

A decorative sword graphic with a dark hilt and a silver blade, positioned horizontally across the top of the cover.

**SWORD &  
SORCERY**

**CREATURE  
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CORE RULEBOOK

# CREATURE COLLECTION™

## Credits

### Producers:

Clark Peterson and Bill Webb

### Authors

Andrew Bates, Kraig Blackwelder, Carl Bowen, John Chambers, Trevor Chase, Ken Cliffe, Geoff Grabowski, Jess Heinig, Jeff Holt, Mike Lee, Ben Monk, James Stewart, Cynthia Summers, Richard Thomas, Mike Tinney, Jed Walls, Stephan Wieck and Stewart Wieck

### Developers

Kraig Blackwelder, Trevor Chase, Ken Cliffe, Geoff Grabowski, Jess Heinig, Stephan Wieck and Stewart Wieck

### Editors:

Carl Bowen, John Chambers, James Stewart and Cynthia Summers

### Art Director

Richard Thomas

### Layout and Typesetting

Matt Milberger

### Interior Artists:

Jeff Holt, Brian Leblanc, Steve Ellis, Andrew Bates, Ron Spencer, Alex Sheikman, Andrew Trabbold, Guy Davis, Rich Thomas, Jeff Rebner, Mike Danza, Matt Mitchell, Steve Prescott, Drew Tucker, Langdon Foss, Melissa Uran, Talon Dunning, Mitch Byrd

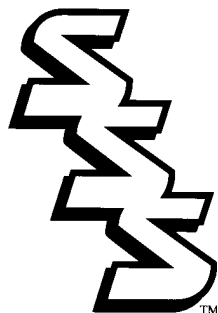
### Front & Back Cover Designer

Matt Milberger



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# Preface

Creature Collection is the first book in a series of products from Sword & Sorcery Studio. At its heart, this is a book of monsters and beings that could find a home in any fantasy setting. From the portentous Great Swan to the terrible Unhallowed to the magnificent Mithril Golem, gentle allies, monstrous enemies and unique nonpartisans are all presented here.

This book is made possible by the Open Game License (OGL), and requires use of the Dungeons & Dragons® Player's Handbook, Third Edition, published by Wizards of the Coast®. The OGL is a generous contribution to the roleplaying industry that will perpetuate this vital and engaging hobby. If the OGL can result in products like this one, fans of fantasy roleplaying games are well served indeed by the freedom creators and writers now possess to make their own contributions to the mythos.

Ostensibly a collection of over 200 creatures, this volume is also an introduction to a grand new world, the Scarred Lands, a place where as recently as 150 years ago, gods battled in a titanic struggle that raged across the face of the planet. Many of the creatures depicted herein have a place in the Scarred Lands, and some of the geography and personalities will become familiar to careful readers. But there's nothing stopping you from ushering a grotesque fatling, a nest of ratmen or any other denizen of our world into your own.

Future books from Sword & Sorcery Studio will contain more information on the Scarred Lands, while preserving your ability to use as much or as little of the setting as you like, and will still allow you to use of all the creatures, spells, magical relics and other wondrous things in your own unique fantasy campaign.

Enjoy

The Producers, Writers and Editors @  
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# Introduction

The Scarred Lands were not always so. Less than two centuries ago, the world of Scarn was healthy - its forests were green, its seas pure, and its very heart pulsed with magic. The mortal races toiled the land and hunted the beasts, building entire civilizations, stone by stone. It was no paradise, but it was a prosperous world.

Of all Scarn's beings, both magical and mundane, the most awesome were the titans. The titans were entities of monstrous power, and their strength was derived from Scarn itself. The elements of the world and the skies above nourished them, granting them near-limitless abilities. Given sufficient time and patience, a titan could sculpt islands and mountain ranges, cut rivers, and breathe life into entirely new species of creatures. If they combined their powers, they could create entire continents. Even so, they were entities of raw fury, forces of nature that lacked the vital spark that would make them into something more.

Mighty though the titans were, they were not yet gods. But their *children*...

Although philosophers have difficulty explaining just why and how it could have happened, the children of the titans were not truly titans themselves. Like their progenitors, they drew some power from the world of Scarn, but the remainder of their potency derived from another source. They drew the greatest portion of their strength from the world's mortal races, feeding on the intensity of belief and on the vibrant mortal condition. The power these children called from the mortal races made them something new, something better. It made them gods.

The gods' enviable connection to the mortals of Scarn was destined to set them against their parents. For although the titans were at one with the essential elements of heaven and earth, they cared little for the world in their charge. If a titan was disappointed with how a coastline developed, he thought nothing of reducing it to sand with a series of tidal waves, cleaning the slate. If a titan grew bored with the thriving mortal races in her domain, she might give birth to horrific monsters to make things more "interesting."

The gods, who felt the suffering of the mortal races to their very souls, decided that the titans' reign had to end. Even the cruelest of the gods realized that if the titans were to cleanse the world of mortals on a whim - a very real possibility - loss of the mortals' faith and vitality would cripple the gods. So these celestial lords met in secret and plotted rebellion. When Denev, the titan of the earth itself, spoke out against her brethren, the gods took it as a sign - and the Titanswar erupted.

Eight gods and one titan went to war against a dozen other titans. The revolution shook the heavens'

pillars, shattered the blazing iron streets of hell, and raged across the face of the world. Under the force of combatants' blows, mountains split into rubble-strewn plains. Islands sank as warriors used them as stepping stones. Gods and titans alike spawned races of monsters and humanoids as foot soldiers in their feud. And divine blood spilled across Scarn, warping the very land.

Terrible though the war was, it finally came to an end. With the help of Denev, the gods were victorious. They could not kill the titans, once and for all, however - not even they possessed such power. Each titan had to be restrained or imprisoned, prevented from regaining his strength and seeking revenge. The gods pulled the teeth from Gaurak the Glutton before burying the Ravenous One beneath the earth, ensuring that he could not chew his way out. They cut Mormo the Serpent Mother into pieces, scattering the parts far and wide so the Queen of Witches could not reform. And so the gods dealt with each titan in turn, stripping them of their power and sealing them away.

Now, Scarn is no longer the world it once was. The land bears horrible scars where gods felled titans. The Kelder Mountains are split with chasms left by a heavenly axe. The Homsaw Forest has grown gnarled and twisted after feeding on the spilled blood of Mormo. Great deserts and badlands linger where verdant fields once lay. An entire sea runs red with the blood of a titan who lies chained at its depths. The world has twisted and changed wherever the titans or their dismembered remains lie. Many of the monstrous races created by the titans and gods during the war still survive in the gouged reaches of the land. Those races favored by the gods prosper. The titans' chosen are less fortunate, watching and waiting from their wilderness exile, plotting to restore their fallen patrons. Scarn is no longer. To many of its inhabitants, it is now simply the Scarred Lands - a wounded world that has yet to heal.

But there is hope. Cities begin to prosper once again under the watchful eye of their patron deities. Mortals sharpen their skills of war and magic, the better to hunt the monstrous beasts that prey upon the weak and injured. The followers of the gods are ever vigilant, careful that the titans' scattered minions do not succeed in restoring their heartless lords. The Scarred Lands are a place of fierce barbarism and intense struggle - and yet, the mortal races aspire to something much greater. With good fortune, bravery, sorcery and skill - and no small amount of providence - perhaps the Scarred Lands can be rebuilt. Perhaps Scarn can be restored.

But first, the heroes of the Scarred Lands must survive.

## Abandoned, The

	Large (Tall) Humanoid
Hit Dice:	2d8+4 (13 hp)
Initiative:	+0
Speed:	30 ft.
AC:	14 (-1 size, +5 natural)
Attacks:	Club +5 melee
Damage:	Club 1d6+4
Face/Reach:	5 ft. by 5 ft./10 ft.
Special Attacks:	Musk
Special Qualities:	None
Saves:	Fort +5, Ref +0, Will ±0
Abilities:	Str 14, Dex 10, Con 15, Int 6, Wis 10, Cha 7
Skills:	Climb +6, Hide +6, Listen +3, Jump +4, Spot +3, Wilderness Lore (Jungle) +4
Feats:	Power Attack, Run, Track
Climate/Terrain:	Jungle
Organization:	Solitary, pair, family (2-4) or tribe (5-20)
Challenge Rating:	1/2
Treasure:	None
Alignment:	Usually neutral
Advancement Range:	By character class

### Description

When the Titans first fashioned the world and dabbled with the forms and shapes of Creation, the titan Gormoth was the first to create a servitor race of humanoids, a people who called themselves the Viren. However, Mormo, mother of serpents, grew jealous of the creation and poisoned her brother Gormoth. While Gormoth writhed in agony for a millennium, the Viren went ignored and forgotten.

Meanwhile, the titans created more beautiful and graceful races, and by the time Gormoth recovered, even he was no longer interested in the crude Viren. So, the Viren went deeper and deeper into hiding, for want of the other creatures' skills, and out of shame for their own forms and disfavor. In time, these people were forgotten by all except the ancient and the learned, and they became known as the Abandoned by those who knew them at all.

Today, only a small tribe of the Viren still exist, deep in the tropical jungles of the south, where other humanoid races cannot (or have yet to) intrude.

The Abandoned are shaggy wild men, with brown or black ragged fur all over their bodies. They have crude intelligence, but they remain painfully self aware. They speak their own language composed of grunts, clicks and howls, and they know nothing of



other races since they live in seclusion. Their first reaction to humanoid intrusion is to scatter, but fear quickly turns to anger as the injury and insult of ages comes to a boil. Knowledge of the Titans' overthrow might placate or even please the Viren, if it can be communicated somehow, but these wild people have little reason to believe that any gods or overlords would treat them any more fairly than they have been treated thus far. And yet, what secrets of the ancient world might these people simply take for granted?

### Combat

The Abandoned typically scatter upon intrusion by any other kind of humanoid, seeking spots to watch strangers from afar and to hide their in-born shame. In time, however, observers yell and screech to each other, growing increasingly resentful of their "betters" until the tribesmen literally pour from the jungles, swinging whatever weapons come to hand.

**Musk (Ex):** The Abandoned exude a pungent musk that appeals to members of the race but that other races find nauseating. Anyone within 10 feet must succeed at a Fortitude save (DC 15) or be overcome by the stench. Those so affected suffer a -2 penalty on all saves, skill checks and attacks for 2d6 rounds.

## Albadian Battle Dog

	Small Animal (Dog)
Hit Dice:	2d8+4 (13 hp)
Initiative:	+4 (Dex)
Speed:	45 ft.
AC:	14 (+1 size, +4 natural, +4 Dex)
Attacks:	Bite +4 melee
Damage:	Bite 1d8+1
Face/Reach:	5 ft./5 ft.
Special Attacks:	Lockjaw
Special Qualities:	Loose-skinned
Saves:	Fort +5, Ref +7, Will +0
Abilities:	Str 13, Dex 18, Con 15, Int 2, Wis 10, Cha 5
Skills:	Listen +6, Spot +6
Feats:	Dodge, Improved Bull Rush, Mobility
Climate/Terrain:	Any
Organization:	Solitary or pair
Challenge Rating:	1
Treasure:	None
Alignment:	Always neutral, or as owner
Advancement Range:	1-3 HD (Small)



### Description

In the cold northlands of Albadia, the most popular pastime is dog-fighting. Men and women breed and raise dogs known as Albadian battle dogs. The dog is a marvelous and vicious fighter. Its loose folds of flesh help it avoid serious injury from most bites (the skin pulls away from the muscles before they can be pierced) and its strong frame provides balance and mobility.

### Albadian Wolf

Some unknown number of years ago (but before the Divine War), an unsavory and unscrupulous breeder crossbred his battle dogs with wild dogs from the mountains just north of Albadia. It took several generations to get the mix he desired - one that combined the obedience of the battle dog with the stamina of the wolf - but he succeeded, at least well enough to begin to dominate the dog-fighting circuit. The Albadian's crossbreeding was eventually discovered, though, and he was hanged. (They take their dog fighting very seriously in Albadia.) Out of respect, the animals he'd created were set loose instead of slaughtered. The pack of two score dogs quickly carved out a territory among the wolves, and they

have managed to maintain it to this day. Now called Albadian wolves, these animals are larger (qualify as Medium-size), and they have 3d8+6 HD, but they do not have the special lockjaw attack as they are not disciplined enough to maintain their hold. They usually roam in packs of two to eight.

### Combat

The Albadian battle dog relies mainly on its power and speed in combat. Injuries do not bother it overly much. They typically initiate combat with a bull rush and use their mobility to disengage and rush again if this proves effective against their opponent. Whenever it scores a solid blow with a bite, the battle dog locks its jaws and attempts to outlast its opponent.

**Lockjaw (Ex):** When a battle dog scores a hit with its teeth, it has the option of locking its extremely powerful jaws onto its victim. It loses its Dexterity bonus to AC, but each round thereafter it does bite damage automatically.

**Loose-skinned (Ex):** Because of its loose skin, the Albadian battle dog sustains only half damage from piercing weapons.



## Alley Reaper

<b>Hit Dice:</b>	Medium-size Undead 3d12 (19 hp)
<b>Initiative:</b>	+2 (Dex)
<b>Speed:</b>	30 ft.
<b>AC:</b>	18 (+2 Dex, +6 natural)
<b>Attacks:</b>	Short sword +5 melee
<b>Damage:</b>	Short sword 1d6+2
<b>Face/Reach:</b>	5ft. by 5ft/5ft.
<b>Special Attacks:</b>	Fear
<b>Special Qualities:</b>	incorporeal, undead
<b>Saves:</b>	Fort +1, Ref +3, Will +1
<b>Abilities:</b>	Str 15, Dex 15, Con —, Int 10, Wis 7, Chr 8
<b>Skills:</b>	Hide +6, Intimidate +4, Intuit Direction +6, Listen +4, Move Silently +6, Spot +4
<b>Feats:</b>	Dodge, Improved Critical, Quick Draw
<b>Climate/Terrain:</b>	Urban
<b>Organization:</b>	Solitary
<b>Challenge Rating:</b>	2
<b>Treasure:</b>	Standard
<b>Alignment:</b>	Always chaotic evil
<b>Advancement Range:</b>	4-7 HD (Medium-size)

### Description

The alley reaper is the spirit of an assassin or cutthroat who died with blood on his hands.

Belsameth considered that person particularly ruthless, cunning and deceitful and gave them an extended lease, not on life, but on the world. Little more than shadows, these spirits ostensibly appear to walk as men, concealing themselves under long, tattered, black cloaks. In truth, they have no substance. If a reaper's cloak is removed, all that's found underneath is a collection of prizes stolen from murder victims, and the weapon that the ghost used to kill in life. All of these items spill to the ground, although the reaper is still active and certain to attack those who dare provoke it.

An alley reaper stages a reign of terror over the ward or city in which it was killed, and probably on the group, watchmen or soldiers who killed it. Its appetite for revenge and death can never be sated, and when enemies from life are dispatched, anyone can become a target.

Reapers strike only at night. During the day, they fade from this world, leaving behind a fallen cloak and a collection of prizes. If these are all moved or taken, the ghosts arises the next night wherever its possessions are. If only some possessions are stolen, the reaper intuitively senses where they are and pursues them relentlessly. Perhaps

the only way to put an alley reaper to rest is to locate its hidden possessions and await the rise of the spirit at sunset.

### Combat

The alley reaper always seeks to ambush its victims, and then dismembers them horribly to inspire as much fear and uproar in the community as possible.

**Fear (Su):** A reaper may make a fear attack three times a night. Spectral winds fill its cape, making it resemble the wings of a vulture spread over a kill. From the shadows of the cape, the faces of the reaper's victims can be seen shrieking in horror. Those who see the reaper must succeed at a Will save (DC 15) or flee in fear for 2d4 rounds.

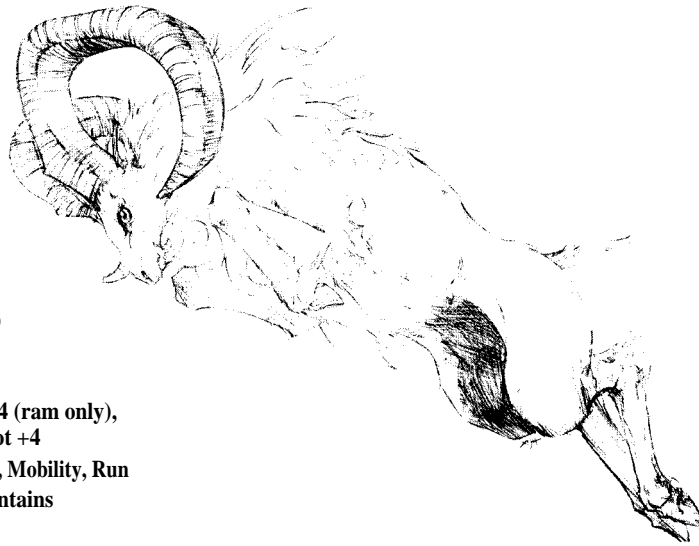
**Incorporeal (Ex):** An alley reaper is little more than a shadow, given form only by its cloak. When robed, it must pass through doors as a living person would. When disrobed, it can pass through objects and obstacles freely. Either way, only magical weapons and magical attacks can harm it.

