffocation jelly typically roves about or waits in the waters until it detects a living organism. It will then move directly towards the

Saves: Fort +0, Ref +0, Will -5

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

Feats: Weapon Finesse^B

Skills: Swim +3

Environment: Any aquatic

Organization: Solitary

Challenge Rating: 2

Alignment: Always neutral

Treasure: None

Advancement: 3-5 HD (Small); 6-10 HD (Medium), 11-15 HD (Large), 16-20 HD (Huge), 21-25 HD (Gargantuan), 26-30 HD (Colossal)

Level Adjustment: —

target and try to make contact with it. If it is able to paralyze the prey, it swims into mouth or gills, suffocating the victim.

Paralysis (Ex): Those hit by a suffocation jelly's paralytic touch must succeed on a DC 11 Fortitude save or be paralyzed for 2d4 rounds. The save DC is Constitution-based.

Suffocation (Ex): A suffocation jelly can enter the gills or mouth of a paralyzed creature, causing it to immediately begin drowning. This affects both air-breathing and water-breathing creatures. A victim takes 1d6 points of damage per round until it can induce vomiting, which cannot be done while paralyzed.

Immune to Weapon Damage (Ex): A suffocation jelly is immune to all weapon damage.

Liquid Mobility (Ex): Suffocation jellies can move freely in liquids. If removed from liquids, they cannot move at all.

Transparent (Ex): Suffocation jellies are hard to see, even under ideal conditions, and it takes a DC 20 Spot check to notice one. Creatures who fail to notice a suffocation jelly and walk into it are considered automatically hit by its paralytic touch attack, and are therefore subject to its paralysis ability. Suffocation jellies do not have a texture beyond that of ordinary liquids and cannot

be felt if they are underwater, so someone may not know that they are being touched by a suffocation jelly until they are paralyzed.

Vulnerability to Evaporation (Ex): Spells or effects that cause water to evaporate (such as a *horrid wilting* spell) deals maximum damage to a suffocation jelly.

Skills: A suffocation jelly has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

Waterlight

Diminutive Elemental (Aquatic, Fire, Native, Swarm)

Hit Dice: 3d8 (13 hp)

Initiative: +5

Speed: Swim 60 ft. (12 squares)

Armor Class: 19 (+4 size, +5 Dex), touch 19, flat-footed 14

Base Attack/Grapple: +2/—

Attack: Swarm (1d6)

Full Attack: Swarm (1d6)

Space/Reach: 10 ft./0 ft.

Special Attacks: Distraction, flare

Special Qualities: Darkvision 60 ft., elemental traits, immune to weapon damage, immunity to fire, immunity to water effects, swarm traits, vulnerability to cold

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

Abilities: Str 3, Dex 20, Con 10, Int 6, Wis 10, Cha 11

Skills: Hide +17, Listen +4, Spot +4, Swim +6

Feats: Ability Focus (flare), Alertness

Environment: Any aquatic

Organization: Solitary or cluster (2-4 swarms)

Challenge Rating: 2

Treasure: Standard

Alignment: Always neutral

Advancement: None

Level Adjustment: —

Small, dazzling, multicolored fires about the size of a human fist float on the surface of the water.

Combat

Waterlights prefer to avoid conflict, but they attack as a cluster if antagonized.

Distraction (Ex): Any living creature that begins its turn with a swarm in its space must succeed on a DC 11 Fortitude save or be nauseated for 1 round. The save DC is Constitution-based.

Flare (Ex): When irritated, a waterlight swarm attacks with a white-hot lash of flame that deals 3d4 points of fire damage. The waterlight swarm can choose to direct this attack as a ray at an opponent up to 20 feet distant (+11 ranged touch),

or it can flare up to affect everything in its space and in a 5-foot radius around the swarm (Reflex DC 13 half). The save DC is Constitution-based.

Immunity to Water Effects (Ex): A waterlight is immune to any spell or effect that utilizes water, such as a *quench* spell.

Skills: A waterlight uses its Dexterity modifier instead of its Strength modifier for Swim checks. A waterlight has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

Waterlost

Medium Undead (Aquatic)

Hit Dice: 3d12+3 (22 hp)

Initiative: +0

Speed: 20 ft. (4 squares), swim 20 ft. (4 squares)

Armor Class: 12 (+2 natural), touch 10, flat-footed 12

Base Attack/Grapple: +1/+4

Attack: Slam +4 melee (1d4+3)

Full Attack: 2 slams +4 melee (1d4+3) and bite -1 melee (1d4+1)

Space/Reach: 5 ft/5 ft.

Special Attack: Luring gaze

Special Qualities: Damage reduction 5/magic, darkvision 60 ft., light sensitivity,

undead traits

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

Abilities: Str 16, Dex 10, Con —, Int 5, Wis 10, Cha 16

Skills: Hide +3, Listen +3, Spot +3, Swim +11

Feats: Alertness, Toughness

Environment: Any aquatic

Organization: Solitary, gang (2-12), or horde (4-40)

Challenge Rating: 2

Alignment: Always chaotic evil

Treasure: None

Advancement: –

Level Adjustment: –

This vile creature appears to have once been humanoid, but its pasty gray skin, bloated body, and fetid stench make it apparent that it has succumbed to undeath. Its eyes shine with a dull, pale light.

Waterlost are the walking dead of the sea. Like their land-stalking undead kin, waterlosts loathe the living, and know where to find them. They are known to follow ships and visit ports and piers, looking for victims. Their eyes shine a dull pale light that draws the living, often only to find a watery grave.

Waterlost speak the languages they spoke in life (usually Common) with gurgly voices.

Combat

Waterlost delight in luring victims into the water using their gaze attack, usually drawing them off a ship's railing or off a pier. They then attempt to drown the unfortunate souls or kill them by throttling or biting them. They will sometimes scale ships or stalk upon land at night in search of victims.

Luring Gaze (Su): Drawn toward waterlost's eyes, 30 feet, Will DC 14 negates. The save DC is Charisma-based. Those that fail their saves are lulled into a sleepwalking state in which they will slowly plod (10 feet per round) their way toward the light of the creature's eyes. The state lasts until the victim is jostled firmly or struck in combat. Those that enter water may begin to drown. Waterlost generally move into deep water, forcing a lured victim to follow them, where they may drown (see page 33).

Light Sensitivity (Ex): Waterlost are dazzled in bright sunlight or within the radius of a *daylight* spell.

Skills: A waterlost has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

Flora and Fauna

Cowfish: A fish that took a different evolutionary path. They have an exterior of fused plates, forming a carapace around the fish. Typically box-shaped with a triangular cross-section, their slight horns give the cowfish its bovine-inspired name. Most abundant in tropical waters, cowfish are brightly colored and appear to hover through the water due to their unique physiology. Unlike other fish, they use their fins for rotary motion and use their tail as a rudder. They also inflate themselves as a means of defense (like pufferfish), and release an ostracitoxin against predators. Using a similar blowing mechanism, cowfish blow jets of water into the sand with their mouths, uncovering their meals of crabs and shrimps. Some cowfish grow as large as 20 inches, though those kept in captivity are often no larger than 12 inches.

Argill

Medium Monstrous Humanoid

Hit Dice: 4d8+4 (22 hp)

Initiative: +5

Speed: 20 ft. (4 squares), swim 40 ft. (8 squares)

Armor Class: 15 (+1 Dex, +4 natural), touch 11, flat-footed 14

Base Attack/Grapple: +4/+7

Attack: Claw +7 melee (1d6+3)

Full Attack: 2 claws +7 melee (1d6+3) and bite +2 melee (1d4+1)

Space/Reach: 5 ft./5 ft.

Special Attacks: Breath drain, improved grab

Argills are amphibious humanoids that drain the breath of their enemies. They stand 6 to 8 feet tall and weigh between 300 and 400 pounds. Their spongy, blue-green skin (slightly darker in males than females) camouflages them in most underwater environments, and their large, clawed feet and four-fingered hands are ideal for digging through silt. From the back of an argill's head grow long gray tendrils that extract oxygen from its environment, allowing it to remain underwater for hours before resurfacing.

Argills feed on fish and plants, but attack larger creatures to protect their territories. They are nocturnal, and most live in hand-dug, half-submerged burrows with a single mate. Argill pairs often hunt together, working in tandem to catch their prey.

Argills have no formal society, nor any discernible language. It is unknown how they communicate.

Combat

Argills are strong, and use that strength to their advantage when threatened or hungry. Typically, an argill will sneak up on an opponent from underwater, and try to surprise, grab, and suffocate the creature.

Improved Grab (Ex): To use this ability, an argill must hit a Medium or smaller opponent with its bite attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and can try to drain its opponent's breath in the following round.

Breath Drain (Ex): An argill can attach its tendrils to the face of a grabbed opponent with a successful grapple check. For every round the argill makes a successful grapple check, the

Special Qualities: Darkvision 60 ft., hold breath

Saves: Fort +2, Ref +5, Will +4

Abilities: Str 17, Dex 13, Con 12, Int 9, Wis 11, Cha 8

Skills: Hide +2*, Listen +4, Move Silently +3*, Spot +4, Swim +11

Feats: Alertness, Improved Initiative

Environment: Any marsh

Organization: Solitary or pair

Challenge Rating: 3

Treasure: Standard

Alignment: Usually neutral evil

Advancement: By character class

Level Adjustment: +3

opponent must succeed on a DC 13 Fortitude save or begin to suffocate, falling unconscious (0 hp). If the argill successfully grapples in the following round, the opponent drops to -1 hit points and is dying. After a third round, it suffocates. The save DC increases by +1 for each consecutive successful grapple check the argill makes. The save DC is Constitution-based.

Hold Breath (Su): An argill can hold its breath for a number of minutes equal to thirty times its Constitution score before it risks drowning.

Skills: An argill has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

*An argill has a +8 circumstance bonus on Hide and Move Silently checks when underwater.

Physiological Uses

An argill's breathing tendrils can be harvested for use in the creation of a magical mask that allows its wearer to breathe underwater.

Argill's Mask: This mask, crafted from an argill's breathing tendrils, enables its wearer to hold its breath for a number of minutes equal to thirty times its Constitution score before it risks drowning.

Faint transmutation; CL 5th; Craft Wondrous Item, *water breathing*; Price 10,000 gp; Weight 3 lb.

Adventure Ideas: Large groups of argills have been spotted migrating toward an enormous swamp, where an ancient city supposedly sank. Priests and scholars believe that this may be a sign that the city is returning, and that the argills were either its original residents—or those residents' servants.

Devil Bine

Medium Plant

Hit Dice: 2d8+8 (17 hp)

Initiative: +0

Speed: 0 ft.

Armor Class: 10, touch 10, flat-footed 10

Base Attack/Grapple: +1/-3

Attack: —

Full Attack: —

Space/Reach: 5 ft./5 ft.

Special Attacks: Boiling nectar

Special Qualities: Blindsight 20 ft., plant traits, resistance to fire 15, vulnerability to cold

Saves: Fort +7, Ref +0, Will -4

Abilities: Str 2, Dex 10, Con 19, Int —, Wis 2, Cha 17

Skills: —

Feats: —

Environment: Any marsh

Organization: Solitary

Challenge Rating: 3

Treasure: None

Alignment: Always neutral

Advancement: 3-4 HD (Medium); 5-6 HD (Large)

Level Adjustment: —

The devil bine is a common sight in large swamps and marshes, often found clinging to fallen logs, water-logged stumps and the hulls of wrecked riverboats. The devil bine is a cluster of twisted vines that grow around large objects, dangling several porous roots into standing or slow moving water. A number of bulbous, colorful pods encircle the plant pointing outward, forming a defensive ring while using color to warn destructive creatures to stay away.

If the pods can be disabled, the vines can be safely harvested and replanted. The plant is valued as a natural source of food; the nectar is a natural source of sugar and oil when not superheated. The devil bine is also a favored natural perimeter defense, frequently cultivated by lizardfolk and other swamp-dwelling humanoids.

Combat

A devil bine lacks any sort of combat strategy; if a Tiny or larger creature moves within

range, a devil bine will spray boiling nectar from 1d3 of its bulbs. A devil bine's only real offensive capability is a jet of boiling, sticky liquid that is sprayed from one of its many dangling pods.

Boiling Nectar (Ex): A devil bine has 17 fruit-like pods that dangle from its vines, which are filled with a boiling hot, sticky sap. A devil bine may expel the liquid in a pod in a spray, dealing 1d6 points of fire damage to targets in a 10-foot cone (Reflex DC 15 half). The sticky sap clings to whatever targets it hits and continues to scald for 1d6 additional rounds. Once this goo is expelled, the pod requires another 6 hours to refill.

Successfully striking a full pod causes the pressurized contents to burst forth violently, destroying the pod and dealing 1d6 points of fire damage to targets within 10 feet (Reflex DC 15 half). The sap will stick for 1d6 rounds as above. The save DCs are Constitution-based.

Flora and Fauna

Bezner's Sponge: This very rare species of sponge is found only in certain coral reefs, and is named after the alchemist who discovered its remarkable properties. The Bezner sponge is naturally camouflaged to blend into rocks with a dark gray color and an especially rough exterior. The sponge removes poisons and alcohol from any liquid strained through it, only slightly affecting the taste in the process. Alcohol is filtered out completely, while any poison so treated has its Fortitude save DC reduced by 5. If this reduces the Fortitude save DC to 0, the poison is completely removed. A single sponge can only filter one gallon of liquid before it is killed by the poison or alcohol it has filtered. Bezner's sponge is difficult to locate, requiring a Survival or Knowledge (nature) check (DC 25) and one day of searching. Each sponge is worth 50 gp to surface dwellers who know of its use.

Feasting Fratricide

Large Aberration (Aquatic)

Hit Dice: 5d8+10 (33 hp)

Initiative: +0

Speed: 30 ft. (6 Squares), swim 30 ft. (6 squares)

Armor Class: 14 (-1 size, +5 natural), touch 9, flat-footed 14

Base Attack/Grapple: +3/+12

Attack: Bite +7 melee (2d4+5)

Full Attack: Bite +7 melee (2d4+5) and 2 claws +2 melee (1d6+2)

Space/Reach: 10 ft./5 ft.

Special Attack: Feeding frenzy

Special Qualities: Amphibious, darkvision 60 ft. cannibalistic contagion, scent

Saves: Fort +3, Ref +1, Will +2

Abilities: Str 20, Dex 10, Con 14, Int 4, Wis 6, Cha 4

Skills: Hide +4, Listen +6, Spot +6, Swim +13

Feats: Alertness, Power Attack

Environment: Any coastal

Organization: Solitary or gang (2-12)

Challenge Rating: 3

Alignment: Always chaotic evil

Treasure: None

Advancement: None

Level Adjustment: —

This monstrosity is nearly eleven feet long. It appears vaguely humanoid, but has webbed hands and feet with sharp claws, gray, froglike skin, and bulging bulbous eyes..

Feasting fratricides are amphibious monstrosities with gray skin and bulging, bulbous eyes. Their hands and feet are webbed with sharp claws at the end. Driven by an insatiable hunger for humanoid flesh, the nigh 11-foot beast is a strong and fierce predator both on land and in water.

Feasting fratricides do not reproduce in the conventional sense of the word. Rather, humanoids turn into feasting fratricides upon certain conditions: eating the flesh or blood of a corpse exposed to saltwater, another fratricide, or a humanoid that is a recovered fratricide. Upon eating tainted flesh or blood in these circumstances, humanoids undergo a painful transformation into feasting fratricides, losing much of their distinct physical characteristics. Although they can survive on animals, they crave the flesh of humanoids, especially the flavor of their own race before their transformation.

If denied humanoid flesh long enough, feasting fratricides return to their previous humanoid form, but the hunger does not leave them completely. Recovered fratricides must resist the temptation to eat in the presence of a dead humanoid, lest they undergo another transformation into feasting fratricide form.

Feasting fratricides are typically found on saltwater coasts, but due to their unusual nature, they can occur in unlikely places. They speak the languages they spoke before transformation (usually Common).

Combat

Feeding Frenzy (Ex): Feasting fratricides

attack in a voracious flurry, their hungering maws snapping and tearing with frightful speed. If a fratricide hits with its bite attack and at least one claw attack, it may make an additional bite attack in the same round against the same opponent.

Cannibalistic Contagion (Ex): Fratricidism is spread through the consumption of contaminated humanoid bodies. Any humanoid consuming flesh or blood from a carcass that has soaked in the ocean for several days runs the risk of contracting fratricidism. To avoid such a fate, a creature must make a DC 14 Fort save or be transformed into a feasting fratricide in 1d4 minutes. Those who consume the flesh or imbibe the blood of a feasting fratricide or a recovered feasting fratricide must make a DC 14 Fort save or be transformed in 1d4 rounds. If a feasting fratricide goes for 30+1d10 days without eating any humanoid flesh, it will recover to its former state over the course of 3d8 agonizing minutes. Even after recovery, however, the individual will always crave humanoid flesh. Whenever it is in the presence of a dead humanoid, the recovered victim must make a DC 14 Will save to resist eating it, which will immediately prompt a transformation back into feasting fratricide. The save DCs are Constitution-based.

A *remove disease* spell will restore the feasting fratricide to its humanoid form, but does not eliminate the craving. A *remove curse* or *break enchantment* will end the craving after a feasting fratricide has been restored to its humanoid form.

Skills: A feasting fratricide has a +4 racial bonus on Hide, Listen, and Spot checks. It has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

Fungoid

Medium Plant

Hit Dice: 5d8+15 (37 hp)

Initiative: +1

Speed: 30 ft. (6 squares)

Armor Class: 18 (+1 Dex, +7 natural), touch 11, flat-footed 17

Base Attack/Grapple: +3/+7

Attack: Slam +8 melee (1d8+4)

Full Attack: 2 slams +8 melee (1d8+4)

Space/Reach: 5 ft/5 ft.

Special Attacks: —

Special Qualities: Darkvision 60 ft., low-light

This creature looks like a stocky, powerful humanoid formed of green mushroom flesh mottled with brown splotches. It has rough, but discernible facial features, and its arms end in powerful hands.

Fungoids delight in attacking creatures that wander too close to their lair. Fungoids are carnivores and consider the flesh of humans, elves, and goblins a delicacy. When food is scarce, fungoids become scavengers and feed on carrion.

Fungoids lair in the darkest and most dismal place they can find—the more devoid of light, the better. Typically a lair is ringed with mushrooms of varying colors, shapes and sizes. Such a telltale sign is often the only clue that a fungoid lair is present as the lair itself is normally well-hidden or camouflaged. Woe to a creature that actually wanders close enough to examine the mushrooms; by then the fungoids are likely aware of the interloper's presence and are biding their time before an all-out-attack.

Fungoids are nocturnal hunters and often travel up to 5 miles away from their lair in search

vision, plant traits, resistance to electricity 10

Saves: Fort +7, Ref +2, Will +1

Abilities: Str 19, Dex 12, Con 17, Int 4, Wis 11 Cha 6

Skills: Hide +1*, Listen +8, Spot +8

Feats: Power Attack, Weapon Focus (slam)

Environment: Temperate and warm marshes

Organization: Gang (2-4) or cluster (6-10)

Challenge Rating: 3

Treasure: None

Alignment: Always neutral (evil tendencies)

Advancement: 6-10 HD (Medium); 11-15 HD (Large)

Level Adjustment: —

of prey. Slain prey is carried or dragged back to die lair and devoured over several days time. Multiple fungoids are often encountered together on hunting excursions, but they never share their kill. "Each to their own" is the unspoken motto among fungoids.

Fungoids seem to understand Common, but do not speak.

Combat

Fungoids are straightforward combatants that rush into melee swinging their powerful fists. They pummel their foes relentlessly until they are destroyed or their adversaries are killed. Multiple fungoids sometimes work with one another to bring down powerful foes, but once the fight is over, the fungoids cooperation with one another ends, and it's every creature for itself when assessing and gathering up the kills. Fungoids never retreat and always fight to the death.

Skills: Fungoids gain a +4 racial bonus to Listen and Spot checks. *In swampy or forested areas, fungoids +8 racial bonus to Hide checks.

Giant Cone Shell

Large Animal (Aquatic)

Hit Dice: 3d8+12 (25 hp)

Initiative: +0

Speed: Swim 10 ft (2 squares)

Armor Class: 18 (-1 size, +9 natural), touch 9, flat-footed 18

Base Attack/Grapple: +2/+13

Attack: Stinger +4 melee (1d6+4 plus poison) or stinger +1 ranged (1d6+4 plus poison)

Full Attack: Stinger +4 melee (1d6+4 plus poison) or stinger +1 ranged (1d6+4 plus poison)

Space/Reach: 10 ft./5 ft.

Special Attacks: Improved grab, poison, swallow whole

Special Qualities: Blindsight 60 ft.

Saves: Fort +7, Ref +3, Will +2

Abilities: Str 16, Dex 10, Con 18, Int 2, Wis 12, Cha 6

Skills: Hide -2, Listen +4, Spot +2, Swim +11

Feats: Ability Focus (poison), Improved Grapple

Environment: Temperate and warm aquatic

Organization: Solitary

Challenge Rating: 3

Treasure: None

Alignment: Always neutral

Advancement: 4-6 HD (Large)

Level Adjustment: —

Giant cone shells are large aquatic snails with thick multi-colored shells. They travel along the sea floor waiting for prey. They hunt with venom-tipped stingers to harpoon prey. Once they successfully harpoon their prey, a giant cone shell can reel in their prey and swallow them whole.

Combat

Improved Grab (Ex): To use this ability, a giant cone shell must hit with its stinger attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and deals automatic stinger damage each round, and can attempt to swallow the creature the following round. If the giant cone shell initiated a grapple using its ranged attack (20 ft., no range increment), it requires two additional rounds to reel its stinger back in to attempt to swallow the prey.

Poison (Ex): Injury, Fortitude DC 17, initial damage 2d8 Con and paralysis for 2d4 rounds, secondary damage 1d6 Con. The save DC is Constitution-based.

Giant Water Beetle

Medium Vermin (Aquatic)

Hit Dice: 4d8+12 (30 hp)

Initiative: +5

Speed: 10 ft. (2 squares), swim 60 ft. (12 squares)

Armor Class: 19 (+1 Dex, +8 natural), touch 11, flat-footed 18

Base Attack/Grapple: +3/+5

Attack: Bite +5 melee (1d8+3)

Full Attack: Bite +5 melee (1d8+3)

Space/Reach: 5 ft./5 ft.

Special Attacks: —

Special Qualities: Darkvision 60 ft., ink cloud, vermin traits, water dependent, watersense 60 ft.

This giant beetle has a cylindrical and hydrodynamic body that tapers into a pointed tail section. Its wing covers and carapace are brownish-black and its legs are dull yellow. A silver stripe runs along its dorsal side.

These highly aggressive beetles make their home in deep fresh water in any climate from the warmest to the coldest. They are predators and sustain themselves on fish and other aquatic animals.

They spend most of their lives in the water, rarely coming on land. If actually encountered on land, a giant water beetle is rarely more than 30 feet from a source of water. They are diurnal

Swallow Whole (Ex): A giant cone shell can try to swallow a grabbed opponent of Medium or smaller size by making a successful grapple check. The swallowed creature takes 1d6 points of acid damage per round from the giant cone shell's gizzard. A swallowed creature that is not paralyzed can cut its way out by using a light slashing or piercing weapon to deal 12 points of damage to the giant cone shell's gizzard (AC 14). Once the creature exits, muscular action closes the hole; another swallowed opponent must cut its own way out.

A giant cone shell's gizzard can hold 2 Medium, 4 Small, 8 Tiny, 16 Diminutive, or 32 Fine or smaller opponents.

Skills: A giant cone shell has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

Saves: Fort +7, Ref +2, Will +1

Abilities: Str 15, Dex 13, Con 16, Int -, Wis 10, Cha 9

Skills: Hide +2*, Spot +0*, Swim +10

Feats: Improved Initiative^B

Environment: Any aquatic

Organization: Cluster (2-5) or colony (6-11)

Challenge Rating: 3

Treasure: None

Alignment: Always neutral

Advancement: 5-8 HD (Medium); 9-12 HD (Large)

Level Adjustment: —

creatures and hunt during the day, diving with blinding speed when they spot a potential meal in the water. When not actively hunting, they simply drift along with the current.

If a colony is found, there will be at least 1 female giant water beetle and 2d4 eggs. Giant water beetle eggs are brownish with flecks of green.

Combat

Giant water beetles are inoffensive and rarely attack unless they are hungry, or unless a creature happens to wander too close to its lair. If hunting, these creatures prefer to attack by ambushing their

prey from above. They drift along and then dive at their target.

Ink Cloud (Ex): A giant water beetle can emit a cloud of jet-black ink 10 feet high by 10 feet wide by 10 feet long once per minute as a free action. The cloud provides total concealment, which the giant water beetle normally uses to escape. All vision within the cloud is obscured.

Water Dependent (Ex): Giant water beetles can survive out of the water for 1 hour per 2 points of Constitution. After that, refer to the suffocation rules in the DMG.

Growler Lizard

Large Animal

Hit Dice: 6d8+18 (45 hp)

Initiative: +3

Speed: 30 ft. (6 squares)

Armor Class: 18 (-1 size, -1 Dex, +10 natural), touch 8, flat-footed 18

Base Attack/Grapple: +4/+11

Attack: Bite +6 melee (1d8+4)

Full Attack: Bite +6 melee (1d8+4)

Space/Reach: 10 ft./5 ft.

Special Attacks: Rumbling bite

Special Qualities: Deceiving call, low-light vision

Saves: Fort +8, Ref +4, Will +0

The large lizard resembles an alligator, but is much thicker and more powerful around the shoulders and neck. Its jaws are heaviest over folds of thickly scaled throat sacks that vibrate slightly, emitting a deep and resonant rumbling sound.

Combat

Although the growler lizard is quite capable of running down most prey, it usually does not expend such energy. The growler lizard hunts by ambush, using its ability to throw its voice and frighten prey toward its waiting jaws. When hunting in packs, growler lizards work together to disorient their prey totally and finally stampede it toward the pack's waiting trap.

Watersense (Ex): Giant water beetles can automatically sense the location of anything within 60 feet that is in contact with water.

Skills: A giant water beetle has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

*A giant water beetle has a +4 bonus on Hide and Spot checks in aquatic environments.

Abilities: Str 16, Dex 9, Con 17, Int 2, Wis 6, Cha 8

Skills: Climb +4, Listen +1, Spot +1, Swim +5

Feats: Alertness, Improved Initiative, Power Attack

Environment: Temperate and warm land, and underground

Organization: Solitary or pack (3-8)

Challenge Rating: 3

Alignment: Always neutral

Advancement: 7-12 HD (Large); 13-18 HD (Huge)

Level Adjustment: —

Rumbling Bite (Ex): A growler lizard bellows even when its jaws are locked on its prey. When bitten by a growler lizard, a victim must succeed on a DC 16 Fortitude save or be stunned for 1d4 rounds and take an additional 1d4 points of sonic damage from the beast's roar. The save DC is Constitution-based.

Deceiving Call (Ex): A growler lizard can convincingly alter the apparent source of its bellows by 140 feet in open ground. This distance increases to 220 feet in hills or canyons. It can likewise alter the volume and tone of its rumbles to deceive the listener into believing that the creature is retreating, while it is actually advancing unseen. A DC 18 Listen check or DC 15 Survival check is required to recognize a growler lizard's deception.

Hook Squid

Small Animal (Aquatic)

Hit Dice: 4d8+4 (22 hp)

Initiative: +1

Speed: 10 ft. (2 squares), swim 20 ft. (4 squares)

Armor Class: 16 (+1 size, +1 Dex, +4 natural), touch 12, flat-footed 15

Base Attack/Grapple: +3/+4

Attack: Tentacle +6 melee (hooked 1d4+1 or straight 1d6+1)

Full Attack: 4 tentacles +6 melee (hooked 1d4+1 or straight 1d6+1)

Space/Reach: 5 ft./5 ft.

Special Attack: Improved grab, venomous bite

This creature resembles a small squid, nearly 5 feet long from the tip of its head to the tips of its tentacles. Five of its tentacles end in barbed hooks, while the other five end in bony spears.

Hook squids are carnivorous cephalopods that camouflage themselves by changing colors to blend with their environment. They grow up to 5 feet long from head to tentacles, and weigh at most 75 pounds. Like normal squids, hook squids have ten long tentacles, but five end in keratin spears and the other five in barbed hooks. Hook squid often use coral reefs as nurseries for their young before venturing further out to sea.

The skins of hook squids can be used to create magical cloaks (see below).

Combat

A hook squid is an ideal ambush predator, thanks to its color-changing skin. It waits for prey to approach, then strikes with its hooked tentacles, establishing a grapple. Once it has a hold, the hook squid pulls its prey toward its circular maw and bites with its venomous fangs.

Improved Grab (Ex): To use this ability, a hook squid must hit a foe with two of its hooked tentacle attacks. It can then attempt to start a grapple as a free action without provoking attacks of opportunity. If the grapple succeeds, the

Special Qualities: Low-light vision

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

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

Skills: Hide +15, Listen +3, Spot +4, Swim +9

Feats: Improved Grapple, Weapon Focus (tentacle)

Environment: Any aquatic

Organization: Solitary or tangle (2-6)

Challenge Rating: 3

Alignment: Always neutral

Treasure: None

Advancement: 5-8 HD (Medium)

Level Adjustment: —

hook squid latches onto the target, automatically delivering 1d4 points of damage per round from the embedded hooks, and can use its venomous bite attack.

Venomous Bite (Ex): When grappling its prey, a hook squid can sink its four fangs into the target with a successful grapple check. This attack deals 1d3 points of damage plus poison (Fort DC 13; primary damage 1d6 Str, secondary damage 2d10 points of damage). The save DC is Constitution-based.

Skills: A hook squid changes colors, allowing it to blend in with its surroundings like a chameleon and providing a +10 racial bonus on Hide checks. A hook squid has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

Hook Squid Skin Cloak

This slick leathery cloak provides its wearer with a +10 circumstance bonus to all Hide checks, as the pattern and coloration changes automatically to match the environs. Faint illusion; CL 5th; Craft Wondrous Item, *silent image*; Price 6,000 gp; Weight 1 lb.

Leechman

Medium Aberration

Hit Dice: 4d8+12 (30 hp)

Initiative: +0

Speed: 30 ft. (6 squares), swim 30 ft. (6 squares)

Armor Class: 16 (+6 natural), touch 10, flat-footed 16

Base Attack/Grapple: +3/+11

Attack: Slams +7 melee (1d4+4)

Full Attack: 2 slams +7 melee (1d4+4)

Space/Reach: 5 ft./5 ft.

Special Attacks: Blood drain, improved grab

Special Abilities: Damage reduction 5/bludgeoning, darkvision 60 ft., vulnerability to salt

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

Abilities: Str 18, Dex 10, Con 16, Int 8, Wis 12, Cha 1

Skills: Escape Artist +4, Hide +6, Move Silently +6, Search +1, Spot +2, Swim +12

Feats: Improved Grapple, Stealthy

Environment: Any marsh and underground

Organization: Solitary or gang (5-10)

Challenge Rating: 3

Treasure: None

Alignment: Always neutral evil

Advancement: 5-8 HD (Medium)

Level Adjustment: —

Leechmen are humanoid-shaped creatures with rubbery skin. Their bulging eyes are only accentuated by the lack of noses and mouths. Their hands have suckers that draw the blood from their victim's veins. Leechmen inhabit the sewers, though it is rumored that some act as guards for arcane masters.

Combat

Blood Drain (Ex): A leechman can draw the vital fluids from an opponent through the sucking mouths on the palms of its hands by making a successful grapple check. If it pins the foe, it drains blood, dealing 1d6 points of Constitution damage each round the pin is maintained.

Improved Grab (Ex): To use this ability, a leechman must hit with its slam attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and can either deal automatic slam damage each round or drain blood.

Vulnerability to Salt (Ex): Salt damages a leechman on direct contact. A large handful of

salt can be thrown as a splash weapon (see Throw Splash Weapon in the PHB). Treat this attack as a ranged touch attack with a range increment of 5 feet.

A direct hit by a handful of salt deals 1d6 points of damage to a leechman. Each such creature within 5 feet of the point where the salt hit takes 1 point of damage from the splash. On the round following a direct hit, the target takes an additional 1d4 points of damage, and 1d3 points of damage in the round following that; any of this damage can be prevented if the salt is immediately washed off with water as a full-round action.

Note that being immersed in salt water does not harm a leechman unless the salt content is much higher than found in ordinary sea water.

Skills: A leechman has a +4 racial bonus to Move Silently and Hide checks.

A leechman has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

Flora and Fauna

Coral Reefs: Usually grow on continental shelves or around volcanic islands. Coral requires shallow water (no deeper than 180 feet) whose year round temperature is no less than 68°F (20°C). They have calcium carbonate skeletons covered in soft, colorful tissues of all shapes. Coral eat single-celled algae to build reefs through secreting more calcium carbonate. Extensive coral reefs act as surf breakers, leaving the immediate water around the coast relatively calm. Around volcanic islands, reefs can become so dense they become barrier reefs. Coral reefs are home to countless species of fish, sponges, and echinoderms.

Marsh Babblers

Small Monstrous Humanoid

Hit Dice: 6d8 (39 hp)

Initiative: +1

Speed: 30 ft. (6 squares), swim 15 ft. (3 squares)

Armor Class: 16 (+1 size, +1 Dex, +4 natural), touch 12, flat-footed 15

Base Attack/Grapple: +6/+3

Attack: Bite +9 melee (1d3+2) or tail bludgeon +4 melee (1d6+2)

Full Attack: Bite +9 melee (1d3+2) and 2 claws +4 melee (1d3+1) or tail bludgeon +4 melee (1d6+2)

Space/Reach: 5 ft./5 ft.

Special Attacks:—

Special Qualities: Amphibious, darkvision 60 ft.

The small, sad-looking creature is covered in thin black fur caked with mud. Its pale yellow face gitters while its glowing yellow eyes dart about hungrily. Sharp claws scabble at the muck on which it crouches while its thick, flat tail makes wet thumps in the mud.

Combat

Marsh babblers are always hungry, and they attack anything that they believe may fill their bellies. Adventurers traveling through swamps inhabited by marsh babblers are always attacked. The creatures focus on a party's rations. Should they steal or win such treasure through combat, they disappear into the swamps only long enough to consume the food. Then they return for mounts or familiars, followed by any leather goods that the

Saves: Fort +4, Ref +6, Will +2

Abilities: Str 14, Dex 13, Con 14, Int 7, Wis 5, Cha 4

Skills: Climb +4, Hide +12, Listen +2, Move Silently +3, Spot +1, Survival +3, Swim +10

Feats: Alertness, Stealthy, Track

Environment: Temperate and warm marsh

Organization: Group (2-6) or band (10-16)

Challenge Rating: 3

Treasure: Standard

Alignment: Usually chaotic neutral

Advancement: 7-12 HD (Small); 13-18 HD (Medium)

Level Adjustment:—

adventurers carry. Eventually, the marsh babblers try to consume party members themselves.

Marsh babblers may drop from hiding in tree branches to deliver a powerful tail-blow to a victim. Attacking from above is the only situation in which this tail attack may be used.

Amphibious (Ex): Marsh babblers can breathe normally in both air and water, even the sometimes-fetid water found in a swamp.

Skills: A marsh babbler has a +6 racial bonus on Hide and Survival checks.

A marsh babbler has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

Flora and Fauna

Rot Plankton: This vicious fungal plankton floats in the water until it encounters and attaches to a dead creature, accelerating the corpse's decomposition. Rot plankton cannot reliably tell the difference between live and dead flesh, however, and occasionally attaches itself to the living. Infected creatures must make a Fortitude check (DC 13) or suffer 1 point of temporary Constitution damage. This check is made every day until the check succeeds, the victim dies, or the victim receives a *cure disease* spell. Rot plankton is usually visible as a cloud of gray water, but recognizing it requires a Survival check (DC 10).

If rot plankton or a creature infected with it is eaten, the being consuming it must make a Fortitude save (DC 18) or take 1d4 points of temporary Constitution damage. This check is made every day until the check succeeds, the victim dies, or the victim receives a *cure disease* spell. This fungus can be collected with a successful Survival or Knowledge (nature) check of DC 18, or a Knowledge (alchemy) check of DC 22, and takes 4 hours to procure 1d3 doses. Failure of the check indicates the harvester has been exposed to the fungus. Rot plankton has a market value of 150 gp.

Puddle Stalker

Large Magical Beast

Hit Dice: 6d10+12 (45 hp)

Initiative: +3

Speed: 40 ft. (8 squares), swim 10 ft. (2 squares)

Armor Class: 15 (-1 size, +3 Dex, +3 natural), touch 12, flat-footed 12

Base Attack/Grapple: +6/+13

Attack: Bite +8 melee (1d6+3) or eroca +8 ranged (1d12 cold)

Full Attack: Bite +8 melee (1d6+3) or eroca +8 ranged (1d12 cold)

Space/Reach: 10 ft./10 ft.

Special Attack: Eroca

Special Qualities: Darkvision 60 ft., low-light vision, resistance to cold 10

Saves: Fort +7, Ref +7, Will +2

Abilities: Str 16, Dex 16, Con 14, Int 3, Wis 10, Cha 10

Skills: Jump +7, Listen +9, Spot +10

Feats: Ability Focus (eroca), Alertness, Run

Environment: Any coastal

Organization: Flock (1-8)

Challenge Rating: 3

Alignment: Always neutral

Treasure: None

Advancement: None

Level Adjustment: —

This creature appears to be a large bird of prey, with a sharp beak and long legs. Sand-colored feathers, streaked with blues and greens, cover its body and vestigial wings.

Puddle stalkers are 9-foot tall birds of prey that have lost their ability to fly due to their size and weight. Their bodies and dwarfed, vestigial wings are covered with a sand-colored feathers decorated with streaks of blues and greens. They primarily hunt with their sharp, snapping beaks, through which they spray a fluid that freezes water instantaneously. They are commonly found near water, enjoying a fish-cicle.

Combat

Eroca (Ex): Puddle stalkers can squirt a stream of eroca from their beak up to 5 times a day with a maximum range 30 feet with no range increments. A single application of this substance will instantly freeze a roughly 6-foot-diameter circle of water one foot deep. Anyone caught in the area can attempt a DC 17 Reflex save to avoid being caught. Those that fail their saves are trapped in the ice and can free themselves by dealing 20 points of damage to it (AC 10). A creature hit by the eroca stream takes 1d12 points of cold damage. The save DC is Constitution-based.

Skills: A puddle stalker has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

Training a Puddle Stalker

Puddle stalkers can be trained to serve as mounts or pack animals. A mounted puddle stalker appears ungainly, but they are quite capable of carrying a rider.

Training a puddle stalker requires six weeks of work and a successful DC 18 Handle Animal check. Riding a puddle stalker requires an exotic saddle. A puddle stalker can fight while carrying a rider, but the rider cannot also attack unless he or she succeeds on a Ride check.

Carrying Capacity: A light load for a puddle stalker is up to 152 pounds; a medium load, 153-306 pounds, and a heavy load, 307-460 pounds. A puddle stalker can drag 1,840 pounds.

Eroca Bladders

These dried animal bladders filled with liquid eroca can be thrown as ranged weapons or spilled. Treat this as a splash weapon with the same effect as a dose of eroca spouted by a puddle stalker. Cost 40 gp.

Quisloi

Medium Humanoid (Aquatic, Reptilian)

Hit Dice: 4d8+8 (26 hp)

Initiative: +3

Speed: 35 ft. (7 squares), swim 50 ft. (10 squares)

Armor Class: 19 (+3 Dex, +5 natural, +1 light wooden shield), touch 13, flat-footed 16

Base Attack/Grapple: +3/+3

Attack: Spit +6 ranged (poison) or dagger +6 melee (1d4/19-20 plus poison)

Full Attack: Spit +6 ranged (poison) or dagger +6 melee (1d4/19-20 plus poison)

Space/Reach: 5 ft./5 ft.

Special Attacks: Poison, spit

Special Qualities: —

Saves: Fort +3, Ref +7, Will +1

Abilities: Str 10, Dex 17, Con 15, Int 10, Wis 11, Cha 10

Skills: Hide +8*, Listen +6*, Move Silently +10*, Swim +8

Feats: Stealthy, Weapon Finesse

Environment: Temperate and warm marsh

Organization: Gang (4-5) or squad (6-12)

Challenge Rating: 3

Treasure: Standard

Alignment: Always evil

Advancement: 5-8 HD (Medium); 9-12 HD (Large)

Level Adjustment: +3

Quisloi are intelligent amphibious humanoids that make their homes on underwater enclaves lush, wet surroundings. Their rubbery skin is bright green with colorful patterning similar to frog of the rainforest. Many creatures, including the quisloi themselves, use the toxic mucus that exudes from their skin as a paralytic poison. The quisloi are often at odds with the skresh, who hunt the quisloi for their people's poison production.

Quisloi speak Aquan.

Combat

Quisloi fight like most swamp and jungle creatures, relying upon camouflage and skill to lure their opponents into traps. They presume any intelligent creatures encountered work for the hated skresh, and attack in superior numbers. Their favored weapon is the dagger, useful underwater as well as on land. On land, they coat their daggers with poison. The quisloi are not poison masters like the skresh (page 100), relying instead on their shamans to brew the poison they use from their own excretions.

Taking advantage of their natural swimming abilities whenever possible, quisloi attempt to retreat into a stream or marsh lake if routed.

Usually, they wait until their foe is near water before attacking. They try and flank their opponents, gaining a +2 to hit.

Poison (Ex): Contact, Fortitude DC 14, initial damage 1d3 Dex, secondary damage paralyzed for 1d6 hours. The save DC is Constitution-based.

Spit (Ex): Combat begins with hidden quisloi spitting globs of mucus at their prey as a standard action. Once a quisloi spits, it cannot spit again for 10 minutes. This yellow-green glob is treated as a ranged touch attack with a range increment of 20 feet. On a successful hit, the foe is blinded and must succeed on a DC 14 Fortitude save or be paralyzed for 1d6 hours. The save DC is Constitution-based. A creature remains blinded until it spends two full-round actions to clear off the thick and adhesive gunk.

Skills: A quisloi has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

*A quisloi has a +10 racial bonus on Hide, Listen, and Move Silently checks when using these skills against skresh.

Retch Hound

Medium Magical Beast

Hit Dice: 3d10+6 (22 hp)

Initiative: +2

Speed: 40 ft. (8 squares)

Armor Class: 17 (+2 Dex, +5 natural), touch 12, flat-footed 15

Base Attack/Grapple: +3/+5

Attack: Bite +5 melee (1d6+3)

Full Attack: Bite +5 melee (1d6+3)

Space/Reach: 5 ft./5 ft.

Special Attacks: Breath weapon, stench, trip

Special Qualities: Darkvision 60 ft., scent

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

Abilities: Str 15, Dex 15, Con 15, Int 5, Wis 12, Cha 6

Skills: Listen +4, Search +3, Spot +8, Survival +3 (+7 when tracking by scent)

Feats: Alertness, Track

Environment: Temperate forests and marshes

Organization: Solitary, pair, or pack (3-6)

Challenge Rating: 3

Treasure: None

Alignment: Usually neutral (evil tendencies)

Advancement: 4-7 HD (Medium); 8-9 HD (Large)

Level Adjustment: —

This beast looks like a large wolf with sickly brownish-yellow fur, matted and torn in places. Small sores cover its body, each oozing a thick, yellowish-green liquid, and the creature's mouth is filled with pointed yellow teeth. Four large yellow eyes are aligned evenly across its head.

Retch hounds are highly aggressive and powerfully built carnivores that love the taste of human flesh and bones. Their appearance lends to the facade of a sickly, unhealthy dog which sometimes works to the retch hound's advantage when hunting its prey.

Retch hounds are often found in the service of powerful fighters and warriors, who use the dogs to guard prisoners, lead hunting expeditions, and perform other such services. A retch hound is only as loyal to its master as it has to be to insure its own survival. While the dog won't necessarily seek escape at the earliest possible time, it often turns on its master at some point. Retch hounds raised in captivity are often more loyal to their masters, than those captured in the wild.

Retch hounds stand 4 to 4 1/2 feet tall at the shoulder and weigh about 200 pounds.

Combat

Retch hounds hunt their prey in packs. Using an eerie howl, they seem to coordinate and communicate with one another during these hunts. A favored tactic of a retch hound pack is to encircle a foe and then hit it from all sides at once. Usually

the largest hound in the pack is the leader. When slain, a retch hound melts into a pile of stinking and bubbling slime.

Breath Weapon (Su): Once per minute, a retch hound can belch forth digestive juices in a 10-foot cone. Affected creatures take 2d6 points of acid damage and are nauseated for 1d3 rounds. A successful DC 13 Reflex save halves the acid damage and prevents the nausea. The save DC is Constitution-based.

Stench (Ex): All living creatures (except other retch hounds) within 30 feet of a retch hound must succeed on a DC 13 Fortitude save or be sickened for 10 rounds. The save DC is Constitution-based. Creatures that successfully save cannot be affected by the same retch hound's stench for 24 hours. A *delay poison* or *neutralize poison* spell removes the effect from the sickened creature. Creatures with immunity to poison are unaffected, and creatures resistant to poison receive their normal bonus on their saving throws.

Trip (Ex): A retch hound that hits with a bite attack can attempt to trip the opponent (+2 check modifier) as a free action without making a touch attack or provoking an attack of opportunity. If the attempt fails, the opponent cannot react to trip the retch hound.

Skills: Because of its multiple eyes, a retch hound has a +4 racial bonus on Spot and Search checks. Retch hounds have a +4 racial bonus on Survival checks when tracking by scent.

River Temptress

Medium Fey (Aquatic)

Hit Dice: 5d6 (17 hp)

Initiative: +4

Speed: 20 ft. (4 squares); swim 90 ft. (18 squares)

Armor Class: 14 (+4 Dex), touch 14, flat-footed 10

Base Attack/Grapple: +2/+2

Attack: Bite +2 melee (1d6)

Full Attack: Bite +2 melee (1d6) and 2 claws -3 melee (1d6)

Space/Reach: 5 ft./5 ft.

Special Attacks: Siren song

Special Qualities: Amphibious, damage reduction 5/cold iron, low-light vision, spell resistance 10, wild empathy

Saves: Fort +1, Ref +8, Will +9

Abilities: Str 10, Dex 19, Con 10, Int 15, Wis 20, Cha 19

Skills: Escape Artist +12, Hide +12, Listen +13, Move Silently +12, Perform (sing) +12, Search +10, Spot +13, Survival +5 (+7 following tracks), Swim +16, Use Rope +4 (+6 bindings)

Feats: Dodge, Mobility

Environment: Temperate aquatic

Organization: Pod (1-15)

Challenge Rating: 3

Treasure: Standard

Alignment: Always chaotic neutral

Advancement: 6-10 HD (Medium)

Level Adjustment: +4

This lithe, beautiful woman slips effortlessly through the water trailing a luminescent stream of ruby light.

Combat

River temptresses lure land-dwellers to their doom with their powerful glamour, filling a target's mind with an aching loneliness that draws him into the water. Victims do not realize they are drowning until too late. Those that somehow break the spell frighten the river temptress, who looks sadly at her victim and flees into the dark waters.

Siren Song (Su): A river temptress can use its siren song to lure a single individual into the water. The victim must succeed on a DC 16 Will save or be drawn into the water, refusing to hold its breath, causing it to begin drowning immediately. This compulsion can only be broken if dispelled,

or if the river temptress wills it to end or is killed. This is a sonic, mind-affecting compulsion effect. The save DC is Charisma-based.

Amphibious (Ex): River temptresses can breathe both air and water, although they rarely travel more than a few feet from the water's edge.

Wild Empathy (Ex): This power works like the druid's wild empathy class feature, except that the river temptress has a +8 racial bonus on the check when using this ability on any river animal, and a -4 penalty on all other animals.

Skills: A river temptress has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

Flora and Fauna

Collector Crab: This small crab is found on many tropical beaches. About the size of the human hand, its natural shell is not very tough, driving the crab to seek out better protection. The collector crab is not very picky and uses any functional container for a new shell, including turtle shells, teacups, or even discarded armor plates, if it can find them. The crab is concerned only with the durability of its new housing. Its right claw is amazingly strong, allowing it to trim most non-metal materials into a suitable carapace. Humanoids that pick up the collector crab are liable to lose a finger if they are not careful.

This crab also collects back-up shells in case it grows out of its current residence. Hidden in a little burrow, which is usually dug out under rocks below the tide line, this crustacean hoards a small collection of suitable artificial shells. The crab uses its spit as an adhesive substance to glue together smaller objects into a larger "shell"; it habitually picks up nearly any small, hard item for use in a possible carapace. The crab's collection often contains coins, attractive shells, and similar items, prompting some beach dwellers to hunt for the lair of the collector crab.

The collector crab can be identified with a Survival or Knowledge (nature) check (DC 10). If followed back to its lair, there is a 25% chance the burrow contains 1d6 cp, 1d4 sp and 1d2 gp, and a 10% chance there is a semi-precious stone worth 10 gp.

Rust Fern

Medium Plant

Hit Dice: 8d8+16 (52 hp)

Initiative: -5

Speed: Swim 10 ft. (2 squares)

Armor Class: 5 (-5 Dex), touch 5, flat-footed 5

Base Attack/Grapple: +6/+1

Attack: Fronds +1 melee (1d6-5 plus 1d6 acid)

Full Attack: Fronds +1 melee (1d6-5 plus 1d6 acid)

Space/Reach: 5 ft./5 ft.

Special Attacks: Acid

Special Qualities: Blindsight 60 ft., immunity to water effects, plant traits

The innocuous duster of fronds stirs upon the water's surface as a hazy reddish substance bubbles up around it, accompanied by a faint hissing sound.

Combat

A rust fern releases a powerful acid that rapidly decomposes wood, leather, and other non-metallic substances. Though it appears to corrode metal over several hours of exposure, it does no real damage to metal items. It floats up to and surrounds its "prey" as much as possible, then releases its digestive secretions. The acid has a reddish tinge and bubbles as it breaks down a potential food source. Lake dwellers have no problem identifying a rust fern once it releases its acid, but they cannot always distinguish it from harmless plants beforehand.

Acid (Ex): A rust fern's acid corrodes any substance it touches, dealing 16 points of damage

Saves: Fort +8, Ref -3, Will +0

Abilities: Str 1, Dex 1, Con 15, Int —, Wis 6, Cha 1

Skills: Swim +3

Feats: —

Environment: Temperate and warm aquatic and marsh

Organization: Colony (solitary) or clutch (2-3)

Challenge Rating: 3

Treasure: None

Alignment: Always neutral

Advancement: 9-16 HD (Medium); 17-24 (Large)

Level Adjustment: —

per round of exposure. This is sufficient to destroy 1 inch of wood in about 10 minutes and a similar volume of leather in about 5 minutes. Any melee hit by a rust fern deals 1d6 points of acid damage.

Immunity to Water Effects (Ex): A rust fern is immune to any spell or effect that utilizes water, such as a *quench* spell.

Blindsight (Ex): A rust fern's superior nervous system senses prey, detecting vibrations in and on the water and recognizing changes in light patterns up to 60 feet distant.

Skills: A rust fern has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

Sebrefin

Medium Animal (Aquatic)

Hit Dice: 4d8+12 (30 hp)

Initiative: +2

Speed: Swim 30 ft. (6 squares)

Armor Class: 23 (+3 Dex, +10 natural), touch 13, flat-footed 20

Base Attack/Grapple: +3/+3

Attack: Fins +6 melee (1d10)

Full Attack: Fins +6 melee (1d10)

Space/Reach: 5 ft./5 ft.

Special Attack: Thrash, threads

Special Qualities: Bladed defense, low-light vision

Saves: Fort +7, Ref +7, Will +1

Abilities: Str 10, Dex 16, Con 16, Int 1, Wis 10, Cha 14

Skills: Listen +5, Spot +6, Swim +8

Feats: Alertness, Weapon Finesse

Environment: Any aquatic

Organization: Solitary

Challenge Rating: 3

Alignment: Always neutral

Treasure: None

Advancement: 5-8 HD (Medium), 9-12 HD (Large)

Level Adjustment: —

This silvery fish is roughly five feet long. Its purple-striped fins are multi-pointed, and appear to be very sharp. Thin, almost-transparent threads whip about it continuously.

Combat

Sebrefins are saltwater fish with amazing defenses. They use their agility in the water to great advantage. A sebrefin can whip its threads and fins, creating a whirl of cuts and slices in its immediate vicinity.

Thrash (Ex): As a full attack action, a sebrefin can thrash its body about, endangering all creatures in its immediate area with its slashing fins. The sebrefin makes one melee attack at its full base attack bonus against each opponent within reach, dealing 1d10 points of damage with a successful hit.

Serpentine

Large Animal (Aquatic)

Hit Dice: 4d8+16 (34 hp)

Initiative: +5

Speed: Swim 50 ft. (10 squares)

Armor Class: 18 (-1 size, +5 Dex, +4 natural), touch 14, flat-footed 13

Base Attack/Grapple: +3/+11

Attack: Bite +6 melee (1d6+6) or jet +7 ranged touch

Full Attack: Bite +6 melee (1d6+6) or jet +7 ranged touch

Space/Reach: 10 ft./5 ft.

Special Attacks: Jet

The serpentine is a long, muscular eel that preys off of creatures crossing rivers and streams and wading through shallows. A serpentine is typically about 15 feet long, with brightly colored scales, exotic fins, and a slightly draconic face. A serpentine is best known for its ability to spit a powerful jet of water at its opponents, knocking them over and toppling them off of bridges and logs.

Combat

The serpentine lurks near bridges or fords, waiting for creatures to cross. It is easily spotted, although most foes ignore its presence, as it appears unable to get at them. The serpentine initiates combat by spitting a jet of water at its prey, typically knocking them into the water. Unless the serpentine is recognized for what it is ahead of time, this attack takes place during the surprise round. Once a victim enters the water, the serpentine swims up and attacks with its bite. If it fails to knock anyone into the water, the serpentine flees to avoid ranged

Threads (Ex): A sebrefin continually whips its razor-sharp threads about. Any creature within 20 feet of a sebrefin takes 1d12 points of slashing damage from the threads (Reflex DC 15 halves the damage). The save DC is Dexterity-based.

Bladed Defense (Ex): Any creature striking a sebrefin with handheld weapons or natural weapons takes 1d10 points of piercing and slashing damage from the sebrefin's razor-sharp fins. Note that weapons with exceptional reach, such as longspears, do not endanger their users in this way.

Skills: A sebrefin has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

Special Qualities: Low-light vision

Saves: Fort +8, Ref +11, Will +2

Abilities: Str 18, Dex 21, Con 18, Int 2, Wis 13, Cha 4

Skills: Hide +4, Spot +5, Swim +12

Feats: Lightning Reflexes, Run

Environment: Any aquatic

Organization: Solitary or school (3-12)

Challenge Rating: 3

Treasure: None

Alignment: Always neutral

Advancement: 5-8 HD (Large); 9-12 HD (Huge)

Level Adjustment: —

attacks. Though it frequently raises its head out of the water, the serpentine is still a fish, and if pulled onto dry land is subject to drowning.

Jet (Ex): If at the surface of a pool or lake, a serpentine can spit a strong and steady jet of water. For range, treat the jet as a thrown weapon with a range increment of 20 feet. If the serpentine hits its target with a ranged touch attack, consider the attack a bull rush with a +10 bonus on the Strength check (+4 Strength, +4 size, and a +2 bonus for charging, which it always gets). The stream always pushes the target back the full distance allowed, and it has no speed limit. Creatures pushed past the edge of a bridge or ledge fall off, although railings higher than half a creature's height prevent this.

Skills: A serpentine has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

Sloth Viper

Large Magical Beast

Hit Dice: 5d10 (27 hp)

Initiative: +8

Speed: 30 ft. (6 squares), climb 30 ft., swim 30 ft.

Armor Class: 17 (-1 size, +4 Dex, +4 natural), touch 13, flat-footed 13

Base Attack/Grapple: +5/+10

Attack: Bite +8 melee (1d4+1 plus poison)

Full Attack: Bite +8 melee (1d4+1 plus poison)

Space/Reach: 10 ft./5 ft.

Special Attacks: Poison

Special Qualities: Darkvision 60 ft., low-light vision, quickness

Saves: Fort +4, Ref +8, Will +2

Abilities: Str 12, Dex 19, Con 11, Int 2, Wis 12, Cha 2

Skills: Balance +12, Climb +12, Hide +4, Listen +7, Spot +7, Swim +9

Feats: Alertness, Improved Initiative^B, Weapon Finesse

Terrain: Temperate and warm forests and marshes

Organization: Solitary or pair

Challenge Rating: 3

Treasure: None

Alignment: Always neutral

Advancement: 6-10 HD (Large); 11-15 HD (Huge)

Level Adjustment: —

This emerald-colored snake has bands of gold and black ringing its body. Its tail is black-tipped and its eyes are amber.

The sloth viper is a lightning-quick predator most often found in dense, thick jungles or overgrown swamplands. They subsist on a diet of small animals, preferring birds, lizards, and small mammals to others. They are fearless however, and do not hesitate to attack much larger prey such as cheetahs, leopards, and even lions. Once the sloth viper has fed, it often recoils high above the ground, under the thicket and blanket of leaves, branches, and limbs where it sleeps for the next 1d6 days.

The sloth viper is a solitary predator; rarely is more than one encountered. If such an encounter takes place, they are often a mated pair, with a nest of eggs nearby. A sloth viper's lair is a dense thicket of natural underbrush and trees. A typical nest contains 1d4 emerald colored eggs.

The typical adult sloth viper is 20 feet long, though they can grow to a length of 40 or more feet.

Sloth vipers are hunted by some humanoids for their scales and poison (which is rumored to be valued by spellcasters for its properties).

Combat

Sloth vipers are ambush hunters and wait patiently among the limbs and branches of trees for potential prey to pass underneath it. When unsuspecting prey is in range, the viper either drops on it from above, or snaps down quickly with its vicious bite, recoiling back into the trees afterwards.

Poison (Ex): Injury, Fort DC 14 negates, initial damage slows victim for 1 minute (as the slow spell, caster level 7th), no secondary damage. The save DC is Constitution-based and includes a +2 racial bonus.

Quickness (Ex): A sloth viper is inherently quick and can take an extra standard action or move action during its turn each round.

Skills: Sloth vipers have a +4 racial bonus on Hide, Listen, and Spot checks and a +8 racial bonus on Balance and Climb checks. A sloth viper uses either its Strength modifier or Dexterity modifier for Climb checks, whichever is higher.

A sloth viper can always choose to take 10 on a Climb check, even if rushed or threatened.

A sloth viper has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

Soultrapper

Diminutive Plant

Hit Dice: 2d8 (9 hp)

Initiative: -5

Speed: 0 ft.

Armor Class: 9 (+4 size, -5 Dex), touch 9, flat-footed 9

Base Attack/Grapple: +1/—

Attack: —

Full Attack: —

Space/Reach: 1 ft./0 ft.

Special Attacks: Attraction, spell-like abilities, soul steal

Special Qualities: Blindsight 50 ft., plant traits

Soultrappers are rare flowers that steal the souls of unwary beings, transforming them into seed-bearers in order to reproduce.

Bearing a faint resemblance to sunflowers, with black centers and large orange petals, a soultrapper blossom blooms at the center of a spread of finger-thin vines. The vines rise from the ground, clinging to any surfaces present and anchoring the blossom to a rock or tree trunk. Soultrappers prefer humid and moist areas, but are able to adapt to virtually any environment by using their magical abilities to alter their surroundings.

Soultrappers power their magic with their petals, each one holding the captured soul of a being who touched the soultrapper. Not normally violent, soultrappers allow most animals and uninterested creatures to pass by without confrontation. Only if a soultrapper is running low on petals, or if it perceives a creature to be a potentially useful seed-bearer (based on the creature's apparent strength and endurance) does it try to lure in prey.

Despite their dangerous nature, soultrappers are occasionally found at the center of farming communities, due to their beneficial effect on the environment. This risky tactic occasionally leads to worship of the flower, where individuals are offered as sacrifices to the plant. Some druids revile soultrappers, but others believe soultrappers epitomize the cycle of life. These druids, when they find themselves too old or ill to carry on, often give themselves to soultrappers, offering their bodies and souls to nature.

Combat

Soultrappers target violent creatures with their attraction ability first, and immediately shift to using their spell-like abilities if the attraction fails. A typical soultrapper strategy against attraction-resistant creatures is to keep them from approaching

Saves: Fort +3, Ref —, Will +2

Abilities: Str —, Dex —, Con 10, Int 1, Wis 14, Cha 16

Skills: Survival +7

Feats: Ability Focus (attraction)

Environment: Temperate and warm land

Organization: Solitary

Challenge Rating: 3

Treasure: None

Alignment: Always neutral

Advancement: 3-4 HD (Diminutive); 5-6 HD (Tiny)

Level Adjustment: —

with abilities such as *entangle* and *soften earth and stone*, then use *insect plague* to create a living barrier. A soultrapper that feels threatened, but that is not in immediate danger, will use *control weather* to summon a storm, to enhance *call lightning* later on.

Some soultrappers grow behind tree branches or between rocks, giving them concealment or a cover bonus to AC. At the start of any encounter, a given soultrapper is likely to have 1d4+1 petals.

Attraction (Su): A soultrapper can attract intelligent creatures within 30 feet as if using a *sympathy* spell (Will DC 16 negates). A soultrapper is limited to attracting one type of creature at a time (as with *sympathy*), but can change the type of creature as a move action. A soultrapper can turn its attraction ability on or off as a free action. The save DC is Charisma-based.

Soul Steal (Su): A soultrapper may steal the soul of any living creature with Intelligence and Charisma scores of 3 or higher, five times per day. The soultrapper's flowering blossom functions as if it were the trigger object for a *trap the soul* spell, and any creature touching it may have its soul drawn into the flower (Will DC 14 negates). The flower grows another petal as a free action, and the victim's soul is placed in the new petal. The save DC is Charisma-based.

A soul trapped in a petal allows the soultrapper to fuel its spell-like abilities. Each such petal can be used 5 times. The soultrapper always uses up the oldest petals before moving on to newer ones. When a petal has been used up, it wilts and falls off, crumbling into dust. The soul that was trapped inside is permanently dead, and cannot be restored by anything less than *true resurrection*. If a petal is removed from the soultrapper or if the soultrapper dies, the petal will crumble into dust in the same manner after 1d4 weeks.

The victim's Intelligence and Charisma scores

are lowered to 1, and the creature becomes a seed-bearer under control of the soultrapper.

A tiny seed immediately forms midway down the creature's throat, but its body remains otherwise unchanged. The seed-bearer begins to march aimlessly and endlessly until it can go no further, continuing without food or rest. A seed-bearer does not speak nor use any spells or special abilities, and does not fight. If grappled, the seed bearer will attempt to escape. When the seed-bearer collapses from exhaustion or reaches an impassable barrier, it spits out the soultrapper's seed (which, if it takes to the soil, grows into an immature soultrapper within six to eight months). A seed-bearer, having spit out the seed it carried, will take no further actions.

A victim will eventually die of thirst, starvation, or some other cause without aid from others. Placing the petal containing a victim's soul under its tongue will immediately kill the seed inside its body (if it is still there), and restores the creature's soul to normal. Using a petal containing the wrong soul has no effect. A faint image of the creature whose soul is trapped inside a petal can be revealed with detect magic. Soul steal is a necromantic effect.

Spell-Like Abilities: A soultrapper must have at least one usage available in one of petals to use the following spell-like abilities. So long as any petals remain on the plant, it may use any of the following spell-like abilities at will: *call lightning* (DC 16), *control weather*, *entangle* (DC 14), *insect plague*, *obscuring mist*, *plant growth*, *soften earth and stone*. Caster level 10th. The save DCs are Charisma-based.

Spearfisher

Large Vermin

Hit Dice: 5d8+10 (32 hp)

Initiative: +7

Speed: 20 ft. (4 squares), climb 10 ft.

Armor Class: 16 (-1 size, +3 Dex, +4 natural), touch 12, flat-footed 13

Base Attack/Grapple: + 3/+11

Attack: Claw +6 melee (1d8+4)

Full Attack: 4 claws +6 melee (1d8+4)

Space/Reach: 10 ft./15 ft.

Special Attacks: Impale, improved grab, rend (3d6+6)

Special Qualities: Darkvision 60 ft., vermin traits

This large creature is insectile, with eight segmented legs, vestigial wings, and a long proboscis. Four of its harpoonlike legs hold it to a sargassum island, while the other four dip beneath the water's surface.

Blindsight (Ex): Soultrappers can ascertain through scent and vibration all creatures within 50 feet as a sighted creature would. Beyond that range, they are considered blinded. Soultrappers are invulnerable to gaze attacks, visual effects of spells such as illusions, and other attack forms that rely on sight.

Physiological Uses

Soultrappers are valuable for use in a variety of dark magics, and can fetch up to 2,000 gp for these purposes—if a buyer can be found, and if the plant is in good condition. More common is soultrappers' use in poisons and for spell augmentation. For purposes of determining creation time and raw materials cost, a dose of ungol dust created with soultrapper sap costs only 100 gp. Ungol dust created in this manner has a Craft (alchemy) DC of 20. A soultrapper petal can be used to maximize (as the metamagic feat) any necromancy spell when used as a material component. (The petal is consumed in the casting.)

Adventure Ideas

The PCs are approached by an ancient druid looking for an escort through a dangerous jungle, but who says only that he's seeking a rare plant. His real goal is to reach a soultrapper, and offer himself to it, but the PCs may have different ideas when they learn what he wants.

A visionary wishes to transform a desert into a lush paradise by planting soultrappers to bring rain and growth. The PCs must stop him, and try to return the souls of the wandering seed-bearers who have not yet planted their burdens.

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

Abilities: Str 18, Dex 16, Con 15, Int -, Wis 10, Cha 4

Skills: Climb +12, Jump -2, Listen +2, Spot +2

Feats: Alertness^B, Improved Initiative^B

Environment: Any aquatic

Organization: Solitary

Challenge Rating: 3

Alignment: Always neutral

Treasure: None

Advancement: 6-10 HD (Large)

Level Adjustment: —

Spearfishers are large arthropods who hunt underwater, even though they cannot breathe underwater. Spearfishers are eight-legged like arachnids, but their vestigial wings belie an insect heritage. They either use their long, segmented

limbs to hang onto sargassum islands, or they spread their gossamer wings into a clover pattern and float on the water. When they do hang from vegetation, spearfishers keep a secure hold using at least four of their legs, because they cannot swim and are capable of drowning in a few feet of water. Regardless of their method for staying close to the water's surface, spearfishers employ proboscises that poke out of the water and supply required air.

A spearfisher is 8 feet long. It does not speak, nor does it understand any languages.

Combat

Spearfishers are largely ambush predators. They float on the surface, wait for prey, and spear them with their harpoon-like limbs.

Impale (Ex): If a spearfisher hits with its claw attack and succeeds on a grapple check (see improved grab), further attacks from the other claws

Sunset Ooze

Large Ooze

Hit Dice: 4d10+24 (46 hp)

Initiative: -5

Speed: 20 ft. (4 squares)

Armor Class: 4 (-1 size, -5 Dex), touch 4, flat-footed 4

Base Attack/Grapple: +3/+6

Attack: Slam +1 melee (1d6-1 plus 1d4 acid plus paralysis)

Full Attack: Slam +1 melee (1d6-1 plus 1d4 acid plus paralysis)

Space/Reach: 10 ft./10 ft.

Special Attacks: Acid, dazzle, paralysis

Special Qualities: Blindsight 35 ft., ooze traits

The translucent ooze slithers forward, its reddish-brown form difficult to see in the shadows.

Combat

The sunset ooze's preparations for a night's hunt start at sunset. The sunset finds a small tree or stump that's surrounded by low ground cover such as ferns or tall grass, and slithers up it to a height of about four feet. At this point, it exudes a lemon-sized globule of slime that rapidly hardens and glows enticingly. Young oozes proceed to use their sticky, whip-like pseudo-pods to snag insects that are attracted to this light (this adhesive is strong enough to hold only Diminutive or smaller creatures). Larger specimens learn to wait for more satisfying prey.

Acid (Ex): A sunset ooze secretes a digestive acid that dissolves only flesh. Any melee hit deals acid damage in addition to slam damage. Any melee attacker who successfully hits the ooze from within

receive a +2 circumstance bonus on attack rolls. If a spearfisher impales a target with four of its claws, it can rend.

The opponent can escape impalement with a single successful grapple check or Escape Artist check, but the spearfisher gets a +2 circumstance bonus for every claw that impaled the opponent at the beginning of the opponent's turn.

Improved Grab (Ex): To use this ability, a spearfisher must hit with its claw attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and impales its target.

Rend (Ex): If a spearfisher impales a target with four of its claws, it automatically dealing an extra 3d6+6 damage each round.

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

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

Abilities: Str 8, Dex 1, Con 22, Int —, Wis 1, Cha 1

Skills: —

Feats: —

Environment: Temperate marsh and underground

Organization: Solitary

Challenge Rating: 3

Treasure: None

Alignment: Always neutral

Advancement: 5-8 HD (Large); 9-12 HD (Huge)

Level Adjustment: —

five feet of it takes 1d4 points of acid damage from acidic spray.

Dazzle (Ex): If a sunset ooze's attacks are resisted aggressively, its form roils and glows from within. Once a sunset ooze loses half its hit points, any subsequent damage dealt to it causes it to flash brightly each time it is hit. Each such flash deals 2 points of damage to the ooze but all creatures within 15 feet must succeed on a DC 18 Reflex save or be dazzled for 2d6 rounds. The save DC is Constitution-based.

