

CORS6-01



THE HANGING GLACIER

A One-Round DUNGEONS & DRAGONS®

LIVING GREYHAWK™

Core Special Adventure

Version 1.0

APLs 10-16

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Every twenty years the lands of the Snow Barbarians are inundated by a strange plague of monsters boiling out of the Corusk Mountains. Their Jarls believe these incursions originate from the famed Hanging Glacier of Alisedran but to them the glacier and its surrounds are considered holy and they may not send their warriors there to eradicate this threat. The call has gone out for adventurers brave enough to dare the frozen hell of the mountains to destroy this threat once and for all. A LIVING GREYHAWK one-round Core Special adventure set in the Kingdom of the Schnai for character levels 1-15 (APLs 2-16).

Based on the original DUNGEONS & DRAGONS® rules created by E. Gary Gygax and Dave Arneson and the new DUNGEONS & DRAGONS game designed by Jonathan Tweet, Monte Cook, Skip Williams, Richard Baker, and Peter Adkison.

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Most likely you ordered this adventure as part of an RPGA even from the RPGA website, or you received it from your senior gamemaster. To play this adventure as part of the LIVING GREYHAWK campaign—a worldwide, ongoing D&D campaign set in the GREYHAWK setting—you must sanction it as part of an RPGA event. This event could be as elaborate as a big convention, or as simple as a group of friends meeting at the DM's house.

To sanction an RPGA event, you must be at least a HERALD-LEVEL gamemaster. The person who sanctions the event is called the senior gamemaster, and is in charge of making sure the event is sanctioned before play, runs smoothly on the date sanctioned, and then reported back to the RPGA in a timely manner. The person who runs the game is called the table Dungeon Master (or usually just DM). Sometimes (and almost all the time in the cases of home events) the senior gamemaster is also the table DM. You don't have to be a HERALD-LEVEL GM to run this adventure if you are not the senior GM.

By sanctioning and reporting this adventure you accomplish a couple of things. First it is an official game, and you can use the AR to advance your LIVING GREYHAWK character. Second player and DMs gain rewards for sanctioned RPGA play if they are members of the DUNGEONS & DRAGONS REWARDS program. Playing this adventure is worth two (2) points.

This adventure retires from RPGA-sanctioned play on December 31, 2006.

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Players Read No Farther

If you are planning on playing this adventure, stop reading now. The rest of the information in this adventure is for the DM only. If you read farther than this section, you'll know too much about its challenges, which kills the fun. Also, if you're playing this adventure as part of an RPGA-sanctioned event, reading beyond this point makes you ineligible to do so.

Preparing for Play

To get the most out of this adventure, you need copies of the following D&D books: *Player's Handbook*, *Dungeon Master's Guide*, and the *Monster Manual*.

Throughout this adventure, text in ***bold italics*** provides player information for you to paraphrase or read aloud when appropriate. Sidebars contain important information for you, including special instruction on running the adventure. Information on nonplayer characters (NPCs) and monsters appear in abbreviated form in the adventure text. Full information on NPCs and monsters are given in Appendix 1.

Along with this adventure you'll find a RPGA Table Tracking sheet. If you're playing this adventure as part

of an RPGA-sanctioned event, complete and turn in this sheet to your senior GM directly after play. You'll also find a LIVING GREYHAWK Adventure Record (AR).

LIVING GREYHAWK LEVELS OF PLAY

Because players bring their own characters to LIVING GREYHAWK games, this adventure's challenges are proportionate to the modified average character level of the PCs participating in the adventure. To determine this modified Average Party Level (APL) follow the steps below:

1. Determine the character level for each of the PCs participating in the adventure.
2. If PCs bring animals that have been trained for combat (most likely dogs trained for war), other than those brought by virtue of a class ability (such as animal companions, familiars paladin's mounts) or the warhorse of a character with the Mounted Combat feat, use the sidebar chart to determine the number of levels you add to the sum of step one. Add each character's animals separately. A single PC may only bring four or fewer animals of this type, and animals with different CRs are added separately.

Mundane Animals Effect on APL		# of Animals			
		1	2	3	4
CR of Animal	1/4 & 1/6	0	0	0	1
	1/3 & 1/2	0	0	1	1
	1	1	1	2	3
	2	2	3	4	5
	3	3	4	5	6
	4	4	6	7	8
	5	5	7	8	9
	6	6	8	9	10
	7	7	9	10	11

3. Sum the results of step 1 and 2, and divide by the number of characters playing in the adventure. Round up to the nearest whole number.
4. If you are running a table of six PCs, add one to that average.

Throughout this adventure, APLs categorize the level of challenge the PCs face. APLs are given in even-numbered increments. If the APL of your group falls on an odd number, ask them before the adventure begins whether they would like to play a harder or easier adventure. Based on their choice, use either the higher or the lower adjacent APL.

APL also affects the amount of experience and gold a PC can gain at the end of the adventure. If a player character is three character levels or more either higher or lower than the APL at which this adventure is being played, that character receives only one-half of the experience points and gold for the adventure. This simulates the fact that either the PC was not challenged as much as normal or relied on help by higher-level characters to reach the objectives.

Furthermore, a PC who is four or more levels higher than the highest APL supported by the adventure may not play the adventure.

LIVING GREYHAWK adventures are designed for APL 2 and higher. Four or five 1st-level characters may find the challenge of an APL 2 adventure difficult. Suggest the following to these groups to help increase their chances of success:

1. Enlist a sixth player.
2. Advise characters to buy riding dogs to help protect them, and fight for them.

TIME UNITS AND UPKEEP

This is a Core Special one-round adventure, set in the Kingdom of the Schnai. All characters pay two Time Units to participate.

Adventurer's Standard Upkeep costs 12 gp per Time Unit. Rich Upkeep costs 50 gp per Time Unit. Luxury Upkeep costs 100 gp per Time Unit. Characters that fail to pay at least Standard Upkeep will retain temporary ability damage until the next adventure, must buy new spell component pouches and healer's kits, and may suffer other in-game penalties (or possibly gain in-game benefits) as may be detailed in this scenario.

A character who does not pay for at least Standard Upkeep may also avoid the above-described penalties by living off the wild. If the character possesses four or more ranks in the Survival skill and succeeds at a Survival check (DC 20), the character will heal temporary ability damage as if he or she paid for Standard Upkeep, may refill spell component pouches and healer's kits, and may restock up to 20 arrows or bolts if the character has at least four ranks in Craft (bowmaking). The player is allowed to Take 10 on this roll.

More information about Lifestyle and Upkeep can be found in the "Lifestyle and Upkeep" section of Chapter 3 of the *LIVING GREYHAWK Campaign Sourcebook*.

FIGURE LIST

The following figures are required to run this module:

Encounter 1: Into the Corusks

1. **Ingegred, Hungoff, Lolmar, Rederi, Anskieri, Hunmar:** Carrion Tribe Barbarian

(46/60 Aberrations).

2. **Ingemar:** Longtooth Barbarian (19/60 Aberrations).

Encounter 3: Hidden Depths

1. **White Pudding:** Large Air Elemental (20/60 Angelfire).

Encounter 5: The Frozen Dead

1. **Tarmorja the Wendigo:** Vampire Spawn (59/60 Deathkneel).

Encounter 7: White Storm

1. **Aussirkepsek:** Zombie White Dragon (60/60 Deathkneel).
2. **Urazandum Xcthoss:** Choker (47/60 Aberrations).

Encounter 8: Lairs Upon Layers

1. **Advanced Shaboath:** Behir (66/72 Giants of Legend).
2. **Cold Element Wyste:** Bulette (67/72 Giants of Legend).

Encounter 9: In the Walls

1. **Balloff:** Dire Bear (26/60 Deathkneel).
2. **Olgar:** Man-at-Arms (08/60 Aberrations).
3. **Tarja Arjotta:** Grim Necromancer (36/60 Deathkneel)
4. **Vennekka Irkko:** Healer (09/60 Archfiends)
5. **Vor Evar:** Xeph Soulnife (22/72 Giants of Legend)

Note: The suggested figures above are the closest match to the PC combatants available. In some cases, the DM may need to fashion a temporary base for the figure so that it fills the requisite number of squares on the battle mat.

PREPARATION FOR PLAY

Before play begins the DM should familiarize himself with the following rules:

- ⌘ Jump, Balance and Tumble rules in the *Player's Handbook*.
- ⌘ The rules for tactical aerial movement as detailed on page 20 of the *Dungeon Master's Guide*.
- ⌘ All the new material presented at the back of this adventure. This adventure makes extensive use of non-Core rule items.
- ⌘ **Bleached White:** It is possible that some characters adventuring in the Hanging Glacier may have been bleached white during their adventures in the Ghost Tower of Inverness in *CORS3-02 Return to the Ghost Tower of Inverness*. This affect gives such a PC a +5

circumstance bonus to any Hide checks made in any area of snow and ice. If the PC is wearing different equipment to that colored white this bonus falls to +2.

In addition the DM should note that that every combat has had a +1 EL modification added to take account of the adverse conditions in which the PCs find themselves. Any exceptions are clearly noted in the text.

Source Acknowledgement

The Hanging Glacier of Alisedran was first detailed by Carl Sargent in the *Atlas of the Flanaess*. This adventure also heavily utilizes the *Frostburn* supplement by Wolfgang Baur, James Jacobs and George Strayton; and *Lords of Madness* by Richard Baker, James Jacobs, and Steve Winter. All relevant rule items are included in Appendix 5, however the DM is encouraged to peruse the full write-ups of the relevant monsters found in *Frostburn* and *Lords of Madness*.

ADVENTURE BACKGROUND

While not a particularly well-known landmark the Frozen Glacier of Alisedran is thought to have existed before the migrating Suel claimed the Thillonrian Peninsula as their own.

ANCIENT HISTORY

Almost six hundred years ago, the explorer, scholar and adventurer Alisedran returned from the Thillonrian Peninsula and composed his travelogue entitled *On Sledge and Horseback to the Barbarians of the North*. In it he described his time amongst the Suel barbarians who dwell throughout the peninsula. He also related his discovery of a strange glacier located deep within the Corusk Mountains.

This glacier moved with uncommon swiftness ending in a great precipice over which it tumbled. Ice pushed over this great cliff broke away from the glacier's main body, but before it tumbled into the river two thousand feet below something arrested its fall.

Alisedran also discovered that the water contained within this ice was completely pure and as such was highly valued by alchemists and potion-makers alike. The water however also had other strange properties. Some ice shards were light blue in hue and contained a tiny bubble inside containing a miniature monster. When these shards were melted a normal-sized, but highly aggressive monster, sprang from the ice attacking all nearby. Consuming a third kind of shard, this time colored a deep blue, gave the ability to breathe water as if the subject was the target of a *water breathing* spell.

Alisedran theorized (and he was right) that this glacier had some connection with some ancient barbarian tales of which he had become acquainted

during his time in the Thillonrian Peninsula. These tales related how every twenty years or so the Corusk Mountains suffered short periods of unusual and intense monster activity, for which sages could find no logical explanation. Alisedran further postulated that at this time the strange affect suspending the ice shards in mid-air failed. As a result the ice tumbled into the river far below where it melted, releasing the monsters trapped within. These monsters then prowled the area until slain. The barbarians also believed that the entire area was haunted by some kind of ancient and powerful evil spirit who sent forth these monsters to punish human exploration of the interior.

RECENT HISTORY

Every twenty years or so a flood of rampaging monsters are expelled from the Corusks, devastating the surrounding settlements until exterminated by Schnai warriors fighting to protect their homes. Beyond giving the southern states a brief respite from the incessant raiding of the Schnai these periodic attacks affected other nations little.

The barbarians believe (rightly) that the so-called Hanging Glacier of Alisedran is somehow to blame for these events. However they are a superstitious lot and refuse to investigate the glacier itself, claiming that some evil and powerful spirit dwells therein.

Monsters last emerged from the mountainous interior of the peninsula in Fireseek 576, a scant half a decade before the Greyhawk Wars devastated much of the continent. For the first time in living memory a flight of dragons was amongst the creatures rampaging throughout the lowland communities. Brave and skilled though they were, the defenders could not destroy the dragons, only driving them off at great loss to themselves.

Now, almost twenty years later the elders and Jarls of the Snow Barbarians fear the dragons will return amongst the next imminently due incursion. It seems obvious to them that adventurers are needed to reduce or completely alleviate this threat to their nation.

ADVENTURE SUMMARY

The ice of the glacier is indeed to blame for the regular periods of monster activity in the Corusks, although the barbarians' theory regarding an evil spirit haunting the place is erroneous. In fact the glacier itself flows out of a portal connected to another (frozen) world upon which an unknown goddess holds sway.

This doorway to elsewhere has been enchanted to prevent the goddess' servants from crossing over to Oerth and spreading their mistress' gift. While the enchantment has so far managed to keep her followers from reaching Oerth it was not perfectly aligned. As a result her faithful are able to send frozen monsters through the gate, leading to the twenty-yearly monster incursions. The magic of this portal also attracts cold-dwelling creatures (with the exception of frost giants)

to the environs of the glacier that through some compulsion are compelled to leave gifts there.

But while the goddess cannot send servants through the gateway, she is not without here minions upon Oerth. A small cult has grown up around the "Frost Worm," the name the cult calls their goddess by. Knowing that the gateway is weakest every twenty years, the cult, lead by their high priest Tarja Arjotta, plans to do everything within their power force the gateway wide allowing the twisted creatures from the faraway frozen plane to ravage the Flanaess.

Introduction: The PCs arrive in Knudje, in the Kingdom of the Schnai where they are asked by the Assembly of Knudje to close the portal that causes the monstrous invasions every twenty years.

Encounter 1: The party heads east into the forbidding Corusk Mountains with a handful of Schnai guides. Unfortunately, the guides are members of the cult and plan on eliminating the PCs before they ever arrive at the Glacier.

Encounter 2: The PCs approach the glacier, but must now deal with the environmental factors preventing them from scaling its heights.

Encounter 3: The PCs enter into the caves that were once home to the Frost Folk that dwelt within the Hanging Glacier. At the entrance, is a natural hazard with a particularly nasty surprise in its depths.

Encounter 4: The party travels through the ice caves that were once home to the frostfolk of the glacier. All have been slain, and some used in a fell ritual to the Frost Worm. The PCs begin to learn about the portal and the Frost Worm.

Encounter 5: In a side passage, the PCs encounter remains of previous Schnai who turned to cannibalism. Now Tarmorja the Wendigo waits to feed.

Encounter 6: Before making their way to the icefall, the PCs come across a cavern filled with some of the same magical ice they have been told of. The PCs may recover much of this valuable treasure.

Encounter 7: The party climbs down to the lair of the dragon Aussirkepek where the gate can be located. They encounter the dragon, and possibly learn that he is host to a horrible creature from beyond.

Encounter 8: The PCs enter into the dragon's lair and find that it contains the gateway to another realm populated with horrible creatures.

Encounter 9: The PCs finally catch up with the cultists, but it is too late. They have opened the way for the other plane to pour forth onto the prime. The PCs must defeat the cultists and undo the horror they have unleashed.

Conclusions: The PCs return to the Schnai and relate their success or failure.

PLAYER'S INTRODUCTION

Once the players have settled themselves and have asked any initial questions read aloud the following:

It is bitterly cold. After weeks of hard travel you have finally reached the Schnai town of Knudje nestled in the very shadow of the Corusk Mountain range.

Winter is in full swing; freezing winds sweep down from the Corusks driving snow-laden clouds before them. The air is dark and storm clouds gather above the town.

You have come to this place in answer to a call for aid. Exactly every 20 years the Schnai suffer incursions of fierce monsters from the Corusks. The doughty Schnai eventually slay or drive off all such monsters but have thus far failed to put a stop to these attacks. This year such an attack is imminent

The PCs are on the Thillonrian Peninsula far to the north of the central Flanaess. Here the barbarian kingdoms of the Suel hold sway. Fierce warriors, they jealously guard their lands while warring amongst each other and annually raiding south in search of plunder amongst the civilized states of the Solnor coast.

The PCs may have a couple of initial questions:

Where are we again?: You are in the town of Knudje in the Kingdom of the Schnai (the Snow Barbarians). It is the first week of Fireseek in CY 596. Handout Player's Handout 1: The Thillonrian Peninsula so PCs can more easily visualize their location.

PCs could have reached this point by a variety of means, although the means of doing so has no bearing on this event allow each PC to choose any realistic route.

How did we hear of this threat?: Representative of the Assembly of Knudje traveled throughout the Flanaess calling upon brave adventurers to aid them in eradicating this threat.

KNUDJE

👑 **Knudje (Large Town):** Conventional (Feudal); AL CN; 5,000 gp limit; Assets 112,500 gp; Population 4,500 ; Mixed (human [Suel] 79%, dwarf [mountain 60%, hill 40%] 8%, halfling 6%, elf 3% gnome 2%, half-elf 1%, half-orc 1%).

Authority Figures: Jarl Geranmar (CN, male human (suel) Barbarian 13).

Knudje is the second largest settlement of the Schnai but it is still rather small compared to a "civilized town." The town is built across a series of high, steep-cliffed hills and is circled by a stout curtain wall. The majority of the buildings within are of stone construct. Knudje is a hard place to make a living; few of the luxuries of civilisation can be found here.

Spellcasting: If PCs require NPC spellcasting whilst in Knudje, or directly after their exploration of the Hanging Glacier, there are several places they can visit. Temples of Kord, Llerg, Norebo, Xerbo and Vatun are scattered throughout the city. Temples of Kord and

Vatun can provide (for the appropriate fees) spellcasting services up to the 9th-level of ability.

Finding an arcane spellcaster is more difficult but eventually the PCs will be directed to Kamackee (CN [N] Human(Suel) male Wiz9 who is detailed further in the Preparing to Enter the Corusks section below.

THE ASSEMBLY OF KNUDJE

Once you have answered any immediate questions about their travel or the town, introduce their PCs if they do not know each other, and the party has had the chance to explore the town, continue:

After a long journey you stand before the jet-black doors of the Assembly Knudje's chamber, the Hall of the Jarls.

The doors open and you are ushered into a large chamber empty but for the men in eleven chairs arranged in a wide semi-circle and a single warrior standing off to one side. Behind you the double doors thud shut.

A powerful-looking Suel warrior clad in chainmail sits in each chair. All have the unmistakable air of authority about them and all of them wear the finest accouterments. The centermost man stands. Easily over six-and-a-half-feet tall and muscular he is an imposing sight. His voice booms out across the chamber:

"I am Jarl Geranmar, leader of this assembly. Who are you and why have you come here?"

At this point the PCs should (politely) introduce themselves and explain that they have come to aid the Schnai put a stop to the threat of monstrous incursions from the Corusks. Once they have done so continue:

"This is good. On behalf of the Assembly I thank you for your aid. Time is short. Soon the monstrous scum of the mountains will assail us once again. Our warriors are brave of heart and will defeat the attack, but we wish to draw an end to these depredations once and for all. You must stop this from occurring ever again."

We believe that the monsters dwell in the vicinity of the Hanging Glacier; parts of which are said to hang in mid air, suspended by some eldritch force. It is a strange and magical place which our traditions forbid us to enter. This is why we seek you aid.

It is your mission to discover the truth behind the glacier and what is causing the monstrous incursions. The Assembly also fears that the dragons present in the last attack may now have children; if possible any encountered should be slain.

Gesturing to the single warrior you noticed earlier he continues, "This is

Redaskili, one of our most skilled skalds. He will tell you all you need to know and arrange an escort and any equipment you will need to reach the glacier. Now go, time is short and we have much to prepare.

At this, the double doors behind the PCs open again and Redaskili leads them out. Once outside he will lead them into a nearby antechamber where he will discuss their mission with them.

The remainder of this encounter is dependant on how the players wish to proceed. If the players want to roleplay out their conversation with Redaskili use the roleplaying notes below. If however they wish to move on swiftly, particular since time is short, simply provide them with the bullet pointed information below.

☛ **Redaskili:** CN male human (Suel) Barbarian 2/Bard 7.

Redaskili is one of the most revered and skilled bards in the entire kingdom. As well as a proficient warrior he is also well versed in the legends and rumors regarding the hanging glacier and its monstrous inhabitants.

Much given to backslapping, deep laughter and revelry he is a loquacious conversationalist.

Redaskili's Information

If the PCs wish to roleplay this encounter impart the below information in response to their questions. If not, simply provide them this information and move on. At this point, provide the players with Player Handout 2: The Hanging Glacier.

- The monsters of the hanging glacier have bedeviled the Schnai for centuries.
- Every twenty years the monsters attack. There seems to be no rationale behind their attacks. They just boil out of the mountains killing everything in their way.
- Last time a flight of white dragons was amongst the horde. They were driven off but not slain.
- The glacier is located deep in the Corusks. In this weather and in these conditions it will take almost 2 weeks to reach it.
- We will provide you with all necessary mundane equipment and an escort that will take you most of the way.
- The land surrounding the glacier is sacred to us and so we cannot go there. A fallen temple of Vatun lies somewhere in the area which we believe is now inhabited by the spirits in the ice. If a Schnai dies in the area his soul is trapped by the spirits and does not pass on to the afterlife. This is why we have called for outside aid. Your guide will be able to take you to the border of the area but may not enter.
- It is said that the glacier is inhabited by a powerful evil spirit that will plague the Schnai if they ever violate the sacred land.

- When you are ready to leave let me know and I will arrange the escort and supplies.
- Redaskili will recommend the PCs visit Kamackee and peruse his wares before they leave.
- Prior to your arrival the need for such an expedition has been the subject of much debate amongst the Jarls and their advisors. Some argue that the land is sacred and that none should travel there. Others say that the danger to Knudje and the surrounding lands is too great. Eventually this view prevailed.
- At this time of year the cold throughout the mountains is intense. Unprotected or ill-prepared travelers are often found frozen to death. If you cannot provide such protections yourself you should visit the the wizard Kamackee who is said to be interested in the Glacier.

In addition if none of the PCs have the Bardic Knowledge ability or ranks in Knowledge (geography), Knowledge (local – Core) or Knowledge (history) and think to ask Redaskili for more information about the Corusks and the Hanging Glacier impart all the information on these subjects presented in the “Learning More” section below.

Payment: If the PCs demands payment for this mission they will be given a choice of reward. They may either receive 100 gp x APL or the Knowledge of the Schnai AR entry.

LEARNING MORE

Whilst in Knudje the PCs can attempt to find out more information regarding the Hanging Glacier, the Corusk Mountain range, or any other subject which they care to research.

PCs may use the following skills and abilities to discover more about the adventure on which they are about to depart: bardic knowledge, Knowledge (history) or Knowledge (local – Core). Making checks against these skills represents the PC's careful research before arriving in Knudje or their discussion with learned individuals. Alternatively any of the listed skills can be replaced by a Gather Information check of the relevant DC.

The Corusks

The Corusk Mountain range forms the spine of the Thillonian Peninsula. The lower parts of the range are inhabited by humans of Suel descent who farm the unfertile land as best they can breeding herds of sheep and planting resilient crops well able to withstand the winter frosts. The central portions of the mountains however contain tribes of evil humanoids, frost giants, yeti and other dangerous beasts. The range becomes less dangerous the further east one travels.

The Corusks are famed (and feared) for the unpredictable freezing fogs and mists that frequently swirl about its peaks. These deadly weather phenomena

often sweep down from the central fastness of the range with little warning.

All but the lower peaks of the range are permanently snow-capped. Little mineral wealth has ever been discovered here.

The Corusk Range

Knowledge (geography), Gather Information

DC	Information
5	The Corusks are a formidable mountain range that forms the spine of the Thillonian Peninsula.
10	The lower reaches of the ranges are farmed by the Schnai and the other barbarian nations dominating the peninsula.
15	Giants, ogres and trolls are all known to dwell in the mountains.
18	The mountains are not rich in mineral wealth; thus few attempts have been made to settle in the interior.
20	The farther east one travels the less common encounters with monsters become.

The Hanging Glacier

Knowledge (geography), Knowledge (local – Core), Knowledge (history), Bardic Knowledge

DC	Information
5	The glacier is forbidden ground to the Schnai; a powerful and evil spirit dwells there.
10	Legends tell of a great ice river suspended in mid-air by the power of Vatun himself!
15	Many fell creatures of the mountains are drawn to the glacier; the ice itself working its malign influence on them.
20	Several hunters have disappeared in the vicinity of the glacier. The elders blame yeti that have always been plentiful in the region.
25	Rumor has it that some kinds of ice from the glacier have magical properties.

The Incursions

Knowledge (local – Core), Knowledge (history), Bardic Knowledge

DC	Information
5	The incursions happen every twenty years.
10	A dragon was part of the last incursion! It slew many warriors and their families before being driven off.
15	The giants have never been a part of these incursions. Many wonder why as almost every other kind of monster has been.
20	The dragon that caused so much death in the last incursion was white.
25	The Schnai believe that the glacier is home to powerful evil spirit. Some believes it is this spirit that sends the monsters.

PREPARING TO ENTER THE CORUSKS

It is highly probable that the PCs will want (or need) to properly equip themselves for their journey into the Corusks. There are plenty of provisioners in Knudje able to sell them mundane cold weather gear and the like.

As well as all the normal items available from the *Player's Handbook* the following items from Frostburn are available to purchase in Knudje. Refer to Appendix 5: New Rules Items for their full descriptions. At this point handout Player's Handout: Frostfell Equipment.

Additionally their employers will provide for them up to 50 gp worth of mundane equipment. They do not expect this returned at the end of the adventure.

Frostfell Adventuring Gear

Adventuring Gear	Cost	Weight
Crampons	5 gp	1 lb.
Fur clothing	8 gp	10 lb.
Hut, portable	125 gp	75 lb.
Skates	10 gp	3 lb.
Skis and poles	15 gp	6 lb.
Snow goggles	2 gp	-
Snowshoes	15 gp	8 lb.
Winter fullcloth	4 gp	2 lb.

Frostfell Alchemical Items

Adventuring Gear	Cost	Weight
Armor insulation (flask)	50 gp	2 lb.
Freeze powder (vial)	100 gp	1 lb.
Frostbite salve (jar)	50 gp	1 lb.
Ice chalk	20 gp	-
Melt powder (vial)	25 gp	1 lb.
Polar skin (flask)	25 gp	1 lb.
Razor ice powder (vial)	50 gp	1 lb.
Whale grease (flask)	75 gp	2 lb.

Kamackee

Some PCs will however no doubt wish to rely on magic to protect themselves against the vagrancies of the winter weather.

Kamackee is a skilled wizard, making his living from crafting and selling wondrous items. In addition he is somewhat of a sage, specializing in the Thillonian Peninsula.

He has the following items available

1. *Potion of endure elements* (CL 1st; Brew Potion, *endure elements*; Price 50 gp).
2. *Wand of endure elements** (CL 1st; Craft Wand, *endure elements*; Price 750 gp).
3. *Scroll of endure elements** (CL 1st; Scribe Scroll, *endure elements*; Price 25 gp).
4. *Lesser Ring of Energy Resistance*** (CL 3rd; Forge Ring, *resist energy*; Price 12,000 gp).
5. *Boots of the Winterlands*** (CL 5th; Craft Wondrous Items, *cat's grace*, *endure elements*, *pass without trace*; Price 2,500 gp).

* Arcane and divine versions.

**He only has one of these items for sale.

☛ Kamackee

CN (N) Human(Suel) male Wiz9

Appearance: An old man of perhaps 60 winters, Kamackee is still hale and hearty, although the strength of youth is now long-lost. Reed thin and white haired he is also slowly losing his vision and as a consequence rarely leaves his premises (he lives in a small apartment behind the public areas of the building).

Personality: Genial and personable, Kamackee is nevertheless lonely. Few now come to visit him in his dottage, except a few of his well-meaning children. As a consequence he will attempt to draw visiting PCs into long conversations about them, their plans and so on. Gloss over this as in a convention setting time is short.

In Conversation: If the PCs engage Kamackee in conversation and mention their plans to explore the Hanging Glacier he will appear particularly interested in their plans. Kamackee is well aware of the reputed powers of some of the ice found in the region and would dearly like to get hold of some samples to examine. If the PCs agree to provide him with said samples he will gladly provide them with a *wand of endure elements* (CL 1st; 50 charges remaining). If no one in the party can use the item he will instead offer them 6 *potions of endure elements*. He is however, unable to offer any additional payment.

If the PCs agree to provide him with samples he will give them more information regarding the ice's reputed magical properties. Ice samples should be at least the size of a grown-man's fist, otherwise they will not yield enough water. Read aloud the following:

My research has led me to believe that there are three distinct kinds of magical ice buried in the glacier. Shards of light blue and dark blue ice are mentioned in some explorer's accounts of the region. Respectively these ice shards are said to allow the user to summon magical creatures and to provide the ability to breath underwater. These shards are invariably found buried in areas of incredibly pure ice extremely well-suited to potion making.

Beyond this information however, he knows nothing except that found in the Hanging Glacier Learning More section above.

Development: Once the PCs have equipped themselves to their satisfaction and have gathered any additional information they require proceed to Encounter 1: Into the Corusks.

ALTERNATE FAST START INTRODUCTION

If your players have expressed a preference for action rather than roleplaying, or if for some reason your slot is starting late consider using this section instead of the standard introduction.

This introduction glosses over the introduction detailed above instead starting as the PCs leave Knudje. For more information on Knudje and its populace refer the standard introduction.

THE ASSEMBLY OF KNUDJE

Assume the PCs have met the Assembly of Knudje and have agreed to travel to the Hanging Glacier.

Read or paraphrase the below information

You are in Knudje, a town of the Schnai, set in the very shadow of the Corusk Mountains. You have come to this place in answer to a call for aid.

The Assembly of Knudje, made up of the jarls of this frozen land, has beseeched you for aid. Every twenty years their lands are inundated by a horde of monsters rampaging out of the Corusk Mountains. It is believed that the monsters dwell in the vicinity of the Hanging Glacier; parts of which are said to hang in mid air, suspended by some eldritch force. The attack is due this year but the Hanging Glacier is considered sacred ground and they may not venture there.

It is your mission to discover the truth behind the glacier and what is causing the monstrous incursions. The Assembly also fears that the dragons present in the last attack may now have children; if possible any dragons encountered should be slain.

The Assembly has made the skald Redaskili available to answer your questions.

☛ **Redaskili:** CN male human (Suel) Barbarian 2/ Bard 7.

Redaskili is one of the most revered and skilled bards in the entire kingdom. As well as a proficient warrior he is also well-versed in the legends and rumors regarding the hanging glacier and its monstrous inhabitants.

Much given to backslapping, deep laughter and revelry he is a loquacious conversationalist.

Redaskili's Information

If the PCs wish to roleplay this encounter impart the below information in response to their questions. If not, simply provide them this information and move on. After this conversation provide the players with Player Handout 2: The Hanging Glacier.

- The monsters of the hanging glacier have bedeviled the Schnai for centuries.

- Every twenty years the monsters attack. There seems to be no rationale behind their attacks. They just boil out of the mountains killing everything in their way.
- Last time a flight of white dragons was amongst the horde. They were driven off but not slain.
- The glacier is located deep in the Corusks. In this weather and in these conditions it will take almost 2 weeks to reach it.
- We will provide you with all necessary mundane equipment and an escort.
- The land surrounding the glacier is sacred to us and so we cannot go there. A fallen temple of Vatun lies somewhere in the area which we believe is now inhabited by the spirits in the ice. If a Schnai dies in the area his soul is trapped by the spirits and does not pass on to the afterlife. This is why we have called for outside aid. Your guide will be able to take you to the border of the area but may not enter.
- When you are ready to leave let me know and I will arrange the escort and supplies.
- At this time of year the cold throughout the mountains is intense. Unprotected or ill-prepared travelers are often found frozen to death. If you cannot provide such protections yourself you should visit the wizard Kamackee who is said to be interested in the Glacier.
- Prior to your arrival the need for such an expedition has been the subject of much debate amongst the Jarls and their advisors. Some argue that the land is sacred and that none should travel there. Others say that the danger to Knudje and the surrounding lands is too great. Eventually this view prevailed.

In addition if none of the PCs have the bardic knowledge ability or ranks in Knowledge (geography), Knowledge (local – Core) or Knowledge (history) and think to ask Redaskili for more information about the Corusks and the Hanging Glacier impart all the information on these subjects presented in the “Learning More” section.

Payment: If the PCs demands payment for this mission they will be given a choice of reward. They may either receive 100 gp x APL or the Knowledge of the Schnai AR entry.

LEARNING MORE

Instead of roleplaying the interactions between the PCs and the various inhabitants of Knudje simply make the relevant checks for the PCs using the charts presented above.

BUYING EQUIPMENT

The PCs may buy equipment for their travels. Refer to Player's Handout: Frostfell Equipment for more information. Distribute a copy to each player.

KAMACKEE

Assume the PCs have met Kamackee and have agreed to find some ice samples for his experiments.

Read aloud the following:

My research has led me to believe that there are three distinct kinds of magical ice buried in the glacier. Shards of light blue and dark blue ice are mentioned in some explorer's accounts of the region. Respectively these ice shards are said to allow the user to summon magical creatures and to provide the ability to breath underwater. These shards are invariably found buried in areas of incredibly pure ice extremely well-suited to potion making. I would be indebted to you if you could bring me back samples of these.

Additionally he has made available the following items for purchase:

- ❖ *Potion of endure elements* (CL 1st; Brew Potion, *endure elements*; Price 50 gp).
- ❖ *Wand of endure elements** (CL 1st; Craft Wand, *endure elements*; Price 750 gp).
- ❖ *Scroll of endure elements** (CL 1st; Scribe Scroll, *endure elements*; Price 25 gp).
- ❖ *Lesser Ring of Energy Resistance*** (CL 3rd; Forge Ring, *resist energy*; Price 12,000 gp).
- ❖ *Boots of the Winterlands*** (CL 5th; Craft Wondrous Items, *cat's grace*, *endure elements*, *pass without trace*; Price 2,500 gp).

* Arcane and divine versions.

**He only has one of these items for sale.

ENCOUNTER 1: INTO THE CORUSKS

In this encounter the PCs leave the town of Knudje and head east into the forbidding Corusk Mountains. They have been given an escort of Schnai warriors to protect and guide them on their northward journey. Alternatively, at higher APLs the PCs may wish to travel to the Hanging Glacier using magic. If so modify the journey times and various environmental hazard checks accordingly. Refer to the "Magic Travel" section below for more information.

If the PCs use magic to travel directly to the Hanging Glacier without the Schnai guides, they do not encounter the cultist guides in this encounter.

Once the PCs have purchased any supplies they need from Knudje, have gathered any additional information and have informed Redaskili that they are ready to leave read the following:

It is bitterly cold; the cold is so intense that to you it seems as if your very bones are slowly freezing. Once you are beyond the

protection of Knudje's stout walls you are subjected to the full force of the wind and snow hurtling down from the Corusks.

Your escorts, a half-dozen doughty Schnai warriors, draw their cloaks tightly around themselves as they begin to trudge east through the snow. Teams of dogs follow, dragging the sledges heavily laden with the provisions necessary for the success of the expedition. Their leader seems more talkative than his brethren, who converse only in their own tongue.

The Expedition

With the exception of their leader, Ingemar, the Schnai warriors converse only in the Cold Tongue (a mixture of Ancient Suel and Flan). Speaker of either language understand the occasional word but cannot converse in it.

These men are proud, self-reliant and independent souls. They chafe at having to receive aid from southlanders, the vast majority of whom they believe are weak. In reality Ingemar and his men are actually cultists who towards the end of the trek will seek to slay the party. Until then though they play the part of guards to allay any suspicions the PCs might have. The warriors are not servants for the PCs to order around however and any such treatment will receive short shrift.

If the PCs have failed to gather any information about the challenges ahead Ingemar can relate some or all of the information. He is happy to cultivate trust between himself and the PCs to further his plan to assassinate the weak southlanders. A DC 20 Sense Motive check made while in conversation with Ingemar will reveal that something is not right.

Additionally, the guards will take one of the watches every night to further foster trust between them and the party.

The Sleds: The sleds carry three portable huts, enough food and water for 14 people for one month and a supply of firewood. Each sled is pulled by a team of four dogs.

The Journey

Knudje is roughly 110 miles due west of the Hanging Glacier. Because of the difficult mountainous terrain and the winter weather the journey to the glacier will take almost two weeks to complete. This journey will be slow, cold and frustrating for the PCs.

The Schnai warriors carry enough food for themselves and the PCs for both legs of the journey. In addition they carry with them 3 portable huts for use as shelters at night.

Temperatures and Cold Hazards: During the day the temperature will be between 00 F and -20oF, depending on the base temperature, elevation and prevailing winds. Individuals without sufficient protection must make a Fortitude save every 10 minutes (DC 15 +1 per previous check) or take 1d6

points of nonlethal damage. A partially protected character need only make these checks once an hour.

Characters protected by either an *endure elements* spell or who are wearing a cold weather outfit and furs are considered completely protected against the cold. Individuals wearing only a cold weather outfit or furs are considered to be only partially protected.

At night the temperature drops even further to between -20oF and -50 oF. Unprotected characters take 1d6 points of cold damage every 10 minutes (no save). In addition an unprotected character must make a Fortitude save (DC 15 +1 per previous check) or take 1d4 points of nonlethal damage. Those wearing metal armor or coming into contact with very cold metal are affected as if by a *chill metal* spell. A partially protected character takes damage and makes Fortitude saves once per hour instead of every 10 minutes.

Characters protected by an *endure elements* spell or who are sheltering in a portable hut are considered completely protected. Individuals wearing a cold weather outfit and furs are considered partially protected. All other characters are considered unprotected.

Magic Travel: If the PCs possess magical means of mass transportation, perhaps teleport or greater teleport, the PCs may bypass this portion of the adventure. Remember though that the caster needs to know exactly where he is teleporting to and so must be able to scry the target area as well. As the area is taboo to the Schnai, none of them can give a description of the location, although they know approximately where it is located.

One Last Night

Once the party reaches the base of the cliff over which the glacier tumbles their escorts may go no further; beyond for them is sacred land. As it is night, they will set up a camp and await the PCs' return. They claim that they will wait for 3 days before assuming the PCs are lost. This is all a lie. The barbarian guides are actually cultists of the Frost Worm, and Tarja Arjotta has ordered the PCs' death. Assuming the PCs do not proceed immediately in the dark, they will have to sleep in the huts one last time. Once most PCs are resting, that is when the cultists will attack. In the huts, the PCs suffer none of the environmental factors they face outside, so no additional ELs are added for the environment. Like all other nights on the trip to the glacier, the Schnai guides offer to take one of the watches.

APL 10 (EL 11)

➤ **Ingegred, Hungoff, Lolmar, Rederi, Anskieri, Hunmar:** Male human Barbarian 2/Fighter 2; hp 37; see *Appendix 1*.

➤ **Ingemar:** Male human Barbarian 3/Fighter 2/Occult Slayer 4; hp 98; see *Appendix 1*.

APL 12 (EL 13)

➤ **Ingegred, Hungoff, Lolmar, Rederi, Anskieri, Hunmar:** Male human Barbarian 2/Fighter 4; hp 59; see *Appendix 1*.

➤ **Ingemar:** Male human Barbarian 3/Fighter 3/Occult Slayer 5; hp 118; see *Appendix 1*.

APL 14 (EL 15)

➤ **Ingegred, Hungoff, Lolmar, Rederi, Anskieri, Hunmar:** Male human Barbarian 4/Fighter 4; hp 87; see *Appendix 1*.

➤ **Ingemar:** Male human Barbarian 5/Fighter 3/Occult Slayer 5; hp 140; see *Appendix 1*.

APL 16 (EL 17)

➤ **Ingegred, Hungoff, Lolmar, Rederi, Anskieri, Hunmar:** Male human Barbarian 6/Fighter 4; hp 109; see *Appendix 1*.

➤ **Ingemar:** Male human Barbarian 6/Fighter 4/Occult Slayer 5; hp 161; see *Appendix 1*.

Tactics: Once the PCs have bedded down for the evening, the barbarians will enter their portable huts and attempt to coup de grace as many PCs as possible. PCs may make Listen checks to detect their approach. Remember, sleeping PCs may make a Listen check with a -10 penalty. Ingemar moves to melee with any PCs on guard. The cultists take advantage of their Death Blow feat at those APLs where appropriate. While they attack, they babble about the Frost Worm and the deaths of the nonbeliever adventurers. Fanatics all, the cultists fight to the death.

Development: If the PCs successfully capture any of the cultists, with the exception of Ingemar, they only speak Cold Tongue, so the PCs will need to speak that language or possess magical means to interrogate the prisoners. If the PCs are able to interrogate them, the barbarians take on a crazed expression and begin ranting about the coming of the Frost Worm. In their rantings, then scream that Tarja Arjotta will swing wide the gate, and the world will be consumed in the cold of their goddess. None of them know any details on how Tarja plans to open the gate, where the gate is, or what the gate looks like. As they also expect to embrace a frigid death at the hands of the great goddess, they have no fear of pain or threats that the PCs may make.

Treasure: Assuming the PCs defeat the crazed Schnai cultists, they may claim their gear.

APL 10: Loot – 193 gp. Magic – +1 *flaming greataxe* (693 gp), *gauntlets of ogre power* (333 gp), +1 *hide armor* (97 gp), *potion of cure moderate wounds* (25 gp).

APL 12: Loot – 193 gp. Magic – +1 *flaming greataxe* (693 gp), *gauntlets of ogre power* (333 gp), +1 *hide armor* (97 gp), *potion of cure moderate wounds* (25 gp), *ring of deflection* +1 (167 gp).

APL 14: Loot – 193 gp. Magic – +1 *flaming greataxe* (693 gp), *gauntlets of ogre power* (333 gp), +1 *hide armor* (97 gp), *potion of cure moderate wounds* (25 gp), *ring of deflection* +1 (167 gp).

APL 16: Loot – 193 gp. Magic – +1 *flaming greataxe* (693 gp), *gauntlets of ogre power* (333 gp), +1 *hide armor* (97 gp), *potion of cure moderate wounds* (25 gp), *ring of deflection* +1 (167 gp).

Once the PCs have defeated the cultists and indicated that they will climb the cliff read aloud the following:

At the base of the cliff stands an ancient stone marker partially shrouded in snow. Once ornately carved the elements have all but destroyed the sigils that once adorned its surface.

If he is still alive Ingemar will identify this as a sacred marker identifying the area into which the Schnai may not travel. The markings on its surface are badly eroded and no additional information can be gleaned from it.

Once the PCs have made any preparations they deem necessary proceed to Encounter 2: The Hanging Glacier.

ENCOUNTER 2: THE HANGING GLACIER

In this encounter the PCs reach the hanging glacier and begin to explore the maze of natural tunnels, fissures and ice caves buried within the glacier itself.

Getting There

If the PCs have traveled here with their Schnai escort this encounter begins with the PCs at the bottom of a two thousand foot cliff. If the PCs travel to the glacier using magic they will likely arrive above and can skip this section.

Luckily the cliff is not as sheer as it first looks. A series of icefalls and the travel upwards of the creatures attracted to the area have conspired to create a very steep pathway that wends its way up the cliff. Using this path requires DC 10 Climb checks, which the PCs can take 1d6 on. Centaur characters can also make this climb.

ENVIRONMENTAL DANGERS

Exploring the Hanging Glacier is a dangerous proposition. Not only is it inhabited by dangerous monsters but the environment in which it is located is harsh and unforgiving.

Temperatures and Cold Hazards: The glacier lies at a higher altitude than the route that the PCs have so far taken. Thus, it is colder in the area around the glacier.

During the day the temperature plunges to between -20oF and -50 oF. Unprotected characters take 1d6 points of cold damage every 10 minutes (no save). In addition an unprotected character must make a (DC 15 +1 per previous check) Fortitude save or take 1d4 points of nonlethal damage. Those wearing metal armor

or coming into contact with very cold metal are affected as if by a *chill metal* spell.

A partially protected character takes damage and makes Fortitude saves once per hour instead of every 10 minutes.

Characters protected by an *endure elements* spell are considered completely protected. Individuals wearing a cold weather outfit and furs are considered partially protected. All other characters are considered unprotected.

At night it gets even colder with temperatures occasionally dropping lower than -50 oF.

Altitude

The tip of the glacier is roughly 9,000 ft above sea level. 2,000 ft. below runs the Anskei River. Because of the high altitude at which the glacier sits exploring this area may be difficult for those not acclimatized to the high altitude.

Normally, such characters must make a Fortitude save every hour or become fatigued. However as it will take many hours climbing to reach this place this would slow game-play to a crawl. Instead have each PC make a single DC 21 Fortitude save (the equivalent of 6 hours climbing) as they reach the glacier. Failure indicates that the PC is fatigued for the duration of their time on the glacier.

If the PCs have magical means of hastening their arrival at the glacier such as overland flight or teleport reduce the DC of the Fortitude save by 1 for every hour of travel saved. If they arrive at the top of cliff they do not need to make a Fortitude save for an hour. The initial save is a DC 15 Fortitude save. Subsequent DCs increase by +1 per previous check.

Once each PC has attempted a Fortitude save they do not need to attempt another unless they spend an inordinate amount of time at this height.

Once these checks have been made read the following:

“As you climb ever-higher the air gets thinner and colder. Breathing becomes more and more difficult. Your chest heaves with the effort and your lungs sting from the cold that threatens to overwhelm your magical protections.”

FEATURES OF THE HANGING GLACIER

The natural passageways and chambers buried within the glacier have the following generic features. Use these unless the text of an encounter specifies otherwise.

Additionally the glacier is an unstable place. Inexorably it is being forced over the cliff and this causes the glacier to occasionally shift. While this process is a slow one the PCs may occasionally hear and feel evidence of this.

Natural Ice Walls: These walls are formed of slippery ice and are rough-surfaced with cracks, crevices, ledges and alcoves.

❖ **Ice Walls:** 5 ft. thick; hardness 8; hp 80; AC 1; Break DC 60; Climb DC 30.

Natural Ice Floor: These floors are rough, uneven and slippery.

The DC for Balance and Tumble checks increases by 5.

❖ **Ice Floor:** 5 ft. thick; hardness 8; hp 80; AC 1; Break DC 60.

Light Icy Rubble: Small chunks of ice cover the ground.

Light icy rubble adds 5 to the DC of Balance and Tumble checks.

Dense Icy Rubble: The ground is littered with icy debris.

It costs 2 squares of movement to enter a square with dense icy rubble. Dense icy rubble adds 10 to the DC of Balance and Tumble checks and Move Silently checks suffer a -3 penalty.

Iceicles: Iceicles function like slender pillars; they do not take up a whole square. Any character standing in the same square as an iceicle gains a +2 cover bonus to Armor Class and a +1 cover bonus on Reflex saves

❖ **Iceicle:** 1 ft. thick; hardness 8; hp 250, AC 3.

Illumination: The walls and ceilings of the passages and caverns within the glacier are made from compacted snow and ice. As such some light does filter through from outside. During daylight hours the entire complex is suffused with a soft glow equal to shadowy illumination.

Energy Attacks and Ice: Area spells can damage the glacier. Although the glacier is affected by magic treat it as an unattended nonmagical object. Thus is automatically fails any saving throw against magical effects. Fire damage bypasses the ice's hardness and deals 150% of normal damage. Cold attacks do not affect the glacier. Acid deals one-quarter normal damage, electricity and sonic effects deal full damage, and sonic damage (like fire damage) bypasses the ice's hardness.

If enough damage is done to a wall to totally destroy a square's worth of ice (or more) there is a danger that the roof above that area will collapse due to the unstable nature of the ice. This chance is a base 40% plus an additional 5% for each similarly affected adjacent square.

Linearity: There are several avenues which the PCs may take to explore the glacier. In addition to the three main entrances into the glacier's tip, the PCs may elect to initially bypass this area completely instead electing to explore the Tumbled Flow. This means that they may not encounter the glacier's denizens in the typical order.

When the PCs are ready to begin their explorations read the following:

A quick investigation of the area reveals that there are at least three passages into the glacier tip each roughly man-sized. Alternatively you could ignore these obvious entrances instead electing to investigate the great tumble of ice hanging motionless in the sky beyond and below the glacier.

ENCOUNTER 3: HIDDEN DEPTHS

This is the first area that the PCs will come to once they enter the glacier (refer to DM Map 1). A hidden crevasse runs across the center of this room, making movement through here perilous. The frost folk knew of this obstacle and avoided it by climbing around it through the dense rubble. Likewise, Tarja and his company noticed and avoided the crevasse.

A PC with the Track skill succeeding on a DC 20 Survival check realizes that the faint trail they are following detours from the center of the passageway and over some dense icy rubble fallen along the left-hand side of the passageway. Note, do not ask the PCs if they wish to track in this area, only allow this check if they are already doing so.

If a PC falls prey to this hidden crevasse read aloud the following:

Without warning the ice and snow opens at your feet and you start to fall into a crevasse!

If the PCs do not fall prey to the trap, but set it off in some other way read aloud the following:

Without warning the floor of the corridor falls away revealing a deep crevasse stretching the width of the corridor.

The crevasse is 10 ft. wide and 10 ft. long. Any PCs falling in must also get out again or be trapped. PCs electing to climb out must succeed on the requisite number of DC 20 Climb checks to do so. The crevasse continues on deep into the ice as a narrow crack to an underground river that is far too small for the PCs to traverse without magic.

Creature: The crevasse is not uninhabited. A white pudding (or puddings) has oozed its way into the crevasse and spread itself out along the bottom where there is a pocket the size of the pudding(s).

APL 10 (EL 10)

➤ **Hidden Crevasse:** CR 8; mechanical; location trigger, manual reset; DC 24 Reflex save avoids; 60 ft. deep (6d6, fall); iceicles (Atk +10 melee, 1d4 iceicles per target for 1d4+5 each); Search DC 26; Disable Device DC 26.

➤ **White Pudding:** hp 94; see *Appendix 1*.

APL 12 (EL 12)

↗ **Hidden Crevasse:** CR 10; mechanical; location trigger, manual reset; DC 24 Reflex save avoids; 80 ft. deep (8d6, fall); icicles (Atk +10 melee, 1d4 icicles per target for 1d4+5 each); Search DC 26; Disable Device DC 26.

➤ **Advanced Elite White Pudding:** hp 160; see *Appendix 1*.

APL 14 (EL 14)

↗ **Hidden Crevasse:** CR 10; mechanical; location trigger, manual reset; DC 24 Reflex save avoids; 80 ft. deep (8d6, fall); icicles (Atk +10 melee, 1d4 icicles per target for 1d4+5 each); Search DC 26; Disable Device DC 26.