**Undead:** The alley reaper is immune to mind-influencing effects, poison, sleep, paralysis, stunning and disease. It's not subject to critical hits, subdual damage, ability damage, energy drain or death from massive damage.



## Amalthean Ram

	<b>Medium-size Magical Beast</b>
<b>Hit Dice:</b>	<b>8d10+48 (92 hp)</b>
<b>Initiative:</b>	<b>+3 (Dex)</b>
<b>Speed:</b>	60 ft.
<b>AC:</b>	<b>21(+3 Dex, +8 natural)</b>
<b>Attacks:</b>	<b>Horns +13 melee</b>
<b>Damage:</b>	<b>Horns 2d10+5</b>
<b>Face/Reach:</b>	<b>5 ft. by 5 Ft./5 ft.</b>
<b>Special Attacks:</b>	<b>Charge</b>
<b>Special Qualities:</b>	<b>Amalthean milk, damage reduction 10/+2, immunities, regenerate</b>
<b>Saves:</b>	<b>Fort +14, Ref +5, Will +9</b>
<b>Abilities:</b>	<b>Str 20, Dex 16, Con 23, Int 2, Wis 12, Cha 12</b>
<b>Skills:</b>	<b>Balance +8, Intimidate +4 (ram only), Jump +10, Listen +8, Spot +4</b>
<b>Feats:</b>	<b>Great Fortitude, Iron Will, Mobility, Run</b>
<b>Climate/Terrain:</b>	<b>Temperate to warm mountains</b>
<b>Organization:</b>	<b>Pair, family (3-4)</b>
<b>Challenge Rating:</b>	<b>6</b>
<b>Treasure:</b>	<b>None</b>
<b>Alignment:</b>	<b>Always neutral</b>
<b>Advancement Range:</b>	<b>6 HD (ewe, Medium-size)</b>



### Description

These unusual creatures are relatives of the big-horn sheep, but touched by the latent magic of the Scarred Lands. They are renowned for a single reason: The milk of an Amalthean ewe has incredible healing power that is said to be able to cure diseases, negate poison and even heal wounds. Many people covet this milk, particularly those without access to the divine powers of empowered priests - but the difficulty lies in obtaining the milk. The ewe is guarded by the Amalthean ram which - having been raised on a diet of Amalthean milk- is stronger and more resilient than any natural animal.

The Amaltheans are not herd animals; their remarkable resilience provides sufficient protection from predators, such that they don't need to rely on numbers to survive. They are commonly encountered in pairs, which mate for life. Amaltheans may live up to 75 years in the wild, thanks to their extraordinary health.

A few villages or nomadic tribes have managed to tame an Amalthean ewe, sometimes even the ram as well. These prize animals are usually well-kept secrets, for fear that outsiders may try to steal the village's sole source of healing. Regrettably, the Amaltheans are incapable of breeding in captivity. Even the most dotting pair cannot seem to conceive offspring in human company. Their life span is also greatly reduced in captivity; without freedom, an Amalthean can live for only 40 years or so. When a village's ewe is nearing the end of her life, the elders

often attempt to hire outsiders to fetch a wild Amalthean lamb - usually under the pretext that the animal is sacred to them, or that the gods demand Amalthean lambs as sacrifices from time to time.

### Combat

The Amalthean ewe fights only to defend any lambs she might have. The ram, however, is rather belligerent, and he does his best to defend the ewe from anyone he deems a threat. He rarely fights to the death; if his opponents retreat, he is content not to pursue.

**Amalthean Milk (Su):** The milk of an Amalthean ewe has many beneficial effects. One draught cures 5 points of damage, 2 points of ability damage, neutralizes any non-magical poisons in the bloodstream and cures any non-magical diseases that the target may be suffering. A ewe can be milked for three draughts each day, but she can spare only one draught if she's currently nursing a lamb. Taking any more affects the lamb's growth adversely.

**Charge (Ex):** An Amalthean ram's charge inflicts double damage; triple if the ram is charging from an uphill position.

**Immunities (Ex):** Amaltheans are immune to poison and disease.

**Regenerate (Ex):** Amaltheans regenerate at the rate of 2 hit points per round.

## Angler Ooze

	Large (Long) Ooze
Hit Dice:	<b>4d10+12 (34 hp)</b>
Initiative:	-1 (Dex)
Speed:	20 ft.
AC:	<b>11(-1 Dex, -1 size, +3 natural)</b>
Attacks:	<b>Pseudopod +2 melee</b>
Damage:	<b>Pseudopod 1d6 and paralysis</b>
Face/Reach:	<b>5ft by 10 ft./10 ft.</b>
Special Attacks:	<b>Acid, paralysis, dazzle</b>
Special Qualities:	<b>Blindsight, ooze</b>
Saves:	<b>Fort +7, Ref +0, Will -1</b>
Abilities:	<b>Str 8, Dex 9, Con 17, Int 1, Wis 6, Chr 1</b>
Skills:	<b>None</b>
Feats:	<b>None</b>
Climate/Terrain:	<b>Temperate marsh and underground</b>
Organization:	<b>Solitary</b>
Challenge Rating:	3
Treasure:	<b>None</b>
Alignment:	<b>Always neutral</b>
Advancement Range:	<b>3-4 HD (Large), 5-12 HD (Huge)</b>

### Description

The angler is a translucent, dull brown to brick-red ooze that slithers about in shaded or wet areas by day and waits for prey at night. Angler oozes at rest are typically about five feet across, snaking out to 15 feet when in motion (they cover the largest area when hunting). The slime's digestive acids, which cover its form, affect only animal matter, so it can conceal itself in brush and under ground-cover during the heat of the day without destroying its own surroundings.

### Combat

The angler ooze's preparations for a night's hunt start at sunset. The angler 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 begins to glow. Small oozes proceed to use their sticky pseudopods to snag insects that are attracted. Larger specimens learn to wait for more satisfying prey.

**Acid (Ex):** Any successful melee attack made against the ooze inflicts 1d4 damage on the attacker from the acidic spray that erupts from the ooze's wound.

**Paralysis (Ex):** A paralyzing slime coats the whiplike pseudopods with which the angler attacks. A target must succeed at a Fortitude save (DC 13) or be paralyzed for 2d6 rounds.

**Dazzle (Ex):** If the ooze's attack is resisted aggressively, its form begins to roil and glow from within. Once the ooze loses half its hit points, any subsequent strike on it causes a bright flash. This reaction inflicts two more points of damage on the ooze but forces all within 15 feet to make a Reflex save (DC 17) or be blinded for 2d6 rounds.

**Blindsight (Ex):** The angler is blind, but its entire body is a primitive sensory organ that can detect heat, scent and motion within 35 feet.

**Ooze:** The angler ooze is immune to mind-influencing effects, poison, sleep, paralysis, stunning and polymorphing. It's not subject to critical hits.



## Aquantis

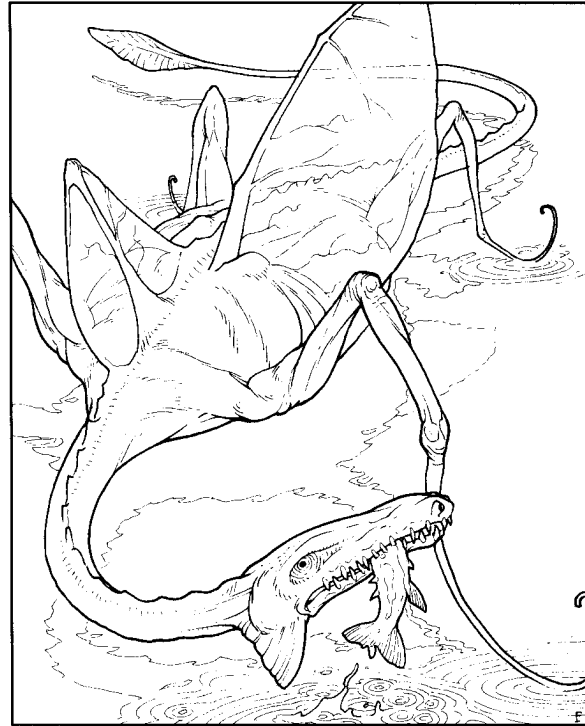
	<b>Large (Long) Beast</b>
<b>Hit Dice:</b>	<b>8d10+8 (52 hp)</b>
<b>Initiative:</b>	<b>+3 (Dex)</b>
<b>Speed:</b>	<b>30 ft., fly special (see below)</b>
<b>AC:</b>	<b>16 (-1 size, +3 Dex, +4 natural)</b>
<b>Attacks:</b>	<b>Bite +4 melee</b>
<b>Damage:</b>	<b>Bite 4d6+2</b>
<b>Face/Reach:</b>	<b>5 ft. by 10 ft./10 ft.</b>
<b>Special Attacks:</b>	<b>None</b>
<b>Special Qualities:</b>	<b>Water walking</b>
<b>Saves:</b>	<b>Fort +7, Ref +11, Will -2</b>
<b>Abilities:</b>	<b>Str 15, Dex 17, Con 13, Int 2, Wis 3, Cha 2</b>
<b>Skills:</b>	<b>Listen +4, Spot +10</b>
<b>Feats:</b>	<b>Flyby Attack, Lightning Reflexes</b>
<b>Climate/Terrain:</b>	<b>Any freshwater lake</b>
<b>Organization:</b>	<b>Pod (1-8) or cluster (9-20)</b>
<b>Challenge Rating:</b>	<b>5</b>
<b>Treasure:</b>	<b>Standard</b>
<b>Alignment:</b>	<b>Always neutral</b>
<b>Advancement Range:</b>	<b>8-11 HD (Large), 12-15 HD (Huge), 16-17 (Gargantuan)</b>

### Description

On the most remote shores of Lake Minagan, toward central Termana, is one of the most beautiful sights of nature in the Scarred Lands. Gazing upon a pod or cluster of aquantis as they swoop and turn in the wind and they ride the surface of the lake allows one to forget for a moment the world's devastation. These reptiles make use of vestigial wings and a flap of skin upon their back as sails of a sort. With these flaps unfurled, they seem to skate across the surface of the lake in search of fish or other prey upon which to feed. Humanoids in boats are certainly not exempt from the appetites of these colorful reptiles.

Aquantis can run across the water without the aid of the wind, but with it they can achieve remarkable speed in any direction (save directly into the wind). Their speed depends on the strength of the wind, but speeds over 100 feet per round are possible, especially if the beast is moving perpendicular to the wind.

A note of concern regarding the aquantis, there are rumors that a race of lizardmen living along the



southern edge of Lake Minagan has been working for some time to domesticate these reptiles. Their labors have borne some fruit in recent years, and stories circulate about lizardmen pirates roaming about the gigantic lake in the interior of the continent, utilizing a dozen or so aquantis to harry and harm their targets. If such rumors are true, they bode ill for the merchants who have finally re-established trade across the breadth of the lake over the past generation.

### Combat

The aquantis can be a deadly foe, especially when the wind is in its favor (and an aquantis waits to attack until it has a favorable path). It sweeps by boats and uses its long neck to reach onto the deck and pluck unfortunate sailors.

**Water Walking (Ex):** Although it would seem to be impossible for a creature so large, the aquantis is able to walk atop the water. This is a permanent effect.

# Asaatth

Hit Dice:	Medium-size Humanoid 3d8+3 (16 hp)	Skills:	Alchemy +5, Escape Artist +3, Hide +3, Jump +6, Listen +5, Move Silently +10, Search +4, Spellcraft +4, Spot +3, Use Magical Device +3
Initiative:	+3 (+3 Dex)	Feats:	Blind-Fight, Combat Casting, Combat Reflexes, Expertise, Run
Speed:	40 ft.	Climate/Terrain:	Swamp and deserts and surrounding temperate regions
AC:	23 (+3 Dex,+5 natural, +5 serpent mail)	Organization:	Pair, squad (3-7), war band (10-50 asaatthi, plus 14th to 6th level commander and 1 3rd level sergeant per 15 warriors), or clan (50-500 asaatthi, plus 17th to 4th level dire knight, 1-2 4th-6th level commanders, and 1 3rd level sergeant per 15 adults)
Attacks:	Scimitar+4 melee; shortsword +4melee; bite +4 melee; tailslap +4melee; unarmed strike +4 melee; shortbow +6 ranged; javelin +6 ranged	Challenge Rating:	2
Damage:	Scimitar 1d6+1; short sword 1d6+1; bite 1d3+1 and poison; tail slap 1d6+1; unarmed strike 1d3+1; shortbow 1d6; javelin 1d6+3	Treasure:	Standard
Face/Reach:	5 ft. by 5 ft./5 ft.	Alignment:	Usually chaotic evil
Special Attacks:	Poison	Advancement Range:	By character class
Special Qualities:	Keen senses		
Saves:	Fort +2, Ref +4, Will +5		
Abilities:	Str 12, Dex 17, Con 13, Int 15, Wis 14, Cha 13		



## Description

The asaatthi are an ancient race of reptilian warrior-wizards. It is said that their empire once extended from the Swamps of Kan Thet to the vast Ukrudan Desert. Scattered ruins hint at this ancient dominance but only isolated clans remain of the asaatthi themselves.

The snake-men were masters at crafting magical items that they used to further the greatness of their maker, Mormo, Serpentmother. The asaatthi focused on these talents so much that the rest of their culture crumbled away slowly. Many of their secrets remain lost to this day. Now, the once-great race knows only battle and magic.

The asaatthi have spent the many years since the Titanswar avenging fallen Mormo and searching for a means to free her from imprisonment. Although small in number, the snake-men are formidable foes. Everyone from barbarian champions to elvish arch mages respect the asaatthi's martial and magical prowess.

Asaatthi look continually for magic and lore that might free Mormo. Runners are reputed to venture into the Hornsaw Forest delivering new discoveries to a hidden clan of wizards hard at work trying to raise the Mother of Serpents.

An asaatth is more slender than an elf though taller than a human. Its supple hide ranges in color from deep green to light tan with red, yellow or even blue markings. Despite its delicate appearance, the serpent-man is strong and fast and its skin is quite resistant to damage. It prefers loose robes and sashes in its clan design which provide its limbs-especially its long whiplike tail - a free range of movement. Jewelry adorns the asaatth from head to toe, much of it ensorcelled to some degree. The asaatth's golden eyes burn with savage intellect and intense hatred for the "gods' chosen."

Asaatthi speak Asatthi and Draconic, and almost all learn Common, the better to understand their enemies.

## Asaatthi Characters

An asaatth may be of any class except barbarian; they are decadent, not savage. Most serpent-men encountered are fighters or clerics although monks, rogues and wizards are by no means uncommon.

## Asaatthi Society

Asaatthi have a clan-based culture. Family and heritage are all important, with great ancestral warriors and wizards revered as saints. Their race's slow decline has resulted in two main groups: swamp- and desert-dwellers. The swamp-dwelling asaatthi live in their ancestors' decaying cities and venture forth to strike at humanoids. The desert-dwelling serpent-men are semi-nomadic, visiting hereditary ruins and other secret lairs while they hunt down their racial enemies.

## Combat

The asaatthi are experts in warfare mundane and mystic. They prefer guerilla warfare due to their small numbers, but they are comfortable coordinating large-scale tactics (often directing other dark races against humanoids). Given a choice, the asaatthi will lay traps and ambush opponents, but they won't back down from a straight-up fight. Even so, the serpent-men are far from stupid. They'll retreat if the odds aren't in their favor and plan vengeance for another time.

**Keen Senses (Ex):** An asaatthi sees three times as well as a human in low-light conditions and has darkvision to 60 feet. A serpent-man can also scent creatures within 30 feet and discern their direction as a partial action.

**Poison (Ex):** Victims of an assatth's bite must succeed at a Fortitude save (DC 14) or fall into toxic shock for 2d4+2 minutes.

**Skills:** An asaatthi receives a +4 racial bonus to Move Silently and Spellcraft checks.

## Barrow Worm

	<b>Huge (Long) Vermin</b>
<b>Hit Dice:</b>	15d8+30 (97 hp)
<b>Initiative:</b>	+0
<b>Speed:</b>	40 Ft.
<b>AC:</b>	11(-2 size, +3 natural)
<b>Attacks:</b>	Bite +19 melee
<b>Damage:</b>	Bite 2d8+6
<b>Face/Reach:</b>	5 Ft./by 10 Ft./5 Ft.
<b>Special Attacks:</b>	Grasping mandibles
<b>Special Qualities:</b>	Vermin, sensitive to bright light
<b>Saves:</b>	Fort +11, Ref +5, Will +4
<b>Abilities:</b>	Str 23, Dex 10, Con 15, Int 1, Wis 8, Cha 4
<b>Skills:</b>	None
<b>Feats:</b>	None
<b>Climate/Terrain:</b>	Subterranean passages, aboveground crypts
<b>Organization:</b>	Solitary
<b>Challenge Rating:</b>	8
<b>Treasure:</b>	Standard
<b>Alignment:</b>	Always neutral
<b>Advancement Range:</b>	10-14 HD (Large), 16-18 HD (Huge)

### Description

The barrow worm is a large creature, more than 15 feet long, with a powerful set of scythelike mandibles at its "head." The worm has no obvious eyes or other sensory organs - rows of fine bristles along its length detect minute changes in vibration, temperature and air pressure in its vicinity.