Paralysis (Ex): A target struck by one of a sunset ooze's pseudopods is smeared with the paralyzing slime that coats it. The target must succeed on a DC 18 Fortitude save or be paralyzed for 2d6 rounds. The save DC is Constitution-based.

Blindsight (Ex): A sunset ooze can sense creatures within 35 feet by means of minute changes in temperature and air pressure.

Swamp Troll

Large Giant (Aquatic)

Hit Dice: 3d8+15 (28 hp)

Initiative: +2

Speed: 30 ft. (6 squares)

Armor Class: 16 (-1 size, +2 Dex, +5 natural), touch 11, flat-footed 14

Base Attack/Grapple: +2/+10

Attack: Claw +5 melee (1d6+4)

Full Attack: 2 claws +5 melee (1d6+4) and bite +0 melee (1d6+4)

Face/Reach: 10 ft./10 ft.

Special Attacks: —

Special Qualities: Amphibious, darkvision 60 ft., low-light vision, scent, water dependant

Saves: Fort +8, Ref +3, Will +0

Abilities: Str 18, Dex 14, Con 20, Int 6, Wis 9, Cha 4

Skills: Hide +3*, Listen +3, Move Silently +6, Spot +3

Feat: Alertness, Track

Environment: Any marsh

Organization: Solitary or gang (2-4)

Challenge Rating: 3

Treasure: Standard

Alignment: Always chaotic evil

Advancement: By character class

Level Adjustment: +2

Swamp trolls are large, stocky, dark gray or brown hunched humanoids. Their flesh is slick and slimy like moss. Swamp trolls make their lairs deep in swamp-land and marshes away from more settled areas, but not far enough away where they cannot hunt humans if game and other food runs scarce in the swamps.

Swamp trolls are 7-foot tall with long, thick arms and legs (both of which end in razor-sharp talons). A swamp troll's body is covered with moss and seaweed, and its hair is dark green or brown. Large, upward curving fangs jut from its jaws.

Combat

Swamp trolls are aggressive predators that attack living creatures on sight (especially when a swamp troll is hungry). When hunting, a swamp

troll moves quietly along, easing closer to its prey and then finally striking with its claws and bite when within range. Swamp trolls rarely fight to the death unless threatened or hungry.

Amphibious (Ex): Swamp trolls can breathe both air and water, although they rarely leave their swampy home.

Water Dependant (Ex): Swamp trolls must keep their bodies covered in a thick coating of mud and swamp water. Swamp trolls can survive out of the water away from their murky home for 1 hour per 2 points of Constitution. After that time, they begin to drown.

Skills: A swamp troll has a +4 racial bonus on Hide and Move Silently checks. *A swamp troll has a +8 racial bonus on Hide checks when in swampy or forested areas.

Flora and Fauna

Barrier Islands: Long narrow sandbars built up in shallow offshore waters. They run parallel to the coast and are anywhere from a few hundred yards to several miles in the sea. They are the result of debris collected where large waves begin to break in shallow waters of continental shelves. Barrier islands prevent new seawater from penetrating the waters between the shores, creating a lagoon between the mainland and the barrier island. Over time, mudflats form from deposited silt, turning the lagoon into marshy waters.

Lagoons: A body of quiet salt or brackish water. They usually form in areas between mainland and a barrier island or a barrier reef. In the case of barrier islands, lagoons become choked with sediment and/or silt deposits that become marshes, mudflats, or meadow. In the case of volcanic barrier reefs, the lagoon will eventually become atolls as volcanoes die and erode away.

Well Haunt

Medium Undead (Incorporeal)

Hit Dice: 5d12 (32 hp)

Initiative: +8

Speed: Swim 40 ft. (8 squares)

Armor Class: 15 (+4 Dex, +1 deflection), touch 15, flat-footed 11

Base Attack/Grapple: +2/+9

Attack: Touch +6 melee (drown)

Full Attack: Touch +6 melee (drown)

Space/Reach: 5 ft./5 ft.

Special Attacks: Drown

Special Qualities: Darkvision 60 ft., incorporeal traits, undead traits, water form

Saves: Fort +1, Ref +5, Will +3

Abilities: Str 16, Dex 19, Con —, Int 9, Wis 9, Cha 12

Skills: Escape Artist +12, Hide +12, Listen +8, Spot +6, Swim +15, Use Rope +4 (+6 bindings)

Feats: Alertness, Improved Grapple^B, Improved Initiative

Environment: Any land

Organization: Solitary

Challenge Rating: 3

Treasure: Triple standard

Alignment: Always neutral evil

Advancement: 6-10 HD (Medium); 11-15 HD (Large)

Level Adjustment: —

The water of the well swells up into a vaguely humanoid form that reaches out with translucent arms.

Combat

Well haunts seek to drown others, or else they hated the settlement enough in life to haunt its water supply in death. The well haunt waits in the well until someone comes by to draw water. Then the well haunt manifests itself, rising up in a flood, as a knot of watery tentacles or as a vaguely human shape suggested by the form of the water. Regardless, the well haunt envelops the victim and drags him down into the well. The well haunt bangs its victim around, knocking the air out of him and making him easier to drown.

Drown (Ex): A well haunt using its water form can make a grapple check to draw the victim into its fluid form and pull the victim into its well. There, it will hold the victim submerged and enveloped into its water form until the victim drowns. The victim is at risk of drowning (see page 33). A victim that succeeds on a DC 16 Reflex save when enveloped had time to hold its breath and doesn't begin to drown immediately. The save DC is Dexterity-based.

A trapped victim can attack the well haunt

or make additional grapple checks to escape its grasp. The character cannot cast spells with a verbal component or use any other item or ability that requires speech. If other characters use edged weapons to attack the well haunt while it is holding a victim, those attacks have a 25% chance of hitting the trapped character. The well haunt takes no damage from any such attacks, if they deal damage to the victim.

Water Form (Su): A well haunt can gather water around itself to assume a physical form as a free action, which it then uses to envelop a victim. In this form, the well haunt remains incorporeal with regard to resisting damage and magic, but it can act physically upon things in the material world. Its natural attacks are treated as ghost touch weapons, and it gains damage reduction 5/bludgeoning and magic.

Skills: A well haunt has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

Whipstriker

Large Animal

Hit Dice: 6d8+6 (33 hp)

Initiative: +5

Speed: 20 ft. (4 squares), swim 60 ft. (12 squares)

Armor Class: 13 (-1 size, +1 Dex, +3 natural), touch 10, flat-footed 12

Base Attack/Grapple: +4/+11

Attack: Bite +6 melee (1d8+3)

Full Attack: Bite +6 melee (1d8+3) and 2 claws +4 melee (1d6+1) or tail slap +4 melee (2d6+3)

Space/Reach: 10 ft/5 ft. (10 ft. with tail)

Special Attacks: Improved grab, trip

Special Qualities: Low-light vision

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

Abilities: Str 16, Dex 13, Con 13, Int 2, Wis 9, Cha 5

Skills: Climb +7, Hide +0*, Jump +11, Listen +2, Move Silently +5, Spot +2, Swim +11

Feats: Alertness, Improved Initiative, Multiattack

Environment: Temperate and warm aquatic and underground

Organization: Solitary

Challenge Rating: 3

Alignment: Always neutral

Advancement: 7-12 HD (Large); 13-18 HD (Huge)

Level Adjustment: —

The powerfully built reptile is almost 12 feet long, although roughly half of that is its strong, whiplike tail. Its blunt snout is lined with rows of razor-sharp teeth that curve backward, and its reddish-black hide has a rough, pebbly texture.

Combat

The whipstriker remains deathly still until the moment of attack, nearly always catching its prey by surprise. A whipstriker dragged out onto dry land is still a formidable opponent, using its whiplike tail to knock its victims off their feet.

If a whipstriker gets a hold, it grabs the opponent with its mouth and drags it into deep water, attempting to pin its prey to the bottom.

Improved Grab (Ex): To use this ability, a whipstriker must hit with its bite attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it

wins the grapple check, it establishes a hold and deals automatic bite damage each round the hold is maintained.

Trip (Ex): A whipstriker that hits with its tail slap attack can attempt to trip the opponent (+7 check modifier) as a free action without making a touch attack or provoking an attack of opportunity. If the attempt fails, the opponent cannot react to trip the whipstriker.

Skills: A whipstriker has a +4 racial bonus on Climb and Jump checks.

A whipstriker has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

* A whipstriker has a +10 racial bonus on Hide checks when submerged.

Flora and Fauna

Greater bladderwort: An aquatic plant found in swampy conditions. Camouflaged in its environment, this nine-foot long rootless plant feeds on insects, crustaceans, and larvae. It catches and digests its prey in translucent sacs that grow along the stalks of the plant. The sacs (5 mm across) have trapdoors and valves that maintain lower pressure inside the sacs. When prey triggers the trap, touching antennae around the trap door, the valve relaxes and sucks the creature in the sac. The trap door shuts, and the digestive juices start pumping.

Ahlinni (Cackle Bird)

Medium Magical Beast

Hit Dice: 4d10+8 (30 hp)

Initiative: +1

Speed: 40 ft. (6 squares), climb 20 ft. (4 squares)

Armor Class: 17 (+1 Dex, +6 natural), touch 11, flat-footed 16

Base Attack/Grapple: +4/+6

Attack: Bite +7 melee (1d8+2)

Full Attack: Bite +7 melee (1d8+2) and 2 claws +1 melee (1d4+1)

Space/Reach: 5 ft./5 ft.

Special Attacks: Breath weapon, impale 2d8+4

Special Qualities: Birdsong, darkvision 60 ft., fast healing 2, resistance to sonic 10, low-light vision

Saves: Fort +6, Ref +5, Will +1

Abilities: Str 15, Dex 13, Con 14, Int 6, Wis 10, Cha 10

Skills: Climb +10, Hide +3*, Jump +8,

Listen +2, Move Silently +4, Spot +2

Feats: Alertness, Weapon Focus (bite)

Environment: Temperate or cold forests and marshes

Organization: Solitary, pair, or flock (4-7)

Challenge Rating: 4

Treasure: No coins; standard goods (gems only); no items

Alignment: Usually chaotic neutral

Advancement: 5-8 HD (Medium); 9-12 HD (Large)

Level Adjustment: —

This creature has a long, straight beak — fully half the length of its body — that tapers to a fine point. Wicked claws sprout from its wings. Its eyes are whitish-pink and its feathers are a mixture of blues, reds, yellows, and greens.

The ahlinni, or cackle bird, is a flightless bird that dwells in the treetops of thick forests or canopies of marsh trees. It is covered in greenish feathers of varying hues, and when it lies motionless in its leafy surroundings it is nearly invisible.

Cackle birds live in small flocks, and their laughter-like calls can be heard for great distances through the woods they call home. They have an affinity for small sparkly objects, and often line their nests with bits of colored glass or gemstones in order to attract a mate.

Combat

An ahlinni attacks first with its breath weapon and, being cowardly, usually flees the encounter if possible. When on the offensive, an ahlinni leaps from its treetop and attempts to impale its opponent on its beak.

Breath Weapon (Su): Once every three rounds as a standard action, an ahlinni can expel a pinkish gas in a 20-foot cone. Affected creatures must succeed on a DC 14 Fortitude save or fall prone, laughing manically as if affected by a *hideous laughter* spell (caster level 4th). The effects last 1d3 rounds. The save DC is Constitution-based.

Impale (Ex): When an ahlinni charges a foe, it deals 2d8+4 points of damage on a successful strike with its bite attack instead of its typical damage of 1d8+2.

Birdsong (Su): An ahlinni can freely communicate with any bird or bird-like creature (such as rocs, giant eagles, and giant owls), perfectly mimicking any bird song or vocalization. Communication with non-intelligent bird creatures is on an empathic level, and can only take place if the bird is within 100 feet. In this case, this ability functions as a *speak with animals* spell (caster level 4th). This ability is always active, but can be negated. The ahlinni can restart it as a free action on its next turn.

Skills: An ahlinni has a +8 racial bonus on Climb checks, and can always take 10 on a Climb check, even if rushed or threatened. *An ahlinni has a +10 racial bonus on Hide checks when in treetops.

Awabi

Large Monstrous Humanoid (Aquatic)

Hit Dice: 4d8+28 (46 hp)

Initiative: -2

Speed: 20 ft. (4 squares), swim 40 ft. (8 squares)

Armor Class: 21 (-1 size, -2 Dex, +14 natural), touch 7, flat-footed 21

Base Attack/Grapple: +4/+9

Attack: Trident +4 melee (2d6+1) or claw +4 melee (1d6+1)

Full Attack: Trident +4 melee (2d6+1); or 2 claws +4 melee (1d6+1) and bite -1 melee (1d6)

Space/Reach: 10 ft./10 ft.

Special Attacks: Icy stare

Special Qualities: Darkvision 60 ft., immunity to air and water effects, immunity to cold, ride waves

Saves: Fort +8, Ref +2, Will +3

Abilities: Str 13, Dex 7, Con 25, Int 13, Wis 9, Cha 11

Skills: Hide +7, Listen +6, Spot +6, Swim +9

Feats: Combat Expertise, Improved Disarm

Environment: Any aquatic

Organization: Solitary

Challenge Rating: 4

Treasure: Standard (half in pearls and corals)

Alignment: Usually neutral evil

Advancement: 5-8 HD (Large), 9-12 HD (Huge)

Level Adjustment: +3

Awabi are blue-haired, white-skinned creatures who live in the water near coastal regions. They glimmer in the sunlight due to the opalescence of their hardened skin. Due their affiliation to the sea, awabi often wear blue or hold a blue banner when they ride the waves. Awabi are avid connoisseurs of aquatic treasures, rumored to grow oversized pearls and exotic corals and to collect treasures from their victim.

Combat

An awabi is a powerful combatant at sea, spending most of its time underwater, venturing to the surface primarily during storms. An awabi is reluctant to fight on land, but it will gladly board small ships to attack and eat their crews.

Icy Stare (Sp): As a standard action, an awabi can turn water to ice with a glare. This affects a 5-foot diameter area of water. If a creature is submerged in water, it must succeed on a DC 12 Reflex save or become entombed in ice, and be at risk of suffocation (see Suffocation rules on page 32) The save DC is Charisma-based.

A trapped creature can attempt to break free with a Strength check (DC 23). Anyone outside the

ice can break it open by inflicting an accumulated total of 50 points of damage with a weapon. Piercing weapons used to free a trapped creature inflict only half their normal damage (round fractions down). Once the damage total reached 50 points, the trapped creature is free.

Immunity to Air and Water Effects (Su):

An awabi is immune to any spell or effect that utilizes air or water.

Ride Waves (Ex): An awabi can literally walk on water, as though with a *water walk* spell, at any time (though it swims faster than it walks). It can even ride waves during great storms, standing on the foaming waters and letting the waves carry it forward. While riding waves, an awabi has a movement rate of 40 feet.

Skills: An awabi has a +6 racial bonus on Hide checks.

An awabi has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

Boalisk

Huge Magical Beast

Hit Dice: 5d10+5 (32 hp)

Initiative: +3

Speed: 20 ft. (4 squares), climb 20 ft. (4 squares), swim 20 ft. (4 squares)

Armor Class: 15 (-2 size, +3 Dex, +4 natural), touch 11, flat-footed 12

Base Attack/Grapple: +5/+20

Attack: Bite +10 melee (1d8+10)

Full Attack: Bite +10 melee (1d8+10)

Space/Reach: 15 ft./10 ft.

Special Attacks: Constrict 1d8+10, gaze, improved grab

Special Qualities: Darkvision 60 ft., low-light vision, scent

Saves: Fort +5, Ref +7, Will +2

Abilities: Str 25, Dex 17, Con 13, Int 1, Wis 12, Cha 8

Skills: Balance +12, Climb +15, Hide +8, Listen +7, Move Silently +5, Spot +7, Swim +15

Feats: Alertness, Stealthy

Environment: Any marsh and aquatic

Organization: Solitary

Challenge Rating: 4

Treasure: None

Alignment: Always neutral

Advancement: 6-10 HD (Huge); 11-15 HD (Gargantuan)

Level Adjustment: —

Lurking in misty jungles and along dark riverbanks, the boalisk is a vile serpent that can cause death and pestilence with but a gaze. A boalisk is a constrictor snake 20 to 30 feet long with dark scales interspersed with pale green and yellow daubs of color to help it blend in with its surroundings on the forest floor. The eyes of a boalisk are large and reddish in color.

Combat

A boalisk hunts by grabbing prey with its mouth and then squeezing with its powerful body. More powerful opponents (or if the boalisk has recently eaten) will be attacked with the boalisk's gaze attack.

Constrict (Ex): A boalisk deals 1d8+10 points of damage with a successful grapple check.

Gaze (Su): Inflicts mummy rot (see "Disease" in the DMG, Chapter 3), 30 feet, Fortitude DC 17

negates. The save DC is Charisma-based and includes a +6 racial bonus.

Improved Grab (Ex): To use this ability, a boalisk must hit an opponent of up to Medium size with its bite attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and can constrict.

Skills: A boalisk has a +4 racial bonus on Hide, Listen, and Spot checks and a +8 racial bonus on Balance and Climb checks.

A boalisk can always choose to take 10 on Climb checks, even if rushed or threatened.

A boalisk has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

Flora and Fauna

Estuaries: When a river flows slowly into the sea, tides sometimes push salty water upstream. Estuaries are coastlines with water flowing in both directions and are home to a mixture of both salt and fresh water tolerant creatures. Like any wetland, they are rich in life, and they vary in size from a small stream to huge areas of salt- flooded marsh.

Mud flats: Areas where mud collects that appear as a solid sheet of mud. They are generally found in coastal locations, especially in estuaries. Though they appear solid, the ground underneath is soft mud. The illusive swamps can consume those who step in, sucking them in like quicksand.

Crystal Ooze

Medium Ooze (Aquatic)

Hit Dice: 4d10+12 (34 hp)

Initiative: -5

Speed: 5 ft. (1 square), swim 10 ft. (2 squares)

Armor Class: 5 (-5 Dex), touch 5, flat-footed 5

Base Attack/Grapple: +3/+4

Attack: Slam +4 melee (2d4+1 plus 1d6 acid)

Full Attack: Slam +4 melee (2d4+1 plus 1d6 acid)

Space/Reach: 5 ft./5 ft.

Special Attacks: Acid, constrict 2d4+1 plus 1d6 acid, improved grab, paralysis

Special Qualities: Blindsight 60 ft.,

immunity to acid, cold, and fire, ooze traits, transparent, waterbound

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

Abilities: Str 12, Dex 1, Con 17, Int —, Wis 1, Cha 1

Skills: Swim +9

Feats: —

Environment: Any aquatic

Organization: Solitary or pair

Challenge Rating: 4

Treasure: None

Alignment: Always neutral

Advancement: 5-8 HD (Medium); 9-12 HD (Large)

Level Adjustment: —

The crystal ooze is an aquatic variety of the gray ooze. It is semitransparent and clear and almost impossible to see in the water. The crystal ooze can grow to a length of up to 8 feet and a thickness of about 6 inches.

Combat

The crystal ooze strikes by slamming into its opponents. Paralyzed victims are devoured.

Acid (Ex): A crystal ooze secretes a digestive acid that dissolves organic material quickly, but does not affect metal or stone. Any melee hit or constrict attack deals acid damage, and the opponent's armor and clothing dissolve and become useless immediately unless they succeed on DC 15 Reflex saves. A wooden weapon that strikes a crystal ooze also dissolves immediately unless it succeeds on a DC 15 Reflex save. The save DCs are Constitution-based.

The ooze's acidic touch deals 15 points of damage per round to wooden objects, but the ooze must remain in contact with the object for 1 full round to deal this damage.

Constrict (Ex): A crystal ooze deals automatic slam and acid damage with a successful grapple check. The opponent's clothing and armor (except metal armor) suffer a -4 penalty to Reflex saves against the acid.

Improved Grab (Ex): To use this ability, a crystal ooze must hit with its slam attack. It can

then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and can constrict.

Paralysis (Ex): A crystal ooze secretes an anesthetizing slime. A target hit by an ooze's slam or constrict attack must succeed on a DC 15 Fortitude save or be paralyzed for 3d6 rounds. The ooze can automatically constrict a paralyzed opponent. The save DC is Constitution-based.

Transparent (Ex): A crystal ooze is hard to identify, even under ideal conditions, and it takes a DC 15 Spot check to notice one. When submerged, a crystal ooze is nearly undetectable and the DC increases to 25. Creatures who fail to notice a crystal ooze and walk or swim into it are automatically hit with a melee attack for slam and acid damage.

Waterbound (Ex): A crystal ooze can survive out of water for 1 hour per 2 points of Constitution it has. After that time, a crystal ooze takes 1 point of damage per round until it dies or reaches a source of water large enough in which to submerge its entire form.

Skills: A crystal ooze has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

Epicurean

Large Magical Beast

Hit Dice: 6d10+12 (45 hp)

Initiative: +2

Speed: 20 ft. (4 squares)

Armor Class: 10 (-1 size, -2 Dex, +3 natural), touch 7, flat-footed 10

Base Attack/Grapple: +6/+13

Attack: Tongue slap +8 melee (1d4+4)

Full Attack: Tongue slap +8 melee (1d4+4)

Space/Reach: 10 ft./5 ft.

Special Attacks: Antipathy/sympathy, constrict 2d4+4, improved grab, spell-like abilities

Special Qualities: Blindsense 30 ft., darkvision 60 ft., low-light vision

Saves: Fort +7, Ref +3, Will +6

Epicureans have 7-foot-long bodies resembling green-skinned leeches. Their two thick legs are barely strong enough to push them across the ground, and their tiny emerald eyes sit above their long mouths. Most remarkable are their tongues—half the length of their bodies, deep purple, and incredibly strong, they are tipped with tiny buds that add to their sensitivity. Epicureans carry an odor of chestnuts with them.

While most races claim that epicureans received their bodies as a punishment for gluttony, the epicureans—who refer to themselves as *na-sashlan*—say that the gods offered their ancestors mastery of a single sense. The *na-sashlan* chose taste, and they have since become exquisite connoisseurs of flavor. In addition, they have mastered the nature of hunger—not only hunger for food, but lusts for power and beauty. This mastery is a part of their being, and despite their grotesque bodies, they can incite passions in living creatures through secret motions and magic.

Epicureans are consummate gluttons, and most spend their lives searching for exotic tastes and lesser sensory experiences. While many are amused by manipulating other creatures, they avoid each other, despising their appearance. Their morals tend to be questionable, but they rarely aid truly evil beings; their greed is for small pleasures, not power or destruction.

In their search for new and intriguing experiences, some epicureans have adapted to humanoid societies. They prefer to live in luxurious homes away from cities, attended to by slaves and servants. Much of the time, an epicurean's servants work in exchange for training. Some hope that the *na-sashlan*'s knowledge of taste will allow them to

Abilities: Str 16, Dex 7, Con 14, Int 17, Wis 19, Cha 20

Skills: Appraise +4, Bluff +12, Diplomacy +18, Disguise +5 (+7 acting), Intimidate +12, Knowledge (any one) +9, Listen +8, Perform (any one) +9, Sense Motive +13, Spot +8

Feats: Deflect Arrows^B, Improved Disarm^B, Improved Initiative, Negotiator, Stunning Fist^B, Weapon Focus (tongue slap)

Environment: Temperate and warm land

Organization: Solitary, household (1 plus 2-7 servants), or protected (1 plus 2-3 harpies)

Challenge Rating: 4

Treasure: Double standard

Alignment: Usually neutral evil

Advancement: 7-12 HD (Large)

Level Adjustment: —

perfect their cooking, but most seek to refine their own abilities to control others' emotions. Some epicureans take harpies as servants, seeing them as lesser kindred spirits. Epicureans speak Common and Draconic.

Combat

Epicureans prefer to have their servants fight for them, and to set traps with sympathetic and antipathetic objects. When cornered, they use crushing despair and suggestion, deflect attacks and disarm opponents with their tongues, then choke those who resist their magic.

Antipathy/Sympathy (Su): By taking 1 day to focus on an object, an epicurean can affect the object with an antipathy or sympathy effect for 2d6 days. The save DC to resist the object's power is 18, and is Charisma-based.

Constrict (Ex): On a successful grapple check, an epicurean deals 2d4+4 points of damage.

Improved Grab (Ex): To use this ability, an epicurean must hit an opponent with its tongue slap attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and can constrict.

Spell-Like Abilities: At will—*calm emotions* (DC 17), *enthrall* (DC 17); 3/day—*crushing despair* (DC 18), *suggestion* (DC 17); 1/day—*glibness*. Caster level 10th. The save DCs are Charisma-based.

Blindsense (Ex): Epicureans can locate creatures within 30 feet by taste alone. Opponents an epicurean can't actually see still have total concealment against the epicurean.

Fen Vapor

Large Aberration

Hit Dice: 5d8 (22 hp)

Initiative: +2

Speed: Fly 30 ft. (perfect) (6 squares)

Armor Class: 11 (-1 size, +2 Dex), touch 11, flat-footed 9

Base Attack/Grapple: +3/+5

Attack: Slam +4 melee (1d6-2)

Full Attack: Slam +4 melee (1d6-2)

Space/Reach: 10 ft./5 ft.

Special Attacks: Poison gas

Special Qualities: Darkvision 60 ft., flammable, gaseous form

Saves: Fort +1, Ref +3, Will +4

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

Skills: Hide +4, Perform (ghastly storytelling) +4, Sense Motive 6, Spot +6

Feats: Flyby Attack, Weapon Finesse

Environment: Any marsh

Organization: Solitary or cloud (2-5)

Challenge Rating: 4

Treasure: Standard

Alignment: Usually chaotic evil

Advancement: 6-10 HD (Large), 11-15 HD (Huge)

Level Adjustment: —

Fen vapors are living clouds of swamp gas. They manifest as ghastly greenish faces floating in the treetops. The fen vapors have little society or culture, other than sharing tales of travelers dying in the swamp, which is a genre of storytelling that they have an endless enthusiasm for. As a species, they are gleefully morbid and cruel.

Fen vapors reproduce by magically infusing a wisp of marsh gas with life. Marsh gas comes from rot, and the strongest fen vapor arise from gas released from the decaying bodies of intelligent creatures. The young gas-monsters feed on the former intellect and memories of the corpse, and often acquire some skills or knowledge before "birth." This can be especially nightmarish for friends of a deceased traveler, as they are taunted by a fen vapor who fed off their fallen comrade's memories.

The one thing the fen vapors fear above all else is fire. The creatures are very flammable, and will burn away to nothing in a few seconds if set alight. Burning fen vapors always charge their killer and try to take as many victims with them as possible.

Some alchemists have succeeded in bottling fen vapors. The creatures can survive for months without sustenance, and bottled fen vapors are sometimes used as living missile weapons. A combined volley of flaming pitch and trapped fen vapors from a siege catapult can inflict terrible damage on even the strongest defenders.

Combat

Fen vapors attack by forming pseudopods from their gaseous bodies and striking. A fen vapor usually only attacks when bored of taunting a victim, or if it suspects it will soon be attacked with fire.

Noxious Gas (Ex): Any living creature struck by a fen vapor's slam attack must succeed on a DC 12 Fortitude save to avoid breathing in the creature's poisonous fumes. If the save is failed, the character is nauseated for 1d4 rounds. The save DC is Constitution-based.

Flammable (Ex): If a fen vapor is dealt any fire damage, it must succeed on a Reflex save (DC 10 + the amount of fire damage) or it is set alight. While the fen vapor is burning, it takes 2d6 damage per round, is enraged (+4 to Strength, +4 to Constitution, -2 to armor class), and anyone struck by it takes 1d6 fire damage. When the burning fen vapor reaches -10 hit points, it explodes. Anyone within 10 feet of an exploding fen vapor takes 3d6 points of fire damage (Reflex DC 12 half). The save DC is Constitution-based.

Gaseous Form (Ex): A fen vapor's insubstantial form grants it immunity to critical hits and flanking. A fen vapor cannot run, but it can fly, and it is subject to winds. It cannot ever wear armor, manipulate solid objects, or enter water or other liquids. It can pass through small holes or narrow openings – even mere cracks. It also can occupy squares occupied by enemies.

Filth Gator

Large Undead

Hit Dice: 6d12 (39 hp)

Initiative: +0

Speed: 20 ft. (4 squares), swim 20 ft. (4 squares)

Armor Class: 18 (-1 size, +9 natural), touch 9, flat-footed 18

Base Attack/Grapple: +3/+12

Attack: Bite +7 melee (2d6+5)

Full Attack: Bite +7 melee (2d6+5) and tail rake +5 melee (1d8+2 plus poison)

Space/Reach: 10 ft./5 ft. (10 ft. with tail)

Special Attacks: Improved grab, poison, stream of filth

Special Qualities: Blindsight 60 ft., burst of speed, tremorsense 120 ft, undead traits

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

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

Skills: Hide +0, Move Silently +4, Swim +13

Feats: Multiattack ^B

Environment: Warm and temperate marsh

Organization: Solitary, pair, or nest (3-16)

Challenge Rating: 4

Treasure: Standard coins; double goods; 50% items

Alignment: Usually neutral evil

Advancement: 7-12 HD (Large); 13-18 HD (Huge)

Level Adjustment: —

This creature might once have been an alligator, but now it is a thoroughly corrupt undead monstrosity. It is long, with sickly yellow flesh covered in worms and maggots. Its tail is spiked with bony protrusions, but its head is the worst — most of its flesh has fallen off, and its empty mouth and eye sockets writhe with parasites.

Combat

Filth gators prefer to charge at prey from hiding places in shallow or stagnant water. They weaken their victim with their poisonous, festering tail barbs, then drag it down under the water and pin it to the bottom. They use their stream of filth against spellcasters or opponents who attack them with ranged weapons. Filth gators flee combat only if clearly outmatched.

Improved Grab (Ex): To use this ability, a filth gator must hit with its bite attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and deals automatic bite damage each round.

Poison (Ex): Injury, Fortitude DC 13, initial and secondary damage 1d3 Str. The save DC is Constitution-based.

Stream of Filth (Su): A filth gator can spew out a 60-foot line of diseased, maggot-infested filth. Any creature in the area affected must succeed on a DC 13 Reflex save or take 2d4 points of damage and be nauseated for 1d4 rounds; creatures that save take no damage but are sickened for 1 round. If a creature takes damage, it must succeed on a DC 13 Fortitude save or take 1d2 points of Charisma damage and be infected with filth fever (incubation period 1d3 days; damage 1d3 Dex and 1d3 Con). The save DCs are Constitution-based.

Burst of Speed (Ex): Three times per day, a filth gator can move at five times its normal speed (100 feet) when it makes a charge.

Skills: A filth gator has a +4 racial bonus on Hide and Move Silently checks.

A filth gator has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

Floating Dead

Medium Undead

Hit Dice. 4d12 (26 hp)

Initiative: +1

Speed; 30 ft. (6 squares), swim 20 ft. (4 squares)

Armor Class: 15 (+1 Dex, +4 natural), touch 11, flat-footed 14

Base Attack/Grapple: +2/+10

Attack: Scimitar +6 melee (1d6+4/18-20) or slam +6 melee (1d4+4 plus drying touch)

Full Attack: Scimitar +6 melee (1d6+4/18-20) or slam +6 melee (1d4+4 plus drying touch)

Space/React: 5 ft/5 ft

Special Attacks: Create spawn, drying touch, lost sense

Special Qualities: Damage reduction

Floating dead are undead born of those who die on the open sea in life boats, or who perish floating adrift while clinging to the hope that help will come. These tortured souls grasp at that final hope past the days of their mortal lives, carrying on in death but no longer looking for rescue. Instead, these abominations now seek to share their suffering with others. They float where the waves take them, seeking victims upon whom they can unleash their undying hatred.

Floating dead are often found in the lifeboats they perished in, looking much like bloated corpses. These undead hunt only for intelligent creatures and pay animals no mind. When a humanoid creature approaches the floating dead, they attack with the intention of subduing and carrying the victim back to their boat. They will take more than one victim with them if their vessel can carry the extra persons.

Floating dead are found in areas where threats such as reefs, pirates, or storms are common. There are few deaths on the high seas worse than being held down by undead until a person dies of dehydration. Those blessed few who survive the ordeal are never quite the same and usually avoid the sea for the rest of their lives.

Combat

Floating dead usually sprawl unmoving until their prey approaches within reach, at which point they leap into action. They attempt to beat a single target into unconsciousness using nonlethal damage and drag it back to their vessel, fighting anyone else who gets in their way. They try to escape in their boat with their new victim. After victims awaken, they are forcibly restrained until they die of dehydration, at which point the victim rises in unlife as a floating dead. Floating dead attack aquatic races with intent to kill instead of seeking to capture.

Create Spawn (Su): Any humanoid slain by

5/slashing, darkvision 60 ft., lifesense 60 ft., undead traits, vulnerability to fresh water

Saves: Fort +1, Ref +2, Will +4

Abilities: Str 18, Dex 12, Con -, Int 4, Wis 10, Cha 1

Skills: Hide +3, Move Silently +5, Swim +17
Feats: Ability Focus (drying touch), Improved Grapple^B, Stealthy

Environment: Any aquatic

Organization; Solitary or group (2-6)

Challenge Rating: 4

Treasure: Standard

Alignment: Usually chaotic evil

Advancement: 4-12 HD (Medium)

Level Adjustment: -

a floating dead's dehydrating touch ability rises as a floating dead in 1d4 rounds. Spawn are not under the control of the floating dead that created them. They do not possess any of the abilities they had in life.

Drying Touch (Su): A character touched by these undead dead must make a DC 14 Fortitude save or begin suffering from dehydration. The character must make a Constitution check (DC 10 + one per previous check) for each hour after the first that is endured without drinking, or suffer 1d6 points of nonlethal damage. This damage cannot be healed until the character is able to drink at least one gallon of flesh water. The save DC is Constitution-based.

Each additional touch by floating dead counts as an hour with nothing to drink and incurs a Constitution check, as detailed above.

Lifesense (Su): Floating dead locate living creatures within 60 feet, just as if they possessed the blindsight ability. They also sense the strength of a target's life force automatically, as if they had cast deathwatch.

Lost Sense (Su): Within 1,000 feet of the floating dead, compasses and other navigational devices do not function. Anyone attempting to use Survival or Profession (sailor) to navigate must make a DC 12 Will save or suffer a -10 penalty to their skill check. The save DC is Wisdom-based.

Vulnerability to Fresh Water (Ex): Floating dead are greatly harmed by exposure to fresh water. A splash inflicts 2d6 damage while immersing the creature will completely destroy it in one round. Water used to destroy one of these undead may be used to create holy water with no material cost.

Skills: A floating dead has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

Fog Strider

Medium Undead (Incorporeal)

Hit Dice: 6d12 (39 hp)

Initiative: +6

Speed: 120 ft. (24 squares)

Armor Class: 14 (+2 Dex, +2 deflection), touch 12, flat-footed 12

Base Attack/Grapple: +3/—

Attack: Touch +5 melee (chill touch)

Full Attack: Touch +5 melee (chill touch)

Space/Reach: 5 ft./5 ft.

Special Attacks: Chill touch

Special Qualities: Damage reduction 15/magic, darkvision 60 ft., incorporeal traits, mist walk, undead traits, vulnerability to fire

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

Abilities: Str —, Dex 15, Con —, Int 9, Wis 9, Cha 14

Skills: Bluff +7, Hide +9, Knowledge (religion) +2, Listen +7, Spot +7

Feats: Ability Focus (chill touch), Alertness, Improved Initiative

Environment: Any land and underground

Organization: Solitary

Challenge Rating: 4

Treasure: Standard

Alignment: Usually neutral

Advancement: 7-12 HD (Medium); 13-18 (Large)

Level Adjustment: —

Fog striders are the unrested souls of the dead, walking the land of the living whenever a heavy fog rolls in. Formed from the mist itself, fog striders are indistinct figures at best, although their countenance of misery and anguish are crystal clear.

Combat

Evil fog striders work their mischief through lies and treachery, sending would-be saviors into hazardous traps and pitfalls. If confronted, they use their affinity with the mists to their advantage, seeming to strike from every direction at once and leeching the warmth from their victims' bones with their chilling touch.

Chill Touch (Su): The incorporeal touch attack of a fog strider is supernaturally cold, dealing damage as a *chill touch* spell (caster level 4th level; DC 15). A fog strider may use this ability with every melee attack it makes. The save DC is Charisma-based.

Mist Walk (Su): When moving within the bounds of the mist, a fog strider can take a standard action at any time during its move action (before, during, or after), provided the total distance moved is not greater than the fog strider's speed. Fog striders almost always use this ability to move before and after making an incorporeal touch attack. Moving in this way does not provoke an attack of opportunity from the target of the attack.

Flora and Fauna

Scurvy: This deficiency disease is common among sailors, taking hold of those who do not have enough vitamin C in their diet. A well-equipped ship often carries produce specifically to stave off scurvy, but in an age before canning keeping produce stored for long is very difficult. With magical assistance, this problem can be easily overcome, but not all sea captains can afford such extravagance.

Scurvy is caused by a breakdown of the protein collagen, needed for connective tissue, bones, and teeth. Also, the walls of the victim's capillaries break down and the person begins hemorrhaging throughout their body. Victims of scurvy become weak, have joint pains and pale skin, lose hair, and eventually lose their teeth as well. Primates and guinea pigs are the only creatures that cannot produce vitamin C on their own; all other creatures are immune to scurvy.

A person going without any vitamin-C-rich meals for four months must make a Fortitude save each day (DC 1+1 for each previous check). Failure means the character has contracted scurvy. The character must make a Fortitude save every day (DC 10+1 for each successful save), or lose a point of Constitution permanently. This damage halts if the character can find a source of vitamin C and adds that to the diet, but the lost points are not regained.

While affected by scurvy, the victim suffers a -2 penalty to all Charisma-based skill checks except Use Magic Item. *Cure disease* removes the scurvy infection from the target, but does not restore any vitamin C. Therefore, if the scurvy victim does not get some vitamin C soon, they will begin making Fortitude saves again the next day.

Gharian

Large Monstrous Humanoid (Reptilian)

Hit Dice: 5d8+15 (37 hp)

Initiative: +1

Speed: 40 ft. (8 squares), swim 40 ft. (8 squares)

Armor Class: 14 (-1 size, +1 Dex, +4 natural), touch 10, flat-footed 13

Base Attack/Grapple: +5/+11

Attack: Trident +6 melee (2d6+2) or claw +1 melee (1d6+2) or tail slap +7 melee (1d8+2)

Full Attack: Trident +6 melee (2d6+2) and tail slap +2 melee (1d8+2), or trident +6 melee (2d6+2) and bite +1 melee (1d8+1), or tail slap +7 melee (1d8+2) and 2 claws +1 melee (1d6+1), or 2 claws +1 melee (1d6+2) and bite +1 melee (1d8+1)

The massive creature has the upper torso and arms of a humanoid, and the lower body of a large crocodile. Its head is reptilian, with sharp teeth and wide-spaced eyes. Its rough hide is patterned in green and black, blending with the swamp terrain as it moves. A row of bony plates extends from the creature's head to its tail, which itself ends in a vicious bladed point.

Combat

Powerful and brutish, a gharian knows little of things like tactics. It has a degree of cunning, though, leaping on unsuspecting prey from ambush in dank pools and swampwater. Otherwise, it simply strikes hard and fast. If a gharian suffers a significant amount of damage early in a fight, it flees to safety. Otherwise, blood lust overwhelms it, and the gharian battles to the death.

Blood Lust (Ex): Gharians have an unhealthy love of violence. When a gharian scores a critical hit on an opponent, or when 3 full rounds of combat have passed (whichever comes first), it succumbs to a berserk frenzy at the start of its next turn. To avoid entering a frenzy in response to a provoking effect, the gharian must make a successful Will save (DC 10 + number of successive rounds of combat + number of critical hits it has scored) or begin its frenzy at the start of

Space/Reach: 10 ft./5 ft.

Special Attacks: Blood lust

Special Qualities: Darkvision 60 ft., hold breath, regeneration 2

Saves: Fort +4, Ref +5, Will +3

Abilities: Str 15, Dex 13, Con 16, Int 4, Wis 9, Cha 3

Skills: Hide +1*, Jump +6, Listen +2, Spot +2, Swim +12

Feats: Alertness, Weapon Focus (tail slap)

Environment: Temperate and warm marsh

Organization: Solitary, pair, or swarm (3-7)

Challenge Rating: 4

Treasure: Standard

Alignment: Often chaotic evil

Advancement: 6-10 HD (Large); 11-15 HD (Huge)

Level Adjustment: +4

its next turn. If the save is successful, the gharian must make a new save at the start of its turn every round until it fails or combat ends.

While berserk, a gharian gains +4 to Strength, +4 to Constitution, a +2 morale bonus on Will saves and -2 to Armor Class. A frenzy lasts for a number of rounds equal to 3 + the gharian's (newly adjusted) Con modifier. A gharian cannot end its blood lust voluntarily. After a frenzy, a gharian is fatigued for the remainder of the encounter.

Hold Breath (Ex): A gharian can hold its breath for a number of rounds equal to four times its Constitution score before it risks drowning (see page 33).

Regeneration (Ex): Electricity deals normal damage to a gharian. If a gharian loses a limb or body part, the lost portion regrows in 3d6 minutes. A gharian can reattach the severed member instantly by holding it to the stump.

Skills: A gharian has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

*Due to their dappled hides, gharians gain a +8 circumstance bonus to Hide checks when in water.

Klorthack Spine

Small Aberration (Aquatic)

Hit Dice: 1d8+1 (5 hp)

Initiative: -2

Speed: 5 ft. (1 square), swim 30 ft (6 squares)

Armor Class: 11 (+1 size, -2 Dex, +2 natural), touch 9, flat-footed 11

Base Attack/Grapple: +0/+1

Attack: Claw -2 melee (1d4-3)

Full Attack: Claw -2 melee (1d4-3)

Space/Reach: 2½ ft./0 ft.

Special Attacks: Leaping grapple

Special Qualities: Amphibious, darkvision

60 ft., dominate monster, regeneration 1, slow, spawn, spines

Saves: Fort +1, Ref -2, Will +6

Abilities: Str 4, Dex 6, Con 13, Int 20, Wis 18, Cha 12

Skills: Climb +1, Hide +10, Jump -15, Knowledge (arcana) +12, Knowledge (history) +9, Listen +7, Move Silently +2, Search +7, Spellcraft +13, Spot +8, Survival +4 (+6 following tracks), Swim +9

Feats: Alertness

Environment: Any aquatic

Organization: Solitary

Challenge Rating: 4

Treasure: None

Alignment: Always neutral evil

Advancement: -

Level Adjustment: -

The Klorthack spine is a small, six-pointed starfish eighteen inches from end to end. It is black on its topside, gray underneath, and has a large opening at the center of its underside. Its surface is covered in small spines used for grasping a target. They move by rapidly expelling water from a central cavity, and they can move through the water with amazing speed for a short distance or even leap through the air when on land.

These small, black echinoderms are the remains of an ancient being of immense power called Klorthack that lived in the bottom of the ocean. Klorthack was eventually slain by an alliance of aquatic races many centuries ago. Unfortunately, not all of Klorthack was destroyed, and these small creatures are what remain of its once immense power.

Victims who fall prey to the Klorthack spines influence become living automatons controlled by the small creature. If the spine is not removed, the target becomes a permanent servant of Klorthack. Eventually such poor souls die a slow, painful death, giving birth to another Klorthack spine from their internal organs. Each spine born has the knowledge of all of its forefathers, creating a slowly growing storehouse of arcane lore.

Once a Klorthack spine has a host, it uses the body to sow discord among sea folk and accumulate all the magical lore it can in the hopes of reforming the body of Klorthack. A victim under the control of this spine moves normally, but tends to slur words or stutter when speaking. The creature has complete access to the memories of its victim, enabling it to fool most observers and conceal its presence.

Combat

Without a host, Klorthack spines are not much of a threat. Their claws are of very limited effectiveness, as is their movement. They prefer to

attack unconscious or helpless targets. If attacked, a spine either attaches itself to the attacker or flees.

Once this creature acquires a host body, it uses that body to defend itself in combat. The spine sacrifices a host if necessary, but avoids doing so when possible. It uses all the abilities and skills of the host, making it very difficult to defeat when the host is a powerful creature. Once attached to its victim, a spine normally leaves only to obtain a better host or to escape one that is about to die.

A Klorthack spine is usually easy to notice, requiring a DC 10 Spot check when it is attached to its victim. If it has had time to procure clothing to cover the spine, the Spot check DC increases to 20.

Dominate Monster (Sp): If a Klorthack spine successfully grapples an opponent, the target must make a DC 15 Will save on the spine's next turn or fall under the effect of a *dominate monster* spell. If the save is failed, the spine takes complete control of the victim's body. Unlike the normal *dominate monster* spell, the Klorthack spine has direct sensory input from its host and communicates with it telepathically. As long as it is attached, it is considered to be constantly concentrating on the spell. The victim gains a speech impediment while under the control of the spine, slurring or stuttering words and suffering a -2 penalty to Charisma-based skill checks. If a spine remains attached for more than 10 days the victim becomes a permanent pawn of Klorthack and receives no further saving throws. The save DC is Intelligence-based.

If a spine is unwillingly removed from a host, the host takes 1d4 points of temporary Intelligence, Wisdom and Charisma damage.

Leaping Grapple (Ex): Once per day, as a full-round action, a Klorthack spine may leap at a target and attempt to grapple it. This is done by forcing water out of its central cavity, creating a

form of water-jet propulsion that enables the creature to travel a short distance at great speed. On land, the spine can leap up to 30 feet vertically or horizontally and receives a +2 bonus to grapple checks against the target creature. Underwater, the creature may move 30 feet in a single round and receives a +2 bonus to grapple checks against its target.

Amphibious (Ex): The Klorthack spine can live on land as well as underwater.

Slyish (Ex): A Klorthack spine cannot make double moves or use the run action.

Spawn (Ex): If a host has been inhabited by a spine for 30 days, the creature lays eggs in the hosts stomach which hatch five days later. Once implanted, eggs can only be removed by a heal spell. After three days, the victim's stomach begins

to bulge and they appear noticeably ill. After five days, the new Klorthack spines have matured and rip their way out of the host, killing it. Each spawning process creates 1d4 Klorthack spines.

Spines (Ex): Because of the small spines all over this creatures body, it receives a +8 bonus to grapple checks.

Skills: Due to their many years gathering arcane lore, Klorthack spines receive a +6 racial bonus to Spellcraft and Knowledge (arcana) checks. A Klorthack spine changes colors, allowing it to blend in with its surroundings like a chameleon and providing a +4 racial bonus on Hide checks. A Klorthack spine has a +8 racial bonus on any Swim checks. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

Lake Hag

Medium Undead

Hit Dice: 4d12 (26 hp)

Initiative: +0

Speed: 30 ft. (6 squares), swim 40 ft. (8 squares)

Armor Class: 14 (+4 natural), touch 10, flat-footed 14

Base Attack/Grapple: +2/+7

Attack: Claw +7 melee (1d6+5) or bite +5 melee (1d8+5)

Full Attack: 2 claws +7 melee (1d6+5) and bite +5 melee (1d8+2)

Space/Reach: 5 ft./5 ft.

Special Attacks: Water spray

Special Qualities: Darkvision 60 ft., spell resistance 14, undead traits

Lake hags dwell along shores of desolate bodies of water, dividing their time between water and land. Deep wrinkles crease their skin into lumps of swollen, mottled green flesh. The lake hag's cold, gray eyes belie its intense hatred for all life forms, while wiry strands of twisted, black hair conceal their bony napes. Their limbs assume a gangly appearance, while their bloated abdomens protrude unnaturally from their atrophied bodies.

Any female humanoid slain and dumped carelessly into the murky waters of desolate lakes and marshes have a 10% chance to emerge a week later as a lake hag, seething with rage at its murderer. Destroying a lake hag frees its spirit to go to its appropriate resting place.

A lake hag speaks Common.

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

Abilities: Str 21, Dex 10, Con —, Int 10, Wis 15, Cha 14

Skills: Bluff +6, Hide +8, Listen +4, Move Silently +8, Search +5, Spot +7, Survival +2 (+4 following tracks), Swim +13

Feats: Alertness, Multiattack

Environment: Any aquatic

Organization: Solitary

Challenge Rating: 4

Treasure: None

Alignment: Always lawful evil

Advancement: By character class

Level Adjustment: +4

Combat

A lake hag attacks with its barbed claws, and bites with unparalleled ferocity, never retreating.

Water Spray (Su): Three times per day, a lake hag can spit a 10-foot cone of water spray. Anyone within the cone must succeed on a DC 14 Will save or suffer the effects of an *insanity* spell, which lasts for 1d4+4 rounds. The save DC is Charisma-based.

Skills: A lake hag has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

Latch Toad

Large Magical Beast

Hit Dice: 7d10+14 (52 hp)

Initiative: +5

Speed: 50 ft. (10 squares), swim 60 ft. (12 squares)

Armor Class: 15 (-1 size, +1 Dex, +5 natural), touch 10, flat-footed 14

Base Attack/Grapple: +7/+16

Attack: Tongue bite +11 melee (1d6+5 plus goo)

Full Attack: 3 tongues bites +11 melee (1d6+5 plus goo)

Space/Reach: 10 ft./5 ft. (15 ft. with tongue bites)

Special Attacks: Improved grab, goo

Special Qualities: Amphibious, darkvision 60 ft., low-light vision

Saves: Fort +7, Ref +8, Will +3

Abilities: Str 20, Dex 12, Con 15, Int 2, Wis 12, Cha 7

Skills: Hide -1, Jump +19, Listen +5, Spot +5, Swim +15

Feats: Alertness, Improved Initiative, Lightning Reflexes

Environment: Warm marsh

Organization: Solitary, pair, or nest (3-12)

Challenge Rating: 4

Treasure: None

Alignment: Always neutral

Advancement: 8-14 HD (Large); 15-21 HD (Huge)

Level Adjustment: —

The latch toad is not a toad at all, but a huge, amphibious, leaf-green frog. Instead of the one long sticky tongue of its cousins, the latch toad has three tongues, each prehensile, extendable out to 15 feet, and equipped with its own jaw, esophagus, and set of razor-sharp teeth. As if this weren't enough, the tongues drip thick saliva that easily gums up and disables most mobile creatures.

A latch toad can cover a large territory, moving amazingly fast by hopping great distances with each bound. It eats pretty much any creature it can get its tongues on, and can outrun nearly any potential prey, placing the latch toad rather high up on its local food chain.

Combat

The latch toad usually gets the first attack in, as its tongues can stretch out to a sizable distance. If fighting a solitary opponent, it will grab and hold its prey in place, devouring it with its free tongues. Otherwise, the latch toad bites and releases its foes, relying on its gooey saliva to stop extra attackers. If reduced to 10 or fewer hit points, the toad turns and flees, rapidly hopping away to safety.

Improved Grab (Ex): To use this ability, a latch toad must hit a Medium or smaller opponent with a tongue bite attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity.

Goo (Ex): If a latch toad hits a creature with its tongue bite attack, the creature becomes entangled with the toad's sticky saliva, suffering a -4 penalty to Dexterity and a -2 penalty on all attack rolls. Additionally, an entangled target must succeed on a DC 15 Reflex save or become stuck to the ground. If the creature succeeds on its save, it can still move at half speed. The save DC is Constitution-based.

An entangled character who attempts to cast a spell must succeed on a Concentration check (DC 15 + the spell's level) or lose the spell. A stuck character can free himself by making a DC 19 Strength check as a standard action or by dealing 10 points of damage to the goo. The check DC is Constitution-based and includes a +4 racial bonus. Multiple applications of the latch toad's goo do not incur any cumulative penalties, although affected creatures must make separate Reflex saves to avoid getting stuck. The goo dries and crumbles after 10 minutes. In open water, no Reflex save is required (as there is no ground to stick to) and the goo fully dissipates after only 5 minutes.

Amphibious (Ex): A latch toad can breathe both on land and underwater.

Skills: A latch toad has a +4 racial bonus on Jump checks. A latch toad has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

Campaign

The latch toad has the flexibility of being able to fight on land and underwater. The grab ability of the toad may allow it to attack creatures on land and then drag them into the water; this is especially problematic for armored characters. If used as a minion for an underwater villain, the toad can be used to kidnap and deliver victims to his lair. If the tongues are removed from a dead toad with a DC 18 Survival or Heal check, they can be used as weapons equivalent to whips, but afflicting targets with goo (as above) on a successful hit. Each tongue can be used 1d3 times before drying up and becoming useless.

Mummy of the Deep

Medium Undead (Aquatic)

Hit Dice: 6d12+3 (42 hp)

Initiative: -1

Speed: 20 ft. (4 squares), swim 20 ft. (4 squares)

Armor Class: 19 (-1 Dex, +10 natural), touch 9, flat-footed 19

Base Attack/Grapple: +3/+6

Attack: Slam +6 melee (1d6+4)

Full Attack: Slam +6 melee (1d6+4)

Space/Reach: 5 ft./5 ft.

Special Attacks: Curse of the deep, despair, improved grab

Special Qualities: Control water, darkvision 60 ft., damage reduction 5/—, resistance to fire 10, undead traits

A mummy of the deep is an undead creature that lairs in the depths of the sea. Evil creature buried at sea for its sins in life sometimes rise in death. A mummy of the deep appears as a desiccated humanoid wrapped in torn and waterlogged bandages.

Combat

A mummy of the deep attacks with its slam attack, attempting to grapple an opponent and use its curse of the deep ability.

Curse of the Deep (Su): On a successful grapple check against a Large or smaller creature, a mummy of the deep presses its lips against its opponent's and causes the victim's lungs to fill with water. An affected opponent must succeed on a DC 17 Fortitude save or take 1d4 points of damage per round until it dies. Holding one's breath does not prevent drowning damage (water is already in the lungs). A *remove curse* or *heal* spell halts the damage if applied before the victim dies. The save DC is Charisma-based.

Rootbeast

Medium Plant (Psionic)

Hit Dice: 7d8+42 (73 hp)

Initiative: +3

Speed: 50 ft. (10 squares), swim 30 ft. (6 squares)

Armor Class: 19 (+3 Dex, +6 natural), touch 13, flat-footed 16

Base Attack/Grapple: +5/+9

Attack: Bite +10 melee (1d8+6)

Full Attack: Bite +10 melee (1d8+6)

Space/Reach: 5 ft./5 ft.

Special Attacks: Psi-like abilities

Special Qualities: Low-light vision, plant traits, strange tracks

Saves: Fort +11, Ref +5, Will +4

Saves: Fort +2, Ref +1, Will +7

Abilities: Str 17, Dex 8, Con —, Int 6, Wis 14, Cha 15

Skills: Listen +6, Move Silently +5, Spot +6, Swim +17

Feats: Ability Focus (curse of the deep), Alertness, Toughness

Environment: Any aquatic

Organization: Solitary or gang (2-4)

Challenge Rating: 4

Treasure: Standard

Alignment: Always neutral evil

Advancement: 7-18 HD (Medium)

Level Adjustment: —

Despair (Su): At the mere sight of a mummy of the deep, the viewer must succeed on a DC 15 Will save or be paralyzed with fear for 1d4 rounds. Whether or not the save is successful, that creature cannot be affected again by the same mummy of the deep's despair ability for 24 hours. The save DC is Charisma-based.

Improved Grab (Ex): To use this ability, a mummy of the deep must hit an opponent of Large size or smaller with its slam attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and can use its curse of the deep ability.

Control Water (Su): Once per day, as *control water* cast by an 8th-level sorcerer.

Skills: A mummy of the deep has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

Abilities: Str 18, Dex 17, Con 22, Int 1, Wis 14, Cha 10

Skills: Balance +5, Concentration +6 (+10 when manifesting defensively), Jump +14, Move Silently +8, Swim +12, Tumble +8

Feats: Combat Manifestation, Power Penetration, Weapon Focus (bite)

Environment: Any forest and marsh

Organization: Solitary, pair, or patch (3-20)

Challenge Rating: 4

Treasure: None

Alignment: Always neutral

Advancement: 8-14 HD (Medium); 15-21 HD (Large)

Level Adjustment: —

A rootbeast is little more than a bundle of twisted roots, roughly shaped like a four-legged animal. In reality, rootbeasts are mobile, aggressive, carnivorous fungal sprouts with psionic ability. It is speculated that a rootbeast forms when fungal spores feed on the corpse of a psionic individual, which drastically alters the developmental path of the spores into something altogether new.

Rootbeasts are fierce hunters that tire their prey in the chase and move in for the kill. They completely consume every organic part of their prey, and create no bodily waste of their own.

Combat

A rootbeast typically begins combat by manifesting its *biofeedback* and *synthethete* psi-like abilities. Since it lacks any sense of sight, hearing, or smell, it perceives its surroundings primary via its psi-like abilities.

When attacking as a group, rootbeasts usually lead off with psionic attacks, and then manifest a few defensive psi-like abilities (including *biofeedback*

and *synthethete*) and charge into melee. They use no advanced tactics, and they rarely notice if their opponents have an ambush ready.

Psi-Like Abilities: At will—*biofeedback* (DR 3/—*), *empty mind* (+5 to Will saves*), *synthethete*; 3/day—*energy stun* (5d6, DC 16*); 1/day—*mental barrier* (3 rounds*), *mind thrust* (ML 4th, 4d10, DC 13*). Manifest level 7th. The save DCs are Charisma-based.

*Includes augmentation for the rootbeast's manifester level.

Strange Tracks (Ex): With their oddly shaped feet and complete lack of bodily waste, rootbeasts are difficult to track. The DC of a Survival check made to track a rootbeast is increased by +5.

Skills: A rootbeast has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

Samebito

Large Monstrous Humanoid (Aquatic)

Hit Dice: 7d8+35 (66 hp)

Initiative: +2

Speed: 20 ft. (4 squares), swim 40 ft. (8 squares)

Armor Class: 23 (-1 size, +2 Dex, +12 natural), touch 11, flat-footed 21

Base Attack/Grapple: +7/+14

Attack: Bite +10 melee (1d8+4)

Full Attack: Bite +10 melee (1d8+4)

Space/Reach: 10 ft./10 ft.

Special Attacks: —

Special Qualities: Amphibious, darkvision 60 ft., keen scent

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

Samebito are turtle people often used by aquatic communities as scouts and guards. Their skin is dark green or black with a beak-like maw, webbed hands and feet, and glowing green eyes. Samebito never stop growing, some becoming so large they can no longer leave the ocean and embark on land. It is rumored that the tears of samebito (rare indeed) become gems.

Combat

Despite their apparent size and ferocity, samebito are cowards. Once their prey is wounded, a group of samebito will attack en masse, but none of them want to be the first to strike. A good bluff or a powerful charge can send them scattering. They are much more hesitant fighters on land than in the water. A Huge samebito cannot walk on land, because its mass is too much for its frame to carry.

Abilities: Str 17, Dex 15, Con 20, Int 11, Wis 12, Cha 8

Skills: Listen +3, Search +8, Sense Motive +2, Spot +5, Survival +5*, Swim +11

Feats: Alertness, Swim-by Attack^B, Track, Weapon Focus (bite)

Environment: Any aquatic or warm marsh

Organization: Solitary, school (2-5), or pack (5-10)

Challenge Rating: 4

Treasure: Standard

Alignment: Usually chaotic neutral

Advancement: 8-14 HD (Large), 15-21 HD (Huge)

Level Adjustment: +3

Keen Scent (Ex): A samebito can notice creatures by scent in a 120-foot radius in the water, or in a 90-foot radius on land. It can smell blood in the water at ranges of up to a half mile on water, and up to 100 yards on land.

Skills: A samebito has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

* A samebito has a +4 racial bonus on Survival checks when tracking by scent.

Swim-by Attack: (See page 167)

Shark Mounts: Especially favored samebito ride huge sharks as mounts undersea, but this is rare. In these situations, they often use lances just as if they were mounted samurai on land.

Sharkman

Large Monstrous Humanoid (Aquatic)

Hit Dice: 8d8+40 (76 hp)

Initiative: +0

Speed: 30 ft. (6 squares), swim 30 ft. (6 squares)

Armor Class: 15 (-1 size, +6 natural), touch 9, flat-footed 15

Base Attack/Grapple: +8/+17

Attack: Bite +12 melee (1d10+7/19-20) or short spear +7 ranged (1d8+5)

Full Attack: Bite +12 melee (1d10+5/19-20) and short spear +7 melee (1d8+2); or short spear +7 ranged (1d8+5)

Space/Reach: 10 ft./10 ft.

Special Attacks: Blood frenzy, improved grab

A large, heavy-bodied creature emerges into view, looking for all the world like a bipedal shark. Its toothy maw grins at you savagely, and it moves clumsily on two muscular legs. As you watch, two arms with clawed hands unfold from its sides.

Combat

Sharkmen's tactics are crude; in combat, sharkmen will gang up on wounded foes, biting and ripping at any available flesh until opponents are dead. They are not known for their discipline, and have been known to break off combat to swallow bloody goblets of flesh — even that of their allies — before moving on to another foe. They are often employed by cephalarcanes (page 169).

Blood Frenzy (Ex): When a sharkman that has not fed for at least four hours smells fresh blood, it immediately goes into a killing frenzy, attacking the nearest foe or, if no foe is within 30 feet, the nearest creature.

While frenzied, a sharkman gains +4 to Strength, +4 to Constitution, a +2 morale bonus on Will saves, and -2 to Armor Class. A frenzy lasts for a number of rounds equal to 3 + the sharkman's (newly adjusted) Con modifier. A sharkman cannot end its blood lust voluntarily. After a frenzy, a sharkman is fatigued for the remainder of the encounter.

After it has killed an opponent, a frenzied sharkman must succeed on a Will save (DC 15, +1 per hour that has passed since it last fed) or else stay and feed on the body for 2d4 rounds. While feeding, a sharkman is considered to be dazed. A sharkman's frenzy ends immediately after feeding.

Improved Grab (Ex): To use this ability, a sharkman must hit with its bite attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and deals bite

Special Qualities: Amphibious, blindsense 30 ft., darkvision 60 ft., fast healing 1, keen scent, water dependant

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

Abilities: Str 21, Dex 11, Con 20, Int 7, Wis 8, Cha 6

Skills: Listen +5, Spot +5, Survival +1*, Swim +14

Feats: Alertness, Improved Critical (bite), Power Attack

Environment: Any aquatic or warm marsh

Organization: Solitary, pair, shiver (3-6), school (7-12), raiding party (8-16), or reef (10-40 plus 50% non combatants and 1 leader of 3rd to 5th level)

Challenge Rating: 4

Treasure: Standard

Alignment: Usually lawful evil

Advancement: By character class

Level Adjustment: +5

damage every round it maintains the grapple. A sharkman may release a held opponent as a free action.

Amphibious (Ex): A sharkman can breathe both air and water.

Blindsense (Ex): A sharkman can locate creatures underwater within a 30-foot radius. This ability works only when the sharkman is underwater.

Keen Scent (Ex): A sharkman can notice creatures by scent in a 90-foot radius; they can smell fresh blood within 180 feet. Underwater, this scent ability extends to 150 feet; furthermore, a sharkman can detect blood in the water at ranges over a mile. A sharkman can track bleeding creatures by scent.

Water Dependant (Ex): When not in the water, a sharkman must succeed on a Fortitude save (DC 15, +1 per hour out of the water) each hour or take 1d8 points of nonlethal damage from dehydration. When not in the water, a sharkman suffers a -2 circumstance penalty to AC and on Reflex saves.

Skills: A sharkman has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

* A sharkman tracking a creature by scent while underwater has a +4 racial bonus on Survival checks.

Sharkman Characters

A sharkman's favored class is barbarian, and most leaders are barbarians. Many also become fighters, and some rare few take levels in ranger, usually choosing humanoids as their favored enemies.

Stilt Beetle

Large Vermin

Hit Dice: 6d8+12 (39 hp)

Initiative: +2

Speed: 30 ft. (6 squares), climb 20 ft. (4 squares)

Armor Class: 18 (-1 size, +2 Dex, +7 natural), touch 11, flat-footed 16

Base Attack/Grapple: +4/+12

Attack: Bite +7 melee (1d8+6)

Full Attack: Bite +7 melee (1d8+6)

Space/Reach: 10 ft./5 ft. (15 ft. with legs extended)

Special Attacks: Improved grab, swat

The stilt beetle's six well-armored legs have two more joints than most beetles; normally, three segments of each leg are "folded up" on top of each other, although this is not readily apparent at first glance. In the blink of an eye the stilt beetle can "unfold" its appendages to their full length until the creature towers over its opponents at a height of up to 15 feet. With its stilt legs fully extended the beetle covers ground at an accelerated rate, either chasing down prey or fleeing from more powerful foes.

A stilt beetle's carapace is black with red patterns along the exterior rim. The creature's elytra (wing-cases) have fused into a solid shell, preventing the stilt beetle from flying, but its rapid ground speed more than makes up for this loss.

Stilt beetles make excellent riding mounts, although a *charm monster* or similar spell is necessary to gain their servitude.

Combat

When actively hunting, most stilt beetles extend their legs to their full height so they get the best view of their surroundings and any potential prey. When the beetle spots a possible victim, it rushes toward him at top speed, dipping its elevated body at the last moment to bring its sharp mandibles into range to attack. It takes but a moment for the beetle to extend or retract its legs, so it can be crawling along like a 'normal' giant beetle one round and swatting a wizard levitating 25 feet up in the air the next. When a stilt beetle grapples a victim, it pulls the victim into the air, where the beetle has the advantage. Most ground-based prey is at a disadvantage when dangling from a stilt beetle's mandibles: even if they escape they plummet to the ground, taking falling damage.

Improved Grab (Ex): To use this ability, a stilt beetle must hit with its bite attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and deals automatic bite damage each round.

Special Qualities: Darkvision 120 ft., extend legs, sprint, vermin traits

Saves: Fort +7, Ref +4, Will +3

Abilities: Str 19, Dex 14, Con 15, Int —, Wis 13, Cha 11

Skills: Climb +12

Feats: —

Environment: Temperate and warm land

Organization: Solitary or cluster (2-5)

Challenge Rating: 4

Treasure: None

Alignment: Always neutral

Advancement: 7-12 HD (Large), 13-18 HD (Huge)

Level Adjustment: —

Swat (Ex): A stilt beetle can swat flying creatures out of the sky with one of its fully extended front legs. This requires a normal attack roll; if successful, the flying creature takes 1d6 points of bludgeoning damage from the slam and must succeed on a DC 17 Reflex save or fall prone to the ground, dazed for one round. Note that the stilt beetle can only reach creatures flying at an altitude of 30 feet or less and normal falling damage applies to the swatted victim. The save DC is Strength-based.

Extend Legs (Ex): When in a space at least 20 feet high that offers sufficient room for a creature with a 15-foot space, a stilt beetle can extend its legs as a standard action. While its legs are extended, a stilt beetle's land and climb speeds are doubled, and its reach increases by 10 feet. Having its legs extended allows the stilt beetle to use its sprint and swat abilities. While its legs are extended, a stilt beetle is also considered to have Deflect Arrows as a bonus feat. A stilt beetle may retract its legs as a free action.

When a stilt beetle is grappling a creature and extends its legs, it may pull the creature up to a height of 15 feet with a successful grapple check. A stilt beetle has the advantage at that height, as any prey that escapes it may plummet to the ground.

A stilt beetle with its legs extended suffers an additional -1 size penalty to AC and attack rolls, as if it were Huge instead of Large. A stilt beetle may only have its legs extended for 6 minutes at a time; if it reaches this maximum it must rest for a full hour to regain use of this ability.

Sprint (Ex): Once per hour, a stilt beetle with its legs extended can move five times its normal speed (300 feet) when it makes a charge.

Skills: Stilt beetles have a +8 racial bonus on Climb checks. A stilt beetle can always choose to take 10 on Climb checks, even if rushed or threatened.

Stymphalian Bird

Medium Magical Beast

Hit Dice: 4d10+4 (26 hp)

Initiative: +2

Speed: 40 ft. (8 squares), fly 60 ft. (poor) (8 squares)

Armor Class: 15 (+2 Dex, +3 natural), touch 12, flat-footed 13

Base Attack/Grapple: +4/+6

Attack: Beak +6 melee (1d8+2/19-20) or feather +7 ranged (1d4+2/19-20)

Full Attack: Beak +6 melee (1d8+2/19-20) and 2 claws +1 melee (1d6+1/19-20) and 2 wing slashes +1 melee (1d6+1/19-20) or 4 feathers +7 ranged (1d4+2/19-20)

Space/Reach: 5 ft./5 ft.

Special Attacks: Improved critical, feathers

Special Qualities: Darkvision 60 ft., low-light vision

The stymphalian bird resembles a large crane with an unusually long beak of bronze and long, swift legs that end in razor-sharp talons. When a stymphalian bird makes it lair, it feeds on living creatures within a 5 mile radius. Stymphalian birds are very fond of flesh and devour livestock, cattle, and the like. They are particularly fond of elves and humans. The bird stands about 7 feet tall and has an ibis-like body. Unlike the ibis, however, its beak is long and straight, not curved. Its feathers and talons are bronze like its beak.

Combat

Stymphalian birds attack from the air. When flying, a stymphalian bird looses a volley of bronze

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

Abilities: Str 14, Dex 14, Con 12, Int 6, Wis 12, Cha 2

Skills: Listen +4, Jump +6, Spot +5

Feats: Flyby Attack, Weapon Focus (feathers)

Environment: Temperate and warm forest, marsh, and hills

Organization: Solitary or flock (2-5)

Challenge Rating: 4

Treasure: None

Alignment: Always neutral

Advancement: 5-8 HD (Medium); 9-12 HD (Large)

Level Adjustment: —

feathers at its foes or else swoops down and attacks with its beaks or wings, flying out of range before the opponents can react. On the ground, the stymphalian bird attacks with its wings and talons.

Improved Critical (Ex): A stymphalian bird's beak, claws, and wings threaten a critical hit on a roll of 19 or 20.