➤ **Advanced Elite White Pudding (2):** hp 304; see *Appendix 1*.

APL 16 (EL 16)

↗ **Hidden Crevasse:** CR 10; mechanical; location trigger, manual reset; DC 24 Reflex save avoids; 80 ft. deep (8d6, fall); icicles (Atk +10 melee, 1d4 icicles per target for 1d4+5 each); Search DC 26; Disable Device DC 26.

➤ **Advanced Elite White Pudding (3):** hp 354; see *Appendix 1*.

Tactics: The pudding is a simple creature. It attacks anything that falls into it, and does its best to follow anything that tries to run. If its prey attacks it from above, it crawls back into the cracks that lead it to the pocket originally.

Treasure: There is nothing of interest here for the PCs.

ENCOUNTER 4: DOMAIN OF THE FROST FOLK

These caverns were the domain of the frost folk that called the glacier home. None of them survive. Tarja and the rest of the cultists passed this way several days ago, and killed every living thing on their way to the icefall.

Cavern after cavern fills the inside of the glacier, and each space is filled with carnage. Huge hairy spiders, large white wolves, and pale humans with strange milky white eyes lie dead and frozen in all of them. It is clear that some of the side passages have been collapsed, killing everything within.

There are six rooms, each with some slaughtered frostfolk and other creatures native to the cold, spread throughout the carven with obvious signs of battle. A casual observation suggests they possess both weapon

and magical wounds. Due to time constraints encourage the players not to linger in these caves.

One ice cave before the exit (room #4b) however possesses an unusual scene that may require additional attention.

Unlike the previous caves, this room is not casually littered with the frozen dead. Nine of the pale humanoids, all too young to defend themselves, are arranged in a macabre mural upon the wall. Pitons anchor their bodies to the ice and their draining blood has been used to paint the great open maw of a worm or serpent which it looks like the nine are falling into, or being expelled from. All of the children have faces of terror, and tears leak from their milky white eyes and have frozen to their faces.

These frostfolk children have been used in of fell ritual in supplication of the Frost Worm. A DC 10 Knowledge (religion) can confirm that this had some religious ritual significance, but what that may be is not clear. The worm represents no deity normally worshiped on Oerth. A DC 15 Heal check can confirm that the frostfolk children were nailed to the wall while still alive. Anyone who uses speak with dead upon the bodies can coax a vague description of the cultists from the frightened frostfolk children, as well as the name of their deity, used in the ritual: Wengythra. That name means nothing to the PCs.

Treasure: There is nothing of value here for the PCs.

ENCOUNTER 5: THE FROZEN DEAD

This side cave was the frozen tomb of several humanoids that were drawn to the glacier and died here; eventually falling prey to each other and cannibalism. A wendigo now haunts these halls. The ceiling of this cavern is sixty feet above.

The large cavern ahead of you is irregularly shaped. Across to your left something breaks the monotonous white of the walls. It appears that something is buried in the wall.

Inspection reveals that two gnawed upon bodies are partially entombed in the wall. They appear to be Schnai. A DC 15 Heal or Knowledge (nature) check identifies humanoid bite marks upon their corpses. The bones of several other humanoids can be seen as dark shadows further in the ice. While the PCs are distracted examining the bodies, the wendigo solidifies and attacks.

APL 10 (EL 12)

➤ **Tarmorja the Wendigo:** Male wendigo Barbarian 2/Fighter 2/Sorcerer 1/Dragon Disciple 6, hp 92; see *Appendix 1*.

APL 12 (EL 14)

➤ **Tarmorja the Wendigo:** Male wendigo Barbarian 2/Fighter 2/Sorcerer 1/Dragon Disciple 8, hp 112; see *Appendix 1*.

APL 14 (EL 16)

➤ **Tarmorja the Wendigo:** Male wendigo Barbarian 2/Fighter 2/Sorcerer 1/Dragon Disciple 10, hp 132; see *Appendix 1*.

APL 16 (EL 18)

➤ **Tarmorja the Wendigo:** Male wendigo Barbarian 3/Fighter 3/Sorcerer 1/Dragon Disciple 10, hp 152; see *Appendix 1*.

Tactics: Tarmorja hides in wind walk form inside one of the many cracks in the ice walls. If he hears the PCs coming, perhaps searching the previous rooms, he will cast a mage armor spell to increase his armor class before the PCs arrive. Once the PCs are distracted, he dismissed the wind walk while hiding near the shadowy ceiling. At APLs 14 and 16 he uses his breath weapon (taking advantage of his Maximize Breath feat) to start. Otherwise, Tarmorja attacks in melee using his bite along with the distract assailant spell using Power Attack against lightly armored foes. If the PCs are able to easily harm him, he uses his Fly-By Attack feat, and rages if reduced below half hit points. Tarmorja flees when reduced below one quarter of his hit points, and then after regenerating, begins stalking his prey anew.

Treasure: The PCs may claim Tarmorja's belongings after they put him to rest.

All APLs: Magic – *Cloak of charisma* +4 (333 gp).

ENCOUNTER 6: BLUE SHARDS

In this area the PCs are able to harvest some magic ice from the body of the glacier.

This cavern is different to all the other ice chambers you have thus far found. Here and there, embedded in the walls are small pockets of colored ice the likes of which you have never seen before.

HARVESTING THE ICE

To retrieve these ice shards the PCs must dig them out of the ice walls. Such work is difficult and will take time to achieve. The PCs must inflict 10 points of damage on the wall to gain a shard of ice, but to do this safely they can only use light melee weapons. Using larger weapons automatically destroys the shard they

were attempting to excavate. Additionally PCs attempting to harvest shards of blue ice will notice with a DC 10 Spot check that this ice is exceptionally clear (and therefore pure). This is ice that the artificer Kamackee spoke of. PCs providing him with samples will gain his gratitude.

If the PCs spend an hour in this chamber they will be able to excavate one shard of each color for each PC present and sufficient shards for Kamackee.

Deep Blue Ice Shards

The surrounding ice does not block *detect magic*. These ice shards radiate faint transmutation magic. Once the PCs have gained one of these shards read aloud the following:

Your excavations have revealed a small shard of ice a deep blue in hue. Looking closer you realize that the ice seems to have several small bubbles trapped within.

❖ **Deep Blue Ice Shard:** You have recovered a single shard of deep blue colored ice from the Hanging Glacier. You can use this ice shard to cast a water breathing spell. To activate this power (which is a standard action that does not provoke attacks of opportunity) you must eat the ice shard.

If you ever fail any saving throw against a heat or fire-based attack this item is destroyed.

Light Blue Ice Shards

The surrounding ice does not block *detect magic*. These ice shards radiate faint conjuration magic.

Your excavations have freed a small shard of light blue-colored ice. Looking closer you realize that the ice seems to have a miniature version of a (APL dependant monster; see below) *trapped within.*

❖ **Light Blue Ice Shard:** You have recovered a single shard of light blue colored ice from the Hanging Glacier. Crushing this ice shard summons a monster to serve you as if you had cast a summon nature's ally. Doing so is a standard action that does not provoke attacks of opportunity.

The monster summoned is dependant on the APL at which you explored the Hanging Glacier: APL 10: polar bear; APL 12: dire bear; APL 14: dire tiger; APL 16: roc.

If you ever fail any saving throw against a heat or fire-based attack this item is destroyed.

Pure Ice

Shards of deep blue and light blue ice are invariably found in areas of incredibly pure ice. This ice is perfectly suited to making potions. A PC may chip off up to 6 shards of pure ice.

Surrounding an area of blue ice is large area of impossibly pristine, clear ice.

❖ **Pure Ice:** This ice is perfectly suited to making potions. Any potion made from this ice is treated as if the spell had been affected with the Maximize Spell feat (for spells with numerical affects) or by the Extend Spell feat for spells with a duration of greater than instantaneous. If a spell could benefit from both feats it is only affected by the Maximize Spell feat. This adds no additional XP or gp cost to the cost of the potion.

This PC has [] shards of pure ice. A PC may have a maximum of 6 shards of pure ice.

Treasure: The only treasure to be had here are the small shards of pure and blue-colored ice detailed above.

Development: It is possible that Aussirkepek becomes aware of the PCs while they are excavating ice from this area. If he does so, he chooses not to investigate; the conditions of the tumbled flow better suit his style of combat.

ENCOUNTER 7: THE WHITE STORM

In this encounter the PCs leave the main body of the Hanging Glacier and explore the icefall below it. Here, the white dragon, Aussirkepek (translates as "White Storm"), made his lair. Over the past few years he had collected much treasure left in the area by creatures compelled to leave such by the magic of the place. Since the arrival of Tarja Arjotta and the cultists of the frost worm, the dragon has been used as a host for a creature freed from beyond the gate; the first of their goddess' minions to have successfully made the journey.

THE TUMBLED FLOW

This encounter takes place on the portion of the glacier that has been pushed over the cliff's edge (refer to DM Map 2). Any combat that takes place here will take place 2000 feet above the river below! Thus, PCs must move about this area with care. Some PCs will likely have magic that will allow them to move about the tumbled flow of ice with ease. Others will have to rely on more mundane means of locomotion including jump checks and the like.

The chunks of ice slope steeply downwards to the river below. Thus, it costs 4 squares of movement to enter a square in this area and the DC of Tumble checks increases by 10 and Balance checks by 12. A DC 12 Balance check is required to run or charge downhill. Characters that fail this check stumble and must end their movement 1d2x5 ft. in the direction they were moving. Characters failing this check by more than 5 fall prone in the square in which they end their

movement. Characters gain a +1 bonus on melee attacks against any foe downhill from them.

PCs falling from the ice flow will not necessarily plummet to their certain death. As they fall PCs succeeding at a DC 19 Reflex save manage to grab the edge of the ice flow and arrest their fall. Such PCs are considered prone and must make a DC 17 Climb check to regain their feet. If they fall, they plummet roughly 20 feet towards a small 5 foot wide chunk of ice that has fallen away from the main body of the flow. Falling PCs must make a DC 10 Reflex save to manage to grab the edge of the ice flow and arrest their fall on the small chunk. Such PCs will take 2d6 points of falling damage and be stranded unless they possess some means of returning to the ice flow above. In addition the chunk of ice they fall onto has several large shards of ice sticking up like spikes.

Those that do not save, plummet 2000 feet unless they have some way to save themselves. This fall takes four rounds to complete. Falling PCs plummet 600 ft. a round, giving their colleagues a final chance to save them in some way.

↗ **Ice Spikes:** Atk +10 melee, 1d4 spikes per target for 1d8+5 each.

THE LAIR OF THE WYRM, AUSSIRKEPEK

The wily dragon Aussirkepek (Draconic for White Storm) claimed this area before the arrival of the Frost Worm cultists. Aussirkepek was a cunning foe that had grown lazy in his time on the glacier. He didn't understand why other creatures keep depositing their treasures in the snows around the glacier, and frankly he didn't care why they did it, he was just happy that they did. He has discovered that many creatures, when he confronted them were content to hurl their treasure into the snow and flee. Sadly, when the cultists arrived, they had other plans. They have made him host to a creature from beyond the gate, and are working on bringing more of them through.

When the PCs first reach this area Aussirkepek (inhabited by Urazandum Xcthoss) will be lurking under the tumbled ice, using his *icewalking* ability. He is positioned roughly halfway between the PC's vantage point and the gold he has left visible as a lure to attract foolish explorers. From there his blindsense ability allows him to pinpoint the position of all PCs on the ledge and in the chamber beyond.

You have finally reached the very edge of the glacier. In front and below you floats hundreds of chunks of ice caught as they fell from the glacier by some unknown force. The mass of ice in front of you is broken up, the chunks sloping steeply downwards towards the river over 2000 feet below. The near constant winds of the glacier have stripped the ice bare, turning the flow into a dangerous and slippery obstacle. In the distance, perhaps 50 feet away or so, you can

make out the unmistakable glint of gold resting on the ice.

The PCs will no doubt wish to study this phenomenon before daring to explore it.

A successful DC 5 Knowledge (nature) check reveals that this is not a natural occurrence.

A successful DC 5 Knowledge (geography) check reveals that there is no other known example of this phenomenon anywhere in the Flanaess.

A successful DC 27 Spellcraft check reveals that this entire area is under the effect of a massive modified *reverse gravity* spell. Although the ice itself is not magical the whole area radiates strong transmutation magic.

WHITE STORM REVEALED

Once the PCs start to explore the ice flow, either by moving across it or by flying above it, Aussirkepeksh shouts a warning (in Common) to the PCs. While Aussirkepeksh is not an entirely willing host, he is nearly completely compliant when Urazandum Xcthoss applies pain. Read aloud the following:

A loud sound, reminiscent of two voices at the same time suddenly booms out across the ice. "You who would dare trespass on the threshold of the Worm Beyond Ice, know that you will suffer a frozen death. Gibber and quail, mortals for you face your doom! You will..."

The voice cracks and changes, such that only the loud, main voice remains having thrown off the strange tinny echo. "Help me, they... ug ... aahhh!" A scream of pain echoes off the glacier.

The dual voice returns, "Now you will all die!"

This is the PCs only warning that more is going on than they might otherwise think. Urazandum Xcthoss has caused Aussirkepeksh 1d6 points of damage and reasserted control of the dragon. PCs making a DC 15 Listen check modified by -1 per 10 ft. of distance from Aussirkepeksh's position (PCs on the ledge therefore suffer a -3 circumstance penalty to this check) realize that the sound seems to be coming from in, or under, the ice.

Once Aussirkepeksh or the PCs initiate combat read aloud the following:

Erupting from under the ice bursts a vast white dragon. Its scales glisten like highly polished mirrors in the harsh sunlight of the glacier but its cruel eyes are a dull blue-black and are glazed over as though not focused upon you. The creature throws back its cruelly shaped maw and screeches in triumph as it hurls itself into the air.

APL 10 (EL 13)

➤ **Aussirkepeksh Male Advanced Adult White Dragon:** hp 213; see *Appendix 1*.

➤ **Urazandum Xcthoss:** Advanced Tsochar wizard 4; hp 103; see *Appendix 1*.

APL 12 (EL 15)

➤ **Aussirkepeksh Male Advanced Mature Adult White Dragon:** hp 281; see *Appendix 1*.

➤ **Urazandum Xcthoss:** Advanced Tsochar wizard 6; hp 117; see *Appendix 1*.

APL 14 (EL 17)

➤ **Aussirkepeksh Male Old White Dragon:** hp 293; see *Appendix 1*.

➤ **Urazandum Xcthoss:** Advanced Tsochar wizard 8; hp 147; see *Appendix 1*.

APL 16 (EL 19)

➤ **Aussirkepeksh Male Old White Dragon:** hp 356; see *Appendix 1*.

➤ **Urazandum Xcthoss:** Advanced Tsochar wizard 10; hp 163; see *Appendix 1*.

Tactics: In almost any situation Aussirkepeksh favors remaining aloft when fighting. If flying he will use his Flyby Attack and Hover feats to confuse and isolate foes.

He prefers to attack unarmored foes, and will particularly focus on those he believes to be powerful arcane spellcasters; these foes invariably have the ability to attack him with magic at range. His next priority targets are archers and those who have demonstrated skill with ranged weapons. Above all however he prefers to fight his enemies one at a time. If one or two PCs have braved the ice flow he will likely attack them first (particularly if doing so grants him cover from the rest of the party). If such opponents have stepped in front of a hole in the ice Aussirkepeksh will attempt to bull rush them backwards into it.

He will use his breath weapon as often as possible. Aussirkepeksh will not perform coup de grace attacks or waste spare attacks on any fallen foe; he prefers his prey to die from the cold; their carcasses are tastier that way!

Additionally Aussirkepeksh assumes that his *fearful presence* ability will account for some of his foes; indeed he enjoys the terror his appearance generates.

Assuming Aussirkepeksh or Urazandum Xcthoss hear the PCs coming (because of the mining of ice shards), they cast all of the spells in their power-up suites and Urazandum crawls fully inside Aussirkepeksh. Note that Aussirkepeksh has no fear of fire because of his Overcome Weakness feat.

Specific tactics arranged by APL follow.

APL 10: At this APL Aussirkepeksh will use *breath flare* every time he uses his breath weapon, and while performing Fly-By attacks, he attempts to keep the icefall between himself and the PCs while turning. While out of the line of fire, he will cast *lesser shivering*

touch or *touch of fatigue* for use on one of his claw attacks. He uses fog cloud to separate the party and make it harder to attack him. Urazandum will generally hide inside Aussirkepek and use his *whispercast* spell to cast *acid splash* or *burning hands* to aid his host. If reduced to half hit points and out of spells, he orders the dragon to drop him off on the underside of the icefall, and he uses his climb speed to move up behind the party and attempt to take one of the PCs by surprise.

APL 12: Aussirkepek uses the same tactics as APL 10, except now he has access to *shocking grasp* in addition to other spells he might use to augment his melee attacks. Urazandum uses the same tactics as APL 10, but leads off with a widened *fireball*

APL 14: Aussirkepek uses the same tactics as APL 12, except that he uses freezing fog and *obscuring snow* to limit attacks upon him. Note that his blindsense allows him to target enemies through an *obscuring snow* and his freezing fog. Urazandum uses the same tactics as APL 12, but leads off with an empowered widened *fireball*. He uses *dimension door* to remove Aussirkepek from trouble, or move him into a full attack.

APL 16: Aussirkepek uses the same tactics as APL 14, except that he uses his Maximize Breath feat when using his breath weapon. Urazandum uses the same tactics as APL 14, but leads off with an empowered widened *fireball*. He uses *dimension door* to remove Aussirkepek from trouble, or move him into a full attack. In addition he targets troublesome casters with *touch of idiocy* and uses his *vampiric touch* when seriously injured. Urazandum uses the same tactics as APL 14, although he might use his sudden feats on his *arc of lightning* instead of a *fireball* if the PCs are arranged to be more vulnerable for that tactic.

Treasure: The cultists have largely stolen Aussirkepek's horde, but what's left consists of the following items. The gems and coins are scattered about atop the ice flow, while the other items are hidden beneath a thin lair of snow and wrapped in furs. Finding these hidden items requires a DC 20 Search check. In addition, Urazandum Xcthoss wears several items but it is likely that Aussirkepek will have to be cut open to get at them if the Tsochar is still inhabiting the corpse. Those items worn by Urazandum Xcthoss have been marked by a *.

APL 10: Coin 50 gp; Magic – *ring of protection* +1* (167 gp).

APL 12: Coin 50 gp; Magic – *amulet of might fists* +1* (500 gp), *ring of protection* +1* (167 gp).

APL 14: Coin 50 gp; Magic – *amulet of health* +2* (333 gp), *amulet of might fists* +1* (500 gp), *ring of counterspells** (333 gp), *ring of protection* +1* (167 gp), *vial of icy sheets* (167 gp).

APL 16: Coin 50 gp; Magic – *amulet of health* +2* (333 gp), *amulet of might fists* +1* (500 gp), *periapt of wisdom* +2* (333 gp), *ring of floating* (167 gp), *ring of counterspells** (333 gp), *ring of feather fall** (167 gp), *ring of protection* +1* (167 gp), *vial of icy sheets* (167 gp).

ENCOUNTER 8: LAIRS UPON LAYERS

Once the PCs have defeated or driven off Aussirkepek and Urazandum, they are free to proceed into his small lair inside the icefall (refer to DM Map 3).

As you prepare to enter, the entire icefall shakes, as though it were falling slightly, though if your senses are to be believed, you now stand higher on the icefall than previously.

Looking around, no explanation is forthcoming. Navigating the entrance of the vast cave, burrowing into the ice floating thousands feet above the river below, the cave expands dramatically to what must be the dragon's lair. A scattering of coins litters the floor, but little now remains.

A DC 15 Intelligence check by any PC indicates that the PC in question has realized that the cave is too big to fit inside the ice flow. A DC 15 Knowledge (the planes) check reveals that the PCs are likely in some extra-dimensional space or have crossed to another plane of existence.

Once the PCs move to examine the cave (room 8a), they can find a handful of copper coins, but the cultists have collected anything of real value days before the arrival of the PCs. However, a DC 5 Search check discovers the passage the cultists used to gain entrance to the Temple of the Frost Worm.

Behind a pile of ice and snow at the rear of the cave, a human-sized door of white metal is recessed into the ice wall. Eldritch symbols are etched into the metal, though frost has long since made them difficult to read. There are clear signs that access to the buried doorway has recently been reestablished by digging. Footprints in the snow lead inside.

The door is covered in Flan writing. A DC 10 Knowledge (arcana) suggests that some of the symbols on the door are a warning. The door radiates fading abjuration magic (*detect magic*, DC 23 Spellcraft; this used to be a permanent *dimensional lock*) from the bindings disrupted by the cultists of the Frost Worm, and strong transmutation magic (*detect magic*, DC 24 Spellcraft) from the presence of the portal crossing over into the other plane. It is not locked or trapped in any way. Anyone able to translate the door reads the following:

Cross not the threshold to Wengytha, the Frost Worm, one of the nine tentacles of Mak Thuum Ngatha, sealed away by the arrogance of man. Beyond lies the only the gate to the frozen madness.

A successful DC 30 Knowledge (religion) check identifies Mak Thuum Ngatha as the deity of Tsochar and the mindless chaos of the Far Realm. The PCs are free to heed the warning, or follow after the cultists. Assuming the PCs open the door, continue with the read aloud text.

Just beyond the door lie stairs of ice, leading up beyond what should be the top of the icefall. A faint light, and the swirl of frigid winds howl down the stairs toward you as though some great blizzard awaits you at the top of the stairway that cannot be.

Those that cross the threshold of the strange doorway have crossed into another plane of existence, the strange frozen plane where the Frost Worm holds court. All PCs feel a slight queasy feeling in their stomachs as they cross onto the stairs. The frozen plane behaves in all ways like the arctic in the Prime Material with one exception. The spell *plane shift* or any spell that could be used to escape the plane, does not function (note that spells that temporarily turn the user ethereal, or use an alternate plane to move the PC within this plane, function normally). The stairs will eventually lead them to the temple that bars the way for the minions of the Frost Worm.

A foul wind whirls down the stairs as you enter into a vast chamber. A faintly glowing putrescent lake of thick goo undulates at the foot of a crude stone pier that extends from the stairway landing. Strands of the thick liquid drip from the ice walls, dropping here and there into the lake with loud plops. A darkened passage continues on the other side of the lake.

The pier is protected by a silent *alarm* spell that notifies Vennekka of the PCs approach. The lake (room 8b) is approximately two hundred feet across and one hundred feet deep, with the ceiling being approximately twenty feet above the liquid. Due to the glow of the goo, the entire area is considered shadowy illumination and the walls are especially slippery. The goo is harmless, although, it quickly coats everyone in the room in a slippery slime. Some of the shapeless creatures of this plane swim in the lake, waiting for the barriers between worlds to fall. They happily feast upon any PCs that attempt to cross to the other side.

APL 10 (EL 13)

- **Advanced Shaboath:** hp 124; see *Appendix 1*.
- **Cold Element Wyste (3):** hp 53; see *Appendix 1*.

APL 12 (EL 15)

- **Advanced Shaboath:** hp 184; see *Appendix 1*.
- **Cold Element Advanced Wyste (2):** hp 133; see *Appendix 1*.

APL 14 (EL 17)

- **Advanced Shaboath:** hp 230; see *Appendix 1*.
- **Shadowed Cold Element Advanced Wyste (3):** hp 133; see *Appendix 1*.

APL 16 (EL 19)

- **Advanced Shaboath (2):** hp 230; see *Appendix 1*.
- **Elite Shadowed Cold Element Advanced Wyste (4):** hp 146; see *Appendix 1*.

Tactics: The shaboath(s) and the wyses begin hiding inside the liquid, waiting until the PCs attempt to cross the room. If the PCs attempt to escape, the shaboath uses its *wall of ice* to limit the PCs options while the wyses use their icewalking ability to close the distance. They do not stop till all the PCs have fled the plane or all of them are dead. If the PCs flee further into the temple complex, the creatures follow them.

Treasure: There is nothing of value here for the PCs to take.

When the PCs have managed to cross the lake of slime, proceed to Encounter 9.

ENCOUNTER 9: IN THE WALLS

Having dispatched, or dealt with, the creatures of the lake, the PCs proceed through a tunnel in the ice to the bulwark against the frozen prime material plane beyond the gate. (for more information on this review the Adventure Background section).

An increase in the faint light and the howling wind is the first clue that the stairs are coming to an end. The stairway opens upon an airy room in which snow swirls through opened windows collecting in corners and against columns of sculpted ice. Two sets of double doors, one apparently going outside, exit this room of bitter cold.

The room (room 9a) is a thirty-foot square with double doors opposite each other, one set exiting the mountain, and one set going further in. There are open windows studding all of the exterior walls. This room is protected by a silent *alarm* spell that notifies Vennekka of the PCs' approach. Read the following to any that look out of one of the many windows.

At first, the landscape looks like you left it under the strange icefall, but a momentary

glance tells you that not all is right. While the river and snow covered landscape lies below you, the sky is filled with another twisted and strange landscape of ice, warped into unwholesome shapes that do not make sense. All across the sky above you, or what should be the sky, creatures of snow, ice, and tentacle grasp toward a great icy mountain directly above you; struggling to surmount its immeasurable heights. It is then that it begins to make sense. The icy depths that you have crossed are not below, but atop the icy mountain, and the ice fall that is below you is that portion of the foul frozen mass that has forced it's way into the Prime; a twisted reflection of frozen horror with thousands of shapeless and frozen beasts mindlessly besieging the Flanaess. What keeps them from crossing the barrier is unknown.

Exiting the mountain is a poor idea. Forcing open the ice-covered doors, PCs will note that the ice and snow fall upward, down the mountain. Anyone exiting the room, unable to deal with the sudden change in gravity, falls 2,000 feet before bouncing off the mountain and falling several more thousand feet. Worse, hundreds of thousands of despicable twisted creatures begin to swarm toward the movement, hungry for warmth and blood (use the same creatures as Encounter 8, but with a fly speed equal to their base movement). Any PC that exits the building has no choice but to flee back into the room. The creatures seem unable, or unwilling, to enter the building.

Those opening the other set of double doors find the swing wide easily (room 9b).

A large but oddly tree-shaped, heatless, central flame lights the darkened room, burning from the floor. Several Suel men stand around the flame, their arms outstretched in a chant.

As you enter, one of the breaks into a fit of malevolent laughter.

"You are too late fools. The sign will no longer block the way, and the Frost Worm may devour all with her frozen hunger!" The light suddenly snuffs out and only a few well-placed lanterns leave any light.

Suddenly you have the sensation of falling as the floor, indeed the whole mountain, rapidly begins falling downwards towards the Flanaess. In the darkened shadows, the men move to attack.

Tarja Arjotta and his cultists have just completed their ritual to destroy the cerulean sign that bound Wengytha and its minions from crossing the planar boundary into the Prime Material. The planes are rapidly coming into alignment as the mountain "falls." Tarja expects to die as the strange aberrations flood

through the gateway, so in his crazed state he orders all of his insane minions to kill the PCs before they can undo what has been done.

APL 10 (EL 13)

☛ **Balloff:** Brown Bear (animal companion/familiar); hp 99; see *Appendix 1*.

☛ **Olgar:** Male human (Suel) Barbarian 3/Fighter 2/Tactical Soldier 2; hp 71; see *Appendix 1*.

☛ **Tarja Arjotta:** Male human (Suel) ex-cleric 4/rogue 1/Ur Priest 5; hp 72; see *Appendix 1*.

☛ **Vennekka Irkko:** Female human (Suel) Druid 5/Wizard 2/Fleshwarper 2/Arcane Hierophant 1; hp 56; see *Appendix 1*.

☛ **Vor Evar:** Male human (Suel) Barbarian 2/Fighter 1/Ranger 3/Frostrager 2/Primeval 1; hp 88; see *Appendix 1*.

APL 12 (EL 15)

☛ **Balloff:** Brown Bear (animal companion/familiar); hp 99; see *Appendix 1*.

☛ **Tarja Arjotta:** Male human (Suel) ex-cleric 4/rogue 1/Ur Priest 7; hp 86; see *Appendix 1*.

☛ **Olgar:** Male human (Suel) Barbarian 3/Fighter 2/Tactical Soldier 4; hp 89; see *Appendix 1*.

☛ **Vennekka Irkko:** Female human (Suel) Druid 5/Wizard 2/Fleshwarper 2/Arcane Hierophant 3; hp 66; see *Appendix 1*.

☛ **Vor Evar:** Male human (Suel) Barbarian 2/Fighter 1/Ranger 3/Frostrager 2/Primeval 2; hp 94; see *Appendix 1*.

APL 14 (EL 17)

☛ **Balloff:** Brown Bear (animal companion/familiar); hp 99; see *Appendix 1*.

☛ **Olgar:** Male human (Suel) Barbarian 3/Fighter 2/Tactical Soldier 5; hp 98; see *Appendix 1*.

☛ **Tarja Arjotta:** Male human (Suel) ex-cleric 4/rogue 1/Ur Priest 9; hp 100; see *Appendix 1*.

☛ **Vennekka Irkko:** Female human (Suel) Druid 5/Wizard 2/Fleshwarper 4/Arcane Hierophant 3; hp 76; see *Appendix 1*.

☛ **Vor Evar:** Male human (Suel) Barbarian 2/Fighter 1/Ranger 3/Frostrager 4/Primeval 2; hp 138; see *Appendix 1*.

APL 16 (EL 19)

☛ **Balloff:** Brown Bear (animal companion/familiar); hp 123; see *Appendix 1*.

☛ **Olgar:** Male human (Suel) Barbarian 3/Fighter 2/Tactical Soldier 7; hp 116; see *Appendix 1*.

☛ **Tarja Arjotta:** Male human (Suel) ex-cleric 4/rogue 2/Ur Priest 10; hp 109; see *Appendix 1*.

☛ **Vennekka Irkko:** Female human (Suel) Druid 5/Wizard 2/Fleshwarper 4/Arcane Hierophant 5; hp 102; see *Appendix 1*.

☛ **Vor Evar:** Male human (Suel) Barbarian 2/Fighter 1/Ranger 3/Frostrager 5/Primeval 2; hp 150; see *Appendix 1*.

Tactics: Vennekka has been using *scrolls of alarm* to set warnings at the stone pier and in the room outside the temple. If either of these alarms is set off, the cultists cast all of the spells in their power-up suites.

In general, Balloff and Vor engage the PCs, trying to limit access to the other members of their party. Olgar attempts to block any PCs that get past the frontline, while using his tactical soldier abilities to better protect the spellcasters. Tarja and Vennekka use their spells to best effect alternating between targeting enemies and protecting or curing their fighters. If one of the fighters is incapacitated, Vennekka can assume a primeval wild shape and attack. The cultists fight to the death, doing everything to stop the PCs from being able to restore the *cerulean sign*.

Treasure: The PCs may claim the cultists' gear and the Cerulean Sign necklaces hanging on the pegs.

APL 10: Loot 573 gp; Magic – *cerulean sign* +1 (333 gp), *cloak of charisma* +4 (1333 gp), *longsword* +1 (193 gp), masterwork mithral breastplate (362 gp).

APL 12: Loot 573 gp; Magic – *cerulean sign* +1 (333 gp), *cloak of charisma* +4 (1333 gp), *longsword* +1 (193 gp), masterwork mithral breastplate (362 gp), *mantle of hidden faith* (1250 gp).

APL 14: Loot 573 gp; Magic – *amulet of health* +2 (333 gp), *belt of strength* +4 (1333 gp), *cerulean sign* +1 (333 gp), *cloak of charisma* +4 (1333 gp), *lesser rod of piercing cold* (1785 gp), *longsword* +1 (193 gp), masterwork mithral breastplate (362 gp), *mantle of hidden faith* (1250 gp), *periapt of wisdom* +4 (1333 gp), *scroll of disintegrate* (138 gp).

APL 16: Loot 637 gp; Magic – *amulet of health* +2 (333 gp, x2), *belt of strength* +4 (1333 gp), *cape of a mountebank* (840 gp), *cerulean sign* +1 (333 gp), *cloak of charisma* +4 (1333 gp), *hand of glory* (667 gp), *lesser rod of piercing cold* (1785 gp), *longsword* +1 (193 gp), masterwork mithral breastplate (362 gp), *mantle of hidden faith* (1250 gp), *periapt of wisdom* +4 (1333 gp), *ring of counterspells* (333 gp, x2), *ring of major fire resistance* (2333 gp), *scroll of mass heal* (318 gp), *scroll of disintegrate* (138 gp), +1 heavy steel shield of moderate fortification (1348 gp).

INVOKING THE SIGN

Once the PCs have defeated the cultists, they still need to do something to stop the planes from overlapping. The PCs have ten rounds after the combat to invoke the Sign before the binding room slips through the planar boundary and is no longer useful. If that happens, there is nothing that can be done. The breach will be thrown wide and the horrors of the frozen wastes will have full access to Oerth. Fortunately, the room they are in has been designed to prevent just that.

Your foes fallen at your feet, you can still feel the mountain of ice falling towards the Prime. The room about you lies in darkness but for the few lanterns. Writing, inscribed upon the floor, surrounds a symbol, looking similar to the odd flame you saw extinguished when you

entered the room. A handful of necklaces, inscribed just as the floor, hang from pegs in the back wall.

The necklaces are Cerulean Sign necklaces (see AR). The symbol on the floor is a non-magical Cerulean Sign. The writing, in Flan, reads, "*The enemy is ancient, eternal, and forever. Only with the power of your soul can you hold back the Elder Evil.*" The rest of the inscription is a spell (like a scroll but permanent). It can be identified by a *read magic* or a successful DC 22 Spellcraft check. To stop the advancement of the frozen plane of Wengytha, the PCs must invoke the permanent Cerulean Sign inscribed here. This can be done in one of three ways.

1. The spell can be cast directly from the floor, as though it were a scroll. This can be done by anyone capable of casting bard, cleric, druid, paladin, ranger, or sorcerer/wizard spells, though a level check may be required if the PC attempting to cast the spell is not of sufficient level (See Appendix 2 for a description of the spell). A mishap does not destroy the inscription, but rather causes 1d6 points of Constitution Drain. If alive, the PC may try again.
2. The Sign may be invoked using the Use Magic Device skill normally. It requires a DC 27 Use Magic Device check to decipher the spell, a DC 27 Use Magic Device check to emulate an ability score if no appropriate ability score is sufficient, and a DC 22 Use Magic Device check to cast *invoke the cerulean sign*. A mishap does not destroy the inscription or prevent it from being reactivated immediately, but rather causes 1d6 points of Constitution Drain. If alive, the PC may try again.
3. If the PCs have no other option, they may attempt to activate the symbol by sheer desire alone. When doing so, the DM should ask the player if his or her PC is attempting to close the gate, or seal it forever. Attempting to activate the sign to close the gate requires a DC 10 Wisdom check and causes 1d6+2 points of Constitution drain whether the check is successful or not. If alive, the PC may try again should they fail. If the PC is trying to close it forever, there is no Wisdom check to be made. The PC collapses, forever dead, and the sign flares brightly to life. Such PCs can be returned to life with a *raise dead* (or greater spell) but the PC does not then gain the **New Beginnings** AR.

If the party fails, they have no choice but to run, or be overwhelmed by the frozen horrors below the mountain. If the party succeeds, read the following and proceed to the Conclusion.

The mountain's fall suddenly halts as the bright blue symbol bursts into existence. You have stopped whatever was occurring, but there appears nothing that can be done to reverse its arrest. This room will have to be protected so that it can never be opened again.

Development: It is possible that one of the PCs may choose to stay behind, forever, in order to guard the seal. Treat this case as though the PC had given up their soul to seal the gate. Such PCs receive the **New Beginnings** AR instead.

CONCLUSION

The adventure ends when either the PCs have explored all the passages and caverns within the glacier, or when the event time has expired.

Consult the relevant section below.

Success

Read this text if the PCs were generally successful in their explorations of the Hanging Glacier.

To brave adventurers such as you the perils of the glacier are but trifles to overcome compared to what lay beyond. Your explorations have been successful and once again closed the gate that allowed the monsters to enter this world.

All that remains now is to return to Knudje and report your findings to the Assembly.

In addition, if the PCs were searching for ice shards for Kamackee read the relevant section dependant on their success in that matter.

Failure

Read this text if the PCs have generally had an unsuccessful time in the glacier, or if several of their number perished.

The challenges of the Hanging Glacier have proved too much for you. The intense cold, high winds and altitude coupled with the strange creatures from beyond have bested you. Still, the knowledge you have acquired of the glacier may be of use to the next adventurers brave enough to explore that frozen hell. Over the weeks that follow, you hear horrible stories of disappearances and impossible creatures hunting the Schnai. You shudder to remember what you saw, and worry that some day the beasts will move beyond the frozen mountains of the Corusks.

In addition, if the PCs were searching for ice shards for Kamackee read the relevant section dependant on their success in that matter.

Rewards

Whether the PCs are successful or not in their mission the jarls of the Schnai are honorable men. As a consequence they will arrange for some of their retainers to teach the PCs the knowledge of the Schnai. Each PC gains access to the following AR entry:

‡ **Knowledge of the Schnai:** The Jarls of the Schnai are grateful to you for exploring the Hanging Glacier. As a reward, they will arrange for you to be trained in any of the following feats:

Altitude Adaptation, Cold Endurance, Cold Focus, Cold Spell Specialization, Faith in the Frost, Frozen Berserker, Frozen Magic, Frozen Wild Shape, Greater Cold Focus, Ice Harmonics, Improved Cold Endurance, Mountaineer, Sea Legs, Smite Fiery Foe, Snowrunner, Snowflake Wardance, Winter's Champion, Winter's Mount.

All the above feats are presented in *Frostburn: A PC may learn as many of these feats as he wishes, providing he meets the standards rules for feat acquisition laid down in the Living Greyhawk Campaign Sourcebook.*

In addition if the PCs fought or otherwise overcame at least three combat encounters (not including traps) in the glacier they gain the following AR item.

‡ **Power of the Glacier:** As a consequence of the time you have spent on the Hanging Glacier you are able to channel the chill of the glacier in a limited fashion.

You may choose to use this power to do one of the things once as an immediate action:

1. Re-roll any failed single saving throw to avoid or lessen the affects of a cold-based spell.
2. Protect yourself with an *endure elements (cold)* spell for up to one week.
3. Imbue one weapon (melee or ranged) with the *frost* special ability for 10 rounds.
4. Imbue one weapon (melee or ranged) with the *icy burst* special ability for 5 rounds.

Kamackee

If the PCs agreed to retrieve some pure ice shards for Kamackee read the relevant read aloud text below.

If the PCs successfully retrieved some ice for Kamackee read the following once they return to his shop:

"My friends! My heart is gladdened to see you have succeeded. Thank for bringing me some of the ice I crave for my experiments; it is a mighty gift that you bring me! Allow me to thank you properly. If you wish I will create some potions for you using the ice.

But you must tell me more of your adventures. Here, take a seat I will warm some ale..."

Thus, if the PCs wish it Kamackee will brew for them up to six potions each using the special pure ice. Each PC gets access to the following AR item:

❖ **Pure Ice:** This ice is perfectly suited to making potions. Any potion made from this ice is treated as if the spell had been affected with the Maximize Spell feat (for spells with numerical affects) or by or Extend Duration for spells with a duration of greater than instantaneous. If a spell could benefit from both feats it is only affected by the Maximize Spell feat. This adds no additional XP or gp cost to the cost of the potion.

This PC has [] shards of pure ice. A PC may have a maximum of 6 shards of pure ice.

Before play ends each player must mark off on their AR how many potions they are buying and note on the PC's MIL that these potions are subject to pure ice. (PCs must pay full price for any potion purchased). PCs may purchase any potion that they would normally have access to, or for which they have Core access. They may not purchase potions gained through Adventure, Metaregional or Regional access. If the PC wishes to get a divine potion Kamackee will arrange for one of his friends, a cleric of Norebo, to brew it for them.

If the PCs were unsuccessful in retrieving some ice for Kamackee read the following once they return to his shop:

"My friends! My heart is heavy with news of your failure I am sorry you have failed to find any of the ice I so desperate crave. I had so hoped to be able to experiment with it.

But you must tell me more of your adventures. Here, take a seat I will warm some ale..." Kamackee begins to shake as you tell him of what you have witnessed.

CAMPAIGN CONSEQUENCES

This adventure has Campaign Consequences. That is the results of the event will directly affect the long-term future of the campaign. To this end please send the answers to the questions below to creighton@greyworks.co.uk.

3. Did the PCs succeed in closing the gate?
4. Did the PCs permanently seal the gate?
5. Did any PC gain the "New Beginning" AR item? [If so please supply name and email address].

EXPERIENCE POINT SUMMARY

To award experience for this adventure, add up the values for the objectives accomplished. Then assign the experience award. Award the total value (objectives plus roleplaying) to each character.

Special Note: There are more encounters in this adventure than there would be in a normal adventure. No matter how many encounters are defeated however the PCs may not gain more XP than those totals listed under "Total Possible Experience."

Encounter 1: Into the Corusks

Defeat the Barbarian Cultists

APL 10:	330 XP
APL 12:	390 XP
APL 14:	450 XP
APL 16:	510 XP

Encounter 3: Hidden Depths

Defeat the Crevasse and White Pudding

APL 10:	300 XP
APL 12:	360 XP
APL 14:	420 XP
APL 16:	480 XP

Encounter 5: The Frozen Dead

Defeat Tarmorja the Wendigo

APL 10:	360 XP
APL 12:	420 XP
APL 14:	480 XP
APL 16:	540 XP

Encounter 7: White Storm

Defeat Aussirkepek and Urazandum Xcthoss

APL 10:	390 XP
APL 12:	450 XP
APL 14:	540 XP
APL 16:	600 XP

Encounter 8: Lairs Upon Layers

Defeat the creatures of the lake

APL 10:	390 XP
APL 12:	450 XP
APL 14:	540 XP
APL 16:	600 XP

Encounter 9: In the Walls

Defeat the cultists

APL 10:	390 XP
APL 12:	450 XP
APL 14:	540 XP
APL 16:	600 XP

Discretionary Roleplaying Award

APL 10:	540 XP
APL 12:	630 XP
APL 14:	720 XP

APL 16:

810 XP

Total Possible Experience

APL 10:	2,700 XP
APL 12:	3,150 XP
APL 14:	3,600 XP
APL 16:	4,050 XP

TREASURE SUMMARY

During an adventure, characters encounter treasure, usually finding it in the possession of their foes. Every encounter that features treasure has a "treasure" section within the encounter description, giving information about the loot, coins, and magic items that make up the encounter's treasure.

The loot total is the number of gold pieces each character gains if the foes are plundered of all their earthly possessions. Looting the bodies takes at least 10 minutes per every 5 enemies, and if the characters cannot take the time to loot the bodies, they do not gain this gold. If you feel it is reasonable that characters can go back to loot the bodies, and those bodies are there (i.e., not carted off by dungeon scavengers, removed from the scene by the local watch, and so on), characters may return to retrieve loot. If the characters do not loot the body, the gold piece value for the loot is subtracted from the encounter totals given below.

The coin total is the number of gold pieces each character gains if they take the coin available. A normal adventuring party can usually gather this wealth in a round or so. If for some reason, they pass up this treasure, the coin total is subtracted from the encounter totals given below.

Next, the magic items are listed. Magic item treasure is the hardest to adjudicate, because they are varied and because characters may want to use them during the adventure. Many times characters must cast *identify*, *analyze dweomer* or similar spell to determine what the item does and how to activate it. Other times they may attempt to use the item blindly. If the magic item is consumable (a potion, scroll, magic bolts, etc.) and the item is used before the end of the adventure, its total is subtracted from the adventure totals below.

Once you have subtracted the value for unclaimed treasure from each encounter add it up and that is the number of gold pieces a characters total and coin value increase at the end of the adventure. Write the total in the GP Gained field of the adventure certificate. Because this is a Regional scenario, characters may spend additional Time Units to practice professions or create items immediately after the adventure so this total may be modified by other circumstances.

Loot = Looted gear from enemy; Coin = Coin, Gems, Jewelry, and other valuables; Magic = Magic Items.

Encounter 1: Into the Corusks

Defeat the Barbarian Cultists

APL 10: L: 193 gp; M: 1,148 gp.

APL 12: L: 193 gp; M: 1,315 gp.
APL 14: L: 193 gp; M: 1,315 gp.
APL 16: L: 193 gp; M: 1,315 gp.

Encounter 5: The Frozen Dead

Defeat Tarmorja the Wendigo

APL 10: M: 1,333 gp.
APL 12: M: 1,333 gp.
APL 14: M: 1,333 gp.
APL 16: M: 1,333 gp.

Encounter 7: White Storm

Defeat Aussirkepek and Urazandum Xcthoss

APL 10: C: 50 gp; M: 167 gp.
APL 12: C: 50 gp; M: 667 gp.
APL 14: C: 50 gp; M: 1500 gp.
APL 16: C: 50 gp; M: 2167 gp.

Encounter 9: In the Walls

Defeat the cultists

APL 10: C: 573 gp; M: 2221 gp.
APL 12: C: 573 gp; M: 3471 gp.
APL 14: C: 573 gp; M: 8393 gp.
APL 16: C: 637 gp; M: 14,898 gp.

Total Treasure Possible

APL 10: 4,600 gp (Actual total 5,685 gp)
APL 12: 6,600 gp (Actual total 7,602 gp)
APL 14: 13,200 gp (Actual total 13,357 gp)
APL 16: 19,800 gp (Actual total 20,593 gp)

Special AR Items

❑ **Knowledge of the Schnai:** The Jarls of the Schnai are grateful to you for sealing the gate in the Hanging Glacier. As a reward, they will arrange for you to be trained in any of the following feats.

Altitude Adaptation, Cold Endurance, Cold Focus, Cold Spell Specialization, Faith in the Frost, Frozen Berserker, Frozen Magic, Frozen Wild Shape, Greater Cold Focus, Ice Harmonics, Improved Cold Endurance, Mountaineer, Sea Legs, Smite Fiery Foe, Snowrunner, Snowflake Wardance, Winter's Champion, Winter's Mount.

All the above feats are presented in *Frostburn: A PC may learn as many of these feats as he wishes, providing he meets the standards rules for feat acquisition laid down in the *Living Greyhawk Campaign Sourcebook*.*

‡ **Power of the Glacier:** As a consequence of the time you have spent on the Hanging Glacier you are able to channel the chill of the glacier in a limited fashion.

You may choose to use this power to do one of the things once as an immediate action:

1. Re-roll any failed single saving throw to avoid or lessen the affects of a cold-based spell.
2. Protect yourself with an *endure elements (cold)* spell for up to one week.

3. Imbue one weapon (melee or ranged) with the *frost* special ability for 10 rounds.
4. Imbue one weapon (melee or ranged) with the *icy burst* special ability for 5 rounds.

‡ **Purchases from Kamackee:** During this adventure, you purchased the following items from the wizard Kamackee (circle all that apply): armor insulation*, *boots of the winterlands*, crampons*, freeze powder*, frostbite salve*, fur clothing*, hut, portable*, ice chalk*, *lesser ring of energy resistance (cold)*, melt powder*, polar skin*, razor ice powder*, skates*, skis and poles*, snow goggles*, snowshoes*, *wand of endure elements*, whale grease*, winter fullcloth*. You may only add these items to your MIL if you purchased (or were given) any of these items during this event. Those items marked with a * are from *Frostburn*.

In the future you are considered to have "Core" access to all items listed above.

‡ **Touched By Madness:** Your experiences on the frozen plane of madness have opened up new insights (all from *Lords of Madness*). You have access to the follow feats: Aberration Banemagic, Music of the Outer Spheres, and Quick Recovery. You have access to the following spells: *arms of plenty*, *detect aberration*, *invoke the cerulean sign*, *nature's purity*, and *undulant innards*. You have access to the prestige class Keeper of the Cerulean Sign.

Shard AR

[A5 AR]

❖ **Deep Blue Ice Shard:** You have recovered a single shard of deep blue colored ice from the Hanging Glacier. You can use this ice shard to cast a *water breathing* spell on yourself. To activate this power (which is a standard action that does not provoke attacks of opportunity) you must eat the ice shard. If you ever fail any saving throw against a heat or fire-based attack this item is destroyed.

❖ **Pure Ice:** This ice is perfectly suited to making potions. Any potion made from this ice is treated as if the spell had been affected with the Maximize Spell feat (for spells with numerical affects) or by the Extend Spell feat for spells with a duration of greater than instantaneous. If a spell could benefit from both feats it is only affected by the Maximize Spell feat. This adds no additional XP or gp cost to the cost of the potion. This PC has [] shards of pure ice. A PC may have a maximum of 6 shards of pure ice.

❖ **Light Blue Ice Shard:** You have recovered a single shard of light blue colored ice from the Hanging Glacier. Crushing this ice shard summons a monster to serve you as if you had cast a *summon nature's ally*. Doing so is a standard action that does not provoke attacks of opportunity.

The monster summoned is dependant on the APL at which you explored the Hanging Glacier: APL 10: polar bear; APL 12: dire bear; APL 14: dire tiger; APL 16: roc. If you ever fail any saving throw against a heat or fire-based attack this item is destroyed.

New Character AR

A PC only gets this AR if he sacrificed himself to forever guard or seal the gate in the Hanging Glacier

‡ **New Beginnings:** Your PC has sacrificed himself to seal or forever guard the gate in the Hanging Glacier. Such heroic actions ripple through the natural order of things and where one hero falls, another rises. Someone close to you: a sibling, a cousin, or possibly a friend has chosen to take up the mantle laid down by your PC. You may create this individual as your next PC. This AR should be the first AR for this new PC.

This new PC has acquired your previous PC's journals, and the Schnai feel a great debt toward him. They seek to repay this debt by helping your new PC. All Schnai feel a debt toward your new PC and you receive a +2 circumstance bonus when dealing with any of the Snow Barbarians. In addition, the Jarls of the Schnai offer you the other favors upon this AR. In the future, the karma of your death may be reflected in other blessings or favors to this new PC in future adventures.

‡ **Favor of Kamackee:** Your previous PC impressed the wizard Kamackee and he offers to sell you the following items (core access): armor insulation, crampons, freeze powder, frostbite salve, fur clothing, hut, portable, ice chalk, melt powder, polar skin, razor ice powder, skates, skis and poles, snow goggles, snowshoes, whale grease, winter fullcloth. All items are full described in *Frostburn*.