Barrow worms are a common hazard in crypts or subterranean passages, preying upon unwary animals or individuals that pass too near their lairs. A barrow worm locates a long, narrow fissure or tunnel into which

it can squeeze, coiling itself back into the darkness like a great spring. When a victim passes close by, it strikes, grabs the target in its sharp, serrated mandibles and then recoils back into its hole, making it difficult for the victim to escape and nearly impossible for others to assist him.

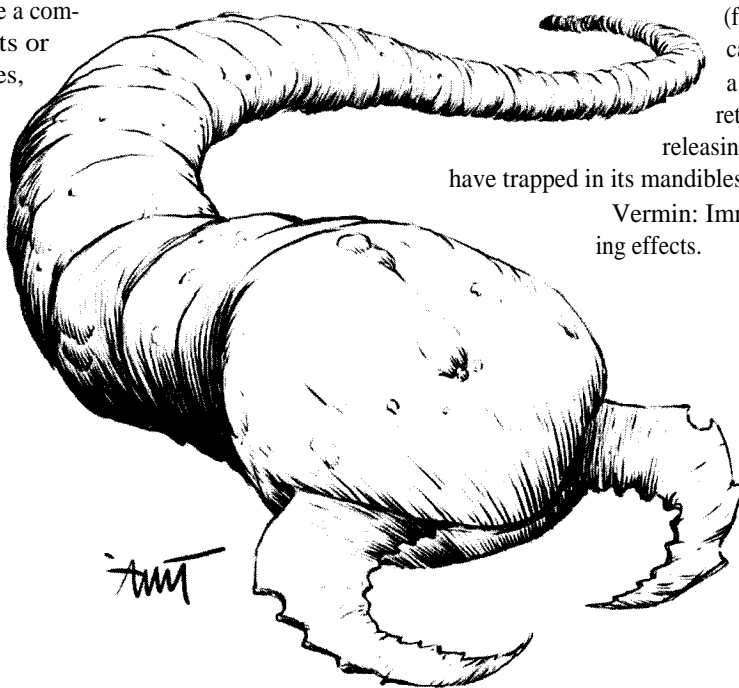
### Combat

The barrow worm stays back in its fissure, far from any sources of light, and detects likely victims by changes in air pressure and vibration. It is not a very intelligent predator, and once it locks its mandibles around a victim, it tries to drag the target inside its hole, whether the prey fits or not. The mandibles continuously saw at the victim, causing deep wounds until the worm can be persuaded to let go. Piles of refuse - bits of clothing, armor and equipment - found in mounds around a particular hole are often a dead giveaway that a barrow worm awaits inside.

**Grasping Mandibles (Ex) :** When the barrow worm strikes an opponent with its mandibles, it bites down and traps the victim like the jaws of a trap, sawing away at its body until it breaks free or dies. On each subsequent round, a victim must succeed on a Strength check (DC 22) to break free, or he suffers an additional 2d8+6 bite damage, automatically.

**Vulnerable to Bright Light (Ex):** If a barrow worm is subjected to bright light (full sunlight or a magical flare), it must make a Will save (DC 18) or retreat back into its lair, releasing any victim it might have trapped in its mandibles.

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



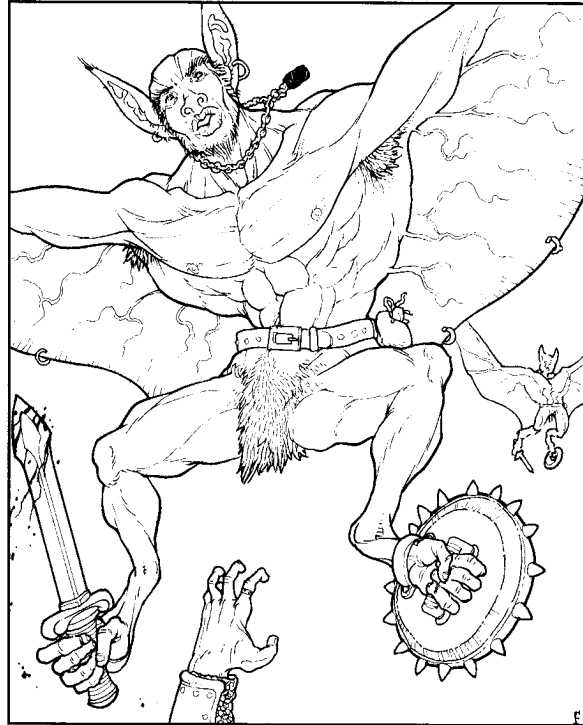
	<b>Medium-size Monstrous Humanoid</b>
<b>Hit Dice:</b>	2d8+2 (11 hp)
<b>Initiative:</b>	+4 (Dex)
<b>Speed:</b>	30 Ft., climb 10 ft., Fly 80 ft.
<b>AC:</b>	17 (+4 Dex, +3 natural)
<b>Attacks:</b>	Bite +3 melee; 2 claws +1 melee; short sword +3 melee
<b>Damage:</b>	Bite 1d6+1; claw 1d3+1; short sword 1d6+1
<b>Face/Reach:</b>	5 ft./10 ft./5 ft.
<b>Special Attacks:</b>	None
<b>Special Qualities:</b>	Blindsight, pedal dexterity
<b>Saves:</b>	Fort +1, Ref +4, Will +2
<b>Abilities:</b>	Str 12, Dex 18, Con 12, Int 11, Wis 14, Cha 14
<b>Skills:</b>	Climb +5, Hide +5, Listen +20, Spot +8
<b>Feats:</b>	Blind-Fight, Flyby Attack, Lightning Reflexes
<b>Climate/Terrain:</b>	Temperate and warm land, caverns
<b>Organization:</b>	Solitary, family group (3-12), roost (4-48)
<b>Challenge Rating:</b>	1/2
<b>Treasure:</b>	Standard
<b>Alignment:</b>	Usually neutral
<b>Advancement Range:</b>	By character class

## Description

The bat devils are rather inaccurately named; this sentient race of bat-people suffers from a bad reputation that it hasn't fairly earned. One of the few humanoid races naturally capable of flight, bat devils stand around six feet tall when fully upright. Their batlike features and huge, leathery wings tend to frighten other races, which have dubbed the bat-folk "devils" out of superstition. (Their name for themselves is the Piterin, or "the flying people.")

Bat devils typically eat monstrous insects and birds, which they catch on the wing, but they have been known to augment their diet by carrying off young herd animals. As they see little difference between a rancher's herd and wild prey, their occasional predations only add to their reputation among men. Worse, due to the actions of a few rogue (and likely insane) individuals, bat devils are rumored to snatch away and eat unattended children, even though the average bat person is no more likely to steal a child than is the average elf.

Bat devils have a relatively simple society, due to their lack of reliance on material goods. They tend to gather in roosts, led by the wisest female. Most roosts have at least one member who has eavesdropped enough to master at least conversational Common,



and under dire circumstances, a roost may send heavily robed emissaries into settled lands to conduct business of one sort or another.

## Bat-Devil Characters

A few bat devils have scrounged enough knowledge from other races to become passable fighters or rogues. Druids exist among their numbers, but are very rare. Many of them are multiclassed rogues.

## Combat

Unless given no means of escape, bat devils prefer to fly away from combat at the earliest opportunity. When forced to defend their roosts, they wield scavenged weapons with their feet, engaging opponents as they remain airborne. If cornered, a bat devil may fight with the long claws on its feet or even deliver a wicked bite.

**Blindsight (Ex):** Using echolocation, a bat devil can sense creatures within 120 feet. Magically imposed silence negates this ability.

**Pedal Dexterity (Ex):** A bat devil can use his feet with the same ease as a human uses his hands. Bat devils are fully capable of using their feet to wield weapons, hang upside down or use writing utensils.



## Belsamaug

	<b>Medium-size Humanoid (Goblinoid)</b>
<b>Hit Dice:</b>	<b>4d8 (18 hp)</b>
<b>Initiative:</b>	<b>+6 (+2 Dex, +4 Improved Initiative)</b>
<b>Speed:</b>	30 ft.
<b>AC:</b>	<b>15 (+2 Dex, +3 studded leather armor)</b>
<b>Attacks:</b>	<b>Dagger +5 melee, throwing dagger +6 ranged</b>
<b>Damage:</b>	<b>Dagger 1d4; throwing dagger 1d4</b>
<b>Face/Reach:</b>	5 <b>El. by</b> 5 Ft./5 Ft.
<b>Special Attacks:</b>	<b>None</b>
<b>Special Qualities:</b>	<b>Invisibility, keen senses, locate prey, melding, darkvision 80 Ft.</b>
<b>Saves:</b>	<b>Fort +1, Ref +6, Will +1</b>
<b>Abilities:</b>	<b>Str 11, Dex 14, Con 11, Int 10, Wis 11, Cha 10</b>
<b>Skills:</b>	<b>Hide +2, Listen +3, Move Silently +2, Spot +3, Wilderness Lore +4</b>
<b>Feats:</b>	<b>Alertness, Improved Initiative, Track, Weapon Focus (Dagger)</b>
<b>Climate/Terrain:</b>	<b>Any</b>
<b>Organization:</b>	<b>Pack (4-8)</b>
<b>Challenge Rating:</b>	<b>2</b>
<b>Treasure:</b>	<b>Standard</b>
<b>Alignment:</b>	<b>Always neutral evil</b>
<b>Advancement Range:</b>	<b>3-9 HD (Medium-size)</b>

### Description

Most travelers feel safe under the light of the moon, but wise explorers know the danger of such assumptions. When the moon looks down upon the Scarred Lands, Belsameth's children are summoned to roam the night and hunt unwary prey.

The belsamaug are a vicious race of goblinoids that rage and hunger beneath the soil by day. By night, a belsamaug materializes from the ground and prepares to hunt. A belsamaug is a sinister creature, standing about four feet tall, with long and narrow implike features. Belsamaug emphasize their narrow frames and opal eyes with skintight leather costumes, and are often adorned with past victims' knives and daggers, which the creatures keep as trophies of their kills.

Belsamaug usually travel in groups. Often likened unto a pack of wolves, belsamaug are experts of luring and herding prey. They prefer easy prey, and their keen senses allow them to track a victim through the harshest of climates. It is said that belsamaug can sniff out the wounded, the ill, or even the old from miles away, and relentlessly pursue these weak opponents.

While the belsamaug can only rise at night, their most terrifying aspect is that they can be seen only in the moonlight. Where moonlight does not strike them, they are invisible. Reflected moonlight reveals a belsamaug, but acute visual senses do not. A belsamaug often taunts its opponents, darting from one shadow to the next.

While most of these vile creatures stick to rural roads, more than a few have found their way into tents and country estates. Woe betide the city with belsamaug in its streets.

When the moon finally passes from the sky, the belsamaug's reign of terror is briefly at an end. It seeks a safe place, and melds back into the earth from whence it came. Only one small trace is left behind - a smooth hunk of basalt to mark its resting place. The few sages who know this secret debate what significance this basalt stone carries, some theories being that it is the mark of Belsameth or a portion of the goblin's heart. Regardless, if this stone is shattered, the belsamaug is slain and never rises again.

All belsamaug speak their own dialect of Goblin.

### Combat

Like wolves, these creatures attack in packs, herding their opponent until she lies exhausted and unable to put up a fight. From there, it's only a matter of time before she falls to the belsamaug's daggers.

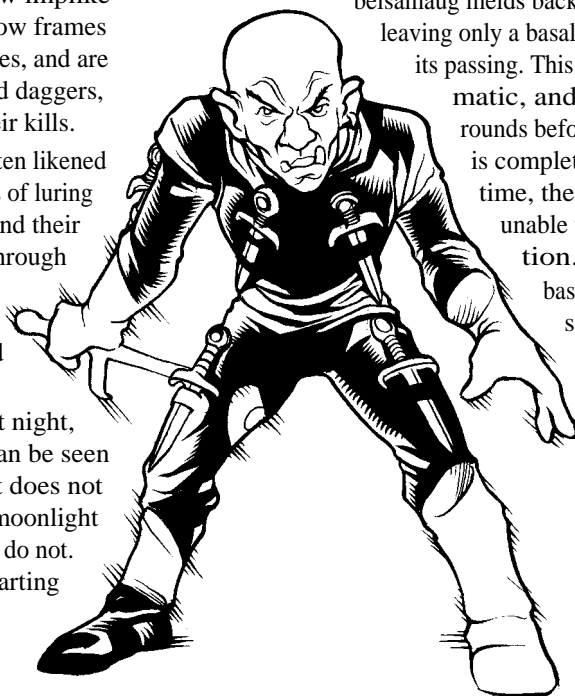
**Invisibility (Ex):** When not standing underneath moonlight, a belsamaug is completely invisible. Attacks against the belsamaug are therefore at a 50% chance of missing, even if a normal attack roll is successful.

**Keen Senses (Ex):** Belsamaug have an exceptional sense of smell and receive a +2 bonus for any Track tests.

**Locate Prey (Su):** Three times a night, a belsamaug can locate the nearest wounded, sick or infirm creature within 500 feet.

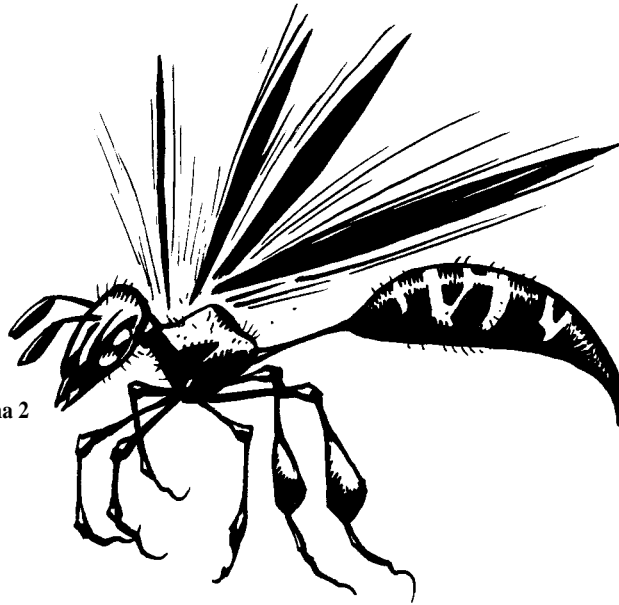
**Melding (Ex):** When moonlight touches the resting place of a belsamaug, it rises out of the earth to hunt the weak. When the moon sinks out of the sky, a belsamaug melds back into the earth,

leaving only a basalt stone to mark its passing. This power is automatic, and it takes two rounds before the melding is complete. During this time, the belsamaug is unable to take any action. Should the basalt stone be destroyed for any reason, the belsamaug is killed instantly.



## Berserker Wasp

	<b>Diminutive Vermin</b>
<b>Hit Dice:</b>	<b>10d8-20 (25 hp) (swarm)</b>
<b>Initiative:</b>	<b>+1 (Dex)</b>
<b>Speed:</b>	<b>Fly 60 ft.</b>
<b>AC:</b>	<b>15 (+4 size, +1 Dex)</b>
<b>Attacks:</b>	<b>Sting +4 melee</b>
<b>Damage:</b>	<b>Sting 1d10 and poison</b>
<b>Face/Reach:</b>	<b>5ft. by 5ft. (swarm)/0 ft.</b>
<b>Special Attacks:</b>	<b>Poison sting</b>
<b>Special Qualities:</b>	<b>Vulnerable to cold, vermin</b>
<b>Saves:</b>	<b>Fort +0, Ref +2, Will -1</b>
<b>Abilities:</b>	<b>Str 1, Dex 13, Con 6, Int 1, Wis 8, Cha 2</b>
<b>Skills:</b>	<b>None</b>
<b>Feats:</b>	<b>Combat Reflexes, Track</b>
<b>Climate/Terrain:</b>	<b>Rain forests, temperate plains</b>
<b>Organization:</b>	<b>Solitary, Swarm Cloud (3-30)</b>
<b>Challenge Rating:</b>	<b>5</b>
<b>Treasure:</b>	<b>Standard</b>
<b>Alignment:</b>	<b>Always neutral</b>
<b>Advancement Range:</b>	<b>11-14 HD (swarm)</b>



### Description

Berserker wasps are four-inch-long insects with red bodies and double sets of shiny black wings. When enraged, their wings produce a deep, raspy buzzing, which in swarms of a hundred or more produces a bone-shaking drone that panics even well-trained beasts.