Feathers (Ex): A stymphalian bird can loose a volley of four feathers when flying over an opponent. This attack has a range of 60 feet, with no range increment. A feather threatens a critical hit on a roll of 19 or 20. The stymphalian bird can launch three such volleys in a single day.

Flora and Fauna

Salty Spartina: This rare form of the spartina plant is found in salt marshes, and has the unique ability to naturally remove salt from seawater. The body of the plant floats on the surface of the water, but it can only live in a foot or less of liquid because its roots must reach the soil. If kept in a seawater-filled cask or similar container and left in the sun, the salty spartina removes the salt from the seawater, taking about five days per gallon of water.

After purifying one container of water, the spartina must be moved to new source of seawater within one day or it will die. Some enterprising ship captains who have learned of this plant use it on long voyages to produce limited amounts of fresh water. Superstitious sailors believe that relying too much on salty spartina makes the sea angry, while less fearful sailors sing bawdry tunes about spartina as they return the ocean its water.

Adithari

Large Giant

Hit Dice: 6d8+18 (45 hp)

Initiative: -1

Speed: 30 ft. (6 squares)

Armor Class: 17 (-1 size, -1 Dex, +9 natural), touch 8, flat-footed 17

Base Attack/Grapple: +4/+13

Attack: Claw +8 melee (1d6+5)

Full Attack: 2 claws +8 melee (1d6+5)

Space/Reach: 10 ft./10 ft.

Special Attacks: Exude koulusk swarm

Special Qualities: Fast healing 4, hold breath, low-light vision

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

Abilities: Str 21, Dex 9, Con 17, Int 4, Wis 9, Cha 6

Skills: Listen +4, Spot +4, Swim +8

Feats: Alertness, Endurance, Power Attack

Environment: Temperate and warm aquatic, hills, marshes, and plains

Organization: Solitary

Challenge Rating: 5

Treasure: Standard

Alignment: Usually chaotic evil

Advancement: By character class

Level Adjustment: +4

Adithari are amphibious armored giants infested with tiny vermin.

Standing roughly 8 feet tall and weighing around 400 pounds, an adithari is an imposing sight. Its body is covered with a spiny, rust-colored exoskeleton, riddled with small holes around its chest and arms. Its skull is large, with two small cracks for its eyes and bone over its mouth. An adithari's arms hang low, each ending in three thick fingers. An average adithari lives about thirty years.

Adithari have a symbiotic relationship with maggotlike insects called koulusks, which live inside the holes of adithari exoskeletons. When an adithari is ready to feed, these inch-long grubs swarm out and devour the adithari's prey. Once the koulusks have had their fill, they return to the adithari, releasing secretions the adithari absorbs. As an adithari ages, the number of koulusks sharing the exoskeleton grows to such an extent that, in order to give the koulusks sufficient living space, the adithari is forced to tear at its exoskeleton to create wider openings. Despite an adithari's ability to heal rapidly, this process is very painful, and is usually accompanied by loud wails that can be heard across great distances.

When not hunting, adithari avoid contact with other creatures, and live in simple burrows or caves laden with the stinking carcasses of their victims. Though they can breathe underwater, most only descend to riverbeds or lake bottoms when

hiding from powerful attackers, or when hunting aquatic creatures. They are marginally intelligent, but have no real society, and are slow-witted and violent. In general, adithari refuse to converse with anything they think they can kill. The rare exception is when a particularly smart and capable female becomes a witch doctor; such an adithari usually lives in isolation, but some serve or work alongside other evil creatures.

Adithari speak a crude dialect of Giant.

Combat

Adithari claw and swipe at their opponents, only unleashing their koulusks if they are surrounded or otherwise outmatched.

Exude Koulusk Swarm (Su): As a standard action, an adithari can send forth a swarm of koulusks to attack its foes. The koulusks live inside the adithari's exoskeleton, which it can tear open to spill the koulusks into its space. Treat the koulusks as a locust swarm without a fly speed (see the description of the locust swarm in the *Monster Manual*). The koulusks do not harm the adithari, and the adithari can draw them back inside its exoskeleton as a standard action at any time it shares space with part of the swarm. The koulusks disperse 2 rounds after the adithari's death.

Hold Breath (Su): An adithari can hold its breath for a number of minutes equal to thirty times its Constitution score before it risks drowning.

Archer Clam

Huge Vermin (Aquatic)

Hit Dice: 6d8+12 (39 hp)

Initiative: -1

Speed: 5 ft. (1 square)

Armor Class: 19 (-5 Dex, -2 size, +16 natural), touch 3, flat-footed 19

Base Attack/Grapple: +4/+16

Attack: Harpoon +7 ranged (1d8+4 plus poison)

Full Attack: Harpoon +7 ranged (1d8+4 plus poison)

Space/Reach: 15 ft./10. ft (up to 40 ft. with harpoon)

Special Attack: Clamp 3d10+4, harpoon, improved grab, poison

Special Qualities: Darkvision 60 ft.,

resistance to acid 5, cold 5, electricity 5, and fire 5, seal

Saves: Fort +7, Ref -3, Will +1

Abilities: Str 18, Dex 3, Con 14. Int —, Wis 8, Cha 2

Skills: Hide +8

Feats: Improved Initiative^B, Weapon Focus (harpoon)^B

Environment: Any aquatic

Organization: Solitary or cluster (2-8)

Challenge Rating: 5

Treasure: Half standard

Alignment: Always neutral

Advancement: 7-12 HD (Huge) 13-24 HD (Gargantuan)

Level Adjustment: —

This brown and green mollusk is over ten feet in diameter.

Archer clams are giant mollusks over 10 feet in diameter and weighing several thousand pounds. Their brown and green shells are several inches thick, and in times of attack, the two halves close completely, offering heightened defense. Contrary to conventional wisdom, Archer clams can move very slowly using pseudopodia (formed from their fleshy inner muscles). Archer clams are generally not aggressive until they get hungry.

Combat

Archer clams hunt with a venomous harpoon consisting of a single tooth and a hollowed tube. As the tooth pierces the victim's flesh, venom is injected through the hollow tubing that connects the harpoon to the archer clam. Once an opponent is harpooned, the archer clam reels the victim in and crushes it between its shells.

Clamp (Ex): If a victim has been pulled to the archer clam with its harpoon, the archer clam can attempt to clamp down upon it, dealing 3d10+4 points of bludgeoning damage with a successful grapple check.

Harpoon (Ex): The barb can be launched as a harpoon with a 40-foot range. When initiating combat in this manner, the archer clam has no Dexterity penalty to its initiative check.

Furthermore, the harpoon itself uses the archer clam's Strength modifier to attacks instead of its Dexterity modifier. When the harpoon sinks into the target, it injects a venom through the hollow tube connecting the harpoon to the archer

clam (see poison, below). It also impales and snares the target on a retracting cord (see improved grab). If the archer clam misses with the harpoon, it must wait one round before it can be used again, while it reels it in. If the cord (and thusly the harpoon) is severed, the archer clam will grow another cord and harpoon within 24 hours.

An archer clam can reel in harpooned targets at a speed of 10 feet per round unless the victim can break the grapple or cut the cord. The cord is immune to bludgeoning weapons and has a total of 20 hp (independent of the archer clam's normal hp) but a single blow of 10 hp or more severs it. If the target is dragged to the archer clam, it is subject to its clamp attack (see above).

Improved Grab (Ex): To use this ability, an archer clam must hit an opponent with its harpoon attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and can try to harpoon the foe.

Poison (Ex): Injury, Fort DC 15, initial damage 1d6 Str, secondary damage 1d2 Str. The save DC is Constitution-based.

Seal (Ex): An archer clam can close its shell for added protection, although it cannot see, move, or attack. When sealed, it is immune to gas effects (such as *stinking cloud* spells), its natural armor improves by +6, and it gains damage reduction 10/-.

Skills: The natural cover that grows on archer clams gives them a +20 bonus to Hide checks.

Asrai

Tiny Fey (Aquatic)

Hit Dice: 1d6+1 (4 hp)

Initiative: +4

Speed: 20 ft. (4 squares), swim 50 ft. (10 squares)

Armor Class: 18 (+2 size, +4 Dex, +2 natural), touch 16, flat-footed 14

Base Attack/Grapple: +0/-11

Attack: Touch +6 melee touch (1d4 cold)

Full Attack: Touch +6 melee touch (1d4 cold)

Space/Reach: 2-½ ft./0 ft.

Special Attacks: Cold, spell-like abilities, spells

Special Qualities: Damage reduction 5/cold iron, low-light vision, spell resistance 17, water dependent

This being looks like a 1-foot tall female elf with delicate features, emerald eyes, long golden hair, and pale blue skin.

Asrai dwell in crystal clear lakes, ponds, and rivers far from civilized lands. They spend most of their time in the water frolicking and playing, and splashing the various woodland creatures that venture near the water for a drink. They are protective of their aquatic homes, however, and attack en masse any foolish human so oafish as to enter the water without asking permission of the asrai first.

Though asrai can survive on land for a short amount of time, they prefer not to risk such ventures, so any encounter with an asrai is almost always in the water. They make their homes in giant seashells or natural underwater caves, usually under a canopy of aquatic plants, algae, and seaweed so enemies cannot easily find them.

Male asrai are thought to exist, though none have ever been encountered. Asrai speak Sylvan and Common.

Combat

An asrai only engages in combat if her body of water is threatened, or if any intelligent non-fey creature enters the water without permission. Once in combat, an asrai prefers to attack with her magic, using her cold touch only as a last resort. If she faces overwhelming odds, an asrai seeks escape, often using her *fog cloud* or *obscuring mist* ability to cover her exit.

Saves: Fort +1, Ref +6, Will +3

Abilities: Str 5, Dex 18, Con 13, Int 10, Wis 13, Cha 14

Skills: Concentration +5, Hide +16, Knowledge (arcana) +2, Knowledge (nature) +2, Listen +3, Sense Motive +5, Spellcraft +4, Spot +3, Swim +12

Feats: Weapon Finesse

Environment: Cold and temperate aquatic

Organization: Solitary or colony (2-12)

Challenge Rating: 5

Treasure: None

Alignment: Always chaotic neutral

Advancement: 2-3 HD (Tiny)

Level Adjustment: +3

Cold (Su): The touch of an asrai is supernaturally cold. All damage dealt from an asrai's natural attacks is cold damage. This ability is constant, but the asrai can suppress or resume it at will as a free action.

Spell-Like Abilities: 2/day—*control water* (DC 18), *fog cloud*, *obscuring mist*. Caster level 5th. The save DCs are Charisma-based.

Spells: An asrai casts spells as a 5th-level sorcerer. The save DCs are Charisma-based.

Typical Sorcerer Spells Known (6/7/5 per day; caster level 5th): 0—*dancing lights*, *daze* (x2, DC 12), *detect magic*, *flare* (DC 12), *resistance*, *touch of fatigue* (DC 12); 1st—*hypnotism* (DC 13), *obscuring mist*, *reduce person* (DC 13), *sleep* (DC 13); 2nd—*hideous laughter* (DC 14), *touch of idiocy*.

Water Dependent (Su): An asrai that moves more than 50 feet from her water source, can survive on land for 1 hour per 2 points of Constitution (after that, refer to the suffocation rules on page 32 or in the DMG). Lost Constitution points are immediately restored if she is returned to the water. If her Constitution reaches 0, she dies, her form collapsing into a puddle of water.

Skills: An asrai has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line. Asrai use their Dexterity modifier (instead of Strength modifier) on Swim checks.

Bog Beast

Large Monstrous Humanoid

Hit Dice: 5d8+20 (42 hp)

Initiative: +0

Speed: 30 ft. (6 squares)

Armor Class: 14 (-1 size, +5 natural), touch 9, flat-footed 14

Base Attack/Grapple: +5/+14

Attack: Claw +9 melee (1d6+5)

Full Attack: 2 claws +9 melee (1d6+5)

Space/Reach: 10 ft./10 ft.

Special Attacks: Disease, improved grab, rend 2d6+7

Special Qualities: Darkvision 60 ft., low-light vision

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

Abilities: Str 20, Dex 11, Con 18, Int 5, Wis 12, Cha 9

Skills: Listen +7, Spot +7

Feats: Alertness, Power Attack

Environment: Temperate and warm marsh

Organization: Solitary or pack (2-5)

Challenge Rating: 5

Treasure: None

Alignment: Always neutral

Advancement: 6-10 HD (Large); 11-15 HD (Huge)

Level Adjustment: —

The bog beast is a large, shaggy, fur-covered, vaguely humanoid creature that makes its home in bogs and swamps. It has two large upright tusks of pale white protruding from its mouth. Its hands sport sharp claws with filthy nails. Its eyes are dull brown in color and its fur is brownish-yellow. The bog beast stands over 9 feet tall and weighs around 1,100 pounds. It makes its lair amid overgrown swamplands and attacks just about any creature that travels too close to its lair.

Combat

Bog beasts attack with their claws, fighting to the death. A creature killed by a bog beast is dragged back to the beast's lair, where it is devoured.

Disease (Ex): Filth fever—claw, Fortitude DC 16, incubation period 1d3 days; damage 1d3 Dex and 1d3 Con. The save DC is Constitution-based.

Improved Grab (Ex): To use this ability, a bog beast must hit an opponent of up to Large size with both claw attacks. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and rends.

Rend (Ex): A bog beast grappling an opponent latches onto the opponent's body and tears the flesh. This attack automatically deals an additional 2d6+7 points of damage each round.

Flora and Fauna

Blood Floater: Considered a sign of bad luck by most aquatic species, the blood floater is a plant that takes root in the bodies of dead creatures as they drift through the sea. Their seeds lodge in corpses and use those nutrients to grow, eventually sprouting a number of roots through the body and a handful of stalks, each tipped in a bright red flower that smell as blood to aquatic creatures. The flowers are poisonous if ingested.

If the creature consuming the plants fails a Fortitude save (DC 16), they inflict 1d6 points of initial and secondary Constitution damage. The blood floater uses its attractive flowers to fool sea creatures into digesting its poison, gathering more corpses for its seeds. This grisly practice sometimes leads to large floating piles of corpses as the blood floaters increase in number. These plants are also common in aquatic cemeteries. Collecting this poison involves a successful Survival check of DC 16, or a Knowledge (nature) check of DC 14, and takes one hour to produce a single dose. The poison has a market value of 20 gp in flower form and 100 gp in processed, oil form.

Bog-Spawn

Medium Undead

Hit Dice: 5d12 (32 hp)

Initiative: +6

Speed: 30 ft. (6 squares)

Armor Class: 16 (+2 Dex, +4 natural), touch 12, flat-footed 14

Base Attack/Grapple: +2/+3

Attack: Slam +4 melee

Full Attack: Slam +4 melee (1d4+1)

Space/Reach: 5 ft./5 ft.

Special Attacks: Feed, improved grab, inject slime

Special Qualities: Darkvision 60 ft., undead traits

Saves: Fort +1, Ref +3, Will +6

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

Skills: Climb +7, Hide +9, Listen +9, Move Silently +9, Search +10, Spot +9, Survival +2 (+4 following tracks), Swim +7

Feats: Improved Initiative, Weapon Focus (slam)

Environment: Any marsh

Organization: Solitary

Challenge Rating: 5

Treasure: Standard

Alignment: Always chaotic evil

Advancement: 6-10 HD (Medium); 11-15 HD (Large)

Level Adjustment: —

The bog-spawn is a grotesque form of undead formed when bodies die in a swamp and sink into the murky depths. Sometimes a bog-spawn is created almost spontaneously from negative energy in the swamp, but just as often a new bog-spawn will rise from the among the unearthen victims of the bog-spawn that killed it.

It appears as a malevolent humanoid whose eyes burn with a fiery rage. The bog-spawn's clothes, if any, hang loosely about its body whilst its skin is leathery and taut. It hates living creatures and will attack them on sight.

Combat

The bog-spawn attacks by ramming its fingers down an enemy's throat and coating their lungs with a thick slime that causes suffocation. If this proves impossible or unwise, the bog-spawn will pummel a foe with its fists.

Feed (Su): When a bog-spawn slays a humanoid opponent, it can feed on the corpse, devouring both flesh and life force, as a full-round action Feeding destroys the victim's body and prevents any form of raising or resurrection that requires part of the corpse. There is a 50% chance that a wish, miracle, or true resurrection spell can restore a devoured victim to life. Check once for each destroyed creature. If the check fails, the creature cannot be brought back to life by mortal magic.

A bog-spawn advances in Hit Dice by consuming corpses in this fashion. For every three suitable corpses a bog-spawn devours, it gains 1 Hit Die, and its Strength, Constitution, and natural armor increase by +1. Its attack bonus and saves improve as normal for an undead of its Hit Die, and it gains skill points, feats, and ability score improvements normally.

The bog-spawn only advances by consuming the corpses of creatures whose Hit Dice or levels are equal to or greater than its own current total.

Improved Grab (Ex): To use this ability, a bog-spawn must hit a Large or smaller opponent with its slam attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and can inject its slime down the opponent's throat.

Inject Slime (Ex): On a successful Grapple check the bog-spawn injects its victim's lungs with slime. Each round thereafter, the victim takes 1d6 points of damage as his lungs fill with slime. Additionally, the victim must succeed on a DC 14 Fortitude save or be unable to act as he chokes. A *remove disease* or *heal* spell will dissolve the slime if cast before the victim dies. The save DC is Charisma-based.

Coral Snare

Large Aberration (Aquatic)

Hit Dice: 6d8+18 (45 hp)

Initiative: +2

Speed: 0 ft. (0 squares)

Armor Class: 17 (-1 size, +2 Dex, +6 natural), touch 11, flat-footed 15

Base Attack/Grapple: +4/+14

Attack: Bite +9 melee (1d8+6)

Full Attack: Bite +9 melee (1d8+6) and 2 tendrils +4 melee (1d8+3)

Space/Reach: 10 ft/10 ft.

Special Attacks: Improved grab, swallow whole

Special Qualities: Blindsight 60 ft, darkvision 60 ft., shell

Bursting from what appeared to be a harmless patch of coral, this creature looks like a vaguely insectoid black worm. Its circular mouth is ringed with sharp, serrated teeth.

The coral snare is a small pile of black, viscous slime crisscrossed with cords of dense muscle and a circular mouth ringed with sharp, serrated teeth. It burrows its way into a piece of coral, consuming the coral from the inside out except for the outer layer of the coral acting as protective shell and camouflage. The coral shell attaches to the snare, acting as armor plating and giving it an insectoid appearance when attacking. Until the snare strikes, it is very difficult to differentiate from a normal coral. Once the prey is in the snares clutches, it is quickly slain and then devoured over the course of several days.

Some groups of sahuagin have been known to breed coral snares and plant them as a defensive measure, or to infest the territory of their enemies with them. The immobile nature of the coral snare makes them easy to avoid if their location is known.

The slime from a coral snare is a powerful natural adhesive that is sometimes sought by particularly knowledgeable alchemists. If used in the creation of a tanglefoot bag, all the DCs to escape the tanglefoot bag are increased by +2. Alchemists normally pay 10 gp per dose of the coral snare slime, and 10 doses can be removed from one snare corpse.

Combat

A coral snare lurks in its protective hideout and waits for suitable food to pass by. Then it springs into action, trying to swallow the target and retreat back into its shell as quickly as possible. If the target puts up a fight, the coral shell tries to subdue it, but retreats into its shell if badly injured.

Saves: Fort +5, Ref +4, Will +6

Abilities: Str 22, Dex 14, Con 16, Int 4, Wis 12, Cha 8

Skills: Hide -2*, Listen +7, Spot +8

Feats: Alertness, Diehard, Endurance

Environment: Any aquatic

Organization: Solitary

Challenge Rating: 5

Treasure: Standard

Alignment: Always neutral

Advancement: 7-12 HD (Large); 13-18 (Huge)

Level Adjustment: –

If its shell is attacked the snare attacks every creature nearby in a desperate attempt to keep its home safe.

Improved Grab (Ex): To use this ability, the coral snare must hit a creature at least one size smaller than itself with its bite attack. It can attempt to start a grapple as a free action without provoking attacks of opportunity. If it wins the grapple check, it establishes a hold and can attempt to swallow the foe the following round.

A coral snare can also use its improved grab ability on a tendrill attack. If it wins the grapple check, it establishes a hold, picks up the opponent, and transfers it to the mouth as a free action, automatically dealing bite damage. It can attempt to swallow the foe the following round.

Swallow Whole (Ex): A coral snare can try to swallow a grabbed opponent of up to two sizes smaller by making a successful grapple check. The swallowed creature takes 2d4+6 points of bludgeoning damage per round. A swallowed creature can cut its way out by using a light slashing or piercing weapon to deal 15 points of damage to the stomach (AC 14). Once the creature exits, muscular action closes the hole; another swallowed creature must cut its own way out. A Large coral snare's stomach can hold 1 Medium, 4 Small, 16 Tiny, 64 Diminutive, or 256 Fine opponents.

Shell (Ex): When hiding or badly injured, the snare can close up its coral outer coating, making it very difficult to wound. This is a full round action and grants the coral snare damage reduction 5/-. When hidden within its shell, this creature is difficult to recognize; a DC 20 Spot or Survival check is required to notice the lurking creature. While in its shell, it can take no other actions.

Skills: *A coral snare's body blends in extremely well when it is near other coral, conferring a +10 circumstance bonus on Hide checks in those situations.

Deep Blue Ooze

Large Ooze

Hit Dice: 6d10+36 (69 hp)

Initiative: -5

Speed: 20 ft. (4 squares), climb 20 ft. (4 squares), swim 40 ft. (8 squares)

Armor Class: 4 (-1 size, -5 Dex), touch 4, flat-footed 4

Base Attack/Grapple: +4/+10

Attack: Slam +5 melee (1d8+3 plus 1d4 acid plus paralysis)

Full Attack: Slam +5 melee (1d8+3 plus 1d4 acid plus paralysis)

Space/Reach: 10 ft./10 ft.

Special Attacks: Acid, engulf, paralysis

Special Qualities: Blindsight 60 ft., immunity to electricity and fire, ooze traits

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

Abilities: Str 15, Dex 1, Con 22, Int —, Wis 1, Cha 1

Skills: Climb +10, Hide -9 (-7 when well-fed; +1 when immersed in water), Swim +10

Feats: —

Environment: Aquatic

Organization: Solitary

Challenge Rating: 5

Treasure: None

Alignment: Always neutral

Advancement: 7-12 HD (Large), 13-18 HD (Huge)

Level Adjustment: —

Deep blue oozes live in large bodies of water. The deep blue ooze is covered with many knobby pseudopodia that help it swim and maneuver in the water. Despite the name, these oozes vary in color from pale blue to deep purple, depending on how long it has been since they have last eaten. They grow darker as their hunger festers.

Combat

Deep blue oozes typically paralyze their victims, cover them with digestive acids, and consume the liquefied remains.

Acid (Ex): The creature secretes a digestive acid that dissolves organic material and metal quickly, but does not affect stone. Any melee hit deals acid damage, and the opponent's armor and clothing dissolve and become useless immediately unless they succeed on DC 19 Reflex saves. A metal or wooden weapon that strikes a deep blue ooze also dissolves immediately unless it succeeds on a DC 19 Reflex save. The save DCs are Constitution-based.

The deep blue ooze's acidic touch deals 19 points of damage per round to wooden or metal objects, but the ooze must remain in contact with the object for 1 full round to deal this damage.

Engulf (Ex): A deep blue ooze can attempt to engulf Large or smaller creatures as a standard action. It cannot make a slam attack during a round

in which it engulfs. The deep blue ooze merely has to move over the opponents, affecting as many as it can cover. Opponents can make opportunity attacks against the ooze, but if they do so they are not entitled to a saving throw. Those who do not attempt attacks of opportunity must succeed on a DC 15 Reflex save or be engulfed; on a success, they are pushed back or aside (opponent's choice) as the ooze moves forward. Engulfed creatures are subject to the ooze's paralysis and acid, and are considered to be grappled and trapped within its body. The save DC is Strength-based.

Paralysis (Ex): A deep blue ooze secretes an anesthetizing slime. A target hit by an ooze's melee or engulf attack must succeed on a DC 19 Fortitude save or be paralyzed for 2d6 rounds. The ooze can automatically engulf a paralyzed opponent. The save DC is Constitution-based.

Skills: Deep blue oozes have a +8 racial bonus on Climb checks. A deep blue ooze can always choose to take 10 on Climb checks, even if rushed or threatened.

A deep blue ooze has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

Dingonek

Huge Magical Beast (Aquatic)

Hit Dice: 8d10+40 (84 hp)

Initiative: +1

Speed: 15 ft. (3 squares), swim 20 ft. (4 squares)

Armor Class: 19 (-2 size, +1 Dex, +10 natural), touch 9, flat-footed 18

Base Attack: +8/+24

Attack: Bite +14 melee (1d10+12)

Full Attack: Bite +14 melee (1d10+12)

Space/Reach: 15 ft./10 ft.

Special Attacks: Capsize, improved grab

Special Qualities: Darkvision 60 ft., low-light vision

Saves: Fort +11, Ref +7, Will +1

Abilities: Str 26, Dex 12, Con 21, Int 4, Wis 9, Cha 7

Skills: Hide +0, Listen +2, Move Silently +3, Spot +2, Swim +16

Feats: Awesome Blow, Improved Bull Rush, Power Attack

Environment: Warm aquatic

Organization: Solitary, pair, or family (3-6)

Challenge Rating: 5

Treasure: 10% standard

Alignment: Always neutral

Advancement: 9-16 HD (Huge), 17-24 HD (Gargantuan)

Level Adjustment: —

Dingonek are aquatic monsters with scaly lion heads and armor-plated bodies that resemble giant crocodiles. Dingonek prey on herd animals that stumble while attempting to ford rivers and streams, but as vaguely sentient creatures, they take great offense when humanoids violate their territory. Dingonek especially delight in capsizing offending boats, dragging the occupants to a watery grave at the bottom of the river, and then devouring the waterlogged corpses.

Some adventurers actively hunt dingonek, as their hides bring a good price on the open market. A dingonek hide is worth 300 gp, and can be used to make a suit of masterwork hide armor.

Combat

Dingonek prefer to attack small boats by surfacing under them, overturning them, and then drowning and devouring their crews.

Capsize (Ex): A submerged dingonek that surfaces under a boat or ship less than 20 feet long capsizes the vessel 80% of the time. It has a 50% chance to capsize a vessel from 20 to 60 feet long and a 20% chance to capsize one over 60 feet long.

Improved Grab (Ex): To use this ability, a dingonek must hit with its bite attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and deals automatic bite damage each round.

Skills: A dingonek has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

Flora and Fauna

Mudskippers: Fish that survive in water and on land. Commonly found in mangrove swamps, mudskippers spend most of their time on land and actually move faster on land than in water. So adjusted to brackish water, the mudskipper dies if placed in saltwater or freshwater. Though they have gills for breathing underwater, they also have mechanics for extracting oxygen on land. They carry water in their expandable gill chambers or in their mouths, allowing them to walk on land and still extract oxygen from water. They can also extract oxygen from their wet skin, easily replenished by rolling in a puddle every few minutes. They walk with a front pair of fins that act like arms (complete with elbows) while a secondary pair of fins in the back act like suckers, allowing the mudskipper to cling to wet surfaces. Its eyeballs protrude, not unlike periscopes, and move independently of each other. During mating season, the males take on more color and perform courtship displays, such as erecting their dorsal fins, doing push-ups or spectacular flips out of the mud, and flaring their dorsal fin at the top of the leap.

Discordant Fiddler

Large Magical Beast (Aquatic)

Hit Dice: 9d10+45 (94 hp)

Initiative: +0

Speed: 10 ft. (2 squares), swim 10 ft. (2 squares)

Armor Class: 19 (-1 size, +10 natural), touch 9, flat-footed 19

Base Attack/Grapple: +9/+20

Attack: Claw +15 melee (2d10+7)

Full Attack: 2 claws +15 melee (2d10+7) and 2 pincers +13 melee (1d8+3)

Space/Reach: 10 ft. /15 ft.

Special Attack: Discordant disruption, improved grab, repel, rip, silt storm

Special Qualities: Darkvision 60 ft., low-light

This crablike creature is larger than a horse. It has both a clawed and a pincer arm on either side of its body. Another set of limbs extends from its midsection, each limb ending in fanlike digits.

Discordant fiddlers are 9-foot long crab-like creatures with hardened shells and multiple sets of natural weapons. Oblong like crabs, discordant fiddlers have a claw and pincer on either side of their body. They also have another set of limbs coming from their midsection whose ends spread out like a fan. Although these fanned limbs seem less daunting than the claw-pincer rip, discordant fiddlers use their fans to stir the sand and obscure their retreat. Discordant fiddlers generally lurk among coral reefs.

Combat

Discordant fiddlers typically rush into combat or drop from above. They prefer to snatch up their prey and dissect it with their pincers, but if pressed they defend themselves with their silt storm ability.

Discordant Disruption (Ex): As a free action, a discordant fiddler can create a piercing sonic noise that other creatures find horribly distracting. While using this ability, the discordant fiddler cannot move. All creatures within 30 feet of the fiddler must make a DC 19 Will save or suffer a -2 penalty to all attack rolls, ability checks, skill checks, and saving throws. Spellcasters must make a DC 19 Concentration check to cast under such conditions. The save and check DCs are Constitution-based.

Improved Grab (Ex): To use this ability, a discordant fiddler must hit an opponent with its claw attack. It can then attempt to start a grapple as a free action without provoking attacks of opportunity. If it wins the grapple check, it

vision, resistance to cold 5, scramble

Saves: Fort +11, Ref +6, Will +2

Abilities: Str 24, Dex 10, Con 20, Int 1, Wis 8, Cha 8

Skills: Hide +4, Listen +5, Spot +5, Swim +15

Feats: Alertness, Improved Bull Rush, Multiattack, Power Attack

Environment: Any aquatic

Organization: Solitary or group (2-8)

Challenge Rating: 5

Alignment: Always neutral

Treasure: None

Advancement: 10-11 HD (Large), 12-20 HD (Huge)

Level Adjustment: —

establishes a hold and can constrict and rip with a pincer from the same side.

Constrict (Ex): On a successful grapple check, a discordant fiddler deals 1d10+7 points of damage.

Repel (Ex): Discordant fiddlers can use a fan to blow away smaller opponents. Targets must make a DC 21 Reflex save to avoid the effect. Those that fail are knocked back 30 feet and are prone. The save DC is Strength-based.

Rip (Ex): A discordant fiddler's pincer attacks against targets held by the claw on the beast's same side receive a +2 bonus on the attack roll, an increased threat range of 18-20, and deals triple damage on a critical hit.

Silt Storm (Ex): By waving their fans about them, discordant fiddler can raise the sand below them into a thick, swirling cloud that obscures them and the area around them. The silt storm fills a 30 foot radius and obscures vision of all kinds. Within the cloud, a creature 5 feet away from another has concealment (attacks have a 20% miss chance). Creatures farther away from each other have total concealment (50% miss chance, and the attacker cannot use sight to locate the target).

Scramble (Ex): Discordant fiddlers can rush with amazing speed, but cannot turn when doing so. They can run at quintuple normal speed in a straight line.

Skills: A discordant fiddler's natural coloration and the sea life that sometimes grows on it grants it a +4 racial bonus on Hide checks. A discordant fiddler has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

Diseased Boar

Large Animal

Hit Dice: 9d8+ 63 (103 hp)

Initiative: -1

Speed: 40 ft. (8 squares), swim 30 ft. (6 squares)

Armor Class: 15 (-1 size, -1 Dex, +7 natural), touch 8, flat-footed 15

Base Attack/Grapple: +6/+18

Attack: Gore +13 melee (2d8+12)

Full Attack: Gore +13 melee (2d8+12)

Space/Reach: 10 ft./5 ft.

Special Attacks: Ferocity, stench, tidal surge

Special Qualities: Low-light vision, scent

Saves: Fort +13, Ref +5, Will +4

Abilities: Str 26, Dex 9, Con 24, Int 2, Wis 13, Cha 6

Skills: Jump +12, Listen +10, Spot +8, Swim +16

Feats: Alertness, Improved Bull Rush, Improved Overrun, Power Attack

Environment: Any marsh

Organization: Solitary

Challenge Rating: 5

Treasure: None

Alignment: Always neutral

Advancement: 10-18 HD (Large), 18-27 (Huge)

Level Adjustment: —

Some boars are too mean to die. They just live on, growing bigger and nastier. When their bulk becomes almost too great for their legs to support them, they retreat into the swamp to wallow in the mud, and let the water carry most of their weight. Over the decades, thousands of diseases and parasites flourish on the beast's rank hide. Eventually, roots and grass are no longer enough for the beast. The last sound many unfortunate swampfolk hear is a muffled, watery snorting before the boar devours them.

The death of a diseased boar is a great event in the swamp. When such a beast dies, it releases all the foulness and pestilence that it harbored within its flesh. The grave of a diseased boar is the epicenter of a miasma of disease and insects and foul rot. If a boar dies near a village or fishing ground, it can be disastrous. Swamp dwellers must therefore chase the boars into the uninhabited areas of the wilderness before killing them. Those brave enough to "course the boar" win great acclaim.

Combat

Diseased boars spend the majority of their lives in water, and normally attack by lunging out of the water, goring its prey, then sinking back.

Ferocity (Ex): A diseased boar is such a tenacious combatant it continues to fight without penalty even when disabled or dying.

Stench (Ex): Diseased boars are home to thousands of diseases, and the stench and foulness surrounding a diseased boar is palpable. All living creatures (except diseased boars) within 10 feet of a diseased boar must succeed on a DC 21 Fortitude save or be nauseated for 1d4 rounds. The save DC is Constitution-based. Creatures that successfully save cannot be affected by the same diseased boar's stench for 24 hours. Creatures with immunity to disease are unaffected.

Tidal Surge (Ex): A diseased boar can make a charge attack while moving through water, which creates a small tidal wave. Anyone within 10 feet of a charging diseased boar in a river or lake must succeed on a DC 22 Fortitude save or be knocked down. The save DC is Strength-based.

Skills: A diseased boar has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

Fen Witch

Medium Monstrous Humanoid

Hit Dice: 6d8+6 (33 hp)

Initiative: +1

Speed: 30 ft. (6 squares)

Armor Class: 14 (+1 Dex, +3 natural), touch 11, flat-footed 13

Base Attack/Grapple: +6/+9

Attack: Claw +10 melee (1d4+3)

Full Attack: 2 claws +10 melee (1d4+3)

Face/Reach: 5 ft./5 ft.

Special Attacks: Death speak, horrific appearance, mind probe,

Special Qualities: Darkvision 60 ft., spell resistance 15, telepathy 100 ft.

Saves: Fort +3, Ref +6, Will +7

Abilities: Str 17, Dex 12, Con 13, Int 11, Wis 14, Cha 10

Skills: Craft (any one) +5, Hide +6, Listen +8, Spot +8

Feats: Ability Focus (death speak), Alertness^B, Blind-Fight, Weapon Focus (Claw)

Environment: Any marsh

Organization: Solitary

Challenge Rating: 5

Treasure: Standard

Alignment: Always chaotic evil

Advancement: By character class

Level Adjustment: +7

The fen witch is a creature of legend, found only in the most remote of places. It is a solitary creature and disdains all that invade its realm. It appears as a female humanoid with one nostril, webbed feet and hands, and fiery red eyes. Her body is cloaked in tattered robes of gray or brown. Her hands end in razor-sharp claws and her hair is usually long and unkempt.

A fen witch is thoroughly evil and malign, speaking to those she encounters only to learn the true name of one of the trespassers in her realm so she may utilize her power to slay that individual. Fen witches speak Common.

Combat

Fen witches rarely engage in combat, relying on their death speak ability to slay a creature almost instantaneously (and hopefully drive off the victim's comrades by instilling fear in any remaining creatures). Failing this, the fen witch prefers direct combat to subterfuge and attacks relentlessly.

Death Speak (Su): If a fen witch speaks the true name of an individual that can hear it, that creature must succeed on a DC 15 Will save or die instantly. A creature slain in this manner can

be restored to life normally. Note that the fen witch does not need to speak a language the creature understands in order to use this ability. This is a sonic, mind-affecting death effect. The save DC is Charisma-based.

Horrific Appearance (Su): The appearance of a fen witch is so revolting that anyone who sets eyes upon one must succeed on a DC 13 Fortitude save or take 1d8 points of Strength damage. This ability loss cannot reduce a victim to a negative Strength score, but a creature whose Strength score is reduced to 0 is helpless. Creatures that successfully save cannot be affected again by the same fen witch's horrific appearance for 24 hours. This is a mind-affecting fear effect. The save DC is Charisma-based.

Mind Probe (Su): As a standard action, a fen witch can peer into the mind of a living creature within 60 feet in an attempt to extract the creature's true name. The target can resist the mental trespassing by succeeding on a DC 13 Will save. If the save fails, the fen witch has learned the creature's true name and can use her death speak ability on that creature. Psionic creatures can use psionic abilities to counter this probe. This is a mind-affecting effect. The save DC is Charisma-based.

Fukuranbou

Medium Undead

Hit Dice: 8d12 (52 hp)

Initiative: +3

Speed: 30 ft. (6 squares), climb 15 ft. (3 squares)

Armor Class: 17 (+3 Dex, +4 natural), touch 13, flat-footed 14

Base Attack/Grapple: +4/+5

Attack: Intestine stem +8 ranged (1d8+1 plus Charisma damage)

Full Attack: 6 intestine stems +8 ranged (1d8+1 plus Charisma damage) and claw +3 melee (1d4)

Space/Reach: 5 ft./5 ft. (15 ft. with intestine stems)

Special Attacks: Charisma damage, curse of the rotten gut, improved grab

Special Qualities: +4 turn resistance, darkvision 60 ft., intestine crawl, undead traits

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

Abilities: Str 12, Dex 17, Con —, Int 14, Wis 10, Cha 6

Skills: Balance +13, Bluff +8, Climb +9*, Concentration +10, Diplomacy +0, Disguise –2 (+0 acting), Escape Artist +9, Hide +9, Intimidate +0, Listen +8, Move Silently +9*, Spot +8, Use Rope +3 (+5 bindings)

Feats: Combat Reflexes, Dodge, Multiattack^B, Weapon Focus (intestine stem)

Environment: Any land and underground

Organization: Solitary or clique (1 fukuranbou plus 2-4 ghouls)

Challenge Rating: 5

Treasure: Standard

Alignment: Always chaotic evil

Advancement: 9-16 HD (Medium)

Level Adjustment: —

Fukuranbou are hideous ugly humans with splotchy skin, matted hair, and a prominent belly. Ironically, fukuranbou are corporeal undead born of the spirit of vanity: people who spent their lives focused on personal beauty and little else. Though they are clearly grotesque, fukuranbou still consider themselves the paradigm of beauty, displaying their fleshy belly proudly, either completely naked or covering only their genitalia.

Combat

A fukuranbou can hide its intestine stems within itself as a free action (they can hide all or none—the creature cannot hide some stems and reveal others). The flesh molds around the stems, masking them completely from sight. Characters may make a Spot check (DC 20) to observe a slight rippling of the belly from time to time, as if something were slithering about within. Releasing the intestine stems is a standard action that does not provoke attacks of opportunity. As the fukuranbou looks like a normal (albeit extremely ugly) human when hiding its stems, it often attempts to ally with a party of adventurers, posing as a powerful and important dignitary. If given an opportunity, the fukuranbou will try to split the party, teaming up with the most charismatic party member for a later attack.

A fukuranbou's distended belly contains a dozen prehensile intestine stems, each ending in a foul-smelling many-toothed mouth with a lolling, discolored tongue. As many as six of these disgusting appendages can strike each round, with a range of up to 15 feet.

Charisma Damage (Su): Living creatures hit by a fukuranbou's intestine stem attack suffer 1d2 points of Charisma damage. Creatures grappled by a fukuranbou instead suffer 1d4 points of Charisma damage every round for each attached intestine stem. A creature reduced to Charisma 0 by a fukuranbou is unconscious. Each point of Charisma damage restores 2 hit points to a wounded fukuranbou. Such hit points cannot raise the creature's hit points above its original total.

Curse of the Rotten Gut (Su): Supernatural disease—intestine stem, Fortitude DC 13, incubation period 1 day, damage 1d6 Con. The save DC is Constitution based.

The unsettling curse, delivered by the fukuranbou's hideous tongue, is a magical disease that conveys the nauseating sensation of hundreds of undulating worms crawling within the victim's stomach. Unlike normal diseases, curse of the rotten gut continues until the victim reaches Constitution 0 (and dies) or is cured. Each day after the first, on a failed save, an afflicted creature must immediately succeed on another DC 13 Fortitude save or take 1 point of Constitution drain.

An afflicted creature that dies under the curse of the rotten gut will arise as a ghoul in 1d4 days. Casting *protection from evil* on a body before the end of that time averts the transformation (but does not cure the disease).

Improved Grab (Ex): To use this ability, a fukuranbou must hit with an intestine stem attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it

wins the grapple check, it establishes a hold and can deal Charisma damage.

Intestine Crawl (Ex): If a fukuranbou has at least three intestine stems free, it can use them to crawl. The stem mouths create enough suction that a fukuranbou can even climb along walls and ceilings.

Gator Folk

Large Monstrous Humanoid

Hit Dice: 6d8+18 (45 hp)

Initiative: +6

Speed: 40 ft. (8 squares), swim 30 ft. (6 squares)

Armor Class: 24 (-1 size, +2 Dex, +3 studded leather, +10 natural), touch 11, flat-footed 22

Base Attack/Grapple: +6/+14

Attack: Bite +9 melee (1d8+4) or spear +7 ranged (2d6+6/x3)

Full Attack: Bite +9 melee (1d8+4) and short sword +7 melee (1d8+2/19-20) and tail slap +7 melee (1d10+2) or spear +7/+2 ranged (2d6+6/x3)

Space/Reach: 10 ft./10 ft.

Special Attacks: —

A mighty beast rises out of the murky waters, revealing the thick scaly hide and the wedge-shaped, tooth-filled head of a massive alligator. But no alligator ever wielded such a blade.

Combat

Gator folk favor throwing spears, which they hurl with the use of a throwing stick (range increment 20 ft.), and knives or short, curved swords. Most gator folk wear bone-studded leather armor.

Skills: A gator folk has a +2 racial bonus on Survival checks.

A gator folk has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

Gator folk Characters

Gator folk are usually fighters or barbarians. Gator folk characters possess the following racial traits.

— +8 Strength, +4 Dexterity, +6 Constitution, +2 Intelligence, -2 Wisdom, -4 Charisma.

— Large size. -1 penalty to Armor Class, -1 penalty on attack rolls, -4 penalty on Hide checks,

Skills: Fukuranbous have a +8 racial bonus on Climb checks. A fukuranbou can always choose to take 10 on Climb checks, even if rushed or threatened.

*A fukuranbou has a +10 racial bonus on Climb and Move Silently checks when employing at least three of its intestine stems.

Special Qualities: Darkvision 60 ft.

Saves: Fort +5, Ref +7, Will +4

Abilities: Str 18, Dex 15, Con 16, Int 12, Wis 8, Cha 6

Skills: Climb +6, Craft (trapmaking) +4, Hide +6, Jump +8, Listen +2, Move Silently +6, Spot +1, Survival +4, Swim +12

Feats: Improved Initiative, Multiattack, Power Attack

Environment: Warm aquatic or marsh

Organization: Solitary

Challenge Rating: 5

Treasure: Standard

Alignment: Usually neutral evil

Advancement: By character class

Level Adjustment: +3

+4 bonus on grapple checks, lifting and carrying limits double those of Medium characters.

— Space/Reach: 10 feet/10 feet.

— A gator folk's base land speed is 40 feet, and its swim speed is 30 feet.

— Darkvision out to 60 feet.

— Racial Hit Dice: A gator folk begins with six levels of monstrous humanoid, which provide 6d8 Hit Dice, a base attack bonus of +6, and base saving throw bonuses of Fort +2, Ref +5, Will +5.

— Racial Skills: A gator folk's monstrous humanoid levels give it skill points equal to 9 x (2 + Int modifier). Its class skills are Climb, Craft, Hide, Listen, Move Silently, Spot, and Survival. Gator folk gain a +2 racial bonus on Survival checks and a +8 racial bonus on Swim checks.

— Racial Feats: A gator folk's monstrous humanoid levels give it three feats.

— Weapon and Armor Proficiency: A gator folk is automatically proficient with simple weapons, martial weapons and light armor.

— +10 natural armor bonus.

— Automatic Languages: Common. Bonus languages: Aquan, Draconic.

— Favored Class: Fighter.

— Level Adjustment: +3.

Kari Dragon

Large Magical Beast

Hit Dice: 6d10+12 (45 hp)

Initiative: +2

Speed: 10 ft. (2 squares), swim 30 ft. (6 squares)

Armor Class: 19 (-1 size, +2 Dex, +8 natural), touch 11, flat-footed 17

Base Attack/Grapple: +6/+14

Attack: Bite +10 melee (2d8+6)

Full Attack: Bite +10 melee (2d8+6)

Space/Reach: 10 ft./5 ft.

Special Attacks: Improved grab, paralysis, worry

Special Qualities: Darkvision 60 ft, low-light vision, *mirror image*

Kari dragons are large reptiles that prey upon the creatures of the wetlands. Part alligator, part monitor, this massive predator is a skilled hunter. Its dark green and mottled brown scales make the perfect camouflage, while their mirror image ability allows them to deftly move in for the kill.

Combat

Kari dragons are naturally camouflaged for their environment. Even the skresh (pg 100) and quisloi (pg 51) find them incredibly difficult to hunt because of their skill at remaining hidden.

Instinct helps the kari dragon select locations likely to have prey nearby. When the prey is within ten feet, the kari dragon activates its mirror image ability. Five kari dragons (one real, four illusory) suddenly emerge from the swamp and attack.

Improved Grab (Ex): To use this ability, a kari dragon must hit with its bite attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it succeeds on the grapple check, it can worry the opponent.

Paralysis (Ex): A creature bitten by a kari dragon must succeed on a DC 17 Fortitude save or be paralyzed for 1d4 hours. The save DC is Constitution-based. A kari dragon secretes enough saliva to paralyze two victims per day.

Worry (Ex): A kari dragon deals 2d10+5 points of damage with a successful grapple check.

Mirror Image (Su): Once per day, as a free action, a kari dragon can create mirror images as the spell (caster level 8th). It can end the effect as a free action as well.

Skills: A kari dragon has a +4 racial bonus on Hide, Listen, Move Silently, and Spot checks.

Saves: Fort +7, Ref +7, Will +3

Abilities: Str 19, Dex 14, Con 15, Int 9, Wis 12, Cha 9

Skills: Hide +7, Listen +7, Move Silently +10, Spot +7, Swim +12

Feats: Power Attack, Weapon Focus (bite), Stealthy

Environment: Any marsh

Organization: Solitary, pair

Challenge Rating: 5

Treasure: None

Alignment: Always neutral

Advancement: 7-12 HD (Large), 13-18 HD (Huge)

Level Adjustment: —

A kari dragon has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

Kari Hide Armor

If the *preservation* spell is cast on a recently slain kari dragon, any hide armor crafted from it grants the wearer the ability to cast *mirror image* once per day as a free action (caster level 8th). Furthermore, armor made from kari dragon hide operates as normal hide armor though it grants a +5 armor bonus, rather than a +3 armor bonus. Such armor has a value of 10,000 gp.

Preservation

Transmutation

Level: Drd 3

Components: V, S, F

Casting Time: One hour

Range: Touch

Target: One corpse of an animal or magical beast touched

Duration: Permanent

Saving Throw: Will negates (object)

Spell Resistance: No

This spell is cast on the corpse of a recently slain creature (dead for no more than 30 minutes at the time of casting). If the creature's hide or natural weapons had magical, supernatural, or extraordinary properties, they are preserved, and remain even after a smith makes weapons or armor from the creature's body. While the spell is permanent, the effect may be discharged upon use, depending on the creature and the ability.

Kelp Stalker

Medium Plant (Aquatic)

Hit Dice: 5d8+15 (37 hp)

Initiative: +1

Speed: Swim 20 ft. (4 squares)

Armor Class: 19 (+1 Dex, +8 natural), touch 11, flat footed 18

Base Attack/Grapple: +3/+7

Attack: Slam +8 melee (1d4+4)

Full Attack: 2 slams +8 melee (1d4+4)

Space/Reach: 5 ft./5 ft.

Special Attacks: Devour

Special Qualities: Damage reduction 5/ slashing, darkvision 90 ft., kelp traits, low-light

This vaguely humanoid-shaped mass of vegetation looks like a writhing body of leaves, stalk, and shadow constantly shifting and flowing with the current.

The kelp stalker is found near the coast where kelp forests are common; it is thought by many to be some sort of aquatic cousin to the shambling mound. At its heart, kelp stalkers are woven together by mellorus kelp, given life through unexplained abilities inherent to mellorus kelp.

Kelp stalkers are carnivorous by nature, replacing the minerals they would normally pull from the soil with the blood of their victims. They are a common threat in the kelp farms of the aquatic races, especially given their ability to blend into vegetation. In regions where kelp farming is common, guards are posted specifically to watch for stalkers entering settled areas.

Combat

Kelp stalkers prefer to attack en masse, beating their victims into submission before devouring them. The creatures rarely use any concerted tactics, closing instead for melee combat as quickly as possible and then fighting to the death. Those encountered within kelp forests make use of their natural camouflage to surprise their victims, dragging them off one by one into the maze of kelp to consume them. Stalkers are afraid of fire and usually flee from it (although that's rarely a concern underwater).

Devour (Ex): Once a target is rendered unconscious and there are no other threats present, a kelp stalker takes its victim to the nearest kelp bed. The stalker then lays down roots in the body, sucking out all the innards of the creature over the next few days. During this time the stalker cannot move from that spot, but otherwise acts normally. If the target is alive when the process begins, the victim must make a DC 15 Fortitude save each day or take 1d6 points of Constitution drain. One day

of feeding heals a wounded kelp stalker of 2d8 hit points. The save DC is Constitution-based.

Saves: Fort +7, Ref +4, Will +2

Abilities: Str 18, Dex 13, Con 16, Int 5, Wis 12, Cha 10

Skills: Hide +9*, Move Silently +9, Swim +12

Feats: Lightning Reflexes, Weapon Focus (slam)

Environment: Any aquatic

Organization: Pack (3-8)

Challenge Rating: 5

Treasure: None

Alignment: Always neutral

Advancement: 6-10 HD (Medium), 11 -15 HD (Large)

Level Adjustment: –

of feeding heals a wounded kelp stalker of 2d8 hit points. The save DC is Constitution-based.

Kelp Traits (Ex): The type of kelp used in stalker creation directly affects the abilities of that creature; it is possible to predict these abilities with a successful DC 20 Knowledge (nature) check. For those made from something other than standard kelp, choose one of the following types for each group of kelp stalkers. Creatures formed from different base types do not congregate together.

— Soudrin seagrass: The kelp stalker gains an additional +4 racial bonus to Hide checks.

— Kraken bane: The kelp stalker gains a +10 damage bonus against kraken, squid and aboleths.

— Whaletop help: The kelp stalkers damage reduction improves to 10/slashing and its natural armor bonus improves to +10. Increase the kelp stalker's CR by +1.

— Blessed kelp: The kelp stalker's slam attacks are treated as silver weapons for purposes of overcoming damage reduction.

Water Dependent (Ex): Kelp stalkers cannot survive out of water, losing all muscle control and structure if they try to depart their natural medium. If somehow forced out into the air, the stalker collapses into an inert pile and is unable to move as long as it remains in a gaseous atmosphere. It also takes one point of Constitution damage per round until it returns to the water.

Skills: Kelp stalkers have a +4 racial bonus on Hide and Move Silently checks. *In areas containing kelp, a kelp stalker's racial bonus on Hide checks improves to +8, and it can hide even when being observed by others.

A kelp stalker has a +8 racial bonus on any Swim checks to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

Memory Moss

Hazard (CR 5)

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

When a living creature moves within 60 feet of a patch of memory moss, it attacks by attempting to steal that creature's memories. It can target a single creature each round. A targeted creature must succeed on a DC 16 Will save or lose all memories from the last 24 hours. This is particularly nasty to spellcasters, who lose all spells prepared within the last 24 hours that have not yet been used. Spellcasters that are not required to prepare their spells in advance instead lose the ability to cast their remaining spells for the rest of the day if they fail the save.

Once a memory moss steals a creature's memories, it sinks back down and does not attack again for 24 hours. Any creature that loses its memories to the memory moss acts as if affected by a *confusion* spell (caster level 8th) for the next 1d4 hours. Lost memories can be regained by eating the memory moss that absorbed them. Doing so requires

a DC 13 Fortitude save, with failure resulting in the creature being nauseated for 1d6 minutes and suffering 1d4 points of Constitution damage.

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

When first encountered, there is a chance that the memory moss has eaten within the last day and does not attack by stealing memories. In such a case, the moss contains 2d4 spells determined randomly. When a living creature moves within 60 feet of a sated memory moss, it assumes a vaguely humanoid form and casts the stolen spells at its targets. The moss casts these spells as a sorcerer of the minimum level necessary to cast the stolen spell (save DC 10 + spell level).

Ravelly Pad

Medium Plant

Hit Dice: 6d8+18 (45 hp)

Initiative: +1

Speed: Swim 5 ft. (1 square)

Armor Class: 11 (+1 Dex), touch 11, flat-footed 10

Base Attack/Grapple: +4/+9

Attack: Slam +9 melee (1d8+5)

Full Attack: 4 slams +9 melee (1d8+5)

Space/Reach: 5 ft./5 ft.

Special Attacks: Constrict 1d8+5, improved grab, swallow whole

Special Qualities: Blindsight 30 ft., low-light vision, plant traits, resistance to fire 10, vulnerability to electricity

The ravelly pad appears to be little more than a common, albeit larger than average, cluster of lily pads. Some display one or more large and colorful cup-shaped flowers. They mostly remain still, occasionally wandering slowly to a new location, preferring freshwater to saltwater.

The bulk of the creature can be found beneath the calm surface of the water, silently waiting for prey. A large oval pod hangs suspended by the wide

Saves: Fort +8, Ref +3, Will +2

Abilities: Str 20, Dex 12, Con 16, Int —, Wis 10, Cha 11

Skills: Swim +13

Feats: —

Environment: Any aquatic and marsh
Organization: Solitary, cluster (2-45)

Challenge Rating: 5

Treasure: 50% standard

Alignment: Always neutral

Advancement: 7-12 HD (Medium); 13-18 HD (Large)

Level Adjustment: —

pads, bristling with tentacle-like tendrils of various lengths that drift lazily in the current. If the ravelly pad is observed for a while, it will probably grab a fish, or other small animal that swims within range with a tendril, and cram it up inside the central pod. The ravelly pad dislikes bones and other hard objects, often ejecting them from the pod if no food remains.

Combat

The ravelly pad is a mindless eating machine, concerned first with filling its big belly, and second with protecting itself. It attacks anything that comes within reach, and will attempt to pack whatever creatures will fit into its stomach, killing whatever won't fit to attract animals that will. Because of the creature's discriminate eating habits, there is usually a bit of treasure to be found nearby in the silt amidst the bones of former meals.

Constrict (Ex): A ravelly pad deals 1d8+5 points of damage with a successful grapple check.

Improved Grab (Ex): To use this ability, a ravelly pad must hit with its slam attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and can constrict or attempt to swallow the foe in the following round.

Swallow Whole (Ex): A ravelly pad can try to swallow a grabbed opponent of Small or smaller size by making a successful grapple check. Once inside the plant's mass, the swallowed creature

takes 2d6 points of acid damage per round. A swallowed creature can climb out of the plant with a successful grapple check. This returns it to the plant's maw, where another successful grapple check is needed to get free. A swallowed creature can also cut its way out by using a light slashing or piercing weapon to deal 10 points of damage to the ravelly pad's interior (AC 10). Once a swallowed creature cuts an exit, the plant can no longer use this attack.

A Medium ravelly pad's expanding interior can hold 1 Small, 4 Tiny, 16 Diminutive, or 32 Fine creatures.

Blindsight (Ex): In addition to using its rudimentary eyes, a ravelly pad can sense the minute electrical impulses created by moving muscles within 30 feet.

Skills: A ravelly pad has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

Sea Walker

Large Magical Beast

Hit Dice: 9d10+9 (58 hp)

Initiative: +3

Speed: 30 ft. (6 squares)

Armor Class: 18 (-1 size, +3 Dex, +6 natural), touch 12, flat-footed 15

Base Attack/Grapple: +9/+15

Attack: Bite +10 melee (2d8+3)

Full Attack: Bite +10 melee (2d8+3)

Space/Reach: 10 ft./5 ft. (10 ft. with bite)

Special Attacks: —

Special Qualities: Darkvision 60 ft., low-light vision, water walk

Saves: Fort +7, Ref +11, Will -2

Abilities: Str 15, Dex 17, Con 13, Int 2, Wis 3, Cha 2

This long-necked reptile uses vestigial wings and a flap of skin upon its back as sails of a sort to almost skate across the surface of the lake.

Combat

The sea walker can be a deadly foe, especially when the wind is in its favor (and a sea walker generally waits to attack large prey until it has a favorable path). It sweeps by boats and uses its long neck to reach onto the deck and pluck unfortunate sailors away.

Water Walk (Ex): A sea walker can walk over water as though with a *water walk* spell.

Skills: Listen +3, Spot +5

Feats: Alertness, Combat Reflexes, Lightning Reflexes, Skate-By Attack (see below)

Environment: Any aquatic

Organization: Solitary, pair, pod (1-8) or cluster (9-20)

Challenge Rating: 5

Treasure: Standard

Alignment: Always neutral

Advancement: 10-18 HD (Large); 19-27 HD (Huge)

Level Adjustment: —

Skate-By-Attack [General]

You are skilled at making fast attacks while walking on the surface of water.

Prerequisites: Water walk, as a spell, spell-like ability, or supernatural or extraordinary ability.

Benefit: When walking across the surface of water and using the charge action, you may move and attack as if with a standard charge and then move again (continuing the straight line of the charge). Your total movement for the round can't exceed double your normal land speed. You do not provoke an attack of opportunity from the opponent that you attack.

Shipwreck Ooze

Large Ooze (Aquatic)

Hit Dice: 4d10+8 (30 hp)

Initiative: -5

Speed: Swim 15 ft. (3 squares)

Armor Class: 4 (-1 size, -5 Dex), touch 4, flat-footed 4

Base Attack/Grapple: +3/+11

Attack: Slam +6 melee (1d8+6 plus 1d6 acid)

Full Attack: Slam +6 melee (1d8+6 plus 1d6 acid)

Space/Reach: 10 ft./10 ft.

Special Attacks: Acid, constrict 1d8+6 and 1d6 acid, engulf

Special Qualities: Blindsight 80 ft., camouflage, dehydration, ooze traits

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

Abilities: Str 19, Dex 1, Con 15, Int —, Wis 1, Cha 1

Skills: Hide -9*, Swim +12

Feats: —

Environment: Any aquatic

Organization: Solitary or school (2-7)

Challenge Rating: 5

Treasure: None

Alignment: Always neutral

Advancement: 5-8 HD (Large); 9-12 HD (Huge)

Level Adjustment: —

Shipwreck oozes lie in wait underwater, using their natural camouflage to surprise the unwary.

Named for where they were first discovered—inside the bows of sunken ships—shipwreck oozes are amorphous masses of sticky, acidic jelly. A shipwreck ooze's translucent body resembles a large air pocket, often resting on the sea surface or rising from the depths. Nearly weightless, shipwreck oozes drift through water as they seek to find and envelop prey. They feed on any organic material they come in contact with, and can even dissolve steel.

Shipwreck oozes cannot survive exposure to air. They rely on water to keep their membranes moist, and on land, a shipwreck ooze quickly withers and dies. As its "skin" cracks, an ooze's fluid core spills out through thousands of tiny ruptures, creating a high-pitched whine like that of a shrieking child.

Combat

Shipwreck oozes, when not floating near the surface of a body of water, cling to the ceilings of underwater caves and shipwrecks. When creatures pass below, they descend and engulf their prey.

Acid (Ex): A shipwreck ooze is composed of acid that dissolves organic material and metal, but not stone. Any melee hit or constrict attack deals acid damage. Armor or clothing dissolves and becomes useless immediately unless it succeeds on a DC 14 Reflex save. A metal or wooden weapon that strikes a shipwreck ooze also dissolves immediately unless it succeeds on a DC 14 Reflex save. The save DCs are Constitution-based.

The shipwreck ooze's acidic touch deals 14 points of damage per round to wooden or metal objects, but the ooze must remain in contact with the object for 1 full round to deal this damage.

Constrict (Ex): A shipwreck ooze deals automatic slam and acid damage with a successful grapple check. The opponent's clothing and armor take a -4 penalty on Reflex saves against the acid.

Engulf (Ex): A shipwreck ooze can mow down Large or smaller creatures as a standard action. The ooze merely has to move over the opponents, affecting as many as it can cover. Opponents can make opportunity attacks, but if they do so they are not entitled to a saving throw. Those who do not attempt attacks of opportunity must succeed on a DC 16 Reflex save or be engulfed; on a success, they are pushed back or aside (opponent's choice) as the ooze moves forward. Engulfed creatures are subject to the ooze's acid, and are considered grappled and trapped within its body. The save DC is Strength-based.

Dehydration (Ex): A shipwreck ooze that is removed from water takes 4d10 points of damage every round until it is submerged again.

Blindsight (Ex): A shipwreck ooze's entire body is a primitive sensory organ that can ascertain prey by water vibrations within 80 feet. Beyond that range, they are considered blinded. Shipwreck oozes are invulnerable to gaze attacks, visual effects of spells such as illusions, and other attack forms that rely on sight.

Skills: A shipwreck ooze has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

* A shipwreck ooze has a +13 racial bonus to Hide checks when motionless and immersed in water.

Sinew Dragger

Medium Undead

Hit Dice: 5d12 (32 hp)

Initiative: +4

Speed: 40 ft. (8 squares), climb 50 ft. (with tethers, 10 squares)

Armor Class: 18 (+4 Dex, +2 natural, +2 leather armor), touch 14, flat-footed 14

Base Attack/Grapple: +2/+4

Attack: Bite +4 melee (1d6+2 and paralysis) or mouth tether +6 ranged (2d6+1 and paralysis)

Full Attack: Bite +4 melee (1d6+2 and paralysis) and 2 claws +2 melee (1d4+1) or mouth tether +6 ranged (2d6+1 and paralysis) and 2 hand tethers +4 ranged (1d6+1)

Space/Reach: 5 ft./5 ft. (20 ft. with tethers)

Special Attacks: Drag, paralysis, tethers of sinew

The creature before you is a monstrosity, with black veins showing through unwholesome dead-white flesh stretched tight over its musculature. It grins, showing a mouth full of teeth before it whips its head around, launching a disgusting tether made of sinew, tipped with a wickedly barbed hook, at you from its mouth.

Combat

Sinew draggers like to prepare ambushes for their chosen prey. When hunting in a group, sinew draggers use pack tactics and work together like a well-oiled machine. Some have even been known to carry others on their backs, allowing the carried sinew dragger to make five tether attacks.

Drag (Ex): If a sinew dragger hits with a tether attack, the tether latches onto the opponent's body. This deals damage as appropriate to the type of tether used, and drags a Medium or smaller opponent 25 feet closer each subsequent round (provoking no attack of opportunity) unless that creature breaks free, which requires a DC 18 Escape Artist check or a DC 14 Strength check. The check DCs are Strength-based, and the Escape Artist DC includes a +4 racial bonus. A creature that breaks free from a tether takes 1d6 points of damage from tearing free. A sinew dragger can draw in a creature within 5 feet of itself and bite and claw with a +4 bonus in the same round.

Special Qualities: Darkvision 60 ft., undead traits

Saves: Fort +1, Ref +5, Will +6

Abilities: Str 15, Dex 18, Con —, Int 14, Wis 15, Cha 12

Skills: Balance +11, Climb +10 (+12 rope), Escape Artist +4 (+6 rope), Hide +15, Jump +6, Listen +11, Move Silently +15, Spot +11, Tumble +11, Use Rope +20

Feats: Blind-Fight, Multiattack

Environment: Any land and underground

Organization: Solitary, cell (3-7), or host (8-12)

Challenge Rating: 5

Treasure: Standard

Alignment: Always chaotic evil

Advancement: 6-15 HD (Medium)

Level Adjustment: —

A tether has 5 hit points and can be attacked by making a successful sunder attempt. However, attacking a sinew dragger's tether does not provoke an attack of opportunity. If the tether is currently attached to a target, the sinew dragger takes a -4 penalty on its opposed attack roll to resist the sunder attempt. Severing a tether deals no damage to a sinew dragger.

Paralysis (Ex): The sinew dragger's saliva causes paralysis. A victim bitten by a sinew dragger or hit by its mouth tether must succeed on a DC 13 Fortitude save or be paralyzed for 3d6 minutes. The save DC is Charisma-based.

Tethers of Sinew (Ex): A sinew dragger can launch tethers made of strong sinew from both its mouth and appendages, sinking their barbs or hooks into opponents. A sinew dragger can use one mouth tether per round, and up to two from any of its hands or feet, striking up to 20 feet away (no range increment). A sinew dragger can detach a sinew at will, allowing it to be used as extremely strong rope, and if detached or severed a new tether takes its place as a free action on its next turn.

Skills: A sinew dragger has a +2 racial bonus on Listen and Spot checks, a +4 racial bonus on Hide and Move Silently checks, and a +10 racial bonus on Use Rope checks. Sinew draggers have a +8 racial bonus on Climb checks. A sinew dragger can always choose to take 10 on Climb checks, even if rushed or threatened.

Skresh

Medium Humanoid (Reptilian)

Hit Dice: 6d8+6 (33 hp)

Initiative: +2

Speed: 30 ft. (6 squares)

Armor Class: 15 (+2 Dex, +2 leather armor, +1 buckler), touch 12, flat-footed 13

Base Attack/Grapple: +4/+4

Attack: Shortspear +5 melee (1d6 plus poison) or javelin +6 ranged (1d6 plus poison)

Full Attack: Shortspear +5 melee (1d6 plus poison) or javelin +6 ranged (1d6 plus poison)

Space/Reach: 5 ft./5 ft.

Special Attacks: Poison

Special Qualities: Darkvision 60 ft., jungle movement

Saves: Fort +3, Ref +7, Will +2

Abilities: Str 11, Dex 15, Con 13, Int 10, Wis 10, Cha 11

Skills: Craft (alchemy) +8, Climb +5, Hide +14, Listen +7, Move Silently +14, Spot +2, Survival +9

Feats: Alertness, Stealthy, Weapon Focus (shortspear)

Environment: Temperate and warm marsh

Organization: Scout (6-12) or family (60-100)

Challenge Rating: 5

Treasure: Standard

Alignment: Usually neutral evil

Advancement: By character class

Level Adjustment: +2

Skresh are sinister reptilian humanoids that ruthlessly seek to dominate their neighbors, whoever they may be. Their skin varies from dark green, browns, and ferrous red, and their sallow eyes merely hint at their scheming.

The skresh speak their own language, a variant of Draconic.

Combat

Skresh rely on their skill at moving unseen and silently through the jungle to surprise their enemy. In battle, they depend on a wide variety of poisons to incapacitate their foes. If opposing an unknown, such as a party of PCs, the skresh usually drug their opponents, taking them back to the patriarchal head of the family for examination.

Skresh use shortspears and javelins with poisoned tips. Some wear leather armor and most use bucklers made of toughened kari dragon hide (pg 94). They attack from concealed positions with javelins, often making it difficult for their opponents to gauge how many skresh they face.

Jungle Movement: Skresh suffer no penalties for moving through trackless jungle or swamp.

Skills: Skresh have a +8 racial bonus on Hide, Move Silently, and Survival checks and a +5 racial bonus on Craft (alchemy) checks.

Illiterate: Skresh are illiterate and must spend two skill points to gain the ability to read and write a language they can speak (the Skresh language may not be chosen as it has no written component).

Poison: All skresh are trained in the use of poison. They learn a specialized form of the Craft (alchemy) skill targeted at the concoction of poisons. Skresh are familiar with all poisons available in any campaign although they prefer to use their own, more effective, poisons. It takes a number of days equal to the concoct DC divided by 3 to make 2d4 doses of a poison. This time is reduced by one day for every three points of success over the DC that the skresh rolls.

Skresh poisons are well known throughout the world as the most potent, and command significant prices on the rare occasions that they can be found outside the skresh's native land.

When first encountered in combat, most skresh use Treeblood on their opponents. Only when an enemy poses a known threat to the entire skresh race is Skresh Fire used. Only patriarchal heads know how to make Skresh Fire.

Skresh Fire: Craft DC 26; Contact, DC 26; Initial paralysis 1d6 hours; Secondary death; cost 1,500 gp.

Barmik Root: Craft DC 21; Injury, DC 20; Initial 2d6 Dex; Secondary 2d6 Dex; cost 2,000 gp.

Ankala Snake Venom: Craft DC 23; Injury, DC 23; Initial 1d8 Str; Secondary 1d6 Str + 1d6 Con; cost 800 gp.

Blue Fog: Craft DC 21; Injury, DC 19; Initial 3d10 hp; Secondary 2d10 hp; cost 700 gp.

Treeblood: Craft DC 18; Injury, DC 19; Initial paralysis 2d6 hours; Secondary Unconsciousness 1d6 hours; cost 400 gp.