‡ **Knowledge of the Schnai:** The Jarls of the Schnai are grateful to your previous PC for sealing the gate in the Hanging Glacier. As a reward, they will arrange for you to be trained in that PC's name, in any of the following feats.

Altitude Adaptation, Cold Endurance, Cold Focus, Cold Spell Specialization, Faith in the Frost, Frozen Berserker, Frozen Magic, Frozen Wild Shape, Greater Cold Focus, Ice Harmonics, Improved Cold Endurance, Mountaineer, Sea Legs, Smite Fiery Foe, Snowrunner, Snowflake Wardance, Winter's Champion, Winter's Mount.

All the above feats are presented in *Frostburn*: A PC may learn as many of these feats as he wishes, providing he meets the standards rules for feat acquisition laid down in the *Living Greyhawk Campaign Sourcebook*.

‡ **Touched by the Cold:** The loss of your relative or friend to the frozen plan of madness has touched you more deeply than you can say. Once per module you

may re-roll any failed single saving throw to avoid or lessen the affects of a cold-based spell.

ITEMS FOR THE ADVENTURE RECORD

Item Access

APL 10:

- *+1 Flaming Greataxe* (Adventure; DMG; 8,320 gp)
- *Cerulean Sign +1* (Adventure; Lords of Madness; 4,000 gp)
- *Cloak of Charisma +4* (Adventure; DMG; 16,000 gp)
- *Masterwork Mithral Breastplate* (Adventure; DMG; 4,350 gp)

- APL 12 (all of APL 10 plus the following):
- *Amulet of Might Fists +1* (Adventure; DMG; 6,000 gp)
- *Mantle of Hidden Faith* (Adventure; Frostburn; 15,000 gp)

- APL 14 (all of APLs 10-12 plus the following):
- *Belt of Strength +4* (Adventure; DMG; 16,000 gp)
- *Ring of Counterspells* (Adventure; DMG; 4,000 gp)
- *Vial of Icy Sheets* (Adventure; Frostburn; 2,000 gp)
- *Lesser Rod of Piercing Cold* (Adventure; Frostburn; 21,430 gp)
- *Periap of Wisdom +4* (Adventure; DMG; 16,000 gp)
- *Scroll of Disintegrate* (Adventure; DMG; 1,650 gp)

- APL 16 (all of APLs 10-14 plus the following):
- *Cape of the Mountebank* (Adventure; DMG; 10,080 gp)
- *Hand of Glory* (Adventure; DMG; 8,000 gp)
- *Ring of Feather Fall* (Adventure; DMG; 2,000 gp)
- *Ring of Floating* (Adventure; Frostburn; 2,000 gp)
- *Ring of Major Fire Resistance* (Adventure; DMG; 28,000 gp)
- *Scroll of Mass Heal* (Adventure; DMG; 3,825 gp)
- *+1 Heavy Steel Shield of Moderate Fortification* (Adventure; DMG; 16,170 gp)

APPENDIX 1: APL 10

Encounter 1: Into the Corusks

➤ **Ingegred, Hungoff, Lolmar, Rederi, Anskieri, Hunmar:** Male human (Suel) Barbarian 2/Fighter 2; CR 4; Medium humanoid (human); HD 2d12+2d10+8; hp 39; Init +5; Spd 30 ft.; AC 14 [+1 Dex, +3 hide armor], touch 11, flat-footed 13; Base Atk/Grp: +4/+8; Atk: +10 melee (1d12+6/x3, greataxe) or +5 ranged (1d6+4, javelin); Full Atk: +10 melee (1d12+6/x3, greataxe) or +5 ranged (1d6+4, javelin); SA Rage 1/day; SQ Uncanny dodge; AL CN SV Fort +8, Ref +1, Will +2; Str 18, Dex 13, Con 15, Int 8, Wis 10, Cha 11.

Skills and Feats: Climb +11, Intimidate +7, Listen +5, Survival +5; Cold Endurance, Improved Initiative, Iron Will, Power Attack, Weapon Focus (Greataxe).

Languages: Cold Tongue.

Power-Up Suite (raging) - hp 47; AC 12 [+1 Dex, +3 hide armor, -2 raging], touch 9, flat-footed 11; Atk +12 melee (1d12+9/x3, greataxe) or +5 ranged (1d6+6); Full Atk: +12 melee (1d12+9/x3, greataxe) or +5 ranged (1d6+6, javelin); SV Fort +10, Will +4; Str 22, Con 19.

Possessions: Masterwork greataxe, 5 javelins, hide armor, crampons, cold weather outfit, furs, snow goggles, snowshoes.

➤ **Ingemar:** Male human (Suel) Barbarian 3/Fighter 2/Occult Slayer 4; CR 9; Medium humanoid (human); HD 3d12+6d10+36; hp 106; Init +5; Spd 30 ft.; AC 15 [+1 Dex, +4 armor], touch 11, flat-footed 14; Base Atk/Grp: +9/+15; Atk: +17 melee (1d12+10+1d6 fire/x3, +1 flaming greataxe) or +10 ranged (1d6+6, javelin); Full Atk: +17/+12 melee (1d12+10+1d6 fire/x3, +1 flaming greataxe) or +10/+5 ranged (1d6+6, javelin); SA Rage 1/day, vicious strike, weapon bond; SQ Auravision, magical defense +2, mind over magic 2/day, nondetection cloak, trap sense +1, uncanny dodge; AL CN; SV Fort +10, Ref +3, Will +8; Str 20 [22], Dex 12, Con 16, Int 10, Wis 11, Cha 8.

Skills and Feats: Bluff +11, Climb +10, Diplomacy +1, Intimidate +7, Knowledge (arcana) +4, Listen +6, Spellcraft +3, Spot +2, Survival +6; Aberration Blood (Bulging Eyes), Cold Endurance, Improved Initiative, Improved Toughness, Iron Will, Warped Mind, Weapon Focus (Greataxe).

Magical Defense (Ex): An occult slayer's constant training in countering magic of all types manifests itself as a bonus on saving throws against spells or spell like abilities. This bonus is +1 at 1st level and it increase to +2 at 3rd level and to +3 at 5th level.

Weapon Bond (Su): An occult Slayer must choose a particular weapon of at least masterwork quality as the focus of her power. Upon making her selection, she immediately forms a bond with her chosen weapon that imbues it with the force of her hatred for spellcasters. Thereafter, any successful attack she makes with the chosen weapon against a spellcaster or a creature with spell-like abilities deals extra 1d6

points of damage. If this particular weapon is lost or destroyed, the occult slayer loses the ability to deal the extra damage until she acquires and bonds with another weapon of the same kind of at least masterwork quality. The occult slayer must spend one day per character level practicing with the replacement weapon (and doing very little else – no adventuring) to create a new weapon bond.

Mind over Magic (Su): Starting at 2nd level, and occult slayer can cause a spell or spell-like ability targeted against her to rebound onto the originator as a free action. This ability otherwise functions as the *spell turning* spell (caster level equals the character's occult slayer level +5). An occult slayer can use this ability once per day at 2nd level and twice per day at 4th level.

Vicious Strike (Ex): At 2nd level and higher, an occult slayer who readies an attack action to disrupt a spellcaster deals double damage if the attack hits.

Auravision (Su): At 3rd level, and occult slayer gains the ability to see magical auras at a range of up to 60 feet as a free action. This ability otherwise functions as the *detect magic* spell. The character cannot use this ability to determine anything but the number of magical auras present.

Nondetection Cloak (Su): Upon reaching 4th level, an occult slayer (and any gear she wears or carries) becomes more difficult to locate through divinations such as *clairaudience/clairvoyance*, *locate object*, and other detection spells. The occult slayer gains magical protection from divination equivalent to a *nondetection* spell (caster level equals the character's occult slayer level), except that it affect only the occult slayer and her possessions).

Languages: Cold Tongue, Common.

Power-Up Suite (raging) - hp 124; AC 13 [+1 Dex, +4 armor, -2 raging], touch 9, flat-footed 12; Atk: +19 melee (1d12+13+1d6 fire/x3, +1 flaming greataxe) or +10 ranged (1d6+8, javelin); Full Atk: +19/+14 melee (1d12+13+1d6 fire/x3, +1 flaming greataxe) or +10/+5 ranged (1d6+8, javelin); SV Fort +12, Will +10; Str 24 [26], Con 20.

Possessions: +1 flaming greataxe, 5 javelins, +1 hide armor, gauntlets of ogre power, potion of cure moderate wounds, crampon, cold weather outfit, furs, snow goggles, snowshoes.

Physical Description: A tall Suel barbarian wearing snow goggles, with a braided red beard.

Encounter 5: The Frozen Dead

➤ **Tarmorja the Wendigo:** Male fey Barbarian 2/Fighter 2/Sorcerer 1/Dragon Disciple 4; CR 11; Medium fey (cold); HD 9d6+45; hp 75; Init +5; Spd fly 120 ft. [Perfect]; AC 23 (+5 Dex, +6 deflection, +2 natural), touch 21, flat-footed 18; Base Atk/Grp: +7/+14; Atk: +15 melee (2d4+10/15-20 x3, bite); Full Atk: +15/+10 melee (2d4+10/15-20 x3, bite); SA Breath weapon, disease, maddening whispers, rage 1/day, ravenous bite; SQ Corner of the eye, immunity to cold,

low-light vision, regeneration 5, uncanny dodge, wind walk; AL CE; SV Fort +16, Ref +6, Will +6; Str 24, Dex 20, Con 20, Int 16, Wis 10, Cha 18 [22].

Skills and Feats: Climb +14, Concentration +17, Handle Animal +14, Hide +13, Intimidate +13, Jump +14, Knowledge (arcana) +11, Listen +5, Move Silently +13, Ride +7, Spellcraft +14, Spot +12, Survival +13; Fly-By Attack, Improved Critical (Bite), Improved Natural Attack (Bite), Power Attack, Power Critical (Bite), Track, Weapon Focus (Bite).

Breath Weapon (Su): At 3rd level, a dragon disciple gains the use of a minor breath weapon once per day. Tarmorja can breath a cone of cold 30 feet long that deals 2d8 points of damage of the appropriate energy type. The DC of the breath weapon is 10 + class level + Con modifier (Reflex DC 25 half).

Corner of the Eye (Su): A wendigo that stalks a victim while wind walking always seems to lurk just at the corner of its chosen victim's field of vision. This victim takes a -2 penalty on all Wisdom-based skill checks as long as the wendigo stalks him.

Disease (Su): Any creature hit by a wendigo's bite attack must succeed on a DC 20 Fortitude save (DC 10 + ½ wendigo's HD + wendigo's Con modifier) or become infected with the wendigo's hunger. The incubation period is 1d3 days, and the disease deals 1d3 points of Wisdom damage. Additionally, each day that a victim takes Wisdom damage from the disease, he must succeed on a DC 20 Will save (DC 10 + ½ wendigos HD + wendigos Cha modifier) or become overwhelmed with an insatiable hunger for the flesh of its own race. The victim stalks and tries to kill the closest member of its own race; if it does so, it feeds on the victim's body and then returns home with no memory of the tragic event. If a victim of this hunger is reduced to a Wisdom score of 0, he transforms into a wendigo immediately and races off into the night sky at such speed that his feet burn away into bloody, charred stumps.

Maddening Whispers (Su): A wendigo may use its maddening whispers on any one target within 120 feet once per day. The wendigo may use this ability while wind walking. Only the chosen victim can hear the insane whispers and invitations of the wendigo. The victim must make a successful DC 20 Will save (DC 10 + 1/2 wendigo's HD + wendigo's Cha modifier) or take 1d3 points of Wisdom damage. Typically, a wendigo stalks a chosen victim for days, wearing down the victim's Wisdom score until it attacks and attempts to bring down its disease upon the poor soul. A wendigo will stop stalking a target that resists the maddening whispers for more than three days and fly off to seek easier prey.

Ravenous Bite (Ex): A wendigo threatens a critical hit on a natural roll of 18-20 when attacking with its bite, and deals triple damage on a successful critical hit. A wound resulting from a critical hit bleeds for an additional 3 points of damage per round thereafter. Multiple wounds from such attacks result in cumulative bleeding loss (two wounds for 6 points of damage per round, and so on). The bleeding can be

stopped only by a successful Heal check (DC 10) or the application of any cure spell or other healing spell (heal, healing circle, or the like).

Regeneration 5 (Ex): Fire deals normal damage to a wendigo.

Wind Walk (Su): A wendigo can *wind walk* at will, transforming from physical form to incorporeal form or back again as a move action.

Languages: Sylvan.

Spells Known (5/9; base DC = 16 + spell level): 0th – *detect magic, mage hand, resistance, touch of fatigue*; 1st – *distract assailant, mage armor*.

Power-Up Suite (mage armor) – AC 27 (+4 *mage armor*, +5 Dex, +6 deflection, +2 natural), touch 21, flat-footed 22.

Power-Up Suite (raging, mage armor) - hp 93; AC 25 (-2 raging, +4 *mage armor*, +5 Dex, +6 deflection, +2 natural), touch 19, flat-footed 20; Base Atk/Grp: +7/+16; Atk: +17 melee (2d4+13/15-20 x3, bite); Full Atk: +17/+12 melee (2d4+13/15-20 x3, bite); SV Fort +18, Will +8; Str 28, Con 24.

Possessions: *Cloak of Charisma* +4.

Physical Description: A feral looking man with a canine muzzle, white skin, and whose legs end in burned stumps.

Encounter 7: White Storm

➤ **Aussirkepek:** Male Advanced Adult White Dragon; CR 11; Large dragon (cold); HD 20d12+80; hp 240; Init +0; Spd 60 ft., burrow 30 ft., fly 200 ft. (poor), swim 60 ft.; AC 26 (-1 size, +17 natural), touch 9, flat-footed 26; Base Atk/Grp: +20/+31; Atk: +26 melee (2d6+7, bite); Full Atk: +26 melee (2d6+7, bite) and +24 melee (1d8+3, 2 claws) and +24 melee (1d6+3, 2 wings) and +24 melee (1d8+10, tail slap); Space/Reach 10 ft./5 ft. (10 ft. with bite); SA Breath weapon, frightful presence; SQ Blindsight 60 ft., darkvision 120 ft., DR 5/magic, ice walking, immunity to cold, sleep, and paralysis, keen senses, spell-like abilities, SR 18; AL CE; SV Fort +16, Ref +12, Will +12; Str 24, Dex 10, Con 19, Int 10, Wis 11, Cha 12.

Skills and Feats: Concentration +27, Diplomacy +3, Hide +19, Listen +23, Move Silently +23, Sense Motive +23, Spot +23; Fly-By Attack, Hover, Iron Will, Multiattack, Overcome Weakness, Power Attack, Suppress Weakness.

Breath Weapon (Su): Using a breath weapon is a standard action. Once a dragon breathes, it can't breathe again until 1d4 rounds later. A blast from a breath weapon always starts at any intersection adjacent to the dragon and extends in a direction of the dragon's choice, in a 40 ft. cone. The breath weapon deals 6d6 points of damage, creatures caught in the area can attempt a DC 24 Reflex saves to take half damage. The save DC against a breath weapon is 10 + 1/2 dragon's HD + dragon's Con modifier.

Frightful Presence (Ex): A young adult or older dragon can unsettle foes with its mere presence. The ability takes effect automatically whenever the

dragon attacks, charges, or flies overhead. Creatures within a radius of 180 feet (30 ft. x the dragon's age category) are subject to the effect if they have fewer HD than the dragon. A potentially affected creature that succeeds on a DC 21 Will save (DC 10 + 1/2 dragon's HD + dragon's Cha modifier) remains immune to that dragon's frightful presence for 24 hours. On a failure, creatures with 4 or less HD become panicked for 4d6 rounds and those with 5 or more HD become shaken for 4d6 rounds. Dragons ignore the frightful presence of other dragons.

Icwalking (Ex): This ability works like the *spider climb* spell, but the surfaces the dragon climbs must be icy. It is always in effect.

Spell-Like Abilities: 3/day – *fog cloud*, *gust of wind*.

Languages: Common, Draconic.

Spells Known (5/4; 1st level caster, base DC = 11 + spell level): 0th – *detect magic*, *mage hand*, *read magic*, *touch of fatigue*; 1st – *breath flare*, *lesser shivering touch*.

Power-Up Suite (mage armor*, protection from good) – AC 30 (–1 size, +17 natural, +4 armor), touch 9, flat-footed 30 (AC 32, touch 11, flat-footed 32 vs. good); SV Fort +18, Ref +14, Will +14 vs. good.

*Cast by Urazandum.

➤ **Urazandum Xcthoss:** Advanced Tsochar wizard 4; CR 9; Medium aberration (shapechanger); HD 8d8+4d4+48; hp 96; Init +3; Spd 20 ft., climb 20 ft.; AC 18 (+1 deflection, +3 Dex, +4 natural), touch 13, flat-footed 14; Base Atk/Grp: +8/+11; Atk: +14 melee (1d6+3, tentacle); Full Atk: +14 melee (1d6+3, 4 tentacles); Space/Reach 5 ft./10 ft.; SA Constrict, improved grab, poison, take spells, wear flesh; SQ DR 5/adamantine, darkvision 60 ft., resistance to cold 5, SR 18, telepathy 100 ft.; AL CE; SV Fort +7, Ref +6, Will +13; Str 17, Dex 16, Con 18, Int 17, Wis 14, Cha 13.

Skills and Feats: Bluff +9, Climb +14, Concentration +19, Diplomacy +5, Hide +15, Knowledge (dungeoneering) +7, Move Silently +7, Sense Motive +10, Spellcraft +8 (+2 w/scrolls), Spot +10, Use Magic Device +13 (+15 w/scrolls); Iron Will, Mindsight, Practiced Spellcaster, Sudden Still, Sudden Widen, Weapon Finesse.

Constrict (Ex): A tsochar deals 2d4+6 points of damage with a successful grapple check. When a tsochar deals damage by means of its constrict attack, it injects its victim with poison.

Improved Grab (Ex): To use this ability a tsochar must hit with two tentacle attacks. It can then attempt to start a grapple as a free action without provoking attacks of opportunity. If it wins the grapple check, it establishes a hold and can constrict.

Tsochari receive a +4 racial bonus on grapple checks, which is already included in the statistics above.

Poison (Ex): Injury, Fortitude DC 16, initial and secondary damage 1d3 Dex. The save DC is

Constitution-based. A tsochar's poison is delivered by dealing damage with its constrict attack.

Take Spells (Su): A tsochar that replaces a spellcaster (see below) retains any arcane spells prepared by the dead character, and can cast them as if it had prepared the spells itself. The tsochar must meet the minimum ability score needed to cast the spell based on the type of caster replaced (Intelligence for a wizard, for example), or else the spell is unavailable to it. If the tsochar replaces a spontaneous caster such as a sorcerer, it retains the available spell slots of the dead spellcaster, and can use any spells the dead host knew. In either case, the tsochar cannot regain spells or spell slots it expends from the dead character's spellcasting ability.

Wear Flesh (Su): A tsochar can bore its way into a helpless living creature's body, slipping its ropy tendrils into the spaces between organs and muscles and disappearing into the victim. The victim must be the same size as the tsochar or larger, and the process requires 1 minute. The tsochar can choose to replace or inhabit the victim (see below). Incorporeal creatures and constructs, elementals, oozes, plants, and undead are immune to this ability.

A tsochar can abandon a body it has inhabited or replaced with a full-round action that deals 3d6 points of damage to the host. A tsochar can be forced to abandon the body by a remove disease or dispel evil spell (the caster must succeed on a DC 20 caster level check to expel the monster, which deals damage as described above) or a *heal* or *limited wish* spell (which automatically succeeds and causes no damage to the host).

Inhabit: The tsochar leaves its victim alive and aware. Any time it cares to, it can inflict indescribable agony on its host as a standard action, dealing 1d6 to 6d6 points of damage and requiring the host to succeed on a DC 15 Fortitude save or be nauseated by the pain for 2d4 rounds. The tsochar chooses how much damage it deals with this attack.

The tsochar can take no physical actions while inhabiting a host, but it can use purely mental actions (such as communicating with its host by means of its telepathy power and threatening to injure or kill the host unless the host does as the monster wishes).

When the host takes damage (other than damage the tsochar inflicts on it), the inhabiting tsochar takes half that damage. For example, if the host takes 28 points of cold damage from a *cone of cold* spell, the tsochar takes 14 points of cold damage.

A tsochar inhabiting a humanoid's body feeds on the creature's blood and tissues, dealing 1d3 points of Constitution damage per day. A successful DC 15 Fortitude save reduces this damage by half. Over the course of days, frail humanoids carrying tsochari sicken and die, although tsochari are clever enough to direct their hosts to acquire curative magic to keep themselves alive indefinitely, if the situation calls for it.

Replace: The tsochar bores out the victim's nervous system, killing the victim. It then animates the

body, effectively acting as the nervous system of the dead host. The body remains alive, hosting the tsochar.

This functions like a *polymorph* spell into the victim's exact form, except that the tsochar can remain in the victim's form for up to a year, and it leaves the victim's corpse behind when it chooses to end the effect. The tsochar uses the victim's physical ability scores in place of its own, as described by *polymorph*. The tsochar can remain in this form indefinitely, but once it abandons the form, it cannot reanimate the body.

Tsochari that have replaced a humanoid slowly devour their new shell from the inside out. A replaced body takes 1d4 points of Constitution drain per month, which does not heal naturally and can be restored only by magical means. A successful DC 15 Fortitude save reduces this damage by half. Naturally tsochari imposters choose to abandon bodies they have replaced before they become too weak to be serviceable.

Telepathy (Su): A tsochar can communicate telepathically with any creature within 100 feet that has a language.

Languages: Tsochar.

Power-Up Suite (false life, mage armor) – hp 110; AC 22 (+1 deflection, +4 armor, +3 Dex, +4 natural), touch 13, flat-footed 18.

Spells Prepared (5/4/3; base DC = 13 + spell level):
0th – acid splash, detect magic, mage hand, resistance;
1st – burning hands, mage armor (x2), protection from good; 2nd – false life, whispercast (x2).

Possessions: Ring of protection +1.

Encounter 8: Lairs Upon Layers

➤ **Advanced Shaboath:** CR 11; Large construct (cold); HD 15d10+30; hp 135; Init -1; Spd 20 ft., swim 30 ft.; AC 20 (-1 size, -1 Dex, +12 natural), touch 8, flat-footed 20; Base Atk/Grp: +11/+23; Atk: +18 melee (2d10+8, slam); Full Atk: +18 melee (2d10+8, 4 slams); Space/Reach 10 ft./10 ft.; SA Engulf, improved grab, wall of ice; SQ Construct traits, DR 10/–, darkvision 60 ft., immunity to acid and cold, low-light vision, vulnerability to fire, watery concealment; AL N; SV Fort +4, Ref +3, Will +4; Str 26, Dex 9, Con –, Int –, Wis 11, Cha 1.

Engulf (Ex): A shaboath can attempt to engulf a grabbed opponent that is equal to or smaller than its size category by making a successful grapple check. Once inside, the opponent takes 2d10+12 points of crushing damage per round if the opponent cannot breathe water, it must hold. Its breath or begin to drown. An engulfed creature can escape by making a successful grapple check or Escape Artist check. The amount of time a creature can hold its breath if it takes a standard action is reduced by 1 round. A shaboath can engulf 1 Large creature, 2 Medium creatures, 4 Small creatures, 8 Tiny creatures, 16 Diminutive creatures, or 32 Fine creatures at one time.

Improved Grab (Ex): To use this ability, a shaboath must hit with a slam attack. It can then attempt to start a grapple as a free action without

provoking attacks of opportunity. If it wins the grapple check, it can attempt to engulf the target in the following round.

Wall of Ice (Su): A shaboath can generate a *wall of ice* (as the spell, caster level 20th) once per minute as a standard action that does not provoke attacks of opportunity.

Construct Traits: A shaboath has immunity to poison, sleep effects, paralysis, stunning, disease, death effects, necromancy effects, mind-affecting spells and abilities (charms, compulsions, phantasms, patterns, and morale effects), and any effect that requires a Fortitude save unless it also works on objects or is harmless. It is not subject to extra damage from critical hits, non-lethal damage, ability damage, ability drain, fatigue, exhaustion, or energy drain. It cannot heal damage, but it can be repaired. It has darkvision out to 60 feet and low-light vision.

Watery Concealment (Ex): A shaboath that is completely underwater is difficult to see. Its form constantly shifts and blends with the surrounding water, granting the creature concealment.

➤ **Cold Element Wyste:** CR 6; Huge elemental (cold); HD 5d8+25; hp 49; Init +1; Spd 10 ft., swim 40 ft.; AC 21 (-2 size, +1 Dex, +12 natural), touch 9, flat-footed 20; Base Atk/Grp: +3/+17; Atk: +7 melee (1d4+6+1d4 cold, tentacle); Full Atk: +7 melee (1d4+6+1d4 cold, 7 tentacles); Space/Reach 15 ft./10 ft.; SA Bite, improved grab; SQ Blindsight 120 ft., elemental traits, ice walking, immunity to acid and cold, vulnerability to fire; AL N; SV Fort +6, Ref +2, Will +4; Str 22, Dex 13, Con 20, Int 1, Wis 11, Cha 8.

Skills and Feats: Listen +6, Spot +6, Swim +1; Alertness, Improved Critical (Bite).

Bite (Ex): When a wyste grapples an opponent, its tentacles draw the victim to its toothed sucker hole.

On the round after the wyste grabs, it makes a regular attack with its bite (in lieu of any claw attacks), gaining a +4 bonus on the attack roll (+11 melee). If the bite attack misses, the wyste drops the character, who falls prone in front of the creature. If the bite attack is successful, the victim takes 1d6+9 points of damage. The wyste can deal bit damage automatically every round. The victim can escape by winning an opposed grapple check against the wyste, making a successful Escape Artist check against the wyste's grapple check result, or by killing the wyste.

Icewalking (Ex): As the *spider climb* spell, but applies to all icy surfaces.

Improved Grab (Ex): If a wyste hits a Large or smaller opponent with one or more tentacle attacks, it deals normal damage and attempts to start a grapple as a free action without provoking an attack of opportunity (grapple bonus +17, +2 for each tentacle that hit beyond the first). The wyste can make only one grapple attempt per round, no matter how many tentacles it devotes to the effort. If it gets a hold, it has the option to conduct the grapple normally, or simply use its tentacles to hold the opponent (-20 penalty on grapple check, but the wyste is not considered grappled). In either case, each

successful grapple check it makes during the successive rounds automatically deals damage for all tentacles used to hold the opponent.

Blindsight (Ex): A wüst is blind, but its tentacles are sensory organs that can be used to ascertain prey by scent and vibration. This ability enables it to discern object and creatures within 120 feet. A wüste usually does not need to make Spot or Listen checks to notice creatures within range of its blindsight.

Encounter 9: In the Walls

☛ **Tarja Arjotta:** Male human (Suel) ex-Cleric 4/Rogue 1/Ur Priest 5; CR 10; Medium humanoid (human); HD 9d8+1d6+20; hp 74; Init +0; Spd 30 ft.; AC 21 (+1 Dex, +2 shield, +8 armor), touch 11, flat-footed 20; Base Atk/Grp: +6/+5; Atk: +7 melee (1d8-1, morningstar) or +8 ranged (1d8/19-20, light crossbow); Full Atk: +7/+2 melee (1d8-1, morningstar) or +8/+3 ranged (1d8/19-20, light crossbow); SA Rebuke Undead (6/day), sneak attack +1d6; SQ Divine spell resistance 15, trapfinding; AL CE; SV Fort +5, Ref +4, Will +15; Str 8, Dex 10, Con 14, Int 12, Wis 20, Cha 12 [16].

Skills and Feats: Bluff +7, Concentration +15, Knowledge (arcana) +6, Knowledge (religion) +11, Knowledge (the planes) +6, Spellcraft +16, Survival +5 (+7 on other planes); Divine Meta-Magic (Quicken), Iron Will, Leadership, Spell Focus (evil), Quicken Spell.

Divine Spell Resistance (Su): At 4th level, an ur-priest gains spell resistance 15, but only against divine spells and the spell-like abilities of outsiders. At 8th level, the ur-priest's spell resistance increases to 20.

Languages: Cold Tongue, Common.

Spells Prepared (6/5/4/3/2/1; base DC = 15 + spell level): 0th – cure minor wounds (x2), detect magic (x2), detect poison, guidance; 1st – bless, cure light wounds, divine favor, protection from good, shield of faith; 2nd – cure moderate wounds (x2), silence, sound burst; 3rd – invisibility purge, magic vestment, wrack; 4th – freedom of movement, greater magic weapon; 5th – frostbite.

Power-Up Suite (invisibility purge).

Possessions: Masterwork morningstar, heavy steel shield, full plate, light crossbow, 10 Masterwork bolts, holy symbol (x2), spell component pouch (x2), 2 alchemist fire, sunrod, tanglefoot bag, cloak of charisma +4.

Physical Description: Tall and thin Suel man with a patchy beard and bulging eyes.

☛ **Vennekka Irkko:** Female human (Suel) Druid 5/Wizard 2/Fleshwarper 1/Arcane Hierophant 2; CR 10; Medium humanoid (human); HD 5d8+2d4+3d6+10; hp 56; Init +0; Spd 30 ft.; AC 16 (+2 natural, +2 armor, +2 shield), touch 10, flat-footed 16; Base Atk/Grp: +5/+6; Atk: +5 melee (1d6-1/18-20, scimitar) or +6 ranged (1d6-1/x3, shortspear); Full Atk: +5 melee (1d6-1/18-20, scimitar) or +6 ranged (1d6-1/x3, shortspear);

SQ Aberrant familiar, companion familiar, elder secret, ignore arcane spell failure, resist nature's lure, trackless step, wild empathy, wild shape 2/day, woodland stride; AL NE; SV Fort +9, Ref +1, Will +11 (+2 vs. mind affecting); Str 8, Dex 10, Con 12, Int 18, Wis 16, Cha 12.

Skills and Feats: Concentration +14, Handle Animal +9, Heal +14, Knowledge (arcana) +16, Knowledge (nature) +22, Listen +15, Ride +10, Spellcraft +19, Spot +15, Survival +15, Use Magic Device +9 (+11 w/scrolls); Aberration Blood (flexible limbs), Alertness, Graft Flesh, Leadership, Natural Bond, Natural Spell.

Languages: Cold Tongue, Common, Druidic, Orc, Sylvan.

Druid Spells Prepared (5/4/4/3; base DC = 13 + spell level, 6th-level caster): 0th – cure minor wounds, detect magic (x2), guidance, resistance; 1st – cure light wounds, ice skate, magic fang, produce flame; 2nd – barkskin, listening lorecall, nature's favor, numbing sphere; 3rd – column of ice, greater magic fang (x2).

Wizard Spells Prepared (4/3/3; base DC = 14 + spell level, 4th-level caster): 0th – acid splash, detect magic, mage hand, touch of fatigue; 1st – mage armor, magic missile, shield, protection from good; 2nd – blur, false life, see invisibility.

Power-Up Suite (blur (20% miss chance), listening lorecall (blindsight 30'), protection from good, shield) – AC 20 (+2 deflection, +2 armor, +4 shield, +2 natural), touch 12, flat-footed 20 (vs. good); Fort +10, Ref +3, Will +14 vs. good; Listen +19.

Possessions: Masterwork scimitar, masterwork shortspear, leather armor, large wooden shield, holly, spell component pouch, chitin plating (silthilar graft).

Physical Description: A pale Suel woman with alabaster skin and very lanky limbs. She has black chitinous plates from her neck down the rest of her body.

☛ **Vor Evar:** Male human (Suel) Barbarian 2/Fighter 1/Ranger 3/Frostrager 2/Primeval 1; CR – (cohort); Medium humanoid (human); HD 3d8+4d12+2d10+30; hp 94; Init +2; Spd 40 ft.; AC 17 (+2 Dex, +5 armor), touch 12, flat-footed 15; Base Atk/Grp: +9/+13; Atk: +14 melee (1d3+4, unarmed strike) or +11 ranged (1d6+4, javelin); Full Atk: +14/+9 melee (1d3+4, unarmed strike) or +12/+12/+7 melee (1d3+4, unarmed strike) or +10/+10/+10/+5 melee (1d3+4, unarmed strike) or +11/+6 ranged (1d6+4, javelin); SA Favored enemy +2 (human), freezing blood, frostrage, one-two punch, primeval form 1/day, rage 1/day; SQ Animal empathy (lions), uncanny dodge, wild empathy; AL CE; SV Fort +16, Ref +5, Will +1; Str 18, Dex 14, Con 16, Int 8, Wis 10, Cha 8.

Skills and Feats: Handle Animal +4, Heal +2, Hide +8, Intimidate +6, Knowledge (nature) +6, Listen +10, Move Silently +7, Ride +4, Spot +10, Survival +12; Endurance, Frozen Berserker, Improved Grapple, Improved Unarmed Strike, Power Attack, Self-Sufficient, Toughness, Track, Two Weapon Fighting, Weapon Focus (Unarmed Strike).

Animal Empathy (Ex): In any form, the primeval can communicate with animals of his chosen primeval form (or related types). For example, a primeval whose primeval form is a dire wolf may communicate with wolves and dire wolves. He gains a +4 bonus on Charisma-based checks against animals of his chosen primeval form and related animals.

Freezing Blood (Su): At 1st level, a frostrager's blood becomes freezing cold. His wounds instantly freeze over and stop bleeding; he is immune to attacks that cause wounding effects. If reduced to negative hit points, he automatically stabilizes. He still takes 1 point of damage if he takes any actions while at 0 or negative hit points, however.

Frostrage (Su): While raging, the character grows larger and more massive, and his freezing sweat forms icicles as it streams out of his pores, coating his body in a glittering crust of ice. The frostrager's actual size category does not change (nor does his space/reach), but he does gain a +4 natural armor bonus to Armor Class from the sheets of ice that form over his body. In addition, a frostrager's unarmed attacks deal 1d6 points of damage plus 1d4 points of cold damage on a successful hit. If the frostrager is Small, his unarmed attack deals 1d4 points of damage, and if the frostrager is Large, his unarmed attack deals 1d8 points of damage.

One-Two Punch (Ex): At 2nd level, while making an unarmed attack, the frostrager may make one extra attack in a round at his highest base attack bonus, but each attack made in that round (the extra one and the normal ones) take a -2 penalty.

Primeval Form (Su): The primary ability of the primeval is the supernatural ability to assume an alternate form. This functions similarly to the druid's wild shape ability, except the alternate form chosen must be selected when the character takes his first level of primeval and cannot be changed after that. Each time the character changes form with this ability, he assumes the same form. At 1st level, he may change shape into his primeval form once per day. He can use this ability one additional time each day at 4th level, 7th level, and again at 10th level.

This ability functions like the polymorph spell, except as noted here. It lasts for 1 minute per primeval level, or until he changes back. Changing form (into either form) is a standard action and doesn't provoke attacks of opportunity.

The primeval does not assume the animal's physical ability scores. Instead, he adds the animal's ability score -10 (for even scores) or -11 (for odd scores) to his own ability scores. For example, a primeval with a Strength score of 16 who assumes the form of a dire lion (Strength 25) adds +14 to his normal Strength of 16 to determine his Strength score in his primeval form. Remember, items that enhance the character's ability scores may be rendered inoperative by his change in form.

The primeval loses his ability to speak while in primeval form because he is limited to the sounds that the form can make naturally.

If the primeval has the wild shape ability from other class levels, he may use wild shape to assume his primeval form. He cannot use his primeval form ability to wild shape, however.

Vor's form is that of a dire lion and it lasts 1 minute.

Vor Evar (Dire Lion Form): hp 121; Init +4; Spd 40 ft.; AC 17 (-1 size, +4 Dex, +4 natural), touch 13, flat-footed 13; Base Atk/Grp: +9/+24; Atk: +20 melee (1d6+11, claw); Full Atk: +20 melee (1d6+11, 2 claws) and +14 melee (1d8+5, bite); Space/Reach 10 ft./5 ft.; SA Improved grab, pounce, rake 1d6+3; SQ Low-light vision, scent; SV Fort +19, Ref +7, Will +1; Str 32, Dex 18, Con 22, Int 8, Wis 10, Cha 8.

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

Pounce (Ex): If a dire lion charges, it can make a full attack, including two rake attacks.

Rake (Ex): Attack bonus +20 melee, damage 1d6+5.

Languages: Cold Tongue.

Power-Up Suite (greater magic fang, shield of faith*)** - AC 19 (+2 deflection, +2 Dex, +5 armor), touch 12, flat-footed 15; Atk: +15 melee (1d3+5, unarmed strike); Full Atk: +15/+10 melee (1d3+5, unarmed strike) or +13/+13/+8 melee (1d3+5, unarmed strike) or +11/+11/+11/+6 melee (1d3+5, unarmed strike).

*Cast by Tarja

**Cast by Vennekka

Power-Up Suite (raging, Dire Lion Form, freedom of movement, greater magic fang**, shield of faith*)** - hp 139; Init +4; Spd 40 ft.; AC 17 (-2 raging, -1 size, +2 deflection, +4 Dex, +4 natural), touch 13, flat-footed 13; Base Atk/Grp: +9/+26; Atk: +23 melee (1d8+14+1d6 cold, claw); Full Atk: +23 melee (1d8+14+1d6 cold, 2 claws) and +17 melee (1d8+7+1d6 cold, bite) or: +21 melee (1d8+14+1d6 cold, 3 claws) and +15 melee (1d8+7+1d6 cold, bite); Space/Reach 10 ft./5 ft.; SA Improved grab, pounce, rake 1d6+3; SQ Low-light vision, scent; SV Fort +21, Ref +7, Will +3; Str 36, Dex 18, Con 26.

*Cast by Tarja

**Cast by Vennekka

Possessions: Masterwork mithral breastplate, 5 Masterwork javelins.

Physical Description: A feral looking man, drooling on himself, which has frozen in his beard and on his breastplate.

➤ **Balloff:** Brown Bear; CR - (animal companion/familiar); Huge aberration (augmented animal); HD 8d8+56; hp 90; Init +1; Spd 40 ft.; AC 21 (-2 size, +1 Dex, +12 natural), touch 9, flat-footed 20; Base Atk/Grp: +6/+23; Atk: +17 melee (2d6+13, claw); Full Atk: +17 melee (2d6+13, 2 claws) and +12 melee (3d6+11, bite); Space/Reach 15 ft./10 ft.; SA Improved

grab; SQ Darkvision 60 ft., evasion, link, low-light vision, scent, share spells; AL N; SV Fort +12, Ref +9, Will +3; Str 36, Dex 12, Con 24, Int 7, Wis 12, Cha 6.

Skills and Feats: Listen +4, Spot +9, Swim +17; Endurance, Run, Track.

Improved Grab (Ex): To use this ability, a brown bear must hit with a claw attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity.

Aberrant Familiar (Su): *Size Increase* – The familiar's size becomes larger by one category.

Power-Up Suite (*barkskin*, *false life***, *freedom of movement**, *greater magic fang***, *ice skate***, *mage armor***, *nature's favor***, *protection from good**, *resistance***, *see invisibility***) –** hp 103; Spd 100 ft.; AC 24 (–2 size, +1 Dex, +15 natural), touch 9, flat-footed 23 (AC 26), touch 11, flat-footed 25 vs. good); Atk: +20 melee (2d6+16, claw); Full Atk: +20 melee (2d6+16, 2 claws) and +15 melee (3d6+14, bite); Fort +13, Ref +10, Will +4 (Fort +14, Ref +11, Will +5 vs. good); Balance +5.

*Cast by Tarja

**Cast by Vennekka

☛ **Olgar:** Male human (Suel) Barbarian 3/Fighter 2/Tactical Soldier 2; CR – (cohort); Medium humanoid (human)]; HD 3d12+4d10+21; hp 73; Init +1; Spd 40 ft.; AC 23 (+2 natural, +1 Dex, +8 armor, +2 shield), touch 11, flat-footed 22; Base Atk/Grp: +7/+10; Atk: +11 melee (1d8+4/19-20, +1 *longsword*) or +9 ranged (1d8+3/x3, composite longbow); Full Atk: +11/+6 melee (1d8+4/19-20, +1 *longsword*) or +9/+4 ranged (1d8+3/x3, composite longbow); SA Rage 1/day; SQ Flanker, trap sense +1, uncanny dodge; AL NE; SV Fort +12, Ref +2, Will +0; Str 17, Dex 13, Con 16, Int 13, Wis 8, Cha 8.

Skills and Feats: Climb +13, Diplomacy +1, Intimidate +7, Jump +11, Listen +5, Sense Motive +9, Survival +5; Cleave, Combat Expertise, Combat Reflexes, Dodge, Karmic Strike, Power Attack, Sidestep.

Flanker (Ex): A tactical soldier can flank enemies from seemingly impossible angles. She can designate any adjacent square as the square from which flanking against an ally is determined (including the square where she stands, as normal). She may designate the square at the beginning of her turn or at any time during her turn. The designated square remains her effective square for flanking until she is no longer adjacent to it or until she chooses a different square (at the start of one of her turns). The character can even choose a square that is impassable or occupied.

Languages: Cold Tongue, Common.

Power-Up Suite (*greater magic weapon, *magic vestment**) –** AC 24 (+2 natural, +1 Dex, +9 armor, +2 shield), touch 11, flat-footed 23; Atk: +10 ranged (1d8+4/x3, composite longbow); Full Atk: +10/+5 ranged (1d8+4/x3, composite longbow).

*Cast by Tarja

Power-Up Suite (raging) – hp 87; AC 21 (+2 natural, +1 Dex, +8 armor, +2 shield, –2 raging), touch 9,

flat-footed 20; Atk: +13 melee (1d8+6/19-20, +1 *longsword*); Full Atk: +13/+8 melee (1d8+6/19-20, +1 *longsword*); SV Fort +14, Will +2; Str 21, Con 20.

Power-Up Suite (raging, *greater magic weapon, *magic vestment**) –** hp 87; AC 22 (+2 natural, +1 Dex, +9 armor, +2 shield, –2 raging), touch 9, flat-footed 20; Atk: +13 melee (1d8+6/19-20, +1 *longsword*) or +10 ranged (1d8+4/x3, composite longbow); Full Atk: +13/+8 melee (1d8+6/19-20, +1 *longsword*) or +10/+5 ranged (1d8+4/x3, composite longbow); SV Fort +14, Will +2; Str 21, Con 20.

*Cast by Tarja

Possessions: Full plate, heavy steel shield, +1 *longsword*, mighty composite longbow [+3], 20 Masterwork arrows, 5 alchemist fire, 5 tanglefoot bags, 10 sunrods, *chitin plating* (silthilar graft).

Physical Description: A large Suel man with red hair and fine furs, with chitin plates under his clothes.

Encounter 1: Into the Corusks

➤ **Ingegred, Hungoff, Lolmar, Rederi, Anskieri, Hunmar:** Male human (Suel) Barbarian 2/Fighter 4; CR 6; Medium humanoid (human); HD 2d12+4d10+18; hp 66; Init +5; Spd 30 ft.; AC 14 [+1 Dex, +3 hide armor], touch 11, flat-footed 13; Base Atk/Grp: +6/+10; Atk: +12 melee (1d12+8/x3, greataxe) or +7 ranged (1d6+4, javelin); Full Atk: +12/+7 melee (1d12+8/x3, greataxe) or +7 ranged (1d6+4, javelin); SA Rage 1/day; SQ Uncanny dodge; AL CN SV Fort +9, Ref +2, Will +3; Str 18, Dex 13, Con 15, Int 8, Wis 10, Cha 11.

Skills and Feats: Climb +13, Intimidate +9, Listen +5, Survival +5; Cold Endurance, Improved Initiative, Improved Toughness, Iron Will, Power Attack, Weapon Focus (Greataxe), Weapon Specialization (Greataxe).

Languages: Cold Tongue.

Power-Up Suite (raging) - hp 78; AC 12 [+1 Dex, +3 hide armor, -2 raging], touch 9, flat-footed 11; Atk: +14 melee (1d12+11/x3, greataxe) or +7 ranged (1d6+6, javelin); Full Atk: +14/+9 melee (1d12+11/x3, greataxe) or +7 ranged (1d6+6, javelin); SV Fort +11, Will +5; Str 22, Con 19.

Possessions: Masterwork greataxe, 5 javelins, hide armor, crampon, cold weather outfit, furs, snow goggles, snowshoes.

➤ **Ingemar:** Male human (Suel) Barbarian 3/Fighter 3/Occult Slayer 5; CR 11; Medium humanoid (human); HD 3d12+8d10+44; hp 129; Init +5; Spd 30 ft.; AC 16 [+1 Dex, +1 deflection, +4 armor], touch 12, flat-footed 15; Base Atk/Grp: +11/+17; Atk: +19 melee (1d12+10+1d6 fire/x3, +1 *flaming greataxe*) or +12 ranged (1d6+6, javelin); Full Atk: +19/+14/+9 melee (1d12+10+1d6 fire/x3, +1 *flaming greataxe*) or +12/+7/+2 ranged (1d6+6, javelin); SA Rage 1/day, vicious strike, weapon bond; SQ Auravision, blank thoughts, magical defense +3, mind over magic 2/day, nondetection cloak, trap sense +1, uncanny dodge; AL CN; SV Fort +10, Ref +4, Will +9; Str 20 [22], Dex 12, Con 16, Int 10, Wis 11, Cha 8.

Skills and Feats: Bluff +12, Climb +10, Diplomacy +1, Intimidate +10, Knowledge (arcana) +4, Listen +6, Sense Motive +2, Spellcraft +3, Spot +2, Survival +6; Aberration Blood (Bulging Eyes), Cold Endurance, Improved Initiative, Improved Toughness, Iron Will, Warped Mind, Weapon Focus (Greataxe).

Magical Defense (Ex): An occult slayer's constant training in countering magic of all types manifests itself as a bonus on saving throws against spells or spell like abilities. This bonus is +1 at 1st level and it increase to +2 at 3rd level and to +3 at 5th level.

Weapon Bond (Su): An occult Slayer must choose a particular weapon of at least masterwork quality as the focus of her power. Upon making her selection, she immediately forms a bond with her

chosen weapon that imbues it with the force of her hatred for spellcasters. Thereafter, any successful attack she makes with the chosen weapon against a spellcaster or a creature with spell-like abilities deals extra 1d6 points of damage. If this particular weapon is lost or destroyed, the occult slayer loses the ability to deal the extra damage until she acquires and bonds with another weapon of the same kind of at least masterwork quality. The occult slayer must spend one day per character level practicing with the replacement weapon (and doing very little else – no adventuring) to create a new weapon bond.

Mind over Magic (Su): Starting at 2nd level, and occult slayer can cause a spell or spell-like ability targeted against her to rebound onto the originator as a free action. This ability otherwise functions as the *spell turning* spell (caster level equals the character's occult slayer level +5). An occult slayer can use this ability once per day at 2nd level and twice per day at 4th level.

Vicious Strike (Ex): At 2nd level and higher, an occult slayer who readies an attack action to disrupt a spellcaster deals double damage if the attack hits.

Auravision (Su): At 3rd level, and occult slayer gains the ability to see magical auras at a range of up to 60 feet as a free action. This ability otherwise functions as the *detect magic* spell. The character cannot use this ability to determine anything but the number of magical auras present.

Nondetection Cloak (Su): Upon reaching 4th level, an occult slayer (and any gear she wears or carries) becomes more difficult to locate through divinations such as *clairaudience/clairvoyance*, *locate object*, and other detection spells. The occult slayer gains magical protection from divination equivalent to a *nondetection* spell (caster level equals the character's occult slayer level), except that it affect only the occult slayer and her possessions).

Languages: Cold Tongue, Common.

Power-Up Suite (raging) - hp 129; AC 14 [+1 Dex, +1 deflection, +4 armor, -2 raging], touch 10, flat-footed 13; Atk: +21 melee (1d12+13+1d6 fire/x3, +1 *flaming greataxe*) or +12 ranged (1d6+8, javelin); Full Atk: +21/+16/+11 melee (1d12+13+1d6 fire/x3, +1 *flaming greataxe*) or +12/+7/+2 ranged (1d6+8, javelin); SV Fort +12, Will +11; Str 24 [26], Con 20.

Possessions: +1 *flaming greataxe*, 5 javelins, +1 *hide armor*, *gauntlets of ogre power*, *ring of deflection* +1, *potion of cure moderate wounds*, crampon, cold weather outfit, furs, snow goggles, snowshoes.

Physical Description: A tall Suel barbarian wearing snow goggles, with a braided red beard.

Encounter 3: Hidden Depths

➤ **Advanced Elite White Pudding:** CR 8; Large Ooze; HD 13d10+78; hp 156; Init -3; Spd 20 ft., swim 20 ft.; AC 6 (-1 size, -3 Dex), touch 6, flat-footed 6; Base Atk/Grp: +9/+17; Atk: +12 melee (2d4+6 plus 2d4 acid,

slam); Full Atk: +12 melee (2d4+6 plus 2d4 acid, slam); Space/Reach 10 ft./5 ft.; SA Acid, constrict 2d4+6 plus 2d4 acid, improved grab; SQ Blindsight 60 ft., resistance to cold 10, ooze traits, split; AL N; SV Fort +10, Ref +1, Will +0; Str 18, Dex 4, Con 22, Int –, Wis 3, Cha 2.

Skills and Feats: Hide –7 (+9 in snow), Swim +12.

Acid (Ex): A white pudding secretes a digestive acid that dissolves organic material quickly, but does not affect stone or metal. Any melee hit or constrict attack deals acid damage, and the opponent's armor (if not metal) and clothing dissolves and become immediately useless unless it succeeds on a DC 20 Reflex saving throw. A wooden weapon that strikes a white pudding also dissolves immediately unless it succeeds on a DC 20 Reflex save. The save DCs are Constitution-based.

The pudding's acidic touch deals 19 points of damage per round to wooden, leather, or other organic objects, but the ooze must remain in contact with the object for 1 full round to deal his damage.

Constrict (Ex): A white pudding deals automatic slam and acid damage with a successful grapple check. The opponent's clothing and armor take a –4 penalty on Reflex saves against the acid.

Improved Grab (Ex): To use this ability, a pudding must hit with its slam attack. It can't then attempt to start a grapple as a free action without provoking attacks of opportunity. If it wins the grapple check, it establishes a hold and can constrict its prey.

Split (Ex): Slashing and piercing weapons deal no damage to a white pudding. Instead the creature splits into two identical puddings, each with half the original pudding's hit points (round down). A pudding with 10 hit points or less cannot be farther split and dies if reduced to 0 hit points.