Berserker wasps are a hardy, adaptive breed of insect that does not build nests, but rather attacks and paralyzes large animals, using them as living hosts for their eggs and as nourishment for the hatchlings when they emerge. The wasps are dormant in the winter, emerging from burrows in the earth during the second week of spring. Queens then take to the air, attracting as many males as possible, and proceed to travel through the forests and grasslands, looking for a place to lay their eggs. Scouts range up to a mile ahead of the swarm, seeking out possible victims. Berserker wasps are drawn exclusively to the scent of blood, and their sensitive olfactory bulbs can sense a wounded person or animal up to a league away. When a victim is found, the swarm envelops it, stinging it hundreds of times until the insects' paralyzing poison takes effect. Then the queen and her males burrow into the still-living body and make their nest, laying eggs and feeding on the victim's tissues until the young hatch, up to a week later. After another week, the young have developed wings and the swarm moves on, leaving little more than a skeleton to mark their passing.

These insects have proven to acclimate quickly to changes in climate. Though the species originated in the equatorial rain forests of Termana, their swarms have made slow but steady progress northward (some say abetted by Virduk's trade ships to feast on the livestock of Vesh), encroaching into more densely populated fiefdoms. The insects' purposeful approach has rightly worried local nobles, many of whom dismiss rumors of Virduk's intent (as he has hardly been unaffected) and are instead convinced that some malevolent intelligence is directing the wasps' efforts.

### Combat

Berserker wasps depend on speed and sheer numbers to bring down their prey, summoned by pheromones broadcast from their wide-ranging scouts and roaring down upon victims seemingly out of nowhere.

**Poison Sting (Ex):** Berserker wasps inject a powerful paralytic poison with each sting. Every time a victim is successfully stung, he must succeed at a Fortitude save (DC 17) or suffer 2 points of Dexterity ability damage per sting. This loss is temporary.

**Vulnerable to Cold (Ex):** Berserker wasps take double damage from cold-based attacks.

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

## Blade Hood

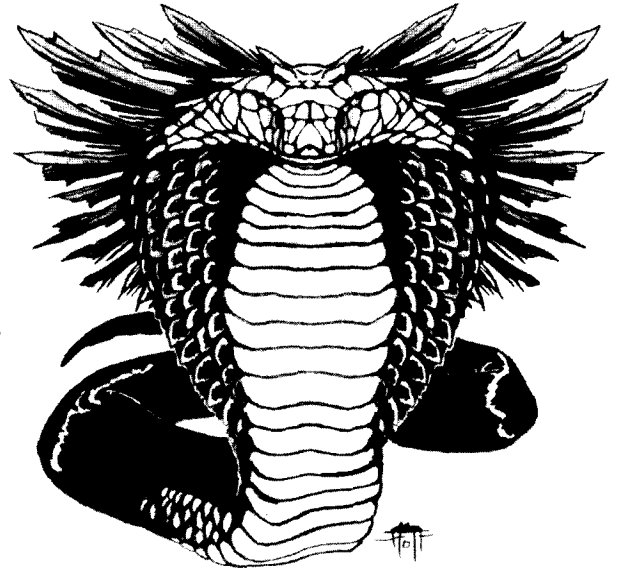
	<b>Large (Long) Animal (Snake)</b>
<b>Hit Dice:</b>	6d8+12 (39 hp)
<b>Initiative:</b>	+2 (Dex)
<b>Speed:</b>	40 ft.
<b>AC:</b>	15 (-1 size, +2 Dex, +4 natural)
<b>Attacks:</b>	Slash +9 melee
<b>Damage:</b>	Slash 1d10+4
<b>Face/Reach:</b>	<a href="#">loft.by</a> 5ft/5 ft.
<b>Special Attacks:</b>	Constriction
<b>Special Qualities:</b>	None
<b>Saves:</b>	Fort +4, Ref +7, Will +0
<b>Abilities:</b>	Str 18, Dex 15, Con 14, Int 8, Wis 7, Chr 14
<b>Skills:</b>	Escape Artist +4, Listen +6, Move Silently +5, Spot +6
<b>Feats:</b>	Alertness, Spring Attack
<b>Climate/Terrain:</b>	Arid regions and subterranean
<b>Organization:</b>	Solitary
<b>Challenge Rating:</b>	3
<b>Treasure:</b>	Standard
<b>Alignment:</b>	Always neutral
<b>Advancement Range:</b>	3-6 HD (Large), 7-9 HD (Huge)

### Description

Blade hoods are large, clever serpents that inhabit remote wilderness areas and underground lairs. They are not venomous but they make up for this shortcoming with other adaptations. They're usually deep violet to black in color, although lighter variations such as rose and tan have been seen. Adults reach an average 30-foot length, and their bodies are stout and muscular, enabling them to crush even armored prey with relative ease.

The blade hood's most distinctive feature is its knifelike growths that emerge along its spine and from behind its jaws. When the serpent inflates its hood, its long jaw-scales spread out like the spokes on a chariot wheel. The serpent uses these appendages to tear through clustered prey or to strike solitary targets with a slashing motion. The shorter blades that run the length of the snake's spine are used to shred victims that are being constricted.

Blade hoods burrow deep lairs that usually have at least one large chamber. If a serpent makes a number of kills at once, it eats one on sight and drags the rest back to its tunnel to be swallowed later. Valuables are occasionally left in the dust of these chambers, or are scattered en route.



### Combat

Blade hoods use surprise when possible, but can become impatient and charge forth, relying on their speed to run prey down. They are cautious about attacking any tool-wielding creatures they encounter. The serpents strike with slashing passes to test a potential victim. If a target fails to put up much of a fight, the snake seeks to constrict it to death.

**Constriction (Ex):** To use the constriction attack, the snake must make a successful melee attack with its jaw-blades. The blade hood then wraps its body around the victim (which must be Size Large or smaller) and inflicts another 2d6 points of crushing and cutting damage that round, and in each round thereafter until the victim is dead or the snake is dislodged. A successful Reflex save (DC 13) allows a target to escape a constriction attempt, and an Escape Artist or Strength check (DC 17) allows a held victim to escape.

## Blight Wolf

Hit Dice:	Large (Long) Beast 8d10+40 (84 hp)
Initiative:	+8 (+4 Dex, +4 Improved Initiative)
Speed:	90 ft., fly 60 ft.
AC:	21(-1 size, +4 Dex, +8 natural)
Attacks:	Bite +10 melee, 2 claws +5 melee; or tail +10 melee
Damage:	Bite 2d6+3; claw 1d6+1; tail 1d8+3
Face/Reach:	5 ft. by 10 ft./5 ft.
Special Attacks:	Chilling howl, poisonous bite
Special Qualities:	Frenzy, damage reduction 2/-
Saves:	Fort +11, Ref +6, Will +2
Abilities:	Str 16, Dex 18, Con 20, Int 5, Wis 10, Cha 3
Skills:	Hide +10, Listen +10, Move Silently +10, Spot +15
Feats:	Alertness, Combat Reflexes, Dodge, Spring Attack, Track
Climate/Terrain:	Wastelands
Organization:	Pack (2-8)
Challenge Rating:	5
Treasure:	Standard
Alignment:	Always chaotic evil
Advancement Range:	9-11 HD (Large)

### Description

The blight wolf is another creature spawned in the terrible contest of magic between the gods and the titans, believed to have been born when a pack of wolves lapped at the blood of the fallen titan Mormo. Since then these fell wolves have prowled the forsaken wastes and desolate places of the world, preying upon all they encounter.

The blight wolf has the dark, furry head of a wolf, but the rest of its body is covered in lustrous black scales, and its paws are tipped with cruel talons. A pair of batlike wings sprout from its shoulders; though not strong enough to allow true flight, the wings permit a wolf to jump for long distances and pounce upon victims from improbable heights. The creature's tail is long and scaly, and ends in an iron-hard barbed point. Its eyes are black as pitch, and its howl sounds like a wind blowing out of the netherworld itself.

Blight wolves are drawn to those of good alignment, particularly lawful good, and they attack such individuals relentlessly, often to the exclusion of all else. Followers of Corean are particular targets.

### Combat

The blight wolf chills its enemies' hearts with its baleful howl and then overwhelms them with sheer ferocity. The wolves are extremely crafty creatures and can show surprising patience, attacking savagely for a few heart-stopping moments, then fading into the darkness, only to strike again an hour later. They keep this up until the enemy is exhausted, and then move in for the kill.

**Chilling Howl (Su):** Blight wolves emit a baleful howl that strikes terror in any who hear it. Victims must succeed at a Will save (DC 19) or become panicked for 1d6 rounds, suffering a -2 on all saves and fleeing from the beast. Wolves may use this howl once per night.

**Poisonous Bite (Ex):** The blight wolf's bite is so poisonous it is said that if one so much as laps from a well, the water will be poisoned for weeks afterward. A victim bitten by a blight wolf must succeed at a Fortitude save (DC 21) or suffer 2d4 Constitution ability damage. This loss is temporary.

**Frenzy (Ex):** Blight wolves are immune to charm, mind control, fear and sleep effects. They are also immune to paralysis and subdual damage.



## Bloodmare

	<b>Large (Long) Beast</b>
<b>Hit Dice:</b>	10d10+50 (105 hp)
<b>Initiative:</b>	+2 (Dex)
<b>Speed:</b>	240 ft.
<b>AC:</b>	15 (-1 size, +2 Dex, +4 natural)
<b>Attacks:</b>	Bite +11 melee, 2 hooves +6 melee
<b>Damage:</b>	Bite 1d8+2; hooves 2d6+1
<b>Face/Reach:</b>	5 ft. by 10 ft./5 ft.
<b>Special Attacks:</b>	Equine lure
<b>Special Qualities:</b>	Tireless, damage reduction 5/+1
<b>Saves:</b>	Fort +12, Ref +q, Will +3
<b>Abilities:</b>	Str 15, Dex 15, Con 20, Int 12, Wis 10, Cha 15
<b>Skills:</b>	Listen +5, Move Silently +10, Spot +q, Track +7
<b>Feats:</b>	Alertness, Blind Fighting, Trample
<b>Climate/Terrain:</b>	Grasslands
<b>Organization:</b>	Solitary
<b>Challenge Rating:</b>	6
<b>Treasure:</b>	Standard
<b>Alignment:</b>	Always lawful evil
<b>Advancement Range:</b>	8-15 HD (Large)

### Description

Bloodmares were once bred by the Warlock Kings (who some claim were the original inhabitants of Hollowfaust) as steeds for their champions and generals. After their empire was destroyed, many of these creatures escaped into the wild, where they continue to haunt lonely grasslands and forests far from civilization. A bloodmare

is a tall, powerful warhorse, clean-limbed and strong,



with a black coat that reflects no light and eyes the color of clotted blood. Its teeth and hooves are sharply pointed, allowing it to tear flesh from its prey.

Bloodmares were bred with a taste for horseflesh, the better to fight and kill an opposing mount in the thick of battle. These days, this appetite for steeds draws bloodmares to caravans or other traveling parties, appearing just at full dark where the horses have been tethered. The creature magically calls to the horses, inciting them to stampede. Any horse that breaks free from its line or is released by its master bolts for the bloodmare, which runs into the distant hills. It leads until the other horse is exhausted, turns back and attacks its prey, killing and eating it. The bloodmare returns each night so long as the group still has horses to prey upon, disappearing only after the last has been killed.

In recent years, several evil lords (including the Jade Lord, new master of Canal Isle) have tried capturing wild bloodmares and turning them into warhorses once again, with mixed results.

### Combat

If cornered by hunters, a bloodmare is a fearsome opponent, using its strength and speed to lash out with its pointed hooves and sharp teeth.

**Equine Lure (Su):** The bloodmare has the ability to call a horse that can hear its cry. Any horse hearing the call must make a Will save (DC 17) or do everything in its power to follow the creature. If someone is riding the horse at the time, the rider may make a Ride check (DC 19) to keep the mount under control.

**Tireless (Ex):** Bloodmares can run from sundown to sunrise without tiring.

## Bone Lord

	<b>Large (Tall) Aberration</b>
<b>Hit Dice:</b>	12d8+36 (90 hp)
<b>Initiative:</b>	+0
<b>Speed:</b>	60 ft.
<b>AC:</b>	18 (-1 size, +9 natural)
<b>Attacks:</b>	(See below) bites/claws +15 melee
<b>Damage:</b>	Bite/claw 1d8+4
<b>Face/Reach:</b>	5 ft. by 5 ft./10 ft.
<b>Special Attacks:</b>	Multiple natural weapons
<b>Special Qualities:</b>	Alter shape, cold resistance, immunity
<b>Saves:</b>	Fort +9, Ref +4, Will +q
<b>Abilities:</b>	Str 18, Dex 10, Con 16, Int 9, Wis 20, Cha 5
<b>Skills:</b>	None
<b>Feats:</b>	Ambidexterity, Blind Fighting
<b>Climate/Terrain:</b>	Any
<b>Organization:</b>	Solitary
<b>Challenge Rating:</b>	6
<b>Treasure:</b>	Double Standard
<b>Alignment:</b>	Always neutral evil
<b>Advancement Range:</b>	8-12 HD (Large), 13-18 HD (Huge)



### Description

The bone lord is a colony of small organisms that knit piles of bones together. A kind of communal intelligence stimulates the colony to move the construct at will, creating a kind of vehicle with which the colony can travel, hunt and defend itself. The colony appears in the form of a pink-gray fungus that grows on the surface of the bones, swelling at the joints and thickening in places that are analogous to muscles. The shape and weapons - claws, teeth or clublike bones - that a bone lord can form vary widely, depending only on the kind of bones available to the colony.

No one knows what hideous magic created bone lords. Perhaps a wizard's experiment went catastrophically wrong, or perhaps, as some sages whisper, the creatures were once mortals cursed by a vengeful god for the wrongs they committed against the gods. Regardless, these monsters have only been encountered in recent times, arising from the grisly remains of scattered battlefields and lurching about in search of living prey.

The bone lord needs fresh blood to nourish its colony and finds a cool, shadowy place to lie in wait for a passing victim. Prey are torn apart and a victim's blood is absorbed through the bones and distributed to all parts of the colony. After feeding, the bone lord lies dormant for weeks, storing metabolic energy, while the bones of its prey bleach in the sun. Once the bones are

properly bleached, the colony absorbs them into the construct and moves on to another hunting spot.

### Combat

A bone lord is a seemingly random collection of skulls, limbs and daggerlike ribs. It can alter its shape to adapt to changing situations. The creatures can bear amulets, jewelry, or bits of clothing or armor left over from past victims and even use them to entice curious adventurers.

**Multiple Natural Weapons (Ex):** The bone lord is capable of manifesting numerous natural weapons to fight its enemies. In the first round of combat, the bone lord will manifest 1d4 fanged jaws, claws, or bladed ribs to attack its enemies in that round. Each subsequent round, the bone lord will manifest one additional natural weapon up to a maximum number of attacks equal to its hit dice.

**Alter Shape (Ex):** As a free action, the bone lord may alter its shape each round with a successful Dexterity check (DC 18) in order to take the best advantage of the surrounding terrain, perhaps allowing it to pass through small tunnels or expand outward to fill a cave mouth.

**Cold Resistance (Ex):** The bone lord takes half damage from cold attacks, but double damage from fire.

**Immunity:** Bone lords are immune to polymorphing effects.

## Bottle-Imp

	<b>Tiny Undead</b>
<b>Hit Dice:</b>	4d12 (26 hp)
<b>Initiative:</b>	+7 (Dex)
<b>Speed:</b>	Fly 30 ft.
<b>AC:</b>	22 (+2 size, +7 Dex, +3 natural)
<b>Attacks:</b>	Knife +10 melee; or bite +10 melee
<b>Damage:</b>	Knife 1d4+4; bite 1d6+4 and sleep
<b>Face/Reach:</b>	2.5 ft. by 2.5 ft./5 ft.
<b>Special Attacks:</b>	Sleep bite
<b>Special Qualities:</b>	Retreat, smoke form, teleporting bottle, damage reduction 15/+2, undead
<b>Saves:</b>	Fort +1, Ref +11, Will +1
<b>Abilities:</b>	Str 18, Dex 25, Con -, Int 13, Wis 10, Cha 10
<b>Skills:</b>	Hide +7, Listen +6, Move Silently +7, Search +5, Spot +4
<b>Feats:</b>	Dodge
<b>Climate/Terrain:</b>	Any, usually urban
<b>Organization:</b>	Solitary
<b>Challenge Rating:</b>	4
<b>Treasure:</b>	None
<b>Alignment:</b>	Usually neutral evil
<b>Advancement Range:</b>	2-3 HD (Tiny), 5-6 HD (Small)

### Description

Rumor has it that these horrible shadowy creatures are crafted from the ghosts of children by using dark rituals. They often serve as deadly assistants and helpers to malevolent wizards or necromancers, so that their murderous impulses can be better indulged.