Spindleshank

Large Humanoid (Aquatic, Reptilian)

Hit Dice: 5d8 (22 hp)

Initiative: +5

Speed: 30 ft. (6 squares), swim 60 ft. (12 squares)

Armor Class: 15 (-1 size, +1 Dex, +5 natural), touch 10, flat-footed 14

Base Attack/Grapple: +3/+9

Attack: Trident +4 melee (2d6+2 plus poison) or sling +3 ranged (1d6+2)

Full Attack: Trident +4 melee (2d6+2 plus poison) or sling +3 ranged (1d6+2)

Space/Reach: 10 ft./10 ft.

Special Attacks: Poison

Special Qualities: Amphibious

Saves: Fort +3, Ref +5, Will -1

Abilities: Str 14, Dex 12, Con 10, Int 13, Wis 7, Cha 10

Skills: Jump +10, Spot +6, Survival +6, Swim +10

Feats: Great Fortitude, Improved Initiative

Environment: Warm forest and marsh

Organization: Gang (3-9), or tribe (10-100)

Challenge Rating: 5

Treasure: Standard

Alignment: Usually chaotic evil

Advancement: 6-10 HD (Large), 11-15 HD (Huge)

Level Adjustment: +3

Spindleshanks are a very tall, gaunt race of amphibian-like creatures that inhabit hot, steamy jungle and swamp environments. Spindleshanks come in a wide variety of colors, ranging from an almost fluorescent green color to a drab, flat gray. Many sages theorize that this wide range of coloration denotes a difference between spindleshank tribes, and in fact spindleshanks of a like color typically associate with one another and are aggressive toward those of a different color. Others think the coloration variations are due to differences in habitats, but the true reason still remains unknown.

Spindleshanks have stumpy, square-looking heads similar to turtles, with small, watery slit-like eyes, a mouth, but no visible nose or ears. A spindleshank's thin, willowy arms appear far too short in comparison to their long, spindly legs that give them their name. Their bodies are shaped like tall, narrow barrels, which the spindly legs ending in wide, flat and splayed feet support. Both their hands and feet are webbed and clawed, but their feet are huge in comparison to their hands and the rest of their body.

Spindleshanks speak Aquan, but can speak broken Common when required.

Combat

Spindleshanks are fiercely territorial, defending their territory and clan against any foe regardless of the danger. They fight best in small, tightly knit groups and specialize in ambush tactics as well as trap setting. Many believe that these creatures share an empathic link because their combined actions flow seamlessly together, as if one collective mind were directing them. This is especially true during combat, where the spindleshanks use their simple weapons (spears, tridents, nets, darts, and slings) to devastating effect. Also a potent neurotoxin exudes from their skin when they become excited, angry, or hurt. They coat their weapons' tips with this virulent substance during combat to paralyze their victims, thereby gaining the upper hand. At any given time, the spindleshank's body produces enough venom for 1d4 doses.

Poison (Ex): Injury, Fortitude DC 16, initial damage 1d4 Con, secondary damage paralysis for 2d4 hours. The save DC is Constitution-based and includes a +4 racial bonus.

Skills: A spindleshank has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

Transposer

Medium Outsider (Native, Shapechanger)

Hit Dice: 6d8+6 (33 hp)

Initiative: +1

Speed: 30 ft. (6 squares)

Armor Class: 13 (+1 Dex, +2 natural), touch 11, flat-footed 12

Base Attack/Grapple: +6/+7

Attack: Slam +7 melee (1d6+1)

Full Attack: 2 slams +7 melee (1d6+1)

Space/Reach: 5 ft./5 ft.

Special Attacks: Transpose damage

Special Qualities: *Change self*, darkvision 60 ft.

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

Abilities: Str 12, Dex 13, Con 12, Int 8, Wis 12, Cha 11

Skills: Bluff +9, Disguise +7*, Forgery +3, Hide +10, Listen +10, Move Silently +10, Spot +10, Swim +8

Feat: Deceitful, Dodge, Skill Focus (Disguise)

Environment: Any land and underground

Organization: Solitary

Challenge Rating: 5

Treasure: None

Alignment: Always neutral

Advancement: By character class

Level Adjustment: +6

The transposer appears as a featureless humanoid creature whose arms end in large sucker-like membranes. The transposer is thought to be of an alien culture; how it came to the Material Plane remains a mystery to sages.

Combat

The transposer uses its *change self* ability to lure its prey into range. It usually takes the shape of a creature of the same race as its potential prey if possible. Once its prey is in range, the transposer lashes out with its arms.

Transpose Damage (Su): A creature hit by the transposer becomes “linked” to it by an invisible and undetectable force of energy for the remainder of the encounter. Any damage dealt by a linked opponent to the transposer actually

harms the linked attacker and heals a like amount of damage on the transposer. Any curative magic (spells, potions, and the like) used on a transposer while it is linked to an opponent does damage to the transposer and heals the linked opponent. Such magic used on a linked opponent does not affect a transposer (it neither harms nor heals it). Opponents not affected (i.e., not linked to the transposer) can attack the transposer normally. A transposer can link to any number of creatures in an encounter.

Change Self (Su): A transposer can use this ability at will, as the spell (caster level 6th; Will DC 13). The save DC is Charisma-based.

Skills: *When using its *change self* ability, the transposer receives a +10 circumstance bonus to Disguise checks.

Flora and Fauna

Mage Spores: Mage spores are a very rare polar phytoplankton that is able to draw sustenance from magical energy when there is not enough sunlight to support them. This allows the plant to survive long winter nights at the poles, but only if they can find a source of magic to cluster around. Mage spores rely on water currents for transportation in their quest for food, and most die of starvation before finding a suitable source of sustenance.

Spores that locate magical energy gather together, often resembling a swarm of flies or gnats. Spores fed by this energy glow an iridescent blue color, which some aquatic races have learned is a sign of the presence of magic. Magic sources fed upon by mage spores must make a save (DC 15) every week or be destroyed. Enterprising individuals have begun collecting mage spores to use them as a means of detecting magic items, but the need to feed them regularly and the short lifespan of the spore makes this a difficult practice. Once collected, mage spore swarms rarely live longer than 3 months. Recognizing mage spores requires a Survival or Knowledge (nature) check (DC 25). Collecting them requires 10 minutes of effort and a Survival or Knowledge (nature) check (DC 20).

Waterbaby

Small Undead (Aquatic, Psionic)

Hit Dice: 4d12+6 (32 hp)

Initiative: +2

Speed: Swim 30 ft. (6 squares)

Armor Class: 15 (+1 size, +2 Dex, +2 natural), touch 13, flat-footed 13

Base Attack/Grapple: +2/-2

Attack: Bite +3 melee (1d4)

Full Attack: Bite +3 melee (1d4)

Space/Reach: 5 ft./5 ft.

Special Attacks: Neoteny, psi-like abilities

Special Qualities: Darkvision 60 ft., immunity to turning, telepathy 100 ft., undead traits

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

Abilities: Str 10, Dex 14, Con —, Int 10, Wis 9, Cha 15

Skills: Bluff +9, Concentration +9, Diplomacy +6, Disguise +2 (+4 acting), Intimidate +4, Sense Motive +6 (+16 to oppose Bluff), Spot +6, Swim +8

Feats: Inquisitor^B, Psionic Body, Psionic Fist

Environment: Any aquatic

Organization: Solitary, pair, pack (3-5), horde (8-20), or colony (12-30)

Challenge Rating: 5

Treasure: 50% standard (coins, jewels and weapons only)

Alignment: Usually neutral evil

Advancement: 5-8 HD (Small)

Level Adjustment: —

Waterbabies look like typical infants or children, except they are slightly sallow and emaciated. However, in the darkness their glowing green eyes reveal their hatred for the living.

Waterbabies are the corporeal spirits of children who were drowned or ritually slain because of their early signs of psionic ability. The only thing deeper than their hatred of living creatures is their jealousy of living psions.

A waterbaby may be found in any freshwater aquatic area, especially ponds, lakes, wells, or any shunned body of water located near a town. Waterbabies are usually encountered alone or in pairs near new settlements, and in progressively larger groups in older and ancient settlements, and ruins.

Combat

A waterbaby attempts to lure its victims into the water so that it can attack them physically as well as psionically. It particularly enjoys taking advantage of a good creature's natural compassion for the young and helpless. Thus, one of its favorite tactics is rise to the surface, splashing wildly and shrieking as if drowning. Many a passerby has heroically leapt into the waters to save such a child, only to be psionically attacked from below by a pack of undead.

Neoteny (Su): Once per day, a waterbaby can cause a single humanoid creature within 30 feet to "adopt" it for 1 hour. The target must succeed on a DC 14 Will save or believe the waterbaby to be its own child. The affected creature defends the waterbaby to the best of its ability and refuses to leave the area lest harm come to "its child." Any attack against the affected individual by that waterbaby or others of its kind ends the effect immediately. Neoteny is a psionic mind-affecting charm effect. The save DC is Charisma-based.

Psi-Like Abilities: At will—*demoralize* (40 ft. range and radius, DC 15*), *detect psionics*, *inertial armor* (+6 bonus*), *psionic daze* (8 HD*, DC 13); 3/day—*crisis of breath* (DC 15), *empty mind* (+4 bonus*), *inflict pain* (2 targets, DC 15*), *mind thrust* (5d10 damage, DC 13*). Manifestor level 5th. The save DCs are Charisma-based.

*Includes augmentation for the waterbaby's manifestor level.

Skills: A waterbaby has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

Winterbrood Fury

Medium Fey

Hit Dice: 7d6+7 (31 hp)

Initiative: +6

Speed: 30 ft. (6 squares)

Armor Class: 17 (+2 Dex, +5 natural), touch 12, flat-footed 15

Base Attack/Grapple: +3/+3

Attack: Claw +3 melee (1d4 plus poison)

Full Attack: Claw +3 melee (1d4 plus poison)

Space/Reach: 5 ft./5 ft.

Special Attacks: Poison, spell-like abilities

Special Qualities: Control vermin, low-light vision, nest dependent, resistance to cold 20

Saves: Fort +3, Ref +7, Will +8

Abilities: Str 10, Dex 15, Con 12, Int 14, Wis 16, Cha 15

A winterbrood fury appears to be a beautiful human woman with black hair and white skin. However, a closer look reveals a fury's thumbs end in inch-long black claws, her eyes sparkle with tiny blue crystals, and her skin shifts slightly in places, as if tiny creatures crawl beneath the surface. Most winterbrood furies wear gossamer dresses patterned like spider webs.

Winterbrood furies are guardian spirits who protect insects and other vermin in winter. They only appear during winter, in areas normally replete with vermin. Each fury finds a nest to call her own—often an enormous spider web or a rotting tree—and spends the season protecting her “children.” Standing invisibly over their nests, furies wait for creatures to disrupt their children's activities. Despite their fervor, winterbrood furies are open to communication with those who treat them with respect. They speak Common and Sylvan.

Combat

Winterbrood furies fight readily if they feel a need to defend themselves, their nests, or their children. Whenever possible, they attack with magic; *winter's web* and *ray of frost* are favorite abilities to use from afar. *Summon swarm*, *giant vermin*, and similar abilities are used only in dire situations; a winterbrood fury hates to endanger her children.

Poison (Ex): Injury, Fortitude DC 14, initial and secondary damage 1d6 Strength. The save DC is Constitution-based.

Spell-Like Abilities: At will—*animal messenger*, *detect animals or plants*, *invisibility* (self only), *ray of frost*, *repel vermin* (DC 16), *warp wood*; 3/day—*neutralize poison*, *poison* (DC 18), *sleet storm*, *summon swarm* (spiders only), *winter's web* (DC 15); 1/day—*giant vermin*, *polar ray*. Caster level 10th. The save DCs are Charisma-based.

Control Vermin (Su): A winterbrood fury can mentally control all vermin within 30 feet. It

Skills: Concentration +9, Diplomacy +4, Handle Animal +12, Heal +9, Hide +8, Knowledge (nature) +14, Listen +11, Move Silently +8, Ride +4, Sense Motive +11, Spot +11, Survival +13 (+15 natural environments)

Feats: Combat Casting, Improved Initiative, Empower Spell-Like Ability (ray of frost)

Environment: Temperate forest, hills, marsh, and plains

Organization: Solitary

Challenge Rating: 5

Treasure: Standard

Alignment: Always chaotic neutral

Advancement: 8-14 HD (Medium)

Level Adjustment: —

commands the creatures by voice and they can understand the winterbrood fury. Even if vocal communication is impossible (in the area of a *silence* spell, for instance), the controlled vermin will not attack the winterbrood fury. Suicidal or self-destructive commands are simply ignored. This is a transmutation effect, and not a mind-affecting effect.

Nest Dependent (Su): Each winterbrood fury is connected to a nest, hive, or web where hundreds of vermin or eggs are housed and must never stray more than a mile from it. A winterbrood fury receives its strength from those it guards, so one that strays out of range of its nest or whose nest is destroyed takes 1 point of Constitution damage per hour until it dies. A winterbrood fury can voluntarily detach itself from its nest whenever it wishes and attach to an appropriate new one, suffering damage in the meantime if it strays too far from the old one. A winterbrood fury's nest does not radiate magic.

Winter's Web

Conjuration (Creation) [Cold]

Level: Drd 3, Sor/Wiz 3

Components: V, S, M

Casting Time: 1 standard action

Range: Medium (100 ft. + 10 ft./level)

Effect: Icy strands in a 20-ft.-radius spread

Duration: 1 round/level (D)

Saving Throw: Reflex negates; see text

Spell Resistance: No

As *web*, except the web is composed of icy filaments that freeze to whatever they touch. Entangled creatures suffer 2d4 points of cold damage every round they are stuck. Each 5-foot section of webbing has 5 hit points, and can be shattered with little difficulty. Fire deals only one-quarter damage to the filaments (but does no harm to creatures stuck in the web).

Material Component: A frozen spider egg.

Bayowulf

Large Magical Beast

Hit Dice: 7d10+28 (66 hp)

Initiative: +2

Speed: 50 ft. (10 squares), swim 40 ft (8 squares)

Armor Class: 18 (-1 size, +2 Dex, +7 natural), touch 11, flat-footed 16

Base Attack/Grapple: +7/+15

Attack: Bite +11 melee (1d8+6 plus disease)

Full Attack: Bite +11 melee (1d8+6 plus disease)

Space/Reach: 10 ft./5 ft

Special Attacks: Breath of the moor, disease, howl

Special Qualities: Darkvision 60 ft., low-light vision, scent

A billowing cloud of rolling, gray fog moves unannaturally swift over the moors.

Bayowulfs stand approximately six feet high at the shoulder and measure roughly nine feet in length from snout to hindquarters, with a thin, wiry tail extending another three feet behind them. They possess short, stubby ears, protruding jaws bearing rows of narrow, pointed teeth, thin, brown whiskers, and luminescent, yellow eyes emitting an unnerving, malevolent glow. Their four legs end in oddly shaped, polydactyl, webbed paws tipped with jagged, calcified claws. Their short, brown fur glistens with an oily sheen, presumably waterproofing and cooling their bodies as they wade in the warm, murky waters of their habitat. Unfortunately for the bayowulf, trappers and poachers value them as a source of leather. Although unproved, some sages speculate that bayowulfs hunt humanoids in preference to other species as a deliberate response to the commercial harvesting of their skin.

These savage predators, equally adept at hunting on land or in shallow water, nomadically wander an expansive area in search of humanoid prey. Bayowulfs speak Common and Aquan.

Combat

Bayowulfs rely upon their ability to generate fog as their first line of defense. In addition to providing concealment, the billowing mists also enable the creatures to utilize their Scent ability and Blind-Fight feat to effectively surround and flank their adversaries. Although ferocious, bayowulfs flee underwater when seriously threatened, regrouping and attacking again at a more advantageous time.

Breath of the Moor (Su): At will, a bayowulf can exhale a thick, billowing cloud from its lungs that fills a stationary, 30-foot cube centered on the

Saves: Fort +9, Ref +7, Will +3

Abilities: Str 18, Dex 15, Con 18, Int 9, Wis 13, Cha 10

Skills: Climb +5, Hide +5, Jump +12, Listen +5, Move Silently +8, Spot +3, Swim +12, Survival +1*

Feats: Blind Fight, Stealthy, Weapon Focus (bite)

Environment: Warm forest and marsh

Organization: Solitary or pack (4-10)

Challenge Rating: 6

Treasure: 10% coins; 25% goods; 50% items

Alignment: Always neutral evil

Advancement: 8-14 HD (Large); 15-21 HD (Huge)

Level Adjustment: —

bayowulf. The fog obscures all sight, including darkvision, beyond 5 feet. A creature within 5 feet has concealment (attacks have a 20% miss chance). Creatures farther away have total concealment (50% miss chance, and the attacker can't use sight to locate the target).

A moderate wind (11+ mph) disperses the fog in 4 rounds; a strong wind (21+ mph) disperses the fog in 1 round. Otherwise, the fog disperses in 2d4 rounds. Magical and nonmagical fire immediately evaporates the mists within the inflammatory source's area of effect.

Disease (Ex): Bayou rot—bite, Fortitude DC 17, incubation period 1 day, damage 1d4 Str. Creatures failing the save must succeed on another DC 17 Fortitude save on each subsequent day or suffer 1 point of Strength drain. The save DC is Constitution-based.

Howl (Su): As a standard action, a bayowulf can let out a terrifying howl that affects all living creatures within 20 feet. Affected creatures must succeed on a DC 13 Will save or be shaken for the remainder of the encounter. If the save is successful, that creature cannot be affected again by the same bayowulf's howl for 24 hours. This is a sonic, mind-affecting fear effect. The save DC is Charisma-based.

Skills: A bayowulf has a +2 racial bonus on Hide, Listen, and Move Silently checks.

A bayowulf has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

*A bayowulf has a +4 racial bonus on Survival checks when tracking by scent.

Blight Belcher

Large Magical Beast (Aquatic)

Hit Dice: 12d8+36 (90 hp)

Initiative: +6

Speed: 15 ft. (3 squares), swim 40 ft. (8 squares)

Armor Class: 21 (-1 size, +2 Dex, +10 natural), touch 11, flat-footed 19

Base Attack/Grapple: +12/+23

Attack: Bite +18 melee (1d12+7)

Full Attack: Bite +18 melee (1d12+7) and claw +16 melee (1d8+3)

Space/Reach: 10 ft./5 ft.

Special Attack: Breath weapon

Special Qualities: Amphibious, darkvision 60 ft., low-light vision, scent

Saves: Fort +11, Ref +10, Will +3

Abilities: Str 24, Dex 14, Con 16, Int 4, Wis 8, Cha 8

Skills: Hide +5, Jump +1, Listen +6, Move Silently +4, Spot +6, Swim +15

Feats: Alertness, Improved Initiative, Multiattack, Power Attack, Stealthy

Environment: Any aquatic

Organization: Solitary

Challenge Rating: 6

Alignment: Always neutral

Treasure: None

Advancement: 13-16 HD (Large), 17-20 HD (Huge)

Level Adjustment: —

This 8-foot long beast looks like a cross between a salamander and an alligator. It has green-brown scales, short, stocky legs, and a muscular tail.

Blight belchers are scaled amphibious creatures that are equally at home on land, in salt water, or in fresh water. Their powerful tail helps them maneuver in the water while their short stocky legs allow them to move through sand, soil, and mud.

Though typically found in saltwater, blight belchers enjoy bathing on beaches, rolling in mudflats, swimming up inlets, and hunting in freshwater as well. Blight belcher jaunts on land eventually lead to water, lest their scales dry out.

Combat

Blight belchers are typically docile unless they are hungry or other creatures threaten their territory. Besides attacking with bite and claws, blight belchers also unleash a noxious gas that affects that works equally well underwater or on the surface.

Breath Weapon (Su): 30-foot cone of poisonous gas, once every 1d4 rounds, damage 1d4 Str and 1d4 Con, Fortitude DC 19 half. The save DC is Constitution-based.

If a blight belcher uses its breath weapon underwater, it rises up to the surface and engulfs all within a 10-foot radius directly above the blight belcher.

Amphibious (Ex): Although blight belchers are aquatic, they can survive indefinitely on land.

Skills: A blight belcher has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

Training a Blight Belcher

Young blight belchers can be trained to serve as mounts. The advantages of a blight belcher mount are threefold; the rider is often able to goad the creature into using its breath weapon against foes, blight belchers can move on land as well as in the water, and they make excellent trackers due to their acute sense of smell.

Training a blight belcher requires six weeks of work and a successful DC 20 Handle Animal check. Once an untrained blight belcher reaches full maturity it is almost impossible to train (DC 35). Riding a blight belcher requires an exotic saddle. A blight belcher can fight while carrying a rider, but the rider cannot also attack unless he or she succeeds on a Ride check.

Carrying Capacity: A light load for a blight belcher is up to 699 pounds; a medium load, 700-1,398 pounds, and a heavy load, 1,399-2,100 pounds. A blight belcher can drag 10,500 pounds.

Blood Golem

Large Construct
Hit Dice: 6d10+30 (63 hp)
Initiative: +1
Speed: 20 ft. (4 squares)
Armor Class: 10 (-1 size, +1 Dex), touch 10, flat-footed 9
Base Attack/Grapple: +4/+13
Attack: Slam +8 melee (1d4+7)
Full Attack: Slam +8 melee (1d4+7)
Space/Reach: 10 ft./10 ft.
Special Attacks: Blood drain, engulf, frightful presence, improved grab
Special Qualities: Construct traits, damage reduction 5/—, darkvision 60 ft., immunity to magic, low-light vision

Saves: Fort +2, Ref +3, Will +2
Abilities: Str 21, Dex 13, Con —, Int —, Wis 11, Cha 8
Skills: —
Feats: —
Environment: Any land and underground
Organization: Solitary
Challenge Rating: 6
Treasure: None
Alignment: Always neutral
Advancement: 7-12 HD (Large), 13-18 HD (Huge)
Level Adjustment: —

A blood golem appears like a large, bulky humanoid formed entirely of living, flowing, pulsing blood. Logic would suggest that such a quantity of blood could not remain in a coherent shape without skin or bone to support it, but somehow it does. Despite this it is still liquid, and still amorphous enough to engulf an opponent entirely into its body.

Blood golems are magically crafted creatures, formed from the blood of dozens of sacrifices by the will and arcane knowledge of a blood magician. A blood golem is thought to be held together by the will of a powerful entity trapped within the blood golem's body.

Combat

A blood golem attacks by simply rolling into its opponents, engulfing them in its body, and reshaping itself to absorb their essence. Its damage resistance and spell immunities add to the formidable nature of this foe, and its capability to grow larger and stronger by incorporating the blood of its victims into its own body means that a blood golem left unchecked in a city or other densely populated area can soon become very dangerous indeed.

Blood Drain (Ex): A blood golem can drain blood from a living victim that it has engulfed. The blood golem deals 2d6 points of bludgeoning damage to the engulfed foe and drains blood, inflicting 1d4 points of Constitution drain each round the pin is maintained. On each successful attack, the blood golem gains 5 temporary hit points. The non-blood remnants of any drained creatures are left behind as the blood golem moves, a thin trail of desiccated flesh, bone, and other superfluous tissues and organs.

Engulf (Ex): A blood golem can simply engulf a creature that it successfully grabbed on a successful grapple check. Engulfed creatures are subject to the blood golem's blood drain, are considered to be grappled and are trapped within its body.

Frightful Presence (Ex): The mere presence of a blood golem is unsettling to foes - it is clear to all who see it that this is a huge quantity of animated blood. This ability takes effect automatically whenever the blood golem performs some sort of dramatic action (such as charging or attacking). Creatures within 60 feet and with less than 3 HD must succeed on a DC 12 Will save or become frightened for 4d6 rounds. Creatures that successfully save are immune to the frightful presence of the same blood golem for 24 hours. The save DC is Charisma-based.

Improved Grab (Ex): To use this ability, a blood golem must hit with its slam attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and can try to engulf the foe in the following round.

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

A magical effect that cures hit points slows a blood golem (as the *slow* spell), for a number of rounds equal to the level of the spell, with no saving throws.

A *heal* spell affects a blood golem as a *hold monster* spell with a duration of 1d4 rounds.

Bloodworms

Large Animal (Aquatic)

Hit Dice: 6d8+39 (66 hp)

Initiative: +1

Speed: Swim 20 ft. (4 squares)

Armor Class: 14 (-1 size, +1 Dex, +4 natural), touch 10, flat-footed 13

Base Attack/Grapple: +4/+12

Attack: Bite +7 melee (1d8+6)

Full Attack: Bite +7 melee (1d8+6)

Space/Reach: 10 ft/15 ft.

Special Attacks: Increased reach

Special Qualities: Blind, blindsight 30 ft, low-

This eel-like creature's skin appears to be made of blood. Its eyeless head is fishlike, with a few needlelike teeth.

Bloodworms are found only on the deeper sections of the ocean floor in regions with hydrothermal vents. They are not actual worms but eel-like fish with long, thin bodies and very small fins. They are bright red in color; the large number of capillaries close to their skin surface makes them appear as if their skin is made of blood. Bloodworms have fish-like, predatory heads with a small number of sharp teeth and no eyes. They spend their entire lives near the bottom of the sea, unable to survive at lesser depths due to the difference in pressure.

Despite their ability to move, bloodworms are mostly stationary creatures. They cluster around hydrothermal vents and build rocky tubes for shelter out of the minerals deposited there. Tube walls are several inches thick and very hard; most bloodworms live in tubes 4 to 6 feet tall, but some have built their homes in chemical mounds 30 feet high.

Bloodworm clusters can grow very large in number, sometimes forming small forests of tubes. They live in these tubes until they are outgrown or the creature is forced to flee, swimming freely until they find a place to build their next home. A bloodworm goes through about half a dozen tubes in its lifetime.

Most aquatic races avoid these creatures, thinking them dangerous carnivores that will attack humanoids if hungry enough. Bloodworms are of little interest to most predators, and their meat is universally reviled as a food. Their colonies are considered a very risky place to visit, despite the mineral wealth they often rest upon. Some sea dwellers eke out a living stealing from the richest of these areas, which often hide chemically formed gems of great beauty.

The bloodworm is a predator and scavenger that feeds on the many creatures attracted to hydrothermal vents on the sea floor. When attacking

light vision, pressure dependence, resistance to fire 20, rock tube

Saves: Fort +13, Ref +6, Will +3

Abilities: Str 18, Dex 12, Con 22, Int 1, Wis 12, Cha 5

Skills: Listen +9, Spot +8, Swim +12

Feats: Alertness, Great Fortitude, Toughness

Environment: Any aquatic

Organization: Solitary or colonies (3-40)

Challenge Rating: 6

Treasure: Standard

Alignment: Always neutral

Advancement: 7-12 HD (Large); 13-18 HD (Huge)

Level Adjustment: -

live prey, it prefers creatures smaller than itself, only attacking larger creatures if it is very hungry. The remains of the bloodworm are a prime component in creating *potions of water breathing*, reducing the cost of creating such an item by 500 gp. A single bloodworm produces enough material to reduce the cost of four such items. A bloodworm can be summoned using a *summon nature's ally V* spell.

Combat

Bloodworms only attack when hungry or to defend the colony. If one worm is attacked, others rally to its defense, but they do not leave their tubes to do so. Bloodworms only flee their tubes if it will aid them in escaping an enemy. Otherwise they remain in place and fight back with their bite as best they can.

Increased Reach (Ex): Due to the long neck of the bloodworm it is able to reach a great distance to attack a foe. The worm has a reach of 15 feet with its bite attack. Because of the flexibility of its neck, the bloodworm can attack adjacent foes with no penalty.

Blind (Ex): Bloodworms are blind (but have the blindsight special quality). They have immunity to gaze attacks, visual effects, illusions, and other attack forms that rely on sight.

Pressure Dependence (Ex): Bloodworms are immune to the effects of pressure at the ocean depths. They take 1d6 points of damage each round they are at a depth of less than 1,000 feet, slowly exploding due to pressure loss.

Rock Tube (Ex): While in its rock tube, a bloodworm gains a +4 armor bonus to Armor Class, but its swim speed is reduced to 0 feet. It can eject from the rock tube as a full round action.

Skills: A bloodworm has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

Bog Mummy

Medium Undead

Hit Dice: 8d12+3 (55 hp)

Initiative: +3

Speed: 20 ft. (4 squares)

Armor Class: 17 (-1 Dex, +8 natural), touch 9, flat-footed 17

Base Attack/Grapple: +4/+7

Attack: Slam +7 melee (1d6+4 plus bog rot)

Full Attack: Slam +7 melee (1d6+4 plus bog rot)

Space/Reach: 5 ft./5 ft.

Special Attacks: Bog rot, create spawn, despair

Special Qualities: Darkvision 60 ft., damage reduction 5/—, marsh move, resistance to fire 10, undead traits, vulnerability to cold

Saves: Fort +2, Ref +1, Will +8

Abilities: Str 17, Dex 8, Con —, Int 6, Wis 14, Cha 15

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

Feats: Alertness, Improved Initiative, Toughness

Environment: Any marsh

Organization: Solitary, wardens (2-4), or guardians (6-10)

Challenge Rating: 6

Treasure: Standard

Alignment: Always chaotic evil

Advancement: 9-16 HD (Medium); 17-24 HD (Large)

Level Adjustment: —

When a corpse preserved by swamp mud is imbued with negative energy, it rises as a bog mummy. Bog mummies resemble normal mummies, but are covered with a thin layer of swamp mud. Bog mummies rarely leave the swamp where they were formed. They hate life and attack any living creature that trespasses in their swamp.

Combat

In battle, a bog mummy attacks with its fists, attempting to smash any living creature it encounters.

Bog Rot (Su): Supernatural disease—slam, Fortitude DC 16, incubation period 1 day; damage 1d6 ability damage. The ability damage is dealt to one ability score – Strength, Dexterity, Constitution, or Charisma, determined randomly – and further damage from this disease is dealt to the same ability score. The save DC is Charisma-based.

Unlike normal diseases, bog rot continues until the victim reaches 0 in the affected ability score (and dies) or is cured as described below.

Bog rot is a powerful curse, not a natural disease. Any conjuration (healing) spell cast on a creature afflicted with bog rot only heals half as many hit points as it normally would. Creatures

afflicted with bog rot do not heal naturally, nor do they recover ability damage normally.

To eliminate bog rot, the curse must first be broken with *break enchantment* or *remove curse* (requiring a DC 20 caster level check for either spell), after which the bog rot can be magically cured as any normal disease.

Create Spawn (Su): Any humanoid that dies from bog rot becomes a bog mummy in 1d4 days. A *remove disease* spell cast within one day after death with stop the transformation, and a *resurrection* or *true resurrection* spell will bring the creature back to life, though *raise dead* is ineffective. Spawn are under the command of the bog mummy that created them and remain enslaved until its death. They do not possess any of the abilities they had in life.

Despair (Su): At the mere sight of a bog mummy, the viewer must succeed on a DC 16 Will save or be paralyzed with fear for 1d4 rounds. Whether or not the save is successful, that creature cannot be affected again by the same bog mummy's despair ability for 24 hours. The save DC is Charisma-based.

Marsh Move (Ex): Bog mummies can move at their normal movement speed through mud, marshes, and swamp with no penalty.

Giant Slug

Huge Vermin

Hit Dice: 12d8+12 (66 hp)

Initiative: +0

Speed: 20 ft. (4 squares), burrow 10 ft. (2 squares)

Armor Class: 16 (-2 size, +8 natural), touch 8, flat-footed 16

Base Attack/Grapple: +9/+21

Attack: Bite +11 melee (2d6+6)

Full Attack: Bite +11 melee (2d6+6)

Space/Reach: 15 ft./10 ft.

Special Attacks: Spit acid

Special Qualities: Blindsight 60 ft., immune to bludgeoning weapons, vermin traits, vulnerability to salt

Giant slugs are larger versions of the normal slug. The average giant slug is about 25 feet long, though sages have recorded reports of some as long as 50 feet. The giant slug is pale gray in color with a pale white underbelly.

Combat

A giant slug attacks with its bite, but prefers to

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

Abilities: Str 19, Dex 10, Con 12, Int —, Wis 10, Cha 2

Skills: —

Feats: —

Environment: Temperate and warm marsh and underground

Organization: Solitary

Challenge Rating: 6

Treasure: None

Alignment: Always neutral

Advancement: 13-24 HD (Huge); 25-36 HD (Gargantuan)

Level Adjustment: —

attack targets with its highly corrosive spittle.

Spit Acid (Ex): 60-foot line, once per round, damage 4d8 acid, Reflex DC 17 half. The save DC is Constitution-based. Giant slugs are immune to their own acid and that of other giant slugs.

Vulnerability to Salt (Ex): A giant slug is highly susceptible to salt, taking 1d8 points of damage per pound of salt it contacts.

Gloomfog

Huge Plant

Hit Dice: 4d8+12 (30 hp)

Initiative: +7

Speed: 30 ft. (6 squares)

Armor Class: 24 (-2 size, +3 Dex, +13 natural), touch 11, flat-footed 21

Base Attack/Grapple: +3/+16

Attack: Branch +6 melee touch (attach)

Full Attack: 2 branches +6 melee touch (attach)

Space/Reach: 15 ft./15 ft.

Special Attacks: Attach, attract, blood drain, sleep

Special Qualities: Blindsense 30 ft., damage reduction 5/slashing, low-light vision, plant traits, vulnerability to fire

Gloomfogs appear as ugly, dark brown or charred-looking trees with long, gnarly branches that stretch into tiny tendril-like twigs. They have no leaves. Gloomfogs inhabit warm humid forests and swamps that frequently produce natural fog, since the fog helps mask their true nature. Gloomfogs especially hate elves because they are immune to their ability to induce sleep, enabling them to put up

Saves: Fort +7, Ref +1, Will +3

Abilities: Str 20, Dex 16, Con 17, Int 12, Wis 15, Cha 9

Skills: Hide +2*, Listen +8, Sense Motive +5, Spot +8, Survival +5

Feats: Alertness, Improved Initiative

Environment: Warm forest and marsh

Organization: Solitary, pair, grove (4-10)

Challenge Rating: 6

Treasure: Standard

Alignment: Always chaotic evil

Advancement: 5-8 HD (Huge); 9-12 HD (Gargantuan)

Level Adjustment: —

a great deal of struggle when the gloomfog attaches to them. Gloomfogs speak the language of treants, plus Common and Sylvan.

Combat

Gloomfogs rely upon their blindsight ability to locate potential opponents. They use their fog to attract creatures to them, and then they employ their touch attacks to the food (blood) that they desire.

An opponent can attack a gloomfog's branches with a sunder attempt as if they were weapons. A gloomfog's branches have 5 hit points each. If a gloomfog is currently grappling a target with the branch that is being attacked, it usually uses its other limb to make its attack of opportunity against the opponent making the sunder attempt. Severing one of a gloomfog's branches deals 2 points of damage to the creature. A gloomfog usually withdraws from combat if it loses a branch. The creature regrows severed limbs in 2d4 days.

Attach (Ex): If a gloomfog hits with a branch attack, it uses its twig like appendages to latch onto the opponent's body. An attached gloomfog is effectively grappling its prey. The gloomfog loses its Dexterity bonus to AC and has an AC of 22, but holds on with great tenacity.

An attached gloomfog can be struck with a weapon or grappled itself. To remove an attached gloomfog through grappling, the opponent must achieve a pin against the gloomfog.

Attract (Ex): At will, a gloomfog can emit a light fog in a 40-foot radius to attract prey that

attracts prey to it. Opponents caught in the fog must succeed on a DC 13 Will save or feel an overwhelming compulsion to travel into the gloomfog's reach. The save DC is Charisma-based and includes a +2 racial bonus. The light fog bestows some concealment (10% miss chance).

Blood Drain (Ex): A gloomfog drains blood, dealing 1d4 points of Constitution damage in any round when it begins its turn attached to a victim. A gloomfog generally feeds on a creature until the creature reaches 0 Constitution and dies. During times when food is scarce, a gloomfog sometimes keeps its prey asleep, only feeding when absolutely necessary.

Sleep (Ex): When a gloomfog is attached to an opponent, it releases a sleep-inducing chemical, allowing the gloomfog to feed without a struggle. The opponent must succeed on a DC 15 Fortitude save or fall asleep for 1d6 hours. The save DC is Constitution-based. Creatures immune to sleep are not affected by this chemical.

Skills: *A gloomfog has a +16 racial bonus on Hide checks made in forested areas.

Marshwillow

Large Plant

Hit Dice: 5d8+25 (47 hp)

Initiative: -1

Speed: 20 ft. (4 squares)

Armor Class: 15 (-1 size, -1 Dex, +7 natural), touch 8, flat-footed 15

Base Attack/Grapple: +3/+13

Attack: Slam +9 melee (1d8+6)

Full Attack: 2 slams +9 melee (1d8+6)

Space/Reach: 10 ft./10 ft.

Special Attacks: Constrict 1d6+6, double damage against objects, improved grab, trample 2d8+9

Special Qualities: Damage reduction 5/bludgeoning or slashing, low-light vision, plant traits, vulnerability to fire

The slender young willow sways as if in a breeze — then its roots erupt from the ground and splay out like feet as it lurches forward. A pair of massive branches shift, revealing ripples in its otherwise smooth bark that offer the semblance of a face.

Combat

Marshwillows carry on fighting until they perish, unless the situation calls for a strategic retreat. Depending on the odds, marshwillows use one branch-arm for entanglement and the other for strikes against entangled opponents or other nearby foes.

Constrict (Ex): A marshwillow deals 1d6+6 points of damage with a successful grapple check.

Saves: Fort +9, Ref +0, Will +3

Abilities: Str 22, Dex 8, Con 20, Int 12, Wis 14, Cha 10

Skills: Hide +5*, Intimidate +5, Listen +6, Move Silently +5, Spot +4, Survival +8

Feats: Track, Weapon Focus (slam)

Environment: Temperate and warm forest and marsh

Organization: Solitary, copse (2-5), or forest (5-20)

Challenge Rating: 6

Treasure: None

Alignment: Usually neutral

Advancement: 6-10 HD (Large); 13-15 HD (Huge)

Level Adjustment: —

Double Damage against Objects (Ex): A marshwillow that makes a full attack against an object or structure deals double damage.

Improved Grab (Ex): To use this ability, a marshwillow must hit with its slam attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and can constrict.

Trample (Ex): Reflex half DC 18. The save DC is Strength-based.

Skills: A marshwillow has a +4 racial bonus on Hide and Survival checks.

*A marshwillow has a +12 racial bonus on Hide checks when in a marshy or forested area.

Melboreth

Large Magical Beast (Aquatic)

Hit Dice: 7d10+21 (59 hp)

Initiative: +6

Speed: 20 ft. (4 squares), swim 40 ft. (8 squares)

Armor Class: 20 (-1 size, +2 Dex, +9 natural), touch 11, flat-footed 18

Base Attack/Grapple: +7/+14

Attack: Claw +9 melee (1d6+3)

Full Attack: 2 claws +9 melee (1d6+3) and bite +7 melee (2d6+1) and tail slam +7 melee (2d4+1)

Space/Reach: 10 ft./5 ft.

Special Attacks: Sonic cone

Special Qualities: Amphibious, darkvision 60 ft., low-light vision

Saves: Fort +8, Ref +7, Will +2

Abilities: Str 17, Dex 14, Con 16, Int 4, Wis 11, Cha 7

Skills: Listen +10, Spot +4, Swim +11

Feats: Improved Initiative, Mob Mentality, Multiattack

Environment: Cold aquatic

Organization: Solitary or family (3-6)

Challenge Rating: 6

Treasure: None

Alignment: Always chaotic neutral

Advancement: 8-14 HD (Large); 15-21 HD (Huge)

Level Adjustment: —

Melboreths are amphibious monsters that wreak havoc on sea-faring vessels.

Most prevalent in cold northern waters, melboreths have froglike bodies with wide, webbed claws, and oval mouths filled with teeth capable of splintering wood and rending flesh. Their long, spiny tails end in wide bone fins, and gills behind their eyes allow them to breathe both in and out of water. A typical melboreth is 10 feet long and weighs about 600 pounds.

Families of melboreths live and hunt together, making their lairs in moss-lined caves just below the shoreline. They spend their days swimming and hunting, attacking creatures and vessels they discover in their territories—areas which extend for miles around their caves. Melboreths are omnivores, preferring meat, but also eating kelp and moss when other sources of food are scarce. They can crawl on land, but prefer to stay in the ocean, as their skin dries out easily. On rare occasions, they sun themselves on offshore reefs.

Melboreths communicate with each other in a primitive fashion via sonar, but do not learn other languages.

Combat

Melboreths use their sonic cones from a distance, then engage their injured opponents in melee. They attack weaker enemies first, preferring to gang up on stronger creatures once their opponents' ranks have thinned.

Sonic Cone (Ex): To use this ability, a group of three or more melboreths must gather within 15 feet of each other (usually in a triangle), each taking a standard action to let out a high-pitched screech during the same round. The final melboreth to join the group can focus the screeches, releasing a cone of sonic energy 10 feet long for each melboreth in the group and causing 1d10 points of sonic damage per melboreth to creatures and unattended objects (Reflex DC 16 half). Creatures who fail their saving throws are also stunned for 1 round, and deafened for 2 rounds. Forcing a melboreth to stop screeching prevents the sonic energy from being focused. A melboreth can only focus a cone once per day, but can participate in any number of groups. The save DC is Constitution-based.

Amphibious (Ex): Although melboreths are aquatic, they can survive indefinitely on land.

Skills: A melboreth has a +4 racial bonus on Listen checks. A melboreth has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

Feats: See page 27 for Mob Mentality.

Merchant's Bane

Large Giant (Aquatic)

Hit Dice: 9d8+36 (76 hp)

Initiative: +0

Speed: 40 ft. (8 squares), swim 50 ft. (10 squares)

Armor Class: 15 (-1 size, +6 natural), touch 9, flat-footed 15

Base Attack/Grapple: +6/+17

Attack: Huge trident +14 melee (3d6+9) or slam +12 melee (1d10+7) or huge trident +7 ranged (3d6+9)

Full Attack: Huge trident +14/+9 melee (3d6+9) or 2 slams +12 melee (1d10+7) or huge trident +7 ranged (3d6+9)

Space/Reach: 10 ft./10 ft.

Special Attacks: Capsize, oversized weapon, trident expertise

Special Qualities: Low-light vision, rock catching, water dependent

Saves: Fort +10, Ref +3, Will +4

Abilities: Str 24, Dex 10, Con 19, Int 6, Wis 12, Cha 10

Skills: Hide +5, Jump +11, Listen +4, Move Silently +5, Spot +4, Swim +15

Feats: Improved Sunder, Cleave, Power Attack, Stealthy

Environment: Temperate and warm aquatic

Organization: Solitary or gang (2-5)

Challenge Rating: 6

Treasure: Standard

Alignment: Always evil

Advancement: By character class

Level Adjustment: +4

This aquatic giant is typically 10 feet tall with long flowing limbs ending in webbed appendages. Their skin is a translucent green, while their eyes are cerulean blue.

Combat

While not known for their intelligence, merchant's banes can still be relatively cunning. Most often they wait below the water's surface for a ship to pass overhead. Then, at the right moment, they swim upward and pierce the hull of the ship with their huge tridents. While the ship's crew tends to the damage, the merchant's banes attempt to capsize the vessel, for prey are easier targets in the water.

Capsize (Ex): A merchant's bane can either smash a boat to pieces with its fists, or it can try to capsize the ship. A merchant's bane that hits a boat or ship less than 20 feet long with both slam attacks capsizes the vessel 75% of the time. It has a 40% chance to capsize a vessel from 20 to 60 feet long and a 10% chance to capsize one over 60 feet long. Multiple merchant's banes can work together to tip over a boat, increasing the chance to capsize it by 5%, to a maximum of an additional 25%.

Oversized Weapon (Ex): A merchant's bane wields a great, one-handed trident (big enough for Huge creatures) without penalty.

Trident Expertise: A merchant's bane is adept at the use of the specially made tridents used by its race, and has a +2 racial bonus on attack rolls and damage rolls while using it.

Rock Catching (Ex): A merchant's bane can catch Small, Medium, or Large rocks (or projectiles of similar shape). Once per round, a merchant's bane that would normally be hit by a rock can make a Reflex save to catch it as a free action. The DC is 15 for a Small rock, 20 for a Medium one, and 25 for a Large one. (If the projectile provides a magical bonus on attack rolls, the DC increases by that amount.) The merchant's bane must be ready for and aware of the attack in order to make a rock catching attempt.

Water Dependant (Ex): A merchant's bane can survive out of the water for 1 hour per 2 point of Constitution (after that, refer to the drowning rules on page 33).

Skills: A merchant's bane has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

Merchant's Bane's Trident

A creature must possess a Strength score of at least 20 to use this specially made Huge trident as a ranged weapon. This trident is a two-handed melee weapon that can be used as a ranged weapon (range increment 30 ft.) that deals 3d6 (Huge) of piercing damage on a hit with a critical range of x3. Cost 80 gp. Weight 16 lbs.

Myrcloud

Fine Plant (Swarm)

Hit Dice: 12d8 (54 hp)

Initiative: +1

Speed: Fly 40 ft. (perfect) (8 squares)

Armor Class: 19 (+8 size, +1 Dex), touch 19, flat-footed 18

Base Attack/Grapple: +9/—

Attack: Swarm (3d6)

Full Attack: Swarm (3d6)

Space/Reach: 10 ft./0 ft.

Special Attacks: Distraction, spell-like abilities, spore cloud

Special Qualities: Blindsight 60 ft., immune to weapon damage, plant traits, swarm traits

Myrclouds are floating masses of fungal spores, bringers of rot and decay. From a distance, a myrcloud appears to be a bank of thick yellow fog. Up close, the fog is little more than thousands of floating spores. Detailed examination reveals the spores to be tiny yellow spheres covered in spikes, easily crumbled apart under pressure. Myrclouds range from 20 to 100 feet in diameter, but their spore density decreases dramatically at heights above 10 feet.

Myrclouds are intelligent, but show few recognizable beliefs or emotions. They spend their time searching for places for their spores to grow—damp underbrush, rotting trees, and even living creatures they can infect. Myrclouds usually follow the course of gentle winds, but some make permanent homes in moist environments such as swamps and caverns.

Combat

Myrclouds rely on surprise to infect their enemies with spores. So long as a myrcloud can infect even one of a group of creatures, it can create dissent with confusion and heal damage it takes. If all of a myrcloud's opponents manage to keep from breathing its spores, it uses soften earth and stone to slow the creatures while it waits for a better opportunity. A myrcloud will fly away from highly-dangerous opponents, sometimes preparing ambushes to surprise them later. Though myrcloud spores cause normal damage by digging into the skin of enemies, myrclouds prefer not to rely on this attack.

Distraction (Ex): Any living creature that begins its turn with a myrcloud in its space must succeed on a DC 16 Fortitude save or be nauseated for 1 round. The save DC is Constitution-based.

Spell-Like Abilities: At will—*blight* (DC 15), *control plants* (fungi only) (DC 18), *diminish plants* (prune growth only), *rusting grasp* (no attack roll necessary) (DC 14), *soften earth and stone*, *speak with plants*. Caster level 10th. The save DCs are Charisma-based. These abilities can only target creatures, objects, and areas in squares shared by the myrcloud.

Saves: Fort +10, Ref +7, Will +9

Abilities: Str 1, Dex 12, Con 10, Int 13, Wis 17, Cha 11

Skills: Bluff +4, Diplomacy +2, Intimidate +6, Knowledge (nature) +20, Move Silently +5, Search +7, Sense Motive +8, Survival +9 (+11 following tracks, +11 natural environments)

Feats: Ability Focus (spore cloud), Great Fortitude, Iron Will, Lightning Reflexes, Skill Focus (Knowledge [nature])

Environment: Temperate and warm land and underground

Organization: Solitary

Challenge Rating: 6

Treasure: None

Alignment: Always neutral evil

Advancement: None

Level Adjustment: —

Spore Cloud (Ex): A creature sharing a space with a myrcloud must hold its breath or inhale the myrcloud's spores. If a creature begins holding its breath before entering the myrcloud's space (or before the myrcloud enters its space), it follows the rules for drowning and suffocation, inhaling spores immediately (but not falling unconscious) if it fails a Constitution check to hold its breath. A creature not already holding its breath can make a DC 18 Fortitude save when first entering a myrcloud's space to begin holding its breath; failure means that the creature inhales spores before it can react. The save DC is Constitution-based.

Inhaled spores die after 24 hours, or when the spore-bearer is affected by a *heal*, *neutralize poison*, or *remove disease* spell. A myrcloud can affect creatures within 60 feet who have inhaled its spores in a number of ways, using any of the following abilities as a free action, but only using one effect on a given creature at a time. The myrcloud can end any effect prematurely as a free action, so long as the affected creature is within 60 feet.

Madness: The creature is confused for 2d4 rounds, but is compelled to not attack the myrcloud, taking no action rather than doing so.

Molder: The spores multiply and attack the creature from within, inflicting 1d4 points of Constitution damage each round for 2d4 rounds.

Reproduce: The spores reproduce in the moisture of the creature's lungs before floating to join the main cloud. While the creature is within 30 feet of the myrcloud, the myrcloud is cured of 2 points of damage every turn.

Blindsight (Ex): Myrclouds can sense all creatures within 60 feet by scent and vibration. Beyond that range, they are considered blinded. Myrclouds are invulnerable to gaze attacks, visual effects of spells such as illusions, and other attack forms that rely on sight.

Nereid

Medium Fey (Water)

Hit Dice: 4d6+8 (22 hp)

Initiative: +2

Speed: 30 ft. (6 squares), swim 40 ft. (8 squares)

Armor Class: 12 (+2 Dex), touch 12, flat-footed 10

Base Attack/Grapple: +2/+2

Attack: Spit +4 ranged (poison)

Full Attack: Spit +4 ranged (poison)

Space/Reach: 5 ft./5 ft.

Special Attacks: Beguilement, *control water*, kiss, poison, shape water, water mastery

Special Qualities: Low-light vision, spell resistance 21, transparency, vulnerability, water form

The nereid's true form is that of a small pool of water. It can assume humanoid form at will (free action) and usually takes the form of a very beautiful female with long golden hair, pearly white skin, and green, almond-shaped eyes. Many sailors, seafarers, pirates, and other sea-goers have met their ends at the hands of the nereid. Their natural beauty lures men to their doom, for behind the beauty of the honeyed ones lies certain death for any creature that tries to steal a glance or kiss from the nereid.

Combat

Nereids shy away from combat and flee at the first sign of conflict if possible. If forced into melee, a nereid uses her poison spittle to blind an opponent and then uses her shape water ability to conjure a fist that pummels the victim. If a nereid encounters only female opponents, she assumes the shape of a handsomely striking male humanoid. Her powers of deceit are not as effective in this form, however, and the ruse can be detected if a creature succeeds at a Will save (DC 15).

Beguilement (Su): A creature of the opposite sex seeing a nereid must succeed on a DC 16 Will save or be instantly smitten with her and beguiled. A beguiled creature seeks to steal a kiss from the nereid. This is a mind-affecting charm effect. The save DC is Charisma-based.

Control Water (Su): A nereid can control water at will as the spell (caster level 15th).

Kiss (Su): Any creature meeting the lips of a nereid must succeed on a DC 14 Fortitude save or die instantly as its lungs fill with boiling water. This is a death effect. The save DC is Constitution-based.

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

Abilities: Str 11, Dex 14, Con 14, Int 12, Wis 12, Cha 18

Skills: Bluff +9, Craft (any one) or Knowledge (any one) +9, Escape Artist +6, Hide +9, Listen +8, Move Silently +8, Sense Motive +5, Spot +8, Swim 8

Feats: Dodge, Great Fortitude

Environment: Any aquatic

Organization: Solitary, gang (2-4) or troupe (1 giant squid, giant octopus, or Large viper snake for each nereid)

Challenge Rating: 6

Treasure: No coins; no goods; standard items

Alignment: Usually chaotic neutral

Advancement: 5-12 HD (Medium)

Level Adjustment: +5

Poison (Ex): Contact (20 feet, no range increments), Fortitude DC 14, initial and secondary damage blinded for 1d6 rounds. The save DC is Constitution-based.

Shape Water (Su): A nereid can form a volume of water into the shape of an arm that ends in a clenched fist (AC 15, hp 15). The fist attacks using the nereid's attack roll and deals 1d4 points of damage each time it hits. The nereid does not need to concentrate to maintain the arm. At 0 hit points (or upon the death of the nereid that created it), the arm collapses into normal water.

Water Mastery (Ex): A nereid gains a +1 bonus on attack and damage rolls if both it and its opponent are touching water. If the opponent or the nereid is touching the ground, the nereid takes a -4 penalty on attack and damage rolls. (These modifiers are not included in the statistics block).

Transparency (Ex): A nereid is effectively invisible in water until it assumes humanoid form and attacks.

Vulnerability (Ex): The nereid's shawl contains a portion of her lifeforce. If it is ever destroyed, the nereid to which it belongs immediately and forever dissolves into formless water.

Water Form (Ex): A nereid that is attacked with any melee or ranged attack (including grappling attacks) can, by making a successful DC 15 Reflex save, transform her body into her natural water form as a free action and flow away unharmed.

Skills: A nereid has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

Renzer (Devilfin)

Large Magical Beast (Aquatic)

Hit Dice: 8d10+16 (60 hp)

Initiative: +2

Speed: Swim 60 ft. (12 squares)

Armor Class: 19 (-1 size, +2 Dex, +8 natural), touch 11, flat-footed 17

Base Attack/Grapple: +8/+15

Attack: Bite+10 melee (1d8+3)

Full Attack: Bite +10 melee (1d8+3) and 2 claws +5 melee (1d6+1)

Space/Reach: 10 ft./5 ft.

Special Attacks: Improved grab, spell-like abilities

Special Qualities: Command fish, darkvision 60 ft., keen scent, low-light vision, spell resistance 17

Saves: Fort +8, Ref +8, Will +6

Abilities: Str 17, Dex 15, Con 14, Int 10, Wis 15, Cha 15

Skills: Intimidate +10, Listen +10, Spot +10, Swim +13

Feats: Alertness, Iron Will, Power Attack

Environment: Temperate and warm aquatic

Organization: Solitary

Challenge Rating: 6

Treasure: None

Alignment: Always chaotic evil

Advancement: 9-15 HD (Large); 16-24 HD (Huge)

Level Adjustment: —

The renzer is a large predatory creature about 12 feet long that resembles a grayish-white shark with the head of a humanoid. The human head is hairless, having neither hair nor eyelashes or even eyebrows. Its teeth are long and pointed and the renzer's tongue is forked and brown in color. Its shark-like pectoral fins end in three-fingered claws and it has two dorsal fins, side-by-side. Its tail fins are sharply curved and are a bit lighter in color than the rest of its body.

The deadly renzer roams the seas and oceans preying on fish, aquatic plants, and very often travelers that enter its domain. Thought to be the result of a wizard's deadly experiment gone awry, the renzer hates most other forms of life and attacks them on sight.

Renzers are a malevolent and vile race and care little for anyone one, including others of their kind. They are solitary, selfish creatures that derive great pleasure from killing other creatures, and so they spend a large amount of time hunting prey; sometimes for food, other times for the thrill of the hunt. Most intelligent races avoid the renzer, but some have actually in recent times opened trade with these creatures. Certain colonies of sahuagin trade goods and services with them, though the deals are shaky at best. Even the sahuagin don't really like or trust the renzer.

Renzers speak Common and Aquan but very rarely communicate with other races.

Combat

A renzer usually open combat with its spell-like abilities, using a cone of cold to blast its foes. In melee combat, its primary attack is its bite. If it

locks its teeth on an opponent, it rarely lets go until either it or its opponent is dead. If fighting a surface-dwelling race or air-breathing creature, a renzer often grabs the opponent and dives straight down, swimming as fast as it can in hopes of drowning the foe. If it is outnumbered or overwhelmed, the renzer moves a safe distance away and uses its command fish ability.

Improved Grab (Ex): To use this ability, a renzer must hit an opponent up to one size larger with its bite attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and deals automatic bite damage each round the hold is maintained.

Spell-Like Abilities: At will—*control water*, *water breathing* (others only); 2/day—*cone of cold* (DC 17 half, can be used underwater). Caster level 8th. The save DCs are Charisma-based.

Command Fish (Su): Twice per day, a renzer can command fish and aquatic creatures as the *mass charm* spell (caster level 8th, Will DC 20 negates). The renzer can communicate with any creature it currently commands as if by speak with animals. The save DC is Charisma-based.

Keen Scent (Ex): A renzer can notice creatures within a 180-foot radius and detect blood in the water at ranges of up to a half-mile.

Skills: A renzer has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

Tanglefiend

Large Plant

Hit Dice: 7d8+21 (52 hp)

Initiative: +4

Speed: 20 ft. (4 squares)

Armor Class: 16 (-1 size, +7 natural), touch 9, flat-footed 16

Base Attack/Grapple: +5/+14

Attack: Tendril slap +9 melee (1d4+5)

Full Attack: 5 tendril slaps +9 melee (1d4+5) and 2 bites +4 melee (1d6+2)

Space/Reach: 10 ft./10 ft.

Special Attacks: Constrict 1d8+5, improved grab

Special Qualities: Low-light vision, plant traits

Saves: Fort +8, Ref +4, Will +2

Abilities: Str 20, Dex 10, Con 16, Int 7, Wis 10, Cha 9

Skills: Hide -1*, Listen +4, Move Silently +3, Spot +4

Feats: Alertness, Improved Initiative, Lightning Reflexes

Environment: Warm marsh

Organization: Solitary or tangle (5-12)

Challenge Rating: 6

Treasure: None

Alignment: Usually neutral evil

Advancement: 8-14 HD (Large); 15-21 HD (Huge)

Level Adjustment: —

Evolving in the damp soft earth of marshes and swamps, early tanglefiends learned to pull up their roots and use them to move about in search of better nourishment. Over time, these monsters have become efficient predators, using their former leaves and stalks to tangle up and immobilize their prey. The tanglefiend is a knot of green leafy vines, some unadorned, and some ending in toothy mouths, eyes, or pincer-like claws. Despite its mutations, the tanglefiend is still plantlike enough to be nearly undetectable when hidden amongst other foliage.

Tanglefiends are somewhat intelligent, and have been known to plan out ambushes and work together to take down stronger opponents. Their language is based solely on gestures, as they are incapable of making sounds. Tanglefiends have little interest in the affairs of other species. They show no interest in treasure or personal possessions. Tanglefiends build rudimentary lairs where they spend their dormant hours, usually in sunny secluded areas of the swamp.

Combat

Tanglefiends swarm over their prey, attempting to tangle them up and squeeze the life out of them. They attack with their tendrils in an effort to grapple and constrict their victims, at the same time snapping and biting at them with their mouths. Solitary opponents are quickly overpowered by the sheer number of limbs with which the tanglefiend attacks.

A tanglefiend does not use its pincers in combat, as they are only used to manipulate objects.

Constrict (Ex): A tanglefiend deals 1d8+5 points of damage with a successful grapple check.

Improved Grab (Ex): To use this ability, a tanglefiend must hit a Large or smaller opponent with two or more tendril slap attacks. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and can constrict. If the tanglefiend chooses to use only its limbs to hold its opponent rather than conducting the grapple normally, both tendrils are considered occupied.

Skills: *Tanglefiends have a +10 racial bonus on Hide checks when among other plants.

Campaign

A tanglefiend, being a plant, can be grown from a simple seed. Seeds can be planted nearly anywhere, and are nearly undetectable. A villain may gather tanglefiend seeds and plant them around his stronghold as guardians, or he may plant them in the PCs' stronghold, hoping to catch them off guard. As long as the tanglefiend can get plenty of water and some sunlight, it should survive with little effort. Tanglefiend seeds are also highly valued for their use in many spells and rituals. Sages, wizards, or druids may pay a party a tidy fee for a tanglefiend seed pod. A pod can be harvested from a dead tanglefiend with a successful DC 20 Survival or Knowledge (nature) check, and can fetch upwards of 200 gp in some markets.

Thet

Small Magical Beast

Hit Dice: 3d10 (16 hp)

Initiative: +2

Speed: 20 ft. (4 squares)

Armor Class: 14 (+1 size, +2 Dex, +1 natural), touch 13, flat-footed 12

Base Attack/Grapple: +3/+0

Attack: Bite +6 melee (1d4+1 plus poison)

Full Attack: Bite +6 melee (1d4+1 plus poison)

Space/Reach: 5 ft./5 ft.

Special Attacks: Poison

Special Qualities: Brachiation, darkvision 60 ft., detect gold, low-light vision, scent, tremorsense 60 ft.

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

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

Skills: Balance +3, Hide +6, Jump +2,

Move Silently +3, Tumble +3

Feats: Iron Will, Weapon Finesse

Environment: Temperate and warm forest and marsh

Organization: Solitary or pack (3-9)

Challenge Rating: 6

Treasure: None

Alignment: Always neutral

Advancement: 4-6 HD (Small), 7-9 HD (Medium)

Level Adjustment: —

Thets are oddly shaped beasts rumored to be the survivors of an arcane experiment gone awry. Shaped roughly like a tripod, thets have strong powerful arms that they use for movement and diminished vestigial legs that are little more than stumps. Thets have an affinity toward gold, ambushing adventurers and consuming the bullion whenever it has a chance.

Combat

The thet have only one attack, but it is very effective. Due to specific breeding, the thet were gifted with a particularly nasty neurotoxin venom. Typically, a thet lies in wait, burrowing slightly under the wet soil of the jungle or marsh. Whether “dug in” or not, its flat body provides natural camouflage against wandering humanoids or other creatures. It then springs on an unsuspecting foe, biting it and fatally poisoning it. Being relatively easy to kill, the thet usually dies in combat. Other thet, however, watch and follow the wounded prey from a distance. When it finally dies, they spring on it, consuming it whole, hoping for small items made of gold, or pouches with gold coin inside.

If the terrain is good, it is possible for a thet to leap into a tree and use its powerful arms to swing through the tree branches to get away. It moves more quickly in this manner than by walking, and may outdistance its enemies.

Brachiation (Ex): A thet is at home in the trees and gets along as well there as most humans do on the ground. A thet has a +10 racial bonus on Climb checks while in a forest or marsh, and is able to swing from branches and vines 10 feet faster than its normal land speed.

Detect Gold (Sp): A thet can use this ability three times per day. This is a divination effect similar to a *detect magic* spell, except that it only finds gold. The thet can scan a 60-degree arc each round: By concentrating for 1 round it knows if there is any gold within the arc; 2 rounds of concentration reveal the exact amount of gold; and 3 rounds reveal its exact location, type, and value. This ability is the equivalent of a 2nd-level spell.

Poison (Ex): Injury, Fortitude DC 22, initial damage 1d6 Str, secondary damage 3d6 Con. The save DC is Constitution-based and includes a +12 racial bonus.

Vine of Decay

Large Undead

Hit Dice: 6d12 (39 hp)

Initiative: +5

Speed: 20 ft. (5 squares), burrow 10 ft. (2 squares), climb 20 ft. (4 squares)

Armor Class: 16 (-1 size, +5 Dex, +2 natural), touch 14, flat-footed 11

Base Attack/Grapple: +3/+15

Attack: Slam +10 melee (1d6+12 plus energy drain plus disease)

Full Attack: Slam +10 melee (1d6+12 plus energy drain plus disease)

Space/Reach: 10 ft./10 ft. (20 ft. with slam)

Special Attacks: Decaying touch, disease, energy drain, improved grab

Special Qualities: Darkvision 60 ft., immunity to polymorph, low-light vision, tremorsense 60 ft., undead traits

Saves: Fort +2, Ref +7, Will +5

Abilities: Str 27, Dex 20, Con —, Int —, Wis 10, Cha 8

Skills: Climb +16

Feats: —

Environment: Any land and marsh

Organization: Solitary, pair, or cluster (3-10)

Challenge Rating: 6

Treasure: None

Alignment: Always chaotic evil

Advancement: 7-12 HD (Large); 13-18 HD (Huge)

Level Adjustment: —

A vine of decay appears to be a single long assassin vine with a few dried leaves hanging from it. This plant appears to be dead and dry, grayish-brown and slightly withered. This vine still moves however, quietly slithering along graveyards, ruined castles and other such places, stopping to kill or destroy whatever may cross its path.

The vines are very much attracted to powerful sources of negative energy and greater undead, seeming to prefer hunting under the watch of a mighty master.

Combat

This foul plant is the antithesis of creation itself, existing only to destroy the living and the whole of their works. A vine of decay will not hesitate to attack, spreading disease and corrosion upon their victims.

Decaying Touch (Su): A vine of decay can destroy nonliving materials it comes into contact with, corroding metal, rotting wood, and eroding stone as it wishes. Any unattended objects it touches take 1d6 points of damage per round of

contact, bypassing hardness. Any magic items or attended items touched must succeed on a DC 16 Fortitude save or suffer the same damage. Good-aligned items are not affected by this attack. The save DC is Charisma-based and includes a +4 racial bonus.

Disease (Su): Slimy doom – contact, Fortitude DC 12, incubation period 1 day; damage 1d4 Con (character must succeed on another saving throw or 1 point is permanent drain instead). The save DC is Charisma-based.

Energy Drain (Su): Living creatures hit by a vine of decay's slam attack gain one negative level. The DC is 12 for the Fortitude save to remove a negative level. The save DC is Charisma-based.

Improved Grab (Ex): To use this ability, a vine of decay must hit with its slam attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity.

Skills: Vines of decay have a +8 racial bonus on Climb checks. A vine of decay can always choose to take 10 on Climb checks, even if rushed or threatened.

Arcanodile

Huge Magical Beast

Hit Dice: 8d10+56 (100 hp)

Initiative: +1

Speed: 30 ft. (6 squares), swim 60 ft. (12 squares)

Armor Class: 19 (-2 size, +1 Dex, +10 natural), touch 9, flat-footed 18

Base Attack/Grapple: +8/+23

Attack: Bite +13 melee (2d8+7)

Full Attack: Bite +13 melee (2d8+7) and tail +8 melee (2d6+3)

Space/Reach: 15 ft./10 ft.

Special Attacks: Improved grab

Special Qualities: Darkvision 60 ft., divine protection, healing, hold breath, low-light vision, spell resistance 15, telepathy 100 ft.

Saves: Fort +13, Ref +7, Will +9

Abilities: Str 24, Dex 13, Con 24, Int 14, Wis 24, Cha 20

Skills: Hide +4, Intimidate +16, Knowledge (religion) +10, Listen +15, Spot +14, Swim +15

Feats: Cleave, Improved Natural Attack (bite), Power Attack

Environment: Warm marsh

Organization: Solitary, mated pair, or temple clutch (2-8)

Challenge Rating: 7

Treasure: No coins; standard goods; no items

Alignment: Always neutral good

Advancement: 9-16 HD (Huge); 17-24 HD (Gargantuan)

Level Adjustment: —

Although this beast resembles a crocodile, it is no normal reptile. It is easily 15 feet long, if not longer, and its mottled hide shines with good health. Bizarrely, a jeweled collar can be seen about its neck and gold bracelets adorn its legs and tail.

Combat

Arcanodiles tend to lie under the surface of the water, waiting for prey to draw near. When defending a charge, however, they actively move about with surprising speed. Against multiple opponents, an arcanodile maneuvers into position to use both its bite and tail slap against different foes. If allowed to concentrate on a single foe, it generally tries to grapple the opponent and drag him into the water to drown.

If it gets a hold, the arcanodile clamps down on the victim and drags it into deep water, looking to pin it on the bottom.

Improved Grab (Ex): To use this ability, an arcanodile must hit with its bite attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and deals automatic bite damage each round.

Divine Protection (Su): Creatures of evil alignment suffer a -3 penalty to any attack rolls made within 30 feet of an arcanodile.

Healing (Su): Five times per day, an arcanodile can heal a wound by breathing (hissing) upon it, restoring 3d8+5 hit points.

Hold Breath (Ex): An arcanodile can hold its breath for a number of minutes equal to eight times its Constitution score before it risks drowning.

Skills: An arcanodile has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

Bloodlust Willow

Huge Plant

Hit Dice: 10d8+50 (95 hp)

Initiative: -1

Speed: 0 ft.

Armor Class: 20 (-2 size, -5 Dex, +17 natural), touch 3, flat-footed 20

Base Attack/Grapple: +7/+21

Attack: Branch +12 melee (1d6+6)

Full Attack: 20 branches +12 melee (1d6+6)

Space/Reach: 15 ft./15 ft.

Special Attacks: Blood drain, branches, improved grab

Special Qualities: Damage reduction 5/slashing or bludgeoning, low-light vision, plant traits, vulnerability to fire

Saves: Fort +12, Ref —, Will +3

Abilities: Str 22, Dex —, Con 20, Int 7, Wis 10, Cha 10

Skills: Listen +8, Spot +9

Feats: Alertness, Improved Initiative, Power Attack, Weapon Focus (branch)

Environment: Temperate and warm forest and swamp

Organization: Solitary

Challenge Rating: 7

Treasure: Standard

Alignment: Always neutral evil

Advancement: 11-20 HD (Huge); 21-30 HD (Gargantuan)

Level Adjustment: —

The bloodlust willow appears benign as an intermittent wind stirs its drooping branches, but in an instant, the branches wrap around its unsuspecting prey.

Combat

Even though they cannot move from the place where their roots are set, bloodlust willows still possess formidable combat potential. A number of its long drooping branches are actually thin, hollow tubes that it lashes about, furiously attacking any living creature that comes within its reach, attempting to grasp its victims and then drain their blood.

Bloodlust willows have a number of attacking branches equal to twice their hit dice. They may not make more than one attack against a Tiny or smaller creature, five attacks against a Small creature, ten attacks against a Medium creature, or fifteen attacks against a Large creature in the same action (it can make all its attacks against a Huge or larger creature in one action).

An opponent can attack a bloodlust willow's branches with a sunder attempt as if they were weapons. A bloodlust willow's branches have 10 hit points each. If a bloodlust willow is currently grappling a target with the branch that is being attacked, it usually uses another limb to make its attack of opportunity against the opponent making the sunder attempt. Severing one of a bloodlust willow's branches deals 5 points of damage to the creature. The creature regrows severed limbs in 1d10+10 days.