Encounter 5: The Frozen Dead

❖ **Tarmorja the Wendigo:** Male fey Barbarian 2/Fighter 2/Sorcerer 1/Dragon Disciple 6; CR 11; Medium fey (cold); HD 9d6+54; hp 91; Init +5; Spd fly 120 ft. [Perfect]; AC 23 (+5 Dex, +6 deflection, +2 natural), touch 21, flat-footed 18; Base Atk/Grp: +8/+15; Atk: +16 melee (2d4+10/15-20 x3, bite); Full Atk: +16/+11 melee (2d4+10/15-20 x3, bite); SA Breath weapon, disease, maddening whispers, rage 1/day, ravenous bite; SQ Blindsight 30 ft., corner of the eye, immunity to cold, low-light vision, regeneration 5, uncanny dodge, wind walk; AL CE; SV Fort +17, Ref +7, Will +7; Str 24, Dex 20, Con 22, Int 16, Wis 10, Cha 18 [22].

Skills and Feats: Climb +14, Concentration +18, Handle Animal +14, Hide +13, Intimidate +13, Jump +14, Knowledge (arcana) +11, Listen +5, Move Silently +13, Ride +7, Spellcraft +14, Spot +12, Survival +13; Fly-By Attack, Improved Critical (Bite), Improved Natural Attack (Bite), Power Attack, Power Critical (Bite), Track, Weapon Focus (Bite).

Breath Weapon (Su): At 3rd level, a dragon disciple gains the use of a minor breath weapon once

per day. Tarmorja can breathe a cone of cold 30 feet long that deals 4d8 points of damage of the appropriate energy type. The DC of the breath weapon is 10 + class level + Con modifier (Reflex DC 27 half).

Corner of the Eye (Su): A wendigo that stalks a victim while wind walking always seems to lurk just at the corner of its chosen victim's field of vision. This victim takes a –2 penalty on all Wisdom-based skill checks as long as the wendigo stalks him.

Disease (Su): Any creature hit by a wendigo's bite attack must succeed on a DC 21 Fortitude save (DC 10 + ½ wendigo's HD + wendigo's Con modifier) or become infected with the wendigo's hunger. The incubation period is 1d3 days, and the disease deals 1d3 points of Wisdom damage. Additionally, each day that a victim takes Wisdom damage from the disease, he must succeed on a DC 21 Will save (DC 10 + ½ wendigos HD + wendigos Cha modifier) or become overwhelmed with an insatiable hunger for the flesh of its own race. The victim stalks and tries to kill the closest member of its own race; if it does so, it feeds on the victim's body and then returns home with no memory of the tragic event. If a victim of this hunger is reduced to a Wisdom score of 0, he transforms into a wendigo immediately and races off into the night sky at such speed that his feet burn away into bloody, charred stumps.

Maddening Whispers (Su): A wendigo may use its maddening whispers on any one target within 120 feet once per day. The wendigo may use this ability while wind walking. Only the chosen victim can hear the insane whispers and invitations of the wendigo. The victim must make a successful DC 21 Will save (DC 10 + 1/2 wendigo's HD + wendigo's Cha modifier) or take 1d3 points of Wisdom damage. Typically, a wendigo stalks a chosen victim for days, wearing down the victim's Wisdom score until it attacks and attempts to bring down its disease upon the poor soul. A wendigo will stop stalking a target that resists the maddening whispers for more than three days and fly off to seek easier prey.

Ravenous Bite (Ex): A wendigo threatens a critical hit on a natural roll of 18-20 when attacking with its bite, and deals triple damage on a successful critical hit. A wound resulting from a critical hit bleeds for an additional 3 points of damage per round thereafter. Multiple wounds from such attacks result in cumulative bleeding loss (two wounds for 6 points of damage per round, and so on). The bleeding can be stopped only by a successful Heal check (DC 10) or the application of any cure spell or other healing spell (heal, healing circle, or the like).

Regeneration 5 (Ex): Fire deals normal damage to a wendigo.

Wind Walk (Su): A wendigo can *wind walk* at will, transforming from physical form to incorporeal form or back again as a move action.

Languages: Sylvan.

Spells Known (5/10; base DC = 16 + spell level): 0th – *detect magic, mage hand, resistance, touch of fatigue*; 1st – *distract assailant, mage armor*.

Power-Up Suite (mage armor) – AC 28 (+4 *mage armor*, +5 Dex, +6 deflection, +3 natural), touch 21, flat-footed 23.

Power-Up Suite (raging, mage armor) - hp 113; AC 27 (-2 raging, +4 *mage armor*, +5 Dex, +6 deflection, +2 natural), touch 19, flat-footed 20; Base Atk/Grp: +8/+17; Atk: +18 melee (2d4+13/15-20 x3, bite); Full Atk: +18/+13 melee (2d4+13/15-20 x3, bite); SV Fort +19, Will +9; Str 28, Con 26].

Possessions: Cloak of Charisma +4.

Physical Description: A feral looking man with a canine muzzle, white skin, and whose legs end in burned stumps.

Encounter 7: White Storm

➤ **Aussirkepek:** Male Advanced Mature Adult White Dragon; CR 13; Huge dragon (cold); HD 23d12+115; hp 293; Init +0; Spd 60 ft., burrow 30 ft., fly 200 ft. (poor), swim 60 ft.; AC 28 (-2 size, +20 natural), touch 8, flat-footed 28; Base Atk/Grp: +23/+39; Atk: +29 melee (3d8+8, bite); Full Atk: +29 melee (3d8+8, bite) and +27 melee (2d6+4, 2 claws) and +27 melee (1d8+4, 2 wings) and +27 melee (2d6+12, tail slap); Space/Reach 15 ft./10 ft. (15 ft. with bite); SA Breath weapon, crush (DC 26 Reflex negates, 2d8+12), frightful presence; SQ Blindsight 60 ft., darkvision 120 ft., DR 10/magic, ice walking, immunity to cold, sleep, and paralysis, keen senses, spell-like abilities, SR 20; AL CE; SV Fort +18, Ref +13, Will +14; Str 27, Dex 10, Con 21, Int 12, Wis 13, Cha 12.

Skills and Feats: Concentration +31, Diplomacy +3, Hide +18, Intimidate +27, Listen +27, Move Silently +26, Sense Motive +27, Spot +27; Fly-By Attack, Hover, Improved Natural Attack (Bite), Iron Will, Multiattack, Overcome Weakness, Power Attack, Suppress Weakness.

Breath Weapon (Su): Using a breath weapon is a standard action. Once a dragon breathes, it can't breathe again until 1d4 rounds later. A blast from a breath weapon always starts at any intersection adjacent to the dragon and extends in a direction of the dragon's choice, in a 40 ft. cone. The breath weapon deals 7d6 points of damage, creatures caught in the area can attempt a DC 26 Reflex save to take half damage. The save DC against a breath weapon is 10 + 1/2 dragon's HD + dragon's Con modifier.

Frightful Presence (Ex): A young adult or older dragon can unsettle foes with its mere presence. The ability takes effect automatically whenever the dragon attacks, charges, or flies overhead. Creatures within a radius of 210 feet (30 ft. x the dragon's age category) are subject to the effect if they have fewer HD than the dragon. A potentially affected creature that succeeds on a DC 22 Will save (DC 10 + 1/2 dragon's HD + dragon's Cha modifier) remains immune to that dragon's frightful presence for 24 hours. On a failure, creatures with 4 or less HD become panicked for 4d6 rounds and those with 5 or more HD become shaken for 4d6 rounds. Dragons ignore the frightful presence of other dragons.

Icewalking (Ex): This ability works like the *spider climb* spell, but the surfaces the dragon climbs must be icy. It is always in effect.

Spell-Like Abilities: 3/day – *fog cloud*, *gust of wind*.

Languages: Common, Draconic.

Spells Known (6/6; 3rd level caster, base DC = 11 + spell level): 0th – *detect magic*, *mage hand*, *read magic*, *resistance*, *touch of fatigue*; 1st – *breath flare*, *lesser shivering touch*, *shocking grasp*.

Power-Up Suite (greater magic fang*, mage armor*, protection from good*, resistance) – AC 32 (+4 armor, -2 size, +20 natural), touch 8, flat-footed 32; (AC 34, touch 10, flat-footed 34 vs. good); Atk: +31 melee (3d8+10, bite); Full Atk: +31 melee (3d8+10, bite) and +27 melee (2d6+4, 2 claws) and +27 melee (1d8+4, 2 wings) and +27 melee (2d6+12, tail slap); SV Fort +19, Ref +14, Will +15 (Fort +20, Ref +15, Will +16 vs. good).

*Cast by Urazandum.

➤ **Urazandum Xcthoss:** Advanced Tsochar wizard 6; CR 11; Medium aberration (shapechanger); HD 8d8+6d4+48; hp 102; Init +3; Spd 20 ft., climb 20 ft.; AC 18 (+1 deflection, +3 Dex, +4 natural), touch 13, flat-footed 14; Base Atk/Grp: +9/+12; Atk: +16 melee (1d6+4, tentacle); Full Atk: +16 melee (1d6+4, 4 tentacles); Space/Reach 5 ft./10 ft.; SA Constrict, improved grab, poison, take spells, wear flesh; SQ DR 5/adamantine, darkvision 60 ft., resistance to cold 5, SR 18, telepathy 100 ft.; AL CE; SV Fort +8, Ref +7, Will +14; Str 17, Dex 16, Con 18, Int 17, Wis 14, Cha 13.

Skills and Feats: Bluff +9, Climb +14, Concentration +21, Diplomacy +5, Hide +15, Knowledge (dungeoneering) +7, Move Silently +7, Sense Motive +10, Spellcraft +16 (+18 w/scrolls), Spot +10, Use Magic Device +13 (+15 w/scrolls); Iron Will, Mindsight, Practiced Spellcaster, Sudden Silent, Sudden Still, Sudden Widen, Weapon Finesse.

Constrict (Ex): A tsochar deals 2d4+6 points of damage with a successful grapple check. When a tsochar deals damage by means of its constrict attack, it injects its victim with poison.

Improved Grab (Ex): To use this ability a tsochar must hit with two tentacle attacks. It can then attempt to start a grapple as a free action without provoking attacks of opportunity. If it wins the grapple check, it establishes a hold and can constrict.

Tsochari receive a +4 racial bonus on grapple checks, which is already included in the statistics above.

Poison (Ex): Injury, Fortitude DC 16, initial and secondary damage 1d3 Dex. The save DC is Constitution-based. A tsochar's poison is delivered by dealing damage with its constrict attack.

Take Spells (Su): A tsochar that replaces a spellcaster (see below) retains any arcane spells prepared by the dead character, and can cast them as if it had prepared the spells itself. The tsochar must meet

the minimum ability score needed to cast the spell based on the type of caster replaced (Intelligence for a wizard, for example), or else the spell is unavailable to it. If the tsochar replaces a spontaneous caster such as a sorcerer, it retains the available spell slots of the dead spellcaster, and can use any spells the dead host knew. In either case, the tsochar cannot regain spells or spell slots it expends from the dead character's spellcasting ability.

Wear Flesh (Su): A tsochar can bore its way into a helpless living creature's body, slipping its ropy tendrils into the spaces between organs and muscles and disappearing into the victim. The victim must be the same size as the tsochar or larger, and the process requires 1 minute. The tsochar can choose to replace or inhabit the victim (see below). Incorporeal creatures and constructs, elementals, oozes, plants, and undead are immune to this ability.

A tsochar can abandon a body it has inhabited or replaced with a full-round action that deals 3d6 points of damage to the host. A tsochar can be forced to abandon the body by a remove disease or dispel evil spell (the caster must succeed on a DC 20 caster level check to expel the monster, which deals damage as described above) or a *heal* or *limited wish* spell (which automatically succeeds and causes no damage to the host).

Inhabit: The tsochar leaves its victim alive and aware. Any time it cares to, it can inflict indescribable agony on its host as a standard action, dealing 1d6 points of damage and requiring the host to succeed on a DC 15 Fortitude save or be nauseated by the pain for 2d4 rounds. The tsochar chooses how much damage it deals with this attack.

The tsochar can take no physical actions while inhabiting a host, but it can use purely mental actions (such as communicating with its host by means of its telepathy power and threatening to injure or kill the host unless the host does as the monster wishes).

When the host takes damage (other than damage the tsochar inflicts on it), the inhabiting tsochar takes half that damage. For example, if the host takes 28 points of cold damage from a *cone of cold* spell, the tsochar takes 14 points of cold damage.

A tsochar inhabiting a humanoid's body feeds on the creature's blood and tissues, dealing 1d3 points of Constitution damage per day. A successful DC 15 Fortitude save reduces this damage by half. Over the course of days, frail humanoids carrying tsochari sicken and die, although tsochari are clever enough to direct their hosts to acquire curative magic to keep themselves alive indefinitely, if the situation calls for it.

Replace: The tsochar bores out the victim's nervous system, killing the victim. It then animates the body, effectively acting as the nervous system of the dead host. The body remains alive, hosting the tsochar.

This functions like a *polymorph* spell into the victim's exact form, except that the tsochar can remain in the victim's form for up to a year, and it leaves the victim's corpse behind when it chooses to end the effect. The tsochar uses the victim's physical ability

scores in place of its own, as described by *polymorph*. The tsochar can remain in this form indefinitely, but once it abandons the form, it cannot reanimate the body.

Tsochari that have replaced a humanoid slowly devour their new shell from the inside out. A replaced body takes 1d4 points of Constitution drain per month, which does not heal naturally and can be restored only by magical means. A successful DC 15 Fortitude save reduces this damage by half. Naturally tsochari imposters choose to abandon bodies they have replaced before they become too weak to be serviceable.

Telepathy (Su): A tsochar can communicate telepathically with any creature within 100 feet that has a language.

Languages: Tsochar.

Spells Prepared (4/4/4/3; base DC = 13 + spell level): 0th – *acid splash*, *detect magic*, *mage hand*, *resistance*; 1st – *burning hands*, *mage armor* (x2), *protection from good*; 2nd – *false life*, *whispercast* (x3); 3rd – *dispel magic*, *fireball* (x2).

Power-Up Suite (*false life*, *mage armor*, *resistance*) – hp 118; AC 22 (+1 deflection, +4 armor, +3 Dex, +4 natural), touch 13, flat-footed 18; SV Fort +9, Ref +8, Will +15.

Possessions: *Amulet of might fists* +1, *ring of protection* +1, *scroll of greater magic fang*.

Encounter 8: Lairs Upon Layers

➤ **Advanced Shaboath:** CR 13; Huge construct (cold); HD 23d10+40; hp 203; Init -1; Spd 20 ft., swim 30 ft.; AC 22 (-2 size, -1 Dex, +15 natural), touch 7, flat-footed 22; Base Atk/Grp: +17/+37; Atk: +27 melee (3d10+12, slam); Full Atk: +27 melee (3d10+12, 4 slams); Space/Reach 15 ft./15 ft.; SA Engulf, improved grab, wall of ice; SQ Construct traits, DR 10/-, darkvision 60 ft., immunity to acid and cold, low-light vision, vulnerability to fire, watery concealment; AL N; SV Fort +6, Ref +5, Will +7; Str 34, Dex 8, Con –, Int –, Wis 12, Cha 1.

Engulf (Ex): A shaboath can attempt to engulf a grabbed opponent that is equal to or smaller than its size category by making a successful grapple check. Once inside, the opponent takes 3d10+18 points of crushing damage per round if the opponent cannot breathe water, it must hold. Its breath or begin to drown. An engulfed creature can escape by making a successful grapple check or Escape Artist check. The amount of time a creature can hold its breath if it takes a standard action is reduced by 1 round. A shaboath can engulf 1 Large creature, 2 Medium creatures, 4 Small creatures, 8 Tiny creatures, 16 Diminutive creatures, or 32 Fine creatures at one time.

Improved Grab (Ex): To use this ability, a shaboath must hit with a slam attack. It can then attempt to start a grapple as a free action without provoking attacks of opportunity. If it wins the grapple check, it can attempt to engulf the target in the following round.

Wall of Ice (Su): A shaboath can generate a *wall of ice* (as the spell, caster level 20th) once per minute as a standard action that does not provoke attacks of opportunity.

Construct Traits: A shaboath has immunity to poison, sleep effects, paralysis, stunning, disease, death effects, necromancy effects, mind-affecting spells and abilities (charms, compulsions, phantasms, patterns, and morale effects), and any effect that requires a Fortitude save unless it also works on objects or is harmless. It is not subject to extra damage from critical hits, non-lethal damage, ability damage, ability drain, fatigue, exhaustion, or energy drain. It cannot heal damage, but it can be repaired. It has darkvision out to 60 feet and low-light vision.

Watery Concealment (Ex): A shaboath that is completely underwater is difficult to see. Its form constantly shifts and blends with the surrounding water, granting the creature concealment.

❧ **Cold Element Advanced Wyste:** CR 9; Huge elemental (cold); HD 13d8+65; hp 127; Init +1; Spd 10 ft., swim 40 ft.; AC 21 (-2 size, +1 Dex, +12 natural), touch 9, flat-footed 20; Base Atk/Grp: +9/+24; Atk: +14 melee (1d4+7+1d8 cold, tentacle); Full Atk: +14 melee (1d4+7+1d8 cold, 7 tentacles); Space/Reach 15 ft./10 ft.; SA Bite, improved grab; SQ Blindsight 120 ft., DR 10/magic, elemental traits, ice walking, immunity to acid and cold, vulnerability to fire; AL N; SV Fort +9, Ref +5, Will +8; Str 24, Dex 13, Con 20, Int 1, Wis 11, Cha 8.

Skills and Feats: Listen +6, Spot +14, Swim +15; Alertness, Improved Critical (Bite).

Bite (Ex): When a wyste grapples an opponent, its tentacles draw the victim to its toothed sucker hole. On the round after the wyste grabs, it makes a regular attack with its bite (in lieu of any claw attacks), gaining a +4 bonus on the attack roll (+18 melee). If the bite attack misses, the wyste drops the character, who falls prone in front of the creature. If the bite attack is successful, the victim takes 1d6+10 points of damage. The wyste can deal bit damage automatically every round. The victim can escape by winning an opposed grapple check against the wyste, making a successful Escape Artist check against the wyste's grapple check result, or by killing the wyste.

Icewalking (Ex): As the *spider climb* spell, but applies to all icy surfaces.

Improved Grab (Ex): If a wyste hits a Large or smaller opponent with one or more tentacle attacks, it deals normal damage and attempts to start a grapple as a free action without provoking an attack of opportunity (grapple bonus +24, +2 for each tentacle that hit beyond the first). The wyste can make only one grapple attempt per round, no matter how many tentacles it devotes to the effort. If it gets a hold, it has the option to conduct the grapple normally, or simply use its tentacles to hold the opponent (-20 penalty on grapple check, but the wyste is not considered grappled). In either case, each successful grapple check it makes during the

successive rounds automatically deals damage for all tentacles used to hold the opponent.

Blindsight (Ex): A wyste is blind, but its tentacles are sensory organs that can be used to ascertain prey by scent and vibration. This ability enables it to discern object and creatures within 120 feet. A wyste usually does not need to make Spot or Listen checks to notice creatures within range of its blindsight.

Encounter 9: In the Walls

❧ **Tarja Arjotta:** Male human (Suel) ex-Cleric 4/Rogue 1/Ur Priest 7; CR 12; Medium humanoid (human); HD 11d8+1d6+24; hp 89; Init +0; Spd 30 ft.; AC 21 (+1 Dex, +2 shield, +8 armor), touch 11, flat-footed 20; Base Atk/Grp: +8/+7; Atk: +9 melee (1d8-1, morningstar) or +10 ranged (1d8/19-20, light crossbow); Full Atk: +9/+4 melee (1d8-1, morningstar) or +10/+5 ranged (1d8/19-20, light crossbow); SA Rebuke Undead (10/day), sneak attack +1d6; SQ Divine spell resistance 15, siphon spell power, trapfinding; AL CE; SV Fort +6, Ref +5, Will +16; Str 8, Dex 10, Con 14, Int 12, Wis 21, Cha 12 [16].

Skills and Feats: Bluff +7, Concentration +17, Knowledge (arcana) +8, Knowledge (religion) +11, Knowledge (the planes) +8, Spellcraft +18, Survival +5 (+7 on other planes); Divine Meta-Magic (Quicken), Extra Turning, Iron Will, Leadership, Spell Focus (evil), Quicken Spell.

Divine Spell Resistance (Su): At 4th level, an ur-priest gains spell resistance 15, but only against divine spells and the spell-like abilities of outsiders. At 8th level, the ur-priest's spell resistance increases to 20.

Siphon Spell Power (Ex): Because they steal whatever power they can, ur-priests learn to manipulate their energy in ways that confound other casters. An ur-priest of 6th level or higher can temporarily sacrifice two (or more) lower-level spell slots and use those slots, to prepare a higher-level spell. The higher-level spell must be of a level the ur-priest can cast. Only one exchange of this sort can be made each day. The levels of the lower-level slots are totaled, then reduced to three-quarters (round down) to determine the level of the extra higher-level spell slot. For example, an ur-priest who sacrifices a 3rd-level spell and a 5th-level spell can use that spell slot to prepare an additional 6th-level spell (3 + 5 = 8, and 8 x 3/4 = 6).

Languages: Cold Tongue, Common.

Spells Prepared (6/6/4/4/3/1/0; base DC = 15 + spell level): 0th – *cure minor wounds* (x2), *detect magic* (x2), *detect poison*, *guidance*; 1st – *bless*, *cure light wounds*, *divine favor*, *entropic shield*, *protection from good*, *shield of faith*; 2nd – *cure moderate wounds* (x2), *silence*, *sound burst*; 3rd – *invisibility purge*, *magic vestment*, *recitation*, *wrack*; 4th – *air walk*, *death ward*, *freedom of movement*, *greater magic weapon*; 5th – *flamestrike*, *frostbite*, *wall of stone*; 6th – *hero's feast*

Power-Up Suite (*air walk*, *death ward*, *entropic shield*, *freedom of movement*, *hero's*

feast, invisibility purge) – hp 107; Atk: +10 melee (1d8-1, morningstar) or +11 ranged (1d8/19-20, light crossbow); Full Atk: +10/+5 melee (1d8-1, morningstar) or +11/+6 ranged (1d8/19-20, light crossbow); SV Will +17.

Possessions: Masterwork morningstar, heavy steel shield, full plate, light crossbow, 10 Masterwork bolts, holy symbol (x2), spell component pouch (x2), 2 alchemist fire, sunrod, tanglefoot bag, *cloak of charisma +4, mantle of hidden faith*.

Physical Description: Tall and thin Suel man with a patchy beard and bulging eyes.

☛ **Vennekka Irkko:** Female human (Suel) Druid 5/Wizard 2/Fleshwarper 2/Arcane Hierophant 3; CR 12; Medium humanoid (human); HD 5d8+2d4+5d6+12; hp 66; Init +0; Spd 30 ft.; AC 16 (+2 natural, +2 armor, +2 shield), touch 10, flat-footed 16; Base Atk/Grp: +7/+8; Atk: +7 melee (1d6-1/18-20, scimitar) or +8 ranged (1d6-1/x3, shortspear); Full Atk: +7/+2 melee (1d6-1/18-20, scimitar) or +8/+3 ranged (1d6-1/x3, shortspear); SQ Aberrant familiar, companion familiar, elder secret, ignore arcane spell failure, resist nature's lure, trackless step, wild empathy, wild shape large 3/day, woodland stride; AL NE; SV Fort +9, Ref +2, Will +13; Str 8, Dex 10, Con 12, Int 18, Wis 17, Cha 12.

Skills and Feats: Concentration +16, Handle Animal +9, Heal +14, Knowledge (arcana) +18, Knowledge (nature) +24, Listen +17, Ride +10, Spellcraft +21, Spot +17, Survival +17, Use Magic Device +9 (+11 w/scrolls); Aberration Blood (flexible limbs), Aberration Wild Shape, Graft Flesh, Leadership, Natural Bond, Natural Spell.

Elder Secret (Su): Your continuous self-experimentation in grafting results in occasional improvements to your form. At 2nd level and every three levels thereafter, you make a powerful discovery in your research and learn how to improve your body in a subtle, minor way. Choose one elder secret from those described below when you reach 2nd, 5th, and 8th level.

Secret of the Gibbering Moulder: Your form becomes partially amorphous. You have a 25% chance to ignore the extra damage dealt by a critical hit or a sneak attack.

Languages: Cold Tongue, Common, Druidic, Orc, Sylvan.

Druid Spells Prepared (5/4/4/4/2; base DC = 13 + spell level, 8th-level caster): 0th – *cure minor wounds, detect magic* (x2), *guidance, resistance*; 1st – *cure light wounds, faerie fire, ice skate, magic fang, produce flame*; 2nd – *barkskin, listening lorecall, nature's favor, numbing sphere*; 3rd – *column of ice, cure moderate wounds, greater magic fang* (x2); 4th – *freedom of movement* (x2).

Wizard Spells Prepared (4/4/4/2; base DC = 14 + spell level, 6th-level caster): 0th – *acid splash, detect magic, mage hand, touch of fatigue*; 1st – *mage armor, magic missile, protection from good, shield*; 2nd – *blur, false life, mirror image, see invisibility*; 3rd – *enhance familiar, heroism*.

Power-Up Suite (*blur* (20% miss chance), *hero's feast**, *listening lorecall* (*blindsight 30'*), *protection from good, see invisibility, shield*) – hp 76; AC 18 (+2 natural, +2 armor, +4 shield), touch 10, flat-footed 16 (AC 20, touch 12, flat-footed 18 vs. good); Atk: +8 melee (1d6-1/18-20, scimitar) or +9 ranged (1d6-1/x3, shortspear); Full Atk: +8/+3 melee (1d6-1/18-20, scimitar) or +9/+4 ranged (1d6-1/x3, shortspear); SV Will +14 (SV Fort +10, Ref +3, Will +15 vs. good).

*Cast by Tarja

Possessions: Masterwork scimitar, masterwork shortspear, leather armor, large wooden shield, holly, spell component pouch, *chitin plating* (silthilar graft).

Physical Description: A pale Suel woman with alabaster skin and very lanky limbs. She has black chitinous plates from her neck down the rest of her body.

☛ **Vor Evar:** Male human (Suel) Barbarian 2/Fighter 1/Ranger 3/Frostrager 2/Primeval 2; CR – (cohort); Medium humanoid (human); HD 3d8+4d12+3d10+30; hp 99; Init +2; Spd 40 ft.; AC 17 (+2 Dex, +5 armor), touch 12, flat-footed 15; Base Atk/Grp: +10/+14; Atk: +15 melee (1d3+4, unarmed strike) or +12 ranged (1d6+4, javelin); Full Atk: +15/+10 melee (1d3+4, unarmed strike) or +13/+13/+8 melee (1d3+4, unarmed strike) or +11/+11/+11/+6 melee (1d3+4, unarmed strike) or +12/+7 ranged (1d6+4, javelin); SA Favored enemy +2 (human), freezing blood, frostrage, one-two punch, primeval form 1/day, rage 1/day; SQ Animal empathy (lions), low-light vision, uncanny dodge, wild empathy; AL CE; SV Fort +17, Ref +5, Will +1; Str 19, Dex 15, Con 17, Int 7, Wis 11, Cha 7.

Skills and Feats: Handle Animal +3, Heal +2, Hide +8, Intimidate +5, Knowledge (nature) +5, Listen +10, Move Silently +7, Ride +4, Spot +10, Survival +14; Endurance, Frozen Berserker, Improved Grapple, Improved Unarmed Strike, Power Attack, Self-Sufficient, Toughness, Track, Two Weapon Fighting, Weapon Focus (Unarmed Strike).

Animal Empathy (Ex): In any form, the primeval can communicate with animals of his chosen primeval form (or related types). For example, a primeval whose primeval form is a dire wolf may communicate with wolves and dire wolves. He gains a +4 bonus on Charisma-based checks against animals of his chosen primeval form and related animals.

Freezing Blood (Su): At 1st level, a frostrager's blood becomes freezing cold. His wounds instantly freeze over and stop bleeding; he is immune to attacks that cause wounding effects. If reduced to negative hit points, he automatically stabilizes. He still takes 1 point of damage if he takes any actions while at 0 or negative hit points, however.

Frostrage (Su): While raging, the character grows larger and more massive, and his freezing sweat forms icicles as it streams out of his pores, coating his body in a glittering crust of ice. The frostrager's actual size category does not change (nor does his space/reach), but he does gain a +4 natural armor

bonus to Armor Class from the sheets of ice that form over his body. In addition, a frostrager's unarmed attacks deal 1d6 points of damage plus 1d4 points of cold damage on a successful hit. If the frostrager is Small, his unarmed attack deals 1d4 points of damage, and if the frostrager is Large, his unarmed attack deals 1d8 points of damage.

One-Two Punch (Ex): At 2nd level, while making an unarmed attack, the frostrager may make one extra attack in a round at his highest base attack bonus, but each attack made in that round (the extra one and the normal ones) take a -2 penalty.

Primeval Form (Su): The primary ability of the primeval is the supernatural ability to assume an alternate form. This functions similarly to the druid's wild shape ability, except the alternate form chosen must be selected when the character takes his first level of primeval and cannot be changed after that. Each time the character changes form with this ability, he assumes the same form. At 1st level, he may change shape into his primeval form once per day. He can use this ability one additional time each day at 4th level, 7th level, and again at 10th level.

This ability functions like the polymorph spell, except as noted here. It lasts for 1 minute per primeval level, or until he changes back. Changing form (into either form) is a standard action and doesn't provoke attacks of opportunity.

The primeval does not assume the animal's physical ability scores. Instead, he adds the animal's ability score -10 (for even scores) or -11 (for odd scores) to his own ability scores. For example, a primeval with a Strength score of 16 who assumes the form of a dire lion (Strength 25) adds +14 to his normal Strength of 16 to determine his Strength score in his primeval form. Remember, items that enhance the character's ability scores may be rendered inoperative by his change in form.

The primeval loses his ability to speak while in primeval form because he is limited to the sounds that the form can make naturally.

If the primeval has the wild shape ability from other class levels, he may use wild shape to assume his primeval form. He cannot use his primeval form ability to wild shape, however.

Vor's form is that of a dire lion and it lasts 2 minutes.

Vor Evar (Dire Lion Form): hp 124; Init +4; Spd 40 ft.; AC 17 (-1 size, +4 Dex, +4 natural), touch 13, flat-footed 13; Base Atk/Grp: +10/+25; Atk: +21 melee (1d6+11, claw); Full Atk: +21 melee (1d6+11, 2 claws) and +15 melee (1d8+5, bite); Space/Reach 10 ft./5 ft.; SA Improved grab, pounce, rake 1d6+3; SQ Low-light vision, scent; SV Fort +19, Ref +7, Will +1; Str 33, Dex 19, Con 23, Int 7, Wis 11, Cha 7.

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

Pounce (Ex): If a dire lion charges, it can make a full attack, including two rake attacks.

Rake (Ex): Attack bonus +21 melee, damage 1d6+5.

Languages: Cold Tongue.

Possessions: Masterwork mithral breastplate, 5 Masterwork javelins.

Physical Description: A feral looking man, drooling on himself, which has frozen in his beard and on his breastplate.

Power-Up Suite (freedom of movement, greater magic fang**, hero's feast*, shield of faith*)** – hp 102; AC 20 (+3 deflection, +2 Dex, +5 armor), touch 15, flat-footed 18; Atk: +17 melee (1d3+6, unarmed strike) or +13 ranged (1d6+4, javelin); Full Atk: +17/+12 melee (1d3+6, unarmed strike) or +15/+15/+10 melee (1d3+6, unarmed strike) or +13/+13/+13/+8 melee (1d3+6, unarmed strike) or +13/+8 ranged (1d6+4, javelin).

*Cast by Tarja

**Cast by Vennekka

Power-Up Suite (raging, Dire Lion form, freedom of movement, greater magic fang**, hero's feast*, shield of faith*)** hp 157; AC 18 (-1 size, -2 raging, +3 deflection, +4 Dex, +4 natural), touch 14, flat-footed 14; Base Atk/Grp: +10/+27; Atk: +25 melee (1d8+15+1d6 cold, claw); Full Atk: +25 melee (1d8+15+1d6 cold, 2 claws) and +21 melee (1d8+8+1d6 cold, bite) or +23 melee (1d8+15+1d6 cold, 3 claws) and +19 melee (1d8+8+1d6 cold, bite); Space/Reach 10 ft./5 ft.; SA Improved grab, pounce, rake 1d6+3; SQ Low-light vision, scent; SV Fort +22, Ref +7, Will +3; Str 37, Dex 19, Con 27

*Cast by Tarja

**Cast by Vennekka

➤ **Balloff:** Brown Bear; CR – (animal companion/familiar); Huge aberration (augmented animal); HD 8d8+56; hp 90; Init +1; Spd 40 ft.; AC 23 (-2 size, +1 Dex, +14 natural), touch 9, flat-footed 22; Base Atk/Grp: +6/+23; Atk: +17 melee (2d6+13, claw); Full Atk: +17 melee (2d6+13, 2 claws) and +12 melee (3d6+11, bite); Space/Reach 15 ft./10 ft.; SA Improved grab; SQ Darkvision 60 ft., evasion, link, low-light vision, scent, share spells, speak with bears, speak with master; AL N; SV Fort +12, Ref +9, Will +3; Str 36, Dex 12, Con 24, Int 9, Wis 12, Cha 6.

Skills and Feats: Listen +4, Spot +9, Swim +17; Endurance, Power Attack, Run, Track.

Improved Grab (Ex): To use this ability, a brown bear must hit with a claw attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity.

Aberrant Familiar (Su): *Size Increase* – The familiar's size becomes larger by one category.

Power-Up Suite (barkskin, enhance familiar**, false life**, freedom of movement**, greater magic fang**, hero's feast*, heroism**, ice skate**, mage armor**, nature's favor**, protection from good*, resistance**, see invisibility**)** – hp 110; Spd 100

ft.; AC 32 (+4 armor, +2 dodge, -2 size, +1 Dex, +17 natural), touch 11, flat-footed 26 (AC 34, touch 13, flat-footed 28 vs. good); Atk: +24 melee (2d6+18, claw); Full Atk: +24 melee (2d6+18, 2 claws) and +19 melee (3d6+16, bite); SV Fort +17, Ref +14, Will +8 (Fort +18, Ref +15, Will +9 vs. good); +2 to all skills.

*Cast by Tarja

**Cast by Vennekka

☛ **Olgar:** Male human (Suel) Barbarian 3/Fighter 2/Tactical Soldier 4; CR – (cohort); Medium humanoid (human); HD 3d12+6d10+27; hp 92; Init +1; Spd 40 ft.; AC 23 (+2 natural, +1 Dex, +8 armor, +2 shield), touch 11, flat-footed 22; Base Atk/Grp: +9/+13; Atk: +15 melee (1d8+5/19-20, +1 *longsword*) or +12 ranged (1d8+4/x3, composite longbow); Full Atk: +15/+10 melee (1d8+5/19-20, +1 *longsword*) or +11/+6 ranged (1d8+4/x3, composite longbow); SA Rage 1/day; SQ Defensive shield, flanker, interpose, trap sense +1, uncanny dodge; AL NE; SV Fort +13, Ref +3, Will +1; Str 18, Dex 13, Con 16, Int 13, Wis 8, Cha 8.

Skills and Feats: Climb +16, Diplomacy +1, Intimidate +9, Jump +14, Listen +5, Sense Motive +11, Survival +5; Cleave, Combat Expertise, Combat Reflexes, Dodge, Karmic Strike, Power Attack, Sidestep, Weapon Focus (*longsword*).

Defensive Shield (Ex): Starting at 4th level, whenever a tactical soldier fights defensively, she provides up to two adjacent allies with a +2 dodge bonus to Armor Class, though their attack rolls do not take the normal -4 penalty (but her attack rolls still do).

Flanker (Ex): A tactical soldier can flank enemies from seemingly impossible angles. She can designate any adjacent square as the square from which flanking against an ally is determined (including the square where she stands, as normal). She may designate the square at the beginning of her turn or at any time during her turn. The designated square remains her effective square for flanking until she is no longer adjacent to it or until she chooses a different square (at the start of one of her turns). The character can even choose a square that is impassable or occupied.

Interpose (Ex): A tactical soldier gains this ability, usable three times per day, at 3rd level. When an enemy threatens her in melee and makes a successful attack against an adjacent ally of hers, the tactical soldier may take the damage (and other effects) of the blow as if she had been hit instead.

Languages: Cold Tongue, Common.

Power-Up Suite (*greater magic weapon, *hero's feast**, *magic vestment**)** – hp 100; AC 24 (+2 natural, +1 Dex, +9 armor, +2 shield), touch 11, flat-footed 23; Atk: +16 melee (1d8+5/19-20, +1 *longsword*) or +14 ranged (1d8+5/x3, composite longbow); Full Atk: +16/+11 melee (1d8+5/19-20, +1 *longsword*) or +13/+8 ranged (1d8+5/x3, composite longbow); SV Will +2;

*Cast by Tarja

Power-Up Suite (*raging, greater magic weapon**, *hero's feast**, *magic vestment**) – hp 128; AC 22 (-2 raging, +2 natural, +1 Dex, +9 armor, +2 shield), touch 9,

flat-footed 21; Base Atk/Grp: +9/+15; Atk: +17 melee (1d8+7/19-20, +1 *longsword*) or +14 ranged (1d8+5/x3, composite longbow); Full Atk: +17/+12 melee (1d8+7/19-20, +1 *longsword*) or +13/+8 ranged (1d8+5/x3, composite longbow); SV Fort +13, Will +3; Str 22, Con 20.

*Cast by Tarja

Possessions: Full plate, heavy steel shield, +1 *longsword*, mighty composite longbow [+4], 20 Masterwork arrows, 5 alchemist fire, 5 tanglefoot bags, 10 sunrods, *chitin plating* (silthilar graft).

Physical Description: A large Suel man with red hair and fine furs with chitin plates under his clothes.

Encounter 1: Into the Corusks

➤ **Ingegred, Hungoff, Lolmar, Rederi, Anskieri, Hunmar:** Male human (Suel) Barbarian 4/Fighter 4; CR 8; Medium humanoid (human); HD 4d12+4d10+32; hp 90; Init +5; Spd 30 ft.; AC 14 [+1 Dex, +3 hide armor], touch 11, flat-footed 13; Base Atk/Grp: +8/+12; Atk: +14 melee (1d12+8/x3, greataxe) or +9 ranged (1d6+4, javelin); Full Atk: +14/+9 melee (1d12+8/x3, greataxe) or +9 ranged (1d6+4, javelin); SA Rage 2/day; SQ Trap sense +1, uncanny dodge; AL CN SV Fort +11, Ref +3, Will +4; Str 18, Dex 13, Con 16, Int 8, Wis 10, Cha 11.

Skills and Feats: Climb +15, Intimidate +11, Listen +5, Survival +7; Cold Endurance, Improved Initiative, Improved Toughness, Iron Will, Power Attack, Weapon Focus (Greataxe), Weapon Specialization (Greataxe).

Languages: Cold Tongue.

Power-Up Suite (raging) - hp 106; AC 12 [-2 raging, +1 Dex, +3 hide armor], touch 9, flat-footed 11; Base Atk/Grp: +8/+14; Atk: +16 melee (1d12+11/x3, greataxe) or +9 ranged (1d6+6, javelin); Full Atk: +16/+11 melee (1d12+11/x3, greataxe) or +9 ranged (1d6+6, javelin); SV Fort +13, Will +6; Str 22, Con 20.

Possessions: Masterwork greataxe, 5 javelins, hide armor, crampon, cold weather outfit, furs, snow goggles, snowshoes.

➤ **Ingemar:** Male human (Suel) Barbarian 5/Fighter 3/Occult Slayer 5; CR 13; Medium humanoid (human); HD 5d12+8d10+52; hp 144; Init +5; Spd 30 ft.; AC 16 [+1 Dex, +1 deflection, +4 armor], touch 12, flat-footed 15; Base Atk/Grp: +13/+19; Atk: +21 melee (1d12+10+1d6 fire/x3, +1 flaming greataxe) or +14 ranged (1d6+6, javelin); Full Atk: +21/+16/+11 melee (1d12+10+1d6 fire/x3, +1 flaming greataxe) or +14/+9/+4 ranged (1d6+6, javelin); SA Rage 2/day, vicious strike, weapon bond; SQ Auravision, blank thoughts, improved uncanny dodge, magical defense +3, mind over magic 2/day, nondetection cloak, trap sense +1, uncanny dodge; AL CN; SV Fort +11, Ref +4, Will +10; Str 20 [22], Dex 12, Con 16, Int 10, Wis 12, Cha 8.

Skills and Feats: Bluff +12, Climb +10, Diplomacy +1, Intimidate +10, Knowledge (arcana) +4, Listen +11, Sense Motive +3, Spellcraft +3, Spot +3, Survival +10; Aberration Blood (Bulging Eyes), Cold Endurance, Improved Initiative, Improved Toughness, Improved Unarmed Strike, Iron Will, Warped Mind, Weapon Focus (Greataxe).

Magical Defense (Ex): An occult slayer's constant training in countering magic of all types manifests itself as a bonus on saving throws against spells or spell like abilities. This bonus is +1 at 1st level and it increase to +2 at 3rd level and to +3 at 5th level.

Weapon Bond (Su): An occult Slayer must choose a particular weapon of at least masterwork quality as the focus of her power. Upon making her

selection, she immediately forms a bond with her chosen weapon that imbues it with the force of her hatred for spellcasters. Thereafter, any successful attack she makes with the chosen weapon against a spellcaster or a creature with spell-like abilities deals extra 1d6 points of damage. If this particular weapon is lost or destroyed, the occult slayer loses the ability to deal the extra damage until she acquires and bonds with another weapon of the same kind of at least masterwork quality. The occult slayer must spend one day per character level practicing with the replacement weapon (and doing very little else – no adventuring) to create a new weapon bond.

Mind over Magic (Su): Starting at 2nd level, and occult slayer can cause a spell or spell-like ability targeted against her to rebound onto the originator as a free action. This ability otherwise functions as the *spell turning* spell (caster level equals the character's occult slayer level +5). An occult slayer can use this ability once per day at 2nd level and twice per day at 4th level.

Vicious Strike (Ex): At 2nd level and higher, an occult slayer who readies an attack action to disrupt a spellcaster deals double damage if the attack hits.

Auravision (Su): At 3rd level, and occult slayer gains the ability to see magical auras at a range of up to 60 feet as a free action. This ability otherwise functions as the *detect magic* spell. The character cannot use this ability to determine anything but the number of magical auras present.

Nondetection Cloak (Su): Upon reaching 4th level, an occult slayer (and any gear she wears or carries) becomes more difficult to locate through divinations such as *clairaudience/clairvoyance*, *locate object*, and other detection spells. The occult slayer gains magical protection from divination equivalent to a *nondetection* spell (caster level equals the character's occult slayer level), except that it affect only the occult slayer and her possessions).

Languages: Cold Tongue, Common.

Power-Up Suite (raging) - hp 170; AC 14 [-2 raging, +1 Dex, +1 deflection, +4 armor], touch 10, flat-footed 13; Base Atk/Grp: +13/+21; Atk: +23 melee (1d12+13+1d6 fire/x3, +1 flaming greataxe) or +14 ranged (1d6+8, javelin); Full Atk: +23/+18/+13 melee (1d12+13+1d6 fire/x3, +1 flaming greataxe) or +14/+9/+4 ranged (1d6+8, javelin); SV Fort +13, Will +12; Str 24 [26], Con 20.

Possessions: +1 flaming greataxe, 5 javelins, +1 hide armor, gauntlets of ogre power, ring of deflection +1, potion of cure moderate wounds, crampon, cold weather outfit, furs, snow goggles, snowshoes.

Physical Description: A tall Suel barbarian wearing snow goggles, with a braided red beard.

Encounter 3: Hidden Depths

➤ **Advanced Elite White Pudding:** CR 10; Huge Ooze; HD 21d10+174; hp 288; Init -4; Spd 20 ft., swim 20 ft.; AC 7 (-2 size, -4 Dex, +3 natural), touch 7, flat-

footed 7; Base Atk/Grp: +15/+32; Atk: +22 melee (2d6+13 plus 2d4 acid, slam); Full Atk: +22 melee (2d6+13 plus 2d4 acid, slam); Space/Reach 15 ft./10 ft.; SA Acid, constrict 2d6+13 plus 2d4 acid, improved grab; SQ Blindsight 60 ft., resistance to cold 10, ooze traits, split; AL N; SV Fort +14, Ref +2, Will +2; Str 28, Dex 2, Con 26, Int —, Wis 3, Cha 2.

Skills and Feats: Hide –8 (+8 in snow), Swim +17.

Acid (Ex): A white pudding secretes a digestive acid that dissolves organic material quickly, but does not affect stone or metal. Any melee hit or constrict attack deals acid damage, and the opponent's armor (if not metal) and clothing dissolves and become immediately useless unless it succeeds on a DC 22 Reflex saving throw. A wooden weapon that strikes a white pudding also dissolves immediately unless it succeeds on a DC 22 Reflex save. The save DCs are Constitution-based.

The pudding's acidic touch deals 19 points of damage per round to wooden, leather, or other organic objects, but the ooze must remain in contact with the object for 1 full round to deal his damage.

Constrict (Ex): A white pudding deals automatic slam and acid damage with a successful grapple check. The opponent's clothing and armor take a –4 penalty on Reflex saves against the acid.

Improved Grab (Ex): To use this ability, a pudding must hit with its slam attack. It can't then attempt to start a grapple as a free action without provoking attacks of opportunity. If it wins the grapple check, it establishes a hold and can constrict its prey.

Split (Ex): Slashing and piercing weapons deal no damage to a white pudding. Instead the creature splits into two identical puddings, each with half the original pudding's hit points (round down). A pudding with 10 hit points or less cannot be farther split and dies if reduced to 0 hit points.

Encounter 5: The Frozen Dead

➤ **Tarmorja the Wendigo:** Male fey Barbarian 2/Fighter 2/Sorcerer 1/Dragon Disciple 8; CR 15; Medium fey (cold); HD 11d6+66; hp 99; Init +5; Spd fly 120 ft. [Perfect]; AC 24 (+5 Dex, +6 deflection, +3 natural), touch 21, flat-footed 19; Base Atk/Grp: +10/+17; Atk: +18 melee (2d6+10/15-20 x3, bite); Full Atk: +18/+13 melee (2d6+10/15-20 x3, bite); SA Breath weapon, disease, maddening whispers, rage 1/day, ravenous bite; SQ Blindsight 30 ft., corner of the eye, immunity to cold, low-light vision, regeneration 5, uncanny dodge, wind walk; AL CE; SV Fort +18, Ref +7, Will +8; Str 24, Dex 20, Con 22, Int 18, Wis 10, Cha 18 [22].

Skills and Feats: Climb +14, Concentration +20, Handle Animal +14, Hide +13, Intimidate +13, Jump +14, Knowledge (arcana) +13, Listen +5, Move Silently +13, Ride +8, Spellcraft +20, Spot +14, Survival +13; Fly-By Attack, Improved Critical (Bite), Improved Natural Attack (Bite) x2, Power Attack, Power Critical (Bite), Track, Weapon Focus (Bite).

Breath Weapon (Su): At 3rd level, a dragon disciple gains the use of a minor breath weapon once per day. Tarmorja can breathe a cone of cold 30 feet long that deals 6d8 points of damage of the appropriate energy type. The DC of the breath weapon is 10 + class level + Con modifier (Reflex DC 29 half).

Corner of the Eye (Su): A wendigo that stalks a victim while wind walking always seems to lurk just at the corner of its chosen victim's field of vision. This victim takes a –2 penalty on all Wisdom-based skill checks as long as the wendigo stalks him.

Disease (Su): Any creature hit by a wendigo's bite attack must succeed on a DC 22 Fortitude save (DC 10 + ½ wendigo's HD + wendigo's Con modifier) or become infected with the wendigo's hunger. The incubation period is 1d3 days, and the disease deals 1d3 points of Wisdom damage. Additionally, each day that a victim takes Wisdom damage from the disease, he must succeed on a DC 23 Will save (DC 10 + ½ wendigo's HD + wendigo's Cha modifier) or become overwhelmed with an insatiable hunger for the flesh of its own race. The victim stalks and tries to kill the closest member of its own race; if it does so, it feeds on the victim's body and then returns home with no memory of the tragic event. If a victim of this hunger is reduced to a Wisdom score of 0, he transforms into a wendigo immediately and races off into the night sky at such speed that his feet burn away into bloody, charred stumps.

Maddening Whispers (Su): A wendigo may use its maddening whispers on any one target within 120 feet once per day. The wendigo may use this ability while wind walking. Only the chosen victim can hear the insane whispers and invitations of the wendigo. The victim must make a successful DC 23 Will save (DC 10 + 1/2 wendigo's HD + wendigo's Cha modifier) or take 1d3 points of Wisdom damage. Typically, a wendigo stalks a chosen victim for days, wearing down the victim's Wisdom score until it attacks and attempts to bring down its disease upon the poor soul. A wendigo will stop stalking a target that resists the maddening whispers for more than three days and fly off to seek easier prey.

Ravenous Bite (Ex): A wendigo threatens a critical hit on a natural roll of 18-20 when attacking with its bite, and deals triple damage on a successful critical hit. A wound resulting from a critical hit bleeds for an additional 3 points of damage per round thereafter. Multiple wounds from such attacks result in cumulative bleeding loss (two wounds for 6 points of damage per round, and so on). The bleeding can be stopped only by a successful Heal check (DC 10) or the application of any cure spell or other healing spell (heal, healing circle, or the like).

Regeneration 5 (Ex): Fire deals normal damage to a wendigo.

Wind Walk (Su): A wendigo can *wind walk* at will, transforming from physical form to incorporeal form or back again as a move action.

Languages: Sylvan.

Spells Known (5/11; base DC = 17 + spell level): 0th – *detect magic*, *mage hand*, *resistance*, *touch of fatigue*; 1st – *distract assailant*, *mage armor*.

Power-Up Suite (*mage armor*) – AC 30 (+4 *mage armor*, +5 Dex, +7 deflection, +4 natural), touch 22, flat-footed 25.