Bottle-imps seem to be made of shadow and smoke, which grants them surprising reach for their size. They live inside small enchanted bottles, which are sometimes "given" to people that the giver wants dead. However, their bottles might turn up in surprising places, even washing ashore on beaches.

A bottle-imp can range up to 100 yards from its bottle, always connected by a small tether of smoke (which can be disrupted without injuring the imp,

although the imp senses the disturbance). It emerges only at night. It refuses to come out into daylight even if threatened with death. It carries a small knife that does serious damage for its size.

### Combat

Although bottle-imps are not the most imposing creatures, they can make terrifying combatants. They dart around with surprising speed, biting at faces and throats in order to incapacitate their opponents before slashing with their knives. Some necromancers who command bottle-imps wear their bottles at their waists, releasing theimps to aid them in combat.

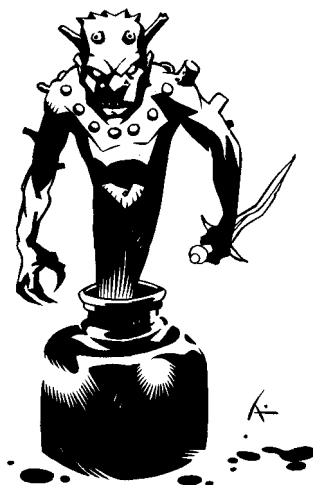
**Sleep Bite (Su):** Anyone bitten by a bottle-imp must make a successful Fortitude save (DC 16) or fall into a deep slumber for 10-60 minutes.

**Smoke Form (Ex):** Bottle-imps are partially substantial and can squeeze through any opening that a Fine creature could.

**Retreat (Su):** When a bottle-imp is reduced to 0 hit points, it automatically retreats into its bottle and pulls in the stopper. This is a free action.

**Teleporting Bottle (Su):** The only way to permanently destroy a bottle-imp is to break its vessel. The vessel is treated as hardness 10 with 10 hit points. Of course, if the imp senses an attack on its bottle, it usually activates the bottle's teleportation power to escape. The bottle grants the ability to teleport up to 100 yards away, three times per day. The imp has usually scouted out the surrounding area to find the most innocuous location to hide its bottle in the event of an emergency (wine cellars and gutters are favorites).

**Undead:** Bottle-imps are immune to poison, sleep, paralysis, stunning and disease. They're not subject to critical hits, subdual damage, ability damage, energy drain or death from massive damage.



## Brewer Gnome

	Small Fey
Hit Dice:	2d6 (7 hp)
Initiative:	+2 (Dex)
Speed:	20 ft.
AC:	13 (+1 size, +2 Dex)
Attacks:	Club +3
Damage:	Club 1d6
Face/Reach:	5 ft. by 5 ft./5 ft.
Special Attacks:	Belch, flame breath, spells, spell-like abilities
Special Qualities:	Magical brewing
Saves:	Fort +0, Ref +5, Will +1
Abilities:	Str 10, Dex 14, Con, Int 13, Wis 12, Cha 14
Skills:	Alchemy +18, Appraise +4, Bluff +4, Craft (Brewing) +21, Escape Artist +1, Hide +2, Knowledge (Nature) +6, Sense Motive +3
Feats:	Brew Potion, Craft Wondrous Item
Climate/Terrain:	Any temperate except near large cities
Organization:	Clan (5-14)
Challenge Rating:	1
Treasure:	Standard
Alignment:	Usually chaotic neutral
Advancement Range:	2-5 HD (Small)

## Description

Mislabeled as gnomes, brewer gnomes are actually one of the fey races that still walk the Scarred Lands. These gnomes travel the countryside collecting strange ingredients to make the brews for which they are famous or infamous, depending on whom one asks.

When they are not collecting ingredients, brewer gnomes find a secluded glade or mountaintop to set up camp and do their brewing. The brewer gnomes then proceed to have a large party until they are all quite worse off for it.

The gnomes are happy to barter with anyone who happens upon their encampments, or who encounters them during their searches for strange ingredients. Anyone who manages to survive a few of the brewer gnomes' drinks during formal introductions is accepted as a trading partner. Brewer gnomes are happy to collect gems and potions of all kinds, and they also barter their goods for ingredients-collection services from travelers. They do not let their casks of brew go cheaply.

Brewer gnomes stand three feet tall and dress in bright colors. They travel in extended families. Some clans have taken in ogres or hill giants who get their fill of drink in exchange for carting around heavy casks and for eating anyone who acts rude to the brewer gnomes.





## Combat

Brewer gnomes prefer the bottle to the bastard sword, and never enter combat voluntarily. If they are attacked or their possessions are being stolen, the gnomes either attempt to escape with what goods they can or drive off the attacker depending on the situation.

**Belch (Su):** A brewer gnome may spend its move action imbibing some of its Silver Moon Ale and then belch the powerful fumes from the brew at any opponent within five feet in the subsequent round. The victim must succeed at a Fortitude save (DC 11) or pass out. The victim is not merely asleep. Rousing him requires several rounds of slapping and yelling in his ear or any blow that causes damage. Left alone, the victim wakes up in (at most) four days. The belch attacks counts as a poison attack.

**Flame Breath (Su):** As a full round action, the gnome may quaff some of its highest proof brew and then breathe it out on opponents while magically lighting it into a 10-foot flaming cone. Anyone within the cone takes 2d4 damage. Characters who succeed at a Reflex saving throw (DC 11) take only half damage.

**Magical Brewing:** Brewer gnomes create many wonderful concoctions. The following are but a few of the possible brews. In general, all brews cause the drinker a -1 Dexterity, Wisdom and Intelligence penalty per mug, and a +1 Strength, Constitution and Charisma bonus for every three mugs. These bonuses and penalties all fade at a rate of one point per hour once the drinking stops. The brews are stored in casks, each holding a dozen mugs of drink.

**Passionberry Cider -** This lovely cider is fermented from rare passionberries, and it seems to

augment the berry's amorous side effects. Anyone drinking the cider gains +1 Charisma every two mugs instead of every three. They also suffer a -2 penalty per mug on any saving throws for charming or suggestion magic, to disbelieve illusions, or on any Sense Motive skill rolls. If a drinker sees or speaks with any reasonably suitable mate (preferred sex and same race), he must pass a Will saving throw (DC 11, before the -2 penalty above) to avoid becoming infatuated with his newfound love.

**Pond Scum Stout -** Although no one cares to know what the brewer gnomes put in this stout, no one complains of its excellent hearty flavor. The stout gives +1 Strength per two mugs not three, and anyone drinking it is immune to fear effects for one hour per mug.

**Silver Moon Ale -** A smooth draught that can go right to one's head. Anyone except dwarves, gnomes and fey races who drinks the ale must succeed at a Fortitude saving throw (DC 11) or pass out. The difficulty of the saving throw goes up by one with each successive cup imbibed. Anyone who passes out remains asleep for one year per mug unless they are woken up (as per "Belch").

Those who do not succumb to the ale's slumber find themselves in an abundantly cheerful mood, and if the moon is visible, they also gain the ability to fly (as a spell-like ability, caster level 12, activated once per mug drunk).

**Waterfall Wine -** This bubbly white wine grants the ability to breathe underwater for one hour per drink.

**Spells:** Brewer gnomes cast spells as fourth level sorcerers.

**Spell like Abilities:** Turn invisible twice per day.

# Butcher Spirit

	<b>Small Undead</b>
<b>Hit Dice:</b>	<b>6d12 (34 hp)</b>
<b>Initiative:</b>	<b>+8 (+4 Dex, +4 Improved Initiative)</b>
<b>Speed:</b>	40 ft.
<b>AC:</b>	<b>20 (+4 Dex, +1 size, +5 natural)</b>
<b>Attacks:</b>	None
<b>Damage:</b>	None
<b>Face/Reach:</b>	5 ft. by 5 ft./5 ft.
<b>Special Attacks:</b>	<b>Gaze, shudder, possession</b>
<b>Special Qualities:</b>	<b>Darkvision 120 ft., incorporeal, undead</b>
<b>Saves:</b>	<b>Fort +2, Ref +6, Will +4</b>
<b>Abilities:</b>	<b>Str 10, Dex 18, Con -, Int 10, Wis 9, Cha 6</b>
<b>Skills:</b>	<b>Animal Empathy +9, Hide +6, Listen +6, Spot +5</b>
<b>Feats:</b>	<b>Improved Initiative</b>
<b>Climate/Terrain:</b>	Any
<b>Organization:</b>	<b>Solitary, convocation (3-18)</b>
<b>Challenge Rating:</b>	<b>4</b>
<b>Treasure:</b>	None
<b>Alignment:</b>	Usually neutral evil
<b>Advancement Range:</b>	<b>5-8 HD (Small); 9-12 HD (Medium-size)</b>

## Description

Butcher spirits are what remains of animals once sacrificed in religious rites to feed the relentless hunger of the titan Gaurak. The animals' wholesale slaughter was avenged by an angry Denev, who sought to destroy the ravenous lord's cults by allowing animal spirits to remain in the world to lash out at their murderers. Butcher spirits linger at the places of their death, haunting long-abandoned temples or interrupting ceremonies at secret altars still dedicated to the Voracious One. Robbed of life, these spirits hate all people and humanoids in turn, whether they venerate Gaurak or not. Sometimes butcher spirits even assume the bodies of people to experience the world again, and to commit offenses against humanoids that cannot be performed from beyond. Butcher spirits are often solitary, seeking revenge for all their fellow creatures slaughtered at a site. However, some druids know the tale of a convocation of dead animals that haunts a ruined temple in the swamplands of southern Darakeene just inland from Liar's Sound.

## Combat

Butcher spirits are usually tied to the location of their sacrifice. They possess intruders to wreak havoc abroad until the first rays of the sun return them to their haunts.

**Gaze (Su):** Those who make eye contact with a butcher spirit must succeed at a Will save (DC 20) or be unable to take actions unless attacked or the spirit releases its gaze.

**Shudder (Su):** The butcher spirit passes through the body of a target, overwhelming him with the fear

that the animal felt at the time of its sacrifice. The victim must succeed at a Will save (DC 20) or suffer a -4 morale penalty to all attacks, saves and skill rolls for 1d12 rounds.

**Possession (Su):** After trapping a person in its gaze, a butcher spirit can enter his body and assume complete control. The target must succeed at a Will save (DC 16) to resist possession. A possessed being is used to cause as much havoc to surrounding humanoids as possible. Sunrise dispels the possession; the butcher spirit returns to its haunt, while the host regains control, and is probably held responsible for his seeming actions.

**Incorporeal (Ex):** This creature has no material form. It is seen only as an apparition. It is immune to nonmagical weapons, although magical weapons and spells affect it normally.

**Undead:** A butcher spirit is immune to poison, sleep, paralysis, stunning and disease. It's not subject to critical hits, subdual damage, ability damage, energy drain or death from massive damage.



## Carnival of Shadows, The

Far to the southeast of Ghelspad, and well south of Asherak where the Blood Sea comes to an end, is a place beyond human curiosity called the Bay of Tears. This bay is the terminus of the currents that flow past the body of Kadum, the Mountainshaker, who lies forever bound to a great rock at the bottom of the sea. There beneath the waves, he writhes, gouting blood from where his heart has been torn out, as salt waters burn his eternal wound.

The Bay of Tears is so named because of the terrible curse that hangs over it. The fish and sea creatures that by necessity taste the blood of Kadum breed strangely, turning crafty, hostile and vile. And those who eat the catch from the bay are often sickened... or changed.

At the mouth of the Bay of Tears lies Blood Bayou, a vast salt marsh that's flooded at high tide and sequestered from the sea when the tide is low. Inland, the marsh's backwaters are shallow, stagnant lakes flooded only by storm surges.

In this place of darkness and disease, the blood of Kadum, rich with curses and magic, coalesces and seeps into the very land. It is a place of sickness, a blight that will not heal until the seas are cleansed, the land is purged, and Kadum's ever-flowing blood is stanching.

There are some evils in the world that are not a result of the Titanswar. Like flaws in glass, they have always been there. But when the gods and titans turned their attention toward each other in a struggle for the heavens, these evils prospered and grew fat on the scraps of war. It is in Blood Bayou that one such evil has come to dwell.

Some call him The Laughing Man, or the Momus, or the Jack of Tears. Whatever he's called, the King of the Carnival of Shadows has held court at the dark heart of Blood Bayou for at least two centuries, as there is evidence he occupied this land before the Titanswar, though perhaps in a different form. He has since grown mighty on the power of the blood of Kadum.

Yet the Laughing Man is not a mere menace to be feared and destroyed. Mad, capricious and deadly being that he is, he also possesses a certain gallows humor, a fondness for bravery and honesty, and a seemingly insuperable compulsion to keep his word. Though feared by those those who know of him, the Jack of Tears has never sent his krewes marching abroad as an army - although he swears that they will if any attempt is made to unseat him.

Indeed, Momus has actually offered his services as advisor and even court magician to other kingdoms that can bear him. Although his magic is dark and unappealing, it is rumored capable of raising plains

into mountains, curing plagues and destroying armies. The prince's price is so high and his magic so fearsome, however, that he has never been called upon (at least to anyone's knowledge). Such offered aid, and fear of the combined power of the krewes roused for war, makes the Jack of Tears an uneasy fixture in the Scarred Lands' political arena despite his geographical separation - a distance he seems to prefer.

### Krewe of Bones

Blood Bayou is a place of death and decay, and the Carnival of Shadows rejoices in it. Those things that are dead-yet-walk serve in the Krewe of Bones. This society is the most military of the krewes. There is little alternative - with so many members of the group nearly mindless, shambling creatures, the only alternative to discipline and strict regimentation is a chaos that the other krewes could not permit.

Even the most independent or even rebellious of the krewes members are at least of a strategic or military bent. Those members willing to accept commissions and intelligent enough to command are assigned positions leading units of less intelligent undead. Those who are disinterested in such matters are placed on "detached duty in the Krewe of Mangroves" or on "indefinite furlough" and allowed to go about their business until they are "called up" to serve the krewe. The whole matter is treated with grave formality, and krewe members are essentially subject to conscription in time of need.

The Krewe of Bones has the honor of providing the Jack of Tears' personal guard, and will lead the carnival in war should that ever prove necessary.

Each unit in the Krewe of Bones is uniformed by its officers. While there are no standards, uniforms tend to be both flamboyant and sensible. Most members wear intimidating gear on parade or when attending court functions - often the half-rotted heads of enemies or necklaces made of enemy fingers - if only to remind other carnival members who it is that will save their asses in times of war.

Lord Quick, the leader of Plagues, envies the permanence of Baron Mirth's servants and believes that the baron steals his followers.

### Baron Mirth

The leader of the Krewe of Bones, Baron Mirth is like the force he commands - the personification of discipline and order. Mirth knows well that he is subordinate to his commander in chief, the Jack of Tears. Rumor has it that the baron was created by the Momus himself, and that he was once one of Demoiselle Antunes' more fortunate lovers. Whatever the truth, the skeletal baron swaggers through the carnival, secure in his position and publicly jovial about all

matters. In private, however, he argues that the carnival must expand to protect itself, and sees every intruder or counterattack against a raiding party as an excuse to lobby the dispassionate Jack for a campaign of conquest.

Mirth is a huge creature, almost seven feet tall, dressed in brilliantly polished armor and a flowing scarlet cape. He carries a bastard sword and a shield emblazoned with an unmarked scarlet field. He goes about at all times escorted by at least a dozen of his crack shock troops. A lady's man, the baron keeps a small harem of undead concubines.

## Krewe of Mangroves

Blood Bayou itself is home to many singular creatures, hateful beings who have chosen to lurk in the mud and mire, away from a world that shuns them. It's a place of misfits and madmen, and also of terrible beasts - lifewrack and seawrack dragons, spiders grown huge and cunning amid the glades, deadly alligator men and other beasts without names. These misfits together form one of the most powerful krewes in the carnival.

The Krewe of Mangroves is, perversely, the least active of the Prince's societies. It exists to protect and aid the interests of the exiles and misanthropes who choose to make the bayou their home. Most such beings have little or no interest in the outside world. It's also the poorest of krewes. While the leaders of other groups go to the court of the Laughing Man dressed in finery, the leaders of the Mangroves rely on barbarian splendor.

And splendid it is. With their fur caps and bone jewelry, their carved-wood fetishes and canes, spider-silk robes and swamp-tanned leather, the members of this krewe are terrible to behold. Though there may be no precious metals or jewels among their garb, how can a mere display of wealth match the majesty of renegade wizards in cloth-of-man colors, with their leashed alligators? Can mere money compare to the meticulous perfection of the alligator-man warriors with their countless bone ornaments?

Internally, the Krewe of Mangroves is the least formal and probably the most welcoming of the Laughing Man's societies. The bayou is a dangerous place for isolated spiders and alligator warriors, who must respect each other if they are to take shelter with one another from time to time. The krewe exists to protect its members and give them a social outlet. It's not that members exist in harmony - many are at constant war with each other - but those who are not engaged in hostilities can be counted on for a friendly word or help in desperate times.