Improved Grab (Ex): To use this ability, a bloodlust willow must hit with a branch attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and can drain blood.

Blood Drain (Ex): A bloodlust willow can drain blood from a living victim by making a successful grapple check. If it pins the foe, the branch drains blood, dealing 1d3 points of Constitution damage each round the pin is maintained.

Boggart

Small Aberration (Air)

Hit Dice: 6d8+12 (39 hp)

Initiative: +4

Speed: 20 ft. (4 squares)

Armor Class: 20 (+1 size, +4 Dex, +5 natural), touch 15, flat-footed 16

Base Attack/Grapple: +4/+1

Attack: Slam +9 melee (1d3+1 plus 2d6 electric touch)

Full Attack: Slam +9 melee (1d3+1 plus 2d6 electric touch)

Space/Reach: 5 ft./5 ft.

Special Attacks: *Confusion*, electric touch, electrical discharge, feed

Special Qualities: Change shape, darkvision 60 ft., *detect thoughts*, immunity to magic, *invisibility*

The boggart is a relative of the will-o-wisp. Sages believe it to be a sort of “larval” or immature form of said creature. It haunts many of the same places as its adult form and can be just as deadly when encountered. The boggart usually appears as a 2-foot tall humanoid covered in coarse, dark fur. Its face is very human-like and most boggarts have long unkempt hair, untrimmed and shaggy beards, and mustaches.

Combat

The boggart begins melee using its confusion ability. It then uses its electrical attack against its foes while changing forms as it wishes. Foes not in melee range are subjected to its electrical discharge attack (it fires a thin line of electricity from its hands). If reduced to 5 or less hit points, the boggart attempts to escape by changing to its will-o-wisp form and moving across grounds its enemies cannot traverse.

Confusion (Su): Once per day, a boggart can screech; all creatures within 30 feet must succeed on a DC 13 Will save or be confused, as the spell, for 6 rounds (caster level 6th). Each additional boggart within 10 feet of a screeching boggart can join in the screeching, which adds +1 to the save DC for each additional boggart. This is a sonic, mind-affecting effect. The save DC is Charisma-based.

Electric Touch (Su): A boggart that hits with its slam attack also deals 2d6 points of electrical damage.

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

Abilities: Str 12, Dex 19, Con 17, Int 14, Wis 12, Cha 11

Skills: Bluff +6, Diplomacy +2, Disguise +0 (+2 acting), Hide +9, Intimidate +2, Listen +8, Search +5, Sense Motive +4, Spot +8

Feats: Alertness^B, Blind-Fight, Dodge, Weapon Finesse

Environment: Any marsh

Organization: Solitary, pair, or pack (2-5)

Challenge Rating: 7

Treasure: None

Alignment: Always chaotic evil

Advancement: 7-12 HD (Small)

Level Adjustment: —

Electrical Discharge (Su): 10-foot line of electricity, once every 1d4 rounds, damage 3d6 electricity. Reflex DC 16 half. The save DC is Constitution-based.

Feed (Su): When a boggart slays a humanoid opponent, it can feed on the corpse, devouring both flesh and life force, as a full round action. Feeding destroys the victim’s body and prevents any form of raising or resurrection that requires part of the corpse. There is a 50% chance that a *wish*, *miracle*, or *true resurrection* spell can restore a devoured victim to life. Check once for each destroyed creature. If the check fails, the creature cannot be brought back to life by mortal magic.

A boggart can advance in Hit Dice by consuming corpses in this fashion. For every 8 Hit Dice worth of creatures a boggart devours, it gains 1 Hit Die. Its attack bonus and saves improve as normal for an aberration of its Hit Dice, and it gains skill points, feats, and ability score improvements normally.

Change Shape (Su): The boggart’s natural form is that of a small will-o-wisp. In will-o-wisp form, it retains its ability scores, *detect thoughts*, *invisibility*, and immunity to magic abilities, but cannot use its electrical attacks or confusion ability. A boggart loses its natural armor bonus in will-o-wisp form, but gains a +9 deflection bonus to AC.

Brown Pudding

Huge Ooze

Hit Dice: 11d10+66 (126 hp)

Initiative: -5

Speed: 20 ft. (4 squares), climb 20 ft. (4 squares)

Armor Class: 3 (-2 size, -5 Dex), touch 3, flat-footed 3

Base Attack/Grapple: +8/+19

Attack: Slam +9 melee (2d6+4 plus 2d6 acid)

Full Attack: Slam +9 melee (2d6+4 plus 2d6 acid)

Face/Reach: 15 ft./10 ft.

Special Attacks: Acid, constrict 2d6+3 plus 2d6 acid, improved grab

Special Qualities: Blindsight 60 ft., ooze traits, split

Saves: Fort +9, Ref -2, Will -2

Abilities: Str 17, Dex 1, Con 22, Int —, Wis 1, Cha 1

Skills: Climb +11

Feats: —

Environment: Temperate and warm marsh and underground

Organization: Solitary

Challenge Rating: 7

Treasure: None

Alignment: Always neutral

Advancement: 12-22 HD (Huge); 23-33 HD (Gargantuan)

Level Adjustment: —

A variety of the black pudding, the brown pudding is found only in temperate and subtropical swamps. It is dark brown in color.

Combat

Brown puddings attack by grabbing and constricting their prey.

Acid (Ex): The creature secretes a digestive acid that dissolves organic material and stone quickly, but does not affect metal. Any melee hit or constrict attack deals acid damage, and the opponent's armor and clothing dissolve and become useless immediately unless they succeed on DC 21 Reflex saves. A stone or wooden weapon that strikes a brown pudding also dissolves immediately unless it succeeds on a DC 21 Reflex save. The save DCs are Constitution-based.

The pudding's acidic touch deals 21 points of damage per round to wooden or stone objects, but the ooze must remain in contact with the object for 1 full round to deal this damage.

Constrict (Ex): A brown pudding deals automatic slam and acid damage with a successful grapple check. The opponent's clothing and armor (except metal armor) suffer a -4 penalty to Reflex saves against the acid.

Improved Grab (Ex): To use this ability, a brown pudding must hit with its slam attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and can constrict.

Split (Ex): Weapons deal no damage to a brown pudding. Instead, the creature splits into two identical puddings, each with half of the original's current hit points (round down). A pudding with 10 hit points or less cannot be further split and dies if reduced to 0 hit points.

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

Flora and Fauna

Golomyanka: A deep-water fish found in Lake Baikal. Eight inches long, scaleless, and completely transparent, this fish lives in depths of 1,650 feet. A third of its body weight is oil. It comes to the surface at night, feeding on zooplankton. It must descend before the water heats to 45°F (7°C), or else the oils in its body liquefy, resulting in death. Unlike most fish, female golomyanka do not lay eggs, but give birth to live larvae—an event they rarely survive.

Dank

Large Aberration (Aquatic)

Hit Dice: 12d8+36 (90 hp)

Initiative: +10

Speed: 10 ft. (2 squares), climb 10 ft. (2 squares), swim 40 ft. (8 squares)

Armor Class: 19 (-1 size, +6 Dex, +4 natural), touch 15, flat-footed 13

Base Attack/Grapple: +9/+21

Attack: Tentacle rake +16 melee (1d6+8)

Full Attack: 10 tentacle rakes +16 melee (1d6+8) and bite +14 melee (1d10+4)

Space/Reach: 10 ft./5 ft. (30 ft. with tentacle rakes)

Special Attacks: Improved grab, ink cloud, spines

The dank is a monstrosity mutated form of marine life, thought to have evolved from octopi whose waters were polluted by foul magics. The dank has a small central body, round and spiky, with enormous tentacles sprouting in every conceivable direction. Hidden within the spikes and the tentacles of the body is a large beaklike mouth. Its ten arms stretch out from the central body to a length of 30 feet, each one covered in sharp, needlelike spines. These spines are not so much weapons as they are devices to keep prey held tightly within the dank's arms.

The dank keeps itself well fed by attacking boats and ships, pulling the sailors into the water to drown them, then feasting once they cease struggling. This method has proven quite effective, as there are huge areas of many seas and oceans that are avoided by seagoing vessels due to the dank.

Combat

A dank typically initiates an encounter by latching onto the side of a ship, using two or three of its arms to anchor itself in place. It then feels around on the deck above with its other arms for living creatures. The dank can see with its tentacles, so it tries to position its body where it can't be seen or attacked from above. Once it detects a creature, it attacks with its tentacles, attempting to grab its prey. Once a hold is achieved, it pulls the victim off the ship and holds him underwater to drown, away from both the ship and the dank's body. It continues to attack other targets on board the ship with its other arms while drowning a held victim. Once the dank has successfully grabbed three victims, it detaches from the ship and sinks below to feed.

The dank can survive out of the water, although it doesn't like to leave the water for extended periods of time. It often pulls its body out of the water to attack tall ships. If the dank is

Special Qualities: Amphibious, blindsight 60 ft., darkvision 60 ft.

Saves: Fort +9, Ref +10, Will +9

Abilities: Str 26, Dex 23, Con 17, Int 4, Wis 13, Cha 7

Skills: Climb +16, Hide +10, Listen +5, Move Silently +12, Spot +4, Swim +16

Feats: Combat Reflexes, Great Fortitude, Improved Initiative, Multiattack, Stealthy

Environment: Any aquatic

Organization: Solitary, pair, or swarm (2-8)

Challenge Rating: 7

Treasure: None

Alignment: Always neutral

Advancement: 13-24 HD (Large); 24-36 HD (Huge)

Level Adjustment: —

attacked by an underwater opponent, it uses its ink cloud to blind the attacker. If the dank is reduced to fewer than 20 hit points, it flees, taking with it anyone still held in its grip.

Improved Grab (Ex): To use this ability, a dank must hit a smaller opponent with a tentacle rake attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity.

Ink Cloud (Ex): If attacked underwater, the dank can spray a thick cloud of black ink into the water around it as a standard action. This cloud extends outward in a 20-foot radius sphere. The ink obscures all sight, including darkvision, beyond 5 feet. A creature within 5 feet has concealment (20% miss chance). Creatures farther away have total concealment (50% miss chance, and the attacker can't use sight to locate the target).

Spines (Ex): Any creature that escapes from a grapple with a dank while the dank is still alive suffers 1d6 points of damage from tearing away from its spines.

Amphibious (Ex): Although danks are aquatic, they can survive indefinitely on land.

Blindsight (Ex): The tentacles of the dank discern temperature variations, motion, and vibration. It can "see" perfectly from any point on any of its arms, giving it a large field of vision extending 60 feet beyond its body. It can even see around corners if it extends its arms far enough.

Skills: A dank has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

Danks have a +8 racial bonus on Climb checks and can always choose to take 10 on Climb checks, even if rushed or threatened.

Goldencrest

Large Ooze

Hit Dice: 8d10+24 (68 hp)

Initiative: +5

Speed: 60 ft. (12 squares), swim 70 ft. (14 squares)

Armor Class: 14 (-1 size, +5 Dex), touch 14, flat-footed 9

Base Attack/Grapple: +6/+11

Attack: Slam +6 melee (2d4+1 plus 2d6 positive energy)

Full Attack: Slam +6 melee (2d4+1 plus 2d6 positive energy)

Space/Reach: 10 ft./5 ft.

Beautiful and deadly, goldencrests are sometimes said to be born of the tears of celestials, the blood of the sun, and lakes struck by lightning. Goldencrests are most commonly seen on the sea surface, often mistaken for the reflection of the sun. A goldencrest is a fluid wave that shines a fiery, golden orange. In the sections where it is thinnest (such as where it tapers off), the liquid composing it is transparent, but most of its body is too bright to see through. Goldencrests skim quickly across water, and move only slightly slower on land. As they travel, a golden mist rises from their backs, accompanied by a loud hiss.

Goldencrests stay on water whenever possible, and most spend their lives at sea, following winds and currents without need for food or rest. On land, goldencrests follow the path of least resistance, moving wherever they can easily flow. They generally ignore other creatures, but attack sources of negative energy (such as undead) and “play” with any creatures with whom they come into physical contact. The positive energy coursing through a goldencrest is enough to burn living beings. When a goldencrest suffers enough damage to make it lose cohesion, its energy leaks away, and its body turns into water.

Powerful spellcasters sometimes capture goldencrests, and use them as sentries to patrol moats, hallways, and other enclosed spaces from which a goldencrest cannot escape. Others keep goldencrests trapped in magically warded globes or pools, finding them valuable for magical experimentation.

Combat

Goldencrests race back and forth in combat, splashing over their opponents and moving away before turning and charging forward again. The positive energy infusing a goldencrest is raw and unfocused, too much for living beings to endure. Creatures who take damage from a goldencrest’s positive energy suffer a feeling of internal burning.

Special Attacks: Positive energy, trample 2d4+1 plus 2d6 positive energy

Special Qualities: Blindsight 100 ft., glare, ooze traits, regeneration 8, vulnerable to turning

Saves: Fort +5, Ref +7, Will -3

Abilities: Str 12, Dex 20, Con 17, Int —, Wis 1, Cha 1

Skills: Swim +9

Feats: —

Environment: Any

Organization: Solitary

Challenge Rating: 7

Treasure: None

Alignment: Always neutral

Advancement: 9-16 HD (Large); 17-24 HD (Huge)

Level Adjustment: —

Positive Energy (Ex): The touch of a goldencrest infuses living beings with positive energy. With every melee hit, a creature gains 2d6 hit points. Any extra hit points over a creature’s normal hit point total are instead temporary hit points that fade in 1d20 rounds. This energy is highly unstable, however; any creature that begins a round with temporary hit points must succeed on a DC 17 Fortitude save or its body will explode in a riot of energy, killing it instantly. The save DC is Constitution-based.

Undead creatures instead take 4d6 points of damage from a goldencrest’s positive energy.

Trample (Ex): Reflex DC 15 half. The save DC is Strength-based.

Blindsight (Ex): A goldencrest’s entire body is a primitive sensory organ that can ascertain creatures by vibration within 100 feet.

Glare (Ex): The glare from a goldencrest’s body makes it difficult to look at directly. A creature looking at a goldencrest must succeed on a DC 17 Fortitude save or be blinded for 10 rounds by the brilliance it sheds. The save DC is Constitution-based.

Regeneration (Ex): Spells, magic, and energy attacks deal normal damage to a goldencrest. A goldencrest that loses part of its body mass regrows it in 1d6 minutes.

Vulnerable To Turning (Ex): By making a turning attempt, characters who channel positive energy can rebuke, command, or bolster goldencrests as evil clerics rebuke, command, or bolster undead. Characters who channel negative energy can turn or destroy goldencrests as good clerics turn or destroy undead.

Skills: A goldencrest has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

Groaning Spirit

Medium Undead (Incorporeal)

Hit Dice: 7d12 (45 hp)

Initiative: +7

Speed: 30 ft. (6 squares)

Armor Class: 17 (+3 Dex, +4 deflection), touch 17, flat-footed 14

Base Attack/Grapple: +3/—

Attack: Incorporeal touch +6 melee (1d8 plus chill touch)

Full Attack: Incorporeal touch +6 melee (1d8 plus chill touch)

Space/Reach: 5 ft./5 ft.

Special Attacks: Chill touch, fear aura, keening

Special Qualities: +4 turn resistance, darkvision 60 ft., immunity to cold and electricity, incorporeal traits, sense living,

spell resistance 20, undead traits, unnatural aura, vulnerability to dispelling

Saves: Fort +2, Ref +5, Will +8

Abilities: Str —, Dex 17, Con —, Int 16, Wis 16, Cha 18

Skills: Bluff +14, Diplomacy +8, Disguise +4 (+6 acting), Hide +13, Intimidate +16, Listen +15, Search +13, Sense Motive +13, Spot +15, Survival +3 (+5 following tracks)

Feats: Ability Focus (keening), Alertness^B, Blind-Fight, Improved Initiative

Environment: Any land and underground

Organization: Solitary

Challenge Rating: 7

Treatment: Standard

Alignment: Always chaotic evil

Advancement: 8-14 HD (Medium)

Level Adjustment: —

The groaning spirit is the malevolent spirit of a female elf that is found haunting swamps, fens, moors, and other desolate places. Groaning spirits hate the living and seek to destroy whomever they meet. A groaning spirit appears as a translucent image of her former self. Her eyes burn with a crimson flame.

Combat

A groaning spirit's primary attack is her keening. If a creature survives the keening attack, the groaning spirit attacks with her incorporeal touch.

Chill Touch (Su): Damage caused by a groaning spirit's touch attack is considered negative energy and afflicts the target with a chilling cold. Any creature touched must succeed on a DC 17 Fortitude save or suffer 1 point of Strength drain.

Groaning spirits are the bane of other undead, and any undead they touch (except other groaning spirits) must succeed on a DC 17 Will save or flee in fear as if panicked for 2d6 rounds. The save DCs are Charisma-based.

Fear Aura (Su): Anyone viewing a groaning spirit must succeed on a DC 17 Will save or flee in terror for 1d6+4 rounds. Whether or not the save is

successful, a creature is immune to the fear aura of that groaning spirit for 24 hours. The save DC is Charisma-based.

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

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

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

Vulnerability To Dispelling (Ex): If a spellcaster uses *dispel evil* (the second effect requiring a touch attack) against a groaning spirit, the creature must succeed on a Will save (DC 15 + caster's relevant ability score modifier) or suffer 1d6 points of damage per caster level (maximum 10d6).

Grumpet

Medium Aberration

Hit Dice: 5d8+5 (27 hp)

Initiative: +4

Speed: 5 ft. (1 square), fly 30 ft. (good) (6 squares)

Armor Class: 19 (+4 Dex, +5 natural), touch 14, flat-footed 15

Base Attack/Grapple: +3/+2

Attack: Slap +2 melee (1d3-1)

Full Attack: 4 slaps +2 melee (1d3-1)

Space/Reach: 5 ft./5 ft.

Special Attacks: Spells, stench

Special Qualities: Darkvision 60 ft., immunity to poison and nausea, spell resistance 18

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

Abilities: Str 8, Dex 19, Con 12, Int 18, Wis 8, Cha 15

Colloquially called as “gasbags,” grumpets are 4-foot-wide leathery bags formed around a broad human-like face, comical with its droopy eyes and colossal nose. Their hair is a hue of golden yellow, and their skin an azure blue. Two pairs of limbs sprout from behind their face, and their underside are a pair of hollow stumps which serve as regulatory vents. They float off the ground about 2 to 5 feet.

Grumpets live in fetid bogs and fens, where methane-rich air is plentiful. They store the gas in their bloated bulbous bodies, whereby it is used to generate the hot air that allows the gasbags to float. They propel themselves forward by ejecting surplus gas through their vents. Should a gasbag deflate itself for whatever reason, it can still move by pulling itself around with its four arms. It takes an empty grumpet at least 5 minutes to reinflate and float.

Grumpets are highly intelligent beings that love ancient lore and magic. They often discover such knowledge when exploring the partially submerged ruins of lost civilizations commonly found within their remote homelands. Grumpets sometimes amass a fortune of magic and treasure, and establish a rather impressive knowledge of both the magic and history of the area. These creatures are equally known—quite infamously—for their incessant talking. As they are always alone, constantly avoiding their kin, they seek and enjoy the company of other races. They use such opportunities to discuss their vast knowledge and express their opinions and thoughts. They can almost talk one to death, never running out of steam, and rarely giving an opportunity to reply.

All grumpets speak Grump and Common. They also speak any other four additional languages, usually those common to the area in which they live.

Skills: Appraise +10, Concentration +7, Disguise -6, Hide -4, Knowledge (arcana) +10, Knowledge (history) +10, Listen +5, Perform (oratory) +8, Search +10, Spellcraft +12, Survival -1 (+1 following tracks)

Feats: Empower Spell, Eschew Materials, Hover^B

Environment: Warm marsh

Organization: Solitary

Challenge Rating: 7

Treasure: Double standard

Alignment: Usually neutral

Advancement: 6-10 HD (Medium); 11-15 HD (Large)

Level Adjustment: —

Combat

Grumpets do not like fighting. They prefer talking things over when they can, and fleeing when they cannot. However, when pressed and cornered, grumpets turn to their magic to defend themselves.

Spells: A grumpet can cast arcane spells as a 7th-level wizard. A typical grumpet has access to the following spells: 0—*acid splash*, arcane mark, dancing lights, daze, detect magic, *detect poison*, *disrupt undead*, *flare*, *ghost sound*, *light*, *mage hand*, *mending*, *message*, *open/close*, *prestidigitation*, *ray of frost*, *read magic*, *resistance*, *touch of fatigue*; 1st—*comprehend languages*, *expedition retreat*, *identify*, *magic missile*, *shield*, *shocking grasp*, *silent image*, *sleep*; 2nd—*acid arrow*, *cat's grace*, *detect thoughts*, *invisibility*, *resist energy*, *summon monster II*, *web*; 3rd—*blink*, *dispel magic*, *displacement*, *fireball*, *slow*, *stinking cloud*; 4th—*charm monster*, *ice storm*, *lesser globe of invulnerability*, *solid fog*, *summon monster IV*.

Typical Spells Prepared (4/5/4/3/2; save DC 14 + spell level): 0—*detect magic*, *light*, *mage hand*, *read magic*; 1st—*identify*, *magic missile*, *shield*, *shocking grasp*, *sleep*; 2nd—*acid arrow*, *invisibility*, *summon monster II*, *web*; 3rd—*dispel magic*, *fireball*, *stinking cloud*; 4th—*ice storm*, *summon monster IV*.

Stench (Ex): Grumpets depend on natural gas to fuel the biological processes that allow them to float, which has the side effect of surrounding them with an unpleasant odor. A gasbag seems unaffected by the smell, but the same cannot be said for those around them. Any creature that comes within 20 feet of a gasbag must succeed on a DC 13 Fortitude save or be sickened until leaving the area. The save DC is Constitution-based.

Skills: A grumpet's stench precedes it, imposing a -8 racial penalty on all Disguise and Hide checks.

Iron Crab

Medium Magical Beast (Aquatic)

Hit Dice: 6d10+24 (57 hp)

Initiative: +0

Speed: 20 ft. (4 squares), swim 20 ft. (4 squares)

Armor Class: 20 (+10 natural), touch 10, flat-footed 20

Base Attack/Grapple: +6/+10

Attack: Claw +10 melee (1d6+4 plus poison)

Full Attack: 2 claws +10 melee (1d6+4 plus poison)

Space/Reach: 5 ft./5 ft.

Special Attacks: Poison

Special Qualities: Damage reduction 5/ non-metal weapons, darkvision 60 ft., immunity to poison, low-light vision, metal and gem sense, pressure immunity, resistance to cold 10, spell-

Found on the ocean floor near hydrothermal vents, these creatures resemble large crabs with a thick coat of metal over their shell. The shell is built up of armor plating shaped from minerals collected around hydrothermal vents. Iron crabs look like a drunken metal smith made them. Ungainly, non-symmetrical, and badly balanced, they appear more humorous than threatening—but they are far more dangerous than their appearance suggests.

Iron crabs are the preeminent metallurgists of the seas. They are intelligent creatures, well versed in gems, precious metals, jewelry and similar items. They spend their days scouring the ocean floor for minerals and gemstones, hiding away their findings in their cave lairs until they have a vast horde of unworked metal and gemstones. Iron crabs then go on a crafting spree, transforming their hoard into fine pieces of art.

Once the horde is all finished goods, the crabs seal up their cave and go looking for a new one, starting the cycle of gathering and crafting all over again. It usually takes a century to build up a hoard of sufficient size and craft it all into jewelry. The act of hunting for gems and minerals sustains iron crabs, which require little meat to survive. They assume other races are fed by questing as they do; they just quest after different things.

The shell of an iron crab can be used to create a masterwork suit of bone armor (page 12) that has a +1 armor bonus due to the hardness of the iron crab shell. A single iron crab has enough shell to create one suit of armor. Iron crabs speak Aquan and Elven; exceptional individuals speak Orcam or Sahuagin as well.

like abilities, spell resistance 16

Saves: Fort +9, Ref +5, Will +1

Abilities: Str 19, Dex 10, Con 19, Int 14, Wis 9, Cha 4

Skills: Appraise +10 (+12 jewelry and metal items), Craft (jewelry) +7, Craft (metallurgy) +11, Search +9, Spot +6, Survival -1 (+1 following tracks), Swim +12

Feats: Improved Natural Attack, Improved Sunder, Power Attack

Environment: Any aquatic

Organization: Solitary

Challenge Rating: 7

Treasure: Double standard but only precious metals and gems

Alignment: Always neutral

Advancement: 7-12 HD (Large); 13-18 (Huge)

Level Adjustment: –

Combat

These creatures engage in combat only when fighting defensively, when hunting for food, or when trying to appropriate mineral wealth claimed by someone else. Targets struck by an iron crab's claws can be injected with a metal-based poison formed by glands within the claws. They prefer to avoid killing and are content instead to break their opponent's weapons and leave their foes debilitated with poison. Iron crabs do not eat humanoid and only attack them if mineral wealth is at stake. They do not typically flee danger, since their speed is so poor, preferring to chase their enemies off instead. Iron crabs only use their iron body ability when it is the last resort that can save them from death.

Poison (Ex): Injury, Fortitude DC 17, initial damage 1d4 Con, secondary damage 1 Con. The save DC is Constitution-based.

Immunity to Poison (Su): Due to their unusual, mineral-heavy metabolism, iron crabs are immune to all poison.

Metal and Gem Sense (Su): Iron crabs can sense gems and precious metals when they are close by. The creature has a +8 racial bonus to Search and Spot checks when looking for gems or precious metals.

Pressure Immunity (Ex): Iron crabs are immune to the effects of pressure at great depths. They can function at lesser depths without problem.

Spell-Like Abilities: 1/day—*iron body*. Caster level 6th.

Skills: An iron crab has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

Jastra Root

Huge Plant

Hit Dice: 8d8+32 (68 hp)

Initiative: +0

Speed: 30 ft. (6 squares), swim 50 ft. (10 squares)

Armor Class: 20 (-2 size, +12 natural), touch 8, flat-footed 20

Base Attack/Grapple: +6/+22

Attack: Frond +13 melee (1d6+8)

Full Attack: 6 fronds +13 melee (1d6+8)

Space/Reach: 15 ft./10 ft.

Special Attacks: Improved grab

Special Qualities: Blindsight 60 ft, immune to bludgeoning weapons, immunity to electricity, plant traits, resistance to fire 10

Saves: Fort +10, Ref +2, Will +3

Abilities: Str 26, Dex 10, Con 19, Int 5, Wis 12, Cha 10

Skills: Hide +0*, Listen +4, Move Silently +5, Spot +4,

Feats: Alertness, Stealthy, Weapon Focus (fronds)

Environment: Temperate and warm aquatic and underground

Organization: Solitary

Challenge Rating: 7

Treasure: None

Alignment: Always neutral evil

Advancement: 9-16 HD (Huge), 17-24 HD (Gargantuan)

Level Adjustment: —

A normal jastra root appears as a mass of floating seaweed of up to 20 feet in diameter, with a central mass 5 feet across, comprised of a porous woody sphere surrounded by dozens of fern-like fronds and air-filled bladders. Jastra roots seem innocuous, harmless and otherwise indistinguishable from mundane seaweed.

When a jastra root's seedpod bursts, its seeds are scattered to the waters and most will grow into other normal jastra roots. Some, however, will encounter the corpse of a drowned seaman or the bloated and rotting body of some other sea creature. Jastra root seeds that take root in such rich compost are affected in strange and mysterious ways. The jastra root changes, mutating into a carnivorous monstrosity as it grows and consumes the body.

A monstrous jastra root has six 10-foot long fronds extending from its body and can re-grow such severed fronds over a period of seven days.

Combat

Jastra roots lie in wait, floating amongst seaweed, until their prey draws near. Once its opponent is in range, a jastra root lashes out with

its fronds, attempting to grapple its foe. The main body of the jastra root remains mostly underwater when attacking, thereby granting improved cover (+8 bonus to AC, +4 bonus on Reflex saves) from opponents on land (see the DMG for underwater combat rules). A monstrous jastra root lying in wait for prey is nearly indistinguishable from a normal jastra root, requiring a DC 25 Spot or Knowledge (nature) check, if the character has seen a monstrous jastra root previously.

A creature tangled up in the jastra root's fronds will be dragged into the water and drowned. Drowned victims are taken back to the jastra root's lair to be consumed.

Improved Grab (Ex): To use this ability, a jastra root must hit with two frond attacks. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and will drag its opponent into the water.

Blindsight (Ex): A jastra root has no visual organs but can ascertain all foes within 30 feet using sound, scent, and vibration.

***Skills:** A jastra root has a +12 bonus on Hide checks when amidst natural seaweed.

Lady-in-Waiting

Medium Undead (Incorporeal)

Hit Dice: 9d12 (58 hp)

Initiative: +7

Speed: Fly 60 ft. (good) (12 squares)

Armor Class: 17 (+3 Dex, +4 deflection), touch 17, flat-footed 14

Base Attack/Grapple: +4/—

Attack: Incorporeal touch +7 melee (1d8 plus 1d6 Charisma drain)

Full Attack: Incorporeal touch +7 melee (1d8 plus 1d6 Charisma drain)

Space/Reach: 5 ft./5 ft.

Special Attacks: Charisma drain, hateful gaze

Special Qualities: +2 turn resistance, darkvision 60 ft., incorporeal traits, low-light vision, undead traits

Saves: Fort +3, Ref +6, Will +7

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

Skills: Diplomacy +6, Hide +15, Intimidate +16, Listen +13, Search +14, Sense Motive +13, Spot +13, Survival +1 (+3 following tracks)

Feats: Blind-Fight, Combat Expertise, Flyby Attack, Improved Initiative

Environment: Any land and underground

Organization: Solitary

Challenge Rating: 7

Treasure: None

Alignment: Always chaotic evil

Advancement: 10-18 HD (Medium)

Level Adjustment: —

The figure is stunning—a finely-dressed female with flawless features and sorrowful eyes. When she meets your gaze, you feel a sense of melancholy and sadness... but also one of dread and malevolence.

Combat

A lady-in-waiting often chooses a particular individual or a couple to be the object of its malicious attention. It then shadows its targets, waiting for the best moment to strike. When possible, it traps the lovers together, using its hateful gaze to drive them to destroy one another.

Alternatively, the lady-in-waiting may employ its gaze against only one of the couple, perhaps even retreating from its victim to fool it into believing that the spirit has been defeated. The victim then “escapes” and returns to the lover — whom he or she now sees as a deadly enemy. The lady-in-waiting then uses its deadly incorporeal touch attack to finish the heartbroken victim.

Charisma Drain (Su): Living creatures hit by a lady-in-waiting’s incorporeal touch attack must succeed on a DC 18 Fortitude save or take

1d6 points of Charisma drain. The save DC is Charisma-based. Those reduced to Charisma 0 by a lady-in-waiting’s touch become so loathsome and repulsive to themselves that they retreat into a comatose state and are no longer aware of themselves or their environment. In this comatose state, the creature loses 2d10 hit points per day until it perishes or awakens. These hit points cannot be regained until the creature awakens, and can then be recovered by normal or magical healing.

Hateful Gaze (Su): Range 30 feet, caster level 9th, Will DC 18 negates. The save DC is Charisma-based. A creature that fails its save against the lady-in-waiting’s hateful gaze believes that its closest friend or lover is a hated enemy and seeks at once to kill the “enemy,” using the most efficacious means at its disposal. Unlike a standard gaze attack, the lady-in-waiting must use a standard action, and those merely looking at it are not affected. The effect lasts 2d6 hours, or until the lady-in-waiting is destroyed. The effect of the hateful gaze can be removed with a successful *dispel magic* or *remove curse*.

Lightning Ray

Huge Magical Beast (Aquatic)

Hit Dice: 8d10+32 (76 hp)

Initiative: +0

Speed: Swim 40 ft. (8 squares)

Armor Class: 14 (-2 size, +6 natural), touch 8, flat tooted 14

Base Attack/Grapple: +8/+23

Attack: Slam +13 melee (1d8+7) or sting +8 melee (1d4+3 plus poison)

Full Attack: Slam +13 melee (1d8+7) and sting +8 melee (1d4+3 plus poison)

Space/Reach: 15 ft./10 ft

Special Attacks: Lightning blast, poison

This creature resembles a large manta ray, easily fifteen feet across from tip to tip. Its skin is mostly gray with black splotches and lines along its back. Electricity sparks between its two mandible-like protrusions at its front, and it has a large stinger located beneath its tail.

The lightning ray is found near the surface in the open sea, only occasionally going to the ocean floor to feed. When a ray approaches the surface, storm clouds begin to gather. If it does not return to the depths within a few minutes, a storm develops quickly. These storms always have a great deal of lightning in them, making them more dangerous than the norm. Most ship captains try to kill or avoid any lightning rays they see in the hopes of avoiding a storm.

The ray is a favorite meal of both giant squid and kraken, two of the few predators that hunt the ray. A relative of the shark, this creature is very clever and able to learn basic tricks. This, combined with its natural abilities, makes it a popular war mount with aquatic elves, locathah, and sahuagin. Touching the black spots on the ray's back grant its rider immunity to electricity.

This ray has a symbiotic relationship with a small fish called the black toe that affixes itself to the spots on the back of the ray. The black toe feeds on blood in exchange for injecting enzymes through its tongue that speed the ray's healing processes. Lightning rays are one of the main sources of black toes for sale in aquatic markets.

The bones of a lightning ray are useful in the creation of *wands of lightning bolt*, reducing the cost by 1,000 gp. They are also used in the creation of *lightning charms* (see below). Rays are often hunted to procure black toes, both for use by humanoids and as a source of food.

Combat

When attacked, this creature usually reacts with a lightning blast and then flees the area. If pursued, it stings the target and uses another

Special Qualities: Darkvision 60 ft., immunity to electricity, low-light vision, summon storm

Saves: Fort +12, Ref +6, Will +3

Abilities: Str 25, Dex 10, Con 18, Int 2, Wis 12, Cha 3

Skills: Listen +7, Spot +7, Swim +16

Feats: Alertness, Endurance, Great Fortitude

Environment: Any aquatic

Organization: Solitary, pair, or group (3-5)

Challenge Rating: 7

Treasure: None

Alignment: Always neutral

Advancement: 9-16 HD (Huge)

Level Adjustment: -

lightning blast before continuing its flight. If unable to get away, the ray uses lightning blasts until it has run out, falling back then on its sting and slam attacks. A lightning ray always flees combat unless it is defending its young.

Lightning Blast (Su): A ray may release a jolt of electricity into the surrounding water three times per day as a standard action. This blast inflicts 8d6 points of electricity damage to everything within 30 feet of the ray (Reflex DC 18 half). Any creature touching the back of the lightning ray gains immunity to electricity, negating the effects of the blast. The save DC is Constitution-based.

Poison (Ex): Injury, Fortitude DC 18, initial damage 1d6 Con, secondary damage 2d6 Dex. The save DC is Constitution-based.

Summon Storm (Su): If a lightning ray is within 50 feet of the surface of the ocean, a storm begins to form overhead. After 10 rounds it begins raining and after 10 minutes a thunderstorm forms. If five or more lightning rays are near the surface for one hour, a hurricane forms. Any storm created dissipates naturally over time once the lightning rays leave the area.

Skills: Lightning rays have a +8 racial bonus on any Swim checks. Lightning rays can always choose to take 10 on a Swim check, even if distracted or endangered. They can use the run action while swimming, provided they move in a straight line.

Lightning Charms: *Lightning charms* are usually crafted as small copper brooches in the form of lightning bolts. A ship or person carrying a *lightning charm* is never struck by natural lightning and gains electricity resistance 20. Captains who sail particularly rough seas or sails in regions where lightning rays are common seek these items.

Caster Level: 11th, Prerequisite: Craft Wondrous Item, *protection from energy*; Market Price: 40,000 gp; Weight: -.

Mire Horror

Gargantuan Aberration

Hit Dice: 12d8+60 (114 hp)

Initiative: +2

Speed: 20 ft. (4 squares), swim 40 ft. (8 squares)

Armor Class: 14 (-4 size, -2 Dex, +10 natural), touch 4, flat-footed 14

Base Attack/Grapple: +9/+28

Attack: Bite +12 melee (2d8+7)

Full Attack: Bite +12 melee (2d8+7) and 4 tentacles +10 melee (2d4+3)

Space/Reach: 20 ft./20 ft.

Special Attacks: Constrict 2d4+10, improved grab, swallow whole

Special Qualities: Darkvision 60 ft., fast healing 6

Saves: Fort +9, Ref +2, Will +8

Abilities: Str 24, Dex 7, Con 20, Int 8, Wis 10, Cha 10

Skills: Listen +9, Spot +10, Swim +15

Feats: Alertness, Improved Bull Rush, Improved Initiative, Multiattack, Power Attack

Environment: Warm marsh

Organization: Solitary

Challenge Rating: 7

Treasure: Standard

Alignment: Always neutral

Advancement: 13-24 HD (Gargantuan)

Level Adjustment: —

A heaping mess of debris rises from the swamp floor as green and brown mottled tentacles drag unsuspecting prey into a large toothy maw

Combat

Mire horrors lurk beneath the surface of the swamp. They are often taken as simple piles of vegetation or debris. From hiding, mire horrors attack with their tentacles, trying to drag prey to their gaping maws, attempting to swallow their foes whole.

Constrict (Ex): A mire horror deals automatic tentacle damage with a successful grapple check.

Improved Grab (Ex): To use this ability, a mire horror must hit with a tentacle attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and deals automatic bite damage each round, and can constrict or attempt to swallow the foe in the following round.

Swallow Whole (Ex): A mire horror can try to swallow a grabbed opponent of Large or smaller

size by making a successful grapple check. The swallowed creature takes 1d8+7 points of crushing damage plus 1d8 points of acid damage per round from the mire horror's gizzard. A swallowed creature can climb out of the mire horror's gizzard with a successful grapple check. Doing so returns it to the mire horror's maw, where a second grapple check is required to get free. A swallowed creature can also cut its way out by using a light slashing or piercing weapon to deal 25 points of damage to the mire horror's insides (AC 15). Once the creature exits, muscular action closes the hole; another swallowed opponent must cut its own way out.

A single mire horror can hold one Large, two Medium, three Small, six Tiny, 12 Diminutive or 24 Fine or smaller opponents.

Skills: A mire horror has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

Morou-Ngou

Huge Magical Beast (Aquatic)

Hit Dice: 10d10+60 (115 hp)

Initiative: +2

Speed: 40 ft. (8 squares), swim 50 ft. (10 squares)

Armor Class: 20 (-2 size, +2 Dex, +10 natural), touch 10, flat-footed 18

Base Attack/Grapple: +10/+29

Attack: Bite +19 (1d10+16)

Full Attack: Bite +19 (1d10+16)

Space/Reach: 15 ft./10 ft.

Special Attacks: Whirlpool

Special Qualities: Darkvision 60 ft., low-light vision, resistance to electricity 15 and fire 15, scent

Saves: Fort +13, Ref +9, Will +6

Abilities: Str 32, Dex 15, Con 23, Int 4, Wis 16, Cha 12

Skills: Hide +4, Jump +15, Listen +6, Move Silently +6, Spot +7, Swim +19

Feats: Dodge, Mobility, Spring Attack, Stealthy

Environment: Warm aquatic

Organization: Solitary

Challenge Rating: 7

Treasure: None

Alignment: Often neutral evil

Advancement: 11-20 HD (Huge)

Level Adjustment: —

Morou-ngou (MOH-roo ng-OO) are amphibious magical beasts that resemble oversized scaly green panthers. They live in fast-moving rivers and streams, and while their preferred prey is antelope and other inoffensive creatures, they are easily strong enough to take a bite out of a humanoid now and then.

Combat

Morou-ngou wait beneath the surface of the water and generate a dangerous undercurrent to smash small boats and drown swimmers, which they can then dispose of at their leisure.

Whirlpool (Su): The morou-ngou can magically generate fierce undercurrents within a 30-foot radius to drag its prey down into the water. The

morou-ngou is not affected by the undercurrent, and can use this ability as a free action.

Those caught in the whirlpool suffer 1d4 points of nonlethal damage each round, and must make a Swim check (DC15) or be dragged under the surface and begin to drown.

Boats caught in the whirlpool take 2d6 points of damage each round, though Hardness subtracts from this damage as usual; wooden boats usually have a Hardness of 5.

Skills: A morou-ngou has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

Flora and Fauna

Brine lakes: Bodies of water with high concentration of salts and little to no oxygen. Brine lakes were bodies of water that once emptied into the ocean, but have since been separated from their traditional drainage. Usually the lake is raised through uplifting and can no longer drain into the ocean. Sometimes the ocean or sea has disappeared in long past geologic time. As the lake is fed by traditional sources without any drainage, salt concentration rises when water deposits salt as it evaporates. Another cause of brine lakes is alkaline springs, where lakes are fed from springs that travel through rocks with high salt content. The spring water leeches the salt from the rock and feeds the lake salt water. Salt deposits gather at the shore and also form columns that break the surface of the water. Some communities harvest this salt for trade. Some brine lakes are so saturated with salt that it is near impossible to sink or dive into the water. Virtually no life, shy of few bacterium and microorganisms, can live in brine lakes. Brine lakes can also be found in larger bodies of salt water; they remain a separate distinct system within the ocean, maintaining a higher salinity than the salt water surrounding them.

Mustard Jelly

Large Ooze

Hit Dice: 7d10+28 (66 hp)

Initiative: -5

Speed: 10 ft. (2 squares)

Armor Class: 4 (-1 size, -5 Dex), touch 4, flat-footed 4

Base Attack/Grapple: +5/+11

Attack: Slam +6 melee (2d4+3 plus 1d4 acid)

Full Attack: Slam +6 melee (2d4+3 plus 1d4 acid)

Space/Reach: 10 ft./10 ft.

Special Attacks: Acid, constrict 2d4+3 plus 1d4 acid, improved grab, noxious aura

Special Qualities: Blindsight 60 ft., damage

reduction 5/magic, immunity to cold, ooze

traits, spell resistance 13, split

Saves: Fort +6, Ref -3, Will -3

Abilities: Str 15, Dex 1, Con 19, Int —, Wis 1, Cha 1

Skills: —

Feats: —

Environment: Any marsh and underground

Organization: Solitary

Challenge Rating: 7

Treasure: None

Alignment: Always neutral

Advancement: 8-14 HD (Large); 15-21 HD (Huge)

Level Adjustment: —

Mustard jelly appears to be a yellowish-brown form of the ochre jelly and is thought to be a distant relative of said creature. The mustard jelly gives off a faint odor of mustard plants to a range of 20 feet.

Combat

A mustard jelly attacks by forming a pseudopod from its body and slashing and striking its foes. A mustard jelly's natural weapons, as well as any weapons it wields, are treated as magic weapons for the purpose of overcoming damage reduction.

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

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

Improved Grab (Ex): To use this ability, a mustard jelly must hit with its slam attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and can constrict.

Noxious Aura (Ex): Creatures within a 10-foot radius of a mustard jelly are at risk of breathing in its nauseating fumes, and must succeed on a DC 17 Fortitude save or be affected as if by a slow spell (caster level 12th). Creatures must make a new save each round they are within range. The save DC is Constitution-based.

Split (Ex): Weapons and electricity deal no damage to a mustard jelly. Instead, the creature splits into two identical jellies, each with half of the original's current hit points (round down). A jelly with 10 hit points or less cannot be further split and dies if reduced to 0 hit points.

Flora and Fauna

Glowbies: A form of bioluminescent phytoplankton, glowbies are spores produced by a large, floating leaf plant called the sirens seat. These spores produce a soft yellow light for the first 10 days after they are released, often attracting the attention of nearby creatures. Anything that eats the spores spreads them through their stool. Sea-dwelling races use glowbies as makeshift light sources, fashioning lanterns of kelp and translucent plant leaves that restrain the spores but allow their light to shine through. Individually, glowbies do not produce enough light to be of much use, but put together in groups of 50, they are bright enough to illuminate a 10-foot radius underwater.

Collecting a bundle of glowbies in the wild requires a Survival or Knowledge (nature) check (DC 15) and one hour of work. Glowbies cannot survive in non-aquatic environments and stop glowing within 10 minutes of leaving the water.

Night-Blooming Lotus

Medium Plant (Psionic)

Hit Dice: 8d8+8 (44 hp)

Initiative: +0

Speed: 0 ft.

Armor Class: 15 (+5 natural), touch 10, flat-footed 15

Base Attack/Grapple: +6/+11

Attack: Slam +11 melee (1d8+7 plus 1d4 thorn damage)

Full Attack: Slam +11/+6 melee (1d8+7 plus 1d4 thorn damage)

Space/Reach: 5 ft./5 ft.

Special Attacks: Entangle, psi-like abilities

Special Qualities: Coordination, darkvision 60 ft., low-light vision, plant traits, telepathy 100 ft.

Saves: Fort +9, Ref +2, Will +6

Abilities: Str 20, Dex 11, Con 13, Int 14, Wis 14, Cha 19

Skills: Bluff +15, Concentration +12, Diplomacy +6, Disguise +4 (+6 acting), Intimidate +6, Listen +13, Spot +13

Feats: Great Fortitude, Iron Will, Psionic Fist

Environment: Any land and underground

Organization: Solitary, pair, or cluster (3-6)

Challenge Rating: 7

Treasure: Standard

Alignment: Always neutral

Advancement: 9-16 HD (Medium); 17-24 HD (Large)

Level Adjustment: —

The night-blooming lotus is a rare plant that has a single flower with puce petals with dark blue streaks. Its petal is a key ingredient in a potent poison, and its pollen is rumored to have hallucinogenic properties. Unlike most other plants, the night-blooming lotus is sentient and resents being harvested by intelligent races. It defends itself from would-be harvesters with its psionic abilities.

Combat

After centuries of defending themselves against harvesting, night-blooming lotuses have learned their value to humanoid species. As a result, they telepathically warn any creature that wanders too close for comfort. If this warning is ignored, the lotus launches a full-scale psionic attack in an attempt to drive away potential attackers. Anyone who comes within melee range of the plant is subject to its slam attack, which deals both bludgeoning and piercing damage.

Entangle (Sp): Three times per day, a night blooming lotus can mentally call upon its plant neighbors for aid as a free action. This ability functions like the *entangle* spell (caster level 10th). Affected creatures must succeed on a DC 18 Reflex save to avoid the effect. The save DC is Charisma-based.

Psi-Like Abilities: At will—*empty mind* (+5 bonus*), *psionic freedom of movement*, *psionic true seeing*; 3/day—*aversion* (DC 18*), *concussion blast* (3d6, DC 16*), *crisis of breath* (affects animals, fey, giants, humanoids, magical beasts, and monstrous humanoids; DC 18*), *ego whip* (3d4 Cha, DC 18*), *id insinuation* (3 targets, DC 18*), *inertial barrier*. Manifester level 8th.

The save DCs are Charisma-based.

*Includes augmentation for the night-blooming lotus' manifestor level.

Coordination (Ex): A night-blooming lotus can manifest its psi-like abilities while engaged in melee combat without provoking attacks of opportunity. It also need not make Concentration checks to manifest or maintain psi-like abilities while in combat.

Night Poison

Night poison is made by grinding the petals of the night-blooming lotus and extracting their essence. The resulting powder is tasteless, odorless, and nearly undetectable except by detect poison or a successful DC 15 Craft (alchemy) check. It is most commonly added to food, dusted onto the target's pillow, or used to coat weapons. Night poison can be absorbed through ingestion or contact. It does not take effect until the victim falls asleep or enters any similar lowered metabolic state (such as a trance). At that point, the victim must succeed on a DC 19 Fortitude save or take initial damage of 1d4 points of Constitution, 1d2 points of Dexterity, and 1d6+1 points of Strength. The secondary damage is 1d4 points of Constitution per round thereafter until neutralized.

Silver Sand

The silver pollen of the night-blooming lotus is a powerful hallucinogen that acts as an inhaled poison (Fort DC 19; initial damage confusion (caster level 10th); secondary damage 1d4 Wis). Anyone taking the drug willingly to experience its effects automatically fails both saving throws. A dose of this dust can fetch as much as 2,500 gp on the black market.

Plague Bringer

Medium Monstrous Humanoid

Hit Dice: 6d8+9 (36 hp)

Initiative: -1

Speed: 30 ft. (6 squares)

Armor Class: 15 (-1 Dex, +6 natural), touch 9, flat-footed 15

Base Attack/Grapple: +6/+8

Attack: Claw +8 melee (1d6+2 plus disease) or spit +6 ranged touch (disease)

Full Attack: 2 claws +8 melee (1d6+2 plus disease) or spit +6 ranged touch (disease)

Space/Reach: 5 ft./5 ft.

Special Attacks: Disease aura, plague bringer's curse, spit

Special Qualities: Darkvision 60 ft., fast healing 3, immunity to disease, plague

dependant, regeneration 2

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

Abilities: Str 14, Dex 9, Con 12, Int 4, Wis 9, Cha 11

Skills: Listen +3, Spot +4

Feats: Great Fortitude, Toughness, Weapon Focus (spit)

Environment: Temperate and warm marshes

Organization: Solitary

Challenge Rating: 7

Treasure: None

Alignment: Always neutral evil

Advancement: 7-12 HD (Medium)

Level Adjustment: —

Plague bringers are obese, oily-skinned carriers of plague and disease.

Only nominally humanoid, plague bringers stand 5 feet tall and weigh roughly 400 pounds. Their skin is clammy, sickly green, and speckled with black. Their eyes are large and oval, and their mouths drip with dark saliva. Porous spines rise from their hunched backs, releasing diseased spores into the air as they lumber along, and their limbs end in crimson claws. Plague bringers are constantly surrounded by a cloud of buzzing flies and other vermin, and exude a stench similar to swamp gas.

Plague bringers spread disease to everything in their paths. They are carnivores, and willingly consume any animals they find in their marshy habitats. They make their homes in pools of deep mud, and seem to have no families; it is unknown how, if at all, plague bringers reproduce. They prefer to move about at night—the heat of the sun dries out their skin, and their eyes have trouble adapting to bright light.

Plague bringers speak a language resembling the sounds of swirling sludge, incomprehensible to nearly all other creatures.

Combat

Plague bringers spit at opponents from afar, only entering melee when necessary. They rarely flee, even from enemies who can bypass their ability to regenerate.

Disease Aura (Ex): The air around a plague bringer swims with disease. Every round a creature breathes the air within 30 feet of a plague bringer,

that creature must succeed on a Fortitude save or contract a disease (roll d10; a result of 1-5 indicates cackle fever (DC 18), 6-7 mindfire (DC 14), 8 blinding sickness (DC 18), and 9-10 no disease). The save DCs are Constitution-based, and the saves for cackle fever and blinding sickness include a +4 racial bonus. A creature already infected with one or more of these diseases still risks infection from the others, and a creature that successfully resists infection one round can still be infected during the next.

A plague bringer's aura lingers around the body 1d4 days after the plague bringer dies.

Plague Bringer's Curse (Su): Supernatural disease—claw or spit, Fortitude DC 18, incubation period 1 round, damage 3d4 Strength and 3d4 Constitution. The save DC is Constitution-based and includes a +4 racial bonus.

The disease “the plague bringer's curse” requires a save to fight off the disease and avoid damage once per hour, instead of once per day.

Spit (Ex): A plague bringer can spit a glob of black saliva up to 30 feet as a standard action. This is a ranged touch attack with no range increment. Opponents hit by this attack must save against infection by plague bringer's curse, as above.

Plague Dependent (Ex): A plague bringer's body depends on the diseases it carries. A *remove disease* spell cast on a plague bringer deals 3d4 points of lethal damage.

Regeneration (Ex): Fire and acid deal normal damage to a plague bringer.

If a plague bringer loses a limb or body part, the lost portion regrows in 3d6 minutes. The plague bringer can reattach the severed member instantly by holding it to the stump.

Scalewhale

Huge Animal (Aquatic)

Hit Dice: 14d8+70 (133 hp)

Initiative: +0

Speed: Swim 40 ft. (8 squares)

Armor Class: 16 (-2 size, +8 natural), touch 8, flat-footed 16

Base Attack/Grapple: +10/+24

Attack: Bite +15 melee (1d8+9/19-20)

Full Attack: Bite +15 melee (1d8+9/19-20)

Space/Reach: 15 ft./10 ft.

Special Attack: Chew, improved grab, inhale, swallow whole

Special Qualities: Damage reduction 2/—, low-light vision

Saves: Fort +14, Ref +9, Will +4

Abilities: Str 22, Dex 10, Con 21, Int 2, Wis 10, Cha 10

Skills: Listen +7, Spot +14, Swim +14

Feats: Alertness, Improved Critical (bite), Power Attack, Run, Weapon Focus (bite)

Environment: Any aquatic

Organization: Solitary

Challenge Rating: 7

Alignment: Always neutral

Treasure: None

Advancement: 15-20 HD (Huge), 21-30 HD (Gargantuan)

Level Adjustment: —

This massive creature is the size of a whale, but it is clearly a fish, not a mammal. Nearly 25 feet long, this mammoth fish has an enormous maw filled with rows of blunt teeth.

Scalewhales are fish that grow to 25 feet long and weigh up to thousands of pounds. Like whales, scalewhales feed by opening their mouths and moving a great deal of water through a filter that catches food while the water passes through their checks and out their gills.

Combat

As filter feeders, scalewhale get most of their nutritional requires from eating a large quantity of small organisms. Although scalewhale have been known to attack larger prey for a more substantial meal, most scalewhale use their bite attack (and subsequently their chew and swallow whole abilities) to defend themselves from fishermen and poachers.

Chew (Ex): Once its prey is in its mouth (see improved grab), a scalewhale will spend 1d4 rounds chewing it. Each round that it chews, anything in its mouth takes 3d10 points of bludgeoning damage with a successful grapple check. To escape, a victim can make either a grapple check or Escape Artist check. On the round after it finishes chewing, the scalewhale will attempt to swallow whole.

Improved Grab (Ex): To use this ability, a scalewhale must hit an opponent of up to one size smaller with its bite attack. It can then attempt to start a grapple as a free action without

provoking an attack of opportunity. If it wins the grapple check, it sucks the foe into its mouth and establishes a hold. It can begin to chew the foe the following round.

Inhale (Ex): As a full round action, a scalewhale may attempt to inhale all creatures of size Large or smaller within a 20-foot cone. Creatures can attempt a DC 23 Swim check to resist or be immediately swallowed whole (it does not use its chew ability). A swimming creature cannot take 10 on its Swim check. The check DC is Strength-based.

Swallow Whole (Ex): A scalewhale can try to swallow an opponent it has chewed (see above) by making a successful grapple check. The swallowed creature takes 2d6 points of bludgeoning damage and 4d4 points of acid damage per round from the scalewhale's gizzard.

A swallowed creature can cut its way out by using a light slashing or piercing weapon to deal 40 points of damage to the gizzard (AC 14). Once the creature exits, muscular action closes the hole; another swallowed creature must cut its own way out. A Huge scalewhale's gizzard can hold 2 Large, 4 Medium, 8 Small, 32 Tiny, 128 Diminutive, or 256 Fine opponents.

Skills: A scalewhale has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

Scuttling Ooze

Large Ooze

Hit Dice: 6d10+36 (69 hp)

Initiative: +2

Speed: 30 ft. (6 squares), swim 30 ft. (6 squares)

Armor Class: 11 (-1 size, +2 Dex), touch 11, flat-footed 9

Base Attack/Grapple: +4/+13

Attack: Pseudopod slam +8 melee (1d8+7 plus 1d6 acid)

Full Attack: Pseudopod slam +8 melee (1d8+7 plus 1d6 acid)

Space/Reach: 10 ft./10 ft. (15 ft. with slam)

Special Attacks: Acid, improved grab, swallow whole

Special Qualities: Adhere, blindsight 60 ft.,

camouflage, damage reduction 5/slashing, immunity to piercing weapons, ooze traits

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

Abilities: Str 21, Dex 14, Con 23, Int —, Wis 1, Cha 1

Skills: Hide -2*, Swim +13

Feats: —

Environment: Warm or temperate aquatic

Organization: Solitary

Challenge Rating: 7

Treasure: 10% goods (pearls only, within the ooze's body)

Alignment: Always neutral

Advancement: 7-12 HD (Large), 13-18 HD (Huge)

Level Adjustment: —

Scuttling oozes live deep at sea and feast on giant clams, adhering to their shells, dissolving a small opening with their acidic touch, and feasting on their innards. Scuttling oozes use similar tactics on seafaring vessels. They adhere to the hull, dissolve a small hole and plug the hole with their body. Using the camouflage ability, they blend in with the interior of the ship and snatch stray animals and crewman who pass by. Scuttling oozes usually retreat when they take a significant amount of damage, leaving a hole in the ship's hull.

Combat

A creature swallowed by an ooze attached to the underside of a ship cannot be seen by those within the ship; those in a position to see the underside of a ship (swimmers, merfolk, etc.) should be allowed a Spot check (DC 15) to see victims trapped within the ooze.

Acid (Ex): A scuttling ooze's acid dissolves flesh, wood, bone, and other organic materials, but does not harm metal or stone. Magical items and those attended by a character may make a DC 19 Fortitude save to resist the acid damage. The save DC is Constitution-based. Merfolk are immune to the effects of a scuttling ooze's acid.

Improved Grab (Ex): To use this ability, a scuttling ooze must hit with its pseudopod slam attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and can try to swallow the foe the following round.

Swallow Whole (Ex): A scuttling ooze can try to swallow a grabbed opponent of Medium or

smaller size by making a successful grapple check. Prey swallowed is instantly sucked into the central body mass of the ooze. The swallowed creature takes 2d6+5 points of crushing damage plus 5 points of acid damage per round. While within the ooze, creatures are trapped within the watery fluid of the ooze's interior without air, and thus in danger of drowning.

A swallowed creature can cut its way out by using a light slashing weapon to deal 15 points of damage to the scuttling ooze's internal membrane (AC 10). Once the creature escapes the inner fluid of the ooze, the exit flows shut behind it; another swallowed opponent must cut its own way out.

A Large scuttling ooze's elastic membrane can hold 4 Medium, 8 Small, 16 Tiny, 32 Diminutive, or 64 Fine opponents.

Adhere (Ex): A scuttling ooze can adhere to any solid surface it touches as a free action. This natural property of its body mimics the spider climb spell. The ooze usually uses this ability to stick to the underside of ships. A Strength check (DC 35) can pull the scuttling ooze off a surface to which it has adhered, though acid damage may apply if the ooze is touched directly.

Skills: A scuttling ooze has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

*The skin of a scuttling ooze changes to imitate the color and texture of whatever surface it is at rest upon, granting an unmoving scuttling ooze a +10 circumstance bonus on Hide checks.

Sea Scorned

Medium Undead (Incorporeal)

Hit Dice: 6d12 (39 hp)

Initiative: +1

Speed: Fly 40 ft. (perfect)(8 squares)

Armor Class: 16 (+1 Dex, +5 deflection), touch 16, flat-footed 15

Base Attack/Grapple: +3/-

Attack: Incorporeal touch +5 melee (watery fate)

Full Attack: Incorporeal touch +5 melee (watery fate)

Space/Reach: 5 ft./5 ft

Special Attacks: Sailor's curse, watery fate

Special Qualities: +6 turn resistance, damage reduction 10/silver, darkvision 60 ft., final burial, incorporeal traits, undead traits, water walk

Saves: Fort +2, Ref +3, Will +7

Abilities: Str -, Dex 12, Con -, Int 12. Wis 14. Cha 20

Skills: Diplomacy +7, Hide +14, Listen +11, Search +10, Sense Motive +11, Spot +11, Survival +2 (+4 following tracks)

Feats: Ability Focus (watery fate), Ability Focus (sailor's curse), Weapon Focus (incorporeal touch)

Environment: Any

Organization: Solitary

Challenge Rating: 7

Treasure: Standard

Alignment: Usually neutral evil

Advancement: —

Level Adjustment: —

This human woman appears translucent and hazy. She looks mournful, staring towards the sea.

A very rare form of undead, a sea scorned is the wife or lover of a sailor and wanderer slain while traveling the seas. Although they took their lives to end their lonely despair, they become sea scorned, doomed to stand vigil forever, waiting for their sailors to return home.

A sea scorned appears as a translucent figure, looking much the same as it did in life. It haunts coasts, ports, lookouts, lighthouses, and trade routes, calling out to its long-dead loved one in the hope he or she will come home. Sea scorned prefer regions that are treacherous to ships, such as reefs or rocky coastlines.

Sea scorned see every ship as their lost lover's ship, and any member of the appropriate sex may be their lover if seen at a distance. This drives the sea scorned to investigate further, but when it finally learns that its beloved has not returned, it becomes enraged and tries to kill the creature that has tricked them. The cry of the sea scorned is an ill omen to most sailors, for it is rumored to cause the doom of passing ships.

Sea scorned can speak but rarely do so intelligently, instead wailing and calling out for their lover ceaselessly. Attempts to discourse with them have been largely unsuccessful, as they refuse to accept the reality of their own demise and grow angry at the accusation of being dead.

Combat

These creatures ignore most living beings not onboard ships. When the sea scorned sees a ship, it calls out using its sailor's curse ability in the hopes of destroying the ship. If this fails, the sea scorned ignores the vessel unless it sees someone resembling

its lost love. When it learns its lover is not present, it uses its watery fate power to kill the crew, and then leaves the ship to return to its lookout point.

Sailor's Curse (Su): Sailors who hear a sea scorned's wailing call fall under a curse of bad luck. Their sailing skills atrophy, and cursed ships often run into reefs, bad weather or similar threats. Once per minute a sea scorned may cry out as a full-round action. Everyone within one mile must make a DC 20 Will save or suffer a -8 penalty on Profession (sailor) checks, Swim checks and all Listen and Spot checks to detect threatening conditions for ships, such as reefs. The save DC is Charisma-based.

Watery Fate (Su): With a touch, a sea scorned can cause a victim's lungs to fill with water. Anyone hit by the sea scorned must make a DC 20 Fortitude save or take 1d4 points of Constitution damage and become nauseated. Each round the victim must make another Fortitude save to break the effect, receiving a cumulative +1 bonus to its saving throw for each previous failed attempt. Each round the victim fails the save it suffers another 1d4 points of Constitution damage and remains nauseated. As soon as the target makes a successful save, it stops taking damage and is no longer nauseated. The Constitution damage remains. The save is Charisma-based.

Final Burial (Su): A sea scorned reduced to 0 hp disappears and does not return until the next vessel sails by its lair. The only way to put these undead to rest permanently is to bring them the remains of their lost love or inter their own bones in holy ground.

Water Walk (Su): A sea scorned continually produces an effect like that of a *water walk* spell (caster level 20th).

Skills: A sea scorned has a +4 racial bonus on Hide checks.

Skull of the Deep

Large Undead (Aquatic)

Hit Dice: 10d12 (65 hp)

Initiative: +7

Speed: Swim 30 ft. (6 squares)

Armor Class: 20 (-1 size, +3 Dex, +4 natural), touch 12, flat-footed 17

Base Attack/Grapple: +5/+14

Attack: Tentacle +9 melee (1d8+5)

Full Attack: 7 tentacles +9 melee (1d8+5) and bite +4 melee (2d6+2)

Space/Reach: 10 ft./10 ft.

Special Attacks: Constrict 1d8+5, energy drain, improved grab,

Special Qualities: Animate dead, darkvision 60 ft., ink cloud, jet, sunlight powerlessness, undead traits

Saves: Fort +3, Ref +6, Will +9

Abilities: Str 21, Dex 17, Con —, Int 13, Wis 14, Cha 12

Skills: Hide +12, Knowledge (any one) +14, Listen +17, Search +14, Spot +17, Survival +2 (+4 following tracks), Swim +13

Feats: Alertness, Blind-Fight, Dodge, Improved Initiative

Environment: Any aquatic

Organization: Solitary, pair, or fleet (3-9)

Challenge Rating: 7

Treasure: None

Alignment: Always chaotic evil

Advancement: 11-20 HD (Large); 21-30 HD (Huge)

Level Adjustment: —

Out of the murky water swims a nightmarish form, much like an enormous rotting skull with an unearthly red light burning in its empty sockets. It propels itself along with a mass of wriggling tentacles.

Combat

Skulls of the deep strike opponents with their tentacles, draining the life from their prey before finishing their victims with their powerful jaws. If a skull of the deep encounters a large number of foes or a powerful opponent, it resorts to using its animating ink to create undead allies or simply to cover its escape.

Constrict (Ex): A skull of the deep deals automatic tentacle damage with a successful grapple check.

Energy Drain (Su): Living creatures hit by a skull of the deep's tentacle attack gain one negative level. The DC is 16 for the Fortitude save to remove a negative level. The save DC is Charisma-based. For each such negative level bestowed, the skull of the deep gains 5 temporary hit points.

Improved Grab (Ex): To use this ability, a skull of the deep must hit with its tentacle attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and can constrict. A skull of the deep can drain energy each round the hold is maintained.

Animate Dead (Su): Twice per day, a skull of the deep may choose to have its ink cloud (see below) animate any corpse with which it comes into contact. A skull of the deep may use this ability after emitting its ink cloud, in the same round as a standard action. A single cloud can animate up to 12 HD of undead, as if it were a single casting of the *animate dead* spell (caster level 12th). These undead do not attack the skull of the deep, but attack any living foes within reach. A skull of the deep cannot have more than 24 HD worth of undead animated at one time.

Ink Cloud (Ex): A skull of the deep can emit a cloud of jet-black ink in a 60-foot spread four times per day as a free action. The cloud provides total concealment, which the skull of the deep normally uses to escape a combat that is going badly or to cover itself when exposed to sunlight. Creatures within the cloud are considered to be in total darkness.

Jet (Ex): A skull of the deep can jet backward once per round as a full-round action, at a speed of 180 feet. It must move in a straight line, but does not provoke attacks of opportunity while jetting.

Sunlight Powerlessness (Ex): Skulls of the deep are utterly powerless in natural sunlight (not merely a *daylight* spell) and flee from it.

Skills: A skull of the deep has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

Slaver

Diminutive Aberration

Hit Dice: 1d8+5 (9 hp)

Initiative: +9

Speed: 30 ft. (6 squares)

Armor Class: 30 (+4 size, +5 Dex, +11 natural), touch 19, flat-footed 25

Base Attack/Grapple: +0/-16

Attack: Stinger +9 melee (1d6-4 plus enslave)

Full Attack: Stinger +9 melee (1d6-4 plus enslave)

Space/Reach: 1 ft./0 ft.

Special Attacks: Enhance host, enslave, enthrall, psionics

Special Qualities: Darkvision 60 ft.

Saves: Fort +2, Ref +7, Will +4

Abilities: Str 3, Dex 20, Con 15, Int 19, Wis 15, Cha 14

Skills: Climb +5, Concentration +6, Craft (weaponsmithing) +7, Diplomacy +5, Hide +17, Knowledge (arcana) +7, Listen +5, Move Silently +7, Search +7, Spot +5, Swim +5

Feats: Improved Initiative^B, Lightning Reflexes^B, Toughness^B, Weapon Finesse

Environment: Warm marsh

Organization: Colony (5-20)

Challenge Rating: 7

Treasure: Double standard

Alignment: Always evil

Advancement: —

Level Adjustment: —

Slavers are a breed of intelligent, parasitic arthropods. Slavers, bolstered by their psionic abilities, enslave their hosts, who become little more than automatons. Slavers resemble a little brain on legs that must tap into another's spinal fluid (usually at the neck) to survive.

Slavers can speak Common, Draconic, Dwarven, Elven, and Undercommon.

Combat

A slaver's sole ability in combat is to detach from its host and scurry toward its next victim. If any other enslaved humanoid is nearby, they attempt to restrain the prospective victim so the slaver can attach itself unmolested.

Slavers typically pick small populations of humanoids with medium-levels wizards, sorcerers and clerics. This grants the slavers the opportunity to exploit the item creation feats of their new slaves.

A slaver that has enslaved a target typically makes its first command to conceal the slaver, usually under loose-fitting clothing. This, plus the slaver's ability to hide well, makes it hard to spot, and even harder to attack during combat.

Enhance Host (Ex): While a slaver is attached to its victim, apart from sharing all the slaver's skills and feats, the victim gains a +3 enhancement bonus to Strength, Constitution, and Dexterity and the spellcasting abilities of a 7th-level sorcerer (including the appropriate spell knowledge). The victim cannot cast these spells in the same round that the slaver uses its psionic powers, nor can the slaver use its psionic powers in the same round its victim casts one of its granted sorcerer spells.

Enslave (Su): If a slaver hits a humanoid target with its stinger, the victim must succeed a DC 20 Will save or become enslaved. The save DC is Charisma-based and includes a +8 racial bonus. A

slaver's hold over its victim can be broken with a *break enchantment* spell.

A slaver in control of a host is treated as an attended magic item for the purpose of making saving throws, even if the slaver is specifically targeted. A slaver that is attached to its host is treated as a creature in a grapple for the purpose of striking at the slaver instead of the host (but the host is not considered grappled in turn).

Enthrall (Ex): If a slaver is in physical contact with its victim (the slaver establishes a physical hold by means of its stinger), the subject acts as if dominated. So long as the slaver remains in contact with the victim, the domination remains in effect, even if a check would normally indicate that the effect is broken. The victim remembers its past and knows who it was, but is not permitted any level of feeling or expression by the dominating slaver. When the victim speaks, the words are chosen by the slaver, using its new understanding of the victim's personality and history to pass itself off as the victim.

If the slaver is detached or detaches itself, the victim goes into a coma. The victim takes no actions, though it can be controlled if it comes under the control of a mind-affecting effect. The victim can be revived from the coma and restored to health with a *lesser restoration* spell. The victim will remember everything that happened (within the natural limits of the victim's intelligence) but as though the events took place in a dream.