Power-Up Suite (*raging, mage armor*) -hp 125; AC 26 (-2 *raging*, +4 *mage armor*, +5 Dex, +6 deflection, +3 natural), touch 23, flat-footed 21; Base Atk/Grp: +10/+19; Atk: +20 melee (2d6+13/15-20 x3, bite); Full Atk: +20/+15 melee (2d6+13/15-20 x3, bite); SV Fort +20, Will +10; Str 28, Con 26.

Possessions: Cloak of Charisma +4.

Physical Description: A feral looking man with a canine muzzle, white scales, and wings; whose legs end in burned stumps.

Encounter 7: White Storm

➤ **Aussirkepesk:** Male Old White Dragon; CR 15; Huge dragon (cold); HD 24d12+120; hp 306; Init +0; Spd 60 ft., burrow 30 ft., fly 200 ft. (poor), swim 60 ft.; AC 31 (-2 size, +23 natural), touch 8, flat-footed 31; Base Atk/Grp: +24/+41; Atk: +31 melee (3d8+8, bite); Full Atk: +31 melee (3d8+9, bite) and +29 melee (2d6+4, 2 claws) and +29 melee (1d8+4, 2 wings) and +29 melee (2d6+13, tail slap); Space/Reach 15 ft./10 ft. (15 ft. with bite); SA Breath weapon, crush (DC 27 Reflex negates, 2d8+12), freezing fog, frightful presence; SQ Blindsight 60 ft., darkvision 120 ft., DR 10/magic, ice walking, immunity to cold, sleep, and paralysis, keen senses, spell-like abilities, SR 21; AL CE; SV Fort +19, Ref +14, Will +15; Str 29, Dex 10, Con 21, Int 12, Wis 13, Cha 12.

Skills and Feats: Concentration +32, Diplomacy +3, Hide +19, Intimidate +28, Listen +28, Move Silently +27, Sense Motive +28, Spot +28; Fly-By Attack, Hover, Improved Natural Attack (Bite), Iron Will, Multiattack, Overcome Weakness, Power Attack, Recover Breath, Suppress Weakness.

Breath Weapon (Su): Using a breath weapon is a standard action. Once a dragon breathes, it can't breathe again until 1d4 rounds later. A blast from a breath weapon always starts at any intersection adjacent to the dragon and extends in a direction of the dragon's choice, in a 40 ft. cone. The breath weapon deals 8d6 points of damage, creatures caught in the area can attempt a DC 27 Reflex saves to take half damage. The save DC against a breath weapon is 10 + 1/2 dragon's HD + dragon's Con modifier.

Freezing Fog (Sp): An old or older white dragon can use this ability three times per day. It is similar to a *solid fog* spell but also causes a rime of slippery ice to form on any surface the fog touches, creating the effect of a *grease* spell. The dragon is immune to the *grease* effect because of its icewalking ability. This ability is the equivalent of a 5th-level spell.

Frightful Presence (Ex): A young adult or older dragon can unsettle foes with its mere presence. The ability takes effect automatically whenever the dragon attacks, charges, or flies overhead. Creatures

within a radius of 240 feet (30 ft. x the dragon's age category) are subject to the effect if they have fewer HD than the dragon. A potentially affected creature that succeeds on a DC 22 Will save (DC 10 + 1/2 dragon's HD + dragon's Cha modifier) remains immune to that dragon's frightful presence for 24 hours. On a failure, creatures with 4 or less HD become panicked for 4d6 rounds and those with 5 or more HD become shaken for 4d6 rounds. Dragons ignore the frightful presence of other dragons.

Icwalking (Ex): This ability works like the *spider climb* spell, but the surfaces the dragon climbs must be icy. It is always in effect.

Spell-Like Abilities: 3/day – *fog cloud*, *gust of wind*.

Languages: Common, Draconic.

Spells Known (6/7/4; 5th level caster, base DC = 11 + spell level): 0th – *detect magic*, *mage hand*, *open/close*, *read magic*, *resistance*, *touch of fatigue*; 1st – *breath flare*, *lesser shivering touch*, *shocking grasp*, *truestrike*; 2nd – *blur*, *obscuring snow*.

Power-Up Suite (*greater magic fang, *heroism**, *mage armor**, *protection from good**, *resistance*, *stoneskin** (120 pts.))** – AC 35 (+4 armor, -2 size, +23 natural), touch 8, flat-footed 35 (AC 37, touch 10, flat-footed 37 vs. good); Atk: +36 melee (3d8+11, bite); Full Atk: +36 melee (3d8+11, bite) and +31 melee (2d6+4, 2 claws) and +31 melee (1d8+4, 2 wings) and +31 melee (2d6+13, tail slap); SV Fort +22, Ref +17, Will +18 (Fort +23, Ref +18, Will +19 vs. good); +2 to all skills.

*Cast by Urazandum.

➤ **Urazandum Xcthoss:** Advanced Tsochar wizard 8; CR 13; Medium aberration (shapechanger); HD 8d8+8d4+82; hp 134; Init +3; Spd 20 ft., climb 20 ft.; AC 18 (+1 deflection, +3 Dex, +4 natural), touch 13, flat-footed 14; Base Atk/Grp: +10/+13; Atk: +17 melee (1d6+4, tentacle); Full Atk: +17 melee (1d6+4, 4 tentacles); Space/Reach 5 ft./10 ft.; SA Constrict, improved grab, poison, take spells, wear flesh; SQ DR 5/adamantine, darkvision 60 ft., resistance to cold 5, SR 18, telepathy 100 ft.; AL CE; SV Fort +9, Ref +7, Will +16; Str 17, Dex 16, Con 18 [20], Int 18, Wis 14, Cha 13.

Skills and Feats: Bluff +9, Climb +14, Concentration +24, Diplomacy +5, Hide +15, Knowledge (dungeoneering) +8, Knowledge (the planes) +8, Move Silently +7, Sense Motive +10, Spellcraft +23 (+25 w/scrolls), Spot +10, Use Magic Device +13 (+15 w/scrolls); Iron Will, Mindsight, Practiced Spellcaster, Sudden Empower, Sudden Silent, Sudden Still, Sudden Widen, Weapon Finesse.

Constrict (Ex): A tsochar deals 2d4+6 points of damage with a successful grapple check. When a tsochar deals damage by means of its constrict attack, it injects its victim with poison.

Improved Grab (Ex): To use this ability a tsochar must hit with two tentacle attacks. It can then attempt to start a grapple as a free action without

provoking attacks of opportunity. If it wins the grapple check, it establishes a hold and can constrict.

Tsochari receive a +4 racial bonus on grapple checks, which is already included in the statistics above.

Poison (Ex): Injury, Fortitude DC 17, initial and secondary damage 1d3 Dex. The save DC is Constitution-based. A tsochar's poison is delivered by dealing damage with its constrict attack.

Take Spells (Su): A tsochar that replaces a spellcaster (see below) retains any arcane spells prepared by the dead character, and can cast them as if it had prepared the spells itself. The tsochar must meet the minimum ability score needed to cast the spell based on the type of caster replaced (Intelligence for a wizard, for example), or else the spell is unavailable to it. If the tsochar replaces a spontaneous caster such as a sorcerer, it retains the available spell slots of the dead spellcaster, and can use any spells the dead host knew. In either case, the tsochar cannot regain spells or spell slots it expends from the dead character's spellcasting ability.

Wear Flesh (Su): A tsochar can bore its way into a helpless living creature's body, slipping its ropy tendrils into the spaces between organs and muscles and disappearing into the victim. The victim must be the same size as the tsochar or larger, and the process requires 1 minute. The tsochar can choose to replace or inhabit the victim (see below). Incorporeal creatures and constructs, elementals, oozes, plants, and undead are immune to this ability.

A tsochar can abandon a body it has inhabited or replaced with a full-round action that deals 3d6 points of damage to the host. A tsochar can be forced to abandon the body by a remove disease or dispel evil spell (the caster must succeed on a DC 20 caster level check to expel the monster, which deals damage as described above) or a *heal* or *limited wish* spell (which automatically succeeds and causes no damage to the host).

Inhabit: The tsochar leaves its victim alive and aware. Any time it cares to, it can inflict indescribable agony on its host as a standard action, dealing 1d6 to 6d6 points of damage and requiring the host to succeed on a DC 15 Fortitude save or be nauseated by the pain for 2d4 rounds. The tsochar chooses how much damage it deals with this attack.

The tsochar can take no physical actions while inhabiting a host, but it can use purely mental actions (such as communicating with its host by means of its telepathy power and threatening to injure or kill the host unless the host does as the monster wishes).

When the host takes damage (other than damage the tsochar inflicts on it), the inhabiting tsochar takes half that damage. For example, if the host takes 28 points of cold damage from a *cone of cold* spell, the tsochar takes 14 points of cold damage.

A tsochar inhabiting a humanoid's body feeds on the creature's blood and tissues, dealing 1d3 points of Constitution damage per day. A successful DC 15 Fortitude save reduces this damage by half. Over the

course of days, frail humanoids carrying tsochari sicken and die, although tsochari are clever enough to direct their hosts to acquire curative magic to keep themselves alive indefinitely, if the situation calls for it.

Replace: The tsochar bores out the victim's nervous system, killing the victim. It then animates the body, effectively acting as the nervous system of the dead host. The body remains alive, hosting the tsochar.

This functions like a *polymorph* spell into the victim's exact form, except that the tsochar can remain in the victim's form for up to a year, and it leaves the victim's corpse behind when it chooses to end the effect. The tsochar uses the victim's physical ability scores in place of its own, as described by *polymorph*. The tsochar can remain in this form indefinitely, but once it abandons the form, it cannot reanimate the body.

Tsochari that have replaced a humanoid slowly devour their new shell from the inside out. A replaced body takes 1d4 points of Constitution drain per month, which does not heal naturally and can be restored only by magical means. A successful DC 15 Fortitude save reduces this damage by half. Naturally tsochari imposters choose to abandon bodies they have replaced before they become too weak to be serviceable.

Telepathy (Su): A tsochar can communicate telepathically with any creature within 100 feet that has a language.

Languages: Tsochar.

Spells Prepared (4/5/4/4/3; base DC = 14 + spell level): 0th – *acid splash*, *detect magic*, *mage hand*, *resistance*; 1st – *burning hands*, *mage armor* (x2), *magic missile*, *protection from good*; 2nd – *false life*, *whispercast* (x4); 3rd – *dispel magic*, *fireball* (x2), *heroism*; 4th – *dimension door*, *greater invisibility*, *stoneskin*.

Power-Up Suite (*false life*, *mage armor*, *resistance*) – hp 150; AC 21 (+4 armor, +3 Dex, +4 natural), touch 13, flat-footed 18; SV Fort +10, Ref +8, Will +17.

Possessions: *Amulet of health* +2, *amulet of might* +1, *ring of counterspells* (*dispel magic*), *ring of protection* +1, *scroll of greater magic fang*.

Encounter 8: Lairs Upon Layers

➤ **Advanced Shaboath:** CR 15; Huge construct (cold); HD 31d10+40; hp 263; Init -1; Spd 20 ft., swim 30 ft.; AC 22 (-2 size, -1 Dex, +15 natural), touch 7, flat-footed 22; Base Atk/Grp: +23/+44; Atk: +34 melee (3d10+13, slam); Full Atk: +34 melee (3d10+13, 4 slams); Space/Reach 15 ft./15 ft.; SA Engulf, improved grab, wall of ice; SQ Construct traits, DR 10/-, darkvision 60 ft., immunity to acid and cold, low-light vision, vulnerability to fire, watery concealment; AL N; SV Fort +8, Ref +7, Will +9; Str 36, Dex 8, Con –, Int –, Wis 12, Cha 1.

Engulf (Ex): A shaboath can attempt to engulf a grabbed opponent that is equal to or smaller than its size category by making a successful grapple check. Once inside, the opponent takes 3d10+19 points of

crushing damage per round if the opponent cannot breathe water, it must hold. Its breath or begin to drown. An engulfed creature can escape by making a successful grapple check or Escape Artist check. The amount of time a creature can hold its breath if it takes a standard action is reduced by 1 round. A shaboath can engulf 1 Large creature, 2 Medium creatures, 4 Small creatures, 8 Tiny creatures, 16 Diminutive creatures, or 32 Fine creatures at one time.

Improved Grab (Ex): To use this ability, a shaboath must hit with a slam attack. It can then attempt to start a grapple as a free action without provoking attacks of opportunity. If it wins the grapple check, it can attempt to engulf the target in the following round.

Wall of Ice (Su): A shaboath can generate a *wall of ice* (as the spell, caster level 20th) once per minute as a standard action that does not provoke attacks of opportunity.

Construct Traits: A shaboath has immunity to poison, sleep effects, paralysis, stunning, disease, death effects, necromancy effects, mind-affecting spells and abilities (charms, compulsions, phantasms, patterns, and morale effects), and any effect that requires a Fortitude save unless it also works on objects or is harmless. It is not subject to extra damage from critical hits, non-lethal damage, ability damage, ability drain, fatigue, exhaustion, or energy drain. It cannot heal damage, but it can be repaired. It has darkvision out to 60 feet and low-light vision.

Watery Concealment (Ex): A shaboath that is completely underwater is difficult to see. Its form constantly shifts and blends with the surrounding water, granting the creature concealment.

➤ **Shadowed Cold Element Advanced Wyste:** CR 10; Huge elemental (cold); HD 13d8+65; hp 127; Init +1; Spd 15 ft., swim 60 ft.; AC 21 (-2 size, +1 Dex, +12 natural), touch 9, flat-footed 20; Base Atk/Grp: +9/+24; Atk: +14 melee (1d4+7+1d8 cold, tentacle); Full Atk: +14 melee (1d4+7+1d8 cold, 7 tentacles); Space/Reach 15 ft./10 ft.; SA Bite, improved grab; SQ Blindsight 120 ft., darkvision 60 ft., DR 10/magic, elemental traits, evasion, fast healing 2, ice walking, immunity to acid and cold, low-light vision, vulnerability to fire; AL N; SV Fort +11, Ref +7, Will +10; Str 24, Dex 13, Con 20, Int 1, Wis 11, Cha 8.

Skills and Feats: Listen +6, Move Silently +7, Spot +14, Swim +15; Alertness, Improved Critical (Bite).

Bite (Ex): When a wyste grapples an opponent, its tentacles draw the victim to its toothed sucker hole. On the round after the wyste grabs, it makes a regular attack with its bite (in lieu of any claw attacks), gaining a +4 bonus on the attack roll (+18 melee). If the bite attack misses, the wyste drops the character, who falls prone in front of the creature. If the bite attack is successful, the victim takes 1d6+10 points of damage. The wyste can deal bit damage automatically every round. The victim can escape by winning an opposed grapple check against the wyste, making a successful

Escape Artist check against the wyste's grapple check result, or by killing the wyste.

Icewalking (Ex): As the *spider climb* spell, but applies to all icy surfaces.

Improved Grab (Ex): If a wyste hits a Large or smaller opponent with one or more tentacle attacks, it deals normal damage and attempts to start a grapple as a free action without provoking an attack of opportunity (grapple bonus +24, +2 for each tentacle that hit beyond the first). The wyste can make only one grapple attempt per round, no matter how many tentacles it devotes to the effort. If it gets a hold, it has the option to conduct the grapple normally, or simply use its tentacles to hold the opponent (-20 penalty on grapple check, but the wyste is not considered grappled). In either case, each successful grapple check it makes during the successive rounds automatically deals damage for all tentacles used to hold the opponent.

Blindsight (Ex): A wyste is blind, but its tentacles are sensory organs that can be used to ascertain prey by scent and vibration. This ability enables it to discern objects and creatures within 120 feet. A wyste usually does not need to make Spot or Listen checks to notice creatures within range of its blindsight.

Shadow Blend (Su): In any conditions other than full daylight, a shadow creature can disappear into the shadows, giving it total concealment. Artificial illumination, even a *light* or *continual flame* spell, does not negate this ability, but *daylight* spell will.

Encounter 9: In the Walls

➤ **Tarja Arjotta:** Male human (Suel) ex-Cleric 4/Rogue 1/Ur Priest 9; CR 14; Medium humanoid (human); HD 13d8+1d6+28; hp 104; Init +0; Spd 30 ft.; AC 21 (+1 Dex, +2 shield, +8 armor), touch 11, flat-footed 20; Base Atk/Grp: +9/+8; Atk: +10 melee (1d8-1, morningstar) or +11 ranged (1d8/19-20, light crossbow); Full Atk: +10/+5 melee (1d8-1, morningstar) or +11/+6 ranged (1d8/19-20, light crossbow); SA Rebuke Undead (10/day), sneak attack +1d6; SQ Divine spell resistance 20, siphon spell power, trapfinding; AL CE; SV Fort +7, Ref +6, Will +19; Str 8, Dex 10, Con 14, Int 12, Wis 21 [25], Cha 12 [16].

Skills and Feats: Bluff +7, Concentration +18, Knowledge (arcana) +9, Knowledge (religion) +11, Knowledge (the planes) +9, Spellcraft +19, Survival +7 (+9 on other planes); Divine Meta-Magic (Quicken), Extra Turning, Iron Will, Leadership, Spell Focus (evil), Quicken Spell.

Divine Spell Resistance (Su): At 4th level, an ur-priest gains spell resistance 15, but only against divine spells and the spell-like abilities of outsiders. At 8th level, the ur-priest's spell resistance increases to 20.

Siphon Spell Power (Ex): Because they steal whatever power they can, ur-priests learn to manipulate their energy in ways that can found other casters. An ur-priest of 6th level or higher can temporarily sacrifice two (or more) lower-level spell slots and use those slots, to prepare a higher-level spell.

The higher-level spell must be of a level the ur-priest can cast. Only one exchange of this sort can be made each day. The levels of the lower-level slots are totaled, then reduced to three-quarters (round down) to determine the level of the extra higher-level spell slot. For example, an ur-priest who sacrifices a 3rd-level spell and a 5th-level spell can use that spell slot to prepare an additional 6th-level spell (3 + 5 = 8, and 8 x 3/4 = 6).

Languages: Cold Tongue, Common.

Spells Prepared (6/7/6/6/5/5/4/3/1; base DC = 17 + spell level): 0th – *cure minor wounds* (x2), *detect magic* (x2), *detect poison*, *guidance*; 1st – *bless*, *cure light wounds*, *divine favor*, *entropic shield*, *protection from good*, *shield of faith* (x2); 2nd – *cure moderate wounds* (x2), *resist energy* (x2), *silence*, *sound burst*; 3rd – *invisibility purge*, *lesser aura of cold*, *magic vestment* (x3), *wrack*; 4th – *air walk*, *cure critical wounds*, *death ward*, *freedom of movement*, *greater magic weapon*; 5th – *flamestrike* (x2), *frostbite*, *mass cure light wounds*, *wall of stone*; 6th – *greater dispel magic*, *heal*, *hero's feast*, *quicken remove blindness/deafness*; 7th – *quicken dispel magic*, *quicken healing lorecall*, *quicken recitation*; 8th – *unholy aura*.

Power-Up Suite (*air walk*, *death ward*, *entropic shield*, *freedom of movement*, *hero's feast*, *invisibility purge*, *magic vestment*, *resist energy* (20 pts, fire), *unholy aura*) – hp 113; AC 27 (+4 deflection, +1 Dex, +2 shield, +10 armor), touch 15, flat-footed 24; Atk: +11 melee (1d8-1, morningstar) or +12 ranged (1d8/19-20, light crossbow); Full Atk: +11/+6 melee (1d8-1, morningstar) or +12/+7 ranged (1d8/19-20, light crossbow); SQ 25 vs. good; SV Fort +11, Ref +10, Will +23.

Possessions: Masterwork morningstar, heavy steel shield, full plate, light crossbow, 10 Masterwork bolts, holy symbol (x2), spell component pouch (x2), 2 alchemist fire, sunrod, tanglefoot bag, *cloak of charisma* +4, *mantle of hidden faith*, *lesser rod of piercing cold*, *peripat of wisdom* +4.

Physical Description: Tall and thin Suel man with a patchy beard and bulging eyes.

☛ **Vennekka Irkko:** Female human (Suel) Druid 5/Wizard 2/Fleshwarper 4/Arcane Hierophant 3; CR 14; Medium humanoid (human); HD 5d8+2d4+7d6+16; hp 80; Init +0; Spd 30 ft.; AC 16 (+2 natural, +2 armor, +2 shield), touch 10, flat-footed 16; Base Atk/Grp: +9/+10; Atk: +9 melee (1d6-1/18-20, scimitar) or +10 ranged (1d6-1/x3, shortspear); Full Atk: +9/+4 melee (1d6-1/18-20, scimitar) or +10/+5 ranged (1d6-1/x3, shortspear); SQ Aberrant familiar (x2), companion familiar, elder secret, graft mastery, ignore arcane spell failure, resist nature's lure, trackless step, wild empathy, wild shape large 3/day, woodland stride; AL NE; SV Fort +10, Ref +3, Will +14; Str 8, Dex 10, Con 12, Int 18 [22], Wis 17, Cha 12.

Skills and Feats: Concentration +18, Handle Animal +9, Heal +19, Knowledge (arcana) +20, Knowledge (nature) +26, Listen +17, Ride +10, Spellcraft +25 (+27 w/scrolls), Spot +17, Survival +17,

Use Magic Device +18 (+20 w/scrolls); Aberration Blood (flexible limbs), Aberration Wild Shape, Graft Flesh, Leadership, Natural Bond, Natural Spell.

Elder Secret (Su): Your continuous self-experimentation in grafting results in occasional improvements to your form. At 2nd level and every three levels thereafter, you make a powerful discovery in your research and learn how to improve your body in a subtle, minor way. Choose one elder secret from those described below when you reach 2nd, 5th, and 8th level.

Secret of the Glibbering Moulder: Your form becomes partially amorphous. You have a 25% chance to ignore the extra damage dealt by a critical hit or a sneak attack.

Graft Mastery (Ex): You learn how to create and apply grafts normally not available to your race by studying forbidden tomes and consulting ancient nameless sources. When you first gain the Graft Flesh feat, you choose a specific type of graft to associate with the feat (most likely silthilar grafts, or beholder or undead grafts from the *Fiend Folio* or *Libris Mortis*). At 3rd level, you can select a new type of graft to add to the list. If you choose a graft type that normally requires the creator to be a member of that race (such as aboleth and illithid grafts, or fiendish or yuan-ti grafts from the *Fiend Folio*), you ignore that restriction completely. You can select a new graft type every time you gain an odd-numbered fleshwarper level higher than 3rd.

Languages: Cold Tongue, Common, Druidic, Orc, Sylvan.

Druid Spells Prepared (5/4/4/4/2; base DC = 13 + spell level, 8th-level caster): 0th – *cure minor wounds*, *detect magic* (x2), *guidance*, *resistance*; 1st – *cure light wounds*, *faerie fire*, *ice skate*, *magic fang*, *produce flame*; 2nd – *barkskin*, *listening lorecall*, *nature's favor*, *numbing sphere*; 3rd – *column of ice*, *cure moderate wounds*, *greater magic fang* (x2); 4th – *freedom of movement* (x2).

Wizard Spells Prepared (4/6/5/3/2; base DC = 16 + spell level, 8th-level caster): 0th – *acid splash*, *detect magic*, *mage hand*, *touch of fatigue*; 1st – *mage armor*, *magic missile* (x2), *protection from good*, *shield*, *shocking grasp*; 2nd – *blur*, *false life*, *mirror image*, *scorching ray*, *see invisibility*; 3rd – *enhance familiar*, *heroism*, *vampiric touch*; 4th – *fortify familiar*, *stoneskin*.

Power-Up Suite (*blur*** (20% miss chance), *hero's feast**, *listening lorecall*** (30' blindsight), *protection from good***, *resist energy* (20 pts, fire)*, *shield***, *shield of faith**, *unholy aura**) – hp 89; AC 22 (+2 natural, +4 deflection, +2 armor, +4 shield), touch 10, flat-footed 18; Atk: +10 melee (1d6-1/18-20, scimitar) or +11 ranged (1d6-1/x3, shortspear); Full Atk: +10/+5 melee (1d6-1/18-20, scimitar) or +11/+6 ranged (1d6-1/x3, shortspear); SQ SR 25 vs. good; SV Fort +14, Ref +7, Will +18.

*Cast by Tarja

**Cast by Vennekka

Possessions: Masterwork scimitar, masterwork shortspear, leather armor, large wooden shield, holly, spell component pouch, *headband of intellect +4*, *scroll of disintegrate*, *chitin plating* (silthilar graft).

Physical Description: A pale Suel woman with alabaster skin and very lanky limbs. She has black chitinous plates from her neck down the rest of her body.

☛ **Vor Evar:** Male human (Suel) Barbarian 2/Fighter 1/Ranger 3/Frostrager 4/Primeval 2; CR – (cohort); Medium humanoid (human); HD 3d8+6d12+3d10+60; hp 140; Init +2; Spd 40 ft.; AC 17 (+2 Dex, +5 armor), touch 12, flat-footed 15; Base Atk/Grp: +12/+19; Atk: +20 melee (1d3+7, unarmed strike) or +15 ranged (1d6+7, javelin); Full Atk: +20/+15/+10 melee (1d3+7, unarmed strike) or +18/+18/+13/+8 melee (1d3+7, unarmed strike) or +16/+16/+16/+11/+6 melee (1d3+7, unarmed strike) or +15/+10/+5 ranged (1d6+7, javelin); SA Favored enemy +2 (human), freezing blood, frostrage, improved frostrage, one-two punch, primeval form 1/day, rage 1/day; SQ Absorb cold, animal empathy (lions), low-light vision, uncanny dodge, wild empathy; AL CE; SV Fort +18, Ref +6, Will +2; Str 20 [24], Dex 15, Con 17 [19], Int 7, Wis 11, Cha 7.

Skills and Feats: Handle Animal +3, Heal +2, Hide +8, Intimidate +5, Knowledge (nature) +5, Listen +12, Move Silently +7, Ride +4, Spot +12, Survival +14; Endurance, Frozen Berserker, Improved Grapple, Improved Toughness, Improved Unarmed Strike, Power Attack, Self-Sufficient, Toughness, Track, Two Weapon Fighting, Weapon Focus (Unarmed Strike).

Absorb Cold (Su): At 3rd level, while raging, the frostrager not only gains immunity to cold, but it heals him. For every 2 points of cold damage that would have otherwise have been dealt by an attack, the frostrager heals 1 point of damage.

Animal Empathy (Ex): In any form, the primeval can communicate with animals of his chosen primeval form (or related types). For example, a primeval whose primeval form is a dire wolf may communicate with wolves and dire wolves. He gains a +4 bonus on Charisma-based checks against animals of his chosen primeval form and related animals.

Freezing Blood (Su): At 1st level, a frostrager's blood becomes freezing cold. His wounds instantly freeze over and stop bleeding; he is immune to attacks that cause wounding effects. If reduced to negative hit points, he automatically stabilizes. He still takes 1 point of damage if he takes any actions while at 0 or negative hit points, however.

Frostrage (Su): While raging, the character grows larger and more massive, and his freezing sweat forms icicles as it streams out of his pores, coating his body in a glittering crust of ice. The frostrager's actual size category does not change (nor does his space/reach), but he does gain a +4 natural armor bonus to Armor Class from the sheets of ice that form over his body. In addition, a frostrager's unarmed attacks deal 1d6 points of damage plus 1d4 points of cold damage on a successful hit. If the frostrager is

Small, his unarmed attack deals 1d4 points of damage, and if the frostrager is Large, his unarmed attack deals 1d8 points of damage.

Improved Frostrage (Su): At 4th level while raging, the frostrager's natural armor bonus increases to +6. His unarmed attacks deal 1d8 points of damage plus 1d6 points of cold damage on a successful hit. If the frostrager is Small, his unarmed attack deals 1d6 points of damage, and if the frostrager is Large, his unarmed attack deals 2d6 points of damage.

One-Two Punch (Ex): At 2nd level, while making an unarmed attack, the frostrager may make one extra attack in a round at his highest base attack bonus, but each attack made in that round (the extra one and the normal ones) take a -2 penalty.

Primeval Form (Su): The primary ability of the primeval is the supernatural ability to assume an alternate form. This functions similarly to the druid's wild shape ability, except the alternate form chosen must be selected when the character takes his first level of primeval and cannot be changed after that. Each time the character changes form with this ability, he assumes the same form. At 1st level, he may change shape into his primeval form once per day. He can use this ability one additional time each day at 4th level, 7th level, and again at 10th level.

This ability functions like the polymorph spell, except as noted here. It lasts for 1 minute per primeval level, or until he changes back. Changing form (into either form) is a standard action and doesn't provoke attacks of opportunity.

The primeval does not assume the animal's physical ability scores. Instead, he adds the animal's ability score -10 (for even scores) or -11 (for odd scores) to his own ability scores. For example, a primeval with a Strength score of 16 who assumes the form of a dire lion (Strength 25) adds +14 to his normal Strength of 16 to determine his Strength score in his primeval form. Remember, items that enhance the character's ability scores may be rendered inoperative by his change in form.

The primeval loses his ability to speak while in primeval form because he is limited to the sounds that the form can make naturally.

If the primeval has the wild shape ability from other class levels, he may use wild shape to assume his primeval form. He cannot use his primeval form ability to wild shape, however.

Vor Evar (Dire Lion Form): hp 176; Init +4; Spd 40 ft.; AC 17 (-1 size, +4 Dex, +4 natural), touch 13, flat-footed 13; Base Atk/Grp: +12/+28; Atk: +24 melee (1d6+12, claw); Full Atk: +24 melee (1d6+12, 2 claws) and +19 melee (1d8+6, bite); Space/Reach 10 ft./5 ft.; SA Improved grab, pounce, rake 1d6+3; SQ Low-light vision, scent; SV Fort +19, Ref +7, Will +1; Str 34, Dex 19, Con 23, Int 7, Wis 11, Cha 7.

Improved Grab (Ex): To use this ability, a dire lion must hit with its bite attack. It can then attempt to start a grapple as a free action without

provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and can rake.

Pounce (Ex): If a dire lion charges, it can make a full attack, including two rake attacks.

Rake (Ex): Attack bonus +24 melee, damage 1d6+6.

Languages: Cold Tongue.

Power-Up Suite (*freedom of movement***, *greater magic fang***, *hero's feast**, *magic vestment**, *shield of faith**, *unholy aura***) – hp 149; AC 23 (+4 deflection, +2 Dex, +7 armor), touch 16, flat-footed 21; Atk: +22 melee (1d3+8, unarmed strike) or +16 ranged (1d6+7, javelin); Full Atk: +22/+17/+12 melee (1d3+8, unarmed strike) or +20/+20/+15/+10 melee (1d3+8, unarmed strike) or +18/+18/+18/+13/+8 melee (1d3+8, unarmed strike) or +16/+11/+6 ranged (1d6+7, javelin); SQ SR 25 vs. good; SV Fort +22, Ref +10, Will +7.

*Cast by Tarja

**Cast by Vennekka

Power-Up Suite (*raging*, *Dire Lion form*, *freedom of movement***, *greater magic fang***, *hero's feast**, *magic vestment**, *shield of faith**, *unholy aura***) hp 209; Init +4; Spd 40 ft.; AC 19 (-2 raging, -1 size, +4 deflection, +4 Dex, +4 natural), touch 15, flat-footed 15; Base Atk/Grp: +12/+32; Atk: +28 melee (1d8+16+1d6 cold, claw); Full Atk: +28 melee (1d8+16+1d6 cold, 2 claws) and +25 melee (1d8+9+1d6 cold, bite) or +26 melee (1d8+16+1d6 cold, 3 claws) and +21 melee (1d8+9+1d6 cold, bite); Space/Reach 10 ft./5 ft.; SA Improved grab, pounce, rake 1d6+3; SQ SR 25 vs. good; SV Fort +22, Ref +7, Will +3; Str 38, Con 27

*Cast by Tarja

**Cast by Vennekka

Possessions: Masterwork mithral breastplate, 6 Masterwork javelins, *belt of strength +4*, *amulet of health +2*.

Physical Description: A feral looking man, drooling on himself, which has frozen in his beard and on his breastplate.

➤ **Balloff:** Brown Bear; CR – (animal companion/familiar); Huge aberration (augmented animal); HD 8d8+56; hp 90; Init +1; Spd 40 ft.; AC 24 (-2 size, +1 Dex, +15 natural), touch 9, flat-footed 23; Base Atk/Grp: +6/+23; Atk: +17 melee (2d6+13, claw); Full Atk: +17 melee (2d6+13, 2 claws) and +12 melee (3d6+11, bite); Space/Reach 15 ft./10 ft.; SA Improved grab; SQ Darkvision 60 ft., evasion, link, low-light vision, scent, share spells, speak with bears, speak with master; AL N; SV Fort +12, Ref +9, Will +3; Str 36, Dex 12, Con 24, Int 10, Wis 12, Cha 6.

Skills and Feats: Listen +9, Spot +12, Swim +17; Endurance, Power Attack, Run, Track.

Improved Grab (Ex): To use this ability, a brown bear must hit with a claw attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity.

Aberrant Familiar (Su): *Size Increase* – The familiar's size becomes larger by one category.

Amorphous Form: A familiar with this ability is immune to extra damage from critical hits and sneak attacks.

Power-Up Suite (*barkskin***, *enhance familiar***, *false life***, *fortify familiar***, *freedom of movement***, *greater magic fang***, *hero's feast**, *heroism***, *ice skate***, *mage armor***, *nature's favor***, *protection from good**, *see invisibility***, *stoneskin***, *unholy aura**) – hp 121; Spd 100 ft.; AC 37 (+4 deflection, +4 armor, +2 dodge, -2 size, +1 Dex, +18 natural), touch 9, flat-footed 26; Atk: +24 melee (2d6+18, claw); Full Atk: +24 melee (2d6+18, 2 claws) and +19 melee (3d6+16, bite); SQ SR 25 vs. good, SV Fort +20, Ref +17, Will +11; +2 to all skills.

*Cast by Tarja

**Cast by Vennekka

➤ **Olgar:** Male human (Suel) Barbarian 3/Fighter 2/Tactical Soldier 5; CR – (cohort); Medium humanoid (human); HD 3d12+7d10+30; hp 102; Init +1; Spd 40 ft.; AC 21 (+1 Dex, +8 armor, +2 shield), touch 11, flat-footed 20; Base Atk/Grp: +10/+14; Atk: +16 melee (1d8+5/19-20, +1 longsword) or +13 ranged (1d8+4/x3, composite longbow); Full Atk: +16/+11 melee (1d8+5/19-20, +1 longsword) or +13/+8 ranged (1d8+4/x3, composite longbow); SA Offensive strike, rage 1/day; SQ Defensive shield, flanker, interpose, trap sense +1, uncanny dodge; AL NE; SV Fort +13, Ref +3, Will +1; Str 18, Dex 13, Con 16, Int 13, Wis 8, Cha 8.

Skills and Feats: Climb +17, Diplomacy +1, Intimidate +10, Jump +15, Listen +5, Sense Motive +12, Survival +5; Cleave, Combat Expertise, Combat Reflexes, Dodge, Karmic Strike, Power Attack, Sidestep, Weapon Focus (longsword).

Defensive Shield (Ex): Starting at 4th level, whenever a tactical soldier fights defensively, she provides up to two adjacent allies with a +2 dodge bonus to Armor Class, though their attack rolls do not take the normal -4 penalty (but her attack rolls still do).

Flanker (Ex): A tactical soldier can flank enemies from seemingly impossible angles. She can designate any adjacent square as the square from which flanking against an ally is determined (including the square where she stands, as normal). She may designate the square at the beginning of her turn or at any time during her turn. The designated square remains her effective square for flanking until she is no longer adjacent to it or until she chooses a different square (at the start of one of her turns). The character can even choose a square that is impassable or occupied.

Interpose (Ex): A tactical soldier gains this ability, usable three times per day, at 3rd level. When an enemy threatens her in melee and makes a successful attack against an adjacent ally of hers, the tactical soldier may take the damage (and other effects) of the blow as if she had been hit instead.

Offensive Strike (Ex): Starting at 5th level, in times of urgency a tactical soldier can lower all her defense to make a very aggressive attack. When making an offensive strike, the tactical soldier gains a

+4 bonus on melee attack rolls and damage rolls for 1 round. Until her next turn, however, she is wide open to physical and magical attacks. All successful attack rolls made against the tactical soldier are automatic threats, and all saving throws the tactical soldier makes against spells automatically fail.

Languages: Cold Tongue, Common.

Power-Up Suite (*greater magic weapon**, *hero's feast**, *magic vestment**, *unholy aura**) – hp 111; AC 29 (+2 natural, +4 deflection, +1 Dex, +10 armor, +2 shield), touch 15, flat-footed 28; Atk: +19 melee (1d8+7/19-20, +1 *longsword*) or +14 ranged (1d8+4/x3, composite longbow); Full Atk: +19/+14 melee (1d8+7/19-20, +1 *longsword*) or +14/+9 ranged (1d8+4/x3, composite longbow); SQ SR 25 vs. good, SV Fort +17, Ref +7, Will +5.

*Cast by Tarja

Power-Up Suite (*raging*, *greater magic weapon**, *hero's feast**, *magic vestment**, *unholy aura**) – hp 131; AC 27 (-2 raging, +2 natural, +4 deflection, +1 Dex, +10 armor, +2 shield), touch 13, flat-footed 26; Base Atk/Grp: +10/+16; Atk: +21 melee (1d8+9/19-20, +1 *longsword*) or +14 ranged (1d8+4/x3, composite longbow); Full Atk: +21/+16 melee (1d8+9/19-20, +1 *longsword*) or +14/+9 ranged (1d8+4/x3, composite longbow); SQ SR 25 vs. good, SV Fort +19, Ref +7, Will +7; Str 22, Con 20.

*Cast by Tarja

Possessions: Full plate, heavy steel shield, +1 *longsword*, mighty composite longbow [+4], 20 Masterwork arrows, 5 alchemist fire, 5 tanglefoot bags, 10 sunrods, *chitin plating* (silthilar graft).

Physical Description: A large Suel man with red hair and fine furs, with chitin plates under his clothes.

Encounter 1: Into the Corusks

☛ **Ingegred, Hungoff, Lolmar, Rederi, Anskieri, Hunmar:** Male human (Suel) Barbarian 6/Fighter 4; CR 10; Medium humanoid (human); HD 6d12+4d10+40; hp 114; Init +5; Spd 30 ft.; AC 14 [+1 Dex, +3 hide armor], touch 11, flat-footed 13; Base Atk/Grp: +10/+14; Atk: +16 melee (1d12+8/x3, greataxe) or +11 ranged (1d6+4, javelin); Full Atk: +16/+11 melee (1d12+8/x3, greataxe) or +11 ranged (1d6+4, javelin); SA Rage 2/day; SQ Improved uncanny dodge, trap sense +2, uncanny dodge; AL CN SV Fort +12, Ref +4, Will +5; Str 18, Dex 13, Con 16, Int 8, Wis 10, Cha 11.

Skills and Feats: Climb +15, Intimidate +13, Listen +5, Survival +9; Cold Endurance, Death Blow, Improved Initiative, Improved Toughness, Iron Will, Power Attack, Weapon Focus (Greataxe), Weapon Specialization (Greataxe).

Languages: Cold Tongue.

Power-Up Suite (raging) - hp 134; AC 12 [-2 raging, +1 Dex, +3 hide armor], touch 9, flat-footed 11; Base Atk/Grp: +10/+16; Atk: +18 melee (1d12+11/x3, greataxe) or +11 ranged (1d6+6, javelin); Full Atk: +18/+13 melee (1d12+11/x3, greataxe) or +11 ranged (1d6+6, javelin); SV Fort +14, Will +7; Str 22, Con 20.

Possessions: Masterwork greataxe, 5 javelins, hide armor, crampon, cold weather outfit, furs, snow goggles, snowshoes.

☛ **Ingemar:** Male human (Suel) Barbarian 6/Fighter 4/Occult Slayer 5; CR 15; Medium humanoid (human); HD 6d12+9d10+60; hp 167; Init +5; Spd 30 ft.; AC 16 [+1 Dex, +1 deflection, +4 armor], touch 12, flat-footed 15; Base Atk/Grp: +15/+21; Atk: +23 melee (1d12+10+1d6 fire/x3, +1 *flaming greataxe*) or +16 ranged (1d6+6, javelin); Full Atk: +23/+18/+13 melee (1d12+10+1d6 fire/x3, +1 *flaming greataxe*) or +16/+11/+6 ranged (1d6+6, javelin); SA Rage 2/day, vicious strike, weapon bond; SQ Auravision, blank thoughts, improved uncanny dodge, magical defense +3, mind over magic 2/day, nondetection cloak, trap sense +2, uncanny dodge; AL CN; SV Fort +13, Ref +5, Will +11; Str 20 [22], Dex 12, Con 16, Int 10, Wis 12, Cha 8.

Skills and Feats: Bluff +12, Climb +10, Diplomacy +1, Intimidate +13, Knowledge (arcana) +4, Listen +14, Sense Motive +3, Spellcraft +3, Spot +3, Survival +10; Aberration Blood (Bulging Eyes), Close Quarters Fighting, Cold Endurance, Death Blow, Improved Initiative, Improved Toughness, Improved Unarmed Strike, Iron Will, Warped Mind, Weapon Focus (Greataxe).

Magical Defense (Ex): An occult slayer's constant training in countering magic of all types manifests itself as a bonus on saving throws against spells or spell like abilities. This bonus is +1 at 1st level and it increase to +2 at 3rd level and to +3 at 5th level.

Weapon Bond (Su): An occult Slayer must choose a particular weapon of at least masterwork quality as the focus of her power. Upon making her selection, she immediately forms a bond with her chosen weapon that imbues it with the force of her hatred for spellcasters. Thereafter, any successful attack she makes with the chosen weapon against a spellcaster or a creature with spell-like abilities deals extra 1d6 points of damage. If this particular weapon is lost or destroyed, the occult slayer loses the ability to deal the extra damage until she acquires and bonds with another weapon of the same kind of at least masterwork quality. The occult slayer must spend one day per character level practicing with the replacement weapon (and doing very little else – no adventuring) to create a new weapon bond.

Mind over Magic (Su): Starting at 2nd level, and occult slayer can cause a spell or spell-like ability targeted against her to rebound onto the originator as a free action. This ability otherwise functions as the *spell turning* spell (caster level equals the character's occult slayer level +5). An occult slayer can use this ability once per day at 2nd level and twice per day at 4th level.

Vicious Strike (Ex): At 2nd level and higher, an occult slayer who readies an attack action to disrupt a spellcaster deals double damage if the attack hits.

Auravision (Su): At 3rd level, and occult slayer gains the ability to see magical auras at a range of up to 60 feet as a free action. This ability otherwise functions as the *detect magic* spell. The character cannot use this ability to determine anything but the number of magical auras present.

Nondetection Cloak (Su): Upon reaching 4th level, an occult slayer (and any gear she wears or carries) becomes more difficult to locate through divinations such as *clairaudience/clairvoyance*, *locate object*, and other detection spells. The occult slayer gains magical protection from divination equivalent to a *nondetection* spell (caster level equals the character's occult slayer level), except that it affect only the occult slayer and her possessions).

Languages: Cold Tongue, Common.

Power-Up Suite (raging) - hp 197; AC 14 [-2 raging, +1 Dex, +1 deflection, +4 armor], touch 10, flat-footed 13; Base Atk/Grp: +15/+23; Atk: +25 melee (1d12+13+1d6 fire/x3, +1 *flaming greataxe*) or +16 ranged (1d6+8, javelin); Full Atk: +25/+20/+15 melee (1d12+13+1d6 fire/x3, +1 *flaming greataxe*) or +16/+11/+6 ranged (1d6+8, javelin); SV Fort +15, Will +13; Str 24 [26], Con 20.

Possessions: +1 *flaming greataxe*, 5 javelins, +1 *hide armor*, *gauntlets of ogre power*, *ring of deflection* +1, *potion of cure moderate wounds*, crampon, cold weather outfit, furs, snow goggles, snowshoes.

Physical Description: A tall Suel barbarian wearing snow goggles, with a braided red beard.

Encounter 3: Hidden Depths

➤ **Advanced Elite White Pudding (3):** CR 11; Huge Ooze; HD 25d10+200; hp 338; Init -4; Spd 20 ft., swim 20 ft.; AC 7 (-2 size, -4 Dex, +3 natural), touch 7, flat-footed 7; Base Atk/Grp: +18/+35; Atk: +25 melee (2d6+13 plus 2d4 acid, slam); Full Atk: +25 melee (2d6+13 plus 2d4 acid, slam); Space/Reach 15 ft./10 ft.; SA Acid, constrict 2d6+13 plus 2d4 acid, improved grab; SQ Blindsight 60 ft., resistance to cold 10, ooze traits, split; AL N; SV Fort +15, Ref +3, Will +4; Str 28, Dex 2, Con 26, Int -, Wis 4, Cha 2.

Skills and Feats: Hide -8 (+8 in snow), Swim +17.

Acid (Ex): A white pudding secretes a digestive acid that dissolves organic material quickly, but does not affect stone or metal. Any melee hit or constrict attack deals acid damage, and the opponent's armor (if not metal) and clothing dissolves and become immediately useless unless it succeeds on a DC 22 Reflex saving throw. A wooden weapon that strikes a white pudding also dissolves immediately unless it succeeds on a DC 22 Reflex save. The save DCs are Constitution-based.

The pudding's acidic touch deals 19 points of damage per round to wooden, leather, or other organic objects, but the ooze must remain in contact with the object for 1 full round to deal his damage.

Constrict (Ex): A white pudding deals automatic slam and acid damage with a successful grapple check. The opponent's clothing and armor take a -4 penalty on Reflex saves against the acid.

Improved Grab (Ex): To use this ability, a pudding must hit with its slam attack. It can't then attempt to start a grapple as a free action without provoking attacks of opportunity. If it wins the grapple check, it establishes a hold and can constrict its prey.

Split (Ex): Slashing and piercing weapons deal no damage to a white pudding. Instead the creature splits into two identical puddings, each with half the original pudding's hit points (round down). A pudding with 0 hit points or less cannot be farther split and dies if reduced to 0 hit points.

Encounter 5: The Frozen Dead

➤ **Tarmorja the Wendigo:** Male fey Barbarian 2/Fighter 2/Sorcerer 1/Dragon Disciple 10; CR 15; Medium fey (cold); HD 13d6+78; hp 117; Init +5; Spd fly 120 ft. [Perfect]; AC 26 (+5 Dex, +7 deflection, +4 natural), touch 22, flat-footed 21; Base Atk/Grp: +11/+20; Atk: +21 melee (2d6+13/15-20 x3, bite); Full Atk: +21/+16/+11 melee (2d6+13/15-20 x3, bite); SA Breath weapon, disease, maddening whispers, rage 1/day, ravenous bite; SQ Blindsight 60 ft., corner of the eye, darkvision 60 ft., immunity to cold, paralysis, and sleep, low-light vision, regeneration 5, uncanny dodge, wind walk; AL CE; SV Fort +19, Ref +8, Will +9; Str 28, Dex 20, Con 22, Int 18, Wis 10, Cha 21 [25].

Skills and Feats: Climb +16, Concentration +22, Handle Animal +15, Hide +13, Intimidate +14, Jump +16, Knowledge (arcana) +13, Listen +11, Move Silently +13, Ride +8, Spellcraft +22, Spot +16, Survival +13; Fly-

By Attack, Improved Critical (Bite), Improved Natural Attack (Bite) x2, Maximize Breath, Power Attack, Power Critical (Bite), Track, Weapon Focus (Bite)

Breath Weapon (Su): At 3rd level, a dragon disciple gains the use of a minor breath weapon once per day. Tarmorja can breath a cone of cold 30 feet long that deals 6d8 points of damage of the appropriate energy type. The DC of the breath weapon is 10 + class level + Con modifier (Reflex DC 31 half).

Corner of the Eye (Su): A wendigo that stalks a victim while wind walking always seems to lurk just at the corner of its chosen victim's field of vision. This victim takes a -2 penalty on all Wisdom-based skill checks as long as the wendigo stalks him.

Disease (Su): Any creature hit by a wendigo's bite attack must succeed on a DC 23 Fortitude save (DC 10 + ½ wendigo's HD + wendigo's Con modifier) or become infected with the wendigo's hunger. The incubation period is 1d3 days, and the disease deals 1d3 points of Wisdom damage. Additionally, each day that a victim takes Wisdom damage from the disease, he must succeed on a DC 24 Will save (DC 10 + ½ wendigo's HD + wendigo's Cha modifier) or become overwhelmed with an insatiable hunger for the flesh of its own race. The victim stalks and tries to kill the closest member of its own race; if it does so, it feeds on the victim's body and then returns home with no memory of the tragic event. If a victim of this hunger is reduced to a Wisdom score of 0, he transforms into a wendigo immediately and races off into the night sky at such speed that his feet burn away into bloody, charred stumps.

Maddening Whispers (Su): A wendigo may use its maddening whispers on any one target within 120 feet once per day. The wendigo may use this ability while wind walking. Only the chosen victim can hear the insane whispers and invitations of the wendigo. The victim must make a successful DC 24 Will save (DC 10 + 1/2 wendigo's HD + wendigo's Cha modifier) or take 1d3 points of Wisdom damage. Typically, a wendigo stalks a chosen victim for days, wearing down the victim's Wisdom score until it attacks and attempts to bring down its disease upon the poor soul. A wendigo will stop stalking a target that resists the maddening whispers for more than three days and fly off to seek easier prey.

Ravenous Bite (Ex): A wendigo threatens a critical hit on a natural roll of 18-20 when attacking with its bite, and deals triple damage on a successful critical hit. A wound resulting from a critical hit bleeds for an additional 3 points of damage per round thereafter. Multiple wounds from such attacks result in cumulative bleeding loss (two wounds for 6 points of damage per round, and so on). The bleeding can be stopped only by a successful Heal check (DC 10) or the application of any cure spell or other healing spell (heal, healing circle, or the like).

Regeneration 5 (Ex): Fire deals normal damage to a wendigo.

Wind Walk (Su): A wendigo can *wind walk* at will, transforming from physical form to incorporeal form or back again as a move action.

Languages: Sylvan.

Spells Known (5/11; base DC = 17 + spell level): 0th – *detect magic, mage hand, resistance, touch of fatigue*; 1st – *distract assailant, mage armor*.

Power-Up Suite (mage armor) – AC 30 (+4 *mage armor*, +5 Dex, +7 deflection, +4 natural), touch 22, flat-footed 25.