The Krewe of Mangroves has strained relations with the Krewe of Plagues; Lord Quick forever looks

for ways to expand his domain and claim more members for his group from among these outcasts.

## Demoiselle Antunes

The leader of the Krewe of Mangroves is the Demoiselle Antunes, whom some say has inhabited the bayou since before the Titanswar. None know how old the Demoiselle really is. She seems to have been the same late middle age for as long as anyone willing to talk about the matter can remember. Surely the Jack of Tears knows her age, but he isn't telling.

Jovial in her evil, the Demoiselle is known for her string of lovers as well as for her penchant for transforming unfaithful paramours into a wide variety of fitting shapes. Transformation is not her only strength, though. The Demoiselle far outstrips any of the others in the carnival for her knowledge of formal magic. Her name is often associated with The White Lady, a powerful magician from a time *before*, who disappeared under questionable circumstances. The Demoiselle leads her krewe almost by default, being its most powerful member willing to accept the position.

## Krewe of Plagues

The most festive of the Jack of Tears' krewes, the Krewe of Plagues is the very image of the danse macabre. Brilliant in their gold-and-scarlet regalia, with the music of their lepers' castanets and bells, Plaguers are the ill and misshapen of Blood Bayou. This krewe offers the world's deformed outcasts shelter, safety and relief from the agonies of their ailments.

Of course, relief is not without price. Most who join were in some way sick or twisted before. When they enter into the service of Lord Quick, they become bearers of various horrific diseases but are kept alive by Quick's good graces and potent magic. They live painlessly but transmit ailments among each other just as other people shake hands.

Although they revel in their illness, all krewe members know that they survive at the sufferance of their leader. Those who displease him die quickly and horribly. Others who commit grave offenses are forced to perish slowly as Lord Quick revokes his protection bit by bit.

Unlike the other Bayou societies, the Krewe of Plagues has very few interests of its own. Unlike Waves, it isn't constantly on the alert for intruders, nor is it self-involved as are the Krewes of Bones and Mangroves. Instead, most Plaguers live at the Jack of Tears' great rickety seaside festival as a staff of permanent revelers. They serve as courtiers and messengers for the Laughing Man, and give the ever-ambitious Lord Quick eyes and hands all over the carnival.

The krewes idle state and loose organization make it dangerous. Members can be anywhere at any time, accomplishing any overt or covert deed. And though the Laughing Man decrees that members of other krewes and guests of the carnival never be infected with a Plaguer's disease, anyone else can be killed with but a touch from a member. Of all the bayou's groups, outsiders would fear this krewe most, if only they knew about it.

Given the gruesome existence that Plaguers live, their suicide rate is high despite their painless afflictions; those who remain for long are either mad or given wholly to wickedness for its own sake.

### Lord Quick

The master of the stricken, Lord Quick dresses as the quintessential troubadour and masquerader: in harlequin's garb and constantly disguised. Unlike the Jack of Tears, however, he wears a domino over his face rather than holding up a mask. For all his smiles, Quick's breath reeks of carrion, his teeth are blackened and chipped, and his tongue is a rainbow of diseased colors.

A brutal political player, Lord Quick is different from his fellow krewe leaders. He seems much more on par with the Laughing Man, and there is much speculation about his origins. Some believe that he was a force of evil, like the Laughing Man himself, who came to be allied with the Jack of Tears. Others believe him to be a lieutenant of the titans, hiding from the wrath of the gods. Whatever the case, he is the only krewe leader to ever cause the Jack of Tears to lose his temper, and he seems to be the only one who entertains designs on the Momus' throne. That he still lives and retains his position despite these facts would seem to mean something - but perhaps nothing more than that the King of the Carnival is amused by the antics of his minions.

### Krewe of Waves

The Krewe of Waves consists of the Jack of Tears' aquatic followers. This does not include pirates. Although buccaneers of Bloodport are wary of Queen Ran, leader of the Krewe of Waves (and sometimes pay her tribute) they are independent of the Krewe of Waves and the Jack of Tears in general. The members of the Krewe of Waves make their home in the ocean and are a dark and mysterious breed.

Cold and aloof as their deep, black homes, the members of the Krewe of Waves largely eschew the pageantry and comic air affected by members of other krewes. These creatures live by war and raiding, swimming up from below to attack ships at sea or coming ashore in the dead of night to seize captives and take booty back to their lairs.

The main duty of the Krewe of Waves appears to be border security for the Bay of Tears, the waters around which form a bottleneck to unknown lands beyond. The Krewe does not allow boats from the continents of Termana, Ghelspad or Asherak pass into the water beyond the Bay of Tears. Therefore, the lands beyond remain a mystery. Evidently, there is some sort of civilization beyond, for captured Bloodport pirates report sighting strange galleons in the distance that seemed disinterested in crossing the waters that are home to the Krewe of Waves.

Most of the members of this krewe are shark-folk, creatures twisted from the carnivorous fish that first fed upon Kadum's bleeding body. These vicious creatures can survive in the open air for several hours and are a terrible menace to seaside communities. Other members of the krewe include sea hags and their close allies the krakens. Vast and terrible creatures, skilled in black magic and weather-witching, the krakens are the leaders of the krewe. They call up fogs and storms to cover and protect the shark-folk during raids, and in return reap the tribute and respect of their lessers.

The Krewe of Waves is coldly formal. When it takes part in the carnival at all, which is only to demonstrate propriety to the Jack of Tears, leaders are resplendent in robes made of pearls and gold coins. Even warriors glitter and shimmer in coral and mother-of-pearl beads.

Though they dress far less spectacularly in their dim ocean homes, krewe members are almost painfully formal in their interactions. Complex webs of respect and loyalty bind these creatures, with every kraken owing fealty to their queen. In turn, each kraken has a court of hags and communities of shark-folk that look to it as their protector and leader. Even the shark-folk are strictly regimented, formed into military units with complex hierarchies.

The Krewe of Waves has close ties with the Krewe of Bones. Baron Mirth lays claim to all aquatic undead, and many shark-folk attacks are aided by his walking and swimming corpses. In return, the Krewe of Waves treats its drowned victims with special care to ensure that as many as possible rise from the dead.

### Queen Ran

A vast black kraken, Queen Ran is the ice-hearted ruler of the Krewe of Waves. She is a vicious, wicked creature who delights in the riches that descend upon her black and frigid domain. As brutal and uncompassionate as the sea she rules, Queen Ran dresses in cloth of diamonds and carries the scepters of drowned kings in her many arms. A black magician of the darkest sort, even worse than the Jack of Tears himself, Ran is said to strike pacts with infernal princes, dealing with them as one ruler to another.

## Carnival King, Jack of Tears

	Medium-size Outsider (Chaos, Evil)
<b>Hit Dice:</b>	18d8+90 (171 hp)
<b>Initiative:</b>	+3 (Dex)
<b>Speed:</b>	30 ft.
<b>AC:</b>	24 (+3 Dex, +11 Natural)
<b>Attacks:</b>	Wand +20 melee
<b>Damage:</b>	Wand 6d6+2
<b>Face/Reach:</b>	5 ft./by 5 ft./5 ft.
<b>Special Attacks:</b>	Spells
<b>Special Qualities:</b>	Damage Reduction 10/+1, SR 24
<b>Saves:</b>	Fort +11, Ref +9, Will +15
<b>Abilities:</b>	Str 15, Dex 17, Con 20, Int 20, Wis 18, Cha 24
<b>Skills:</b>	Bluff +14, Climb +10, Concentration +10, Diplomacy +14, Escape Artist +12, Forgery +18, Gather Information +13, Hide +15, Intimidate +16, Knowledge (arcana) +14, Listen +20, Move Silently +18, Perform +18, Pick Pocket +18, Read Lips +20, Scry +20, Search +18, Spellcraft +12, Spot +18, Use Magic Device +16, Use Rope +20
<b>Feats:</b>	Combat Casting, Spell Penetration, all Item Creation and Metamagic Feats
<b>Climate/Terrain:</b>	Blood Bayou
<b>Organization:</b>	Unique
<b>Challenge Rating:</b>	10
<b>Treasure:</b>	Triple Standard
<b>Alignment:</b>	Always chaotic evil
<b>Advancement Range:</b>	None

### Description

Perhaps the Jack of Tears was once nothing more than an evil spirit. It could be that he once roamed the night roads in a corpse-cart or a circus wagon, the wheels of which left tracks of blood, and he inflicted ill luck, miscarriage and sudden death wherever he went. Certainly, this is the origin many wizards attribute to him, but the jealous have always taken delight in casting aspersions.

Whatever the Jack of Tears once was, he became something more when he came to Blood Bayou and fed upon the blood of Kadum. The Laughing Man is not a child of the titans any more than are most inhabitants of the Bay of Tears. He has simply grown mighty on the intensity of Kadum's suffering.

Whatever his origin, the Jack of Tears is now the undisputed ruler of Blood Bayou and the krewes based there. These krewes are groups he has bound together for the common good and goals of all the unsavory characters who call the Bay of Tears their home.

Though he is a jesting figure, the Laughing Man is undoubtedly a force of evil, one who is wise enough to

make himself useful to his neighbors so that they tolerate his existence. But to the individuals who deal with him, the Laughing Man is a merciless trickster who twists words and grants requests with a ruthlessly literal ear.

The Jack of Tears rules his swamp-kingdom from a great, rickety carnival that lies in the center of the bayou, connected to the ocean by a channel so that members of the Krewe of Waves can come and go freely. Here, on a brightly painted throne of children's toys, he presides over the endless festival of his minions and holds audiences with those daring or foolish enough to approach him.

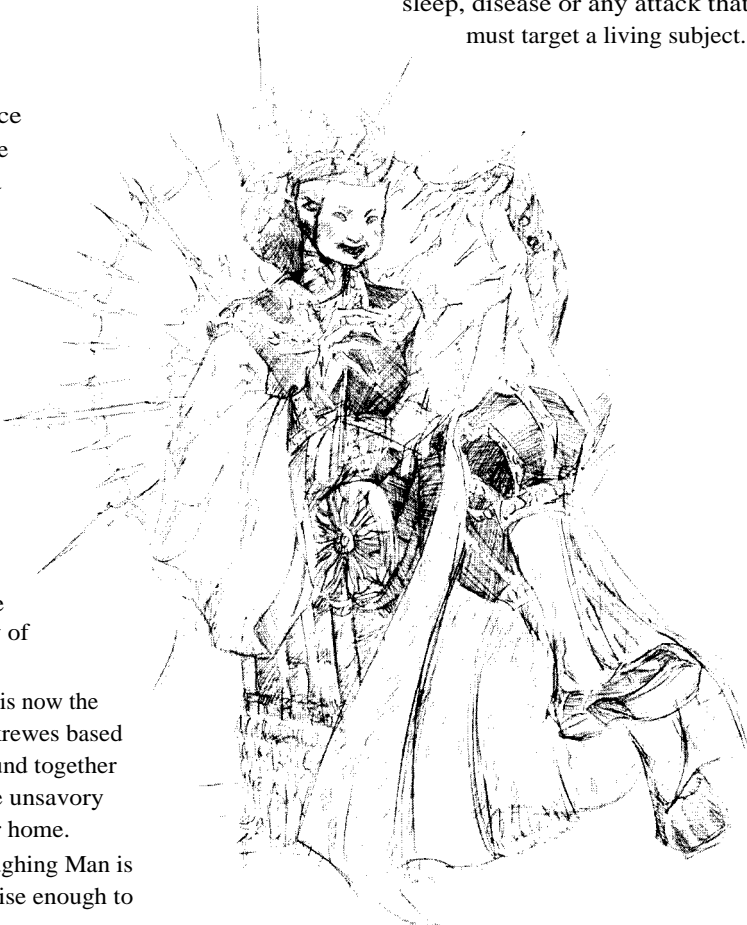
The Jack of Tears has never been brought to battle. His scepter Foolscap is a thick wand, white on one end and black on the other. The black end causes 6-36 points of damage with but a touch. The white end cures all illnesses and wounds and restores all lost abilities, levels and amputated limbs. The white end works on the Jack of Tears as well as on anyone he agrees to bless... for a price.

### Combat

The Jack of Tears uses his magical wand and spells in combat.

**Spells:** Spellcasting abilities of an 18th-level sorcerer.

**Outsider:** Not affected by critical hits, death from massive injury, poison, paralysis, sleep, disease or any attack that must target a living subject.



## Carnival Krewe, Alligator Warrior

	<b>Large (Tall) Humanoid</b>
<b>Hit Dice:</b>	6d8+18 (45 hp)
<b>Initiative:</b>	+6 (+2 Dex, +4 Improved Initiative)
<b>Speed:</b>	40 ft., swim 30 ft.
<b>AC:</b>	24 (-1 size, +2 Dex, +3 studded leather armor, +10 natural)
<b>Attacks:</b>	Weapon +4; bite +4 melee, tail slap +7 melee; javelin +7 ranged
<b>Damage:</b>	By weapon +4; bite 1d6+4; tail slap 1d6+2; javelin 1d6+4
<b>Face/Reach:</b>	5 ft. <u>hy</u> 5 ft./10 ft.
<b>Special Attacks:</b>	None
<b>Special Qualities:</b>	None
<b>Saves:</b>	Fort +8, Ref +4, Will +1
<b>Abilities:</b>	Str 18, Dex 15, Con 16, Int 12, Wis 8, Cha 6
<b>Skills:</b>	Climb +4, Disable Device +5, Escape Artist +2, Hide +4, Jump +3, Listen +4, Move Silently +6, Search +3, Spot +6, Swim +12, Wilderness lore +4
<b>Feats:</b>	Alertness, Dodge, Improved Initiative, Multiattack, Spring Attack
<b>Climate/Terrain:</b>	Swamps
<b>Organization:</b>	Solitary
<b>Challenge Rating:</b>	3
<b>Treasure:</b>	Standard
<b>Alignment:</b>	Usually lawful evil
<b>Advancement Range:</b>	7-10 HD (Large)



### Description

Solitary swamp-dwelling predators, alligator warriors are some of the most dangerous inhabitants of Blood Bayou. It's unclear if they existed before the area came to be saturated with the blood of Kadum. If they did, it's impossible to say what they were like originally.

Alligator warriors are extremely territorial and independent. They typically gather for only three purposes. The first is for mating, and in the early spring the booming sounds of alligator-warrior males calling out territorial challenges creates an incessant evening din. The second is for organized activities such as meetings of their krewe or festivals and dances. Despite their predatory bent and solitary nature, these creatures can become gregarious by intention. The third occasion is to hunt intruders. When the territory populated by alligator warriors is invaded, they put aside their own disputes to stalk an invader, picking off stragglers or overwhelming an individual if it is weaker than the whole of the attackers.

Alligator warriors are unsophisticated creatures that focus on solitary hunting, preferably by ambush. They are masters of the pitfall, trap and snare, and

most of their time is spent in mock-warfare with their neighbors over territory. This fighting occasionally turns genuine; few alligator warriors die of old age. Though often vicious and aggressive toward their own kind, they can be friendly to other creatures that inhabit their domains. Alligator warriors often serve as the genteel companions of other bayou denizens. They favor magicians and giant swamp spiders as companions, both of whom can provide the warriors aid and assistance in their constant territorial sparring.

### Combat

Alligator warriors favor javelins, which they hurl with the use of a throwing stick, and knives or short swords. Most alligator warriors wear bone-studded leather armor.

## Carnival Krewe, Blood Kraken

	<b>Large (Long) Magical Beast</b>
<b>Hit Dice:</b>	7d10+21(59 hp)
<b>Initiative:</b>	+1 (Dex)
<b>Speed:</b>	swim 60 ft.
<b>AC:</b>	24 (-1 size, +1 Dex, +14 natural)
<b>Attacks:</b>	8 tentacles +9 melee; squeeze +9
<b>Damage:</b>	tentacle 1d6+3; squeeze 1d6+3
<b>Face/Reach:</b>	5 ft. by 10 ft./5 ft.
<b>Special Attacks:</b>	Ink, sticky grasp, spells
<b>Special Qualities:</b>	None
<b>Saves:</b>	Fort +5, Ref +3, Will +8
<b>Abilities:</b>	Str 17, Dex 12, Con 16, Int 14, Wis 17, Cha 13
<b>Skills:</b>	Diplomacy +8, Hide +3, Innuendo +5, Intimidate +3, Knowledge (arcana) +10, Listen +7, Scrying +6, Spellcraft +5, Spot +2, Use Magic Device +3
<b>Feats:</b>	Blind-Fight, Forge Ring, Craft Rod, Enlarge Spell, Leadership, Maximize Spell
<b>Climate/Terrain:</b>	Undersea, seashore
<b>Organization:</b>	Solitary
<b>Challenge Rating:</b>	5
<b>Treasure:</b>	Triple Standard
<b>Alignment:</b>	Always lawful evil
<b>Advancement Range:</b>	8-10 HD (Large), 11-14 HD (Huge)

### Description

These inky black creatures are the leaders of the Krewe of Waves and are the terrors of shipping and coastal villages throughout the Bay of Tears. Though blood krakens are relatively small (usually 8 to 12 feet from tentacle tip to tentacle tip) and shy from physical conflict, their leadership abilities and mastery of the magic of weather and destruction make them extremely dangerous, especially when supported by their coterie of followers.