Psionics (Sp): At will—*astral projection*, *charm monster* (DC 16), *detect thoughts* (DC 14), and *suggestion* (DC 15). Effective caster level 7th. The save DCs are Charisma-based.

Skills: A slaver uses its Dexterity modifier instead of its Strength modifier for Climb and Swim checks.

Tusked Terror

Huge Animal (Aquatic)

Hit Dice: 16d8 +80 (152 hp)

Initiative: +5

Speed: Swim 60 ft. (12 squares)

Armor Class: 15 (-2 size, +1 Dex, +6 natural), touch 9, flat-footed 14

Base Attack/Grapple: +12/+29

Attack: Slam +20 melee (1d8+9)

Full Attack: Slam +20 melee (1d8+9) and gore +15 melee (2d6+4)

Space/Reach: 15 ft./10 ft.

Special Attacks: —

Special Qualities: Darkvision 120 ft.

Saves: Fort +15, Ref +13, Will +3

Abilities: Str 29, Dex 12, Con 20, Int 1, Wis 6, Cha 4

Skills: Listen +6, Spot +6, Swim +16*

Feats: Alertness, Improved Initiative, Lightning Reflexes, Run, Weapon Focus (gore), Weapon Focus (slam)

Environment: Cold aquatic

Organization: Solitary

Challenge Rating: 7

Treasure: None

Alignment: Always neutral

Advancement: 17-32 HD (Huge), 33-48 HD (Gargantuan)

Level Adjustment: —

Tusked terrors are huge fish that roam the arctic waters. Tusked terrors are a darker blue on top and a lighter blue on bottom, while their characteristic tusks sprout from their slightly protruding bottom lip. Their primary food source is plankton, and tusked terrors only use their slam and gore attacks in defense.

Tusked terrors are a highly valued food source to humanoids living in the arctic waste, and the dangers involved in catching and killing this fish make fishing one of the most dangerous professions in this region. Some communities mark the prowess of their fisherman by the number of tusks they claim.

Combat

Skills: A tusked terror has a +2 racial bonus on Listen checks.

A tusked terror has a +10 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

Flora and Fauna

Kelp Jungles: Mainly found in nutrient-rich waters in temperate regions, kelp forests are made up of thousands of green or brown kelp strands reaching from the ocean floor to the water's surface. These concentrations of growth are found in depths of 300 feet or less, with most at a depth of 100 feet. The kelp plant anchors itself on the sea floor, using float bladders to keep their tops on the surface of the water while collecting sunlight to fuel photosynthesis. Like a lively land jungle, this watery grove has several levels with different animals in each habitat zone. The upper level, called the canopy, is where schools of fish, sea birds, and aquatic mammals are most common. In the middle, along the stalks of the kelp, fish swim and snails and similar marine organisms live on the fronds of the plants. The bottom level is where the kelp's holdfast—the cone-shaped mass of its anchor root—attaches to the sea floor. This cone area is generally inhabited by sea urchins and starfish, and can also serve as a hiding place for predators in shallower waters.

Each kelp strand is only a few inches thick at its center, and has leaves or float bladders at its top that stretch for several feet in either direction. Only a few feet separate individual plants in a kelp forest, making it very difficult to see more than a few paces. The targets of any ranged attacks taking place in a kelp jungle receive appropriate concealment penalties, as well as AC bonuses for cover. Kelp strands have a hardness of 1, and 4 hit points. Movement through a large stand of kelp can only be done at half the normal rate for creatures of small size or larger. As part of a move action, a creature may seek to avoid the kelp and move at a normal rate, requiring a Swim check (DC 10), with a +5 bonus for each size category above Medium.

Vendrin

Medium Magical Beast (Aquatic)

Hit Dice: 7d10+30 (68 hp)

Initiative: +1

Speed: 10 ft. (2 squares), swim 40 ft. (8 squares)

Armor Class: 21 (+1 Dex, +10 natural), touch 11, flat-footed 20

Base Attack/Grapple: +7/+13

Attack: Tail +14 melee (1d6+5) or bite +13 melee (1d8+5)

Full Attack: Tail +14 melee (1d6+5) and bite +9 melee (1d8+2)

Space/Reach: 5 ft./5 ft.

Special Attacks: Impale, pull

Special Qualities: Darkvision 60 ft., low-light vision

Saves: Fort +11, Ref +6, Will +1

Abilities: Str 22, Dex 12, Con 22, Int 3, Wis 8, Cha 2

Skills: Hide +1*, Search +2, Spot +1, Swim +12

Feats: Power Attack, Weapon Focus (tail)

Environment: Any aquatic

Organization: Solitary or clutch (3-8)

Challenge Rating: 7

Treasure: None

Alignment: Always neutral

Advancement: 6-10 HD (Medium), 11-15 HD (Large)

Level Adjustment: —

Vendrin are aquatic crustaceans that can grow as large as humans, up to a few hundred pounds. Found in fresh water, these carnivores eat any sort of meat but prefer humanoids. Resembling a shrimp, vendrin have finger-like appendages that allow them to crawl on shore and a tapered body that ends in a pointed spike. Its chitinous shell is usually dark green or blue to camouflage the undulating predator.

Combat

Vendrin hunt by lying in wait alongside a shoreline until a creature comes within ten feet of the water's edge. At that moment, the vendrin strikes, lashing out and impaling its potential meal with its tail spine. The powerful muscles in the vendrin's tail flex and drag its victim into and under the water where it uses its bite attack.

Vendrin typically lurk at the shores of deep lakes or inland seas, making its first strike and carrying off its meal to sea. Once the vendrin has its prey in the water, it dives deep, making assistance from land nigh impossible without magic. If the vendrin attacks from a river or streambed, it may be possible for the rest of the party to rescue their captured comrade. Those entering the water must succeed on a Swim check (DC between 10 and 15 depending on the strength of the river) as well as a DC 13 Search check to find their missing party-member. They must then battle the thing in the water, while it thrashes around eating their friend.

Characters in this environment are considered fighting blind due to the difficulty in seeing in turbulent waters.

Impale (Ex): To use this ability, a vendrin must hit with its tail attack. If it succeeds, its opponent not only takes damage, but is also impaled on the vendrin's tail-spine, and it can attempt to pull its opponent into the water. If the opponent wins a grapple check, it frees itself from the vendrin's tail-spine.

Pull (Ex): If a vendrin wins a grapple check against an impaled opponent, when it takes its move action it can drag the opponent along with it. If the vendrin submerges, it pulls the opponent into the water, where the opponent may be at risk for drowning. The impaled victim can freely attack the vendrin although the opponent suffers the normal penalties for fighting underwater. Vendrin can only swim at 20 ft. (4 squares) when pulling an impaled victim and only medium or smaller creatures can be pulled.

Skills: A vendrin has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

*A vendrin gains a +10 circumstance bonus to Hide checks when underwater, if anyone is searching for it from the shore.

Assassin Colony

Huge Plant

Hit Dice: 10d8+30 (75 hp)

Initiative: +0

Speed: 25 ft. (5 squares)

Armor Class: 21 (-2 size, +13 natural), touch 8, flat-footed 21

Base Attack/Grapple: +7/+24

Attack: Slam +14 melee (2d6+9)

Full Attack: 2 slams +14 melee (2d6+9)

Space/Reach: 15 ft./15 ft.

Special Attacks: Constrict 2d6+13, *entangle*, improved grab, smother

Special Qualities: Blindsight 30 ft., electrical vigor, forest walk, low-light vision, plant traits, resistance to fire 20, will of the darkened

Saves: Fort +10, Ref +3, Will +6

Abilities: Str 28, Dex 10, Con 17, Int 5, Wis 13, Cha 10

Skills: Hide +12, Listen +5, Move Silently +6

Feats: Improved Sunder, Iron Will, Power Attack, Stealthy

Environment: Temperate and warm forest and marsh

Organization: Solitary

Challenge Rating: 8

Treasure: 10% coins, standard goods, standard items

Alignment: Always neutral evil

Advancement: 11-20 HD (Huge), 21-30 HD (Gargantuan)

Level Adjustment: —

Assassin colonies are essentially a few dozen assassin vines, transformed by pure malevolence. Though they can survive on photosynthesis, they seek to torture, torment, and consume those that intrude upon their habitat. Any intelligent humanoid entering their forest, swamp, or marsh is immediate prey for the assassin colony.

Combat

The assassin colony is a semi-intelligent thing, powered by the collective will of its habitat, be it forest, marsh, or swamp. Assassin colonies typically use their Hide skill to surprise opponents. On its first round, when its opponents are hopefully surprised, it uses its *entangle* ability. It then indiscriminately starts attacking those nearest it. By twisting and rubbing the vines in its “throat,” it can make a raspy roar of triumph and evil glee. It does not kill those it assaults, at least not immediately. Instead, it smothers them into unconsciousness. After all its foes have been incapacitated, it tortures them for hours, then kills them.

Constrict (Ex): An assassin colony deals 2d6+13 points of damage with a successful grapple check.

Entangle (Su): An assassin colony can animate plants within 30 feet of itself as a free action (Ref DC 16 partial). The effect lasts until the assassin colony dies or decides to end it (also

a free action). The save DC is Wisdom-based. The ability is otherwise similar to *entangle* (caster level 10th).

Improved Grab (Ex): To use this ability, an assassin colony must hit with its slam attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and can constrict.

Smother (Ex): Any foe constricted for two full consecutive rounds must succeed on a DC 18 Fortitude save on every subsequent round or begin to suffocate as the assassin colony covers the foe’s mouth and crushes the air out of the creature (see Suffocation rules on page 32). The save DC is Constitution-based.

Blindsight (Ex): A assassin colony has no visual organs but can ascertain all creatures within 30 feet using sound, scent, and vibration.

Electrical Vigor (Ex): A assassin colony takes no damage from electricity, but an electrical attack instead grants an assassin colony 10 temporary hit points that last for 5 hours.

Forest Walk (Su): An assassin colony acts as though it is under the constant effects of a *freedom of movement* spell, and can use the druid spell transport via plants twice per day.

Skills: An assassin colony uses its natural coloring to obscure itself, granting a +10 racial bonus on Hide checks.

Bog Creeper

Medium Plant

Hit Dice: 10d8+50 (95 hp)

Initiative: +4

Speed: 10 ft. (2 squares), swim 20 ft. (4 squares)

Armor Class: 15 (+5 natural), touch 10, flat-footed 15

Base Attack/Grapple: +7/+11

Attack: Slam +11 melee (1d6+4) or tendril +6 melee (1d4+4)

Full Attack: Slam +11 melee (1d6+4) and 4 tendrils +6 melee (1d4+2) or bite +11 melee (2d4+4)

Space/Reach: 5 ft./5 ft. (10 ft. with tendril)

Special Attacks: Constrict 1d4+4, improved grab, spit acid

Special Qualities: Camouflage, low-light vision, marsh move, marshsense, plant traits
Saves: Fort +12, Ref +3, Will +5

Abilities: Str 18, Dex 10, Con 20, Int 3, Wis 14, Cha 6

Skills: Listen +17, Spot +4, Swim +12

Feats: Alertness, Diehard, Endurance, Improved Initiative

Environment: Warm marsh

Organization: Solitary

Challenge Rating: 8

Treasure: 50% standard

Alignment: Always neutral

Advancement: 11-20 HD (Large); 21-30 HD (Huge)

Level Adjustment: —

This creature looks like a man-sized rotting tree trunk with several thorny tendrils sprouting from its body. A single limb protrudes from its central form as well.

Bog creepers are carnivorous, lurking amid dead trees and stumps waiting to ambush unsuspecting prey. The shattered boles and stumps make perfect camouflage for the sly bog creeper.

Marshes and swamps are home to the bog creeper, and it moves through the territory with ease. It can swim the waters and shamble across the rare patches of dry or swampy ground in pursuit of its prey.

The treasure of a bog creeper is located in its pulpy gullet, and consists of the inorganic, indigestible remains and possessions of its victims.

Combat

A bog creeper attacks by ambushing its prey, lying in wait for someone or something to wander nearby. When prey comes within range, it lashes out with its single limb and slashes with its tendrils.

Constrict (Ex): A bog creeper that makes a successful grapple check against an opponent of its size or smaller using a tendril attack deals 1d4+4 points of damage each round the hold is maintained.

Improved Grab (Ex): To use this ability, a bog creeper must hit with a tendril attack. It can

then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and can constrict.

Spit Acid (Ex): Three times per day, a bog creeper can spray a cone of digestive acid to a range of 30 feet that deals 2d8 points of acid damage to all creatures in the area (Reflex save DC 20 for half). It cannot use this ability if it is currently holding a creature in its mouth. The save DC is Constitution-based.

Camouflage (Ex): When at rest, a bog creeper appears as a normal plant. It takes a successful DC 20 Spot check to notice it before it attacks. Anyone with Survival or Knowledge (nature) can use those skills instead of Spot to notice the plant.

Marsh Move (Ex): A bog creeper can move across marshy terrain without incurring any movement penalties.

Marshsense (Ex): Bog creepers can automatically detect the location of anything within 60 feet that is in contact with the same marshy ground it is.

Skills: A bog creeper has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

Cerebral Stalker

Medium Aberration

Hit Dice: 9d8+18 (58 hp)

Initiative: +6

Speed: 30 ft. (6 squares), burrow 20 ft. (4 squares)

Armor Class: 19 (+2 Dex, +7 natural), touch 12, flat-footed 17

Base Attack/Grapple: +6/+9

Attack: Claw +10 melee (1d6+3)

Full Attack: 2 claws +10 melee (1d6+3) or bite +9 melee (1d8+3)

Space/Reach: 5 ft./5 ft.

Special Attacks: Consume brain, create zombie, fear gaze, improved grab, sink, web

Special Qualities: Darkvision 60 ft., earth glide, tremorsense 90 ft.

This humanoid creature has blackish-gray scales covering its semi-reptilian body. A thick layer of gray mucus drips from its body. Its bestial head sports vertical-slitted gray eyes and a wide mouth lined with sharp teeth. Its hands end in filthy claws.

A cerebral stalker is a carnivorous predator that lies in wait just below the surface of the ground for an unsuspecting victim to pass over or near it. When it detects its prey, the stalker bursts through the ground in a shower of rock and earth, cocoons its victim and disappears into the ground to devour the victim's brain.

The lair of a cerebral stalker is a large, hollow chamber of earth, often littered with skull fragments, bits of webbing, and chunks of brain matter. Cerebral stalkers are solitary creatures and do not work in concert with others of their kind. They attack those of their own race if another attempts to take up residence in an area already inhabited by a cerebral stalker (the typical stalker's hunting ground covers an area of 5 square miles, though it rarely journeys that far from its lair). The lifespan and reproduction method of these creatures is completely unknown.

It is thought that cerebral stalkers understand a variety of languages, including Common. Whether they speak any languages at all is unknown as no one has ever successfully conversed with one.

Combat

The cerebral stalker attacks from ambush, hiding just below the surface of the ground where it uses its tremorsense ability to detect living creatures moving near it. When it successfully detects a living creature, it violently emerges

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

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

Skills: Hide +13, Listen +7, Move Silently +13, Spot +7

Feats: Alertness, Improved Initiative, Stealthy, Weapon Focus (claw)

Environment: Any land or underground

Organization: Solitary

Challenge Rating: 8

Treasure: None

Alignment: Always chaotic evil

Advancement: 10-18 HD (Medium), 19-27 HD (Large)

Level Adjustment: —

from the ground (behind its target, if possible) and grabs the unsuspecting foe. A grabbed opponent is quickly cocooned and pulled beneath the ground where its brain is devoured. Those interfering with the stalker as it sinks into the ground are subjected to its fear gaze.

Consume Brain (Ex): Once it has its victim underground, the cerebral stalker begins gnawing on the victim's head, rapidly chewing through bone and tissue, dealing 2d8+4 points of damage each round. When the victim dies, the cerebral stalker has reached its goal—the victim's brain, which it promptly devours. A victim slain in this manner is ejected from ground and becomes a zombie (see below).

Create Zombie (Su): A creature whose brain is devoured by a cerebral stalker is ejected from the ground and animates as a zombie in 1d4 rounds. Zombies created in this manner are not under the control of the cerebral stalker. They do not possess any of the abilities they had in life.

Fear Gaze (Su): The eyes of a cerebral stalker instill fear in living creatures that meet its gaze. Creatures must succeed on a DC 16 Will save or cower for 1d4 rounds. The save DC is Charisma-based. This is a mind-affecting fear effect. On a successful save, that creature is immune to the fear gaze of that cerebral stalker for one day.

Improved Grab (Ex): To use this ability, a cerebral stalker must hit with both claw attacks. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and can use its web ability to cocoon its foe.

Sink (Su): After cocooning a foe, the cerebral stalker begins sinking into the ground, taking the cocooned victim with it. It takes four full rounds for the stalker and foe to completely sink into the ground. In the first round, the creature sinks to its knees; in the second round to its waist; in the third round to its neck; and in the last round, both stalker and foe are completely underground. Creatures attempting to grab the cocooned victim and prevent the sinking must first break or burn the webbing (see above), and then succeed at a grapple check against the cerebral stalker. A *dispel magic* (or similar effect) cast on a sinking cerebral stalker paralyzes it (as if by a *hold person* spell) for a number of rounds equal to the caster's level if the stalker fails a Fortitude save. The stalker can make a new save each round to negate the paralysis.

The stalker and victim sink to a depth of 10 feet where the victim is placed in a stasis (similar to *temporal stasis*). The spot where the cerebral stalker and victim sunk radiates magic and can be detected normally. Spells such as *locate object*, *discern location*, *scrying*, and other divinatorial magic reveals the entombed creature and stalker. A *freedom* spell cast on the spot where the stalker and victim sunk immediately frees the subject from the webbing and ejects both it and the stalker, who is stunned for 1 round, to the surface.

Web (Ex): Once per round, and no more than three times per day, a cerebral stalker can cocoon a grappled foe by shooting sticky webbing from its body. The webs cover as much of the victim as possible, excluding the top of the victim's head, its eyes, and its nose. The webs remain attached to the cerebral stalker's body and stretch from just under its arms to its knees. A webbed victim is anchored to the cerebral stalker and cannot move. The webbed creature can, as a standard action, break free with a successful DC 20 Strength check or DC 16 Escape Artist check. The webbing has 8 hit points and damage reduction 5/-. Note the victim is still grappled even if it breaks the webbing and must succeed at a grapple check to get completely free of the cerebral stalker's grasp. The check DCs are Constitution-based, and the Strength check includes a +4 racial bonus.

Earth Glide (Ex): A cerebral stalker can glide through stone, dirt, or almost any other sort of earth except metal as easily as a fish swims through water. Its burrowing leaves behind no tunnel or hole, nor does it create any ripple or other signs of its presence. A *move earth* spell cast on an area containing a burrowing cerebral stalker flings the cerebral stalker back 30 feet, stunning the creature for 1 round unless it succeeds on a DC 15 Fortitude save.

Encephalon Gorgers

Medium Aberration (Extraplanar)

Hit Dice: 10d8+20 (65 hp)

Initiative: +7

Speed: 30 ft. (6 squares)

Armor Class: 19 (+3 Dex, +6 natural), touch 13, flat-footed 16

Base Attack/Grapple: +7/+8

Attack: Claw +10 melee (1d6+1)

Full Attack: 2 claws +10 melee (1d6+1)

Space/Reach: 5 ft./5 ft.

Special Attacks: Improved grab, mindfeed

Special Qualities: Adrenal surge, darkvision 60 ft., fast healing 5, mindsense, mind screen, resistance to cold 10

Saves: Fort +5, Ref +6, Will +9

Abilities: Str 13, Dex 16, Con 14, Int 21, Wis 15, Cha 15

This creature is a sleek, pale-skinned humanoid with leathery white, semi-translucent flesh. It is a bit taller than an average human. Its features are delicate and precise. The creature's

Skills: Bluff +8, Diplomacy +13, Escape Artist +9, Intimidate +15, Knowledge (anatomy) +18, Listen +12, Search +18, Spot +12, Survival +15 (+17 following tracks)

Feats: Alertness, Improved Initiative, Power Attack, Weapon Finesse

Environment: Any land or underground

Organization: Solitary, crowd (2-5), or array (4-7)

Challenge Rating: 8

Treasure: Standard

Alignment: Usually chaotic evil

Advancement: By character class

Level Adjustment: +7

arms and legs are spindly, and each ends in four digits. This creature is completely hairless and its eyes are small with nictating lens.

Encephalon gorgers (sometimes known as cranial vampires) are malevolent creatures from another dimension or plane of existence. They

are greatly feared by intelligent creatures for they use such beings (their brain fluid to be exact) to power their great cities. Many of these creatures have constructed strongholds or outposts on the Material Plane, though it is unknown when they first appeared on that plane.

Encephalon gorgers have a disliking for direct sunlight, though they are not harmed by it. When traveling aboveground in daylight hours, they usually cloak themselves in robes of gray or black.

The gorgers' leathery, whitish flesh is nearly translucent and in older encephalon gorgers one can faintly see veins and other organs pushing grayish-brown blood through its body. Its mouth is lined with short, needle-like teeth, with the canines being most pronounced (perhaps the reason these monsters are sometimes called cranial vampires).

An encephalon gorgers speaks its own alien tongue, Common, and at least four other languages.

Combat

Encephalon gorgers enter battle using their claws to slash and tear their foes. At first chance, an encephalon gorgers grabs an opponent and sinks its teeth into the foe's head, draining it of cerebral fluid. An encephalon gorgers will not put itself in danger by ignoring other threats around it, so generally it only drinks when all of its other foes are either dead or engaged with others of its kind.

Often times, an encephalon gorgers attempts to capture rather than kill its prey especially in the case of intelligent humanoids. Captured prey is taken to the encephalon gorgers' city where it is handed over to the Breeders who tend the slave pits.

Improved Grab (Ex): To use this ability, an encephalon gorgers must hit an opponent up to one size larger than itself with a claw attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold that deals claw damage each round and allows it to use its mindfeed ability.

Mindfeed (Su): An encephalon gorgers can suck brain fluid from a living creature with its fangs by making a successful grapple check. If it pins the foe, it drains cerebral fluid, dealing 1d4 points of Intelligence drain each round the pin is maintained. On each successful attack, the encephalon gorgers gains 5 temporary hit points. At Intelligence 0, a grappled foe collapses, helpless and unconscious in a coma-like stupor.

Adrenal Surge (Ex): Twice per day, an encephalon gorgers can create an effect on itself identical to a *haste* spell (caster level 10th).

Mindsense (Su): An encephalon gorgers can gauge the relative intelligence level of any creature within 60 feet. This ability can be dispelled, but the encephalon gorgers can restart it as a free action on its next turn. The creature often uses this power to locate the most intelligent creature in a group, whom it then targets for capture (or a meal).

Mind Screen (Ex): The mind of an encephalon gorgers is an alien and dangerous place. Should a creature target an encephalon gorgers with a mind-affecting effect (charms, compulsions, phantasms, patterns, and morale effects), telepathy, or psionic mind-affecting effect or attack, it must succeed on a DC 20 Will save or be driven permanently insane (as by an *insanity* spell, caster level 15th). The save DC is Intelligence-based.

Encephalon Gorgers Society

Encephalon gorgers refer to themselves as Silians, and they make their homes deep beneath the surface world or hidden far away from prying eyes (cloaked by natural occurrences such as fog or mist or hidden by magic). Underground lairs resemble great domed cities, while those on the surface resemble iron fortresses of exquisite craftsmanship. Each lair, regardless of its location, has dozens of slave pits and breeding pits filled with captured, intelligent humanoids (or other creatures). The slaves are maintained by a specialized group of silians called the Breeders. It is their job to tend to food supply of the city at all times and to gauge the relative worth of each and every humanoid used by the gorgers for feeding.

Encephalon gorgers sometimes trade with other races, usually trading for slaves, which are taken to the Breeders. Other slaves are kept by particular encephalon gorgers and assigned menial tasks. Once such a slave has exhausted its usefulness, it is "recycled" in the food pens so long as it isn't dead. Dead slaves or those that die from excessive feedings are discarded, ground up into a bland paste that is fed to the other slaves.

Little is known of particulars regarding the gorgers' society; such as reproduction, lifespan, aging patterns and so on. A few things that are known come from a group of adventurers that saw one of the iron fortresses and lived to tell about it. They spoke of large vats filled with cranial fluid maintained by the Breeders and of young silian being grown in these vats. They also spoke of the horrid squalor of the breeding pits and the slaves kept in them.

Eye of the Deep

Medium Aberration (Aquatic)

Hit Dice: 10d8+20 (65 hp)

Initiative: +4

Speed: 5 ft. (1 square), swim 20 ft. (4 squares)

Armor Class: 15 (+5 natural), touch 10, flat-footed 15

Base Attack/Grapple: +7/+7

Attack: Eye rays +7 ranged touch or claw +2 melee (2d4)

Full Attack: Eye rays +7 ranged touch and 2 claws +2 melee (2d4) and bite +2 melee (1d6)

Space/Reach: 5 ft./5 ft.

Special Attacks: Eye rays, improved grab, stun cone, tear

Special Qualities: All-around vision, darkvision 60 ft.

Saves: Fort +7, Ref +3, Will +10

Abilities: Str 10, Dex 10, Con 14, Int 12, Wis 13, Cha 13

Skills: Hide +8, Listen +18, Search +18, Spot +22, Survival +1 (+3 following tracks), Swim +10

Feats: Alertness^B, Great Fortitude, Improved Initiative, Iron Will, Shot on the Run

Environment: Any aquatic

Organization: Solitary, pair, or cluster (3-6)

Challenge Rating: 8

Treasure: Standard

Alignment: Always lawful evil

Advancement: 11-20 HD (Medium); 21-30 HD (Large)

Level Adjustment: —

Eyes of the deep are found only in the deepest parts of the ocean, though on occasion one moves too close to the shoreline and ends up beaching on the sands. An eye of the deep stranded in this manner dies in 2d4 minutes unless placed back into the water. An eye of the deep is a 5-foot wide orb dominated by a central eye and large serrated mouth. Hundreds of small seaweed-like bristles hang from the bottom of its body (these aid the eye of the deep while swimming). Two large crab-like pincers protrude from its body, and two long, thin eyestalks sprout from the top of its orb. Eyes of the deep speak their own language, Aquan, and Common.

Combat

An eye of the deep floats slowly through the oceans searching for its prey. It attacks using its eye rays; then it grasps an opponent with its pincer-like claws and subjects the victim to its bite attack.

Eye Rays (Su): Both of an eye of the deep's small eyes can produce a magical ray once per round as a free action. During a single round, an eye of the deep can aim each eye in any direction, or combine them to create a single effect.

Both of an eye of the deep's eye rays resemble a spell cast by a 12th-level caster. Each ray has a range of 150 feet and a save DC of 16. The save DCs are Charisma-based.

Hold Person: Left eye—the target must succeed on a Will save or be affected as though by the spell. An eye of the deep will use this ray early in a fight so as to disable its opponents.

Hold Monster: Right eye—the target must succeed on a Will save or be affected as though by the spell. This is used in the same manner as the *hold person* ray.

Minor Image: By combining the rays of both eyes, an eye of the deep can replicate the *minor image* spell. The image appears at the spot where the rays from both eyes intersect.

Improved Grab (Ex): To use this ability, an eye of the deep must hit with a claw attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and tears its opponent.

Stun Cone (Su): Once per round as a standard action, an eye of the deep can produce a stunning ray in a cone 25 feet long from its central eye. Creatures in the area must succeed on a DC 16 Fortitude save or be stunned for 2d4 rounds. The save DC is Charisma-based.

Tear (Ex): An eye of the deep automatically hits a held opponent with all its melee attacks each round it maintains the hold.

All-Around Vision (Ex): Eyes of the deep are exceptionally alert and circumspect. Their many eyes give them a +4 racial bonus on Spot and Search checks, and they can't be flanked.

Skills: An eye of the deep has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

Giant Anemone

Huge Animal (Aquatic)

Hit Dice: 12d8+63 (117 hp)

Initiative: +0

Speed: 5 ft. (1 square), swim 5 ft. (1 square)

Armor Class: 12 (-2 size, +4 natural), touch 8, flat-footed 12

Base Attack/Grapple: +9/+24

Attack: Tentacle mass +14 melee (poison)

Full Attack: 6 tentacle masses +14 melee (poison) and bite +9 melee (3d8+3)

Space/Reach: 15 ft./15 ft.

Special Attacks: Improved grab, poison

Special Qualities: Blindsight 60 ft., damage reduction 10/slashing

Saves: Fort +15, Ref +8, Will +5

Abilities: Str 25, Dex 10, Con 20, Int 1, Wis 8, Cha 4

Skills: Spot +14, Swim +15

Feats: Combat Reflexes, Great Fortitude, Iron Will, Power Attack, Toughness

Environment: Any aquatic

Organization: Solitary or colony (2-12)

Challenge Rating: 8

Treasure: Standard coins; standard goods; 50% items

Alignment: Always neutral

Advancement: 13-24 HD (Huge); 25-36 HD (Gargantuan)

Level Adjustment: —

The giant sea anemone is a monstrous version of its smaller and more innocuous cousin. Though often mistakenly thought of as a plant, the anemone is a predatory animal. A giant anemone lives on the sea floor and is similar in appearance to an enormous flower. At its base is a slug-like foot, which it uses to grip the sea floor and to move slowly about. The body of the giant anemone is a thick fleshy stalk ending in a colorful mass of long, thin tentacles. At the center of the tentacle mass is the creature's mouth, with which it both ingests its meals and expels its refuse.

Each of the anemone's tentacles is covered with a number of tightly wound filaments, which when contacted, spring out, injecting a paralytic poison into whatever they encounter.

The anemone rarely leaves behind any treasure that it hasn't processed through its digestive system. This means that many of the items carried by its prey are destroyed, although gold and gems survive.

Combat

When an anemone senses prey, it reaches out to grab it with its tentacle masses. Each mass contains dozens of individual tentacles, although the anemone can only effectively use 6 masses at once. If a giant anemone hits with a tentacle mass, the victim is immediately subject to both the anemone's poison and improved grab abilities.

Once a hold is obtained on its prey, it is pulled toward the anemone's mouth to be consumed. The anemone has thick rubbery flesh that can be carved away, but not struck or pierced with any efficiency.

Improved Grab (Ex): To use this ability, an anemone must hit a Large or smaller creature with a tentacle mass attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity.

Poison (Ex): Contact, Fortitude DC 21, initial damage and secondary damage paralyzed for 1d6 rounds (duration is cumulative). The save DC is Constitution-based.

Blindsight (Ex): A giant sea anemone has no visual or auditory organs, but instead detects movements and vibrations in the water around it. This sense, coupled with the creature's sense of smell and sensitivity to temperature variation combine to allow the anemone to sense all creatures within 60 feet. Beyond that range, it is considered blinded. A sea anemone is invulnerable to gaze attacks, visual effects of spells such as illusions, and other attack forms that rely on sight.

Skills: An anemone has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

Kelp Devil

Huge Plant (Aquatic)

Hit Dice: 8d8+32 (68 hp)

Initiative: +0

Speed: 30 ft. (6 squares), swim 50 ft. (10 squares)

Armor Class: 20 (-2 size, +12 natural), touch 8, flat-footed 20

Base Attack/Grapple: +6/+26

Attack: Frond +12 melee (1d6+8 plus charm)

Full Attack: 6 fronds +12 melee (1d6+8 plus charm)

Face/Reach: 15 ft./10 ft.

Special Attacks: Charm, improved grab

Special Qualities: Blindsight 30 ft., immunity to bludgeoning weapons, immunity to electricity, plant traits,

resistance to fire 10, underwater concealment

Saves: Fort +10, Ref +2, Will +3

Abilities: Str 26, Dex 10, Con 19, Int 5, Wis 12, Cha 10

Skills: Hide +3*, Swim +16

Feats: Ability Focus (charm), Improved Grapple, Power Attack

Environment: Temperate and warm aquatic and underground

Organization: Solitary

Challenge Rating: 8

Treasure: None

Alignment: Always neutral evil

Advancement: 9-16 HD (Huge); 17-24 HD (Gargantuan)

Level Adjustment: —

To the casual observer, the kelp devil resembles a large colony of slow moving seaweed about 20 feet in diameter. A closer look reveals six 10-foot long pseudopods extending from its body.

Combat

Kelp devils are patient creatures. They lie perfectly motionless until potential prey moves within 10 feet. Once their prey is within range, they strike quickly with their pseudopods, attempting to grab an opponent. Grappled creatures are dragged underwater and drowned. Slain creatures are devoured by the kelp devil.

Charm (Su): Twice per day, a kelp devil can use this power on any creature hit by a frond attack. A victim must succeed on a DC 16 Will save or be affected as if by *charm monster* (caster level 12th). The save DC is Charisma-based.

Improved Grab (Ex): To use this ability, a kelp devil must hit an opponent of Large or smaller size with two frond attacks. It can then attempt to start a grapple as a free action without provoking an attack of opportunity.

Underwater Concealment (Ex): The main body of a kelp devil remains submerged even when attacking. This grants the kelp devil concealment against all attacks (20% miss chance).

Skills: A kelp devil has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

*A kelp devil has a +15 racial bonus on Hide checks when amid natural seaweed.

Flora and Fauna

Doldrums: In equatorial regions there are areas that fall between the major wind systems. There, the wind is placid and it can be difficult to catch a sufficient breeze for sailing. These areas are called the doldrums by sailors. Ships may be stranded for weeks in these miserably hot regions, without wind to cool off the crew or move the ship. Vessels in the doldrums are limited to one-tenth their normal sail-based movement and the crew suffers a -1 penalty to all Fortitude saves against extreme heat exposure. Unprepared crews often run out of food and water while in this situation and more than a few go mad under the heat of the sun.

Lost Sailors

Medium Undead

Hit Dice: 8d12 (52 hp)

Initiative: +2

Speed: 20 ft. (4 squares), swim 40 ft. (8 squares)

Armor Class: 16 (+2 Dex, +4 natural), touch 12, flat-footed 14

Base Attack/Grapple: +4/+12

Attack: Scimitar +8 melee (1d6+4/18-20) or slam +8 melee (1d4+4)

Full Attack: Scimitar +8 melee (1d6+4/18-20) or slam +8 melee (1d4+4)

Space/Reach: 5 ft./5 ft

Special Attacks: Drag, drown

This being is dressed like a sailor, but its clothes are worn and tattered. Its eyes are lifeless and his skin is pallid. It smells of saltwater and fresh earth and wields a weathered scimitar.

Lost sailors are a rare form of undead created from seafarers who died far from their beloved ocean. These seafarers could not rest in death and crawl out of their graves to reach the sea. They usually only rise when buried within a handful of miles of the ocean, as they still feel robbed of it in death.

Once they reach the sea, lost sailors remain near the coast. Armed with whatever weapons they were buried with, they lurk in the water just off shore and attack small groups that come near, attempting to drag off one victim to drown in the surf. These undead mariners are nocturnal and spend their days underwater, hidden beneath rocks or in kelp beds. They attack those who stumble upon their daytime hiding places.

The bones of this undead creature are sometimes used to make *bone compasses*. Doing so reduces the cost of making the bone compass by 500 gp.

Combat

The lost sailors' goal in combat is to drown their foes, preferably while they are still conscious enough to struggle. They lie in wait in the water, and then surge forth to attack an unfortunate victim who has wandered by. If possible, the lost sailor merely grapples a victim and drags it into the sea, holding it underwater until it drowns. If the target cannot be grappled, the lost sailor beats the victim into submission and then drowns the person. If more than one target is present, the undead mariner tries to drag them off one at a time, ignoring the others unless someone does significant damage to it in an attack.

Another favored tactic is to ambush people sleeping near the beach and drag them silently into the surf. When setting the ambush the lost

Special Qualities: +4 turn resistance, damage reduction 10/slashing, darkvision 60 ft., final burial, undead traits

Saves: Fort +2, Ref +4, Will +7

Abilities: Str 18, Dex 14, Con - , Int 6, Wis 12, Cha 3

Skills: Hide +9, Move Silently +9, Listen +7, Spot +7, Swim +12 (2 at 11)

Feats: Improved Grapple, Improved Trip^B, Improved Unarmed Strike, Stealthy

Environment: Any aquatic

Organization: Solitary

Challenge Rating: 8

Treasure: Standard

Alignment: Always chaotic evil

Advancement: –

Level Adjustment: –

sailor ventures up to 1,000 yards from the sea, but moves no farther. A lost sailor seeking victims in this manner enters settlements and buildings to find them, avoiding lighted areas and striking at remote structures. The creature tries to obtain as many victims as possible when attacking like this, only stopping when the sun rises.

Drag (Ex): A lost sailor can move at its full speed by winning an opposed grapple check.

Drown (Ex): Once a lost sailor drags a victim to the water, it submerges. A victim who remains grappled is unable to breathe and begins drowning.

Final Burial (Su): If a lost sailor is reduced to 0 hp it turns into a pile of bones and rotted flesh. Unless these remains are buried at sea, the lost sailor reanimates on the next full moon.

Skills: A lost sailor has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

Bone Compass: Created from the bones of a sentient being that died at sea, a *bone compass* warns sailors of approaching deadly peril by pointing away from danger. These look much like ordinary compasses, but the needle is made of a fragment of bone. The *bone compass* only detects dangers caused by weather, terrain, or sea-dwelling creatures and only detects threats to the ship as a whole. This occurs one minute before the source of danger is encountered (if a creature) or one hour (if the hazard is terrain or weather). The *bone compass* may not actually help its bearer avoid danger, but at least it provides warning. Despite the obvious value of *bone compasses*, sailors consider them bad luck because of the grisly nature of their creation.

Faint divination; CL 7th; Craft Wondrous Item, *augury*; Market Price: 5,000 gp; Weight: 1lb.

Mud Elemental

Large Elemental (Earth, Native, Water)

Hit Dice: 8d8+32 (68 hp)

Initiative: +0

Speed: 20 ft. (4 squares), swim 20 ft. (4 squares)

Armor Class: 15 (-1 size, +6 natural), touch 9, flat-footed 15

Base Attack/Grapple: +6/+16

Attack: Slam +11 melee (2d6+9)

Full Attack: Slam +11 melee (2d6+9)

Space/Reach: 10 ft./10 ft.

Special Attacks: Engulf, improved grab, smother

Special Qualities: Damage reduction 5/—, darkvision 60 ft., elemental traits

Saves: Fort +10, Ref +2, Will +3

Abilities: Str 22, Dex 10, Con 18, Int 6, Wis 12, Cha 10

Skills: Hide +7, Listen +4, Move Silently +2, Spot +4, Swim +14

Feats: Alertness, Power Attack, Stealthy

Environment: Warm forest and marsh

Organization: Solitary or swarm (2-12)

Challenge Rating: 8

Treasure: Standard

Alignment: Usually neutral evil

Advancement: 9-16 HD (Large); 17-24 HD (Huge)

Level Adjustment: —

A strange fusion of earth and water elemental energies, the mud elemental dwells in damp, wet marshes and jungles. While only dimly intelligent, these creatures have a fundamentally malevolent nature that drives them to lurk in hiding and pounce upon adventurers, travelers, and others who come close to their hiding spots. Mud elementals have no need to eat organic matter. Rather, they hunt simply because they love the feel of a dying creature trapped in their suffocating embrace.

Mud elementals are a deadly threat to most animals and folk, as their ability to remain hidden until they strike allows them to attack from ambush and quickly overwhelm a victim before he can offer any real resistance. Luckily, they lack the intelligence to employ hit and run tactics. Usually, after a few beasts and people go missing along a trail, the local folk send a hunting party to root out and destroy the creature.

Combat

In battle, the mud elemental relies on surprise and its ability to grab and engulf its opponents. Typically, it hides within a pool of stagnant water or a patch of quicksand located beside a jungle pathway. When a potential victim wanders by, the elemental surges forth to attack. Mud elementals are cowardly, preferring to strike lone travelers or small, seemingly defenseless creatures. They lack the intelligence to deduce a creature's abilities from its dress and equipment, leading them to attack creatures based exclusively on size. Thus, a mud elemental might allow a cow to pass unmolested while it attacks a heavily armed and armored human.

Engulf (Ex): A mud elemental can attempt to pull a Large or smaller creature into its body by making a successful grapple check. An engulfed creature is surrounded with mud and slime, and is subject to being smothered. An engulfed creature may be freed with a successful Strength check. An engulfed creature can attack the mud elemental with a light slashing or piercing weapon, and cannot cast spells with verbal or somatic components. Creatures trapped within a mud elemental are immediately freed if it dies.

Improved Grab (Ex): To use this ability, a mud elemental must hit with its slam attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and can engulf its foe in the following round.

Smother (Ex): A creature engulfed within a mud elemental must succeed on a DC 18 Fortitude save or swallow some of the mud elemental's muddy substance and begin to suffocate (page 32). An opponent that fails its initial Fortitude save can attempt another DC 18 Fortitude save once every 2d6 rounds, until it succeeds by coughing out the mud. The save DC is Constitution-based.

Skills: A mud elemental has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

*Due to the mud and water composition of their physical bodies, mud elementals have a +10 circumstance bonus on Hide checks while lurking within mud, water, quicksand, and similar materials.

Nommo

Medium Monstrous Humanoid (Aquatic, Shapechanger)

Hit Dice: 10d8 (45 hp)

Initiative: +0

Speed: 20 ft. (4 squares) swim 60 ft. (12 squares)

Armor Class: 15 (+5 natural), touch 10, flat-footed 15

Base Attack/Grapple: +10/+10

Attack: Unarmed strike +10 (1d3 nonlethal)

Full Attack: Unarmed strike +10/+5 (1d3 nonlethal)

Space/Reach: 5 ft./5 ft.

Special Attacks: Psionics

Special Qualities: Amphibious, damage reduction 10/magic and silver, shapechange, spell resistance 20, tremorsense 60 ft.

Saves: Fort +5, Ref +9, Will +12

Abilities: Str 11, Dex 11, Con 11, Int 20, Wis 20, Cha 20

Skills: Bluff +14, Craft (any one) +14, Diplomacy +18, Disguise +13 (+15 acting), Gather Information +14, Intimidate +13, Knowledge (any one) +14, Listen +12, Profession (any one) +14, Search +9, Sense Motive +14, Spot +12

Feats: Alertness^B, Combat Expertise, Great Fortitude, Improved Disarm, Improved Unarmed Strike, Lightning Reflexes^B

Environment: Warm aquatic

Organization: Solitary, scouting party (2-5), or clan (30-100)

Challenge Rating: 8

Treasure: None

Alignment: Always lawful (good or evil)

Advancement: By character class

Level Adjustment: +6

Nommo (“to make one drink”) are intelligent amphibious creatures that can change forms. A nommo’s natural form strongly resembles a marakely, a black-and-white spotted cichlid fish found in the oceans, except that four of a nommo’s fins are elongated into arms and legs. Though amphibious, nommo rarely appear in their natural form while on land, rather using their powers to take the form of a terrestrial humanoid.

Nommo have an affinity for interfering in the workings of other intelligent creatures: some hoping to be revered as gods, some using other races as puppets for other agendas, others disseminating their vast knowledge in an attempt to “raise” inferior races to higher standards.

Combat

Nommo are weak combatants, and they rely on their psionics to avoid battle. Good nommo are pacifists, while evil nommo prefer to let the lesser minions fight for them.

A nommo’s natural weapons, as well as any weapons it wields, are treated as magic weapons for the purpose of overcoming damage reduction.

Psionics (Sp): At will—*charm person* (DC 16), *detect thoughts* (DC 17), *invisibility*, *mind blank*, *nondetection*, *suggestion* (DC 18). Effective

caster level 18th. The save DCs are Charisma-based.

Shapechange (Su): A nommo can assume the shape of any Small or Medium humanoid. This ability functions as the *shapechange* spell (caster level 18th).

Amphibious (Ex): Although nommo are aquatic, they can survive indefinitely on land.

Tremorsense (Ex): A nommo can sense the location of any submerged creature or object within 60 feet by detecting perturbations in water currents.

Nommo Society

Good-aligned nommo have black spots and white scales, while evil-aligned nommo have white spots and black scales. They typically live in coral reefs or crystalline cities in large bodies of water.

Both nommo clans send shapechanged ambassadors to other settlements and nations. Humans have no idea of the true nature of these savants, regarding them as only wise-folk. The good nommo teach the values of peace and cooperation, encouraging trade and improved agriculture. The evil nommo teach battle tactics and weaponsmithing techniques, hoping to touch off wars of conquest.

Pumina Snake

Gargantuan Animal (Aquatic)

Hit Dice: 17d8 + 85 (161 hp)

Initiative: +3

Speed: 20 ft. (4 squares), climb 20 ft. (4 squares), swim 30 ft. (6 squares)

Armor Class: 18 (-4 size, +3 Dex, +9 natural), touch 9, flat-footed 15

Base Attack/Grapple: +12/+35

Attack: Bite +20 melee (2d6+16/19-20)

Full Attack: Bite +20 melee (2d6+16/19-20)

Face/Reach: 20 ft./15 ft.

Special Attacks: Constrict 2d6+16, improved grab, swallow whole

Special Qualities: Low-light vision, scent

Saves: Fort +15, Ref +13, Will +6

Abilities: Str 33, Dex 17, Con 21, Int 2, Wis 13, Cha 3

Skills: Balance +13, Climb +21, Hide +6, Listen +13, Move Silently +5, Spot +13, Swim +21

Feats: Alertness, Dodge, Improved Critical (bite), Skill Focus (Hide), Stealthy, Weapon Focus (bite)

Environment: Warm aquatic

Organization: Solitary

Challenge Rating: 8

Treasure: None

Alignment: Always neutral

Advancement: 18-34 HD (Gargantuan), 35-51 HD (Colossal)

Level Adjustment: —

These gargantuan constrictor snakes can grow to lengths exceeding 60 feet. Unlike many animals, pumina (poo-MEE-nah) see humanoids as viable prey.

Combat

Pumina attack from underwater, wrapping around a target's legs and dragging the victim beneath the surface to drown.

Constrict (Ex): A pumina snake deals 2d6+16 points of damage with a successful grapple check.

Improved Grab (Ex): To use this ability, a pumina snake must hit with its bite attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and can constrict.

Swallow Whole (Ex): A pumina snake can try to swallow a grabbed opponent of Huge or smaller size by making a successful grapple check. The swallowed creature takes 1d10 points of crushing damage plus 1d8 points of acid damage per round from the pumina snake's digestive

secretions. A swallowed creature can climb out of the stomach with a successful grapple check. This returns it to the pumina's mouth, where another successful grapple check is needed to get free. A swallowed creature can also cut its way out by using a light slashing or piercing weapon to deal 16 points of damage to the pumina snake's gut (AC 12). Once the creature exits, muscular action closes the hole; another swallowed opponent must cut its own way out.

A pumina's stomach can hold up to 1 Huge, 2 Large, 4 Medium-size, 8 Small, 16 Tiny, or 32 Diminutive creatures.

Skills: Pumina snakes have a +4 racial bonus on Hide, Listen, and Spot checks and a +8 racial bonus on Balance and Climb checks.

A pumina snake can always choose to take 10 on Climb checks, even if rushed or threatened.

A pumina snake has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

Riptide Horror

Medium Magical Beast (Aquatic)

Hit Dice: 6d10+30 (63 hp)

Initiative: +6

Speed: 20 ft. (4 squares), swim 40 ft. (8 squares)

Armor Class: 20 (+2 Dex, +8 natural), touch 12, flat-footed 18

Base Attack/Grapple: +6/+7

Attack: Tentacle +7 melee (1d4+1 plus poison)

Full Attack: 6 tentacles +7 melee (1d4+1 plus poison) and 6 bites +2 melee (1d6)

Space/Reach: 5 ft./5 ft. (10 ft. with tentacle)

Special Attacks: Improved grab, poison

Special Qualities: Amphibious, blindsight 30 ft., damage reduction 10/piercing or

slashing, spider climb, vulnerability to electricity

Saves: Fort +10, Ref +7, Will +3

Abilities: Str 13, Dex 15, Con 20, Int 8, Wis 8, Cha 8

Skills: Hide +7*, Listen +3, Swim +9

Feats: Improved Initiative, Iron Will, Power Attack

Environment: Temperate marshes

Organization: Solitary, pair, or colony (2-8)

Challenge Rating: 8

Treasure: None

Alignment: Usually lawful evil

Advancement: 7-12 HD (Medium); 13-18 HD (Large)

Level Adjustment: —

This 7-foot long creature resembles a grayish-tan tubeworm. Six eyeless heads each bear a maw lined with serrated, inward-curving teeth. Six tentacles protrude from the middle of the monstrosity. Its white underside bears six long grayish-tan tentacles protruding from the middle of its body.

The terrifying riptide horror is a giant, sightless tubeworm found in sea caves or deep within desolate marshes. They are carnivorous creatures and have a voracious appetite that is only sated with meat, preferably that of warm-blooded humanoid or reptiles.

These monsters are opportunistic hunters; i.e., they wait for prey to come to them. Riptide horrors can go several weeks without eating, and sometimes do, but if a meal is readily available, the horror does not hesitate to kill and devour it. Such a meal is placed in a "reserve" stomach-like sac. When the food supply is low, the riptide horror delves into its reserve and draws sustenance from the stored food.

Riptide horrors mate once a year, usually in flooded sea caves. The female crawls into the male's lair and deposits a sticky, greenish-tan mass of eggs on the wall of the cave. The male fertilizes the eggs and in 4 months, the eggs begin to hatch. Juveniles are excellent swimmers and leave the cave as soon as they hatch. As a riptide horror ages, its body secretes a substance that forms a shell-like carapace on its dorsal side.

Combat

Riptide horrors prefer to attack from ambush; sitting motionless until potential prey

moves within range. Often, they use their spider climb ability to cling to sea cave walls where their unsuspecting prey walks underneath them. Once prey wanders too close, the riptide horror lashes out with its tentacles and attempts to grab its meal. Grabbed foes are subjected to its paralytic poison and are bitten by its razor-sharp teeth.

Improved Grab (Ex): To use this ability, a riptide horror must hit with a tentacle attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold.

Poison (Ex): Contact, Fortitude DC 18; initial damage 1d8 Dex, secondary damage paralysis 1d4 rounds. The save DC is Constitution-based.

Amphibious (Ex): Riptide horrors can breathe both air and water with ease.

Spider Climb (Sp): At will, a riptide horror can create an effect identical to a *spider climb* spell (caster level 6th).

Vulnerability to Electricity (Ex): The riptide horror takes half again as much damage (+50%) as normal from electricity, regardless of whether a save is allowed, or if the save is a success or failure.

Skills: A riptide horror has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

*A riptide horror receives a +10 racial bonus to Hide checks in murky water.

Swamp Hellion

Large Monstrous Humanoid

Hit Dice: 11d8+47 (96 hp)

Initiative: +4

Speed: 40 ft. (8 squares), swim 50 ft. (10 squares)

Armor Class: 22 (-1 size, +4 Dex, +9 natural), touch 13, flat-footed 18

Base Attack/Grapple: +11/+23

Attack: Claw +18 melee (2d4+8)

Full Attack: 2 claws +18 melee (2d4+8) and tail slap +16 melee (1d12+4) and bite +16 melee (1d8+4)

Space/Reach: 10 ft./10 ft.

Special Attacks: Improved grab, piledrive 2d6+12

Special Qualities: Darkvision 60 ft., scent, vulnerability to cold

Saves: Fort +7, Ref +11, Will +9

Abilities: Str 26, Dex 18, Con 18, Int 6, Wis 14, Cha 7

Skills: Balance +6, Climb +14, Hide +2*, Jump +18, Listen +4, Move Silently +6, Spot +4, Swim +16

Feats: Dodge, Endurance, Multiattack, Toughness

Environment: Temperate marsh

Organization: Solitary

Challenge Rating: 8

Treasure: 50 % coins; 50% goods; standard items

Alignment: Always neutral evil

Advancement: 12-22 HD (Large); 23-33 HD (Huge)

Level adjustment: —

Swamp hellions are grotesque reptilian humanoids with a thick, leathery black skin mostly covered in green scales. They stand approximately 10 feet tall, not counting their long, backswept horns. Their normal crouching stance, however, tends to make them appear shorter. The swamp hellion's powerful tail grows to be nearly as long as the creature itself. Swamp hellions are incredibly strong, and lithe. Their movements are swift, graceful, and deadly. Swamp hellions are at home in the water as on land. Their horns act as a simple foil in the water, reducing drag while the tail provides thrust.

Swamp hellions make their dens in swamps, marshes, and other wet, temperate climates. They live mostly solitary lives, being too territorial and savage to form family units. Swamp hellions are carnivorous, and eat anything that they can catch and kill. The swamp hellion is a fearsome predator, which does not differentiate between normal prey/predator categories normally found in nature. It feeds upon the dire wolf and alligator as readily as the elk or deer.

Swamp hellions do not speak any languages.

Combat

The swamp hellion attacks in a blur of motion, bursting from cover in a flurry of claws, teeth, and tail-swipes. The swamp hellion makes its way toward the nearest opponent (or if no particular opponent presents itself, the smallest), and attempts to grab hold of him and use its piledrive ability. All swamp hellions fight to the death and have never been known to retreat from

combat. Due to their reptilian nature, they are vulnerable to cold-based attacks.

Improved Grab (Ex): To use this ability, a swamp hellion must hit a smaller opponent with its claw attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it gets a hold, it can execute a piledrive.

Piledrive (Ex): With a successful grapple check, a swamp hellion can leap straight up, carrying its prey into the air. The swamp hellion clings to its opponent, riding it down and landing upon it with the full force of its weight and the fall. The swamp hellion suffers no damage from the fall, but its victim suffers 2d6+12 points of bludgeoning damage from the swamp hellion's weight crushing it against the ground upon impact. Surface conditions (such as falling on mud or water) mitigate the damage as normal when falling. A swamp hellion cannot perform this maneuver if any creature besides itself and its opponent is involved in the grapple.

Skills: A swamp hellion has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

Due to its incredibly powerful legs and tail, a swamp hellion has a +4 racial bonus on Jump checks, and its claws give it a +4 racial bonus on Climb checks. *A swamp hellion has a +8 racial bonus on Hide checks when near trees, bushes, or other thick foliage, due to its coloring.

Vampiric Ooze

Large Undead

Hit Dice: 8d12 (52 hp)

Initiative: -5

Speed: 10 ft. (2 squares), climb 10 ft. (2 squares)

Armor Class: 4 (-1 size, -5 Dex), touch 4, flat-footed 4

Base Attack/Grapple: +4/+10

Attack: Slam +5 melee (2d4+3 plus energy drain)

Full Attack: Slam +5 melee (2d4+3 plus energy drain)

Face/Reach: 10 ft./10 ft.

Special Attacks: Constrict 2d4+3, create spawn, energy drain, improved grab

Special Qualities: Amorphous, blindsight 60

The vampiric ooze appears as a giant flowing and bubbling mass of mustard-yellow ooze. It can alter its shape so as to appear up to 12 feet long and 6 inches thick; it can also compress its body to slip through cracks as small as 1 inch wide. It spends its time slithering along floors, walls, and ceilings, or if above ground, hunting its prey at night.

Combat

A vampiric ooze attempts to envelop and constrict its prey, dealing negative levels with its slam attack.

Constrict (Ex): A vampiric ooze deals automatic slam and energy drain damage with a successful grapple check.

Create Spawn (Su): Any humanoid slain by a vampiric ooze's energy drain becomes a zombie in 1d4 rounds. Spawn are under the command of the vampiric ooze that created them and remain enslaved until its death. They do not possess any of the abilities they had in life.

Energy Drain (Su): Living creatures hit by a vampiric ooze's slam attack gain one negative level. The DC is 14 for the Fortitude save to remove a

ft., immunity to polymorphing, split, undead traits, vulnerability to sunlight

Saves: Fort +2, Ref -3, Will +1

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

Skills: Climb +10

Feats: —

Environment: Any marsh and underground

Organization: Solitary or pack (vampiric ooze plus 2-4 zombies)

Challenge Rating: 8

Treasure: None

Alignment: Always chaotic evil

Advancement: 9-16 HD (Large); 17-24 HD (Huge)

Level Adjustment: —

negative level. The save DC is Constitution-based. For each negative level bestowed, the vampiric ooze gains 5 temporary hit points. A vampiric ooze can use its energy drain ability once per round.

Improved Grab (Ex): To use this ability, a vampiric ooze must hit with its slam attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and can constrict.

Amorphous (Ex): A vampiric ooze is not subject to critical hits. It cannot be flanked.

Split (Ex): Cold and electricity deal no damage to a vampiric ooze. Instead, the creature splits into two identical oozes, each with half of the original's current hit points (round down). A vampiric ooze with 10 hit points or less cannot be further split and dies if reduced to 0 hit points.

Vulnerability to Sunlight (Ex): Exposing a vampiric ooze to direct sunlight disorients it: It can take only a single move action or attack action and is destroyed utterly in the next round if it cannot escape.

Skills: Vampiric oozes have a +8 racial bonus on Climb checks. A vampiric ooze can always choose to take 10 on Climb checks, even if rushed or threatened.

Aquane

Medium Aberration (Aquatic)

Hit Dice: 7d8+14 (45 hp)

Initiative: +7

Speed: 20 ft. (4 squares), swim 20 ft.

Armor Class: 17 (+3 Dex, +4 natural), touch 13, flat-footed 14

Base Attack/Grapple: +5/+5

Attack: Shortspear +5 melee (1d6) or shortspear +8 ranged (1d6)

Full Attack: Shortspear +5 melee (1d6) or shortspear +8 ranged (1d6)

Space/Reach: 5 ft./ 5 ft.

Special Attack: Spell-like abilities, spells, water constriction, water strike

Special Qualities: Amphibious, darkvision 60 ft., odorless, water barrier

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

Abilities: Str 10, Dex 16, Con 14, Int 18, Wis 17, Cha 14
Skills: Concentration +9, Craft (alchemy) +12, Craft (trapmaking) +7, Intimidate +6, Jump -6, Knowledge (arcana) +9, Knowledge (nature) +9, Search +9, Spellcraft +9, Spot +8
Feats: Brew Potion^B, Craft Wand^B, Craft Wondrous Item^B, Improved Initiative, Iron Will, Silent Spell

This creature appears roughly humanoid in shape, but its bulbous, conical head and long wiry limbs give it an alien quality. Its skin is pale blue and hairless, and it looks at you with suspicion in its watery, pupilless eyes. It wears a belt with flasks of liquid in a myriad of colors.

Aquanes are intelligent creatures agile in water and on land. Many seek out the aquane, renown for their research, magical abilities and their mastery over item creation. Unfortunately, the only thing the aquane are more renown for than their esoteric knowledge is their suspicion and dislike of creatures other than aquanes. Aquane lairs are usually found near coastlines. Aquanes speak Aquan, Common, and the languages of two races that live along the coasts they frequent.

Combat

Aquanes tend to shy away from combat, preferring to use their magic to allow them to escape unharmed. If forced to fight, an aquane will rely on its magical abilities and items, and will only resort to fighting with weapons if all its magical options are negated or rendered ineffective.

Spell-Like Abilities: At will—*control water* (DC 18), *water walk*. 1/day—*horrid wilting* (single target only, DC 20). Caster level 9th. The save DCs are Charisma-based.

Spells: An aquane casts arcane spells as a 9th-level sorcerer. The save DCs are Charisma-based.

Typical Sorcerer Spells Known (6/7/7/6/4 per day; save DC 12 + spell level): 0—*acid splash, arcane mark, detect magic, ghost sound, mage hand, mending, ray of frost, read magic*; 1st—*disguise self, expeditious retreat, obscuring mist, mage armor, shield*; 2nd—*acid arrow, eagle's splendor, fog cloud, mirror image*; 3rd—*dispel magic, displacement, heroism*; 4th—*greater invisibility, solid fog*.

Odorless (Ex): Aquanes have no natural odor and therefore cannot be detected or tracked by scent.

Water Constriction (Su): Once an hour while underwater, aquanes can manipulate water in an area to condense into an extremely dense ball, crushing whatever may be within it. This affects a 5-foot-radius sphere. Creatures in the area must make a DC 15 Reflex save or take 4d10

Environment: Temperate or warm aquatic

Organization: Solitary or cabal (2-8)

Challenge Rating: 9

Alignment: Usually neutral evil

Treasure: Double standard plus 200% potions

Advancement: By character class

Level Adjustment: —

points of damage. Those that fail their saves must make a DC 15 Fortitude save or become nauseous for 1d4 rounds, and have the air forced out of their lungs (and thus make checks to avoid drowning). The save DC is Charisma-based.

Water Strike (Su): At will, an aquane can manipulate a body of water within 30 ft. to form a pseudopod which it can use to strike opponents. Controlling the pseudopod requires concentration. The aquane may make one ranged attack per round (+8 attack bonus) with the pseudopod to deal 2d8 points of bludgeoning damage. The pseudopod has a reach of up to 15 feet. If used out of water, the limb can move within the confines of the liquid from which it sprang, but cannot move out of its own. Underwater, the limb looks like an eel and can move at a swim speed of 30 ft.

Amphibious (Ex): Although aquanes are aquatic, they can survive indefinitely on land.

Water Barrier (Su): Once an hour while underwater, aquanes can manipulate the waters around them to harden into a dense screen that greatly restricts passage but not vision. The barrier can have any shape, but its maximum dimensions are 20x20x20 ft. It cannot be moved once created and lasts for 1d10+10 minutes. Anyone trying to pass through it must succeed on a DC 15 Swim check. It affords half cover against ranged attacks passing through it. The aquane may dismiss the water barrier as a free action. The check DC is Charisma-based.

Skills: An aquane has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

Aquane Characters: An aquane's favored class is sorcerer. Its sorcerer levels stack with its base spellcasting ability for the purpose of determining spells known, spells per day, and other effects dependent on caster level. An aquane character likewise uses the sum of its racial spellcasting levels and appropriate class levels to determine the abilities of its familiar, though it cannot acquire a familiar until it takes at least one level in the sorcerer class.

Blind Lasher

Large Magical Beast

Hit Dice: 8d10+40 (84 hp)

Initiative: +3

Speed: Swim 60 ft. (12 squares)

Armor Class: 18 (-1 size, +3 Dex, +6 natural), touch 12, flat footed 15

Base Attack/Grapple: +8/+27

Attack: Tentacle +15 melee (1d6+7 plus 1d6 electricity)

Full Attack: 4 tentacles +15 melee (1d6+7 plus 1d6 electricity)

Space/Reach: 10 ft./10 ft.

Special Attacks: Grapple swarm, lightning burst

Special Abilities: Blind, blindsight 60 ft., devour magic, magic sense, magic weapon resistance,

pressure dependence, resistance to cold 20 and electricity 20, spell-like abilities, spell resistance 20
Saves: Fort +11, Ref +9, Will +5

Abilities: Str 24, Dex 16, Con 20, Int 5, Wis 12, Cha 7

Skills: Hide +6*, Listen +3, Spot +7, Swim +15*

Feats: Alertness, Improved Grapple^B, Iron Will, Weapon Focus (tentacle)

Environment: Any aquatic

Organization: Solitary or pair

Challenge Rating: 9

Treasure: Standard goods, standard coins, no items

Alignment: Always neutral evil

Advancement: 9-16 HD (Huge); 17-24 HD (Gargantuan)

Level Adjustment: –

The blind lasher resembles a large, grey-mottled octopus. Found in the deepest reaches of the ocean, its largest features are the huge, white eyes on either side of its body. Four of its tentacles are more developed than the others, delivering a nasty shock to those who get too close. Lashers feed on magical energy, which they drain from spells cast on them, magic items, or the flesh of creatures with supernatural, spell-like or spellcasting abilities. They live as long as 800 years, though few survive to be that old because of their difficulties in finding sustenance.

Combat

A lasher prefers to grapple with its foes, using its many arms to render prey immobile while shocking them into submission with a lightning touch. It attacks individuals from ambush, going after a group only if driven to starvation. When fighting multiple opponents, the creature separates one target from its fellows, grappling with a flurry of tentacles before concentrating on the next target. Once there are no further threats, it takes all the magical items or creatures with magical powers back to its lair to dine on them in a secure location. Creatures taken by a blind lasher usually only have an hour or two to live at most, making rescue attempt difficult.

Devour Magic (Su): These creatures absorb magical energy from objects they come into contact with. To do so, the blind lasher must first suppress the item's arcane power with its *dispel magic* ability and then spend a full round action to absorb the item's magic. At the end of this action, the creature must make another *dispel check* against the item. If this succeeds, the item's magic is devoured and it is now a normal, nonmagical object. If the check fails, the magic is not devoured, but the creature may try again next round if the item is still under the effects of *dispel magic*. The blind lasher generally only devours magic items when any obvious threats have been eliminated.

To absorb the magical abilities of creatures, the blind lasher must first succeed on a melee attack

against its target. When struck, the target must make a DC 19 Will save. If this fails, the target loses one of its spell slots or one use of a spell-like ability, starting first with the highest-level spells or abilities. These lost spell slots or spell-like abilities return after 8 hours of rest. The blind lasher generally makes an attack against any creature that damaged it with magic, using its devour magic ability to neutralize the threat. The save DC is Constitution-based.

Grapple Swarm (Ex): Because of their many arms, blind lashers are excellent grapplers. They gain a +4 bonus to all grapple checks in addition to their bonus from the Improved Grapple feat.

Lightning Burst (Su): Any creature hit with the lasher's tentacle attack also suffers 1d6 points of electricity damage. Any creature grappling with the lasher takes 2d6 points of electricity damage each round. This damage bursts outward in a 10-foot radius, damaging all nearby creatures unless a DC 19 Reflex save is made. The save DC is Constitution-based.

Blind (Ex): Blind lashers are blind (but have the blindsight special quality). They have immunity to gaze attacks, visual effects, illusions, and other attack forms that rely on sight.

Blindsight (Ex): A blind lasher can ascertain prey by vibration within 60 feet.

Magic Sense (Su): Using its finely tuned magic-detecting senses, the blind lasher receives a +4 bonus to any Spot checks against creatures with supernatural, spell-like, or spellcasting abilities.

Magic Weapon Resistance (Su): When attacked with weapons that have an enhancement bonus, the bonus is not added to the attack or damage rolls, as the blind lasher's innate anti-magic abilities turn the weapon's magic aside.

Pressure Dependence (Ex): Blind lashers are immune to the effects of pressure at the ocean depths. They take 1d6 points of damage each round they are at a depth of less than 1,000 feet.

Spell-Like Abilities: At will—*detect magic*. Caster level 8th.

Skills: A blind lasher has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims

in a straight line. *Because of their coloration and ability to shift hue, blind lashers receive a +4 circumstance bonus to Hide checks when lurking on the ocean floor.

Cuttershark

Huge Animal (Aquatic)

Hit Dice: 10d8+50 (95 hp)

Initiative: +7

Speed: Swim 60 ft. (12 squares)

Armor Class: 17 (-2 size, +3 Dex, +6 natural), touch 11, flat-footed 14

Base Attack/Grapple: +7/+25

Attack: Bite +15 melee (2d8+15)

Full Attack: Bite +15 melee (2d8+15)

Space/Reach: 15 ft./10 ft.

Special Attacks: Erupt, improved grab, swallow whole

Special Qualities: Blindsight, keen scent, resistance to cold 10

Saves: Fort +14, Ref +10, Will +6

Abilities: Str 30, Dex 16, Con 21, Int 2, Wis 13, Cha 5

Skills: Listen +15, Spot +9, Swim +19

Feats: Alertness, Great Fortitude, Improved Initiative, Iron Will

Environment: Aquatic

Organization: Solitary or pack (2-7)

Challenge Rating: 9

Treasure: 50% coins; 50% goods; 50% items

Alignment: Always neutral

Advancement: 11-20 HD (Huge); 21-30 HD (Gargantuan)

Level Adjustment: —

The cuttershark is an enormous white shark that makes its home under oceanic ice shelves and in frozen lakes. It has developed a thick, sharp, bony head that it uses to break through ice to get to prey above. The cuttershark has an excellent sense of hearing, and can easily detect creatures moving on the ice. These beasts are hungry and ferocious, and have been known to gorge themselves, sometimes sinking and devouring entire camps.

The cuttershark has no lair, and therefore keeps no treasure. A number of indigestible items tend to build up in its belly though. Anyone cutting one open may discover a reasonable quantity of wealth.

Combat

A cuttershark cruises through water underneath the ice, listening for sounds on the surface. If it hears creatures moving above, it erupts through the ice to attack. A cuttershark never seems to lose its appetite, and even when its belly is full, it continues to attack until all surface movement ceases and all creatures in the water have been shredded. Tiny and smaller creatures are generally ignored.

Erupt (Ex): A cuttershark can break through up to 5 feet of ice when approaching an opponent as part of a charge. The shark breaks the ice regardless of whether its attack hits. In addition, anyone (including the chosen victim) standing on ice within a 10-foot radius of where the shark erupts must succeed on a DC 25 Reflex save or fall into the water. Such water is generally an extreme cold, and characters immersed are subject to the normal rules for exposure to such temperatures. The save DC is Strength-based.

Improved Grab (Ex): To use this ability, a cuttershark must hit a Large or smaller opponent with its bite attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and can try to swallow its foe in the following round.

Swallow Whole (Ex): A cuttershark can try to swallow a grabbed opponent of up to one size smaller than itself by making a successful grapple check. Once inside, the opponent takes 2d6+10 points of bludgeoning damage plus 1d8 points of acid damage per round. A swallowed creature can cut its way out using a light slashing or piercing weapon by dealing 20 points of damage to the shark's digestive tract (AC 13). Once the creature exits, muscular action closes the hole; another swallowed opponent must cut its own way out.