Power-Up Suite (raging, mage armor) – hp 147; AC 28 (-2 raging, +4 *mage armor*, +5 Dex, +7 deflection, +4 natural), touch 20, flat-footed 23; Base Atk/Grp: +11/+22; Atk: +23 melee (2d6+16/15-20 x3, bite); Full Atk: +23/+18/+13 melee (2d6+16/15-20 x3, bite); SV Fort +21, Will +11; Str 32, Con 26.

Possessions: Cloak of Charisma +4.

Physical Description: A feral looking man with a canine muzzle, white scales, and wings; whose legs end in burned stumps.

Encounter 7: White Storm

➤ **Aussirkepesk:** Male Very Old White Dragon; CR 17; Huge dragon (cold); HD 27d12+162; hp 365; Init +0; Spd 60 ft., burrow 30 ft., fly 200 ft. (poor), swim 60 ft.; AC 34 (-2 size, +26 natural), touch 8, flat-footed 34; Base Atk/Grp: +27/+45; Atk: +35 melee (3d8+9, bite); Full Atk: +35 melee (3d8+9, bite) and +33 melee (2d6+4, 2 claws) and +33 melee (1d8+4, 2 wings) and +33 melee (2d6+13, tail slap); Space/Reach 15 ft./10 ft. (15 ft. with bite); SA Breath weapon, crush (DC 29 Reflex negates, 2d8+12), freezing fog, frightful presence; SQ Blindsight 60 ft., darkvision 120 ft., DR 15/magic, ice walking, immunity to cold, sleep, and paralysis, keen senses, spell-like abilities, SR 21; AL CE; SV Fort +21, Ref +15, Will +17; Str 31, Dex 10, Con 23, Int 14, Wis 15, Cha 14.

Skills and Feats: Concentration +36, Diplomacy +4, Escape Artist +30, Hide +22, Intimidate +32, Listen +32, Move Silently +30, Sense Motive +32, Spot +32, Use Rope +0 (+2 w/bindings); Fly-By Attack, Hover, Improved Natural Attack (Bite), Iron Will, Maximize Breath, Multiattack, Overcome Weakness, Power Attack, Recover Breath, Suppress Weakness.

Breath Weapon (Su): Using a breath weapon is a standard action. Once a dragon breathes, it can't breathe again until 1d4 rounds later. A blast from a breath weapon always starts at any intersection adjacent to the dragon and extends in a direction of the dragon's choice, in a 40 ft. cone. The breath weapon deals 9d6 points of damage, creatures caught in the area can attempt a DC 29 Reflex saves to take half damage. The save DC against a breath weapon is 10 + 1/2 dragon's HD + dragon's Con modifier.

Freezing Fog (Sp): An old or older white dragon can use this ability three times per day. It is similar to a *solid fog* spell but also causes a rime of slippery ice to form on any surface the fog touches, creating the effect of a *grease* spell. The dragon is

immune to the *grease* effect because of its icewalking ability. This ability is the equivalent of a 5th-level spell.

Frightful Presence (Ex): A young adult or older dragon can unsettle foes with its mere presence. The ability takes effect automatically whenever the dragon attacks, charges, or flies overhead. Creatures within a radius of 270 feet (30 ft. x the dragon's age category) are subject to the effect if they have fewer HD than the dragon. A potentially affected creature that succeeds on a DC 25 Will save (DC 10 + 1/2 dragon's HD + dragon's Cha modifier) remains immune to that dragon's frightful presence for 24 hours. On a failure, creatures with 4 or less HD become panicked for 4d6 rounds and those with 5 or more HD become shaken for 4d6 rounds. Dragons ignore the frightful presence of other dragons.

Icewalking (Ex): This ability works like the *spider climb* spell, but the surfaces the dragon climbs must be icy. It is always in effect.

Spell-Like Abilities: 3/day – *fog cloud, gust of wind*.

Languages: Common, Draconic.

Spells Known (6/7/7/4; 7th level caster, base DC = 11 + spell level): 0th – *detect magic, mage hand, open/close, read magic, prestidigitation, resistance, touch of fatigue*; 1st – *breath flare, grease, lesser shivering touch, shocking grasp, snowsight, truestrike*; 2nd – *blur, obscuring snow, touch of idiocy*; 3rd – *haste, vampiric touch*

Power-Up Suite (blur, greater magic fang*, heroism*, mage armor*, protection from good*, resistance, stonework*) (140 pts.) – AC 38 (+4 armor, -2 size, +26 natural), touch 8, flat-footed 38 (AC 40, touch 10, flat-footed 40 vs. good); Atk: +40 melee (3d8+12, bite); Full Atk: +40 melee (3d8+12, bite) and +35 melee (2d6+4, 2 claws) and +35 melee (1d8+4, 2 wings) and +35 melee (2d6+13, tail slap); SV Fort +24, Ref +18, Will +19 (Fort +25, Ref +19, Will +20 vs. good);

*Cast by Urazandum.

➤ **Urazandum Xcthoss:** Advanced Tsochar wizard 10; CR 15; Medium aberration (shapechanger); HD 8d8+10d4+92; hp 147; Init +3; Spd 20 ft., climb 20 ft.; AC 18 (+1 deflection, +3 Dex, +4 natural), touch 13, flat-footed 14; Base Atk/Grp: +11/+14; Atk: +18 melee (1d6+4, tentacle); Full Atk: +18 melee (1d6+4, 4 tentacles); Space/Reach 5 ft./10 ft.; SA Constrict, improved grab, poison, take spells, wear flesh; SQ DR 5/adamantine, darkvision 60 ft., resistance to cold 5, SR 18, telepathy 100 ft.; AL CE; SV Fort +10, Ref +8, Will +18; Str 17, Dex 16, Con 18 [20], Int 18, Wis 14 [16], Cha 13.

Skills and Feats: Bluff +9, Climb +14, Concentration +26, Diplomacy +5, Hide +15, Knowledge (dungeoneering) +8, Knowledge (the planes) +16, Move Silently +7, Sense Motive +11, Spellcraft +25 (+27 w/scrolls), Spot +11, Survival +3 (+5 on other planes), Use Magic Device +13 (+15

w/scrolls); Greater Spell Focus (Evocation), Iron Will, Mindsight, Practiced Spellcaster, Spell Focus (Evocation), Sudden Empower, Sudden Silent, Sudden Still, Sudden Widen, Weapon Finesse.

Constrict (Ex): A tsochar deals 2d4+6 points of damage with a successful grapple check. When a tsochar deals damage by means of its constrict attack, it injects its victim with poison.

Improved Grab (Ex): To use this ability a tsochar must hit with two tentacle attacks. It can then attempt to start a grapple as a free action without provoking attacks of opportunity. If it wins the grapple check, it establishes a hold and can constrict.

Tsochari receive a +4 racial bonus on grapple checks, which is already included in the statistics above.

Poison (Ex): Injury, Fortitude DC 17, initial and secondary damage 1d3 Dex. The save DC is Constitution-based. A tsochar's poison is delivered by dealing damage with its constrict attack

Take Spells (Su): A tsochar that replaces a spellcaster (see below) retains any arcane spells prepared by the dead character, and can cast them as if it had prepared the spells itself. The tsochar must meet the minimum ability score needed to cast the spell based on the type of caster replaced (Intelligence for a wizard, for example), or else the spell is unavailable to it. If the tsochar replaces a spontaneous caster such as a sorcerer, it retains the available spell slots of the dead spellcaster, and can use any spells the dead host knew. In either case, the tsochar cannot regain spells or spell slots it expends from the dead character's spellcasting ability.

Wear Flesh (Su): A tsochar can bore its way into a helpless living creature's body, slipping its ropy tendrils into the spaces between organs and muscles and disappearing into the victim. The victim must be the same size as the tsochar or larger, and the process requires 1 minute. The tsochar can choose to replace or inhabit the victim (see below). Incorporeal creatures and constructs, elementals, oozes, plants, and undead are immune to this ability.

A tsochar can abandon a body it has inhabited or replaced with a full-round action that deals 3d6 points of damage to the host. A tsochar can be forced to abandon the body by a remove disease or dispel evil spell (the caster must succeed on a DC 20 caster level check to expel the monster, which deals damage as described above) or a *heal* or *limited wish* spell (which automatically succeeds and causes no damage to the host).

Inhabit: The tsochar leaves its victim alive and aware. Any time it cares to, it can inflict indescribable agony on its host as a standard action, dealing 6d6 points of damage and requiring the host to succeed on a DC 15 Fortitude save or be nauseated by the pain for 2d4 rounds. The tsochar chooses how much damage it deals with this attack.

The tsochar can take no physical actions while inhabiting a host, but it can use purely mental actions (such as communicating with its host by means of its

telepathy power and threatening to injure or kill the host unless the host does as the monster wishes).

When the host takes damage (other than damage the tsochar inflicts on it), the inhabiting tsochar takes half that damage. For example, if the host takes 28 points of cold damage from a *cone of cold* spell, the tsochar takes 14 points of cold damage.

A tsochar inhabiting a humanoid's body feeds on the creature's blood and tissues, dealing 1d3 points of Constitution damage per day. A successful DC 15 Fortitude save reduces this damage by half. Over the course of days, frail humanoids carrying tsochari sicken and die, although tsochari are clever enough to direct their hosts to acquire curative magic to keep themselves alive indefinitely, if the situation calls for it.

Replace: The tsochar bores out the victim's nervous system, killing the victim. It then animates the body, effectively acting as the nervous system of the dead host. The body remains alive, hosting the tsochar.

This functions like a *polymorph* spell into the victim's exact form, except that the tsochar can remain in the victim's form for up to a year, and it leaves the victim's corpse behind when it chooses to end the effect. The tsochar uses the victim's physical ability scores in place of its own, as described by *polymorph*. The tsochar can remain in this form indefinitely, but once it abandons the form, it cannot animate the body.

Tsochari that have replaced a humanoid slowly devour their new shell from the inside out. A replaced body takes 1d4 points of Constitution drain per month, which does not heal naturally and can be restored only by magical means. A successful DC 15 Fortitude save reduces this damage by half. Naturally tsochari imposters choose to abandon bodies they have replaced before they become too weak to be serviceable.

Telepathy (Su): A tsochar can communicate telepathically with any creature within 100 feet that has a language.

Languages: Tsochar.

Spells Prepared (4/5/5/4/4/2; base DC = 14 + spell level, 16 + spell level for evocation): 0th – *acid splash*, *detect magic*, *mage hand*, *resistance*; 1st – *burning hands*, *mage armor* (x2), *magic missile*, *protection from good*; 2nd – *false life*, *whispercast* (x4); 3rd – *dispel magic*, *fireball* (2), *heroism*; 4th – *dimension door*, *greater invisibility*, *resilient sphere*, *stoneskin*; 5th – *arc of lightning*, *teleport*.

Power-Up Suite (*false life*, *mage armor*, *resistance*) – hp 163; AC 22 (+1 deflection, +4 armor, +3 Dex, +4 natural), touch 13, flat-footed 18; SV Fort +11, Ref +9, Will +19.

Possessions: *Amulet of health* +2, *amulet of might* +1, *peridot of wisdom* +2, *ring of counterspells* (*dispel magic*), *ring of feather fall*, *ring of protection* +1, ~~*scroll of greater magic fang*~~.

Encounter 8: Lairs Upon Layers

➤ **Advanced Shaboath:** CR 15; Huge construct (cold); HD 31d10+40; hp 263; Init -1; Spd 20 ft., swim

30 ft.; AC 22 (-2 size, -1 Dex, +15 natural), touch 7, flat-footed 22; Base Atk/Grp: +23/+44; Atk: +34 melee (3d10+13, slam); Full Atk: +34 melee (3d10+13, 4 slams); Space/Reach 15 ft./15 ft.; SA Engulf, improved grab, wall of ice; SQ Construct traits, DR 10/-, darkvision 60 ft., immunity to acid and cold, low-light vision, vulnerability to fire, watery concealment; AL N; SV Fort +8, Ref +7, Will +9; Str 36, Dex 8, Con -, Int -, Wis 12, Cha 1.

Engulf (Ex): A shaboath can attempt to engulf a grabbed opponent that is equal to or smaller than its size category by making a successful grapple check. Once inside, the opponent takes 3d10+19 points of crushing damage per round if the opponent cannot breathe water, it must hold. Its breath or begin to drown. An engulfed creature can escape by making a successful grapple check or Escape Artist check. The amount of time a creature can hold its breath if it takes a standard action is reduced by 1 round. A shaboath can engulf 1 Large creature, 2 Medium creatures, 4 Small creatures, 8 Tiny creatures, 16 Diminutive creatures, or 32 Fine creatures at one time.

Improved Grab (Ex): To use this ability, a shaboath must hit with a slam attack. It can then attempt to start a grapple as a free action without provoking attacks of opportunity. If it wins the grapple check, it can attempt to engulf the target in the following round.

Wall of Ice (Su): A shaboath can generate a *wall of ice* (as the spell, caster level 20th) once per minute as a standard action that does not provoke attacks of opportunity.

Construct Traits: A shaboath has immunity to poison, sleep effects, paralysis, stunning, disease, death effects, necromancy effects, mind-affecting spells and abilities (charms, compulsions, phantasms, patterns, and morale effects), and any effect that requires a Fortitude save unless it also works on objects or is harmless. It is not subject to extra damage from critical hits, non-lethal damage, ability damage, ability drain, fatigue, exhaustion, or energy drain. It cannot heal damage, but it can be repaired. It has darkvision out to 60 feet and low-light vision.

Watery Concealment (Ex): A shaboath that is completely underwater is difficult to see. Its form constantly shifts and blends with the surrounding water, granting the creature concealment.

☛ **Elite Shadowed Cold Element Advanced Wyste:** CR 11; Huge elemental (cold); HD 13d8+78; hp 137; Init +2; Spd 15 ft., swim 60 ft.; AC 22 (-2 size, +2 Dex, +12 natural), touch 10, flat-footed 20; Base Atk/Grp: +9/+25; Atk: +15 melee (1d4+8+1d8 cold, tentacle); Full Atk: +15 melee (1d4+8+1d8 cold, 7 tentacles); Space/Reach 15 ft./10 ft.; SA Bite, improved grab; SQ Blindsight 120 ft., darkvision 60 ft., DR 10/magic, elemental traits, evasion, fast healing 2, ice walking, immunity to acid and cold, low-light vision, vulnerability to fire; AL N; SV Fort +12, Ref +8, Will +11; Str 26, Dex 15, Con 22, Int 1, Wis 12, Cha 10.

Skills and Feats: Listen +7, Move Silently +8, Spot +15, Swim +16; Alertness, Improved Critical (Bite).

Bite (Ex): When a wyste grapples an opponent, its tentacles draw the victim to its toothed sucker hole. On the round after the wyste grabs, it makes a regular attack with its bite (in lieu of any claw attacks), gaining a +4 bonus on the attack roll (+19 melee). If the bite attack misses, the wyste drops the character, who falls prone in front of the creature. If the bite attack is successful, the victim takes 1d6+12 points of damage. The wyste can deal bit damage automatically every round. The victim can escape by winning an opposed grapple check against the wyste, making a successful Escape Artist check against the wyste's grapple check result, or by killing the wyste.

Icwalking (Ex): As the *spider climb* spell, but applies to all icy surfaces.

Improved Grab (Ex): If a wyste hits a Large or smaller opponent with one or more tentacle attacks, it deals normal damage and attempts to start a grapple as a free action without provoking an attack of opportunity (grapple bonus +25, +2 for each tentacle that hit beyond the first). The wyste can make only one grapple attempt per round, no matter how many tentacles it devotes to the effort. If it gets a hold, it has the option to conduct the grapple normally, or simply use its tentacles to hold the opponent (-20 penalty on grapple check, but the wyste is not considered grappled). In either case, each successful grapple check it makes during the successive rounds automatically deals damage for all tentacles used to hold the opponent.

Blindsight (Ex): A wyste is blind, but its tentacles are sensory organs that can be used to ascertain prey by scent and vibration. This ability enables it to discern object and creatures within 120 feet. A wyste usually does not need to make Spot or Listen checks to notice creatures within range of its blindsight.

Shadow Blend (Su): In any conditions other than full daylight, a shadow creature can disappear into the shadows, giving it total concealment. Artificial illumination, even a *light* or *continual flame* spell, does not negate this ability, but *daylight* spell will.

Encounter 9: In the Walls

☛ **Tarja Arjotta:** Male human (Suel) ex-Cleric 4/Rogue 2/Ur Priest 10; CR 16; Medium humanoid (human); HD 14d8+2d6+32; hp 117; Init +0; Spd 30 ft.; AC 21 (+1 Dex, +2 shield, +8 armor), touch 11, flat-footed 20; Base Atk/Grp: +11/+10; Atk: +12 melee (1d8-1, morningstar) or +13 ranged (1d8/19-20, light crossbow); Full Atk: +12/+7/+2 melee (1d8-1, morningstar) or +13/+8 ranged (1d8/19-20, light crossbow); SA Rebuke Undead (10/day), sneak attack +1d6, steal spell-like ability; SQ Divine spell resistance 20, evasion, siphon spell power, trapfinding; AL CE; SV Fort +7, Ref +7, Will +21; Str 8, Dex 10, Con 14, Int 12, Wis 22 [26], Cha 12 [16].

Skills and Feats: Bluff +7, Concentration +19, Diplomacy +5, Knowledge (arcana) +10, Knowledge

(religion) +11, Knowledge (the planes) +10, Sense Motive +18, Spellcraft +20, Survival +8 (+10 on other planes); Divine Meta-Magic (Quicken), Extra Turning, Iron Will, Leadership, Spell Focus (evil), Quicken Spell.

Divine Spell Resistance (Su): At 4th level, an ur-priest gains spell resistance 15, but only against divine spells and the spell-like abilities of outsiders. At 8th level, the ur-priest's spell resistance increases to 20.

Siphon Spell Power (Ex): Because they steal whatever power they can, ur-priests learn to manipulate their energy in ways that confound other casters. An ur-priest of 6th level or higher can temporarily sacrifice two (or more) lower-level spell slots and use those slots, to prepare a higher-level spell. The higher-level spell must be of a level the ur-priest can cast. Only one exchange of this sort can be made each day. The levels of the lower-level slots are totaled, then reduced to three-quarters (round down) to determine the level of the extra higher-level spell slot. For example, an ur-priest who sacrifices a 3rd-level spell and a 5th-level spell can use that spell slot to prepare an additional 6th-level spell (3 + 5 = 8, and 8 x 3/4 = 6).

Steal Spell-Like Ability (Su): The most powerful ur-priests can use the same techniques that siphon off the gods' spell power to steal the spell-like abilities of another creature. Once each day, when a creature with spell-like abilities is within 50 feet of a 10th-level ur-priest, the ur-priest can choose one of the spell-like abilities of the creature to steal for himself. The ur-priest can use the spell-like ability as often as the creature can, or three times per day, whichever is less. The ur-priest uses the ability as the creature does with regard to caster level and save DCs. This ability only lasts 24 hours. The creature with the spell-like ability does not lose the ability when the ur-priest steals it. If an ur-priest tries to steal a spell-like ability that the creature doesn't have, or tries to steal an ability that is supernatural rather than spell-like, the attempt automatically fails.

For example, if an ur-priest is near a noble salamander, he can steal *fireball* and use it three times that day or steal *dispel magic* and use it once that day. If he is near a pit fiend, he could steal *teleport without error* (self plus 50 pounds of objects only) and use it three times per day, because the pit fiend can do it at will. He could even steal the pit fiend's *wish* ability, but because a pit fiend can only use wish once per year, the ur-priest would be similarly limited. He could not, steal that power again from any creature for one year.

Languages: Cold Tongue, Common.

Spells Prepared (6/7/6/6/6/5/4/4/3/1; base DC = 18 + spell level): 0th – *cure minor wounds* (x2), *detect magic* (x2), *detect poison*, *guidance*; 1st – *bless*, *cure light wounds*, *divine favor*, *entropic shield*, *protection from good*, *shield of faith* (x2); 2nd – *cure moderate wounds* (x2), *resist energy* (x2), *silence*; 3rd – *invisibility purge*, *lesser aura of cold*, *magic vestment* (x3), *wrack* (x2); 4th – *air walk*, *cure critical wounds*, *death ward* (x2), *freedom of movement*, *greater magic weapon*; 5th

– *flamestrike* (x2), *frostbite*, *mass cure light wounds*, *wall of stone*; 6th – quickened aligned weapon, *greater dispel magic*, *heal*, *hero's feast*, quickened *remove blindness/deafness*; 7th – quickened aligned weapon, quickened *dispel magic*, *ethereal jaunt*, quickened *healing lorecall*, quickened *recitation*; 8th – *antimagic field*, quickened *freedom of movement*, *unholy aura*; 9th – *miracle*.

Power-Up Suite (*air walk*, *death ward*, *entropic shield*, *freedom of movement*, *hero's feast*, *invisibility purge*, *resist energy* (20 pts, *fire*), *unholy aura*) – hp 127; AC 25 (+4 deflection, +1 Dex, +2 shield, +8 armor), touch 11, flat-footed 20; Atk: +13 melee (1d8-1, morningstar) or +14 ranged (1d8/19-20, light crossbow); Full Atk: +13/+8/+3 melee (1d8-1, morningstar) or +14/+9 ranged (1d8/19-20, light crossbow); SQ SR 25 vs. good; SV Fort +11, Ref +11, Will +26.

Possessions: Masterwork morningstar, heavy steel shield, full plate, light crossbow, 10 Masterwork bolts, holy symbol (x2), spell component pouch (x2), 2 alchemist fire, sunrod, tanglefoot bag, *cloak of charisma* +4, *mantle of hidden faith*, *lesser rod of piercing cold*, *periapt of wisdom* +4, *scroll of mass heal*.

Physical Description: Tall and thin Suel man with a patchy beard and bulging eyes.

➤ **Vennekka Irkko:** Female human (Suel) Druid 5/Wizard 2/Fleshwarper 4/Arcane Hierophant 5; CR 16; Medium humanoid (human); HD 5d8+2d4+9d6+34; hp 102; Init +0; Spd 30 ft.; AC 16 (+2 natural, +2 armor, +2 shield), touch 10, flat-footed 16; Base Atk/Grp: +10/+11; Atk: +10 melee (1d6-1/18-20, scimitar) or +11 ranged (1d6-1/x3, shortspear); Full Atk: +10/+5 melee (1d6-1/18-20, scimitar) or +11/+6 ranged (1d6-1/x3, shortspear); SQ Aberrant familiar (x2), channel animal 2/day, companion familiar, elder secret, graft mastery, ignore arcane spell failure, resist nature's lure, trackless step, wild empathy, wild shape large 4/day, woodland stride; AL NE; SV Fort +11, Ref +3, Will +16; Str 8, Dex 10, Con 12 [14], Int 18 [22], Wis 18, Cha 12.

Skills and Feats: Concentration +19, Handle Animal +9, Heal +19, Knowledge (arcana) +22, Knowledge (nature) +26, Listen +18, Ride +10, Spellcraft +25 (+27 w/scrolls), Spot +18, Survival +18, Use Magic Device +18 (+20 w/scrolls); Aberration Blood (flexible limbs), Aberration Wild Shape, Fast Wild Shape, Graft Flesh, Leadership, Natural Bond, Natural Spell

Channel Animal (Sp): Starting at 4th level, you gain the ability twice per day to establish a magical conduit between yourself and a single animal that you touch (including your familiar companion). For each use of this class feature, a spell you cast whose range is touch or greater can originate from the animal instead of from you, provided that you have line of sight and line of effect to the animal, the spell's line of effect then extends from the animal to the target based on the senses of the animal, not you.

You can also use this power to deliver touch spells through the animal. Once you cast the spell, the animal

is considered to be holding the charge for the spell (see page 176 of the Player's Handbook).

Starting at 8th level, you gain two additional uses of this ability each day.

Elder Secret (Su): Your continuous self-experimentation in grafting results in occasional improvements to your form. At 2nd level and every three levels thereafter, you make a powerful discovery in your research and learn how to improve your body in a subtle, minor way. Choose one elder secret from those described below when you reach 2nd, 5th, and 8th level.

Secret of the Gibbering Moulder: Your form becomes partially amorphous. You have a 25% chance to ignore the extra damage dealt by a critical hit or a sneak attack.

Graft Mastery (Ex): You learn how to create and apply grafts normally not available to your race by studying forbidden tomes and consulting ancient nameless sources. When you first gain the Graft Flesh feat, you choose a specific type of graft to associate with the feat (most likely silthilar grafts, or beholder or undead grafts from the *Fiend Folio* or *Libris Mortis*). At 3rd level, you can select a new type of graft to add to the list. If you choose a graft type that normally requires the creator to be a member of that race (such as aboleth and illithid grafts, or fiendish or yuan-ti grafts from the *Fiend Folio*), you ignore that restriction completely. You can select a new graft type every time you gain an odd-numbered fleshwarper level higher than 3rd.

Languages: Cold Tongue, Common, Druidic, Orc, Sylvan.

Druid Spells Prepared (5/4/4/4/4/2; base DC = 14 + spell level, 10th-level caster): 0th – *cure minor wounds, detect magic* (x2), *guidance, resistance*; 1st – *cure light wounds, faerie fire, ice skate, magic fang, produce flame*; 2nd – *barkskin* (x2), *listening lorecall, nature's favor, numbing sphere*; 3rd – *column of ice, cure moderate wounds, greater magic fang* (x2); 4th – *dispel magic, flamestrike, freedom of movement* (x2); 5th – *animal growth, death ward*.

Wizard Spells Prepared (4/6/6/3/3/3; base DC = 16 + spell level, 10th-level caster): 0th – *acid splash, detect magic, mage hand, touch of fatigue*; 1st – *mage armor, magic missile* (x2), *protection from good, shield, shocking grasp*; 2nd – *blur, false life, mirror image, scorching ray, see invisibility, touch of idiocy*; 3rd – *enhance familiar, heroism, vampiric touch*; 4th – *dimension door, fortify familiar, stoneskin*; 5th – *greater blink, mass fire shield, wall of force*.

Power-Up Suite (*blur** (20% miss chance), death ward*, greater blink**, hero's feast*, listening lorecall** (30' blindsight), mage armor**, protection from good**, resist energy (20 ots., fire)*, shield**, shield of faith*, unholy aura**) – hp 122; AC 24 (+2 natural, +4 deflection, +4 armor, +4 shield), touch 10, flat-footed 20; Atk: +11 melee (1d6-1/18-20, scimitar) or +12 ranged (1d6-1/x3, shortspear); Full Atk: +11/+6 melee (1d6-1/18-20, scimitar) or +12/+7 ranged (1d6-1/x3,

shortspear); SQ SR 25 vs. good; SV Fort +15, Ref +7, Will +21.

*Cast by Tarja

**Cast by Vennekka

Possessions: Masterwork scimitar, masterwork shortspear, leather armor, large wooden shield, holly, spell component pouch, *headband of intellect +4, scroll of disintegrate, amulet of health +2, chitin plating* (silthilar graft).

Physical Description: A pale Suel woman with alabaster skin and very lanky limbs. She has black chitinous plates from her neck down the rest of her body.

☛ **Vor Evar:** Male human (Suel) Barbarian 2/Fighter 1/Ranger 3/Frostrager 5/Primeval 2; CR – (cohort); Medium humanoid (human); HD 3d8+7d12+3d10+52; hp 143; Init +2; Spd 40 ft; AC 17 (+2 Dex, +5 armor), touch 12, flat-footed 15; Base Atk/Grp: +13/+20; Atk: +21 melee (1d3+7, unarmed strike) or +16 ranged (1d6+7, javelin); Full Atk: +21/+16/+11 melee (1d3+7, unarmed strike) or +19/+19/+14/+9 melee (1d3+7, unarmed strike) or +17/+17/+17/+12/+7 melee (1d3+7, unarmed strike) or +16/+11/+6 ranged (1d6+7, javelin); SA Favored enemy +2 (human), freezing blood, frostrage, improved frostrage, one-two punch, primeval form 1/day, rage 1/day, rend (2d8+7 plus 1d6 cold); SQ Absorb cold, animal empathy (lions), low-light vision, uncanny dodge, wild empathy; AL CE; SV Fort +19, Ref +6, Will +2; Str 20 [24], Dex 15, Con 17 [19], Int 7, Wis 11, Cha 7.

Skills and Feats: Handle Animal +3, Heal +2, Hide +8, Intimidate +5, Knowledge (nature) +5, Listen +16, Move Silently +7, Ride +4, Spot +10, Survival +16; Endurance, Frozen Berserker, Improved Grapple, Improved Toughness, Improved Unarmed Strike, Power Attack, Self-Sufficient, Toughness, Track, Two Weapon Fighting, Weapon Focus (Unarmed Strike).

Absorb Cold (Su): At 3rd level, while raging, the frostrager not only gains immunity to cold, but it heals him. For every 2 points of cold damage that would have otherwise have been dealt by an attack, the frostrager heals 1 point of damage.

Animal Empathy (Ex): In any form, the primeval can communicate with animals of his chosen primeval form (or related types). For example, a primeval whose primeval form is a dire wolf may communicate with wolves and dire wolves. He gains a +4 bonus on Charisma-based checks against animals of his chosen primeval form and related animals.

Freezing Blood (Su): At 1st level, a frostrager's blood becomes freezing cold. His wounds instantly freeze over and stop bleeding; he is immune to attacks that cause wounding effects. If reduced to negative hit points, he automatically stabilizes. He still takes 1 point of damage if he takes any actions while at 0 or negative hit points, however.

Frostrage (Su): While raging, the character grows larger and more massive, and his freezing sweat forms icicles as it streams out of his pores, coating his body in a glittering crust of ice. The frostrager's actual

size category does not change (nor does his space/reach,)), but he does gain a +4 natural armor bonus to Armor Class from the sheets of ice that form over his body. In addition, a frostrager's unarmed attacks deal 1d6 points of damage plus 1d4 points of cold damage on a successful hit. If the frostrager is Small, his unarmed attack deals 1d4 points of damage, and if the frostrager is Large, his unarmed attack deals 1d8 points of damage.

Improved Frostrage (Su): At 4th level while raging, the frostrager's natural armor bonus increases to +6. His unarmed attacks deal 1d8 points of damage plus 1d6 points of cold damage on a successful hit. If the frostrager is Small, his unarmed attack deals 1d6 points of damage, and if the frostrager is Large, his unarmed attack deals 2d6 points of damage.

One-Two Punch (Ex): At 2nd level, while making an unarmed attack, the frostrager may make one extra attack in a round at his highest base attack bonus, but each attack made in that round (the extra one and the normal ones) take a -2 penalty.

Primeval Form (Su): The primary ability of the primeval is the supernatural ability to assume an alternate form. This functions similarly to the druid's wild shape ability, except the alternate form chosen must be selected when the character takes his first level of primeval and cannot be changed after that. Each time the character changes form with this ability, he assumes the same form. At 1st level, he may change shape into his primeval form once per day. He can use this ability one additional time each day at 4th level, 7th level, and again at 10th level.

This ability functions like the polymorph spell, except as noted here. It lasts for 1 minute per primeval level, or until he changes back. Changing form (into either form) is a standard action and doesn't provoke attacks of opportunity.

The primeval does not assume the animal's physical ability scores. Instead, he adds the animal's ability score -10 (for even scores) or -11 (for odd scores) to his own ability scores. For example, a primeval with a Strength score of 16 who assumes the form of a dire lion (Strength 25) adds +14 to his normal Strength of 16 to determine his Strength score in his primeval form. Remember, items that enhance the character's ability scores may be rendered inoperative by his change in form.

The primeval loses his ability to speak while in primeval form because he is limited to the sounds that the form can make naturally.

If the primeval has the wild shape ability from other class levels, he may use wild shape to assume his primeval form. He cannot use his primeval form ability to wild shape, however.

Vor Evar (Dire Lion Form): hp 169; Init +4; Spd 40 ft.; AC 17 (-1 size, +4 Dex, +4 natural), touch 13, flat-footed 13; Base Atk/Grp: +13/+29; Atk: +25 melee (1d6+12, claw); Full Atk: +25 melee (1d6+12, 2 claws) and +20 melee (1d8+6, bite); Space/Reach 10 ft./5 ft.; SA Improved grab, pounce, rake 1d6+3; SQ Low-light vision, scent; SV

Fort +19, Ref +7, Will +1; Str 34, Dex 19, Con 23, Int 7, Wis 11, Cha 7.

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

Pounce (Ex): If a dire lion charges, it can make a full attack, including two rake attacks.

Rake (Ex): Attack bonus +25 melee, damage 1d6+6.

Rend (Ex): At 5th level, a frostrager gains the ability to rend a target. In any round that the frostrager hits the same foe with two or more unarmed attacks, he immediately deals an additional 2d8 points of damage (plus 1-1/2 times his Strength bonus), plus an additional 1d6 points of cold damage. If he is Small, his rend deals 2d6 points of damage; if he is Large, his rend deals 3d8 points of damage.

Languages: Cold Tongue.

Power-Up Suite (barkskin, greater magic fang**, freedom of movement**, hero's feast*, magic vestment*, shield of faith*, unholy aura*)** – AC 27 (+4 deflection, +4 natural, +2 Dex, +7 armor), touch 16, flat-footed 25; Atk: +23 melee (1d3+8, unarmed strike) or +17 ranged (1d6+7, javelin); Full Atk: +23/+18/+13 melee (1d3+8, unarmed strike) or +21/+21/+16/+11 melee (1d3+8, unarmed strike) or +19/+19/+19/+14/+9 melee (1d3+8, unarmed strike) or +17/+12/+7 ranged (1d6+7, javelin); SV Fort +23, Ref +10, Will +7.

*Cast by Tarja

**Cast by Vennekka

Power-Up Suite (raging, Dire Lion form, barkskin, greater magic fang**, freedom of movement**, hero's feast*, magic vestment*, shield of faith*, unholy aura*)** – hp 179; Init +4; AC 23 (-2 raging, -1 size, +4 deflection, +4 Dex, +8 natural), touch 15, flat-footed 19; Base Atk/Grp: +13/+31; Atk: +29 melee (1d8+15+1d6 cold, claw); Full Atk: +29 melee (1d8+15+1d6 cold, 2 claws) and +24 melee (1d8+9+1d6 cold, bite) or +27 melee (1d8+15+1d6 cold, 3 claws) and +22 melee (1d8+9+1d6 cold, bite); Space/Reach 10 ft./5 ft.; SA Improved grab, pounce, rake 1d6+3; SQ Low-light vision, scent; SV Fort +19, Ref +7, Will +1; Str 38, Dex 19, Con 27.

*Cast by Tarja

**Cast by Vennekka

Possessions: Masterwork mithral breastplate, 6 Masterwork javelins, *belt of strength* +4, *amulet of health* +2, *ring of major fire resistance*, *ring of counterspells* (*greater dispel magic*).

Physical Description: A feral looking man, drooling on himself, which has frozen in his beard and on his breastplate.

➤ **Balloff:** Brown Bear; CR – (animal companion/familiar); Huge aberration (augmented animal); HD 10d8+70; hp 113; Init +1; Spd 40 ft.; AC 30 (+4 armor, -2 size, +1 Dex, +17 natural), touch 9, flat-footed 25; Base Atk/Grp: +6/+23; Atk: +18 melee

(2d6+13, claw); Full Atk: +18 melee (2d6+13, 2 claws) and +13 melee (3d6+11, bite); Space/Reach 15 ft./10 ft.; SA Improved grab; SQ Darkvision 60 ft., devotion, evasion, link, low-light vision, scent, share spells, speak with bears, speak with master; AL N; SV Fort +13, Ref +10, Will +4; Str 37, Dex 13, Con 24, Int 10, Wis 12, Cha 6.

Skills and Feats: Listen +11, Spot +14, Swim +17; Endurance, Power Attack, Run, Track.

Improved Grab (Ex): To use this ability, a brown bear must hit with a claw attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity.

Aberrant Familiar (Su): *Size Increase* – The familiar's size becomes larger by one category. *Amorphous Form:* A familiar with this ability is immune to extra damage from critical hits and sneak attacks.

Power-Up Suite (animal growth, barkskin**, death ward**, enhance familiar**, false life, fortify familiar**, freedom of movement**, greater magic fang**, hero's feast*, heroism**, ice skate**, magic vestment*, nature's favor**, protection from good*, see invisibility**, stoneskin**, unholy aura*)** – Gargantuan aberration (augmented animal); hp 168; Spd 100 ft.; AC 41 (+4 deflection, +2 dodge, +6 armor, –4 size, +23 natural), touch 12, flat-footed 29; Grp: +6/+31; Atk: +31 melee (3d6+26, claw); Full Atk: +31 melee (3d6+26, 2 claws) and +26 melee (4d6+19, bite); Space/Reach 20 ft./15 ft.; SQ DR 10/magic, SR 25 vs. good; SV Fort +23, Ref +17, Will +12; Str 45, Dex 11, Con 28.

*Cast by Tarja

**Cast by Vennekka

Possessions: Chain shirt barding, cape of the mountebank, ring of counterspells (greater dispel magic), hand of glory.

➤ **Olgar:** Male human (Suel) Barbarian 3/Fighter 2/Tactical Soldier 7; CR – (cohort); Medium humanoid (human); HD 3d12+9d10+36; hp 122; Init +1; Spd 40 ft.; AC 24 (+2 natural, +1 Dex, +8 armor, +3 shield), touch 11, flat-footed 23; Base Atk/Grp: +12/+16; Atk: +18 melee (1d8+5/19-20, +1 longsword) or +15 ranged (1d8+4/x3, composite longbow); Full Atk: +18/+13/+8 melee (1d8+5/19-20, +1 longsword) or +14/+9/+4 ranged (1d8+4/x3, composite longbow); SA Delayed cleave, offensive strike, rage 1/day; SQ Defensive shield, flanker, interpose, trap sense +1, uncanny dodge; AL NE; SV Fort +14, Ref +4, Will +2; Str 19, Dex 13, Con 16, Int 13, Wis 8, Cha 8.

Skills and Feats: Climb +19, Diplomacy +1, Intimidate +12, Jump +17, Listen +5, Sense Motive +14, Survival +5; Cleave, Combat Expertise, Combat Reflexes, Dodge, Improved disarm, Karmic Strike, Power Attack, Sidestep, Weapon Focus (longsword).

Defensive Shield (Ex): Starting at 4th level, whenever a tactical soldier fights defensively, she provides up to two adjacent allies with a +2 dodge

bonus to Armor Class, though their attack rolls do not take the normal –4 penalty (but her attack rolls still do).

Delayed Cleave (Ex): Starting at 7th level, if the last creature a tactical soldier hit in melee is dropped by someone other than her, and the tactical soldier still threatens that creature's square, she may make a cleave attack as an attack of opportunity. All normal restrictions on cleave attempts and attacks of opportunity apply.

Flanker (Ex): A tactical soldier can flank enemies from seemingly impossible angles. She can designate any adjacent square as the square from which flanking against an ally is determined (including the square where she stands, as normal). She may designate the square at the beginning of her turn or at any time during her turn. The designated square remains her effective square for flanking until she is no longer adjacent to it or until she chooses a different square (at the start of one of her turns). The character can even choose a square that is impassable or occupied.

Interpose (Ex): A tactical soldier gains this ability, usable three times per day, at 3rd level. When an enemy threatens her in melee and makes a successful attack against an adjacent ally of hers, the tactical soldier may take the damage (and other effects) of the blow as if she had been hit instead.

Offensive Strike (Ex): Starting at 5th level, in times of urgency a tactical soldier can lower all her defense to make a very aggressive attack. When making an offensive strike, the tactical soldier gains a +4 bonus on melee attack rolls and damage rolls for 1 round. Until her next turn, however, she is wide open to physical and magical attacks. All successful attack rolls made against the tactical soldier are automatic threats, and all saving throws the tactical soldier makes against spells automatically fail.

Languages: Cold Tongue, Common.

Power-Up Suite (greater magic weapon, hero's feast, magic vestment, unholy aura) – hp 132; AC 30 (+2 natural, +4 deflection, +1 Dex, +10 armor, +3 shield), touch 15, flat-footed 28; Atk: +20 melee (1d8+6/19-20, +1 longsword) or +16 ranged (1d8+4/x3, composite longbow); Full Atk: +20/+15/+10 melee (1d8+6/19-20, +1 longsword) or +15/+10/+5 ranged (1d8+4/x3, composite longbow); SV Fort +18, Ref +8, Will +7.

*Cast by Tarja

**Cast by Vennekka

Power-Up Suite (raging, greater magic weapon, hero's feast, magic vestment, unholy aura) – hp 156; AC 28 (–2 raging, +2 natural, +4 deflection, +1 Dex, +10 armor, +3 shield), touch 13, flat-footed 26; Atk: +22 melee (1d8+8/19-20, +1 longsword) or +16 ranged (1d8+4/x3, composite longbow); Full Atk: +22/+17/+12 melee (1d8+8/19-20, +1 longsword) or +15/+10/+5 ranged (1d8+4/x3, composite longbow); SV Fort +20, Will +9; Str 23, Con 20.

*Cast by Tarja

**Cast by Vennekka

Possessions: Full plate, +1 heavy steel shield of moderate fortification, +1 longsword, mighty

composite longbow [+4], Masterwork flail, 20 Masterwork arrows, 5 alchemist fire, 5 tanglefoot bags, 10 sunrods, *chitin plating* (silthilar graft).

Physical Description: A large Suel man with red hair and fine furs with chitin plates under his clothes.

APPENDIX 2: NEW RULES ITEMS

FEATS

Aberration Blood [Aberrant]

Originally presented in the *Lords of Madness*.

One of your ancestors was an aberration and has passed the taint of its aberrant physiology down through the generations to you. This taint manifests physically in your appearance in some noticeable way.

Prerequisites: Humanoid.

Benefits: You gain a physical feature that grants you a racial bonus on one type of check; once you select the check to which this bonus applies (as well as the corresponding feature) you cannot change it later. The bonus must be chosen from the following list:

Aberrant Feature	Benefit
Bulging eyes	+2 bonus on Spot checks
Flexible limbs	+2 bonus on Grapple checks
Segmented eyes	+3 bonus on Search checks
Slimy skin	+4 bonus on Escape Artist checks
Sticky fingers	+3 bonus on Climb checks
Tail	+4 bonus on Balance checks
Webbed hands	+4 bonus on Swim checks

Special: You can select this feat more than once. Each time you select this feat, choose a different aberrant feature and gain the bonus associated with it.

Aberration Wild Shape [Aberrant]

Originally presented in the *Lords of Madness*.

Most druids detest aberrations and think of them as outside nature, but some view them simply as examples of nature from an extreme and alien world. Thanks to your heritage, you are one of the latter, and have learned to channel your inhuman bloodline into your shapeshifting power.

Prerequisites: Aberration Blood, wild shape ability.

Benefits: You can use your wild shape ability to assume the form of an aberration. This otherwise functions identically to your normal wild shape ability. The size of the aberration is limited to the size of animal you can normally assume the shape of with wild shape.

Close-Quarters Fighting [General]

Originally presented in the *Complete Warrior*.

You are skill at fighting at close range, and resisting grapple attempts.

Prerequisites: Base Attack +3.

Benefits: You gain an attack of opportunity whenever an enemy attempts to grapple you, even if the enemy has a feat or special ability that would normally bypass the attack. If you deal damage with this attack, the enemy fails to start the grapple, unless it

has the Improved Grapple feat or a special ability such as improved grab. If the enemy has such an ability, you may add the damage you deal as a bonus on your opposed check to resist being grappled. This feat does not give you an extra attack of opportunity during a round or allow you to make an attack of opportunity when you would be denied one for being surprised, helpless, or in a similar situation.

For example, an ogre attempts to grapple Tordek. Tordek gains an attack of opportunity, hits, and causes damage. Since the ogre does not have any type of grappling special ability or feat, it fails to start a grapple. Then an ankheg – a creature with the improved grab special ability – attempts to grapple Tordek. He takes an attack of opportunity, hits, and deals 10 points of damage to the creature. Tordek then adds a +10 to his opposed check to resist being grappled.

Normal: Creatures with Improved Grapple, improved grab, or similar feats or special abilities do not provoke attacks of opportunity when attempting to start a grapple.

Special: A fighter may select Close-Quarters Fighting as one of his bonus fighter feats.

Cold Endurance

Originally presented in *Frostburn*.

Either because of growing up in a frostfell or training your body and mind to ignore the biting effect of cold, you can exist with ease in low-temperature environments.

Prerequisites: Base Fortitude save bonus +2.

Benefits: You can exist comfortably in conditions between 0 F and 90 F without having to make Fortitude saves (as described in Cold Dangers, page 8). You also gain a +2 bonus on saving throws against cold effects.

Cold Endurance doesn't provide any level of resistance to cold damage.

Death Blow

Originally presented in *Complete Adventurer*.

You waste no time in dealing with a downed foe.

Prerequisites: Improved Initiative, base attack bonus +2.

Benefits: You can perform a coup de grace attack against a helpless defender as a standard action. Doing this still provokes attacks of opportunity as normal.

Normal: Performing a coup de grace is a full-round action.

Fast Wild Shape

Originally presented in the *Complete Divine*.

You assume your wild shape faster and more easily than you otherwise could.

Prerequisites: Dex 13, ability to use wild shape.

Benefits: You gain the ability to wild shape as a move-equivalent action.

Normal: A druid uses wild shape as a standard action.

Frozen Berserker [General]

Originally presented in *Frostburn*.

When you enter your barbarian rage, your body becomes infused with cold energy.

Prerequisites: Ability to rage.

Benefits: As long as you are under the effects of a barbarian rage, you gain the cold subtype. You gain immunity to cold, but have vulnerability to fire which means you take half again as much (+50%) damage as normal from fire, regardless of whether a saving throw is allowed, or if a save is a success or failure.

Graft Flesh [Item Creation]

Originally presented in the *Lords of Madness*.

You can apply a certain type of graft to other living creatures or to yourself.

Prerequisites: Heal 10 ranks.

Benefit: Choose a type of graft: aboleth, illithid, or silthilar. You must be an aboleth to choose aboleth grafts. You must be an illithid to choose illithid grafts. There are no additional requirements for choosing silthilar grafts. Other races aside from these three can create grafts; see the *Fiend Folio* for beholder, fiendish, undead, and yuan-ti grafts.

You can create grafts of your chosen type and apply them to other creatures or to yourself. Creating a graft takes one day for each 1,000 gp in its price. To create a graft, you must spend 1/25 of the graft's price in XP and use up raw materials costing half this price.

Improved Toughness [General]

Originally presented in the *Complete Warrior*.

You are significantly tougher than normal.

Prerequisites: Base Fortitude save bonus +2.

Benefits: You gain a number of hit points equal to your current Hit Dice. Each time you gain a HD (such as by gaining a level) you gain 1 additional hit point. If you lose a HD (such as by losing a level), you lose 1 hit point permanently.

Special: A fighter may select Improved Toughness as one of his fighter bonus feats.

Karmic Strike

Originally presented in the *Complete Warrior*.

You have learned to strike when your opponent is most vulnerable – the same instant your opponent strikes you.

Prerequisites: Dex 13, Combat Expertise, Dodge.

Benefit: You can make an attack of opportunity against an opponent that hits you in melee. On your

action, you choose to take a -4 penalty to your Armor Class in exchange for the ability to make an attack of opportunity against any creature that makes a successful melee attack or melee touch attack against you. The opponent that hits you must be in your threatened area, and this feat does not grant you more attacks of opportunity than you are normally allowed in a round. You specify on your turn that you are activating this feat, and the change to your Armor Class and your ability to make these special attacks of opportunity last until your next turn.

Maximize Breath [Metabreath]

Originally presented in the *Draconomicon*.

You can take a full-round action to use your breath weapon to maximum effect.

Prerequisites: Con 17, breath weapon.

Benefits: If you use your breath weapon as a full-round action, all variable, numeric effects of the attack are maximized. A maximized breath weapon deals maximum damage, lasts for the maximum time, or the like. For example, an old silver dragon using a maximized cold breath weapon (damage 16d8) deals 128 points of damage. An old silver dragon using a maximized paralysis gas breath weapon (duration 1d6+8 rounds) paralyzes creatures for 14 rounds if they fail their saving throws.

The DCs for saving throws against your breath weapon are not affected.

When you use this feat, add +3 to the number of rounds you must wait before using your breath weapon again.

This feat stacks with the effects of breath weapons enhanced with other metabreath feats, but does not maximize them. For example, a maximized breath weapon further enhanced by the Tempest Breath feat produces the type of wind effect noted in the feat description, but the velocity of the wind is not also maximized.

Special: You cannot use this feat and the Quicken Breath feat on the same breath weapon at the same time.

Mindsight

Originally presented in the *Lords of Madness*.

A creature that has this feat possesses innate telepathic ability that allows it to precisely pinpoint other thinking beings within range of its telepathy. The creature perceives where the others are and how powerful their intellects are.

Prerequisites: Telepathy special quality.

Benefits: A creature that has this feat can detect and pinpoint beings that are not mindless (anything with an Intelligence score of 1 or higher) within range of its telepathy. It works much like blindsense – the creature knows what square each thinking being is in, but it does not see the being, and the being still has

total concealment unless the creature can see it by some other means.

The creature also perceives several observable characteristics about each being detected with mindsight, including the being's type and Intelligence score. The creature need not take any additional or special actions to gain this information; it is as obvious to mindsight as the being's race and clothing would be to eyesight.

Normal: Telepathy offers no special ability to sense other minds. The creature has to know that a being is there to communicate with it telepathically.

Natural Bond

Originally presented in the *Complete Adventurer*.

Your bond with your animal companion is exceptionally strong.

Prerequisites: Animal companion.

Benefits: Add three to your effective druid level for the purpose determining the bonus Hit Dice, extra tricks, special abilities, and other bonuses that your animal companion receives (see page 36 of the *Player's Handbook*). This bonus can never make your effective druid level exceed your character level.

Overcome Weakness [Monstrous]

Originally presented in the *Draconomicon*.

You can overcome an innate vulnerability through sheer willpower.

Prerequisites: Vulnerability to energy, Iron Will, Suppress Weakness.

Benefits: You can completely suppress your vulnerability to a type of energy. When subjected to an attack based on that type of energy, you take no extra damage.

Normal: A creature vulnerable to a type of energy takes half again as much (+50%) damage as normal from that energy type, regardless of whether a saving throw is allowed, or if a saving throw is a success or failure.

Piercing Cold [Metamagic]

Originally presented in *Frostburn*.

Your cold spells are so cold that they can damage creatures normally resistant or immune to cold.