Most krakens have personal entourages of several sea hags and a number of shark-folk. Such raiding parties might be as small as a school of 8 to 12 or as large as a village of 50 or more.

Blood krakens as a group owe allegiance to Queen Ran, the leader of the Krewe of Waves. Through her, they are members of the Carnival of Shadows, though by and large they find the chaos of the carnival distasteful. Most blood krakens are vain creatures, proud of themselves and their power. They bedeck themselves in the riches of the surface world, covering their arms with rings and bracelets, gilding and piercing their beaks, and crowning themselves with a wide variety of circlets, tiaras and diadems.

Most wield scepters or other wands of office salvaged from wreckage, and these can include swords and elaborately carved wooden legs - anything striking.

### Combat

Blood krakens are typically reticent to enter combat, preferring for their followers to take care of such matters while they stay back and offer magical support. When forced into combat, krakens favor combat magic or attempt to strangle victims with their powerful arms.

**Ink (Ex):** Blood krakens can spew a thick ink cloud, which obscures vision in a 60-foot radius. Not even darkvision can penetrate it. They may do this once every three hours.

**Sticky Grasp (Ex):** When struck by one of the Kraken's tentacles, a target is seized and crushed, taking damage automatically every round unless the kraken is killed or releases the victim voluntarily. Size Small or larger individuals can be held by up to two tentacles at the same time.

**Spells:** Blood krakens have access to spells of the War, Destruction, Law, Evil and Water spheres as an 8th-level cleric.





## Carnival Krewe, Necromantic Golem

<b>Hit Dice:</b>	<b>Huge (Long) Undead Construct</b> 4d12 (58 hp)
<b>Initiative:</b>	+0
<b>Speed:</b>	40 ft.
<b>AC:</b>	14 (-2 size, +6 bone armor)
<b>Attacks:</b>	2 large arms +16 melee, 4 small arms +11 melee
<b>Damage:</b>	Large arms 2d8+9; small arms by weapon type +4
<b>Face/Reach:</b>	10 ft. <b>by</b> 10 ft./10 ft.
<b>Special Attacks:</b>	None
<b>Special Qualities:</b>	SR 8, damage reduction 4/+1, undead construct
<b>Saves:</b>	Fort +6, Ref +3, Will +0
<b>Abilities:</b>	Str 28, Dex 10, Con -, Int -, Wis 4, Cha -
<b>Skills:</b>	None
<b>Feats:</b>	None
<b>Climate/Terrain:</b>	Swamp
<b>Organization:</b>	Solitary or company (2-3)
<b>Challenge Rating:</b>	7
<b>Treasure:</b>	None
<b>Alignment:</b>	Always neutral
<b>Advancement Range:</b>	6-8 HD (Large), 10-16 HD (Huge), 17-25 HD (Gargantuan)

### Description

Not every corpse is reanimated sufficiently intact to serve as an individual warrior, and many who begin undeath in good repair become so severely damaged that they can no longer perform field service. From these remnants are made the so-called necromantic golems. They are golems only in that they are constructed, usually by sewing or lashing remains together, perhaps around carefully constructed hardwood frames. The rest of the process is almost natural, as the powers of the blood and curses that saturate Blood Bayou give life to the dead tissue. Within a few hours or at most a few days, the pieces of the golem gain a dark communal life and begin acting as parts of a single, terrible undead behemoth.

The art of constructing these abominations is well studied among war-machine makers of the Krewe of Bones. Not just slapped-together hunks of meat and bone, necromantic golems are the product of long hours of careful craftsmanship. Built not only for the battlefield, but as works of art to be used in the carnival, these monstrosities are the pride of the Bones.

A necromantic golem has no set form - the statistics presented here are for an average construct used to support infantry in battle. Larger golems are created for siege work, and even sea-going golems exist for naval operations. The version described below can carry four skeletons in the howdah built onto its hunched back. These skeletons are typically armed with crossbows or long lances, with which to fire or jab down into a press of men. The golem itself has two large arms ending in bone-armored clubs. These are typically used



against cavalry or fortifications but work well enough against smaller targets. The golem also has four small arms facing its front. These typically carry human-sized weapons and are used to attack opponents too close to the front of the golem for troops in the howdah to hit.

### Combat

An automaton, a necromantic golem does its masters' bidding fearlessly and without hesitation. If riders in the howdah are destroyed during battle, the golem will still attack anything in sight except members of the Krewe of Bones who are its masters.

**Undead Construct:** A golem is impervious to critical hits, subdual damage and death from massive damage trauma. It's immune to poisons, diseases, blinding, deafness, drowning, electricity, sleep and spells and attacks that affect respiration and living physiology. It cannot be stunned or affected by attacks or spells of mind-altering nature (enamoring or charming spells, for example), or by spells based on healing/harming. It is also immune to ability damage, energy drain, or death from massive damage. It cannot be turned as it has no mind capable of fearing holy power, but it may be destroyed if a cleric generates a destruction result with a turning attempt.

## Carnival Krewe, Plaque Wretch

	<b>Medium-size Humanoid</b>
<b>Hit Dice:</b>	3d8+12 (25 hp)
<b>Initiative:</b>	+0
<b>Speed:</b>	30 Ft.
<b>AC:</b>	15 (+5 natural)
<b>Attacks:</b>	Punch +5 melee
<b>Damage:</b>	Punch 1d4+2
<b>Face/Reach:</b>	5 ft. by 5 Ft./5 Ft.
<b>Special Attacks:</b>	Touch of Death
<b>Special Qualities:</b>	Damage reduction 4/-
<b>Saves:</b>	Fort +7, Ref +1, Will +1
<b>Abilities:</b>	Str 15, Dex 10, Con 19, Int 10, Wis 10, Cha 7
<b>Skills:</b>	Balance +1, Bluff +3, Climb +2, Diplomacy +1, Intimidate +4, Jump +2, Listen +3, Perform +4, Spot +2, Tumble +2
<b>Feats:</b>	Endurance
<b>Climate/Terrain:</b>	Swamp
<b>Organization:</b>	Throng (1-8), revel (6-36)
<b>Challenge Rating:</b>	2
<b>Treasure:</b>	Standard
<b>Alignment:</b>	Usually neutral evil
<b>Advancement Range:</b>	By character class

### Description

Plague wretches are servants and victims of the dreadful Lord Quick, the leader of the Krewe of Plagues. These beleaguered people are the primary inhabitants of the ongoing festival that is the Laughing Man's capital.

Burdened with dozens of diseases and beholden to the twisted madness of their leader, most wretches who survive even a short time in the carnival are quite mad. Though they may have pursued adventuring professions prior to their existence here, most have forgotten their skills after endless rounds of drinking and celebrating.

Plague wretches are possessed of a tremendous, unnatural stamina and energy, part of the same gift that allows them to survive—even prosper—under the burden of their maladies. Wretches are generally willing to do anything to avoid the displeasure of their lord. They live by his leave alone.

### Combat

Plague wretches typically use no tactics in a fight—and few need to. They can shrug off sword blows, and their victims are typically too terrified to resist them. While their touch is not immediately fatal, those who do escape them are usually dead long before they reach the bayou's borders.

**Touch of Death (Ex):** Plague wretches have a deadly touch, so they rarely use weapons. Not only do their blows do a startling amount of damage, those hit must succeed at a Fortitude save (DC 18) or contract any kind of virulent disease. Once a victim fails such a save, she takes one point of Constitution ability damage every twelve hours until the illness is somehow cured or the victim dies. Disease effects are not cumulative with multiple hits.



## Cathedral Beetle

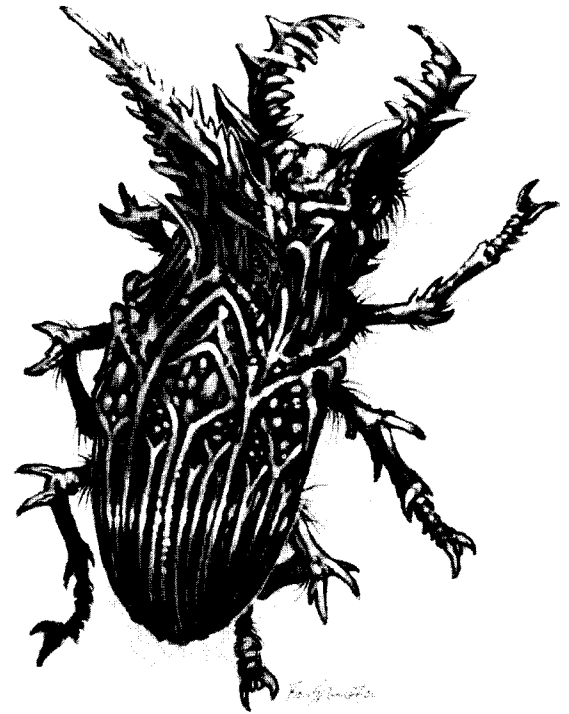
	<b>Large (Long) Vermin</b>
<b>Hit Dice:</b>	6d8+18 (45 hp)
<b>Initiative:</b>	+1 (Dex)
<b>Speed:</b>	40 Ft., fly 30 Ft.
<b>AC:</b>	17 (-1 size, +1 Dex, +7 natural)
<b>Attacks:</b>	Bite +4 melee
<b>Damage:</b>	Bite 3d6+4
<b>Face/Reach:</b>	5 ft./10 ft./5 ft.
<b>Special Attacks:</b>	Acid spray
<b>Special Qualities:</b>	Vermin
<b>Saves:</b>	Fort +8, Ref +3, Will +2
<b>Abilities:</b>	Str 18, Dex 12, Con 16, Int 1, Wis 10, Cha 13
<b>Skills:</b>	Climb +6, Listen +8, Spot +4
<b>Feats:</b>	Improved Bull Rush, Power Attack
<b>Climate/Terrain:</b>	Temperate and warm hills, forests, mountains and prairie
<b>Organization:</b>	Solitary, pack (1-6), or mating cluster (4-16)
<b>Challenge Rating:</b>	4
<b>Treasure:</b>	None
<b>Alignment:</b>	Always neutral
<b>Advancement Range:</b>	7-8 HD (Large), 4-12 HD (Huge)

### Description

The cathedral beetle is neither the most dangerous threat roaming the Scarred Lands, nor the most fantastic, but it is certainly one of the most striking. This immense insect, fully nine feet long and fourfeet at the "shoulder," is notable for its ornate bronze-colored carapace. The ridged "horns" adorning its head look something like fluted spires, while its wing cases seem to be engraved with an arch pattern like the vaulted molding on the interior of a cathedral - hence the name.

Cathedral beetles were previously found only in deep forests, but the disasters of the Titanswar drove many of them from their homes, scattering them to a variety of new territories. Unfortunately, they proved very adaptable and are now a moderate menace to anyone unlucky enough to cross their paths. The beetles are always ready to add meat to their diet.

Like other beetles, cathedral beetles have a notoriously unselective palate. If it's organic, a cathedral beetle can probably eat it, be it flesh, wood or bone. They are content to remain in an area as long as there's food, but their lack of intelligence makes them prone to overeat a region's organic life. When out of food, they take to the air clumsily, migrating to more promising regions- including pasturelands and fields.



### Combat

The cathedral beetle, like other beetles, has mandibles with tremendous crushing power. If it perceives a foe as edible - that is, smelling more of flesh or vegetable matter than of metal or stone (which may rule out heavily armored foes) - it usually tries to bowl them over with a bull rush, pin them with its weight and begin eating them. If the foe resists, it tries to bite sufficiently large chunks until its prey stops resisting. If the beetle perceives a threat as inedible, or too dangerous to be worth its while, it sprays a cloud of acid from its mouth and retreats in the confusion. This can get horribly messy when multiple cathedral beetles are involved. The beetle does not spray acid unless pressed severely, as acid-dissolved opponents are difficult to eat.

**Acid Spray (Ex):** The cathedral beetle can spray a cloud of acid directly in front of it, which covers a cone 20 feet long. Creatures caught within the cloud take 4d6 points of acid damage, half that with a successful Reflex save (DC 17). The beetle must wait one hour before it can build up enough acid to spray again.

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

## Cave Moth

	<b>Tiny Ooze</b>
<b>Hit Dice:</b>	1d10 (5 hp)
<b>Initiative:</b>	+0
<b>Speed:</b>	5 ft., fly 20 ft.
<b>AC:</b>	12 (Size)
<b>Attacks:</b>	Wrap +1 melee
<b>Damage:</b>	Wrap 1
<b>Face/Reach:</b>	2.5 ft./0 ft.
<b>Special Attacks:</b>	Smother
<b>Special Qualities:</b>	Blindsight, transparent, ooze
<b>Saves:</b>	Fort +2, Ref +0, Will -5
<b>Abilities:</b>	Str 6, Dex 10, Con 10, Int -, Wis 1, Cha 1
<b>Skills:</b>	None
<b>Feats:</b>	None
<b>Climate/Terrain:</b>	Underground
<b>Organization:</b>	Flurry (5-10)
<b>Challenge Rating:</b>	1
<b>Treasure:</b>	None
<b>Alignment:</b>	Always neutral
<b>Advancement Rate:</b>	2-3 HD (Small); 4-10 HD (Medium-size)

### Description

The cave moth is a nearly transparent form of ooze that makes its home in dungeon passages and cave networks. Flurries of cave moths flap through corridors in search of prey. While digesting its kills, the creature builds up gases within its body that are lighter than air, allowing it to float. By undulating, the cave moth can propel itself through the air.

On dungeon walls, the cave moth looks like nothing more than glistening wet stone. While airborne, it is almost impossible to spot, as its translucent form and silent motions combine with the caverns' darkness to confound the senses.

### Combat

Usually found either clinging to walls or flying through dungeon corridors, the creature is attracted by the subtle moisture created through other creatures' respiration. The moth attempts to wrap itself around a target's head in an effort to suffocate its prey. Cave moths are also attracted by the gases given off by burning torches and smother them with their bodies, thinking the brands are prey. These unlucky creatures are killed. However, they are rarely solitary, and other moths flock to attack intruders who now flounder in the dark.

**Blindsight (Ex):** The cave moth is blind, but its whole body acts as a primitive sensory organ that can locate prey by its exhalation.

**Smother (Ex):** With a successful attack, the cave moth wraps itself around the head of a victim, cutting off his air supply. A successful Strength or Escape Artist check (DC 15) dislodges the creature. Otherwise, the only option is to attack it with weapons, in which case the moth and its victim suffer the same damage. A victim is considered to be drowning until the moth is killed or dislodged.

**Transparent:** Cave moths are difficult to see, requiring a Spot check (DC 15) to notice one.

**Ooze (Ex):** Cave moths are immune to mind-influencing effects, poison, paralysis, sleep, stunning and polymorph. They are not vulnerable to critical hits.



## Cave Shrike

	<b>Huge (Long) Ooze</b>
<b>Hit Dice:</b>	12d10+48 (114 hp)
<b>Initiative:</b>	-2 (Dex)
<b>Speed:</b>	15 ft., climb 15 ft.
<b>AC:</b>	4 (-2 size, -2 Dex, +3 natural)
<b>Attacks:</b>	4 Tentacles +15 melee
<b>Damage:</b>	Tentacles 1d6+5
<b>Face/Reach:</b>	5 ft. by 10 ft./100 ft.
<b>Special Attacks:</b>	Sticky tentacles
<b>Special Qualities:</b>	Vulnerable to electricity, ooze
<b>Saves:</b>	Fort +12, Ref +2, Will -1
<b>Abilities:</b>	Str 21, Dex 6, Con 18, Int -, Wis 1, Cha 2
<b>Skills:</b>	Hide +5, Spot +12
<b>Feats:</b>	Blind Fighting
<b>Climate/Terrain:</b>	Subterranean caverns
<b>Organization:</b>	Solitary
<b>Challenge Rating:</b>	6
<b>Treasure:</b>	Standard
<b>Alignment:</b>	Always neutral
<b>Advancement Range:</b>	10-11 HD (Large), 12-15 HD (Huge)

### Description

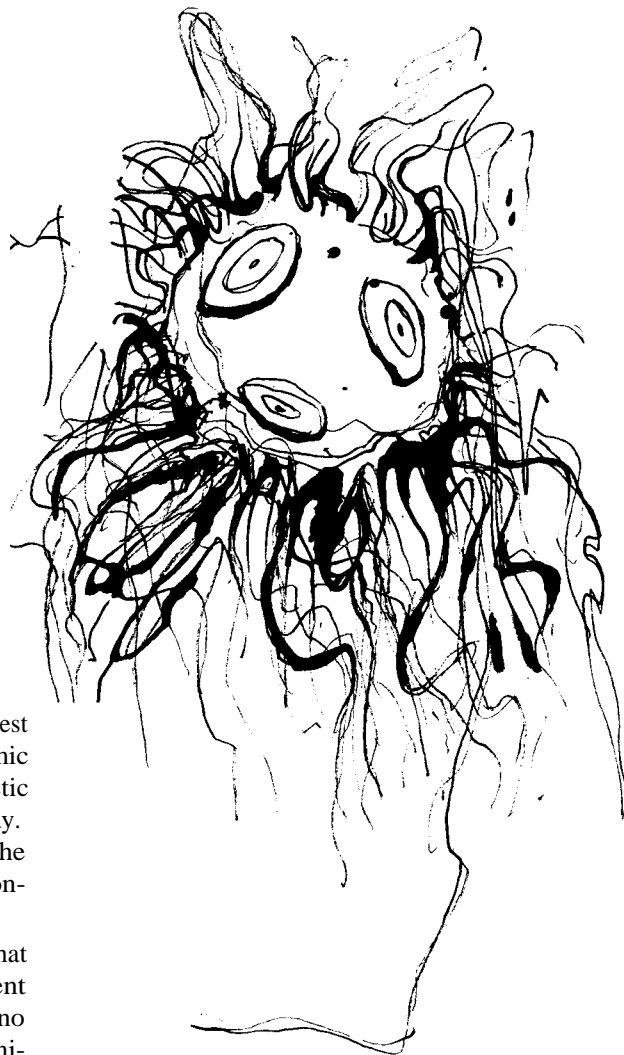
The cave shrike is a horrific denizen of the lowest subterranean pits. It has a quivering, protoplasmic central body ringed with a number of slimy, elastic tentacles that can reach victims up to 100 feet away. Three large eyes spaced equidistantly around the central body stare fixedly into the darkness, constantly searching for prey.