A Huge cuttershark's gullet can hold 2 Large, 8 Medium or Small, 32 Tiny, 128 Diminutive, or 512 Fine or smaller opponents.

Blindsight (Ex): A cuttershark can locate creatures underwater within a 30-foot radius. This ability only works when the cuttershark is underwater.

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

Skills: A cuttershark has a +6 racial bonus on Listen checks. A cuttershark has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

Fisherman

Large Outsider (Aquatic, Evil, Native)

Hit Dice: 15d8+45 (112 hp)

Initiative: +2

Speed: 40 ft. (8 squares), swim 30 ft. (6 squares)

Armor Class: 14 (-1 size, +2 Dex, +3 natural), touch 11, flat-footed 12

Base Attack/Grapple: +15/+24

Attack: Gaff +19 melee (1d6+5/19-20/x3) or net +16 ranged touch (entangle)

Full Attack: Gaff +17/+12/+7 melee (1d4+5/19-20/x3) and gaff +17 melee (1d4+2/19-20/x3) or net +16 ranged touch (entangle)

Space/Reach: 10 ft./10 ft.

Special Attacks: Fear aura, soul cage

Special Qualities: Darkvision 60 ft., deathwatch, sea sense

Saves: Fort +12, Ref +11, Will +14

A fisherman is a humanoid reaching up to ten feet tall, clad in the garb of a mundane fisherman. Its eyes glow with an eerie blue light, and its grizzled face is usually trimmed with a gnarled beard in which dwell small crabs, fish and shrimps. All fishermen seem to be male; no female of the species has ever been witnessed by any sailor. They are powerful creatures that enjoy tormenting seafarers and work hard to collect the souls of those who die at the hands of the sea. At the bottom of the ocean they may be found tending to devices called soul cages that look for all the world like ordinary lobster traps, though they are used to imprison the spirits of the drowned. The territory of a fisherman can extend over a dozen miles from its lair.

An individual fisherman may tend to as many as 3d6 soul cages, each containing the incarcerated spirits of 1d6 unfortunate sailors, all of which have met their deaths through storm, shipwreck or some other maritime disaster. The fisherman always leaves those slain by intentional violence to wander the depths. They are very competitive with others of their kind but occasionally will swap souls to enhance their own collections. Fishermen are also fond of games and gambling and should they be offered a fair chance of odds, may find a wager impossible to resist. In this way, it may be possible to bargain for the release of a soul of a companion or loved one.

Combat

Although they do not often engage in melee combat, many have found to their own detriment that fishermen are quite skilled. Fighting with a wide variety of maritime tools and weapons, fishermen favor gaff hooks and nets to ensnare and slay those

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

Skills: Bluff +12, Climb +14, Craft (soul cage) +20, Diplomacy +14, Disguise +2 (+4 acting), Escape Artist +18, Gather Information +16, Intimidate +22, Jump +9, Knowledge (local) +20, Listen +17, Search +20, Sense Motive +12, Spot +18, Survival +15 (+17 following tracks), Swim +20, Use Rope +2 (+4 bindings)

Feats: Athletic, Combat Expertise, Exotic Weapon Proficiency (gaff)^B, Exotic Weapon Proficiency (net), Improved Critical (gaff), Iron Will, Two-Weapon Fighting

Environment: Any aquatic

Organization: Solitary

Challenge Rating: 9

Treasure: Standard

Alignment: Always lawful evil

Advancement: 16-30 HD (Large), 31-45 HD (Huge)

Level Adjustment: —

who intrude upon their habitat. When a fisherman detects a great storm at sea or is otherwise aware that sailors are meeting watery deaths, it will rise to the surface in order to start collecting as many souls as it can.

A fisherman's natural weapons, as well as any weapons it wields, are treated as evil-aligned for the purpose of overcoming damage reduction.

Fear Aura (Su): A fisherman radiates a 60-foot-radius fear aura as a free action. A creature in the area must succeed on a DC 19 Will save or be affected as though by a *fear* spell (caster level 15th). A creature that successfully saves cannot be affected again by the same fisherman's aura for 24 hours. The save DC is Charisma-based.

Soul Cage (Su): By simply constructing a lobster cage out of the debris that floats to the bottom of the ocean, a fisherman may craft a soul cage. The soul cage is a magical construction that, through its crafting, has been enchanted with a *trap the soul* spell (caster level 15th). This allows the cage to function as either version of the spell, and can affect as many creatures as the fisherman has Hit Dice. When the fisherman is using the cage as a part of a spell completion, affected creatures must succeed on a DC 19 Will save to avoid being affected. The magic of a soul cage will only function for a fisherman and the souls remain trapped for as long as the fisherman wishes and remains in the material world. Only upon the death of the fisherman may the trapped souls be released. The save DC is Charisma-based.

Deathwatch (Su): This ability functions like the deathwatch spell (caster level 15th), except that it is always active and the fisherman always knows how near death all creatures within range are. The

range of a fisherman's deathwatch is one mile per Hit Die, allowing it to sense the life state of any creature within its territory. This ability can be negated as normal, but the fisherman can reactivate it at any time as a free action.

Sea Sense (Su): As a free action, a fisherman can determine with 100% accuracy the weather conditions (sky, temperature, precipitation) above the sea in an area equal to 10 times its Wisdom modifier in miles centered on itself.

Skills: A fisherman has a +8 racial bonus on any Swim check to perform some special action

or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

Gaff: The gaff is little more than a 6-inch-long, barbed fishhook affixed in a perpendicular fashion to a wooden, bone, or steel rod roughly 4 inches long and no more than an inch in circumference. A gaff is a light exotic weapon that deals 1d4 (Medium) of piercing damage on a hit with a critical range of x3. Cost: 2 gp. Weight: 1 lb.

Giant Snapping Turtle

Gargantuan Animal (Aquatic)

Hit Dice: 10d8+70 (115 hp)

Initiative: -2

Speed: 10 ft. (2 squares), swim 20 ft. (4 squares)

Armor Class: 20 (-4 size, -2 Dex, +16 natural), touch 4, flat-footed 20

Base Attack/Grapple: +7/+30

Attack: Bite +15 melee (2d8+16/19-20)

Full Attack: Bite +15 melee (2d8+16/19-20)

Face/Reach: 20 ft./15 ft.

Special Attacks: Improved grab, swallow whole

Special Qualities: Amphibious, darkvision 60 ft., low-light vision

Saves: Fort +16, Ref +5, Will +2

Abilities: Str 32, Dex 6, Con 25, Int 1, Wis 8, Cha 8

Skills: Swim +32

Feats: Great Fortitude, Improved Critical (bite), Power Attack, Weapon Focus (bite)

Environment: Any aquatic

Organization: Solitary or band (2-4)

Challenge Rating: 9

Treasure: None

Alignment: Always neutral

Advancement: 11-20 HD (Gargantuan); 21-30 HD (Colossal)

Level Adjustment: —

Giant snapping turtles are very large and very aggressive versions of their smaller cousins. They are found in large lakes, rivers, and inland seas. The average giant snapping turtle is 20 feet in diameter, but they can grow to a diameter of 75 feet.

Combat

A giant snapping turtle lurks near the shore or on the bottom of a body of water, where it remains motionless and hidden in its shell. When prey passes near, it shoots its neck out and bites.

Improved Grab (Ex): To use this ability, a giant snapping turtle must hit with its bite attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and can try to swallow the foe in the following round.

Swallow Whole (Ex): A giant snapping turtle can try to swallow a grabbed opponent of Huge or

smaller size by making a successful grapple check. The swallowed creature takes 2d8+16 points of crushing damage plus 2d8 points of acid damage per round from the giant snapping turtle's gizzard. A swallowed creature can cut its way out by using a light slashing or piercing weapon to deal 25 points of damage to the giant snapping turtle's gut (AC 18). Once the creature exits, muscular action closes the hole; another swallowed opponent must cut its own way out.

The giant snapping turtle's interior can hold two Huge, four Large, eight Medium-size, or sixteen Small or smaller opponents.

Skills: A giant snapping turtle has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

Lightmaw

Large Magical Beast (Aquatic)

Hit Dice: 8d10+32 (76 hp)

Initiative: +2

Speed: Swim 70 ft. (14 squares)

Armor Class: 16 (-1 size, +2 Dex, +5 natural), touch 11, flat footed 14

Base Attack/Grapple: +8/+16

Attack: Bite +11 melee (2d6+6 plus 1d4 Wisdom drain)

Full Attack: Bite +11 melee (2d6+6 plus 1d4 Wisdom drain)

Space/Reach: 10 ft./5 ft.

Special Attacks: Enchanting light, Wisdom drain

Special Qualities: Darkvision 60 ft., illumination, low-light vision, pressure dependence, resistance to cold 20

This large, bulbous fish has a round body and thick, pale, mottled white skin. It has three sets of small fins on its sides. Its mouth takes up a full third of its length and is filled with jagged teeth. From within its maw, it generates a soft, luminescent glow.

Lightmaws are known throughout the deep water regions as tempters and tricksters. They feed on the minds of other beings, draining the willpower from their prey as they consume its flesh. Although they can eat non-sentient beings, they prefer to feast on the minds of sentient creatures.

They are capable hunters and can slay many creatures with little difficulty, but prefer to acquire their meals through more creative means. Lightmaws offer knowledge, secrets, or treasure to those who will let them dine on others' will. Unfortunately, these predators never give a fair deal if they can help it. They craft agreements with exacting wordings then ignore the spirit of the agreement and honor only its precise letter. From such arrangements, they have earned a terrible reputation as liars, cheats, and murderers, but the needy or desperate still sometimes seek them out.

Lightmaws speak Elven and Aquan.

Combat

Despite their powerful jaws and thick hide, lightmaws avoid direct confrontation. They consider violence the means of the unintelligent to solve problems, although they will not allow themselves to be bested by someone who uses such a base means of conflict resolution. Fleeing a fight is a sure path to a poor reputation among other lightmaws.

When fighting, they use their *confusion* light to disorient enemies before closing in to bite. Biting a target precludes the use of the light,

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

Abilities: Str 18, Dex 14, Con 19, Int 14, Wis 16, Cha 16

Skills: Bluff +14, Diplomacy +7, Disguise +3 (+5 acting), Gather Information +5, Intimidate +9, Knowledge (arcana) +4, Knowledge (local) +8, Knowledge (nature) +9, Sense Motive +8, Spot +9, Survival +3 (+5 in aboveground natural environments), Swim +19

Feats: Improved Natural Attack (bite), Iron Will, Persuasive

Environment: Any aquatic

Organization: Solitary or school (2-6)

Challenge Rating: 9

Treasure: None

Alignment: Always lawful evil

Advancement: 9-16 HD (Large); 17-24 HD (Huge)

Level Adjustment: +4

so a lightmaw makes sure its *confusion* light has achieved maximum effect first. If a lightmaw gets the better of a fight, it allows its victim to surrender if that opponent allows its willpower to be drained in exchange for its life.

Enchanting Light (Su): At will, as a full-round action that does not provoke an attack of opportunity, a lightmaw can open its mouth and project a 30-foot cone of supernatural light. The lightmaw can choose one of the following spell effects every time it uses this light: *hypnotism* (DC 14), *daze monster* (DC 15), *confusion* (DC 17), or *crushing despair* (DC 17). The save DCs are Charisma-based. All creatures caught in the cone that fail their saves are subject to the spell effect selected (caster level 8th). As a standard action, the lightmaw can keep its mouth open and its targets bathed in the *confusion* light.

Wisdom Drain (Su): Any creature bit by the lightmaw must make a DC 17 Will save or take 1d4 points of Wisdom damage. If the target willingly lets the lightmaw bite it, this is instead Wisdom drain. The save DC is Wisdom-based.

Illumination (Ex): The lightmaw can project a 30-foot cone of light from its mouth as a free action.

Pressure Dependence (Ex): Lightmaws are immune to the effects of pressure at the ocean depths. They take 1d6 points of damage each round they are at a depth of less than 1,000 feet, slowly exploding due to pressure loss.

Skills: A lightmaw has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always can choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

Malamari

Huge Outsider (Aquatic, Evil, Extraplanar)

Hit Dice: 10d8+100 (145 hp)

Initiative: +7

Speed: Swim 80 ft (16 squares), fly 90 ft (good) (18 squares)

Armor Class: 21 (-2 size, +3 Dex, +10 natural), touch 11, flat-footed 18

Base Attack/Grapple: +10/+27

Attack: Bite +17 melee (1d10+9)

Full Attack: 3 bites +17 melee (1d10+9)

Space/Reach: 15 ft./15 ft.

Special Attack: Rend 1d10+13 or 2d10+18, spell-like abilities

Special Qualities: Amphibious, damage reduction 10/magic, elemental threshold, enhanced vision, resistance to cold 10 and fire 10, spell resistance 20

Saves: Fort +17, Ref +10, Will +10

This enormous creature is vaguely squid-like, except that it has only three tentacles, each ending in a toothy maw. An opalescent eye the size of a human fist bears a mischievous glint.

Malamaris are unusual creatures that stalk large bodies of water. Shaped like cephalopods, malamaris have a flexible body stalk with one fist-sized, opalescent eye that grants enhanced vision. They have three tentacles used in hunting and defense, each ending in a toothy mouth. Their coloration varies from a pale blue to a deep sea green. As for temperament, malamaris delight in causing mischief and the thrill of the hunt.

Malamaris speak Auran, but can communicate with any creature using their tongues ability.

Combat

A malamari's natural weapons, as well as any weapons it wields, are treated as evil-aligned and magic for the purpose of overcoming damage reduction.

Rend (Ex): If a malamari hits with two bite attacks, it latches onto the opponent's body and tears the flesh. This attack automatically deals an additional 1d10+13 points of damage. If it hits with three bite attacks on the same opponent, it instead deals additional 2d10+18 points of damage.

Spell-like Abilities: At will—*tongues*, *true seeing*. 3/day—*silence* (DC 14), *sleet storm*, *slow* (DC 15). Caster level 10th. The save DCs are Charisma-based.

Abilities: Str 28, Dex 16, Con 30, Int 14, Wis 16, Cha 14

Skills: Bluff +15, Concentration +23, Diplomacy +4, Disguise +2 (+4 acting), Hide +10, Intimidate +17, Listen +16, Knowledge (the planes) +15, Move Silently +18, Spot +16, Swim +31, Survival +16 (+18 on other planes)

Feats: Combat Reflexes, Improved Initiative, Power Attack, Stealthy

Environment: Elemental Plane of Water

Organization: Solitary

Challenge Rating: 9

Alignment: Always neutral evil

Treasure: None

Advancement: 11-20 HD (Huge); 21-30 HD (Gargantuan)

Level Adjustment: +7

Elemental Threshold (Su): As a free action at the start of their turn, malamaris can shift into or out of a special state that borders between the material plane and the Elemental Plane of Water. When in the threshold, their appearance becomes slightly transparent and incorporeal. While in this state, malamaris follow all the normal rules for an incorporeal creature.

The following changes are in effect as long as the malamari is shifted into the elemental threshold: **Spd** fly 90 ft. (perfect); **AC** 13 (touch 10, flat-footed 10); **Grp** -; **Atk** +18 melee (1d10, incorporeal touch); **Full Atk** +18 melee (1d10, 3 incorporeal touches); **SV** Fort +17, Will +12; **Str** -; Swim +22. Because it has no Strength score in this form, it cannot use its Power Attack feat. It also cannot use its rend ability.

Enhanced Vision (Ex): Malamaris have darkvision to a range of 120 feet. They can see through fog and similar obscurments, both magical and mundane.

Skills: A malamari has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

Mammoth Slug

Gargantuan Vermin

Hit Dice: 16d8+112 (184 hp)

Initiative: -4

Speed: 20 ft. (4 squares)

Armor Class: 6 (-4 size, -4 Dex, +4 natural), touch 2, flat-footed 6

Base Attack/Grapple: +12/+34

Attack: Bite +18 melee (3d6+15)

Full Attack: Bite +18 melee (3d6+15)

Space/Reach: 20 ft./15 ft.

Special Attacks: Smothering slime, squash

Special Qualities: Damage reduction 5/—, darkvision 60 ft., vermin traits

Saves: Fort +17, Ref +1, Will +3

Abilities: Str 30, Dex 3, Con 25, Int —, Wis 6, Cha 10

Skills: —

Feats: —

Environment: Any temperate and warm land

Organization: Solitary

Challenge Rating: 9

Treasure: None

Alignment: Always neutral

Advancement: 17-32 HD (Gargantuan); 33-48 HD (Colossal)

Level Adjustment: —

A slug the size of a barn slowly oozes forward.

Combat

Mammoth slugs are not predators. When attacked, they crush their enemies under their gigantic bodies if they can and do their best to flee if they cannot. A mammoth slug bites reflexively at any creature foolish enough to approach its rasping mouthparts, but it is unlikely to go out of its way to use a bite attack.

Smothering Slime (Ex): A breathing opponent being squashed by a mammoth slug is also subject to its foul secretions. Any victim of the mammoth slug's squash attack must succeed on a DC 25 Fortitude save or have its throat and lungs filled with slime and begin to suffocate (see Suffocation rules in the DMG). An opponent that fails its initial Fortitude save can attempt another

DC 25 Fortitude save once every 2d6 rounds, until it succeeds by coughing out the slime. The save DC is Constitution-based.

Squash (Ex): As a standard action during its turn each round, a mammoth slug can use its mass to squash opponents at least one size category smaller than itself by moving forward at its normal speed. A squash attack affects as many creatures as can fit under the mammoth slug's body. A squash attack deals 2d6+15 points of bludgeoning damage. Squashed opponents can attempt attacks of opportunity, but these take a -4 penalty. If they do not make attacks of opportunity, squashed opponents can attempt DC 28 Reflex saves to take half damage. A successful saving throw indicates that the target has been pushed back or aside (target's choice) as the mammoth slug moves forward. The save DC is Strength-based.

Flora and Fauna

Mermaids Kiss: Mermaid's kiss is algae common to tidal pools and calm coastal waters. It is green in color and has a consistency similar to that of wet cotton. Slimy in the extreme, it is eaten by a small number of fish, birds, and plankton. It quickly spreads to fill any tidal pool it occupies, forcing out other plants and sometimes interfering with the life cycles of shellfish. Most people find the algae to be an annoyance, but those knowledgeable in its uses consider it highly valuable.

Several aquatic races use mermaid's kiss in making bandages. Treating a wound with this special material gives a +2 bonus to Heal checks, and the natural healing rate of the person treated is doubled for 24 hours. Collecting mermaid's kiss is easy but time consuming, requiring six hours and a Survival or Profession (herbalist) check (DC 15) to find enough algae to make a stew or a bandage. Market value for mermaid's kiss is 20 gp per application.

Reef Golem

Large Construct (Aquatic)

Hit Dice: 12d10+30 (96 hp)

Initiative: +2

Speed: Swim 50 ft. (10 squares)

Armor Class: 26 (-1 size, +2 Dex, +15 natural), touch 11, flat-footed 24

Base Attack/Grapple: +9/+20

Attack: Slam +15 melee (2d8+10 plus wounding)

Full Attack: Slam +15 melee (2d8+10 plus wounding)

Space/Reach: 10 ft/5 ft.

Special Attacks: Bleeding wound

Special Qualities: Construct traits, damage reduction 5/adamantine, darkvision 60 ft.,

fast healing 2, immunity to magic, low-light vision

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

Abilities: Str 25, Dex 15, Con —, Int —, Wis 11, Cha 1

Skills: Swim +15

Feats: Swim-By Attack^B (see below)

Environment: Any aquatic

Organization: Solitary or pair

Challenge Rating: 9

Treasure: None

Alignment: Always neutral

Advancement: 13-24 HD (Large); 25-36 HD (Huge)

Level Adjustment: —

The great fishlike shape actually appears to be a statue or sculpture in the form of a sea creature, complete with sweeping fins and a sharp, toothy mouth. It is crafted of polished, shining pinkish material, but it moves with the natural grace of a true sea creature.

Combat

A reef golem's attacks always take full advantage of its speed and maneuverability. Mindless, it fights to the death, attacking foes in the most direct and unswerving manner possible.

Bleeding Wound (Ex): When a reef golem strikes an opponent, tiny shards of coral remain in the wound, causing a persistent wound. An injured creature loses 1 additional hit point each round. Multiple wounds result in cumulative hit point loss from bleeding. The continuing hit point loss can be stopped by a successful DC 15 Heal check (per wound), a *cure* spell, or a *heal* spell. A successful Heal check automatically stops the continuing hit point loss as well as restoring hit points.

Fast Healing (Ex): A reef golem heals only when immersed in water.

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

Antilife shell repels the golem as if it were an animal.

Dominate animal causes a reef golem to be dazed for 2d4 rounds, with no saving throw. Additionally, the reef golem takes a -2 penalty to AC, and loses its Dexterity bonus to AC.

Hold animal causes a reef golem to be dazed for 1d4+1 rounds, with no saving throw.

Skills: A reef golem has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

Construction

The body of a reef golem entails two years of careful attention to a single colony of coral, requiring a DC 17 Craft (sculpting) or a DC 17 Knowledge (nature) check.

CL 12th; Craft Construct (see MM, Chapter 6), *awaken*, *dominate animal*, *summon nature's ally VII*, creator must be at least 12th level and able to cast druid spells; Price 34,000 gp; Cost 18,000 gp+1,260 XP.

Swim-By Attack [General]

Prerequisite: Swim speed.

Benefit: When swimming, the creature can take a move action and another standard action at any point during the move. The creature cannot take a second move action during a round when it makes a swim-by attack.

Normal: Without this feat, the creature takes a standard action either before or after its move.

War Whale

Huge Animal

Hit Dice: 12d8+72 (126 hp)

Initiative: +2

Speed: Swim 50 ft. (10 squares)

Armor Class: 20 (-2 size, +2 Dex, +6 natural, +4 scale barding), touch 10, flat-footed 18

Base Attack/Grapple: +9/+25

Attack: Bite +15 melee (2d6+12/19-20)

Full Attack: Bite +15 melee (2d6+12/19-20)

Space/Reach: 15 ft/10 ft.

Special Attacks: Improved grapple, rage, ram (2d8+12), shake.

Special Qualities: Battle training, blindsight 120

War whales are killer whales trained as war mounts, raised from birth to carry orcam warriors into battle (page 11). Bred for strength and intelligence, they are kept in special training groups for most of their young lives. Warriors and whales grow up together, learning pod defense, and are willing to sacrifice their lives for the good of the whole. Once a training group reaches adolescence it is ready to take its place among the pod's defenders, and returns to live among the rest of the community.

War whales spend most of their time near their pod, alternately patrolling with their orcam partner, resting, and seeing to the other needs of the community. When a threat is sighted, all the war whales gather together, match up with their riders, and head out to face the threat. If for some reason a rider is incapacitated, the whale fights as long as possible by itself, dying if necessary to defend the pod.

Combat

War whales follow their riders' commands during combat. Riders typically direct their mounts to bite or ram opponents as the situation demands. If the whale has no rider, its reaction depends on its distance from the pod. If attacked far from its fellows, it tries to return to its group, but if attacked near its pod the whale immediately gives a warning call and fights back.

If possible before entering combat, whales take a deep breath to maximize the time they can remain submerged. A group of mounted orcam warriors all surfacing in tandem before submerging is an intimidating sight indeed.

Battle Training (Ex): All war whales are trained to attack in tandem with their riders. The rider directs them and each whale fights in such a way that their companions can also attack if they make a DC 5 Ride check. A battle-trained war whale also comes if it hears its name called through whale song.

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

ft., hold breath, low-light vision, resistance to cold 10, whale song

Saves: Fort +14, Ref +10, Will +6

Abilities: Str 27, Dex 15, Con 22, Int 2, Wis 14, Cha 8

Skills: Listen +13*, Spot +13*, Swim +18

Feats: Alertness, Diehard, Endurance, Improved Critical (bite), Run

Environment: Any aquatic

Organization: Squad (6-11) or pod (12-50)

Challenge Rating: 9

Treasure: None

Alignment: Always neutral

Advancement: 13-24 HD (Huge), 25-36 HD (Gargantuan)

Level Adjustment: -

Hold Breath (Ex): A war whale can hold its breath for a number of rounds equal to 8x its Constitution score before it risks drowning.

Rage (Ex): Three times per day, a war whale can enter a state of fierce rage that lasts 11 rounds. The following changes are in effect as long as it rages: **AC** 18 (touch 8, flat-footed 16); **hp** increased by 24; **Atk** +19 melee (2d6+15/19-20, bite); **Full Atk** +19 melee (2d6+15/19-20, bite); **SV** Fort +16, Will +8; **Str** 31, **Con** 26; **Swim** +20. At the end of his rage, the war whale is fatigued for the remainder of the encounter. A war whale can end its rage early.

When in a rage, the creature still obeys its rider's commands, but any Ride checks have their DCs increased by 10. A war whale can enter a rage 3/day.

Ram (Ex): When making a charge attack, the war whale may choose to ram the target. This does 2d8+12 damage and acts as a Bull Rush attack on the target but does not provoke an attack of opportunity.

Shake (Ex): If a war whale confirms a critical hit with its bite attack against a Medium or smaller target, it can shake the target instead of dealing extra damage. If it chooses to shake, the whale may immediately make a free grapple attempt against the target without provoking attacks of opportunity. If successful, the target is grappled and takes the war whale's bite damage each round it remains grappled. The whale's rider may attack the shake victim with a +2 circumstance bonus to its attack rolls.

Whale Song (Ex): War whales can be trained to use whale song to communicate over vast distances underwater. They can communicate with other whales up to 100 miles away, or orcam up to 5 miles distant, but can only convey the most basic of information in this manner.

Skills: War whales have a +8 racial bonus on any Swim checks. War whales can always choose to take 10 on a Swim check, even if distracted or endangered. They can use the run action while swimming, provided they swim in a straight line. *War whales have a +4 racial bonus to Spot and Listen checks. These bonuses are lost if its blindsight is negated.

Training a War Whale

Training a war whale requires six weeks of work and a successful DC 20 Handle Animal check. Riding a war whale requires an exotic saddle. A war whale can fight while carrying a rider, but the rider cannot also attack unless he or she succeeds on a Ride check.

A trained war whale is worth 5,000 gp to most aquatic races, but they are very rarely for sale. Some unscrupulous merchants try to raid orcam pods to

Cephalarcane

Large Magical Beast (Aquatic)

Hit Dice: 7d10+21 (59 hp)

Initiative: +1

Speed: Swim 60 ft. (12 squares)

Armor Class: 24 (-1 size, +1 Dex, +14 natural), touch 10, flat-footed 23

Base Attack/Grapple: +7/+14

Attack: Tentacle +9 melee (1d6+3)

Full Attack: 8 tentacles +9 melee (1d6+3)

Space/Reach: 10 ft./5 ft. (40 ft. with tentacles)

Special Attacks: Constrict 1d6+4, improved grab, spells

Special Qualities: Darkvision 60 ft., ink cloud, jet, low-light vision

Saves: Fort +8, Ref +6, Will +5

The squid is roughly 12 feet long, with inky black skin and eight grasping tentacles. Most startling, however, is that the beast is adorned with all manner of treasure; bracelets, rings and necklaces glitter in the murky depths.

Combat

Cephalarcane are usually reluctant to enter combat, using their followers to take care of such matters while they stay back and offer magical support. They often employ sharkmen (page 78) for their muscle, while the cephalarcane watches nearby underwater. When forced into combat, a cephalarcane attempts to strangle victims with its powerful arms.

Constrict (Ex): A cephalarcane deals 1d6+4 points of damage with a successful grapple check.

Improved Grab (Ex): To use this ability, a cephalarcane must hit with a tentacle attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and can constrict.

Spells: A cephalarcane casts spells as an 8th-level druid. The save DCs are Wisdom-based.

Typical Druid Spells Prepared (6/5/4/4/2; save DC 13 + spell level): 0—*create water* (x2), *detect magic*, *know direction*, *read magic*, *resistance*; 1st—

capture whales for market, but keeping them against their will is not an easy task. Those few orcam who turn their back on their people can make a fortune training these battle mounts for others.

Carrying Capacity: A light load for a war whale is up to 400 pounds, a medium load, 401-801 pounds, a heavy load is 800-1,200 pounds. A war whale can drag 6,000 pounds.

Abilities: Str 17, Dex 12, Con 16, Int 14, Wis 17, Cha 13

Skills: Diplomacy +7, Hide +3*, Knowledge (arcana) +10, Knowledge (nature) +7, Spellcraft +9 (+11 scrolls), Spot +8, Use Magic Device +10 (+12 scrolls), Survival +3 (+5 natural environments), Swim +11

Feats: Blind-Fight, Enlarge Spell, Leadership, plus one (bonus) item creation feat

Environment: Temperate and warm aquatic

Organization: Solitary

Challenge Rating: 10

Treasure: Triple standard

Alignment: Always lawful evil

Advancement: 8-14 HD (Large); 15-21 HD (Huge)

Level Adjustment: —

cure light wounds, *entangle*, *faerie fire*, *obscuring mist*, *speak with animals*; 2nd—*bear's endurance*, *bull's strength*, *chill metal*, *warp wood*; 3rd—*greater magic fang*, *poison*, *protection from energy*, *summon nature's ally III*; 4th—*control water*, *dispel magic*.

Ink Cloud (Ex): A cephalarcane can emit a cloud of jet-black ink in a 30-foot spread once every three hours as a free action. The cloud provides total concealment, which the cephalarcane normally uses to escape a fight that is going badly. Creatures within the cloud are considered to be in darkness.

Jet (Ex): A cephalarcane can jet backward once per round as a full-round action at a speed of 300 feet. It must move in a straight line, but does not provoke attacks of opportunity while jetting.

Skills: A cephalarcane has a +4 racial bonus on Use Magic Device checks.

A cephalarcane has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

*A cephalarcane has a +12 racial bonus on Hide checks in low-light or darkened conditions.

Dragonship

Gargantuan Construct

Hit Dice: 20d10+60 (170 hp)

Initiative: -3

Speed: Swim 40 ft. (8 squares)

Armor Class: 23 (-4 size, -3 Dex, +20 natural), touch 3, flat-footed 23

Base Attack: +15/+36

Attack: Bite +20 melee (3d6+9)

Full Attack: Bite +20 melee (3d6+9) and 4 slams + 15 melee (2d6+4)

Space/Reach: 20 ft/15 ft.

Special Attacks: Breath weapon

Special Qualities: Construct traits, damage reduction 15/adamantine, darkvision 60 ft.,

low-light vision, navigate, vulnerability to fire, winds

Saves: Fort +6, Ref +3, Will +6

Abilities: Str 28, Dex 4, Con —, Int —, Wis 10, Cha 10

Skills: Swim +17

Feats: —

Environment: Any aquatic

Organization: Solitary

Challenge Rating: 10

Treasure: None

Alignment: Always neutral

Advancement: —

Level Adjustment: —

This automaton appears as a massive wooden longship.

A dragonship is an animated sailing vessel—identical to a longship in every way (see the PHB) except that it is only 40 feet long. It has a standard square-rigged sail, and 10 oars (5 on each side). The front of the ship sports a great wooden dragon-like figurehead. Using its oars or its ability to generate winds on its own, a dragonship is rarely at the mercy of the weather. It has a near perfect knowledge of local sea charts and navigation routes. Its primary function is as a transport that needs no crew; it can be told one's destination and it will sail there by the quickest route possible.

As a sailing vessel, a dragonship has a crew of 30 and can carry up to 35 tons of cargo. Its speed is that of a normal longship.

Combat

Although generally used as a warship, a dragonship's primary function is that of a sailing vessel. A dragonship is not particularly adept at combat and it cannot maneuver to defend itself if it is beached; in such cases it relies on its crew for defense. A dragonship bites and breathes fire with its dragon-like head, and can use up to four oars to slap at foes that approach from the flanks.

Breath Weapon (Su): Three times per day, a dragonship can belch forth a gout of fire in a 30-foot line that deals 10d6 points of fire damage. A successful DC 20 Reflex save halves the damage. The save DC is Constitution-based.

Navigate (Ex): A captain merely has to whisper into the ear of the dragon-head and make a Profession (sailor) check (DC 15) to get the dragonship to understand its course. A dragonship never gets lost on an ocean voyage, and has a 50%

chance of automatically being aware of any safe coastline, seaside towns and villages, and hidden ocean dangers such as reefs and sandbars (it only knows of such dangers if they are in the volume of sea charts used in its creation).

Winds (Su): At will, a dragonship can cause winds to fill its sails. This operates as the *control winds* spell (caster level 10th) with the restriction that it can only increase the wind's force for the purposes of propulsion. The winds are generated from a point beyond and slightly above the dragonship's stern. A dragonship cannot use these winds to attack; their sole purpose is propulsion.

Skills: A dragonship has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

Construction

A dragonship's body is a constructed similar to a normal longship fitted with a dragon-head mounted on the bow. The ship costs 10,000 gp and the figurehead costs 1,000 gp. Also required is a volume of sea charts and maps (total value at least 1,000 gp), to be burned in the mouth of the dragonship's head upon completion of its construction. Consumed in the fire, the distilled knowledge of the sea charts provides the dragonship with its ability to navigate. Assembling the body requires a successful Craft (ship-building) check (DC 20).

Caster level 16th; Craft Construct (see the MM), *fireball*, *geas/quest*, *limited wish*, *liveoak*, *polymorph any object*, caster must be at least 16th level; Price 99,200 gp; Cost 60,800 gp + 3,520 XP.

Sand Sifter

Large Magical Beast (Aquatic)

Hit Dice: 10d10+40 (95 hp)

Initiative: +0

Speed: Swim 20 ft. (4 squares)

Armor Class: 17 (-1 size, +8 natural), touch 9, flat-footed 17

Base Attack/Grapple: +10/+20

Attack: Tentacle +17 melee (1d6+6 plus poison)

Full Attack: 4 tentacles +17 melee (1d6+6 plus poison) and bite +15 melee (2d6+3)

Space/Reach: 10 ft/10 ft.

Special Attacks: Constrict 1d8+6, engulf, improved grab, poison

Sand sifters are large, flat creatures that lurk near the ocean floor in coastal regions. Using their tentacles, they bury themselves in the sediments found on the seabed. They then wait for creatures to pass over them, bursting forth from their hiding places to engulf a victim within reach. Once engulfed, the prey is slowly eaten by the sand sifters' large, tooth-filled maws. These creatures are common threats in regions where aquatic races have settled, preferring the brain matter of intelligent beings to other meals.

Averaging 10 feet across, sand sifters are only a few inches thick through most of their body. Only in the central region around the mouth is the creature thicker, reaching a depth of 2 feet. Because of this, sand sifters often hide in small depressions in order to conceal their bulk. They are normally brown or gray in color, depending on the hue of the local sediment. Its skin is hard and granular, feeling much like hard packed sand.

Sifters have few natural predators. Their meat is considered vile, but the poison spines are harvested by some enterprising orcam and other aquatic races. One sand sifter can provide 10 doses of poison if harvested properly, requiring a DC 25 Survival check. Some orcam (page 11) also use a diluted dose of the poison as a euphoric drug.

Sifters sometimes group together in packs, marking out a hunting area about a square mile in size. Such regions quickly earn bad reputations as people go missing in them.

Combat

Sand sifters wait to ambush their prey, bursting forth from below when prey comes within reach. The sifter tries to engulf the creature while attacking both the target and any other nearby creatures with its tentacles. The creature normally fights to the death, but if it engulfs and slays one creature of

Special Qualities: Blindsight 20 ft., darkvision 60 ft., fast healing 5, low-light vision

Saves: Fort +11, Ref +7, Will +3

Abilities: Str 22, Dex 10, Con 19, Int 5, Wis 10, Cha 10

Skills: Hide -1*, Listen +7, Move Silently +8, Spot +7, Swim +14

Feats: Alertness, Multiattack, Weapon Focus (bite), Weapon Focus (tentacles)

Environment: Any aquatic

Organization: Solitary or pack (4-10)

Challenge Rating: 10

Treasure: Standard

Alignment: Always neutral

Advancement: 11-20 HD (Huge); 21-30 (Gargantuan)

Level Adjustment: –

Small size or larger it will stop trying to eat others, instead only attacking in self-defense. Sand sifters will attack large groups, rarely noticing when they are surrounded by a great number of beings.

Although these creatures sometimes roam in packs, they do not help each other in combat. Sand sifters usually settle at least 100 feet apart from each other, making it impossible for each creature to know what befalls its fellows.

Constrict (Ex): A sand sifter deals 1d8+6 points of damage with a successful grapple check.

Engulf (Ex): Once the sifter has a target grappled with a tentacle, a second successful grapple check means it engulfs the victim by wrapping its body around the prey. Attacks that hit an engulfing sand sifter deal half damage to the monster and half damage to the trapped victim. Engulfed victims begin to suffocate on the following round.

Improved Grab (Ex): To use this ability, a sand sifter must hit a Large or smaller creature with its tentacle attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it grapples the opponent and can constrict. A sifter also gains a +4 bonus on its attack rolls with its bite attack against grappled opponents.

Poison (Ex): Injury, Fortitude DC 19, initial damage 1d4 Dex, secondary damage 1 Dex. The save DC is Constitution-based.

Skills: Sand sifters have a +8 racial bonus on Move Silently checks. A sand sifter has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line. *Sand sifters have a +12 racial bonus on Hide checks when swimming near the bottom of an ocean, lake, or other body of water.

Sanguine Stalker

Large Aberration

Hit Dice: 12d8+60 (114 hp)

Initiative: +11

Speed: 60 ft. (12 squares)

Armor Class: 26 (-1 size, +7 Dex, +10 natural), touch 16, flat-footed 19

Base Attack/Grapple: +9/+19

Attack: Razor +14 melee (2d6+6) or slam +14 melee (1d6+6)

Full Attack: 4 razors +14 melee (2d6+6) or slam +14 melee (1d6+6)

Space/Reach: 10 ft./5 ft.

Special Attacks: Bleeding wounds, blood fire

Special Qualities: Darkvision 60 ft., scent

Saves: Fort +9, Ref +11, Will +7

Abilities: Str 22, Dex 25, Con 20, Int 13, Wis 8, Cha 8

Skills: Hide +10, Listen +12, Jump +18, Spot +11, Survival +12

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

Environment: Any land and underground

Organization: Solitary

Challenge Rating: 10

Treasure: None

Alignment: Always neutral evil

Advancement: 13-24 HD (Huge)

Level Adjustment: —

Standing well over nine feet tall, the gaunt figure rises from the ground, showing its perpetually exposed flesh and four scythe-like arms.

Combat

Sanguine stalkers are drawn to blood, and they can smell fresh gore from up to two miles away. A sanguine stalker is a ferocious fighter that leaps into battle fearlessly and wounds all possible opponents with its scythe-like bladed arms. It will then use its blood fire attack to incapacitate its foes and slam anyone who remains standing with its spiked exoskeleton. Sanguine stalkers never retreat from combat.

Bleeding Wound (Ex): A sanguine stalker that hits a living creature with all four of its razor attacks in the same round causes a persistent

wound. An injured creature loses 1d4 additional hit points each round. Multiple wounds caused by hitting again with all four razor attacks result in cumulative hit point loss from bleeding. The bleeding can be stopped by a DC 15 Heal check or the application of a cure spell or a heal spell. A successful Heal check automatically stops the continuing hit point loss as well as restoring hit points.

Blood Fire (Su): Once per day, a sanguine stalker may cause its essence to inflict creatures it has wounded to burn with agonizing pain. When the blood fire has been invoked, any opponent that has been hit by a sanguine stalker's razors within the past hour and not yet fully healed from it must succeed on a DC 21 Fortitude save or be stricken with racking pain and stunned for 1d6 rounds. The save DC is Constitution-based.

Flora and Fauna

Angler Lizard: Angler lizards are similar in appearance to geckos, but larger. Not including the long semi-prehensile tail, the largest angler lizards are around three feet long, but the average size is around 1.5 feet. These lizards have long, barbed tongues that magically glow at the tip. They also have wide-toed feet (they're arboreal during the day) and can magically walk on water. At night, the angler lizards descend from the trees and spread out over the shallow parts of lakes and ponds. They flick their tongues out over the water like fireflies and eat what fish come to the surface. Occasionally an angler lizard catches something too big and loses part of its tongue, but it will quickly regenerate. Angler lizards are magically dependent animals that require magic, air, water, and food to survive. They are only found along wooded waterways, lakes, and marshes.

Trell

Huge Plant

Hit Dice: 8d8+48 (84 hp)

Initiative: +1

Speed: 30 ft. (6 squares)

Armor Class: 23 (-2 size, +1 Dex, +14 natural), touch 9, flat-footed 22

Base Attack/Grapple: +6/+23

Attack: Slam +13 melee (2d6+9)

Full Attack: 2 slams +13 melee (2d6+9)

Space/Reach: 15 ft./15 ft.

Special Attacks: Animate trees, constrict 1d6+13, double damage against objects, *entangle*, improved grab, trample 2d6+13

Special Qualities: Damage reduction 10/slashing, low-light vision, plant traits, vulnerability to fire

Saves: Fort +12, Ref +3, Will +6

Abilities: Str 29, Dex 12, Con 23, Int 14, Wis 15, Cha 12

Skills: Bluff +6, Diplomacy +5, Disguise +6 (+8 acting), Hide +2*, Intimidate +3, Listen +10, Move Silently +6, Sense Motive +8, Spot +10, Survival +8

Feats: Alertness, Iron Will, Power Attack

Environment: Warm forest and marsh

Organization: Solitary or grove (4-7)

Challenge Rating: 10

Treasure: Standard

Alignment: Always chaotic evil

Advancement: 9-16 HD (Huge); 17-24 HD (Gargantuan)

Level Adjustment: +5

Trells blend in well with most trees, though their dark brown bark sometimes distinguishes them from their normal brethren. Masses of gangly vines bearing prickly ivy leaves cover them. The vines measure three to four inches in diameter and stretch as long as 20 feet. Trells stand 15 to 30 feet tall and possess thick, barrel-like trunks. Based on their physiology and abilities, many sages believe that they are treant/assassin vine hybrids. This theory, however, remains speculative.

Trells speak the language of treants, plus Common and Sylvan.

Combat

Trells prefer to study potential foes before attacking. They frequently ambush unsuspecting interlopers by suddenly charging from a well-concealed position, or they rely on stealth, wrapping their incredibly strong vines around unwary prey unwittingly stumbling into their range. If sorely pressed, trells animate trees as reinforcements. Trells savagely attack any creatures that they consider forest jungle despoilers.

Animate Trees (Sp): A trell can animate trees within 180 feet at will, controlling up to two trees at a time. It takes 1 full round for a normal tree to uproot itself. Thereafter moves at a speed

of 10 feet and fights as a trell in all respects. Animated trees lose their ability to move if the trell that animated them is incapacitated or moves out of range. The ability is otherwise similar to liveoak (caster level 12th). Animated trees have the same vulnerability to fire that a trell has.

Constrict (Ex): A trell deals 1d6+13 points of damage with a successful grapple check.

Double Damage against Objects (Ex): A trell or animated tree that makes a full attack against an object or structure deals double damage.

Entangle (Su): A trell can animate plants within 30 feet of itself as a free action (Ref DC 16). The effect lasts until the trell dies or decides to end it (also a free action). The save DC is Wisdom-based. The ability is otherwise similar to *entangle* (caster level 7th).

Improved Grab (Ex): To use this ability, a trell must hit with its slam attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and can constrict.

Trample (Ex): Reflex half DC 23. The save DC is Strength-based.

Skills: *A trell has a +16 racial bonus on Hide checks made in forested areas.

Blood Naga

Large Aberration (Extraplanar, Incorporeal)

Hit Dice: 10d8+30 (75 hp)

Initiative: +2

Speed: 40 ft. (8 squares)

Armor Class: 14 (-1 size, +2 Dex, +3 deflection), touch 14, flat-footed 12, or 16 (-1 size, +2 Dex, +5 natural), touch 11, flat-footed 14

Base Attack/Grapple: +7/— (+14)

Attack: —, or bite +9 melee (2d6+4 plus poison)

Full Attack: —, or bite +9 melee (2d6+4 plus poison)

Space/Reach: 10 ft./5 ft.

Special Attacks: Blood-mist, poison, spells

Special Qualities: Darkvision 60 ft, incorporeal traits, low-light vision, manifestation

A reddish mist resembling a gout of blood suspended in water surrounds you.

Combat

Blood nagas hunt by isolating and attacking a single victim with their blood-mist and ravaging their victim with poison and spells once it reaches the Ethereal Plane. These nagas tend to favor intelligent prey.

A blood naga cannot use its bite attack against material opponents, and its poison can affect only ethereal or incorporeal creatures.

Blood-Mist (Su): After manifesting on the material plane, a blood naga can attempt to draw material targets onto the Ethereal Plane with its blood-mist. To do so, it moves over them, covering as many targets of Large size or smaller with its blood-mist as it can. These targets can make attacks of opportunity against the blood naga, but it is incorporeal. The blood naga can then make use of its blood-mist ability as a standard action. Creatures covered by its blood-mist must succeed on a DC 18 Fortitude saving throw or be drawn into the Ethereal Plane. Such a creature is enveloped within the blood-mist until it is brought to the Ethereal Plane, where it appears 5 feet away from the blood naga. The save DC is Charisma-based.

Creatures drawn onto the Ethereal Plane function as if under the effects of etherealness and possess all the items they were carrying on the

Saves: Fort +6, Ref +7, Will +10

Abilities: Str 16, Dex 15, Con 17, Int 14, Wis 16, Cha 17

Skills: Concentration +12, Diplomacy +7, Intimidate +8, Listen +15, Sense Motive +8, Spellcraft +12, Spot +15

Feats: Alertness, Combat Casting, Eschew Materials^B, Lightning Reflexes, Spell Focus (any one school)

Environment: Ethereal Plane (warm marsh)

Organization: Solitary or nest (2-4)

Challenge Rating: 11

Treasure: Standard

Alignment: Usually lawful evil

Advancement: 11-20 HD (Large); 21-30 HD (Huge)

Level Adjustment: —

Material Plane. They can attack and be attacked by the blood naga normally. Returning a victim to the Material Plane requires a *plane shift* or similarly powerful magic.

Poison (Ex): Injury, Fortitude DC 18, initial and secondary damage 1d8 Con. The save DC is Constitution-based.

Spells: A blood naga casts spells as an 8th-level sorcerer. The save DCs are Charisma-based.

Typical sorcerer spells known (6/7/7/6/3; save DC 13 + spell level): 0—*arcane mark, dancing lights, detect magic, detect poison, daze, disrupt undead, ray of frost, resistance*; 1st—*Magic missile, protection from good, shield, true strike*; 2nd—*Acid arrow, see invisibility, shatter, summon monster II*; 3rd—*hold person, lightning bolt*; 4th—*lesser globe of invulnerability*.

Because of the blood naga's Spell Focus feat, the save DC of all spells from any one school is 14 + spell level.

Manifestation (Su): A blood naga dwells on the Ethereal Plane. As an ethereal creature, it cannot affect or be affected by anything in the material world (except that it can be targeted by force effects and abjurations that originate on the Material Plane). A blood naga can manifest itself as an incorporeal cloud that looks like roiling red vapor, which occupies the same space that the blood naga does on the Ethereal Plane. When a

blood naga manifests, it partly enters the Material Plane and becomes visible but incorporeal on the Material Plane. A manifested blood naga cannot harm material opponents except by using its blood-mist ability. A manifested blood naga remains partially on the Ethereal Plane, where it

is not incorporeal. A manifested blood naga can be attacked by opponents on either the Material Plane or the Ethereal Plane. The blood naga's incorporeality helps protect it from foes on the Material Plane, but not foes on the Ethereal Plane.

Crimson Moth

Huge Vermin

Hit Dice: 16d8+80 (152 hp)

Initiative: +1

Speed: 20 ft. (4 squares), fly 60 ft. (average) (12 squares)

Armor Class: 20 (-2 size, +2 Dex, +10 natural), touch 10, flat-footed 20

Base Attack/Grapple: +12/+28

Attack: Slam +18 melee (1d10+8)

Full Attack: 2 slams +18 melee (1d10+8)

Space/Reach: 15 ft./10 ft.

Special Attacks: Blood drain, improved grab, lightning wings, pounce

Special Qualities: All-around vision, damage reduction 10/bludgeoning, darkvision 60 ft., fast healing 5, uncanny dodge

Crimson moths are blood-eating insects that grow to enormous heights. Their blood thirst drives them to attack the living and dead alike, laying waste with little warning. Crimson moths nest in remote places, and their cocoons are sought after, said to have the strength of steel.

Combat

Like all vermin, crimson moths have no intelligence. This means they fight by instinct alone. Natural predators, crimson moths stalk their prey and then pounce. A crimson moth tries to pin a foe and then draw out its blood, draining the opponent of precious vitae through its proboscis. If opposition is too stiff, they break off from combat and fly away in search of easier prey.

Blood Drain (Ex): A crimson moth can drain blood from a living victim by making a successful grapple check. If it pins the foe, it drains blood, dealing 1d6 points of Constitution damage each round the pin is maintained.

Saves: Fort +15, Ref +7, Will +6

Abilities: Str 26, Dex 15, Con 20, Int —, Wis 13, Cha 5

Skills: —

Feats: Flyby Attack^B

Environment: Any land

Organization: Solitary

Challenge Rating: 11

Treasure: None

Alignment: Always chaotic evil

Advancement: 17-32 HD (Huge); 33-48 HD (Gargantuan)

Level Adjustment: —

Improved Grab (Ex): To use this ability, a crimson moth must hit with both slam attacks. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and can drain blood.

Lightning Wings (Sp): A crimson moth's wings generate electricity during flight. Once per minute, a crimson moth can discharge a wild surge of electrical power that functions as a *chain lightning* spell (caster level 16th, save DC 13). The save DC is Charisma-based.

Pounce (Ex): If a crimson moth charges a foe, it can make a full attack.

All-Around Vision (Ex): A crimson moth's many eyes give it a +2 racial bonus on Spot and Search checks, and it can't be flanked.

Uncanny Dodge (Ex): The compound eyes of a crimson moth allow it to see in every direction, and its antennae provide a heightened sense of smell. Thus, a crimson moth retains its Dexterity bonus to AC when flat-footed.

Juhivai

Huge Aberration (Aquatic, Psionic)

Hit Dice: 14d8+70 (133 hp)

Initiative: +1

Speed: Swim 50 ft. (10 squares)

Armor Class: 17 (-2 size, +1 Dex, +8 natural), touch 9, flat-footed 16

Base Attack/Grapple: +10/+21

Attack: Bite +11 melee (2d6+3)

Full Attack: Bite +11 melee (2d6+3) and 4 tentacles +6 melee (1d8+1)

Space/Reach: 15 ft./10 ft. (75 ft. with tentacles)

Special Attacks: Improved grab, psi-like abilities, swallow whole

Special Qualities: Darkvision 60 ft., heat sensor, low-light vision

Saves: Fort +9, Ref +5, Will +11

Abilities: Str 16, Dex 13, Con 20, Int 19, Wis 11, Cha 10

Skills: Hide +10, Jump +20, Knowledge (psionics) +21, Listen +17, Search +21, Spot +17, Survival +0 (+2 following tracks), Swim +11

Feats: Iron Will, Psionic Fist, Quicken Power, Rapid Metabolism, Unavoidable Strike

Environment: Any aquatic

Organization: Solitary, pair, school (3-5), pack (6-10)

Challenge Rating: 11

Treasure: None

Alignment: Always neutral evil

Advancement: 15-28 HD (Huge); 29-42 HD (Gargantuan)

Level Adjustment: —

A juhivai is a fierce predator found along the coastlines of large freshwater lakes. It looks like a cross between a fish and a shark, with extremely long tentacles sprouting from a ring around its neck. A mouth full of sharp teeth and a thick hide deter many a local fisherman from entering the water when a juhivai is spotted nearby.

Combat

A juhivai normally waits near the water's edge for suitable prey to pass by, often using its psionic powers to lure potential prey close. When a promising target approaches, the juhivai launches itself upward and attempts to grab the target with its tentacles and pull it beneath the surface.

Improved Grab (Ex): To use this ability, a juhivai must hit an opponent up to one size category smaller than itself with its tentacle attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and can try to swallow the foe in the following round.

Psi-Like Abilities: At will—*control body* (Huge or smaller*; DC 14), *control light*, *danger sense* (plus improved uncanny dodge*), *detect psionics*, *mental barrier* (7 rounds*), *psionic blast* (4 rounds*, DC 13), *synesthete*, *ubiquitous vision*; 3/day—*attraction* (+9 bonus, DC 16*), *aversion* (+4 hours, DC 16*), *burst*, *chameleon*, *concussion blast* (5d6*, DC 12), *disable* (14 HD, range 45, DC 16*), *distract* (DC 11), *energy current*

(electricity only; 11d6 damage, DC 18*), *escape detection*, *mass cloud mind* (DC 18); 1/day—*body adjustment* (heals 4d12 hp*), *ectoplasmic cocoon* (DC 16*), *ego whip* (3d4 Cha, DC 16*), *empty mind* (+7 bonus*), *psionic true seeing*. Manifester level 11th. The save DCs are Charisma-based.

*Includes augmentation for the juhivai's manifest level.

Swallow Whole (Ex): A juhivai can swallow a grabbed opponent up to one size category smaller than itself by making a successful grapple check. The swallowed creature takes 4d6+3 points of slashing damage per round from the rows of teeth that line the juhivai's gullet. A swallowed creature can try to cut its way out by using a light slashing or piercing weapon to deal 30 points of damage to the gullet (AC 14). Once the creature exits, another swallowed opponent must cut its own way out.

A Huge juhivai's gullet can hold 2 Large, 8 Medium, 32 Small, or 128 Tiny or smaller opponents.

Heat Sensor (Su): While underwater, the juhivai can detect the body heat of any Medium or larger creature from a distance of up to 500 feet. This ability operates continuously.

Skills: A juhivai has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on Swim checks, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

Marshlight

Gargantuan Ooze (Aquatic)

Hit Dice: 12d10+84 (150 hp)

Initiative: -5

Speed: 20 ft. (4 squares), swim 20 ft. (4 squares)

Armor Class: 1 (-4 size, -5 Dex), touch 1, flat-footed 1

Base Attack/Grapple: +9/+32

Attack: Slam +16 melee (4d6+16 plus poison)

Full Attack: Slam +16 melee (4d6+16 plus poison)

Space/Reach: 20 ft./15 ft.

Special Attacks: Improved grab, incendiary burst, poison, swamp gas

Special Qualities: Blindsight 60 ft., boglike, create swamplights, immunity to fire, ooze traits

Saves: Fort +11, Ref -1, Will -1

Abilities: Str 33, Dex 1, Con 24, Int —, Wis 1, Cha 1

Skills: Swim +19

Feats: —

Environment: Any marsh

Organization: Solitary

Challenge Rating: 11

Treasure: None

Alignment: Always neutral

Advancement: 13-24 HD (Gargantuan); 19-36 HD (Colossal)

Level Adjustment: —

A number of small glowing lights begin to bob and weave through the air over the vast swampy pool.

Combat

An attacking marshlight might be mistaken for an elemental, rising as a shapeless mass that resembles an animate composite of water, muck, and decomposing vegetable matter. It attacks with devastating slams, and is also capable of emitting dangerous swamp gasses.

Marshlights rarely retreat from combat, being mindless and voracious.

Improved Grab (Ex): To use this ability, the marshlight must hit with a slam attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and poisons its opponent each round.

Incendiary Burst (Ex): Seven times per day, as a free action once per round, a marshlight can cause one of its swamplights to explode. The resulting 50-foot burst deals 7d6 points of fire damage to any creature within the area (Reflex DC 23 half). The save DC is Constitution-based.

Poison (Ex): Contact, Fortitude DC 23, initial damage 1d4 Str, secondary damage 1d6 Str. The save DC is Constitution-based.

Swamp Gas (Ex): At will, as a standard action, a marshlight can release a cloud of swamp gas similar in effect to a *stinking cloud* spell (DC 23, caster level 12th). Twice per day, it can make this cloud similar to a *cloudkill* spell (DC 23, caster level 6th). In each case, the range of the gas cloud is 30 feet, but it otherwise functions as the appropriate spell. The save DCs are Constitution-based.

Boglike (Ex): A motionless marshlight so closely resembles a stretch of boggy ground that it takes a DC 20 Spot check to notice one. A creature that fails to notice a marshlight and walks into it is automatically hit with a melee attack for slam and poison damage.

Create Swamplights (Su): At will, a marshlight can create swamplights, small hovering spheres of light similar to those made by a *dancing lights* spell (caster level is equal to the marshlight's HD). The swamplights resemble the lights of the spell, and a marshlight has the same limits on how many it may create at one time.

Skills: A marshlight has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

Mokele M'bembe

Gargantuan Animal (Aquatic)

Hit Dice: 24d8+171 (279 hp)

Initiative: -1

Speed: 40 ft. (8 squares), swim 10 ft. (2 squares)

Armor Class: 13 (-4 size, -1 Dex, +8 natural), touch 5, flat-footed 13

Base Attack/Grapple: +18/+42

Attack: Horn +26 melee (2d8+12) or stamp +26 melee (1d8+12) or tail slap +26 melee (1d8+12)

Full Attack: Horn +26 melee (2d8+12) and 2 stamps +21 melee (1d8+6) and tail slap +21 melee (1d8+6)

Space/Reach: 20 ft./15 ft.

Special Attacks: Capsize, poison, trample 2d6+18

Special Qualities: Low-light vision

Saves: Fort +23, Ref +13, Will +8

Abilities: Str 34, Dex 9, Con 24, Int 1, Wis 10, Cha 12

Skills: Diplomacy +3, Listen +10, Jump +16, Spot +11, Sense Motive +10, Swim +35

Feats: Ability Focus (poison), Alertness, Awesome Blow, Diehard, Endurance, Great Fortitude, Improved Bull Rush, Power Attack, Toughness

Environment: Warm aquatic, forest, and swamp

Organization: Solitary or pair

Challenge Rating: 11

Treasure: None

Alignment: Always neutral

Advancement: 25-48 HD (Gargantuan); 49-72 HD (Colossal)

Level Adjustment: —

The mokele m'bembe (moh-KEH-leh m-BEHM-beh) is a dinosaur closely related to the apatosaurus (brontosaurus). A mokele m'bembe is over 40 feet long, with a long neck and tail, leathery dark-brown skin, and a red horn jutting from the center of its head. Mokele m'bembe live in swamps and rivers, spending much time in the water, and feeding on trees, fruit, water plants, and shrubs. Except during mating season, these creatures are exclusively solitary.

Combat

The mokele m'bembe attacks large creatures such as hippos, elephants, and the like, but it ignores most smaller creatures. It finds humanoids irritating, and usually submerges to hide and avoid them. Being a rather stupid creature, the mokele m'bembe cannot tell the difference between a boat and a large animal, and attempts to capsize any boat it encounters.

A mokele m'bembe's flesh is covered in poisonous secretions which affect any creature biting into it.

Capsize (Ex): A submerged mokele m'bembe that surfaces under a boat or ship less than 20 feet long capsizes the vessel every time. It has a 75% chance to capsize a vessel from 20 to 60 feet long and a 50% chance to capsize one over 60 feet long.

Poison (Ex): Ingested, Fortitude DC 31, initial damage 1d6 Con, secondary damage 2d6 Con. The save DC is Constitution-based.

Trample (Ex): Reflex half DC 34. The save DC is Strength-based.

Skills: A mokele m'bembe has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

Giant Bog Turtle

Huge Magical Beast

Hit Dice: 15d10+78 (160 hp)

Initiative: +0

Speed: 30 ft. (6 squares), swim 40 ft. (8 squares)

Armor Class: 26 (-2 size, +18 natural), touch 8, flat-footed 26

Base Attack/Grapple: +15/+35

Attack: Bite+26 melee (3d8+18)

Full Attack: Bite+26 melee (3d8+18)

Space/Reach: 15 ft/10 ft.

Special Attacks: Capsize, current, improved grab, swallow whole

Special Qualities: Darkvision 60 ft., low-light vision, scent

This giant turtle has a brownish green carapace mottled with black splotches. Its head, neck, and limbs are dark green and leathery. Its eyes are pale yellow.

Giant bog turtles are aggressive omnivores that make their lairs deep in desolate swamps, bogs, and marshlands. Their diet consists mainly of large insects, vermin, plants, berries, and aquatic varieties of the aforementioned things. Some, prefer a diet of meat to plants, and feed mainly on marsh animals such as alligators, crocodiles, and the occasional adventurer. Bog turtles are diurnal creatures and spend the nighttime hours sleeping in their lairs.

Giant bog turtles are solitary creatures; rarely is more than one ever encountered. Mating season is the only exception and it is short (one month during the spring). The female lays a clutch consisting of 1d3 +3 eggs. The eggs are buried in swamp mud and hidden from predators. The female stays near the eggs at all times except when eating or hunting. Gestation lasts about 3 months before the eggs hatch. Newborn bog turtles grow rapidly and are self-sufficient within one year. Young reach maturity around four years of age.

A giant bog turtle is about 20 feet long, but can reach lengths of 50 feet.

Combat

A giant bog turtle lies silently, drawn into its shell waiting for prey to pass near. At a distance greater than 30 feet, its shell resembles a large mound of earth or foliage and is often mistaken for such. Once prey moves within range, the giant bog turtle snaps its head out and attempts to swallow a foe. In deep water, it opens its mouth and draws in water, plants, rocks, and swimmers.

Capsize (Ex): A submerged giant bog turtle that surfaces under a boat or ship less than 20 feet

Saves: Fort +14, Ref +9, Will +6

Abilities: Str 34, Dex 10, Con 21, Int 2, Wis 12, Cha 10

Skills: Listen +9, Spot +9, Swim +24

Feats: Alertness, Endurance, Improved Natural Attack (bite), Power Attack, Toughness, Weapon Focus (bite)

Environment: Temperate or warm marshes

Organization: Solitary

Challenge Rating: 12

Treasure: None

Alignment: Always neutral

Advancement: 16-30 HD (Huge); 31-45 HD (Gargantuan)

Level Adjustment: —

long capsizes the vessel 95% of the time. It has a 50% chance to capsize a vessel from 20 to 60 feet long, and a 20% chance to capsize one over 60 feet long.

Current (Ex): As a full round action, a giant bog turtle can induce a strong rush of water that lasts for 5 rounds and pulls all creatures and objects within a 100-foot cone toward its mouth at the rate of 20 feet per round. Creatures can attempt a DC 29 Swim check to resist. A swimming creature cannot take 10 on its Swim check. The check DC is Strength-based.

Improved Grab (Ex): To use this ability, a giant bog turtle must hit an opponent with its bite attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and can swallow the foe in die next round.

Swallow Whole (Ex): A giant bog turtle can try to swallow a grabbed opponent of a smaller size than itself by making a successful grapple check. Once inside, die opponent takes 3d8+18 points of crushing damage and 8 points of acid damage from the turtle's digestive juices. A swallowed creature can cut its way out using claws or a light slashing or piercing weapon to deal 25 points of damage to the turtle's interior (AC 17). Once the creature exits, muscular action closes the hole; another swallowed opponent must cut its own way out.

A Huge bog turtle's interior can hold 2 Medium, 8 Small, 32 Tiny, 128 Diminutive, or 512 Fine opponents.

Skills: A giant bog turtle has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

Giant Sea Slug

Gargantuan Vermin (Aquatic)

Hit Dice: 15d8+99 (166 hp)

Initiative: +0

Speed: Swim 50 ft. (10 squares)

Armor Class: 19 (-4 size, +13 natural); touch 6, flat-footed 19

Base Attack/Grapple: +11/+36

Attack: Bite +19 melee (2d8+16)

Full Attack: Bite +19 melee (2d8+16)

Space/Reach: 20 ft./15 ft.

Special Attacks: Capsize, gulp, paralysis

Special Qualities: Darkvision 60 ft., hold breath, vermin traits

Saves: Fort +15, Ref +5, Will +5

Abilities: Str 32, Dex 10, Con 22, Int 1, Wis 10, Cha 1

Skills: Listen +9, Swim +28

Feats: Cleave, Power Attack, Toughness (x3), Weapon Focus (bite)

Environment: Temperate aquatic

Organization: Solitary

Challenge Rating: 12

Treasure: None

Alignment: Always neutral

Advancement: 16-32 HD (Gargantuan); 33+ HD (Colossal)

Level Adjustment: —

This beast looks like a giant slug with serrated teeth and nine sets of gills along the sides of its body near its head.

Spending a large portion of its life crawling across the floors of lakes and seas, the giant sea slug is rarely encountered, save by accident or happenstance. Stories are told of these great monsters surfacing beneath ships, tipping them over, and then feasting on the survivors. There is little truth to these stories. (Most of the stories that speak of these creatures attacking ships are the result of a giant sea slug surfacing for air beneath a ship that happened to be in the way.)

Giant sea slugs are docile creatures, feeding on kelp, seaweed, and coral.

A giant sea slug is about 30 feet long. It is variable in color: some are gray or greenish-blue; others are white mottled with yellow or brown; and still others are gray mottled red or yellow. It has a large set of antennae that it uses for sight and navigation.

Combat

Giant sea slugs are non-aggressive creatures. Most encounters with giant sea slugs occur when they surface beneath a ship or boat and capsize it. Giant sea slugs may inadvertently swallow sailors or swimmers who are in the water when it opens its mouth.

Capsize (Ex): A giant sea slug has a 100% chance of capsizing boats under 20 feet long, a 75% chance of capsizing a boat from 20 to 60 feet

long, and a 50% chance of capsizing a boat over 60 feet long.

Gulp (Ex): A giant sea slug can try to swallow an opponent up to two sizes smaller than itself by making a bite attack. Once inside, the opponent takes 2d8 + 16 points of bludgeoning damage plus 8 points of acid damage per round from the sea slug's digestive juices. A swallowed creature can cut its way out by using a light slashing or piercing weapon to deal 25 points of damage to the sea slug's stomach (AC 16). Once a creature exits, muscular action closes the hole; another swallowed opponent must cut its own way out.

A Gargantuan sea slug's interior can hold 2 Large, 8 Medium, 32 Small, 128 Tiny, or 512 Diminutive or smaller creatures.

Paralysis (Ex): A giant sea slug's dorsal side is covered with thread-like cilia that deliver a paralytic poison to creatures touching them. Creatures attacking a giant sea slug unarmed or with natural weapons must succeed on a DC 23 Fortitude save or become paralyzed for 6 rounds. The save DC is Constitution-based.

Amphibious (Ex): Although giant sea slugs are aquatic, they can survive indefinitely on land.

Skills: A giant sea slug has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

Lesser Sea Giant

Huge Giant (Aquatic)

Hit Dice: 17d8+102 (178 hp)

Initiative: +1

Speed: 50 ft. (10 squares), swim 40 ft. (8 squares)

Armor Class: 21 (-2 size, +1 Dex, +12 natural), touch 9, flat-footed 20

Base Attack/Grapple: +12/+33

Attack: Gargantuan trident +24/+19/+14 melee (4d6+13) or slam +23 melee (1d6+13) or Gargantuan trident +12 ranged (4d6+13)

Full Attack: Gargantuan trident +24/+19/+14 melee (4d6+13) or 2 slams +23 melee (1d6+13) or Gargantuan trident +12 ranged (4d6+13)

Space/Reach: 15 ft./15 ft.

Special Attacks: Shape water, spell-like abilities

Special Qualities: Darkvision 60 ft., freedom

The depths of the ocean hold many secrets: sunken ships, lost civilizations, fantastic beasts of immense size and profound evil. One such secret that recently surfaced is the lesser sea giant. Lesser sea giants are approximately 20 feet tall, green-skinned, and have white hair streaked with green. Males tend to wear their hair and beards braided, and members of both sexes favor bangles of shells, bits of coral, and other adornments. Lesser sea giants live hermetic lifestyles, staking out a territory and sharing that territory with only natural animals. All other creatures are either killed or chased away. One creature that a lesser sea giant will always attack on sight is a storm giant; there is an ancient hatred between these two races that goes back millennia.

Combat

Lesser sea giants attack using their spell-like abilities, shape water ability and trident. If unarmed, they can attack with their fists. They do not hurl rocks as other giants. Their outsized tridents have a range increment of 20 feet.

Shape Water (Su): Once per day, a lesser sea giant can form a volume of water into the shape of a 20-foot long arm ending in a clenched fist (AC 20, hp 80). The lesser sea giant may use this fist to make a ranged attack with a maximum range of 20 feet, and deal 1d8+13 points of damage as a slam. Any creature struck by this fist must succeed on a DC 20 Fortitude save or be stunned for 1 round. The save DC is Charisma-based. The arm remains for 17 rounds and the lesser sea giant does not need to concentrate to maintain the arm. The fist loses shape

of movement, oversized weapon, rock catching, water breathing

Saves: Fort +16, Ref +6, Will +7

Abilities: Str 37, Dex 13, Con 23, Int 14, Wis 14, Cha 14

Skills: Concentration +19, Intimidate +15, Jump +34, Listen +16, Spot +16, Swim +34

Feats: Cleave, Combat Expertise, Great Cleave, Power Attack, Improved Sunder, Weapon Focus (trident)

Environment: Any aquatic

Organization: Solitary or family (2-4 plus 1 non-combatant, plus 1 sorcerer or cleric of 6th-9th level, plus 2-8 large sharks)

Challenge Rating: 12

Treasure: Standard coins; double goods; standard items

Alignment: Usually neutral evil

Advancement: By character class

Level Adjustment: —

if it reaches 0 hit points, the duration expires, or the lesser sea giant dies or wills the effect to end.

Spell-Like Abilities: 2/day—*control water* (DC 16); 1/day—*control winds*. Caster level 17th. The save DCs are Charisma-based.

Freedom of Movement (Su): Lesser sea giants continuously benefit from *freedom of movement* as the spell (caster level 17th).