Benefits: You can only apply this metamagic feat to spells with the cold descriptor. Piercing Cold spells are so horribly cold that they are capable of damaging creatures normally unharmed by or resistant to cold. Piercing Cold spells completely ignore any resistance to cold a creature possesses, bypassing this resistance and dealing damage on the target as if it did not possess any resistance to cold at all. They are still entitled to any other defenses the attack allows (such as saving throws and spell resistance).

Creatures not of the cold subtype normally immune to cold can be damaged by Piercing Cold spells as well. Piercing cold spells deal one-half damage on these creatures (or one-quarter on a successful saving throw).

Creatures with the cold subtype can tell that a Piercing Cold spell is colder than normal, but they remain undamaged by the attack.

Creatures with the fire subtype damaged by a Piercing Cold spell take double normal damage.

A Piercing Cold spell uses up a spell slot one level higher than the spell's actual level.

Power Critical [General]

Originally presented in the *Complete Warrior*.

Choose one weapon, such as a longsword or a greataxe. With that weapon, you know how to hit where it hurts.

Prerequisites: Weapon focus with weapon, base attack bonus +4.

Benefits: When using the weapon you selected, you gain a +4 bonus on the roll to confirm a threat.

Special: A fighter may select Power Critical as one of his fighter bonus feats. You can gain the Power Critical multiple times. Each time you take the feat, it may be with a different weapon or the same weapon. If you take it with the same weapon, the effects of the feats stack.

Practiced Spellcaster [General]

Originally presented in the *Complete Arcane*.

Choose a spellcasting class that you possess. Your spells cast from that class are more powerful.

Prerequisites: Spellcraft 4 ranks

Benefits: Your caster level for the chosen spellcasting class increases by 4. This benefit can't increase your caster level to higher than your Hit Dice. However, even if you can't gain from the full bonus immediately, if you later gain Hit Dice in levels of nonspellcasting classes, you might be able to apply the rest of the bonus.

For example, a human 5th-level sorcerer/3rd-level fighter who selects this feat would increase his sorcerer caster level from 5th to 8th (since he has 8 Hit Dice). If he later gained a fighter level he would gain the remainder of the bonus and his sorcerer caster level would become 9th (since he now has 9 Hit Dice).

A character with two or more spellcasting classes (such as a bard/sorcerer or a ranger/druid) must choose which class gains the feat's effect.

This feat does not affect your spells per day or spells known. It increases your caster level only, which would help you penetrate spell resistance and increase the duration and other effects of your spells.

Special: You may select this feat multiple times. Each time you choose it, you must apply it to a different spellcasting class. For instance, a 4th-level cleric/5th-level wizard who had selected this feat twice

would cast cleric spells as an 8th-level caster and wizard spells as a 9th-level caster.

Primeval Wild Shape

Originally presented in *Frostburn*.

Your wild shape forms are stronger than normal.

Prerequisites: Wild shape ability.

Benefits: When you assume a wild shape form, you can opt to cause the shape assumed to be a primeval form of the creature that existed in the ancient past during the vast ice age. Doing so grants the new form a +2 racial bonus to Strength, a +2 bonus to its natural armor, and resistance to cold 10. A primeval wild shape has a much shorter duration than normal, since the enhanced qualities of the new shape drain your supernatural energies much more quickly. A primeval wild shape has a duration of 1 round per druid level (or per level of the class that granted you the wild shape ability) instead of the normal 1 hour per druid level.

Recover Breath [Metabreath]

Originally presented in the *Draconomicon*.

You wait less time before being able to use your breath weapon again.

Prerequisites: Con 17, breath weapon.

Benefit: You reduce the interval between uses of your breath weapon. You wait 1 round less than usual before breathing again, but always at least 1 round. The feat stacks with the effects of metabreath feats, reducing the total time you must wait to use your breath weapon again by 1 round.

Special: If you have multiple heads with breath weapons, all breath weapons use the reduced interval.

Sidestep [General]

Originally presented in the *Miniatures Handbook*.

You can move nimbly around the battlefield.

Prerequisites: Dex 15, Tumble 8 ranks, Dodge, Mobility.

Benefits: Once per round, when you make an attack of opportunity, you may take a 5-foot step after you attack. This 5-foot step doesn't count against your limit of one 5-foot step per round, or against any movement you take on your turn.

Sudden Empower [Metamagic]

Originally presented in the *Complete Arcane*.

You can cast a spell to greater effect without special preparation.

Prerequisites: Any metamagic feat.

Benefits: Once per day, you can apply the effect of the Empower Spell feat to any spell you cast without increasing the level of the spell or specially preparing it ahead of time. You can still use Empower Spell normally if you have it.

Sudden Silent [Metamagic]

Originally presented in the *Complete Arcane*.

Once per day you may cast a spell silently without special preparation.

Prerequisites: Any metamagic feat.

Benefits: Once per day, you may apply the Silent Spell feat to any spell you cast, without increasing the level of the spell or specially preparing it ahead of time. You may still use the Silent Spell feat normally, if you have it.

Sudden Still [Metamagic]

Originally presented in the *Complete Arcane*.

Once per day you may cast a spell stilled without special preparation.

Prerequisites: Any metamagic feat.

Benefits: Once per day, you may apply the Still Spell feat to any spell you cast, without increasing the level of the spell or specially preparing it ahead of time. You may still use the Still Spell feat normally, if you have it.

Sudden Widen [Metamagic]

Originally presented in the *Complete Arcane*.

You can increase a spell's area without special preparation.

Benefit: Once per day, you can apply the effect of the Widen Spell feat to any spell you cast without increasing the level of the spell or specially preparing it ahead of time. You can still use Widen Spell normally if you have it.

Suppress Weakness [Monstrous]

Originally presented in the *Draconomicon*.

Your vulnerability to an energy type is reduced.

Prerequisites: Vulnerability to energy, Iron Will.

Benefits: You can partially suppress your vulnerability to a type of energy. When subjected to an attack based on that type of energy, you take one-quarter again as much (+25%) damage, regardless of whether a saving throw is allowed, or if a saving throw is a success or failure.

Normal: A creature vulnerable to a type of energy takes half again as much (+50%) damage as normal from that energy type, regardless of whether a saving throw is allowed, or if a saving throw is a success or failure.

Warped Mind [Aberrant]

Originally presented in the *Lords of Madness*.

Your tainted form has altered the physical nature of your brain, making you resistant to mental effects and

more capable of unleashing the power of your mind on others.

Prerequisites: Aberration Blood.

Benefits: You gain a racial bonus on Will saves against mind-affecting spells and abilities equal to one half the number of aberrant feats you possess.

You gain 1 psionic power point for each aberrant feat you possess.

MUNDANE AND ALCHEMICAL ITEMS

All mundane and alchemical items originally presented in *Frostburn*.

Crampons: Crampons consist of a set of metal spikes and hooks that lash on to boots and gauntlets to assist in climbing or walking across icy surfaces. While you wear crampons, you gain a +2 circumstance bonus on any Balance checks made to avoid slipping on an icy surface, and a +2 circumstance bonus on Climb checks. Crampons impose a -10 ft. penalty to speed when not walking on snow or ice.

Fur Clothing: Fur clothing consists of thick layers of animal furs designed to be worn over a regular set of clothing or armor. Wearing fur clothing grants a +5 circumstance bonus on Fortitude saving throws against exposure to cold weather. Fur clothing can be worn over a cold weather outfit; in this case the circumstance bonuses granted by each item stack, granting a total +10 circumstance bonus on Fortitude saving throws against exposure to cold weather. Fur clothing is cumbersome to wear. Although the furs do not provide an appreciable armor bonus, they do increase your total armor check penalty for any armor worn by 2 points.

Hut, Portable: A portable hut consists of a wooden framework that can be quickly assembled into a hut-shaped frame that covers a 10-foot square. The frame's base consists of several iron spikes that can be driven through holes in the frame to affix the hut frame to the ground; further stability is granted by several rope supports that extend out 15 feet from the hut's edge. Once the frame is in place, you simply attach the leather and fur wrappings over the outside of the wall and lash them directly to the frame to finish building the hut. A portable hut provides excellent shelter in the wilderness; assembling or disassembling a portable hut only takes 15 minutes of work. A portable hut serves as an improvised shelter.

Skates: Skates allow full movement across icy surfaces for anyone with at least 5 ranks of Balance, but cannot be used at all on any other terrain.

Skis and Poles: Skis allow full movement across snowy and icy surfaces but cannot be used at all on any other terrain. Downhill speed can be as a run (x4) on

slight grades 0 as a run (x5) on severe grades. It takes a full-round action to don or to remove skis.

Snow Goggles: These wooden goggles have a thin horizontal slit in the middle. They grant a +2 circumstance bonus on saving throws to resist blinding effects, including sun blindness, extremely bright light, or spells that target vision indirectly (such as *sunburst* but not *blindness*). While wearing snow goggles, you incur a -4 circumstance penalty on Spot and Search checks.

Snowshoes: These allow the wearer to move across snow and ice with increased speed. Snow of any depth is considered a minor impediment. Snowshoes take 1 minute to don and a full-round action to remove.

Winter Fullcloth: This is a heavily quilted undergarment that is worn underneath regular clothing to protect the wearer against cold. Winter fullcloth is considered part of the cold weather outfit described in the *Player's Handbook*. If worn by itself, grants a +1 circumstance bonus on Fortitude saving throws against exposure to cold weather.

Armor Insulation: This thick red syrupy mixture applied with a brush to the inner surface of a suit of armor. When the mixture comes in contact with body heat a sweat, it puffs up to trap body heat, insulating the wearer against the effects of cold. For 24 hours after application, the wearer of a suit of armor treated with armor insulation gains +5 circumstance bonus on Fortitude saving throws against exposure to cold weather.

Freeze Powder: Freeze powder looks like salt but is much finer to touch. One vial of freeze powder sprinkled into any liquid is enough to instantly freeze solid 1 cubic foot of liquid. If introduced into a larger body of water or liquid, the powder freezes into a 1-foot diameter ball of ice. Sprinkled on a wet floor, a vial of freeze powder can coat a 10-foot-square area with ice. Freeze powder is dangerous to eat; anyone foolish enough to swallow a vial of freeze powder takes 2d6 points of cold damage as the powder freeze-burns his mouth and throat. A successful DC 15 Fortitude saving throw halves the damage.

Frostbite Salve: This pale yellow cream provides instant relief from frostbite damage. It does not cure frostburn damage, but temporarily suppresses up to 2 points of ability score damage caused by frostbite. The salve's effectiveness lasts for just one hour, after which point the ability score damage suppressed by the salve returns.

Ice Chalk: Ice chalk comes in a variety of colors. These 'waxy sticks' can be used to make temporary marks on any icy surface, similar to how chalk can be used to mark slate or stone.

Melt Powder: Utilizing some of the same principles as freeze powder, melt powder causes ice it is

sprinkled upon to instantly melt. One vial of melt powder is enough to melt 1 cubic foot of ice. Sprinkled on an icy surface of up to 10 square feet, a vial of melt powder makes a 1-inch-deep pool of water that quickly refreezes. Melt powder is bitter tasting, but only harmful to creatures with the cold subtype if it is eaten. Such creatures take 2d6 points of acid damage as the powder desiccates and dissolves their tissues; a successful DC 15 Fortitude save halves the damage.

Polar Skin: This dull white cream provides limited protection against cold-based damage. Polar skin becomes ineffective once it has absorbed 5 points of cold damage. Regardless of whether it absorbs any damage, polar skin loses its effectiveness 1 hour after application. Polar skin does not stack with magical protection from cold. Magical effects such as *resist energy* supersede the protection provided by polar skin. Applying polar skin takes 1 minute.

Razor Ice Powder: This granular white powder can be sprinkled over any icy surface; one vial is enough to coat one 5-foot square. The area coated immediately grows hundreds of tiny razor-sharp crystals of ice; these crystals function as if the area had been covered with razor ice (see page 16). Razor ice is difficult to see; a successful DC 20 Survival check reveals the danger, otherwise, a victim won't realize the true nature of the painful ice until she treads upon it. A creature with the cold subtype can use a standard action to sprinkle a vial of razor ice powder on any single natural weapon it possesses; it grants a +1 enhancement bonus on slashing damage for that natural attack for one hour.

Whale Grease: Whale grease is a thick clear grease fashioned from a combination of melted whale blubber and various powdered minerals and waxy plants. This foul smelling stuff must be applied directly to the skin (taking 1 minute to do so) to be effective; once applied, the grease insulates the user from hypothermia, providing complete protection from hypothermia effects for as long as it lasts. Whale grease loses its effectiveness 1 hour after application. It is not water soluble, but can be quickly removed with alcohol. While worn, the pungent odor the grease gives off allows creatures with the scent ability to detect you at double normal range.

MAGIC ITEMS

Cerulean Sign

Originally presented in *Lords of Madness*.

The ancient *cerulean sign* is a potent symbol against aberrations and their ilk. Said to be an ancient glyph that captures and focuses the power of the natural world, an item of jewelry that bears a properly crafted cerulean sign becomes a potent ward against creatures from outside the natural order.

A *cerulean sign* is usually crafted as an amulet, but it can sometimes be found in the form of a mantle,

medallion, periapt, or ring. As long as a *cerulean sign* is carried (either in the hand or in a pocket or container you are wearing, excluding those that create extradimensional spaces, such as *bags of holding*), it grants the carrier a +1 resistance bonus on all Will saving throws made against effects that originate from aberrations.

If worn, a *cerulean sign* also grants a luck bonus to your Armor Class and on all saving throws against attacks from aberrations, as well as a luck bonus on level checks made to penetrate an aberration's spell resistance. The magnitude of this luck bonus ranges from +1 to +5.

Moderate abjuration; CL 7th; Craft Wondrous Item, *invoke the cerulean sign*, Price 4,000 gp (+1), 16,000 gp (+2), 36,000 gp (+3), 60,000 gp (+4), 100,000 gp (+5).

Chitin Plating (Silthilar Graft)

Originally presented in *Lords of Madness*.

This graft consists of numerous interlocking chitin plates grafted onto the creature's skin. These plates are tough, yet flexible, and grant the recipient a natural armor bonus ranging from +1 to +5. The natural armor bonus does not stack with any other natural armor bonus the creature might possess as a virtue of his race, but it does stack with enhancement bonuses to natural armor granted by magic such as *barkskin* or an *amulet of natural armor*.

Graft Flesh (silthilar); Price 4,000 gp (+1), 16,000 gp (+2), 36,000 gp (+3), 60,000 gp (+4), 100,000 gp (+5).

Mantle of Hidden Faith

Originally presented in *Frostburn*.

This plain gray mantle shields your faith, alignment, and patron deity from magical detection as long as it is worn. It does not provide any bonuses to skill checks used to disguise or lie about your faith and beliefs.

Faint abjuration; CL 3rd; Craft Wondrous Item, *undetectable alignment*, Price 15,000 gp.

Ring of Floating

Originally presented in *Frostburn*.

This clear crystal ring seems slightly cold when worn. As long as this ring is worn, you float upon any liquid or similar surface, and cannot swim below the surface. If you are underwater when you put this ring on, you rise towards the surface at a speed of 30 feet.

Faint transmutation; CL 1st; Forge Ring, *float*, Price 2,000 gp.

Rod of Piercing Cold

Originally presented in *Frostburn*.

This short rod appears to be made entirely out of ice, and comes to a needle-sharp point at one end. It can be used as a +2 *frost dagger* in combat. Up to three times

per day, the owner of a *rod of piercing cold* can enhance one spell cast with the Piercing Cold metamagic feat, with no alteration to the spell's effective level. This rod is a *metamagic rod*; a caster may only use one *metamagic rod* at a time. Normal *rods of piercing cold* can be used with spells of 6th level or lower. *Lesser rods of piercing cold* can be used with spells of 3rd level or lower, while *greater rods of piercing cold* can be used with spells of 9th level or lower.

Strong (no school); CL 17th; Craft Rod, Piercing Cold; Price 21,430 gp (lesser), 29,300 gp (normal), 42,800 gp (greater).

Vail of Icy Sheets

Originally presented in *Frostburn*.

The *vial of icy sheets* contains a clear fluid that creates a region of slippery ice when its contents are poured upon the ground (a standard action). The fluid spreads from the point of origin to a radius of 10 feet, coating the ground with a thin sheet of slippery ice. All creatures caught in this area must make a DC 11 Reflex save or slip and fall. Those that successfully save can move at half speed across the surface. Those that remain in the area must make a new saving throw each round to avoid falling and to be able to move.

Alternatively, the vial's contents can be poured upon an object. This encases the object with slippery ice, and if the object is carried or wielded, its wielder must make a DC 11 Reflex save to avoid dropping the item. A new saving throw must be made each round the item is grasped.

Icy sheets last for 5 rounds before they evaporate away into nothingness. A *vial of icy breath* automatically replenishes its supply of liquid once every day.

If the contents of a *vial of icy sheets* are swallowed, the ice coats the mouth, throat and stomach of the poor fool who drank it. This causes 6d6 points of cold damage (Fortitude DC 20 half).

Faint conjuration; CL 1st; Craft Wondrous Item, *ice slick*; Price 2,000 gp; Weight 1 lb.

SPELLS

Arc of Lightning

Originally presented in *Complete Arcane*.

Conjuration (Creation) [Electricity]

Level: Druid 4, sorcerer/wizard 5, Warmage 5, wu jen 5

Components: V, S, M/DF

Casting Time: 1 standard action

Range: Close (25 ft. + 5 ft./21 levels)

Area: A line between two creatures

Duration: Instantaneous

Saving Throw: Reflex half

Spell Resistance: No

You create natural conductivity between two creatures, and a bolt of electricity arcs between them. This bolt deals 1d6 points of electricity damage per caster level (maximum 15d6) to both creatures and to anything in the line between them.

Both creatures must be in range, and you must be able to target them (as if this spell had them as its targets). Draw the line from any corner in one creature's space to any corner in the other's space.

Arcane Material Component: Two small iron rods.

Blink, Greater

Originally presented in *Complete Arcane*.

Transmutation

Level: Sorcerer/wizard 5

Components: V, S

Casting Time: 1 Standard action

Range: Personal

Target: You

Duration: 1 round/level

This spell functions like *blink*, except you have control over the timing of your “blinking” back and forth between the Ethereal Plane and the Material Plane. You can also ready an action to blink away from any physical or magical attack, with the attack missing automatically unless it also affects ethereal targets (as a force effect does). While blinking, you have no chance of interfering with your own attacks or your own spells. When moving through solid objects, you do not risk materializing inside one unless you actually end your movement there, in which case you are shunted off to the nearest open space, taking 1d6 points of damage per 5 feet traveled in this manner.

Breath Flare

Originally presented in the *Draconomicon*.

Transmutation [Light]

Level: Sorcerer/wizard 1

Components: S, B

Casting Time: 1 standard action

Range: Personal

Target: Your breath weapon

Duration: Instantaneous

If your breath weapon uses fire or electricity, it is infused with bright light. In addition to taking the normal fire or electricity damage, creatures that fail their saving throws against the breath weapon are dazzled for 1 minute per caster level. Sightless creatures are not affected by *breath flare*. The modification applies only to the breath produced as part of casting.

Column of Ice

Originally presented in *Frostburn*.

Conjuration (Creation) [Cold]

Level: Druid 3, sorcerer/wizard 4

Components: V, S, M

Casting Time: 1 standard action

Range: Close (25 ft. + 5 ft./2 levels)

Effect: One column of ice, 10-ft. radius and 5 ft./level in height

Duration: Permanent

Saving Throw: Reflex negates

Spell Resistance: No

A column of ice rises from the ground, lifting any object or creature (including you) standing in the area into the air. Creatures making a Reflex saving throw can choose to avoid the column. Moving or fighting atop the ice column requires a DC 10 Balance check. Those who fail fall prone and must immediately succeed on a DC 12 Reflex saving throw or slip off the column, taking commensurate falling damage.

Creatures atop the column as it rises may be smashed against the ceiling or other overhead obstructions, which deals 4d6 points of damage.

Magical Ice Column: 10 feet thick; hardness 16; hp 160; break DC 90; Climb DC 30.

Arcane Material Component: A 2-inch rod of ice.

Distract Assailant

Originally presented in *Complete Adventurer*.

Enchantment (Compulsion) [Mind-Affecting]

Level: Assassin 1, sorcerer/wizard 1

Components: V, S, M

Casting Time: 1 swift action

Range: Close (25 ft. + 5 ft./2 levels)

Target: One creature

Duration: 1 round

Saving Throw: Will negates

Spell Resistance: Yes

The subject of this spell is distracted, flinching at blows that seem to come from the shadows. A creature affected by this spell is flat-footed until the beginning of its next turn.

Material Component: The dried wing of a fly.

Enhance Familiar

Originally presented in *Complete Arcane*.

Universal

Level: Sorcerer/wizard 3

Components: V, S

Casting Time: 1 standard action

Range: Touch

Targets: Familiar touched

Duration: 1 hour/level

Saving Throw: None

Spell Resistance: Yes (harmless)

You infuse your familiar with vigor, granting it a +2 competence bonus on saves, attack rolls, and melee

damage rolls, as well as a +2 dodge bonus on Armor Class.

Fire Shield, Mass

Originally presented in *Complete Arcane*.

Evocation [Fire or Cold]

Level: Sorcerer/wizard 5, warlock 5

Components: V, S, M

Casting Time: 1 standard action

Range: Close (25 ft. + 5 ft./2 levels)

Targets: One or more allied creatures, no two of which can be more than 30 ft. apart

Duration: 1 round/level (D)

Saving Throw: Will negates (harmless)

Spell Resistance: Yes (harmless)

This spell functions like fire shield (see page 230 of the *Player's Handbook*), except as noted above.

Fortify Familiar

Originally presented in *Complete Arcane*.

Universal

Level: Sorcerer/wizard 4

Components: V, S

Casting Time: 1 standard action

Range: Touch

Targets: Familiar touched

Duration: 1 hour/level

Saving Throw: None

Spell Resistance: Yes (harmless)

This spell makes your familiar tougher, granting it 2d8 temporary hit points and a +2 enhancement bonus to its natural armor. It also has a 25% chance to ignore extra damage from sneak attacks or critical hits (though such attacks still deal normal damage if successful). Temporary hit points gained in this fashion last for up to 1 hour.

Frostbite

Originally presented in *Frostburn*.

Conjuration (Creation) [Cold]

Level: Cleric 5

Components: V, S, DF

Casting Time: 1 standard action

Range: Close (25 ft. + 5 ft./2 levels)

Effect: One creature/2 levels; no two of which can be more than 30 ft. apart

Duration: Instantaneous

Saving Throw: Fortitude half

Spell Resistance: Yes

You chill the air and create a layer of frost on the skin of target creatures. The targets are entitled to a Fortitude save; those who fail take 6d8 points of cold damage and 2d6 points of Dexterity damage. Creatures

dropping to 0 Dexterity are frozen in a layer of ice, shivering and unable to attack, move, or defend.

Healing Lorecall

Originally presented in *Complete Adventurer*.

Divination

Level: Cleric 2, Druid 2, Ranger 1

Components: V, S, M

Casting Time: 1 standard action

Range: Personal

Targets: You

Duration: 1 minute/level

You tap into your healing acumen to make your curative spells more potent. A caster with 5 ranks or more ranks in Heal can, when casting a conjuration (healing) spell, choose to remove any one of the following conditions affecting the target of the spell, in addition to the spell's normal effects: dazed, dazzled, or fatigued. A caster with 10 ranks or more ranks in Heal can choose from the following conditions in addition to those above: exhausted, nauseated, or sickened.

Also, when determining the amount of damage healed by your conjuration (healing) spells, you can substitute your total ranks in Heal for your caster level. The normal caster level limit for spells still applies; thus a 3rd-level cleric with 6 ranks in Heal when under the effect of *healing lorecall* cures 1d8+5 points of damage with a *cure light wounds* spell.

Material Component: A small mint leaf.

Ice Skate

Originally presented in *Frostburn*.

Transmutation

Level: Druid 1, Ranger 1

Components: V, S, DF

Casting Time: 1 standard action

Range: Touch

Targets: Creature touched

Duration: 10 minutes/level (D)

Saving Throw: Fortitude Negates (harmless)

Spell Resistance: Yes (harmless)

You allow a creature to skate across any icy surface, either level or inclined, increasing its base speed by 60 feet. (This adjustment is treated as an enhancement bonus. No Balance checks are required for this movement (even during combat on ice) unless the recipient attempts exceptional maneuvers, such as jumping a crevasse or gliding up a frozen waterfall, or takes damage – even then, the recipient gains a +4 enhancement bonus on its Balance check.

Invoke the Cerulean Sign

Originally presented in *Lords of Madness*.

Evocation

Level: Bard 3, Cleric 3, Druid 2, Paladin 3, Ranger 2, Sorcerer/Wizard 3

Components: S

Casting Time: 1 standard action

Range: 30 ft.

Area: Multiple aberrations whose combined total Hit Dice do not exceed twice the caster level in a spread emanating from the character to the extreme of the range

Duration: Instantaneous

Saving Throw: Fortitude Negates

Spell Resistance: No

The *cerulean sign* is an ancient symbol said to embody the purity of the natural world, and as such it is anathema to aberrations. While druids and rangers are the classes most often known to cast this ancient spell, its magic is nearly universal and can be mastered by all spellcasting classes.

When you cast spell, you trace the *cerulean sign* in the air with a hand, leaving a glowing blue rune in the air for a brief moment before it flashes and fills the area of effect with a pulse of cerulean light. Any aberration within the area must make a Fortitude saving throw or suffer the following ill effects. Closer aberrations are affected first.

Aberration Hit Dice	Effect
Up to caster level +10	None
Up to caster level +5	Sickened
Up to caster level	Nauseated
Up to caster level –5	Dazed
Up to caster level –10	Stunned

Each effect lasts for 1 round.

None: The aberration suffers no ill effect, even if it fails the saving throw.

Sickened: The aberration takes a –2 penalty on attack rolls, saving throws, skill checks, and ability checks for 1 round.

Nauseated: The aberration cannot attack, cast spells, concentrate on spells, or do anything but a single move action for 1 round.

Dazed: The aberration can take no actions, but has no penalty to its Armor Class, for 1 round.

Stunned: The aberration drops everything held, can't take actions, takes a –2 penalty to AC, and loses its Dexterity bonus to AC (if any) for 1 round.

Once a creature recovers from an effect, it moves up one level on that table. Thus a creature that is stunned by this spell is dazed the round after that, nauseated the round after that, sickened the round after that, and then recovers fully the next round.

Lesser Shivering Touch

Originally presented in *Frostburn*.

Necromancy [Cold]

Level: Cleric 1, sorcerer/wizard 1

Components: V, S

Casting Time: 1 standard action

Range: Touch

Effect: Creature touched

Duration: 1 round/level

Saving Throw: None

Spell Resistance: Yes

Your successful melee touch attack delivers a bitter chill to the target, causing it to shiver uncontrollably for the duration of the spell. Shivering characters take 1d6 points of Dexterity damage.

Creatures with the cold subtype are immune to the effects of *lesser shivering touch*.

Listening Lorecall

Originally presented in *Complete Adventurer*.

Divination

Level: Druid 2, Ranger 2, Sorcerer/Wizard 2

Components: V, S, DF

Casting Time: 1 standard action

Range: Personal

Targets: You

Duration: 10 minutes/level

You gain the ability to precisely and instantly identify and locate the origins of even the most minute sounds you detect. You gain a +4 insight bonus on Listen checks.

In addition, if you have 5 ranks or more ranks in Listen, you gain blindsense out to 30 feet. If you have 10 or more ranks in Listen, you gain blindsight out to 30 feet instead.

A *silence* spell or effect negates blindsense or blindsight granted by a *listening lorecall* spell.

Nature's Favor

Originally presented in *Complete Adventurer*.

Evocation

Level: Druid 2, Ranger 2

Components: V, S, DF

Casting Time: 1 standard action

Range: Touch

Target: Animal touched

Duration: 1 minute

Saving Throw: Will negates (harmless)

Spell Resistance: Yes (harmless)

By calling on the power of nature, you grant the target animal a +1 luck bonus on attack and damage rolls for every three caster levels you possess, to a maximum of +5 at 15th level.

Numbing Sphere

Originally presented in *Frostburn*.

Evocation [Cold]

Level: Druid 2, sorcerer/wizard 2

Components: V, S, M/DF

Casting Time: 1 standard action

Range: Medium (100 ft. + 10 ft./2 levels)

Effect: 5-ft. diameter sphere

Duration: 1 round/level

Saving Throw: Reflex negates

Spell Resistance: Yes

A sphere of intense cold energy rolls in whichever direction you point and damages those it strikes. It moves 30 feet per round. As part of this movement, it can ascend or jump up to 30 feet to strike a target. If it enters a space with a creature, it stops moving for the round and deals 1d6 points of cold damage as well as 1d4 points of Dexterity damage to that creature, though a successful Reflex save negates both the cold damage and Dexterity damage. A *numbing sphere* rolls over barriers less than 4 feet tall, such as furniture and low walls. It instantly freezes water in encounters in 5-foot-cube sections, creating chunks of ice in large bodies of water.

The sphere moves as long as you actively direct it (a move action for you); otherwise, it merely remains at rest. The sphere can be destroyed by attacks directed against it. It has 10 hit points and damage reduction 5/-

The surface of the sphere has a spongy, yielding consistency and so does not cause damage except by extreme cold. It cannot push aside unwilling creatures or batter down large obstacles. A *numbing sphere* winks out if it exceeds the spell's range.

Arcane Material Component: A bit of sponge and a drop of water.

Obscuring Snow

Originally presented in *Frostburn*.

Conjuration (Creation) [Air, Cold]

Level: Cleric 2, druid 2, sorcerer/wizard 2

Components: V, S

Casting Time: 1 standard action

Range: 30 ft.

Effect: Cloud spreads in 30-ft. radius from you, 30 ft. high

Duration: 1 hour/level

Saving Throw: None

Spell Resistance: No

A swirling snow vapor arises around you, and follows you from that point on. The snow obscures all sight, including darkvision, beyond 5 feet. A creature 5 feet away has concealment (attacks have a 20% miss chance). Creatures further away have total concealment (50% miss chance, and the attacker cannot use sight to locate the target).

A strong wind (21+ mph) disperses the snow in 4 rounds. A very strong wind (31+ mph) disperses the snow in 1 round. A *fireball*, *flame strike*, or similar spell burns away the snow in the explosive or fiery spell's area. A *wall of fire* burns away the snow in the area into which it deals damage.

Recitation

Originally presented in *Complete Divine*.

Conjuration (Creation)

Level: Clr 4, Purification 3

Components: V, S, DF

Casting Time: 1 standard action

Range: 60 ft.

Area: All allies and foes within a 60-ft.-radius burst centered on you

Duration: 1 round/level

Saving Throw: None

Spell Resistance: Yes

By reciting a sacred passage or declaration, you invoke your deity's blessing upon yourself and your allies while causing confusion and weakness among your enemies. The spell affects all allies and foes within the spell's area at the moment you cast it. Your allies gain a +2 luck bonus on attack rolls and saving throws, or a +3 luck bonus if they worship the same patron deity as you. Enemies suffer a -2 luck penalty on attack rolls and saving throws. After casting the spell, you are free to take further actions during the spell's duration as you see fit.

Divine Focus: In addition to your holy symbol, this spell requires a sacred text as a divine focus.

Snowsight

Originally presented in *Frostburn*.

Transmutation

Level: Druid 1, ranger 1, Winter 1

Components: V, S, DF

Casting Time: 1 standard action

Range: Touch

Effect: Creature touched

Duration: 1 hour/level

Saving Throw: None

Spell Resistance: Yes (harmless)

The subject gains the ability to see to the normal limits of its vision even in whiteout conditions, and ignores all penalties due to snow glare and snow blindness. *Snowsight* is no better than normal vision. During daylight, this usually means the subject can see to the horizon; at night vision is restricted to ambient light or darkvision as appropriate for the subject creature. *Snowsight* does not grant creatures the ability to see in darkness.

Stalwart Pact

Originally presented in *Complete Divine*.

Conjuration (Healing)

Level: Cleric 5, pact 5

Components: V, S, DF, XP

Casting Time: 10 minutes

Range: Touch

Area: Willing living creature touched, then 1 round/level

Duration: Permanent until triggered

Saving Throw: Will negates (harmless)

Spell Resistance: Yes (harmless)

This allows the target to enter into a binding agreement with a deity that provides a measure of protection when the need is dire.

Once this spell is cast, the pact remains dormant until the target is reduced to half or less of her full normal hit points. The target immediately gains 5 temporary hit points per caster level, damage reduction of 5/magic, and a +4 luck bonus on saving throws. The hit points, damage reduction, and saving throw bonus evaporate when the spell ends.

XP Cost: 250 XP

Whispercast

Originally presented in *Lords of Madness*.

Transmutation

Level: Sorcerer/Wizard 2

Components: V

Casting Time: 1 swift action

Range: Personal

Target: You

Duration: 1 round

The next spell you cast can be cast as a purely mental action, provided that it is of 5th-level or lower and that you can whisper. It requires no somatic or material components, unless the spell normally requires a focus or expensive material component (any material component worth more than 1 gp). If the spell does require a focus or expensive component, you can still *whispercast* it as long as you have the focus or expensive component on your person – the magic of *whispercast* causes the focus to be used or the expensive component to be consumed normally, without you having to handle or manipulate it.

If you do not cast a second spell while *whispercast* is in effect, you gain no benefit from casting *whispercast*.

Casting this spell is a swift action. It does not require a move action or standard action, but you can take only one swift, immediate, or quickened action per turn.

Tsochari spellcasters use this spell to permit spellcasting while they inhabit other creatures. It is also useful for grappled spellcasters.

Wrack

Originally presented in *Complete Divine*.

Necromancy [Evil]

Level: Cleric 3, sorcerer/wizard 4

Components: V, S

Casting Time: 1 standard action

Range: Close (25 ft. + 5 ft/2 levels)

Area: One humanoid
Duration: 1 round/level
Saving Throw: Fortitude negates
Spell Resistance: Yes

A humanoid subject of the spellcaster's choosing is wracked with such pain that he doubles over and collapses. His face and hands blister and drip fluid, and the eyes cloud with blood, rendering him blind. For the duration of the spell, the subject is considered helpless and cannot take actions.

Even when the spell ends, the subject is still visibly shaken and suffers a -2 penalty to attack rolls, saves, and checks for 3d10 minutes. The subject's sight returns at the end of the spell's duration.

MONSTERS

Cold Element Creature Template

Originally presented in *Manual of the Planes*.

"Cold element" is a template that can be added to any corporeal creature (referred to hereafter as the "base creature") of the following base types: aberration, animal, magical beast, plant, or vermin. A cold element creature uses all the base creature's statistics and special abilities except as noted here:

Size and Type: The creature's type changes to "elemental (cold)".

Hit Dice: Change to d8.

Armor Class: Natural armor improves by +3.

Special Attacks: A cold element creature retains all the special attacks of the base creature and also gains the following:

Chill (Ex): In addition to the damage from their attacks, cold element creatures deal additional cold damage with their natural weapons (including claw, bite, slam, or tail attack). The amount of damage depends on the HD total of the creature (see the table below).

Special Qualities: A cold element creature retains all the special qualities of the base creature and also gains the following ones:

Elemental: Immune to poison, sleep, paralysis, and stunning. Not subject to critical hits.

Darkvision with a range of 60 ft.

Damage reduction (see the table below). If the cold element creature has DR/magic, its natural weapons count as magical weapons for bypassing DR.

HD	DR	Additional Cold Damage
1-3	—	—
4-7	—	1d4
8-11	5/magic	1d6
12+	10/magic	1d8

Cold Subtype: Creature has immunity to cold, but vulnerability to fire, which means it takes half again as much (+50%) damage as normal from fire, regardless of whether a saving throw is allowed, or if the save is a success or a failure.

Icewalking (Ex): As the *spider climb* spell, but applies to all icy surfaces.

Base Saves: Same as the base creature

Abilities: Same as the base creature

Skills: Same as the base creature. If the base creature has an Intelligence of 4 or greater, it speaks either Aquan or Auran.

Feats: Same as the base creature.

Climate/Terrain: Any land and underground.

Organization: Same as the base creature.

Challenge Rating: Up to 3 HD, as base creature, 4 HD to 7 HD, as base creature +1, 8+ HD, as base creature +2.

Treasure: Same as the base creature.

Alignment: Usually neutral.

Advancement: Same as the base creature.

Pudding, White

Originally presented in *Frostburn*.

Large Ooze

Hit Dice: 9d10+45 (94 hp)

Initiative: -4

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

Armor Class: 5 (-1 size, -4 Dex), touch 5, flat-footed 5

Base Attack/Grapple: +6/+12

Attack: Slam +7 melee (2d4+3 plus 2d4 acid)

Full Attack: Slam +7 melee (2d4+3 plus 2d4 acid)

Space/Reach: 10 ft./5 ft.

Special Attacks: Acid, constrict 2d4+3 plus 2d4 acid, improved grab

Special Qualities: Blindsight 60 ft., resistance to cold 10, ooze traits, split

Saves: Fort +8, Ref -1, Will -2

Abilities: Str 15, Dex 2, Con 20, Int -, Wis 1, Cha 1

Skills: Hide -8*, Swim +10

Feats: -

Environment: Cold aquatic

Organization: Solitary

Challenge Rating: 6

Treasure: None

Alignment: Always neutral

Advancement: 10-14 HD (large); 15-27 HD (Huge)

Level Adjustment: -

A large mass of damp white snow seethes and pours itself toward you.

White puddings are smaller, cold-adapted relatives of the black pudding, and one of the rare oozes that thrive in winter conditions. They live amid ice floes and coastal shelves, and hunt seals, penguins, and other creatures that inhabit pack ice. Their kills are often completely silent, since they smother and consume small prey.

White puddings are voracious and do not sleep. Their most active cycle is during the night (when their lack of strong vision is less of a hindrance), but they also stalk prey during daylight hours. When prey eludes them they can survive by dissolving plant

material, but this diet seems to eventually sap the creature's reserves of some vital foodstuff. White puddings fed nothing but wood and grasses eventually sicken and die.

COMBAT

White puddings attack by grabbing and squeezing their prey. They attack the closest prey, and can be baited into pursuing whatever target offers itself as closest from round to round.

Acid (Ex): A white pudding secretes a digestive acid that dissolves organic material quickly, but does not affect stone or metal. Any melee hit or constrict attack deals acid damage, and the opponent's armor (if not metal) and clothing dissolves and become immediately useless unless it succeeds on a DC 19 Reflex saving throw. A wooden weapon that strikes a white pudding also dissolves immediately unless it succeeds on a DC 19 Reflex save. The save DCs are Constitution-based.

The pudding's acidic touch deals 19 points of damage per round to wooden, leather, or other organic objects, but the ooze must remain in contact with the object for 1 full round to deal his damage.

Constrict (Ex): A white pudding deals automatic slam and acid damage with a successful grapple check. The opponent's clothing and armor take a -4 penalty on Reflex saves against the acid.

Improved Grab (Ex): To use this ability, a pudding must hit with its slam attack. It can't then attempt to start a grapple as a free action without provoking attacks of opportunity. If it wins the grapple check, it establishes a hold and can constrict its prey.

Ooze Traits: An ooze is blind (blindsight 60 ft.) and immune to gaze attacks, visual effects, illusions, and of her attack forms that rely on sight. It is immune to poison, sleep effects, paralysis, stunning, and polymorphing. It is not subject to extra damage from critical hits or flanking.

Split (Ex): Slashing and piercing weapons deal no damage to a white pudding. Instead the creature splits into two identical puddings, each with half the original pudding's hit points (round down). A pudding with 10 hit points or less cannot be farther split and dies if reduced to 0 hit points.

Skills: White puddings are difficult to spot against snow and ice. They gain a +16 racial bonus on Hide checks in snowy or icy environments.

Shaboath

Originally presented in *Lords of Madness*.

Large Construct (Cold)

Hit Dice: 11d10+30 (60 hp)

Initiative: -1

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

Armor Class: 20 (-1 size, -1 Dex, +12 natural), touch 8, flatfooted 20

Base Attack/ Grapple: +8/+19

Attack: Slam +14 melee (2d10+7)

Full Attack: 4 slams +14 melee (2d10+7)

Space/ Reach: 10 ft./10 ft.

Special Attacks: Engulf, improved grab, wall of ice

Special Qualities: Construct traits, damage reduction 10/-, darkvision 60 ft., immunity to acid, immunity to cold, low light vision, vulnerability to fire, watery concealment

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

Abilities: Str 25, Dex 9, Con -, Int -, Wis 11, Cha 1

Skills: -

Feats: -

Environment: Underground

Organization: Solitary or gang (2-4)

Challenge Rating: 10

Treasure: None

Alignment: Always neutral

Advancement: 12-22 HD (Large); 23-33 HD (Huge)

Level Adjustment: -

A pool of seething fluid piles up on itself forming an undulant mass off our large tentacles joined to a central mound of thick, syrupy liquid.

Shaboaths are constructs created by powerful aboleths to guard their cities and perform various errands. They have bodies made of thick, transparent fluid-water tainted with the slime exuded by a savant aboleth. A shaboath is a shapeless creature that resembles a sphere or pool of water when at rest. When it attacks, it creates four large pseudopods.

A shaboath is about 10 feet wide, with 10-foot-long tentacles. It weighs about 12,000 pounds.

A shaboath cannot speak nor make any vocal noise. The creature carries with it a distinctive musty smell like that of mildew or swamp water. On land, it moves with a sloshing, undulant coiling, and leaves a trail of moisture in its wake.

COMBAT

Shaboaths are relentless combatants. They are difficult to harm with weaponry and are immune to many spells and energy types; only fire is guaranteed to be effective against them. They attack by forming four large tentacles, which they use to slam any targets in reach (other than aboleths).

Engulf (Ex): A shaboath can attempt to engulf a grabbed opponent that is equal to or smaller than its size category by making a successful grapple check. Once inside, the opponent takes 2d10+10 points of crushing damage per round if the opponent cannot breathe water, it must hold. Its breath or begin to drown. An engulfed creature can escape by making a successful grapple check or Escape Artist check. The amount of time a creature can hold its breath if it takes a standard action is reduced by 1 round. A shaboath can engulf 1 Large creature, 2 Medium creatures, 4 Small creatures, 8 Tiny creatures, 16 Diminutive creatures, or 32 Fine creatures at one time.

Improved Grab (Ex): To use this ability, a shaboath must hit with a slam attack. It can then attempt to start a grapple as a free action without

provoking attacks of opportunity. If it wins the grapple check, it can attempt to engulf the target in the following round

Wall of Ice (Su): A shaboath can generate a *wall of ice* (as the spell, caster level 20th) once per minute as a standard action that does not provoke attacks of opportunity.

Construct Traits: A shaboath has immunity to poison, sleep effects, paralysis, stunning, disease, death effects, necromancy effects, mind-affecting spells and abilities (charms, compulsions, phantasms, patterns, and morale effects), and any effect that requires a Fortitude save unless it also works on objects or is harmless. It is not subject to extra damage from critical hits, non-lethal damage, ability damage, ability drain, fatigue, exhaustion, or energy drain. It cannot heal damage, but it can be repaired. It has darkvision out to 60 feet and low-light vision.

Watery Concealment (Ex): A shaboath that is completely underwater is difficult to see. Its form constantly shifts and blends with the surrounding water, granting the creature concealment.

Shadow Creature Template

Originally presented in *Lords of Madness*.

"Shadow" is a template that can be added to any corporeal aberration, animal, dragon, fey, giant, humanoid, magical beast, monstrous humanoid, plant, undead, or vermin (referred to hereafter as the "base creature"). A shadow creature uses all the base creature's statistics and abilities except as noted here. Do not recalculate the creature's Hit Dice, base attack bonus, saves, or skill points if its type changes.

Size and Type: Animals or vermin with this template become magical beasts, but otherwise the creature type is unchanged. Shadow creatures encountered on the Material Plane have the extraplanar subtype and are native to the Plane of Shadow.

Speed: As base creature $\times 1\frac{1}{2}$.

Special Qualities: A shadow creature retains all the special qualities of the base creature and also gains the following ones:

- 1 Resistance to cold equal to 5 + 1 per Hit Die, to a maximum of 15.
- 2 Darkvision out to 60 feet.
- 3 Low-light vision.
- 4 **Shadow Blend (Su):** In any conditions other than full daylight, a shadow creature can disappear into the shadows, giving it total concealment. Artificial illumination, even a *light* or *continual flame* spell, does not negate this ability, but *daylight* spell will.

Shadow creatures also have one additional supernatural ability for every 4 Hit Dice they possess (minimum of one additional ability) chosen from the following list:

- 1 +2 luck bonus on all saving throws.
- 2 **Cause Fear (Sp):** 1/day. Caster level 5th. The save

DC is Charisma-based.

- 3 Damage reduction 5/magic.
- 4 Evasion, as the rogue class feature.
- 5 Fast healing 2.
- 6 **Mirror Image (Sp):** 1/day. Caster level 5th.
- 7 **Plane Shift (Sp):** 1/day, to or from the Plane of Shadow only. Caster level 15th.

If the base creature already has one or more of these special qualities, use the better value.

Skills: Same as the base creature. Shadow creatures gain a +6 racial bonus on Move Silently checks.

Feats: Same as the base creature.

Environment: Plane of Shadow.

Organization: Same as the base creature.

Challenge Rating: Same as the base creature +1.

Treasure: Same as the base creature.

Alignment: Usually neutral evil.

Advancement: Same as the base creature.

Level Adjustment: Same as base creature +2.

TSOCHAR

Originally presented in *Lords of Madness*.

Small Aberration (Shapechanger)

Hit Dice: 4d8+12 (30 hp)

Initiative: +4

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

Armor Class: 19 (+1 size, +4 Dex, +4 natural), touch 15, flat-footed is

Base Attack/Grapple: +3/+4

Attack: Tentacle +8 melee (1d4+1)

Full Attack: 4 tentacles +8 melee (1d4+1)

Space/Reach: 5 ft./10 ft.

Special Attacks: Constrict, improved grab, poison, take spells, wear flesh

Special Qualities: Damage reduction 5/adamantine, dark vision 60 ft., resistance to cold 5, spell resistance 14, telepathy 100 ft.

Saves: Fort +4, Ref +5, Will +8

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

Skills: Bluff +5, Climb +12, Hide +12, Knowledge (dungeoneering) +6, Move Silently +8, Sense Motive +6, Spot +6, Use Magic Device +9

Feats: Combat Reflexes, Iron Will, Weapon Finesse

Environment: Cold forests

Organization: Solitary, tangle (3-8), or infestation (10-20)

Challenge Rating: 4

Treasure: Standard

Alignment: Usually chaotic evil

Advancement: 5 HD (Small); 6-12 HD (Medium); or by character class

Before you, a slithering, tangled mess of ropelike tendrils coils and pulsates. It is a glistening blue-black in color, with small pink barbs studding its long

tentacles. if the creature has a central body, it's hidden deep in the rest of writhing tendrils.

Fearsome invaders from a distant realm, the tsochari are a race of monstrous imposters, creatures that can steal the bodies of their victims and pass unnoticed in humanoid society. They lust after magic, especially arcane magic, and eagerly seek out humanoid wizards to replace so they can gain access to spells they otherwise could not wield.

A tsochar resembles a tangled mess of knotted ropes or a ball of barbed wire. It has dozens of thin but strong tentacles, each studded with small, sharp, sickle-like claws. Its body is little more than a thickening arid joining of its multiple limbs. The creature's eyes are small, dark orbs that rest at the end of smaller, thinner tentacles, well hidden in the mass of its other limbs, and its mouth is a round, lamprey-like orifice in the middle of its underside. The tsochar is an indigo blue in color, with a mottled pattern of lighter blue spots on its tipper surface.

Tsochari speak their own language, but they can use their telepathy to communicate with other creatures. A typical tsochar is about 2 feet in diameter, although some of its longer tentacles trail as much as 6 to 8 feet from its central mass, and weighs about 25 pounds.

COMBAT

A tsochar is not often found in its own body. Typically, it hides in the body of a humanoid it is inhabiting or replacing (see below), keeping its presence a secret. Since the monster does not gain the memories of those it replaces, it is not difficult to detect its masquerade with some careful questioning—although a tsochar rarely lingers long enough for its cover to be blown.

While inhabiting a humanoid, a tsochar has few options in combat other than directing its host to fight as it commands; it can take no other physical actions. A tsochar replacing a humanoid might have access to arcane spells previously known by its victim, but the creature employs spells sparingly in combat, since it cannot recover spells it expends.

A tsochar in its own form can easily rip unarmored humans to shreds with a buzz saw of tentacle lashes and rakes. However, the creature is much more inclined to stalk and ambush solitary victims than to attack a group. It seeks to grab and wrap itself around a foe, squeezing and poisoning him or her into helplessness with its iron-hard tentacles. Once the victim is immobilized, the tsochar can wear the victims flesh.

Constrict (Ex): A tsochar deals 2d4+2 points of damage with a successful grapple check. When a tsochar deals damage by means of its constrict attack, it injects its victim with poison.

Improved Grab (Ex): To use this ability a tsochar must hit with two tentacle attacks. It can then attempt to start a grapple as a free action without

provoking attacks of opportunity. If it wins the grapple check, it establishes a hold and can constrict.

Tsochari receive a +4 racial bonus on grapple checks, which is already included in the statistics above.

Poison (Ex): Injury, Fortitude DC 15, initial and secondary damage 1d3 Dex. The save DC is Constitution-based. A tsochar's poison is delivered by dealing damage with its constrict attack.

Take Spells (Su): A tsochar that replaces a spellcaster (see below) retains any arcane spells prepared by the dead character, and can cast them as if it had prepared the spells itself. The tsochar must meet the minimum ability score needed to cast the spell based on the type of caster replaced (Intelligence for a wizard, for example), or else the spell is unavailable to it. If the tsochar replaces a spontaneous caster such as a sorcerer, it retains the available spell slots of the dead spellcaster, and can use any spells the dead host knew. In either case, the tsochar cannot regain spells or spell slots it expends from the dead character's spellcasting ability.

Wear Flesh (Su): A tsochar can bore its way into a helpless living creature's body, slipping its ropy tendrils into the spaces between organs and muscles and disappearing into the victim. The victim must be the same size as the tsochar or larger, and the process requires 1 minute. The tsochar can choose to replace or inhabit the victim (see below). Incorporeal creatures and constructs, elementals, oozes, plants, and undead are immune to this ability.