Cave shrikes are rare and hideous creatures that ooze their way onto the high ceilings of ancient caverns, hiding in the abyssal darkness where no torchlight can reach and waiting patiently for animals and other cave dwellers to pass below. The creature then grabs its intended prey swiftly in one or more ropy tentacles and draws it high into the air before dropping it on the many stalagmites that rise sharply from the cavern floor. Once the impaled victim expires, the cave shrike picks the rotting corpse apart, absorbing bits of the victim through the jelly-like membrane of its central body.

Dark stories persist of tribes of goblins or kobolds that worship cave shrikes as gods, creating their homes under a monster's shadow and providing it with sacrifices from the outside world. The creature's name comes from cavern explorers who were attacked by one of these things and who misinterpreted its strikes as the attacks of cave-dwelling birds.

### Combat

The cave shrike's method of attack is simple - pick up a victim and drop it from a great height, usually 80 to 120 feet. Each tentacle is easily strong



enough to lift 200 pounds without effort and can combine to lift heavier prey. Tentacles can be targeted individually, and must suffer 25 hit points of damage before they are severed.

**Sticky Tentacles (Ex):** The cave shrike's tentacles are covered with a sticky ooze that helps them grip - and makes it difficult for prey to escape. A victim hit by a tentacle must succeed at a Reflex save (DC 16) or become entangled. Anyone struggling to break free from a tentacle's clutches must make a successful Strength or Escape Artist check (DC 16). Beginning the round after its latches onto its prey, the cave shrike will lift them 30ft. into the air each round (until it decides to drop them or they free themselves).

**Vulnerable to Electricity (Ex):** Cave shrikes suffer double damage from electricity-based attacks.

**Ooze:** Immune to mind-influencing effects, poison, sleep, paralysis, stunning and polymorphing. Not subject to critical hits.

# Celestian

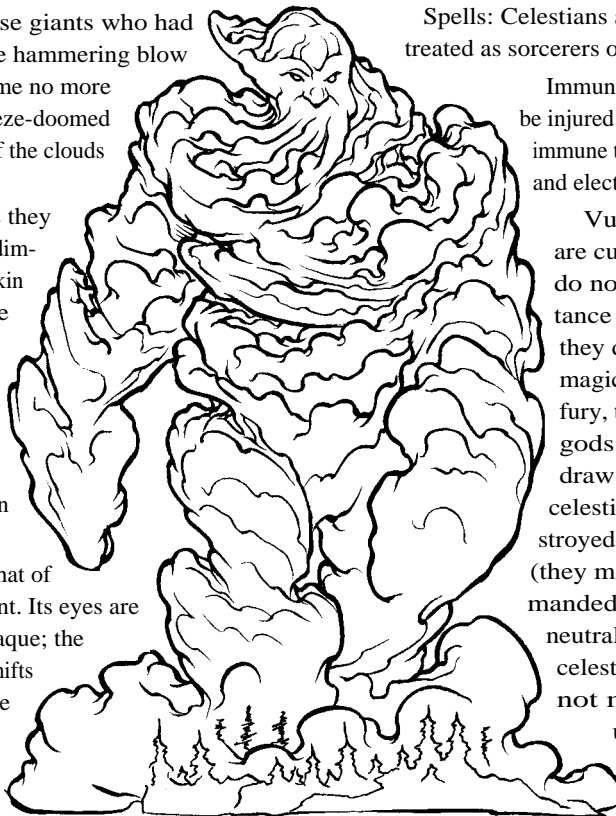
<b>Hit Dice:</b>	<b>Huge (Tall) Giant</b> <b>6d8 (27 hp)</b>
<b>Initiative:</b>	<b>+0</b>
<b>Speed:</b>	<b>Fly 50 ft.</b>
<b>AC:</b>	<b>8 (-2 size)</b>
<b>Attacks:</b>	<b>None</b>
<b>Damage:</b>	<b>None</b>
<b>Face/Reach:</b>	<b>15 ft. by 15 Ft./15 ft.</b>
<b>Special Attacks:</b>	<b>Weather control, spells</b>
<b>Special Qualities:</b>	<b>Immunities, vulnerabilities, SR 13</b>
<b>Saves:</b>	<b>Fort +5, Ref +2, Will +3</b>
<b>Abilities:</b>	<b>Str -, Dex -, Con -, Int 16, Wis 12, Cha 14</b>
<b>Skills:</b>	<b>Concentration +6, Intimidate +7, Knowledge (arcana) +6, Spellcraft +6, Spot +4</b>
<b>Feats:</b>	<b>Quicken Spell</b>
<b>Climate/Terrain:</b>	<b>Any</b>
<b>Organization:</b>	<b>Solitary or Gusts (3-12)</b>
<b>Challenge Rating:</b>	<b>4</b>
<b>Treasure:</b>	<b>Standard</b>
<b>Alignment:</b>	<b>Usually chaotic evil</b>
<b>Advancement Range:</b>	<b>5-12 HD (Huge)</b>

## Description

In the eyes of the divine races, the giantkin were blasphemers who fought against the gods, and they were justly punished. The Hundred-Handed Ones, a cadre of the strongest and most arrogant giantkin, were given a most ironic punishment by the storm god Enkilli for the role the giants played in the Divine War. Enkilli tore the giants' physical forms asunder and made them as hollow as the wind. These giants who had crushed dwarves with one hammering blow of their mighty fists, became no more powerful than a spring breeze—doomed to an eternity as creatures of the clouds and mists.

But the celestians, as they are now known, are not as dim-witted as most of their giantkin brethren. Since the Divine War, they have taken new strength from the realms of magic. Their accursed transformation only increased their fury, so the celestians spread destruction wherever they go.

A celestian's form is that of a cloud, thin and translucent. Its eyes are crystal-blue and nearly opaque; the rest of its body wavers and shifts as it moves. Though its size never changes, a celestian can take almost any form imaginable, including the



guise of an ordinary cloud. A celestian can make itself heard in just as many ways, but it almost invariably retains the booming voice of its "old" days.

The celestians' status among other giants lies in tatters. Regarded as little more than diminutive cousins, their fall from grace has created a great deal of tension between them and other giantkin. Clashes between giants and celestians are common—and marvelous—to behold. The true focus of celestians' ire, however, is the war against the gods and their servants. They are as bitter as the titans themselves and immediately abhor any priests they encounter, targeting such clerical opponents before all others.

## Combat

Celestians move freely like the air, and they often strike with little warning, descending directly over their foes. Consisting of a vaporous substance, these creatures are unable to harm an opponent physically. However, they are formidable magic-users, and combined with their limited weather control, they are still capable of inflicting the damage for which giants are infamous.

**Weather Control (Su):** A celestian is capable of causing strong winds as a free action. Anyone within 50 feet of a celestian using this power moves at half normal speed. Those using thrown or missile weapons that travel within this stormy area of effect suffer a -6 on their attack rolls. Tiny (or smaller) flying creatures within the area of effect are blown out of the air and injured by falling.

**Spells:** Celestians are potent sorcerers, and are treated as sorcerers of the celestian's HD in level.

**Immunities (Ex):** Celestians can only be injured by magical weapons. They are immune to polymorph, poison, paralysis and electrical spells and attacks.

**Vulnerabilities (Ex):** As they are cursed by the gods, celestians do not receive their spell resistance against clerical magic (but they do against druidic or arcane magic). Furthermore, for all their fury, they fear being cursed by the gods again and do not seek to draw their attention. Therefore, celestians may be turned or destroyed by clerics of any alignment (they may not be rebuked or commanded however, so even evil or neutral clerics still turn or destroy celestians). Note that this does not mean the celestians are undead, they are simply vulnerable to turning as though they were undead.

## Cerulean Roc

<b>Hit Dice:</b>	Large (Tall) Magical Beast 16d10 (88 hp)
<b>Initiative:</b>	+4 (Dex)
<b>Speed:</b>	20 ft., fly 170 ft.
<b>AC:</b>	14 (-1 size, +4 Dex, +1 natural)
<b>Attacks:</b>	Beak +16 melee, 2 talons +11 melee
<b>Damage:</b>	Beak 2d10+1; talons 2d8
<b>Face/Reach:</b>	10 ft. fly 10 ft./10 ft.
<b>Special Attacks:</b>	Chaos effects
<b>Special Qualities:</b>	None
<b>Saves:</b>	Fort +10, Ref +q, Will +8
<b>Abilities:</b>	Str 12, Dex 18, Con 10, Int 13, Wis 17, Cha 19
<b>Skills:</b>	Escape Artist +16
<b>Feats:</b>	None
<b>Climate/Terrain:</b>	Sky
<b>Organization:</b>	Solitary
<b>Challenge Rating:</b>	4
<b>Treasure:</b>	Standard
<b>Alignment:</b>	Usually chaotic neutral
<b>Advancement Range:</b>	16-20 HD (Large)

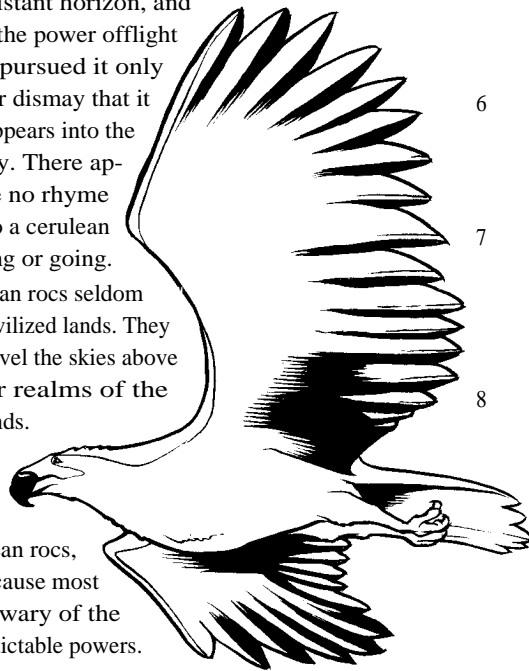
### Description

The majestic cerulean roc is also known more pejoratively as "the chaos bird," for it throws the natural laws of nature into disarray wherever it goes. Meeting cerulean rocs has proven to be an especially harrowing experience for travelers caught out in the open—be it on land or sea—where they are unable to escape the effects of the bird's flight.

No one knows for certain where the cerulean roc nests. Some hold that the roc springs from the cerulean ether itself, for the bird is sometimes sighted during those hours when the sky is most radiant. Whenever a cerulean roc approaches or departs, it always does so from the distant horizon, and those with the power of flight who have pursued it only find to their dismay that it simply disappears into the vault of sky. There appears to be no rhyme or reason to a cerulean roc's coming or going.

Cerulean rocs seldom approach civilized lands. They prefer to travel the skies above the wilder realms of the Scarred Lands.

Other flying beasts rarely prey upon cerulean rocs, perhaps because most beasts are wary of the rocs' unpredictable powers.



### Combat

Cerulean rocs rarely need to enter combat, but they use their sharp beaks and terrible talons when they must.

**Chaos Effects (Su):** Whenever a cerulean roc flies overhead, one of the following eight effects occurs (roll 1d8).

1d8 Roll	Effect
1	<b>Bend Starlight/Sunlight:</b> At night, the stars in the heavens appear to bend, twist, spin and change position, such that travelers cannot use them to determine direction. In daylight, the sun itself appears to change position in the sky, moving higher or lower, or moving to an illogical point in the heavens (due north, for example). This warp remains in effect until the next dawn or dusk.
2	<b>Windstorm:</b> The winds begin to move, whip and howl; slowly at first, then gaining intensity. Halfway through the duration of the 3d4-round windstorm, those present must make a Reflex save (DC 17) or be cast to the ground for 2d4 points of damage per round. The players must make this save every round for the remainder of the storm. After 3d4 rounds, the winds die away suddenly.
3	<b>Spectral Flash:</b> Multi-colored lightning fills the skies overhead, blinding all who fail a Fortitude save (DC 14) for 3d4 rounds.
4	<b>Desert Wind:</b> A dry thirst grips the throats of those beneath the cerulean roc and causes them to make attack rolls, skill rolls, or save rolls at a penalty of -3 until they have satiated their thirst by drinking three days' rations of liquids. A Fortitude save (DC 16) resists the effect.
5	<b>Relocate:</b> All creatures and small landmark items (boulders, trees, etc.) in the vicinity safely teleport 100-600 feet in a random direction (roll 1d8: 1= north, 2= northeast, 3 = east, etc.).
6	<b>Luck:</b> The cerulean roc flies upon the winds of fortune, and fortune brings success. Rolls to attack, saves and skill rolls are made at a +3 bonus for the next day.
7	<b>Contentedness:</b> A feeling of wellbeing permeates anyone who is affected. Natural healing rates double, only half rations need be consumed to fill one's belly, and sleeping times are halved for the next week.
8	<b>Wealth:</b> Gold dust falls from the Roc's wing tips but disappears as it strikes the ground. Anyone in the area with a suitable container can roll 1d20+Dexterity modifier and multiply the result by three. The result is the number of gold pieces worth of gold dust the character can collect.

## Charduni

	Medium-size Humanoid (Dwarf)
Hit Dice:	1d8+2 (6 hp)
Initiative:	+0
Speed:	20 ft.
AC:	19 (+6 splint mail, +2 large shield, +1 natural)
Attacks:	Charduni warscepter +3 melee; net +3 melee; shortbow +1 ranged
Damage:	Charduni warscepter 1d10+2; shortbow 1d6
Face/Reach:	5 ft. by 5 ft./5ft.
Special Attacks:	None
Special Qualities:	Darkvision 90 ft., dwarven traits
Saves:	Fort +4, Ref +0, Will +1
Abilities:	Str 15, Dex 10, Con 14, Int 10, Wis 12, Cha 8
Skills:	Appraise+1, Climb +1, Craft (Mining) +2, Intimidation +2, Intuit Direction +4, Listen +2, Spot +1
Feats:	Exotic Weapon Proficiency (Charduni Warscepter)
Climate/Terrain:	Temperate and warm land and underground
Organization:	Squad (4-4), slaver patrol (10-30 charduni, plus 1 slavemaster of 5-7th level), war troop (20-120 charduni, plus one 3rd-level assault-master per 10 charduni, two 6th-level war-masters, one 8-10th level war-general, two 4-6th level necromancers, and possibly undead troops as well)
Challenge Rating:	1/4
Treasure:	Standard
Alignment:	Always lawful evil
Advancement Range:	By character class

## Description

Like the namesake bloody god these dark-skinned dwarves worship, charduni embrace conquest, domination and war. Disciplined, regal and decadent, these dwarves rule their kingdom from the city of Chorach with a terrible, iron grip.

Charduni are infamous as slavers and necromancers - anyone unfortunate enough to be captured by a charduni slaver patrol is cast into their Thorn Mines, where victims are worked to death and reanimated to continue their labors. While most of the iron ore from the mines goes to charduni smiths for use in armor and weapons, the precious metal ores are smelted and forged into the many baroque adornments on the charduni nobility.

Charduni soldiers are depicted as fearsome warriors. Bards tell bloody stories of the charduni riding into battle, swathed in the decadence of their conquests and brandishing their warscepters, a terrifying weapon made in the likeness of the one wielding it. Charduni soldiers fight to the death, eagerly