Oversized Weapon (Ex): A lesser sea giant wields a great, one-handed trident (big enough for Gargantuan creatures) without penalty.

Rock Catching (Ex): A lesser sea giant can catch Small, Medium, or Large rocks (or projectiles of similar shape). Once per round, a lesser sea giant that would normally be hit by a rock can make a Reflex save to catch it as a free action. The DC is 15 for a Small rock, 20 for a Medium one, and 25 for a Large one. (If the projectile provides a magical bonus on attack rolls, the DC increases by that amount.) The lesser sea giant must be ready for and aware of the attack in order to make a rock catching attempt.

Water Breathing (Ex): A lesser sea giant can breathe underwater indefinitely and can freely use its spell-like abilities and other abilities while submerged.

Skills: A lesser sea giant has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

Russet Diver

Huge Humanoid (Aquatic)

Hit Dice: 15d8+60 (127 hp)

Initiative: +3

Speed: 30 ft. (6 squares), swim 70 ft. (14 squares)

Armor Class: 17 (-2 size, -1 Dex, +10 natural), touch 7, flat-footed 17

Base Attack/Grapple: +11/+29

Attack: Claw +19 melee (1d10+10) or harpoon +19 melee (2d6+10/19-20) or harpoon +8 ranged (2d6+10/19-20)

Full Attack: 2 claws +19 melee (1d10+10) and bite +17 melee (bite 2d6+5) or harpoon +19 melee (2d6+10/19-20) or harpoon +8 ranged (2d6+10/19-20)

Space/Reach: 15 ft./15 ft.

Special Attacks: Rend

Special Qualities: Blood strength,

damage reduction 10/piercing or slashing, regeneration 5, resistance to cold 10, voice of the sea, water dependent

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

Abilities: Str 30, Dex 8, Con 18, Int 6, Wis 8, Cha 11

Skills: Listen +5, Move Silently +5, Spot +5, Swim +18

Feats: Cleave, Greater Cleave, Improved Critical (harpoon), Improved Initiative, Multiattack, Power Attack

Environment: Cold aquatic

Organization: Solitary or pair

Challenge Rating: 12

Treasure: Standard

Alignment: Usually neutral evil

Advancement Range: By character class

Level Adjustment: +4

Russet divers are an ancient breed of fishermen. Although they are not as intelligent as other humanoids, they are fierce fighters, both in hand to hand combat and with their mighty harpoons. They have tails rather than feet, but their arms end in claws, allowing them to rip their prey to pieces. Russet divers are named after the burnt red coloration of their scales.

Combat

The russet diver is not particularly intelligent or cunning. It enters battle with a rage born of its tainted blood, usually hurling its harpoon and then closing to melee with its opponents.

Blood Strength (Su): Once per day, as a free action, the russet diver may give itself a +10 enhancement bonus to Strength for 2d4 rounds.

Rend (Ex): If a russet diver hits with both claw attacks, it latches onto the opponent's body and tears the flesh. This attack automatically deals an additional 2d10+15 points of damage.

Regeneration (Ex): Fire and acid cause normal damage. The russet divers may regenerate lost body parts in 2d4 hours.

Voice of the Sea (Su): The russet diver is able to communicate with all aquatic creatures at will. They use this ability to command various undersea animals to do their bidding. Some are brought to bear as weapons of war, while most are domesticated as food sources.

Water Dependent (Ex): A russet diver can survive out of the water for 1 hour per 1 point of Constitution (after that, refer to the drowning rules on page 33).

Skills: A russet diver has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

Harpoon

A harpoon is a ranged weapon (ranged increment 20 ft.) that deals 2d6 (Huge) of piercing damage on a hit with a critical range of x2. Cost: 64 gp. Weight: 14 lbs.

Firetide Hunter

Huge Magical Beast (Aquatic)

Hit Dice: 18d10+54 (153 hp)

Initiative: +6

Speed: Swim 80 ft. (16 squares)

Armor Class: 24 (-2 size, +2 Dex, +14 natural), touch 10, flat-footed 22

Base Attack/Grapple: +18/+32

Attack: Bite +23 melee (2d6+6) or spines +22 melee (2d6+6 plus 1d6 fire)

Full Attack: Bite +23 melee (2d6+6) or spines +22 melee (2d6+6 plus 1d6 fire)

Space/Reach: 15 ft./10 ft.

Special Attacks: Improved grab, rage, scald, swallow whole

Special Qualities: Blindsense 90 ft., darkvision 60 ft., immunity to fire, keen scent, low-light vision

Saves: Fort +16, Ref +13, Will +9

With an explosion of foam a mighty shark's fin breaks the water's surface. The water around it surges like a tidal wave as it speeds toward you. An intense heat precedes it, the water bubbling around the great fin.

Combat

Firetide hunters are voracious feeders, viciously attacking any creature that comes near. Against foes that show an ability to defend themselves, they try repeated passes raking with their spines and using the Swim-By Attack feat, likely also using Power Attack if the first two or three attacks hit. They are also known for attacking small ships, crushing hulls with their powerful bite or piercing them with their scalding spines.

Improved Grab (Ex): To use this ability, a firetide hunter must hit with its bite attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and can try to swallow the foe the following round.

Rage (Ex): Whenever a firetide hunter takes damage or when any living creature within 360 feet of it takes slashing or piercing damage, the firetide hunter flies into a berserk rage, attacking the nearest creature madly until it or its opponent is dead. A raging firetide hunter gains +4 Strength, +4 Constitution, and -2 AC. The firetide hunter cannot end its rage voluntarily, though the rage never lasts longer than the duration of the encounter.

Scald (Su): The water within 5 feet of a firetide hunter is constantly scalding hot. All creatures in this area take 1d6 points of fire damage per round (Fort DC 22 half). The save DC is Constitution-based.

Abilities: Str 23, Dex 15, Con 17, Int 1, Wis 12, Cha 2

Skills: Listen +13, Spot +14, Swim +14, Survival +1*

Feats: Alertness, Great Fortitude, Improved Initiative, Iron Will, Power Attack, Swim-By Attack (spines only), Weapon Focus (bite)

Environment: Any aquatic

Organization: Solitary, pair, or school (3-6)

Challenge Rating: 13

Treasure: None

Alignment: Always neutral evil

Advancement: 19-36 HD (Huge); 37-54 HD (Gargantuan)

Level Adjustment: —

Swallow Whole (Ex): A firetide hunter can try to swallow a grabbed opponent of a smaller size than itself by making a successful grapple check. The swallowed creature takes 2d6+6 points of crushing damage plus 3 points of acid damage and 3d6 points of fire damage per round from the firetide hunter's digestive system. A swallowed creature can cut its way out by using a light slashing or piercing weapon to deal 20 points of damage to the firetide hunter's gut (AC 17). Once the creature exits, muscular action closes the hole; another swallowed opponent must cut its own way out.

A Huge firetide hunter's interior can hold 1 Large, 2 Medium, 8 Small, 32 Tiny, 128 Diminutive, or 512 Fine opponents.

Keen Scent (Ex): A firetide hunter can notice creatures by scent in a 360-foot radius and detect blood in the water at ranges of up to 3 miles.

Skills: A firetide hunter has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

*A firetide hunter tracking a creature by scent while underwater has a +10 racial bonus on Survival checks.

Swim-By Attack [General]

Prerequisite: Swim speed.

Benefit: When swimming, the creature can take a move action and another standard action at any point during the move. The creature cannot take a second move action during a round when it makes a swim-by attack.

Normal: Without this feat, the creature takes a standard action either before or after its move.

Froghemoth

Huge Aberration

Hit Dice: 16d8+80 (152 hp)

Initiative: +1

Speed: 20 ft. (4 squares), swim 30 ft. (6 squares)

Armor Class: 16 (-2 size, +1 Dex, +7 natural), touch 9, flat-footed 15

Base Attack/Grapple: +12/+24

Attack: Tentacle +14 melee (1d6+4)

Full Attack: 4 tentacles +14 melee (1d6+4) and tongue +12 melee (1d6+2) and bite +12 melee (4d6+2/19-20)

Space/Reach: 15 ft./15 ft.

Special Attacks: Improved grab, swallow whole

Special Qualities: Darkvision 60 ft., resistance to fire 10, slowed by electricity

Saves: Fort +12, Ref +6, Will +11

Abilities: Str 19, Dex 13, Con 20, Int 2, Wis 12, Cha 11

Skills: Hide -2*, Listen +10, Spot +10, Swim +12

Feats: Alertness, Cleave, Great Fortitude, Improved Critical (bite), Multiattack, Power Attack

Environment: Temperate and warm marsh

Organization: Solitary

Challenge Rating: 13

Treasure: Standard

Alignment: Always neutral

Advancement: 17-32 HD (Huge); 33-48 HD (Gargantuan)

Level Adjustment: —

The froghemoth is a weird aberration that dwells in marshes and swamps. It appears as a huge frog-like creature with 4 large tentacles in place of its front legs; a 10-foot long tongue; and a single, retractable eyestalk on top of its head. Its underbelly is yellow, its body green, and its tentacles and upper legs are mottled green.

Combat

The froghemoth attacks using its tentacles and tongue to grab opponents. Grabbed opponents are shoved into the froghemoth's mouth.

Improved Grab (Ex): To use this ability, a froghemoth must hit with its tongue attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and can attempt to swallow the opponent in the following round. A froghemoth that successfully swallows an opponent can use its Cleave feat to grab another opponent with its tongue in the same round.

Swallow Whole (Ex): A froghemoth can try to swallow a grabbed opponent of Medium or smaller size by making a successful grapple check. The swallowed creature takes 2d8+4 points of crushing damage plus 1d8 points of

acid damage per round from the froghemoth's gizzard. A swallowed creature can climb out of the froghemoth's stomach with a successful grapple check. This returns it to the froghemoth's mouth, where another successful grapple check is needed to get free. A swallowed creature can also cut its way out by using a light slashing or piercing weapon to deal 20 points of damage to the froghemoth's stomach (AC 13). Once the creature exits, muscular action closes the hole; another swallowed opponent must cut its own way out.

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

Slowed by Electricity (Ex): A froghemoth takes no damage from electricity, but an electrical attack instead slows a froghemoth, as the spell, for one round.

Skills: A froghemoth has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

*A froghemoth has a +12 racial bonus to Hide checks when in marshlands.

Plesioqigan

Huge Monstrous Humanoid

Hit Dice: 19d8+95 (180 hp)

Initiative: +6

Speed: 20 ft. (4 squares), swim 50 ft. (10 squares)

Armor Class: 22 (-2 size, +2 Dex, +12 natural), touch 10, flat-footed 20

Base Attack/Grapple: +19/+41

Attack: Gargantuan trident +31 melee (4d6+14/19-20) or bite +31 melee (2d8+14)

Full Attack: Gargantuan trident +31/+26/+21/+16 melee (4d6+14/19-20) and bite +26 melee (2d8+7) or Gargantuan trident +19 ranged (4d6+14/19-20)

Space/Reach: 15 ft./15 ft.

Special Attacks: Spell-like abilities

Special Qualities: Darkvision 60 ft., freedom of movement, immunity to

electricity, oversized weapon, water breathing

Saves: Fort +11, Ref +13, Will +12

Abilities: Str 39, Dex 14, Con 21, Int 11, Wis 13, Cha 11

Skills: Concentration +13, Hide +6, Intimidate +8, Listen +9, Spot +9

Feats: Cleave, Combat Reflexes, Great Cleave, Improved Critical (trident), Improved Initiative, Improved Sunder, Power Attack

Environment: Warm aquatic

Organization: Solitary or family (2-4)

Challenge Rating: 13

Treasure: Standard

Alignment: Usually neutral

Advancement: By character class

Level Adjustment: —

A plesioqigan is the magical merging of a storm giant and an elasmosaurus. The creature has a centaur-like build, with a humanoid upper torso grafted onto the body of a beast, in this case a flipped aquatic predator. Some elasmosaurus traits have crept over onto the storm giant half of the plesioqigan as well, notably the sharp, pointed teeth and the grayish-green skin coloration. Plesioqigans have long, flowing gray or green hair; beards are common on the males. The first plesioqigans were self-created by storm giant wizards dabbling in crossbreeding experiments, seeking to explore the limits of transmutation magic. The results speak for themselves: plesioqigans enjoy a mastery of the oceans rivaled only by storm giants and their fierce enemies, the sea giants.

Plesioqigans frequently make their lairs in deep aquatic trenches, often many miles below the ocean's surface. They are generally on good terms with storm giants and attack sea giants on sight.

Plesioqigans speak Giant. Many of them choose to become clerics or barbarians.

Combat

Plesioqigans wield Gargantuan tridents in battle but prefer using them as melee weapons

rather than hurling them. They tend toward savageness in battle, often ripping into enemies with their sharp teeth. On the ocean's surface, plesioqigans put their spell-like abilities to good use, especially against enemy surface ships.

Spell-Like Abilities (Su): 2/day—*control weather*: Caster level 20th. 1/day—*call lightning* (DC 13), *chain lightning* (DC 16). Caster level 15th. The save DCs are Charisma-based.

Freedom of Movement (Su): A plesioqigan continuously benefits from *freedom of movement* as the spell (caster level 15th).

Oversized Weapon (Ex): A plesioqigan wields a great, one-handed trident (big enough for Gargantuan creatures) without penalty.

Water Breathing (Ex): A plesioqigan can breathe underwater indefinitely and can freely use its spell-like abilities and other abilities while submerged.

Skills: A plesioqigan has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

Morgathrell

Gargantuan Magical Beast (Aquatic)

Hit Dice: 24d10+216 (348 hp)

Initiative: -3

Speed: Swim 40 ft. (8 squares)

Armor Class: 19 (-4 size, -3 Dex, +16 natural), touch 3, flat-footed 19

Base Attack/Grapple: +24/+48

Attack: Tentacle rake +32 melee (2d8+12)

Full Attack: 2 tentacle rakes +32 melee (2d8+12)

Space/Reach: 20 ft./15 ft. (200 ft. with tentacles)

Special Attacks: Capsize, improved grab, swallow whole

Special Qualities: Blindsight 300 ft.

Saves: Fort +22, Ref +11, Will +7

Abilities: Str 35, Dex 4, Con 26, Int 1, Wis 9, Cha 5

Skills: Hide +0*, Listen +6, Swim +25

Feats: Endurance, Toughness (x8)

Environment: Any aquatic

Organization: Solitary

Challenge Rating: 14

Treasure: Triple standard

Alignment: Always neutral

Advancement: 25-48 HD (Gargantuan); 49-72 HD (Colossal)

Level Adjustment: —

Morgathrells are massive sea creatures that anchor themselves to the ocean floor and prey on whales and ships.

A morgathrell resembles an enormous gray and black worm 20 feet in diameter, 60 feet long, and weighing over 30 tons. Two tentacles, hundreds of feet long and covered in bony spines emerge from a morgathrell's sides. A morgathrell's three-pronged mouth can stretch open to almost twice the width of its body, revealing numbers of enormous, jagged white teeth.

A morgathrell spends most of its life asleep, half its body buried in the ocean floor, developing a covering of silt and plants. This natural camouflage allows a morgathrell to avoid frightening potential meals. When a moving target of sufficient size does approach a morgathrell, the creature rises up, whipping its tentacles through the water and trying to drag its prey to its mouth. Vast fortunes have been found within the bellies of morgathrells: the former cargos of devoured ships.

Combat

Morgathrells focus on one opponent at a time, doing everything they can to devour their enemies and never realizing the possibility of defeat.

Capsize (Ex): A submerged morgathrell that surfaces under a boat or ship less than 20 feet long capsizes the vessel 95% of the time. It has a 50% chance to capsize a vessel from 20 to 60 feet long and a 20% chance to capsize one over 60 feet long.

Improved Grab (Ex): To use this ability, a morgathrell must hit with a tentacle rake attack. It

can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and can transfer a grabbed opponent to its mouth on its next turn, swallowing the creature.

Swallow Whole (Ex): A morgathrell can transfer a grabbed Huge or smaller victim from a tentacle to its mouth as a move action, automatically swallowing the creature. Once inside, the opponent takes 4d8+12 points of bludgeoning damage per round from the morgathrell's gizzard. A swallowed creature can cut its way out by using a light slashing or piercing weapon to deal 40 points of damage to the gizzard (AC 18). Once the creature exits, muscular action closes the hole; another swallowed opponent must cut its own way out.

A Gargantuan morgathrell's interior can hold 2 Huge, 8 Large, 32 Medium, 128 Small, or 512 Tiny or smaller opponents.

Blindsight (Ex): Morgathrells can sense all foes within 300 feet by water vibrations. Beyond that range, they are considered blinded. Morgathrells are invulnerable to gaze attacks, visual effects of spells such as illusions, and other attack forms that rely on sight.

Skills: A morgathrell has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

*A morgathrell's accumulation of earth and sea life over its body grants it a +16 circumstance bonus on Hide checks underwater.

Narwhale

Large Magical Beast (Aquatic)

Hit Dice: 11d10+66 (126 hp)

Initiative: +2

Speed: Swim 50 ft. (10 squares)

Armor Class: 21 (-1 size, +2 Dex, +10 natural), touch 11, flat-footed 19

Base Attack/Grapple: +11/+22

Attack: Gore +21 melee (2d6+14)

Full Attack: Gore +21 melee (2d6+14)

Space/Reach: 10 ft./10 ft.

Special Attacks: Purifying touch, skewer

Special Qualities: Blindsight 120 ft., damage reduction 15/magic, darkvision 60 ft., hold breath, immunities, low-light vision, magic circle against evil, resistance to cold 30, sea lore, spell-like abilities, spell resistance 20, whale song, wild empathy

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

Abilities: Str 24, Dex 14, Con 22, Int 16, Wis 23, Cha 22

Skills: Heal +16, Knowledge (arcana) +13, Knowledge (nature) +13, Listen +15*, Spellcraft +15, Spot +15*, Survival +10 (+12 in aboveground natural environments), Swim +15

Feats: Cleave, Endurance, Improved Natural Attack (gore), Power Attack

Environment: Temperate and cold aquatic

Organization: Solitary or pair

Challenge Rating: 14

Treasure: Standard

Alignment: Always neutral good

Advancement: By character class

Level Adjustment: –

Narwhales are large mottled white or gray whales with a single bone horn several feet in length protruding from their forehead. Narwhales are well known for their magical powers and wisdom among healers, mystics, and teachers of the seas. Found in the colder regions of the ocean, they show themselves rarely, appearing to aid those who seek knowledge and guidance or to put down those who seek to do harm.

Although they are powerful warriors, these creatures prefer the role of advisor and are always ready to help others with knowledge or advice. They are renowned for helping heroes complete quests through counsel and are riddle masters with few peers under the waves. Many rulers of aquatic realms are said to seek their council in times of strife.

Narwhale horns are a potent ingredient when making healing items. A single horn can reduce the cost of such magic items by 3,000 gp, even completely eliminating the cost if the item costs less than that. This spurs many less-respectable creatures to seek out narwhales in the hope of harvesting their horns. Narwhales speak Aquan, Elven, Orcan and usually Common. They can also communicate using their whale song ability.

Combat

If attacked by a superior force, a narwhale flees and seeks help, only fighting if given no other choice. If it thinks it can defeat the force, the narwhale fights alone and flees only as a last resort. These creatures have allies at their sides when possible, especially when taking offensive action. Their allies' are typically orcan, tritons, war whales other animals of the sea. Narwhales

attack with their horns and use their spell-like abilities to keep themselves protected and healed.

A narwhale horn is a +4 magic weapon (as indicated in stat block). It functions as a +4 spear if removed from the creature. The horn's magic fades with time after removal, losing 1 point of enhancement bonus per month until the magic is gone. The horn also loses its purifying touch power over time if removed from the narwhale, becoming inert after four months; any magical items to be created with the horn as an ingredient must be made before its powers fade.

Purifying Touch (Su): The narwhales horn is charged with positive energy, making it a very potent weapon against undead. If the narwhale strikes an undead creature with its horn attack, the undead takes double damage.

Skewer (Ex): When a narwhale makes a charge attack using its horn, the threat range of the horn increases to 19-20 and deals triple damage.

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

Hold Breath (Ex): A narwhale can hold its breath for a number of minutes equal to its 10 x its Constitution score before it risks drowning.

Immunities (Ex): Narwhales have immunity against poison, charm effects, disease, and all forms of compulsion.

Magic Circle against Evil (Su): This ability continuously duplicates the effect of the spell. A

narwhale cannot suppress this ability. If this ability is negated, it can be resumed as a free action.

Sea Lore (Ex): Because of their many allies, narwhales are well informed of everything that happens in the oceans of the world. This ability functions like the bard's bardic knowledge class feature, except that it only applies to oceans of the world. When making sea lore checks the narwhale has a +14 bonus.

Spell-Like Abilities: A narwhale can use detect evil at will as a free action. It can use *cure light wounds* 5 times per day, *cure moderate wounds* 3 times a day, *cure serious wounds* once a day, *remove curse* once a day, *cure disease* once a day, and *restoration* once a day (all caster level 10th) by touching the target of the spell with its horn. Once per day it can use *neutralize poison* (DC 21, caster level 10th) with a touch of its horn.

Orb Beast

Huge Aberration

Hit Dice: 11d8+55 (104 hp)

Initiative: +5

Speed: 20 ft. (4 squares), swim 20 ft. (4 squares)

Armor Class: 24 (-2 size, +1 Dex, +15 natural), touch 9, flat-footed 23

Base Attack/Grapple: +8/+24

Attack: 10 eye rays +7 ranged touch or bite +9 melee (3d6+8)

Full Attack: 10 eye rays +7 ranged touch and bite +9 melee (3d6+8)

Space/Reach: 15 ft./10 ft. (5 ft. with bite)

Special Attacks: Eye rays

Special Qualities: All-around vision, blindsense 30 ft., darkvision 60 ft., fast healing 15, low-light vision

This monster is no hydra, although it bears a superficial resemblance to one. Instead of snake-like heads however, it has many long necks, each ending in an enormous alien eye that oozes with a yellowish fluid. The eyes periodically emit flashes of light and magical energy.

Combat

Orb beasts are viciously territorial, normally attacking any creature that "invades" their terrain. They are intelligent enough not to assault an invader who appears mightier than they are; similarly, if weaker intruders are capable of communicating with them and skilled at diplomacy, orb beasts may be found willing to

The save DC is Charisma-based.

Whale Song (Ex): Narwhales use whale song to communicate over vast distances underwater. They can communicate up to 100 miles away with other whales in this manner, but can convey only basic information in that manner. They can also use whale calls to communicate with orcam up to five miles away.

Wild Empathy (Ex): This power works like the druid's wild empathy class ability, except that a narwhale has a +6 racial bonus on the check.

Skills: *Narwhales have a +4 racial bonus to Spot and Listen checks. These bonuses are lost if its blindsight is negated. Narwhales also have a +8 racial bonus on any Swim checks. They can always choose to take 10 on a Swim check, even if distracted or endangered. They can use the run action while swimming, provided movement is in a straight line.

Saves: Fort +10, Ref +4, Will +8

Abilities: Str 26, Dex 13, Con 21, Int 12, Wis 12, Cha 15

Skills: Listen +19, Search +19, Spot +19, Survival +1 (+3 following tracks), Swim +16

Feats: Alertness, Great Fortitude, Improved Initiative, Shot on the Run

Environment: Warm marsh or underground

Organization: Solitary

Challenge Rating: 14

Treasure: Standard

Alignment: Usually lawful evil

Advancement: 12-22 HD (Huge); 23-33 HD (Gargantuan)

Level Adjustment: —

allow them to pass in exchange for a bribe of great riches or a potent magic item.

When they do engage in combat, orb beasts prefer to remain at a distance and use their eye rays, but they have no compunction about biting an opponent who comes close enough. They sometimes use their telekinesis power to drag opponents (particularly held opponents) into their maw.

Orb beasts can attack as a standard action with all of their eye rays at no penalty, even if they take a move action during the round; if an orb beast takes no move, it may bite and use all of its eye rays as a full attack action.

A normal orb beast can be killed only by slaying the body. However, to reduce its offensive capabilities, it is generally necessary to cut off its eye stalks. To sever a stalk, an opponent must make a successful sunder attempt with a slashing weapon. (The player should declare where the attack is aimed before making the attack roll.) Making a sunder attempt provokes an attack of opportunity unless the attacker has the Improved Sunder feat. An opponent can strike at an orb beast's eye stalks from any position in which he could strike at the orb beast itself, since the stalks writhe and whip about in combat.

Each of an orb beast's eye stalks has hit points equal to the creature's full normal hit point total divided by 10. Thus, an average orb beast has 104 hp, so a single blow dealing 10 or more points of damage severs an eye stalk ($104 / 10 = 10.4$, rounded down to 10). Losing an eye stalk deals no damage to the orb beast's body. A natural reflex seals the stalk shut to prevent further blood loss. The orb beast can no longer use the eye ray associated with that particular head, but suffers no other penalties.

Each time an eye stalk is severed, a new eye springs from the stump in 1d4 rounds. To prevent a severed eye stalk from growing back, at least 5 points of acid or fire damage must be dealt to the stump (a touch attack to hit) before the new eye appears. A flaming weapon (or similar effect) deals its energy damage to the stump in the same blow that severs the stalk. Fire or acid damage from an area effect (such as a fireball) may burn multiple stumps in addition to dealing damage to the orb beast's body. A severed eye stalk that has been cauterized by acid or fire still regrows in about a month.

An orb beast's body can be slain just like any other creature's, but orb beasts possess fast healing and, like hydras, are difficult foes to slay in this manner. Any attack that is not (or cannot be) an attempt to sunder an eye stalk affects the body. For example, area effects deal damage to the body, not to the eye stalks. Targeted magical effects cannot sever an eye stalk (and thus must be directed at the body) unless they deal slashing damage and could be used to make a sunder attempt.

Spells such as *finger of death* and *slay living* kill an orb beast outright if they succeed.

Eye Rays (Su): Each of the orb beast's 10 eyes can produce a magical ray once per round, even when the orb beast is attacking physically or moving. The necks of the orb beast are long and

flexible enough to allow it to aim any of its eyes in any direction except directly beneath its body.

Each eye ray resembles a spell cast by a 13th-level sorcerer; all rays have a range of 150 feet and a save DC of 17. The save DCs are Charisma-based.

Charm Monster: As spell, Will negates. Orb beasts use this ray to confuse the opposition, usually employing it early in a fight.

Charm Person: As spell, Will negates. Orb beasts use this ray in the same manner as the charm monster ray.

Disintegrate: As spell, Fortitude partial. The orb beast uses this ray on any foe it considers a serious threat.

Fear: As spell, except that it targets one creature (Will negates). Orb beasts like to use this early in the fight against creatures which look to have a low Will save.

Finger of Death: As spell, Fortitude partial. Orb beasts use this ray to eliminate dangerous foes quickly.

Flesh to Stone: As spell, Fortitude negates. Orb beasts like to aim this ray at enemy spellcasters.

Inflict Moderate Wounds: This works as the spell, but at range (Will half).

Sleep: This works like the spell, except that it affects one creature with any number of Hit Dice (Will negates).

Slow: This works like the spell, except that it affects one creature (Will negates).

Telekinesis: As spell, Will negates. Orb beasts like to use this ray to disarm powerful creatures or against spellcasters, drawing them into the orb beast's maw.

All-Around Vision (Ex): Orb beasts are exceptionally alert and circumspect. They can't be flanked.

Fast Healing (Ex): Each round, an orb beast heals a number of hit points equal to $10 + 1/2$ its Hit Dice.

Skills: An orb beast has a +4 racial bonus on Spot and Search checks, and a +2 racial bonus on Listen checks due to its multiple eyes.

An orb beast has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

Blackwater Slough

Huge Ooze

Hit Dice: 12d10+36 (102 hp)

Initiative: -1

Speed: 5 ft. (1 square), swim 10 ft. (2 squares)

Armor Class: 11 (-2 size, -5 Dex, +8 natural), touch 3, flat-footed 11

Base Attack/Grapple: +9/+12

Attack: —

Full Attack: —

Space/Reach: 15 ft./0 ft.

Special Attacks: Frigid aura, spell-like abilities

Special Qualities: Damage reduction 15/bludgeoning and magic, darkvision 60 ft., low-light vision, immunity to cold, ooze traits, shadow servant, spell resistance 27, telepathy 200 ft.

Saves: Fort +7, Ref +1, Will +6

Abilities: Str 1, Dex 1, Con 17, Int 24, Wis 10, Cha 22

Skills: Bluff +19, Concentration +14, Diplomacy +21, Disguise +6 (+8 acting), Intimidate +21, Knowledge (any three) +18, Listen +11, Search +18, Sense Motive +11, Spellcraft +18, Spot +11, Survival +0 (+2 following tracks), Swim +6

Feats: Combat Casting, Improved Initiative^B, Iron Will, Lightning Reflexes, Persuasive

Environment: Cold marshes and underground

Organization: Solitary

Challenge Rating: 15

Treasure: None

Alignment: Always neutral evil

Advancement: 13-24 HD (Huge); 25-36 HD (Gargantuan); 37-48 HD (Colossal)

Level Adjustment: —

Blackwater sloughs are frozen sheets of black fluid with strange white and yellow eyes occasionally bobbing into view. Fabled as the tainted runoff from a lake that contains an evil ancient race, blackwater slough do not die of natural causes and are extremely patient to see their plans come to fruition. They plot and connive, arranging the downfall of both good and evil through manipulation, illusions, and bargains with glory-seekers. Sloughs pit good and evil beings against one another, hoping all are destroyed.

Blackwater sloughs move slowly, rippling and flowing toward their destinations. Most make their homes in marshes or damp caverns, seeping through cracks in the earth and remaining in one place as long as possible. Those who must travel prefer to do so in water, where they can let themselves be carried by currents. They smell strongly of mildew, but frequently disguise their scent through magic.

Combat

Direct combat is a last resort for blackwater sloughs; they prefer arranging the deaths of their enemies from afar. When pressed into battle, however, they are formidable. Often forewarned of their opponents' approach, sloughs fill their homes with illusory walls and screens to confuse their foes. Once this is done, creatures summoned with *shadow*

conjuration provide distracting (and occasionally dangerous) fodder, and are easily replaced when killed. Attacks with *greater shadow evocation*, *horrid wilting*, and *shades* come next, with *maze* reserved for use against particularly dangerous individuals (such as creatures with *true seeing*).

A blackwater slough's natural weapons, as well as any weapons it wields, are treated as magic weapons for the purpose of overcoming damage reduction.

Frigid Aura (Su): Once per round, as a free action, a blackwater slough can create an aura of intense cold in a 30-foot radius burst. Any creature within this area must succeed on a DC 19 Fortitude save or take 1d6 points of cold damage. Those damaged by the cold must also succeed on a DC 19 Will save or be affected as by a *slow* spell (caster level 14th) for 1d4 rounds. The save DCs are Constitution-based.

Spell-Like Abilities: At will—*arcane sight*, *control water* (DC 22), *dancing lights*, *detect scrying*, *dream*, *false vision*, *ghost sound* (DC 16), *hypnotic pattern* (DC 18), *illusory script* (DC 19), *illusory wall* (DC 20), *misdirection* (DC 18), *persistent image* (DC 21), *prying eyes*, *shadow conjuration* (DC 20), *hideous laughter* (DC 18), *ventriloquism* (DC 17); 3/day—*black tentacles*, *greater shadow evocation* (DC 24), *mirage arcana*

(DC 21), *nightmare* (DC 21), *phantasmal killer* (DC 20), *rainbow pattern* (DC 20), *scrying* (DC 20), *shades* (DC 25); 1/day—*horrid wilting* (DC 24), *maze*, *screen* (DC 24). Caster level 14th. The save DCs are Charisma-based. These abilities can only be used through the blackwater slough's shadow servant.

Shadow Servant (Su): As a full-round action, a blackwater slough can create a shadowy humanoid servant. This ability is identical to a *project image* spell (caster level 14th), with the following exceptions: a shadow servant does not mimic the appearance of the slough, has an

unlimited duration, and does not allow a Will save to disbelieve. The slough can only use its spell-like abilities through the shadow servant. A successful *dispel magic* spell cast on the shadow servant destroys it, after which the slough may not create another for 5 rounds.

Skills: A blackwater slough has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

Flora and Fauna

Mangrove Swamps: Coastal wetlands found in tropical and sub-tropical regions. They are often found in estuaries and protected tidal bays. Mangrove swamps are where salt and freshwater intermingle with the tide. The basis of mangrove swamps is the mangrove tree, whose aerial roots allow them to flourish in the shallow brackish waters. These trees hold the soil down and create an ecosystem for salt-loving plants, algae, bacteria, filter feeders, wading birds, fish, and crocodiles. Mangrove swamps also act as nurseries for big sea-faring fish like sharks and tarpons. They diminish shoreline erosion, reducing the negative effects of heavy surf and incoming storms.



Sea Giant

Gargantuan Giant (Aquatic)

Hit Dice: 32d8+32 (176 hp)

Initiative: +2

Speed: 40 ft. (8 squares), swim 60 ft. (12 squares)

Armor Class: 28 (-4 size, +2 Dex, +15 natural, +5 conch-shell armor), touch 8, flat-footed 26

Base Attack/Grapple: +24/+55

Attack: Trident +40 melee (3d6+19/19-20) or trident +20 ranged (3d6+19/19-20) or net +20 ranged (entangle)

Full Attacks: Trident +40/+35/+30/+25 melee (3d6+19/19-20) or trident +38/+33/+28/+23 melee (3d6+19/19-20) and net +21/+16/+11 ranged (entangle) or trident +23/+18/+13/+8 ranged (3d6+19/19-20) or trident +21/+16/+11/+6 ranged (3d6+19/19-20) and net +21/+16/+11 ranged (entangle)

Space/Reach: 20 ft./20 ft.

Special Attacks: Net fighting, rock throwing, siren song

Special Qualities: Amphibious, dehydration, low-light vision, rock catching

Saves: Fort +19, Ref +12, Will +10

Abilities: Str 48, Dex 15, Con 13, Int 11, Wis 10, Cha 12

Skills: Climb +24, Intimidate +16, Jump +28, Listen +15*, Move Silently +17*, Spot+15*, Swim +27

Feats: Awesome Blow, Greater Two-Weapon Fighting^B, Improved Bull Rush, Improved Critical (trident), Improved Two-Weapon Fighting^B, Point Blank Shot, Power Attack, Precise Shot, Quick Draw, Rapid Shot, Two-Weapon Fighting, Weapon Focus (net), Weapon Focus (trident)

Environment: Any aquatic

Organization: Solitary, pair, family (2-4 plus 50% non-combatants) or tribe (21-30 led by a 3rd-5th level ranger, plus a druid or cleric of 2nd-4th level, plus 35% non-combatants, plus either 2-12 sharks, 1-2 giant squid, or 2-4 orcas, plus 25% chance of one kraken, plus 50% chance of 2-12 sea lions, plus 30% chance of 1-4 humans)

Challenge Rating: 15

Treasure: Standard

Alignment: Usually neutral

Advancement: By character class

Level Adjustment: —

Sea giants are distant, imposing, and often silent in demeanor. Most prefer to have little to do with non-aquatic creatures unless absolutely necessary. On the rare occasions that they have business with sailing vessels or land-dwellers, sea giants will rise slowly out from the waves, silent and staring down to ensure such folk have every opportunity to see just how terrifying they are. Sea giants make certain all parties concerned treat the occasion with sufficient gravity before they commence any negotiation.

Sea giants are huge, with blue-green skin, bright green eyes and brown seaweed for hair. Indeed their whole bodies are often draped with weeds. Their skin sometimes resembles fish-scales, but just as often is more like sea-adapted mammalian skin such as that of a dolphin or whale.

Sea giants stand some 32 to 35 feet tall, but are of normal human proportions rather than having the broad and savage build of some of the other giants. They typically weigh 40,000 to 50,000 pounds. A sea giant can live to be up to 1,200 years old.

Sea giants do not usually carry bags, but tie larger items directly to their belts with lengths of tough seaweed. A sea giant going hunting or fishing will use his net to drag back anything he catches. Sea giants usually carry at least four or five tridents, often clutching the extra weapons under their left arms. Most sea giants prefer to leave the bulk of their treasure in their lairs, carrying only items they expect to be useful on the particular trip they are taking. This usually includes any magic items they have and are able to use, since such items are generally highly portable and potentially lifesaving.

Combat

Sea giants armed for war carry tridents and nets, although this is also the typical gear of a sea giant going hunting and fishing for his supper. They wear a variety of armors made from the natural products of the sea. Most prefer to entangle their opponents with nets before either moving in to finish them off with their tridents or dragging them off to a suitable prison. When throwing tridents at

enemies, a sea giant may very well use all of them in the same round, firing one after another in rapid succession. They sometimes collect huge boulders off the seabed to hurl when fighting surface vessels or attacking coastal regions. A sea giant throw rocks above the surface, but thrown rocks are not effective weapons at all underwater, as the drag of the water slows them down almost as soon as they are hurled. Here the giants make use of their massive tridents, which are designed to be hurled underwater.

Female sea giants often look to passing vessels for new husbands, luring sailors into the water. Though their shipmates may assume them drowned, such sailors often find their enormous new “wives” to be more pleasant company than the often harsh captains and mates they once served under. These sea giantesses, often known as “wave maidens,” usually do not bear obvious weaponry such as the tridents and nets carried by sea giants of either sex when they go to war. Some may instead play sweet tunes on harps, lyres, or conch-horns, enhancing their seductive song, or carry combs and mirrors with which to beautify them. Female sea giants are notorious for their seductive singing and sensual dances, with which they lure sailors down into their watery homes, perhaps being partially responsible for some of the legends of sirens.

Net Fighting (Ex): A sea giant wields a huge net that can be thrown up to maximum range of 40 feet, and has a 40-foot-long trailing rope used to control whatever is caught within. A sea giant may use a properly folded net as a shield instead of throwing it, gaining a +2 shield bonus to AC. A sea giant may fold a net ready for use as a full-round action. A sea giant has weapon familiarity with the net as a racial ability, and uses a net as if it were a light weapon.

Rock Throwing (Ex): The range increment is 200 feet for a sea giant’s thrown rocks. It uses both hands when throwing a rock.

Siren Song (Sp): By singing for a full round, a female sea giant can produce an effect similar to a *dominate person* spell targeting any male humanoid, monstrous humanoid, or giant within 60 feet. The DC for the Will save is 27, but the DC increases by +1 for each week that has passed

since the target last saw a female of his own species. If the target fails the saving throw, he is also affected as if by a *water breathing* spell for as long as he remains within 60 feet of the sea giant. This is a sonic, mind-affecting effect. The save DC is Charisma-based.

Amphibious (Ex): Sea giants can breathe both air and water with equal facility, and are at home in both salt and fresh water. However, they are poorly adapted for life on land and begin to dehydrate if traveling ashore.

Dehydration (Ex): A sea giant that spends more than one hour out of water begins to dehydrate. For every hour after the first that a sea giant spends on land, it suffers 2d10 points of nonlethal damage. The sea giant can only recover this nonlethal damage while submerged in water. If a sea giant is rendered unconscious in this way, it will begin to suffer 2d10 points of lethal damage every hour until it is submerged again.

Rock Catching (Ex): A sea giant can catch Small, Medium, or Large rocks (or projectiles of similar shape). Once per round, a sea giant that would normally be hit by a rock can make a Reflex save to catch it as a free action. The DC is 15 for a Small rock, 20 for a Medium one, and 25 for a Large one. (If the projectile provides a magical bonus on attack rolls, the DC increases by that amount.) The sea giant must be ready for and aware of the attack in order to make a rock catching attempt.

Sea Giant’s Trident: A sea giant uses a special trident that is exceptionally aerodynamic and hydrodynamic, and is designed to be hurled for especially long distances. When thrown through the air, these massive tridents have a range increment of 50 feet, and when thrown underwater they have a range of 25 feet.

Skills: A sea giant has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

*A sea giant has a +8 circumstance bonus on all Listen, Move Silently and Spot checks while in an aquatic environment.

Kalavij

Gargantuan Aberration (Aquatic, Psionic)

Hit Dice: 20d8+144 (234 hp)

Initiative: +6

Speed: 25 ft. (5 squares), swim 75 ft. (15 squares)

Armor Class: 20 (-4 size, +2 Dex, +12 natural), touch 8, flat-footed 18

Base Attack/Grapple: +15/+43

Attack: Tentacle +24 melee (2d8+12)

Full Attack: 10 tentacles +24 melee (2d8+12)

Space/Reach: 20 ft./15 ft. (100 ft. with tentacles)

Special Attacks: Ghost ship, improved grab, psi-like abilities, sonic blast

Special Qualities: Darkvision 60 ft.

A kalavij is a black-scaled fish-shaped monster with ten 100-foot-long tentacles. It lives on the ocean floor near the coastline, rarely deeper than 100 feet. A kalavij never surfaces, but it uses psionic abilities to create illusions to draw its prey near.

Not only is the kalavij massive (some say hundreds of thousand pounds), it is also ancient, rumored to live hundreds of years. Being long-lived, the kalavij has a vast memory, including which ships are more effective at attracting curious prey.

Combat

The kalavij uses a psionically-created illusion to convince its victims that they have found an abandoned ship. This ploy enables it to snare both greedy looters looking for treasure and those wishing to offer assistance to survivors. Once it has its victims within its grasp, it pulls them to the ocean floor to devour them. A kalavij has difficulty maneuvering its tentacles close to its body, so it attempts to hold struggling captives at a distance until they drown. When fighting foes within 50 feet of its body, the kalavij takes a -2 penalty on all melee attacks.

Ghost Ship (Sp): Once per day, a kalavij can use psionics to disguise its tentacles as an abandoned vessel. This ability functions like the *mirage arcana* spell, except as follows. The illusion disguises the tentacles completely and is remarkably detailed, even to the appearance of crates, bundles of rope, and cargo on the decks. Anyone who sees this ghost ship must succeed on a DC 23 Will save or succumb to an uncontrollable urge to board it. The rationale for such a boarding varies with the character, but it may be as simple as greed or as altruistic as a desire to search for survivors and render aid. A character that interacts with the ship in any way also receives a DC 23 Will save to realize it is unreal. Once the "ship" is boarded, the kalavij will try to seize the hapless victims and drag them down to the ocean

Saves: Fort +13, Ref +8, Will +12

Abilities: Str 35, Dex 14, Con 24, Int 8, Wis 11, Cha 17

Skills: Diplomacy +5, Sense Motive +12, Spot +12, Swim +20

Feats: Improved Grapple, Improved Initiative, Power Attack, Psionic Body, Psionic Fist, Quicken Power, Weapon Focus (tentacle)

Environment: Any aquatic

Organization: Solitary

Challenge Rating: 16

Treasure: Triple standard

Alignment: Often chaotic neutral

Advancement: 21-40 HD (Gargantuan)

Level Adjustment: —

floor, where it devours them at its leisure. This is a psionic, mind-affecting effect. The save DCs are Charisma-based.

Improved Grab (Ex): To use this ability, a kalavij must hit with its tentacle attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and deals automatic tentacle damage each round.

Psi-Like Abilities: At will—*detect psionics*, *ego whip* (2d4, DC 16*), *empty mind* (+5 Will saves*), *know direction & location*, *painful strike*; 3/day—*concussion blast* (three targets*), *inflict pain* (three targets, DC 17*); 1/day—*aura alteration*, *id insinuation* (three targets, DC 17*), *intellect fortress*, *psionic suggestion* (three targets, DC 15*), *psychic crush* (DC 14**), *thought shield* (power resistance 17, 5 rounds). Manifest level 7th. The save DCs are Charisma-based.

*Includes augmentation for the kalavij's manifest level. **Includes the inherent +4 save adjustment described in the power.

Sonic Blast (Su): Twice per day, a kalavij can use a *sonic blast* to stun its prey. This effect is a 50-foot-radius burst centered on the kalavij. Any creature within this area must succeed on a DC 27 Reflex save or be stunned for 1d6 rounds. A kalavij typically saves this attack for use against any threat that moves close to its body. It uses the time that its victim is stunned to back away and resume its tentacle attacks. This is a sonic, mind-affecting effect. The save DC is Constitution-based.

Skills: A kalavij has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

Lau

Gargantuan Aberration

Hit Dice: 15d8+105 (172 hp)

Initiative: +5

Speed: 50 ft. (10 squares)

Armor Class: 19 (-4 size, +1 Dex, +12 natural), touch 7, flat-footed 18

Base Attack/Grapple: +11/+33

Attack: Tentacle +17 melee (1d8+10)

Full Attack: 6 tentacles +17 melee (1d8+10) and bite + 12 melee (4d6+5) + poison

Space/Reach: 20 ft./15 ft.

Special Attacks: Improved grab, paralyzing gaze, poison, spines, swallow whole

Special Qualities: Darkvision 60 ft.

Saves: Fort +12, Ref +8, Will +11

Abilities: Str 30, Dex 12, Con 24, Int 15, Wis 15, Cha 17

Skills: Bluff +13, Diplomacy +5, Disguise +3 (+5 acting), Hide +9, Intimidate +17, Jump +18, Listen +14, Move Silently +10, Search +15, Spot +14, Survival +2 (+4 following tracks), Swim +16

Feats: Alertness, Improved Initiative, Lightning Reflexes, Persuasive, Power Attack, Stealthy

Environment: Warm swamp

Organization: Solitary

Challenge Rating: 16

Treasure: 10% coins, 50% goods, 50% magic

Alignment: Always neutral

Advancement: 16-30 HD (Gargantuan), 31-45 HD (Colossal)

Level Adjustment: —

From a distance, the lau simply appears to be a gigantic hooded snake, between 40 and 100 feet in length, with alternating brown and yellow stripes. On closer inspection, however, its appearance becomes even more striking. Its scales are intermixed with tufts of wiry needle-like hairs, the “hood” is actually a writhing mass of grasping tentacles, and its eyes flash with a malevolent yellow light. It is said that the rumbling hiss of the lau can be mistaken for a herd of grazing elephants.

Despite being extremely intelligent, lau cannot speak, though they can understand both Common and Draconic.

Combat

The lau attacks by lashing out at foes with its tentacles, and biting with its huge fangs. It immediately attempts to swallow any creature struck by one or more of its tentacles.

Improved Grab (Ex): To use this ability, a lau must hit a Large or smaller opponent with a tentacle attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and can attempt to swallow its foe whole in the following round.

Paralyzing Gaze (Su): Paralysis for 2d4 rounds, 30 feet, Fortitude DC 20 negates. The save DC is Charisma-based.

Poison (Ex): Injury, Fortitude DC 24, initial and secondary damage 1d4 Dex. The save DC is Constitution-based.

Spines (Ex): Anyone attacking a lau in melee combat must succeed on a DC 18 Reflex save or suffer 1d4 points of damage from contact with the creature’s spines, as well as being poisoned by the spines. Weapons with reach can attack the creature from a distance and do not subject the wielder to damage from the spines. The save DC is Dexterity-based.

Swallow Whole (Ex): A lau can try to swallow a grabbed opponent of Large or smaller size by making a successful grapple check. The swallowed creature takes 2d8+10 points of crushing damage plus 1d10 points of acid damage per round from the lau’s gizzard. A swallowed creature can climb out of the stomach with a successful grapple check. This returns it to the lau’s mouth, where another successful grapple check is needed to get free. A swallowed creature can also cut its way out by using a light slashing or piercing weapon to deal 25 points of damage to the lau’s gut (AC 16). Once the creature exits, muscular action closes the hole; another swallowed opponent must cut its own way out.

A lau’s stomach can hold up to 1 Huge, 2 Large, 4 Medium, 8 Small, or 16 Tiny creatures.

Stinging Grappler

Huge Magical Beast (Aquatic)

Hit Dice: 14d10+56 (133 hp)

Initiative: +6

Speed: Swim 60 ft. (12 squares)

Armor Class: 20 (+2 Dex, +10 natural, -2 size), touch 10, flat-footed 18

Base Attack/Grapple: +14/+31

Attack: Stinger tentacle +21 melee (1d8+9/19-20 plus poison)

Full Attack: 8 stinger tentacles +21 melee (1d8+9/19-20 plus poison) and bite +19 melee (2d6+4)

Space/Reach: 15 ft./10 ft.

Special Attacks: Stingers, poison ink

Special Qualities: Aboleth controlled, camouflage, poisonous flesh, pressure resistance, spell resistance 22, spell-like abilities

Common to sargasso regions, the stinging grappler is thought to be a mutated cousin of the octopus. This creature has 16 tentacles (twice as many as the octopus) plus bony armor plating and stingers, making it substantially different from its cephalopod relative. The top of the grappler is usually dark grey or black, while the bottom is light gray. This enables it to camouflage itself if seen from above or below.

A group of aboleth sorcerers seeking domination of the seas desired a powerful servant through which they could fight various aquatic races. Thus they created the stinging grappler, a creature that attacks sentient sea dwellers on sight. When these solitary creatures are encountered in groups, this is often a sign of an aboleth operating in the region. Because of this relationship, most races hunt down stinging grapplers when they are encountered. Aquatic elves and orcam (page 11) are the most fervent in their efforts to slay any of these creatures that wander into their territory.

The stinging grappler is a voracious meat eater, preferring the flesh of whales, dolphins, and other mammals. It is a picky and wasteful predator, consuming only a few bites from a single victim before leaving it behind in preference to fresh prey. They have a voracious appetite.; large populations of grapplers can strip an ecosystem of certain resources without contributing anything in return. This fact has earned this creature the hatred of all sea druids. Although the creature has numerous enemies, it has no actual predators because its

Saves: Fort +13, Ref +11, Will +8

Abilities: Str 28, Dex 15, Con 18, Int 6, Wis 14, Cha 8

Skills: Hide +9, Spot +8, Swim +24

Feats: Combat Reflexes, Improved Critical (stinger tentacles), Improved Initiative, Iron Will, Multiattack

Environment: Any aquatic

Organization: Solitary

Challenge Rating: 16

Treasure: Standard

Alignment: Always neutral evil

Advancement: 15-20 HD (Gargantuan); 21-42 HD (colossal)

Level Adjustment: –

meat is universally regarded as vile. Even ocean scavengers leave their bodies to rot instead of consuming them.

A grappler's body is valued for its poisonous content. Six doses of grappler poison can be extracted from an average specimen. Its stingers are often used as daggers by those who hunt them and are carried by orcam as trophies. Its boney plates are sometimes used in bone plate armor (page 12) that lends itself to masterwork quality because of the lightness and toughness of the material. One stinging grappler produces enough plates to construct a single suit of bone armor.

Combat

A stinging grappler ambushes its victims, relying on its natural coloration for camouflage. It attacks large groups of creatures smaller than itself, but avoids those that are the same size as itself or larger. This creature generally charges into the middle of combat, engaging as many enemies at once as possible as it makes use of its long reach and attacks of opportunity. The grappler always fights to the death, not stopping until all threats have been eliminated. Once combat is over it immediately begins feeding, taking bites from all the slain creatures.

If in the service of an aboleth, the grappler is only concerned with the protection of its master, readily giving up its own life if necessary. It places itself between the master and other creatures, attempting to block attackers from reaching the aboleth. If the aboleth is disabled, the stinging

grappler tries to drag it to safety. If this is not possible, the grappler attacks whichever creature is responsible for the aboleth's demise, ignoring all other targets until the offending opponent is dead.

Aboleth Controlled (Su): Stinging grapplers can be automatically controlled by any aboleth within 300 feet. The aboleth mentally issues orders to the grappler, which is required to obey. While under such control, a grappler gains a +4 racial bonus to Will saves. If some other creature takes control of the grappler, as may happen through a *dominate monster* spell, the aboleth reasserts control as soon as the interrupting spell or ability ends.

Poison Ink (Ex): Three times per day this creature may eject a cloud of poisonous liquid into the surrounding water, concealing itself and damaging its enemies. This requires a full action and fills all 5-foot squares adjacent to it with ink. The poison affects all beings in those squares except the grappler. The toxin has a Fortitude save DC of 21, an initial damage of 1d6 Con, and a secondary damage of 1d6 Con. The ink also provides total concealment. All vision within the area is obscured. It dissipates after five rounds. The save DC is Constitution-based.

Poison (Ex): Injury, Fortitude DC 21, initial damage 1d4 Dex, secondary damage 1d4 Wis. The save DC is Constitution-based.

Poisonous Flesh (Ex): The flesh and blood of the stinging grappler are inundated with poison. Any creature eating its flesh or succeeding in a bite attack against it is exposed to the poison. This toxin has a Fortitude save DC of 21, initial damage of 1d2 Con, and secondary damage of 1d2 Con. The save DC is Constitution-based.

If a stinging grappler is slain, it releases this poison into the surrounding water, affecting anyone within five feet of the corpse. The poison remains near the corpse for one to five days after its death, acting as a contact poison.

Pressure Resistance (Ex): Stinging grapplers are unaffected by deep ocean pressure down to a depth of 10,000 feet. They take 1d6 points of nonlethal damage per round for every 100 feet they submerge below 10,000 feet.

Spell-like Abilities: 1/day — *crushing despair* (DC 13), *mind fog* (DC 14). Caster level 10th. The save DCs are Charisma-based.

Stingers (Ex): A stinging grappler's creature's tentacles end in sharp, jagged stingers used to tear the flesh of its opponents. These stingers also have a hollow tube in the center that injects poison into targets (see poison, above). The stinging grappler may choose to leave a stinger in a target; doing so requires a free action after a successful hit. An abandoned stinger aggravates the wound and causes additional damage. The target suffers a -2 penalty to saves against the poison and loses 1 hit point per round until the stinger is removed. The stinger may be removed by ripping it out, causing an additional 1d6 points of damage or it may be removed safely with a DC 15 Heal check or application of any *cure* spell or other healing spell.

Skills: A stinging grappler's coloration gives it a +4 racial bonus on Hide checks. A stinging grappler has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

Flora and Fauna

Floatstep Flower: Common in all ocean regions, the floatstep flower is a large, broad-leaved floating plant that averages 6 to 10 feet across. Its single large leaf gathers sunlight at the surface of the sea, but is also remarkably resilient. Most humanoid creatures can stand on a floatstep flower without breaking it, and the plant's large surface area usually keeps it afloat despite the weight placed on it. With a little work, floatstep flowers can be turned into floating platforms suitable for a large number of uses. The most common use of the leaves is building floating villages. Harvesting this plant is a common occupation among aquatic races that live near the surface. Creatures of medium size or smaller can stand atop the floatstep, though larger creatures cause it to sink. Floatstep flowers have a hardness of 4 and 7 hit points per inch of thickness, with an average thickness of 1d2+2 inches.

War Snail

Colossal Vermin

Hit Dice: 53d8+477 (715 hp)

Initiative: -3

Speed: 40 ft. (8 squares)

Armor Class: 27 (-8 size, -3 Dex, +28 natural), touch -1, flat-footed 27

Base Attack/Grapple: +39/+70

Attack: Bite +46 melee (5d8+22)

Full Attack: Bite +46 melee (5d8+22)

Space/Reach: 30 ft./20 ft. (30 ft. with bite)

Special Attacks: Adhesive, roar, smother, squash, swallow whole

Special Qualities: Low-light vision, scent

Saves: Fort +37, Ref +25, Will +10

Abilities: Str 40, Dex 5, Con 28, Int —, Wis 1, Cha 2

Skills: —

Feats: —

Environment: Warm marsh

Organization: Solitary

Challenge Rating: 16

Treasure: None

Alignment: Always neutral

Advancement: 54+ HD (Colossal)

Level Adjustment: —

These colossal gastropods have mottled green skin with yellow spots and shells with marbling in greens and browns. They require warm tropical conditions and are strict vegetarians. Some adults surpass a height of 50 feet and weigh as much as a few hundred thousand pounds. Solitary by nature, some warlords “tame” these giants for their combative aims, making them mobile war machines.

Combat

War snails are not complex creatures. They simply crush everything in their path.

Because of its size, it is virtually impossible for the snail to sneak up on opponents. Still, for something of that extreme bulk, the snail is surprisingly quiet as it moves. Those on the jungle floor hear the sound of the snail slithering forward in pulsing waves only three or four rounds before the snail looms out of the jungle.

War snails rarely use their bite attack, as most opponents are too small for it to notice. They typically use their bite on those who have dealt them serious damage (50 or more points from a single attack), trying to swallow the opponent whole.

Adhesive (Ex): A war snail exudes a thick slime that acts as a powerful adhesive, holding fast any creatures or items that touch it. Anyone walking over the trail it leaves, or caught by its squash attack is considered automatically grappled by the adhesive slime. Opponents so grappled cannot get free while the war snail is alive without removing the adhesive first, or unless they succeed on a DC 35 Strength check or Escape Artist check.

A weapon that strikes a war snail is stuck fast unless the wielder succeeds on a DC 20 Reflex save. A successful DC 20 Strength check is needed to pry it off.

Strong alcohol dissolves the adhesive. Those stuck to the side of a war snail are not attacked by

the war snail, merely dragged along until they free themselves. The adhesive naturally dissolves after 2 days.

Improved Grab (Ex): To use this ability, a war snail must hit with its bite attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and can try to swallow the foe the following round.

Roar (Ex): A war snail can loose a terrifying roar every 1d4 rounds. All creatures (except other war snails and those riding in the fortress atop a war snail) within 120 feet must succeed on a DC 32 Will save or be affected as though by a fear spell for 12 rounds. Those within 30 feet become deafened for 2d6 rounds; creatures with 9 or more Hit Dice must succeed on a DC 32 Fortitude save to negate this effect. Deafened creatures cannot be affected again by the war snail’s roar. The save DCs are Charisma-based.

Smother (Ex): Any foe squashed for one full round must succeed on a DC 45 Fortitude save on every subsequent round or begin to suffocate as the war snail’s weight crushes the air out of the creature (see Suffocation rules on page 32). The save DC is Constitution-based.

Squash (Ex): As a standard action during its turn each round, a war snail can use its mass to squash opponents at least one size category smaller than itself by moving forward at its normal speed. A squash attack affects as many creatures as can fit under the war snail’s body. A squash attack deals 4d12+22 points of bludgeoning damage. Squashed opponents can attempt attacks of opportunity, but these take a -4 penalty. If they do not make attacks of opportunity, squashed opponents can attempt DC 51 Reflex saves to take half damage. A successful saving throw indicates that the target has been pushed back or aside (target’s choice) as the war snail moves forward. The save DC is Strength-based.

Swallow Whole (Ex): A war snail can try to swallow a grabbed opponent of Huge or smaller size by making a successful grapple check. The swallowed creature takes 2d12+11 points of crushing damage plus 1d8 points of acid damage per round from the war snail's gizzard. A swallowed creature can cut its way out by using a light slashing or piercing weapon

to deal 25 points of damage to the war snail's gut (AC 24). Once the creature exits, muscular action closes the hole; another swallowed opponent must cut its own way out.

The war snail's gullet can hold 2 Huge, 8 Large, 32 Medium, 128 Small, or 512 Tiny or smaller creatures.

Spitting Octopus

Huge Animal (Aquatic)

Hit Dice: 25d8 +150 (262 hp)

Initiative: +7

Speed: Swim 60 ft (12 squares)

Armor Class: 26 (-2 size, +3 Dex, +15 natural), touch 11, flat-footed 23

Base Attack/Grapple: +18/+40

Attack: Slam +27 melee (2d6+10)

Full Attack: 6 slam +27 melee (2d6+10)

Space/Reach: 15 ft./10 ft.

Special Attacks: Acidic venom, constrict 2d6+10, improved grab, suffocate

Special Qualities: Low-light vision

Saves: Fort +22, Ref +19, Will +5

Abilities: Str 30, Dex 16, Con 22, Int 1, Wis 4, Cha 2

Skills: Hide +17, Listen -1, Move Silently +5, Spot +14, Swim +18

Feats: Alertness, Combat Reflexes, Great Fortitude, Improved Grapple^B, Improved Initiative, Lightning Reflexes, Power Attack, Skill Focus (Hide), Stealthy, Weapon Focus (slam)

Environment: Warm aquatic

Organization: Solitary

Challenge Rating: 17

Treasure: None

Alignment: Always neutral

Advancement: 26-50 HD (Huge), 51-75 (Gargantuan)

Level Adjustment: —

The spitting octopus is an ocean-dweller of great girth. Capable of fanning out its webbed tentacles and home to protozoa and algae, the spitting octopus camouflages well on the bottom of the sea floor as well as floating on top of the water.

Besides its massive strength, dexterity, and mobility, the spitting octopus is also well known for its acid spray that digests its prey into a soupy meal.

Combat

This ambush predator cruises either on the sea floor or on top of the water. When the spitting octopus is floating on top of the water, it looks like an algae patch. On the sea floor, it buries itself with a thin layer of sand or strategically lays itself flat on a rock, while colonies of algae camouflage its huge size.

The spitting octopus can spray its own digestive acids at opponents, liquefying them so that the octopus may suck down the remains.

Improved Grab (Ex): To use this ability, a spitting octopus must hit with a slap attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and can constrict.

Acidic Venom (Ex): A spitting octopus can spray its venom, made from its own digestive juices, in a 25-foot cone. This venom deals 10d6 points of acid damage (Fort DC 28 half) to all creatures within the cone. If a creature fails the save, the acid lingers for two more rounds, dealing 2d6 points of acid damage each round unless somehow neutralized. The save DC is Constitution-based.

Constrict (Ex): A spitting octopus deals 2d6+15 points of damage with a successful grapple check.

Suffocate (Ex): If the spitting octopus constricts a victim for two or more consecutive rounds, the victim is unable to breathe and is subject to suffocation (see Suffocation rules on page 32).

Skills: A spitting octopus has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

A spitting octopus has a +4 racial bonus on Hide checks.

Northern Sea Dragon

Gargantuan Dragon (Cold, Water)

Hit Dice: 34d12+238 (459 hp)

Initiative: +4

Speed: 10 ft. (2 squares), swim 80 ft. (16 squares)

Armor Class: 24 (-4 size, +18 natural), touch 6, flat-footed 24

Base Attack/Grapple: +34/+58

Attack: Bite +42 melee (4d6+12)

Full Attack: Bite +42 melee (4d6+12/19-20) and tail slam +37 melee (2d6+6)

Space/Reach: 20 ft./15 ft.

Special Attacks: Breath weapon, improved grab, swallow whole

Special Qualities: Blindsight 60 ft., darkvision 60 ft., fog, immune to sleep and paralysis, immunity to cold, low-light vision, vulnerability to fire

Saves: Fort +28, Ref +21, Will +23

Abilities: Str 34, Dex 11, Con 25, Int 6, Wis 14, Cha 17

Skills: Bluff +28, Diplomacy +7, Disguise +3 (+5 acting), Intimidate +29, Listen +30, Sense Motive +26, Spot +29, Survival +26, Swim +20

Feats: Ability Focus (breath weapon), Alertness, Awesome Blow, Cleave, Great Cleave, Great Fortitude, Improved Critical (bite), Improved Bull Rush, Improved Initiative, Iron Will, Lightning Reflexes, Power Attack

Environment: Cold aquatic

Organization: Solitary, pair, or family (1-2 and 1d4 offspring)

Challenge Rating: 20

Treatment: Standard

Alignment: Usually neutral

Advancement: 35-68 HD (Gargantuan), 69-102 HD (Colossal)

Level Adjustment: —

Northern sea dragons are serpent-shaped aquatic dragons as long as 80 feet from head to tail. Covered in mottled green and gray scales, the northern sea dragon has a ridge of spiny fins along its back and dozens of flippers along its sides for maneuvering. Its eyes glow yellow, and its head bears a thick beard and mane resembling a mat of kelp. Like snakes, the northern sea dragon can unhinge its jaw to consume prey. While some ships hope to never encounter this mythic predator, other seek out the northern sea dragon for its alchemical properties and unusual physiology.

Combat

When northern sea dragons attack ships, they use their fog ability to limit vision while snatching sailors off the deck. Survivors tell the tale of glowing eyes piercing the fog. Northern sea dragons can expel a cone of frozen seawater and icy mist.

Breath Weapon (Ex): 60-foot cone, once every 1d4 rounds, damage 11d6 cold, Reflex DC 36 half. The save DC is Constitution-based.

Fog (Su): A northern sea dragon always travels beneath a thick bank of mist. This cloud is a roughly spherical 100-foot radius centered on the dragon, and rises 50 feet in the air. The mist obscures all sight, including darkvision, beyond 5 feet. A creature within 5 feet has concealment

(attacks have a 20% miss chance). Creatures farther away have total concealment (50% miss chance, and the attacker can't use sight to locate the target).

Improved Grab (Ex): To use this ability, a northern sea dragon must hit with its bite attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and can attempt to swallow its prey in the following round.

Swallow Whole (Ex): A northern sea dragon can try to swallow a grabbed opponent of Huge or smaller size by making a successful grapple check. The swallowed creature takes 2d6+12 points of crushing damage plus 1d6 points of acid damage per round from the northern sea dragon's gizzard. A swallowed creature can climb back out of the stomach of the dragon with a successful grapple check. This returns it to the dragon's mouth, where another successful grapple check is needed to get free. A swallowed creature can cut its way out by using a light slashing or piercing weapon to deal 25 points of damage to the northern sea dragon's gut (AC 19). Once the creature exits, muscular action closes the hole; another swallowed opponent must cut its own way out.

The northern sea dragon's stomach can hold 1 Large, 2 Medium, 4 Small, 8 Tiny, 16 Diminutive, or 32 Fine or smaller opponents.

Skills: A northern sea dragon has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

Salve of Cold Immunity

When this salve is applied to the skin, the wearer temporarily gains the Cold subtype for 24 hours. One dose is enough for a full application to one person.

Faint abjuration; CL 5th; Craft Wondrous Item, caster must have a 1-foot square piece of northern sea dragon hide, which is destroyed in the creation process; Price 750 gp.

Hull Slick

When applied to the hull of a ship, this salve allows it to travel at half again its normal speed for one month. The salve must be re-applied after a month for the effect to resume.

Faint transmutation; CL 1st; Craft Wondrous Item, one pound of northern sea dragon blubber must be added to the mix; Price 50 gp; Weight 4 lb.

Cloud Bottle

This vial releases the equivalent of a fog cloud spell when opened or broken. The effect is centered on the vial, and lasts for 30 minutes.

Faint conjuration (creation); CL 3rd; Craft Wondrous Item, one of a northern sea dragon's 12 glands for producing its fog ability must be emptied into the bottle; Price 300 gp; Weight 1 lb.

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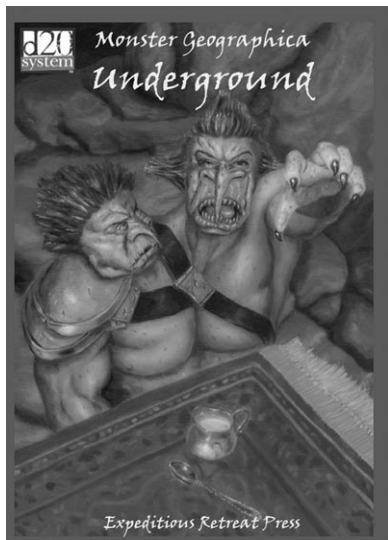
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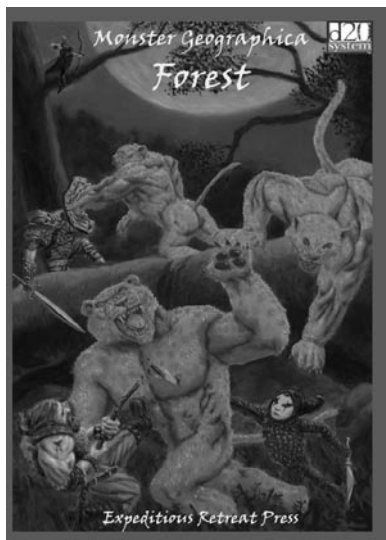
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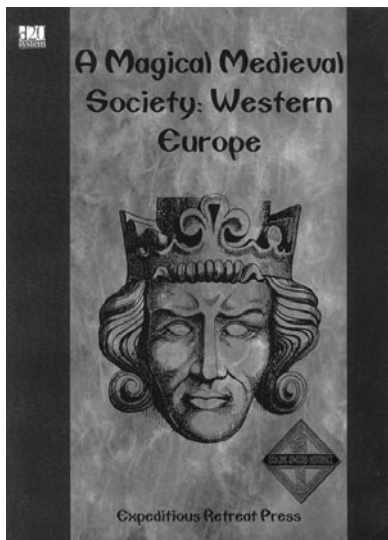
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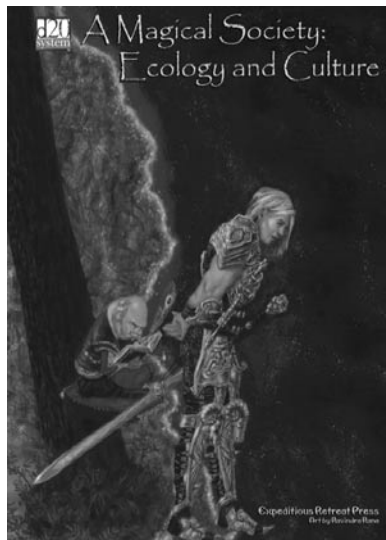
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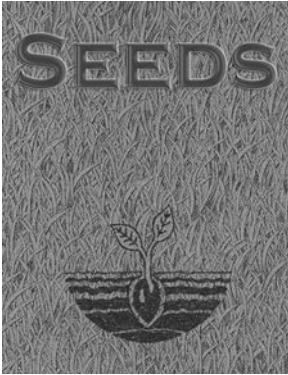
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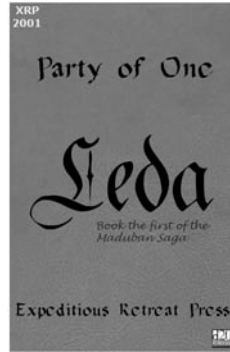
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