A tsochar can abandon a body it has inhabited or replaced with a full-round action that deals 3d6 points of damage to the host. A tsochar can be forced to abandon the body by a remove disease or dispel evil spell (the caster must succeed on a DC 20 caster level check to expel the monster, which deals damage as described above) or a *heal* or *limited wish* spell (which automatically succeeds and causes no damage to the host).

Inhabit: The tsochar leaves its victim alive and aware. Any time it cares to, it can inflict indescribable agony on its host as a standard action, dealing 1d6 to 6d6 points of damage and requiring the host to succeed on a DC 15 Fortitude save or be nauseated by the pain for 2d4 rounds. The tsochar chooses how much damage it deals with this attack.

The tsochar can take no physical actions while inhabiting a host, but it can use purely mental actions (such as communicating with its host by means of its telepathy power and threatening to injure or kill the host unless the host does as the monster wishes).

When the host takes damage (other than damage the tsochar inflicts on it), the inhabiting tsochar takes half that damage. For example, if the host takes 28 points of cold damage from a *cone of cold* spell, the tsochar takes 14 points of cold damage.

A tsochar inhabiting a humanoid's body feeds on the creature's blood and tissues, dealing 1d3 points of Constitution damage per day. A successful DC 15 Fortitude save reduces this damage by half. Over the

course of days, frail humanoids carrying tsochari sicken and die, although tsochari are clever enough to direct their hosts to acquire curative magic to keep themselves alive indefinitely, if the situation calls for it.

Replace: The tsochar bores out the victim's nervous system, killing the victim. It then animates the body, effectively acting as the nervous system of the dead host. The body remains alive, hosting the tsochar.

This functions like a *polymorph* spell into the victim's exact form, except that the tsochar can remain in the victim's form for up to a year, and it leaves the victim's corpse behind when it chooses to end the effect. The tsochar uses the victim's physical ability scores in place of its own, as described by *polymorph*. The tsochar can remain in this form indefinitely, but once it abandons the form, it cannot reanimate the body.

Tsochari that have replaced a humanoid slowly devour their new shell from the inside out. A replaced body takes 1d4 points of Constitution drain per month, which does not heal naturally and can be restored only by magical means. A successful DC 15 Fortitude save reduces this damage by half. Naturally tsochari imposters choose to abandon bodies they have replaced before they become too weak to be serviceable.

Telepathy (Su): A tsochar can communicate telepathically with any creature within 100 feet that has a language.

Skills: Tsochari have a +8 racial bonus on Climb checks and use their Dexterity modifier instead of their Strength modifier for Climb checks. They can always choose to take to on Climb checks, even if rushed or threatened. Tsochari have a +4 racial bonus on Use Magic Device checks.

Wendigo [Template]

Originally presented in *Fiend Folio*.

"Wendigo" is an acquired template that can be added to any animal, giant, humanoid, magical beast, or monstrous humanoid (referred to hereafter as the base creature), although the vast majority of wendigos were once animals or humanoids. A wendigos type changes to fey, and it gains the cold subtype. It otherwise uses all of the base creature's statistics and special abilities except as noted below.

Hit Dice: Change to d6.

Speed: A wendigo gains a fly speed of 120 feet (perfect), unless its previous fly speed was better, in which case the base creature's fly speed is retained. The wendigo loses all other movement types, including its base land speed. Wendigos do not travel on land.

AC: A wendigo gains a deflection bonus to AC equal to its Charisma bonus (minimum of +1).

Attacks: A wendigos bite is its sole attack. if the base creature does not have a bite attack, the wendigo gains one.

Damage: A wendigo creature's bite attack deals damage as shown on the table below, or as the base

creature, whichever is better. It adds 1½ times its Strength bonus to the damage dealt.

Wendigo Size	Bite Damage
Fine 1	
Diminutive	1d2
Tiny	1d3
Small	1d4
Medium-size	1d6
Large	2d4
Huge	2d6
Gargantuan	2d8
Colossal 4d6	

Special Attacks: A wendigo retains all the special attacks of the base creature and gains the following special attacks.

Disease (Su): Any creature hit by a wendigo's bite attack must succeed on a Fortitude save (DC 10 + 1/2 wendigo's HD + wendigo's Con modifier) or become infected with the wendigo's hunger. The incubation period is 1d3 days, and the disease deals 1d3 points of Wisdom damage. Additionally, each day that a victim takes Wisdom damage from the disease, he must succeed on a Will save (DC 10 + ½ wendigos HD + wendigos Cha modifier) or become overwhelmed with an insatiable hunger for the flesh of its own race. The victim stalks and tries to kill the closest member of its own race; if it does so, it feeds on the victim's body and then returns home with no memory of the tragic event. If a victim of this hunger is reduced to a Wisdom score of 0, he transforms into a wendigo immediately and races off into the night sky at such speed that his feet burn away into bloody, charred stumps.

Maddening Whispers (Su): A wendigo may use its maddening whispers on any one target within 120 feet once per day. The wendigo may use this ability while wind walking. Only the chosen victim can hear the insane whispers and invitations of the wendigo. The victim must make a successful Will save (DC 10 + 1/2 wendigo's HD + wendigo's Cha modifier) or take 1d3 points of Wisdom damage. Typically, a wendigo stalks a chosen victim for days, wearing down the victim's Wisdom score until it attacks and attempts to bring down its disease upon the poor soul. A wendigo will stop stalking a target that resists the maddening whispers for more than three days and fly off to seek easier prey.

Ravenous Bite (Ex): A wendigo threatens a critical hit on a natural roll of 18-20 when attacking with its bite, and deals triple damage on a successful critical hit. A wound resulting from a critical hit bleeds for an additional 3 points of damage per round thereafter. Multiple wounds from such attacks result in cumulative bleeding loss (two wounds for 6 points of damage per round, and so on). The bleeding can be stopped only by a successful Heal check (DC 10) or the application of any cure spell or other healing spell (heal, healing circle, or the like).

Special Qualities: A wendigo retains all the special qualities of the base creature and gains the following special qualities as well.

Cold Subtype (Ex): A wendigo is immune to cold damage. It takes half again as much (+50%) damage as normal from fire, regardless of whether a saving throw is allowed, or if the save is a success or a failure.

Corner of the Eye (Su): A wendigo that stalks a victim while wind walking always seems to lurk just at the corner of its chosen victim's field of vision. This victim takes a -2 penalty on all Wisdom-based skill checks as long as the wendigo stalks him.

Regeneration 5 (Ex): Fire deals normal damage to a wendigo.

Wind Walk (Su): A wendigo can wind walk at will, transforming from physical form to incorporeal form or back again as a move action.

Abilities: Increase from base creature as follows: Str +4, Dex +8, Con +4, Wis +2, Cha +4.

Skills: Same as the base creature, except that the wendigo gains a +8 racial bonus on Hide, Move Silently, and Survival checks.

Feats: Same as the base creature, except that the wendigo gains Track.

Climate/Terrain: Cold forests.

Organization: Solitary.

Challenge Rating: Same as the base creature +2.

Alignment: Always chaotic evil.

Wyste

Originally presented in *Monster Manual II*.

Huge Aberration

Hit Dice: 5d8+25 (47 hp)

Initiative: +1

Movement: 10 ft. (2 squares), swim 40 ft.

Armor Class: 18 (-2 size, +1 Dex, +9 natural), touch 9, flat-footed 17

Base Attack/Grapple: +3/+17

Attack: Tentacle rake +7 melee (1d4+6)

Full Attack: 7 Tentacle rakes +7 melee (1d4+6)

Space/Reach: 15 ft./10 ft.

Special Attacks: Bite, improved grab

Special Qualities: Acid immunity, blindsight 120 ft.

Saves: Fort +6, Ref +2, Will +4

Abilities: Str 22, Dex 13, Con 20, Int 1, Wis 11, Cha 8

Skills: Listen +6, Spot +6, Swim +14

Feats: Alertness, Improved Critical (Bite)

Environment: Any underground

Organization: Solitary, pair, or school (3-8)

Challenge Rating: 5

Treasure: None

Alignment: Always neutral

Advancement: 6-15 HD (Huge)

Level Adjustment: -

The wyste (pronounced "wist") is an alien creature much like a giant worm that inhabits fetid pools of alien slime.

A typical specimen is 2 feet in diameter and 25 feet long. A wyste's skin is translucent, showing strange twisted strands of pulsing organs underneath. The creature has no face, just a large sucker hole fringed by long claw-tipped tentacles. The tentacles allow the wyste to feed and defend itself, and they also serve as sensory organs. So far as is known, a wyste operates only by instinct and lives to feed.

COMBAT

A wyste lunges up to 15 feet out of its slimy pools to attack creatures that approach. Wystes in an area often attacks as a group; others nearby might attract be attracted by the commotion, too. When a wyste kills a victim, it drags its prey away to be consumed at leisure.

Bite (Ex): When a wyste grapples an opponent, its tentacles draw the victim to its toothed sucker hole. On the round after the wyste grabs, it makes a regular attack with its bite (in lieu of any claw attacks), gaining a +4 bonus on the attack roll (+11 melee). If the bite attack misses, the wyste drops the character, who falls prone in front of the creature. If the bite attack is successful, the victim takes 1d6+9 points of damage. The wyste can deal bit damage automatically every round. The victim can escape by winning an opposed grapple check against the wyste, making a successful Escape Artist check against the wyste's grapple check result, or by killing the wyste.

Improved Grab (Ex): If a wyste hits a Large or smaller opponent with one or more tentacle attacks, it deals normal damage and attempts to start a grapple as a free action without provoking an attack of opportunity (grapple bonus +17, +2 for each tentacle that hit beyond the first). The wyste can make only on grapple attempt per round, no matter how many tentacles it devotes to the effort. If it gets a hold, it has the option to conduct the grapple normally, or simply use its tentacles to hold the opponent (-20 penalty on grapple check, but the wyste is not considered grappled). In either case, each successful grapple check it makes during the successive rounds automatically deals damage for all tentacles used to hold the opponent.

Blindsight (Ex): A wyste is blind, but its tentacles are sensory organs that can be used to

Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special	Spellcasting
1st	+0	+0	+0	+2	Companion familiar, ignore spell failure, wild shape	+1 level of existing arcane & divine class
2nd	+1	+0	+0	+3		+1 level of existing arcane & divine class
3rd	+2	+1	+1	+3		+1 level of existing arcane & divine class
4th	+3	+1	+1	+4	<i>Channel animal</i> 2/day	+1 level of existing arcane & divine class
5th	+3	+1	+1	+4		+1 level of existing arcane & divine class
6th	+4	+2	+2	+5	<i>Channel plant</i> 1/day	+1 level of existing arcane & divine class
7th	+5	+2	+2	+5	<i>Channel</i> 1/day	+1 level of existing arcane & divine class
8th	+6	+2	+2	+6	<i>Channel animal</i> 4/day	+1 level of existing arcane & divine class
9th	+6	+3	+3	+6		+1 level of existing arcane & divine class

ascertain prey by scent and vibration. This ability enables it to discern object and creatures within 120 feet. A wyster usually does not need to make Spot or Listen checks to notice creatures within range of its blindsight.

New Prestige Classes

Arcane Hierophant

Originally presented in *Races of the Wild*.

Arcane hierophants wield a blending of arcane magic and divine magic with a heavy emphasis on nature and the elements. Though they possess the learning and discipline commonly associated with wizards, they also have practical knowledge of the natural world commonly associated with druids. Like druids, they can change shape into animal and elemental forms, but they also can wield powerful arcane spells.

BECOMING AN ARCANES HIEROPHANT

Multiclassing as a wizard/druid provides the quickest path to becoming an arcane hierophant, though you can meet the arcane spellcasting requirements as a bard or sorcerer and the divine spellcasting requirements as a relatively high-level ranger. You'll need druid or ranger levels to meet the class feature requirements. Intelligence or Wisdom (either one can govern your spellcasting) is a key ability for you. A high Dexterity score can prove helpful to you in combat, both to improve your Armor Class and to help you beat the opposition to the punch with a quick spell.

HIT DIE: D6

ENTRY REQUIREMENTS

Alignment: Any nonlawful.

Base Attack Bonus: +4.

Skills: Knowledge (arcana) 8 ranks, Knowledge (nature) 8 ranks.

Spells: Ability to cast 2nd-level arcane spells and 2nd-level divine spells.

Special: Trackless step class feature.

Class Skills (4 + Int modifier per level):

Concentration, Craft, Diplomacy, Handle Animal, Knowledge (arcana), Knowledge (nature), Listen, Profession, Ride, Spellcraft, Spot, Survival, Swim.

CLASS FEATURES

As they advance in level, arcane hierophants improve their spellcasting abilities. They also learn how to change shape, and they develop powers that allow them to use plants and animals as weapons and tools.

Weapon and Armor Proficiency: You gain no proficiency in any weapons or armor. You abide by the same armor restrictions that druids do, and you lose your divine spellcasting ability and supernatural or

spell-like class abilities if you wear prohibited armor or carry a prohibited shield.

Spellcasting: At each level, you gain new spells per day and an increase in caster level (and spells known, if applicable) as if you had also gained a level in an arcane spellcasting class and a level in a divine spellcasting class to which you belonged before adding the prestige class level. You do not, however, gain any other class feature a character of that class would have gained. If you had more than one arcane spellcasting class or more than one divine spellcasting class before becoming an arcane hierophant, you must decide to which class to add each level for the purpose of determining spells per day, caster level, and spells known.

Ignore Arcane Spell Failure: When casting an arcane spell, you ignore the arcane spell failure chance for any nonmetallic light or medium armor (padded, leather, or hide armor). You learn to cast arcane spells while wearing the types of armor that druids favor.

Wild Shape (Su): If you do not already possess the ability, you gain no new ability to wild shape. However, you add your arcane hierophant level to your druid level and gain the wild shape ability of a druid of the resulting level. For example, a character who is a 3rd-level wizard/3rd-level druid/4th-level arcane hierophant has the wild shape ability of a 7th-level druid. If you are not a druid, (for example, if you entered the class as a wizard/ranger), you do not gain the ability to wild shape.

Companion Familiar: Upon becoming an arcane hierophant, you must dismiss your familiar, if you have one. (You do not risk losing XP for doing so.) You may retain any one animal companion you already possess. You add your arcane hierophant class level to your druid or ranger level for purposes of determining your animal companion's bonus Hit Dice, natural armor adjustment, and Strength/Dexterity adjustment (see the sidebar The Druid's Animal Companion, page 36 of the Player's Handbook). For example, a character who is a 4th-level druid/3rd-level wizard/4th-level arcane hierophant has the animal companion of an 8th-level druid (+4 bonus HD, +4 natural armor, and +2 Strength/Dexterity adjustment, or an animal companion chosen from the 4th-level or 7th-level lists).

In addition, your animal companion (if any) gains many of the abilities that a familiar would normally possess. You add your arcane hierophant class level to your arcane spellcasting class level, and determine the intelligence bonus and special abilities of your animal companion accordingly (see the sidebar Familiars, page 53 of the Player's Handbook). For example, a 4th-level druid/3rd-level wizard/4th-level arcane hierophant has a familiar companion equal to that of a 7th-level wizard and 8th-level druid (Intelligence 9, alertness, improved evasion, share spells, empathic link, deliver touch spells, speak with master, speak with animals of its kind, devotion).

The Hit Dice, hit points, attack bonus, saving throws, feats, and skills of the familiar companion are

determined as normal for an animal companion. Due to the familiar companion's unusual intelligence score, it may very well have more skill points than other animals of its kind. The familiar companion is a magical beast (augmented animal), but you can bestow harmless spells on your familiar companion as if it were an animal instead of a magical beast.

If your familiar companion is killed or dismissed, you do not lose XP. You can summon a new familiar companion by performing a ceremony requiring 24 hours of uninterrupted prayer.

Channel Animal (Sp): Starting at 4th level, you gain the ability twice per day to establish a magical conduit between yourself and a single animal that you touch (including your familiar companion). For each

Fleshwarper

Originally presented in *Lords of Madness*.

Hit Die: 1d6.

Entry Requirements

Alignment: Any nonlawful.

Skills: Heal 4 ranks, Knowledge (arcana) 8 ranks.

Feat: Graft Flesh.

Special: Summon familiar class feature.

Class Skills

The fleshwarper's class skills (and the key ability for each skill) are Concentration (Con), Craft (Int),

Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special	Graft Reserve	Spells per Day/Spells Known
1st	+0	+2	+0	+0	Aberrant familiar	500	—
2nd	+1	+3	+0	+0	Elder secret	700	+1 level of existing class
3rd	+1	+3	+1	+1	Graft mastery	900	+1 level of existing class
4th	+2	+4	+1	+1	Aberrant familiar	1,200	+1 level of existing class
5th	+2	+4	+1	+1	Elder secret, graft mastery	1,500	+1 level of existing class
6th	+3	+5	+2	+2	Rapid grafting	2,000	+1 level of existing class
7th	+3	+5	+2	+2	Aberrant familiar, graft mastery	2,500	+1 level of existing class
8th	+4	+6	+2	+2	Elder secret	3,000	+1 level of existing class
9th	+4	+6	+3	+3	Graft mastery	4,000	+1 level of existing class
10th	+5	+7	+3	+3	Aberrant apotheosis, aberrant familiar	5,000	+1 level of existing class

use of this class feature, a spell you cast whose range is touch or greater can originate from the animal instead of from you, provided that you have line of sight and line of effect to the animal, the spell's line of effect then extends from the animal to the target based on the senses of the animal, not you.

You can also use this power to deliver touch spells through the animal. Once you cast the spell, the animal is considered to be holding the charge for the spell (see page 176 of the Player's Handbook).

Starting at 8th level, you gain two additional uses of this ability each day.

Channel Plant (Sp): Starting at 6th level, you gain the ability to establish a magical conduit between yourself and a natural, nonanimated plant (but not creatures of the plant type) once per day. This ability functions like the channel animal class feature, except that the line of effect from the plant to the target is based on your senses.

You can use this power to deliver touch spells through the plant. Once you cast the spell, the plant is considered to be holding the charge for the spell (see page 176 of the Player's Handbook), except that the spell is delivered to the first creature or object that can receive the spell when the subject touches the plant.

At 10th level, you gain a second daily use of your channel plant ability.

Decipher Script (Int), Heal (Wis), Knowledge (all skills taken individually) (Int), Search (Int), Speak Language (N/A), Spellcraft (Int), and Use Magic Device (Cha).

Skill Points at Each Level: 4 + Int modifier.

Class Features

All of the following are class features of the fleshwarper prestige class.

Spellcasting: At each level above 1st, you gain new spells per day and an increase in caster level (and spells known, if applicable) as if you had also gained a level in a spellcasting class to which you belonged before adding the prestige class level. You do not, however, gain any other benefit a character of that class would have gained. If you had more than one spellcasting class before becoming a fleshwarper, you must decide to which class to add each level for the purpose of determining spells per day, caster level, and spells known.

Aberrant Familiar (Su): Your familiar (if you have one) becomes tainted by your magic. The familiar's type changes to aberration, it gains darkvision out to 60 feet, and its form becomes warped. Your aberrant familiar gains one of the abilities described below, as chosen by you. At every third level you gain above 1st, your aberrant familiar gains another ability from those described below. You can't choose the same ability twice. If your familiar is killed and you obtain a new one, you can choose new aberrant abilities for

your new familiar based on your current fleshwarper level. Your aberrant familiar grants you a +2 bonus on all saving throws against mind-affecting spells and abilities as long as the familiar is within arm's reach. Your fleshwarper class levels stack with all other class levels used to determine the familiar's other attributes (see page 53 of the *Player's Handbook*).

The abilities your aberrant familiar can have are as follows:

Amorphous Form: A familiar with this ability is immune to extra damage from critical hits and sneak attacks.

Scales: The familiar's natural armor bonus improves by 4. The familiar gains a +2 bonus on Fortitude saves.

Size Increase: The familiar's size becomes larger by one category. Consult the *Monster Manual* for the effects of this size increase on the familiar's ability scores and other statistics.

Tentacle: The familiar gains a tentacle attack with a reach of 5 feet. The attack deals 1 point of damage (assuming Tiny size). It cannot combine this attack with its other natural attacks.

Wings: The familiar can fly at a speed of 40 feet with good maneuverability. (If the familiar already has a fly speed, use whichever speed is higher and whichever maneuverability is better.) The familiar gains a +2 bonus on Reflex saves.

Graft Reserve (Ex): You receive a pool of points you can spend instead of experience points when creating a new graft with your Graft Flesh feat. Each time you gain a class level, you receive a new graft reserve; leftover points from the previous level do not carry over. If the points are not spent, they are lost. You can also use your graft reserve to supplement the XP cost of a graft you are creating, taking a portion of the cost from your graft reserve and a portion from your XP.

Elder Secret (Su): Your continuous self-experimentation in grafting results in occasional improvements to your form. At 2nd level and every three levels thereafter, you make a powerful discovery in your research and learn how to improve your body in a subtle, minor way. Choose one elder secret from those described below when you reach 2nd, 5th, and 8th level.

Secret of the Aboleth: You gain a swim speed equal to your base land speed. You also gain a +8 racial bonus on Swim checks, and can always choose to take 10 on a Swim check even when rushed or threatened.

Secret of the Beholder: Your eyes protrude grotesquely from your head and move independently of each other. You gain a +4 racial bonus on Search and Spot checks, and you can't be flanked.

Secret of the Choker: You become preternaturally quick and alert to danger. You gain a +4 racial bonus on initiative checks and a +1 racial bonus on Reflex saving throws.

Secret of the Destrachan: You gain immunity to damage from sonic energy.

Secret of the Ettercap: You gain a climb speed equal to your base land speed and a +8 racial bonus on Climb checks, and you can always choose to take 10 on Climb checks even if rushed or threatened.

Secret of the Gibbering Mouther: Your form becomes partially amorphous. You have a 25% chance to ignore the extra damage dealt by a critical hit or a sneak attack.

Secret of the Mind Flayer: You gain a +4 racial bonus on saves against mind-affecting spells and abilities.

Secret of the Otyugh: You gain immunity to disease.

Secret of the Umber Hulk: You gain a +2 racial bonus to your natural armor.

Graft Mastery (Ex): You learn how to create and apply grafts normally not available to your race by studying forbidden tomes and consulting ancient nameless sources. When you first gain the Graft Flesh feat, you choose a specific type of graft to associate with the feat (most likely silthilar grafts, or beholder or undead grafts from the *Fiend Folio* or *Libris Mortis*). At 3rd level, you can select a new type of graft to add to the list. If you choose a graft type that normally requires the creator to be a member of that race (such as aboleth and illithid grafts, or fiendish or yuan-ti grafts from the *Fiend Folio*), you ignore that restriction completely. You can select a new graft type every time you gain an odd-numbered fleshwarper level higher than 3rd.

Rapid Grafting (Ex): Starting at 6th level, you can create grafts with shocking speed. Creating a graft with Graft Flesh now requires only 1 hour for each 1,000 gp.

Aberrant Apotheosis (Su): At 10th level, you undergo a transformation into an aberration. Your type changes to aberration, and you gain darkvision out to 60 feet. You also gain a +2 racial bonus to your Constitution score.

Frostrager

Originally presented in *Frostburn*.

Many barbarian tribes have members whose ferocity and rage impress and terrify even their fellow barbarians, and the tribes of the frostfell are no different. The frostragers are powerful and dangerous warriors believed by some to be gifted from (and others cursed by) the frost giant deity Thrym with an unstable but powerful supernatural battle rage. This terrible fury not only causes the frostrager to increase in size when he enters his battle rage, but infuses his fists and weapons with cold shards of ice. Those tribes that view a frost rager's prowess as a gift point to the fact that their skills in battle can be matched by few, while those that view these abilities as a curse point to the fact that while in a rage, frostragers tend to revel in destruction and slaughter a little too much to make them trustworthy. In truth, frostragers retain control of their actions while in a frostrage, the simple fact is that

most frostragers enjoy causing mayhem and destruction.

All frostragers are barbarians to some degree, although many are multiclass barbarian/druids. Stories of such characters who activate their frostrage and wild shape abilities in succession abound in the frostfell; a frostraging character in the shape of a dire bear is a terrible opponent indeed. Other barbarians pick up some levels of fighter or ranger to further focus their combat prowess before becoming frostragers, and a rare few barbarian/sorcerer frostragers exist in some tribes that embrace arcane magic, but other combinations are virtually unknown.

Hit Die: d12.

REQUIREMENTS

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

Base Attack Bonus: +6.

Skills: Intimidate 4 ranks, Survival 4 ranks.

Feats: Frozen Berserker, Improved Unarmed Strike, Power Attack.

Special: Rage as a class ability.

Special: The character must have been reduced to fewer than 0 hit points by cold damage (either from magical cold attacks or by taking enough damage from exposure to extreme cold environments). Whether or not this trauma is what allows the frostrage to take root in the character's soul, or if the trauma merely unhinges the character's mind enough that he decides to become a frostrager, is unknown.

Class Skills

The frostrager's class skills (and the key ability for each skill) are Climb (Str), Intimidate (Cha), Jump (Str), Listen (Wis), Survival (Wis), and Swim (Str). See Chapter 4 of the Player's Handbook for skill descriptions.

Skill Points at Each Level: 2 + Int modifier.

CLASS FEATURES

All the following are class features of the frostrager prestige class.

Weapon and Armor Proficiency: Frostragers

Class Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special
1st	+1	+2	+0	+0	Frostrage, freezing blood
2nd	+2	+3	+0	+0	One-two punch
3rd	+3	+3	+1	+1	Absorb cold
4th	+4	+4	+1	+1	Improved frostrage
5th	+5	+4	+1	+1	Rend

gain no proficiency with any weapon, armor, or shields.

Frostrage (Su): While raging, the character grows larger and more massive, and his freezing sweat forms icicles as it streams out of his pores, coating his body in a glittering crust of ice. The frostrager's actual

size category does not change (nor does his space/reach), but he does gain a +4 natural armor bonus to Armor Class from the sheets of ice that form over his body. In addition, a frostrager's unarmed attacks deal 1d6 points of damage plus 1d4 points of cold damage on a successful hit. If the frostrager is Small, his unarmed attack deals 1d4 points of damage, and if the frostrager is Large, his unarmed attack deals 1d8 points of damage.

Freezing Blood (Su): At 1st level, a frostrager's blood becomes freezing cold. His wounds instantly freeze over and stop bleeding; he is immune to attacks that cause wounding effects. If reduced to negative hit points, he automatically stabilizes. He still takes 1 point of damage if he takes any actions while at 0 or negative hit points, however.

One-Two Punch (Ex): At 2nd level, while making an unarmed attack, the frostrager may make one extra attack in a round at his highest base attack bonus, but each attack made in that round (the extra one and the normal ones) take a -2 penalty.

Absorb Cold (Su): At 3rd level, while raging, the frostrager not only gains immunity to cold, but it heals him. For every 2 points of cold damage that would have otherwise have been dealt by an attack, the frostrager heals 1 point of damage.

Improved Frostrage (Su): At 4th level while raging, the frostrager's natural armor bonus increases to +6. His unarmed attacks deal 1d8 points of damage plus 1d6 points of cold damage on a successful hit. If the frostrager is Small, his unarmed attack deals 1d6 points of damage, and if the frostrager is Large, his unarmed attack deals 2d6 points of damage.

Rend (Ex): At 5th level, a frostrager gains the ability to rend a target. In any round that the frostrager hits the same foe with two or more unarmed attacks, he immediately deals an additional 2d8 points of damage (plus 1-1/2 times his Strength bonus), plus an additional 1d6 points of cold damage. If he is Small, his rend deals 2d6 points of damage; if he is Large, his rend deals 3d8 points of damage.

Occult Slayer

Originally presented in *Complete Warrior*.

Hit Die: d10.

Requirements

To qualify to become an occult slayer, a character must fulfill all of the following criteria.

Base Attack Bonus: +5.

Skills: Knowledge (arcana) 4 ranks, Spellcraft 3 ranks.

Feats: Improved Initiative, Weapon Focus (any weapon).

Class Skills

The occult slayer's class skills (and the key ability for each skill) are Bluff (Cha), Craft (Int), Gather Information (Cha), Knowledge (arcana) (Int), Profession (Wis), Sense Motive (Wis), and Spellcraft (Int).

Skill Points at Each Level: 2 + Int modifier.

Class Features

All of the following are class features of the occult slayer prestige class.

Weapon and Armor Proficiency: Occult slayers are proficient with all simple and martial weapons and all armor and shields.

Magical Defense (Ex): An occult slayer's constant training in countering magic of all types manifests itself as a bonus on saving throws against spells or spell-like abilities. This bonus is +1 at 1st level and it increase to +2 at 3rd level and to +3 at 5th level.

Weapon Bond (Su): An occult Slayer must choose a particular weapon of at least masterwork quality as the focus of her power. Upon making her selection, she immediately forms a bond with her chosen weapon that imbues it with the force of her hatred for spellcasters. Thereafter, any successful attack she makes with the chosen weapon against a spellcaster or a creature with spell-like abilities deals extra 1d6

Auravision (Su): At 3rd level, and occult slayer gains the ability to see magical auras at a range of up to 60 feet as a free action. This ability otherwise functions as the *detect magic* spell. The character cannot use this ability to determine anything but the number of magical auras present.

Nondetection Cloak (Su): Upon reaching 4th level, an occult slayer (and any gear she wears or carries) becomes more difficult to locate through divinations such as *clairaudience/clairvoyance*, *locate object*, and other detection spells. The occult slayer gains magical protection from divination equivalent to a *nondetection* spell (caster level equals the character's occult slayer level), except that it affect only the occult slayer and her possessions.

Blank Thoughts (Ex): At 5th level, an occult slayer can induce within herself a state of mental absence, thereby becoming immune to mind-affecting effects (charms, compulsions, patterns, phantasms, and morale effects). She can suppress or resume this ability as a free action.

Primeval

Originally presented in *Frostburn*.

The primeval is a warrior who has tapped into his racial memories to find and forge a bond with an ancient creature. He draws incredible power and strength from this bond, and finds that he can change his form into this creature with increasing skill. Many neanderthal tribes count primevals among their strongest warriors.

Primevals completely eschew spells and special training, instead embracing the inherent strength and

Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special
1st	+1	+0	+0	+2	Magical defense +1, weapon bond
2nd	+2	+0	+0	+3	Vicious strike, mind over magic 1/day
3rd	+3	+1	+1	+3	Auravision, magical defense +2
4th	+4	+1	+1	+4	Mind over magic 2/day, nondetection cloak
5th	+5	+1	+1	+4	Blank thoughts, magical defense +3

points of damage. If this particular weapon is lost or destroyed, the occult slayer loses the ability to deal the extra damage until she acquires and bonds with another weapon of the same kind of at least masterwork quality. The occult slayer must spend one day per character level practicing with the replacement weapon (and doing very little else – no adventuring) to create a new weapon bond.

Mind over Magic (Su): Starting at 2nd level, and occult slayer can cause a spell or spell-like ability targeted against her to rebound onto the originator as a free action. This ability otherwise functions as the *spell turning* spell (caster level equals the character's occult slayer level +5). An occult slayer can use this ability once per day at 2nd level and twice per day at 4th level.

Vicious Strike (Ex): At 2nd level and higher, an occult slayer who readies an attack action to disrupt a spellcaster deals double damage if the attack hits.

quickness of their animal nature. They often find themselves in conflict with civilization when it encroaches into their territory; a fair number of rumors about lycanthrope attacks on frontier towns are probably based on the actions of a primeval. Just as often, though, a primeval manages to control or hide his alternate form and remain a helpful and valued member of a society. In any case, he retains full capacity of his actions and mental state in his alternate form.

Hit Die: d10.

REQUIREMENTS

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

Alignment: Any nonlawful. Base Attack Bonus: +8.

Skills: Handle Animal 5 ranks, Knowledge (nature) 5 ranks, Survival 5 ranks.

Feats: Endurance, Self-Sufficient, Toughness.

Class Skills

The primeval class skills (and the key ability for each skill) are Climb (Str), Concentration (Con), Handle Animal (Cha), Intimidate (Cha), Jump (Str), Knowledge (nature) (Int), Listen (Wis), Spot (Wis), Survival (Wis), and Swim (Str). See Chapter 4 of the Player's Handbook for skill descriptions.

Skill Points at Each Level: 2 + Int modifier.

The primeval loses his ability to speak while in primeval form because he is limited to the sounds that the form can make naturally.

The primeval form chosen must be a prehistoric animal of some sort (dinosaur, dire animal, or other creature approved by the DM). The primeval form chosen must have no more than 8 HD and cannot be more than one size category larger than the primeval (so a Small character is limited to Medium animals or smaller, and a Medium character is limited to Large or smaller animals). The primeval form can be from any terrain familiar to the character. Appropriate primeval forms for a frostfell environment from the Monster

Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special
1st	+1	+2	+0	+0	Primeval form 1/day, animal empathy
2nd	+2	+3	+0	+0	Regression 1, low-light vision
3rd	+3	+3	+1	+1	Feral power
4th	+4	+4	+1	+1	Primeval form 2/day
5th	+5	+4	+1	+1	Regression 2, scent
6th	+6	+5	+2	+2	Feral power 2
7th	+7	+5	+2	+2	Primeval form 3/day
8th	+8	+6	+2	+2	Regression 3, fast movement
9th	+9	+6	+3	+3	Feral power 3
10th	+10	+7	+3	+3	Primeval form 4/day, primeval shapechanger

Class Features

All the following are class features of the primeval prestige class.

Weapon and Armor Proficiency: Primevals gain no proficiency with weapons, armor, or shields. (They are proficient with their natural weapons while in primeval form, though.)

Primeval Form (Su): The primary ability of the primeval is the supernatural ability to assume an alternate form. This functions similarly to the druid's wild shape ability, except the alternate form chosen must be selected when the character takes his first level of primeval and cannot be changed after that. Each time the character changes form with this ability, he assumes the same form. At 1st level, he may change shape into his primeval form once per day. He can use this ability one additional time each day at 4th level, 7th level, and again at 10th level.

This ability functions like the polymorph spell, except as noted here. It lasts for 1 minute per primeval level, or until he changes back. Changing form (into either form) is a standard action and doesn't provoke attacks of opportunity.

Manual and this book include the dire lion, dire wolf, dire wolverine, and megaloceros.

If the primeval has the wild shape ability from other class levels, he may use wild shape to assume his primeval form. He cannot use his primeval form ability to wild shape, however.

Animal Empathy (Ex): In any form, the primeval can communicate with animals of his chosen primeval form (or related types). For example, a primeval whose primeval form is a dire wolf may communicate with wolves and dire wolves. He gains a +4 bonus on Charisma-based checks against animals of his chosen primeval form and related animals.

Regression (Su): As a primeval gains levels, he begins to physically regress into a more primal, feral version of himself. At 2nd level, the primeval reduces his Intelligence and Charisma scores by 1 point (to a minimum of 3) and gains 1 point of Strength, Dexterity, Constitution, and Wisdom.

At 5th level, he repeats his regression, losing an additional point of intelligence and Charisma, and gaining an additional point to the rest of his ability scores.

The primeval's base ability scores are not changed, he adds the animal's physical ability scores (for even levels) or subtracts the animal's mental ability scores (for odd levels) from his own. For example, a primeval with a Strength score of 16 who assumes the form of a dire lion (Strength 25) adds +14 to his normal Strength of 16 to determine his Strength score in his primeval form. Items that enhance the character's ability scores may be rendered inoperative by his change in form.	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special
1st	+1	+2	+0	+0	Flanker
2nd	+2	+3	+0	+0	Sidestep
3rd	+3	+3	+1	+1	Interpose
4th	+4	+4	+1	+1	Defensive shield
5th	+5	+4	+1	+1	Offensive strike
6th	+6	+5	+2	+2	—
7th	+7	+5	+2	+2	Delayed Cleave
8th	+8	+6	+2	+2	Unbalancing blow
9th	+9	+6	+3	+3	—
10th	+10	+7	+3	+3	Reciprocal strike

At 8th level, the primeval regresses again, losing a third point of Intelligence and Charisma but gaining a third point to the rest of his ability scores.

Low-Light Vision (Ex): In any form, the primeval gains low-light vision at 2nd level. He can see twice as far as a human in starlight, moonlight, torchlight, and similar conditions of poor illumination. He retains the ability to distinguish color and detail under these conditions. If the primeval already has racial low-light vision, he can instead see four times as far as a human.

Feral Power (Ex): As the primeval gains levels, his primeval form grows stronger and tougher, as shown below:

Characteristic	Primeval Class Level		
	3rd	6th	9th
Strength +2	+4	+6	
Dexterity	+2	+2	+2
Constitution	+2	+4	+4
Natural armor	+2	+4	+8

These bonuses are not cumulative. For example, a 6th-level primeval whose primeval form is a dire lion has Str 29, Dex 17, Con 21, and a natural armor bonus of +8, instead of Str 25, Dex 15, Con 17, and natural armor +4.

Scent (Ex): At 5th level, the primeval form gains the scent special quality in any form.

Fast Movement (Ex): As he grows closer to his animal spirit, the primeval becomes quicker in his humanoid form. At 8th level, his base land speed improves by 10 feet. This benefit does not apply if the primeval is wearing heavy armor or carrying a heavy load.

Primeval Shapechanger (Su): The primeval unites with his animal spirit at 10th level. His type changes to magical beast (shapechanger), which means that he is no longer subject to spells that affect humanoids. In addition, he gains damage reduction 10/magic in any form. His natural attacks (but not weapon attacks) overcome damage reduction as if they were magic weapons.

Tactical Soldier

Originally presented in *Miniatures Handbook*.

Hit Die: d10.

Requirements

To qualify to become a tactical soldier, a character must fulfill all the following criteria.

Base Attack Bonus: +5.

Skills: Sense Motive 2 ranks.

Feats: Cleave, Combat Reflexes.

Class Skills

The tactical soldier's class skills (and the key ability for each skill) are Climb (Str), Handle Animal (Cha), Intimidate (Cha), Jump (Str), Ride (Dex), Sense Motive (Wis), and Swim (Str).

Skill Points at Each Level: 2 + Int modifier.

Class Features

All of the following are class features of the tactical soldier prestige class.

Weapon and Armor Proficiency: Tactical soldiers are proficient with all simple and martial weapons, with all types of armor (heavy, medium, and light), and with shields (except tower shields).

Flanker (Ex): A tactical soldier can flank enemies from seemingly impossible angles. She can designate any adjacent square as the square from which flanking against an ally is determined (including the square where she stands, as normal). She may designate the square at the beginning of her turn or at any time during her turn. The designated square remains her effective square for flanking until she is no longer adjacent to it or until she chooses a different square (at the start of one of her turns). The character can even choose a square that is impassable or occupied.

Sidestep (Ex): At 2nd level, a tactical soldier gains Sidestep (described later in this chapter) as a bonus feat. If she already has the feat, she can choose another one.

Interpose (Ex): A tactical soldier gains this ability, usable three times per day, at 3rd level. When an enemy threatens her in melee and makes a successful attack against an adjacent ally of hers, the tactical soldier may take the damage (and other effects) of the blow as if she had been hit instead.

Defensive Shield (Ex): Starting at 4th level, whenever a tactical soldier fights defensively, she provides up to two adjacent allies with a +2 dodge bonus to Armor Class, though their attack rolls do not take the normal -4 penalty (but her attack rolls still do).

Offensive Strike (Ex): Starting at 5th level, in times of urgency a tactical soldier can lower all her defense to make a very aggressive attack. When making an offensive strike, the tactical soldier gains a +4 bonus on melee attack rolls and damage rolls for 1 round. Until her next turn, however, she is wide open to physical and magical attacks. All successful attack rolls made against the tactical soldier are automatic threats, and all saving throws the tactical soldier makes against spells automatically fail.

Delayed Cleave (Ex): Starting at 7th level, if the last creature a tactical soldier hit in melee is dropped by someone other than her, and the tactical soldier still threatens that creature's square, she may make a cleave attack as an attack of opportunity. All normal restrictions on cleave attempts and attacks of opportunity apply.

Unbalancing Blow (Ex): Starting at 8th level, a tactical soldier can use a full-round action to make a strategic melee attack against an enemy. If the attack succeeds, in addition to dealing regular damage, the blow unbalances the target so much that it provokes attacks of opportunities from creatures threatening its square. This ability works only on creatures up to one size category larger than the tactical soldier.

Reciprocal Strike (Ex): A 10th-level tactical soldier can make an attack of opportunity (subject to normal restrictions) against a foe that successfully attacks an ally of the soldier and deals damage. She can use this ability three times per day.

Ur-Priest

Originally presented in *Complete Divine*.

Ur-priests despise gods. However, a small number of them have learned to tap into divine power and use it for their own needs without praying to or worshipping a deity. Instead, each day they go into a trance and mentally steal the power that gods normally channel to devout clerics. Ur-priests are canny and cunning, never stealing too much power from any one deity, but instead metaphysically slip in, draw out the power they need for their spells, and slip out again. They learn to be resilient toward divine power and creative with the energies that they steal. The greatest ur-priest commands the level of power of the most powerful cleric, although she does not have the cleric's variety of spellcasting options.

A member of any class can become an ur-priest,

exist for the express purpose of elevating (or re-elevating) someone or something to godhood.

Hit Die: d8.

REQUIREMENTS

To qualify to become an ur-priest, a character must fulfill all the following criteria.

Alignment: Any evil.

Base Save Bonus: Fort +3, Will +3.

Skills: Bluff 6 ranks, Knowledge (arcana) 5 ranks, Knowledge (the planes) 5 ranks, Knowledge (religion) 8 ranks, Spellcraft 8 ranks.

Feats: Iron Will, Spell Focus (evil).

Special: The character must have no ability to cast divine spells. If such spellcasting ability was previously possessed (as with an ex-cleric), that ability is forever forsaken.

The character must be trained by another ur-priest.

CLASS SKILLS

The ur-priest's class skills (and the key ability for each skill) are Bluff (Cha), Concentration (Con), Craft (Int).

Level						Spells per Day									
						0	1st	2 nd	3rd	4 th	5th	6 th	7th	8 th	9th
1st	+0	+0	+0	+2	—	4	2	—	—	—	—	—	—	—	—
2nd	+1	+0	+0	+3	Rebuke undead	5	3	0	—	—	—	—	—	—	—
3rd	+2	+1	+1	+3	—	5	3	1	0	—	—	—	—	—	—
4th	+3	+1	+1	+4	Divine spell resistance 15	6	3	2	1	0	—	—	—	—	—
5th	+3	+1	+1	+4	—	6	3	3	2	1	0	—	—	—	—
6th	+4	+2	+2	+5	Siphon spell power	6	3	3	3	2	1	0	—	—	—
7th	+5	+2	+2	+5	—	6	4	3	3	3	2	1	0	—	—
8th	+6	+2	+2	+6	Divine spell resistance 20	6	4	4	3	3	3	2	1	0	—
9th	+6	+3	+3	+6	—	6	5	4	4	4	4	3	2	1	0
10th	+7	+3	+3	+7	Steal spell-like ability	6	5	5	4	4	4	4	3	2	1

even and in fact, especially-an ex-cleric.

Ur-priests frequently work alone, although they occasionally find partnerships with members of other classes useful. They do not congregate into anything resembling temples, for they fear that too many of them in one place might draw unwanted divine attention. And of course they rarely associate with clerics or any other divine spellcasters, whom they see as lackeys and who view them as abominations.

Adaptation: This prestige class is written to describe characters who steal divine power from the gods and use it themselves. It's also a good choice, however, for ex-clerics of gods who've somehow lost their connection to their deity (because the deity died, disappeared, or faded from existence because he had too few worshippers). Secret societies of ur-priests could

Knowledge (arcana) (Int), Knowledge (the planes) (Int), Knowledge (religion) (Int), Profession (Wis), and Spellcraft (Int). See Chapter 4 of the Player's Handbook for skill descriptions.

Skill Points at Each Level: 2 + Int modifier.

CLASS FEATURES

All the following are class features of the ur-priest prestige class.

Weapon and Armor Proficiency: Ur-priests are proficient with simple weapons, but not with armor or shields.

Spells per Day: An ur-priest gains the ability to cast a number of divine spells. To cast a spell, an ur-priest must have a wisdom score of at least 10 + the spell's level, so an ur-priest with a Wisdom of 10 or

lower cannot cast these spells. Ur-priest bonus spells are based on Wisdom, and saving throws against these spells have a DC of 10 + spell level + Wisdom modifier. When Table 2-23 indicates that the ur-priest gets 0 spells per day of a given spell level, such as 0 2nd-level spells at 2nd level, the ur-priest gains only the bonus spells he would be entitled to based on his wisdom score for that spell level.

The ur-priest spell list is identical to the cleric spell list. An ur-priest has access to any spell on the list and prepares those spells as a cleric, except that he does not pray for spells, he just takes them. An ur-priest casts spells as a cleric does, except that unlike a cleric, he does not have the ability to spontaneously cast *cure* or *inflict* spells, nor does he have domain spells or associated domain granted powers. He does not have restrictions on spells with alignments. To determine the caster level of an ur-priest, add the character's ur-priest levels to one-half of his levels in other spellcasting classes. (Any levels gained in the cleric class by an ex-cleric don't count.)

Rebuke Undead: Like an evil cleric, an ur-priest of 2nd level or higher can rebuke undead. He uses his ur-priest level as the cleric level for determining success and damage (see Turn or Rebuke Undead, page 159 of the Player's Handbook).

Divine Spell Resistance (Su): At 4th level, an ur-priest gains spell resistance 15, but only against divine spells and the spell-like abilities of outsiders. At 8th level, the ur-priest's spell resistance increases to 20.

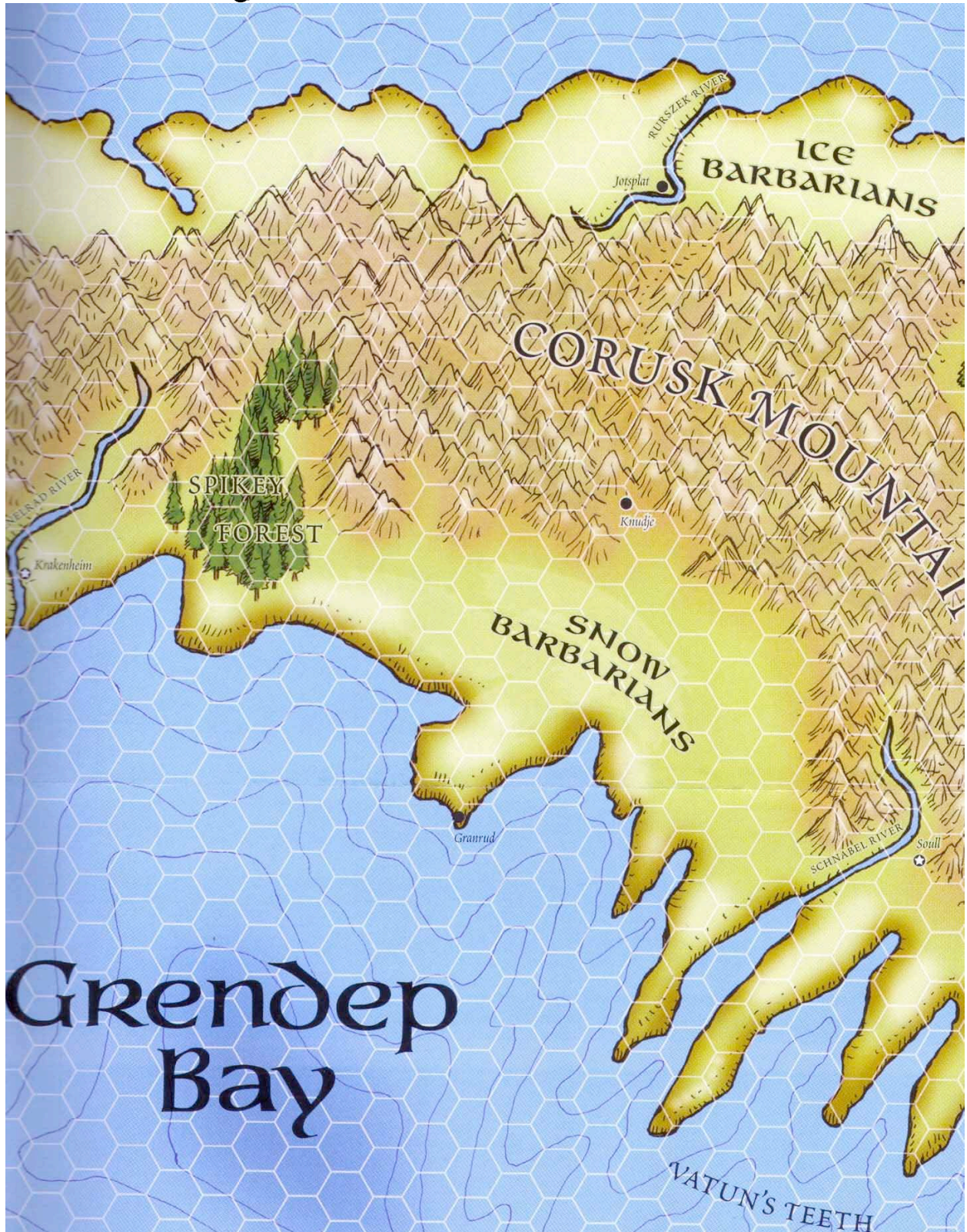
Siphon Spell Power (Ex): Because they steal whatever power they can, ur-priests learn to manipulate their energy in ways that confound other casters. An ur-priest of 6th level or higher can temporarily sacrifice two (or more) lower-level spell slots and use those slots, to prepare a higher-level spell. The higher-level spell must be of a level the ur-priest can cast. Only one exchange of this sort can be made each day. The levels of the lower-level slots are totaled, then reduced to three-quarters (round down) to determine the level of the extra higher-level spell slot. For example, an ur-priest who sacrifices a 3rd-level spell and a 5th-level spell can use that spell slot to prepare an additional 6th-level spell ($3 + 5 = 8$, and $8 \times 3/4 = 6$).

Steal Spell-Like Ability (Su): The most powerful ur-priests can use the same techniques that siphon off the gods' spell power to steal the spell-like abilities of another creature. Once each day, when a creature with spell-like abilities is within 50 feet of a 10th-level ur-priest, the ur-priest can choose one of the spell-like abilities of the creature to steal for himself. The ur-priest can use the spell-like ability as often as the creature can, or three times per day, whichever is less. The ur-priest uses the ability as the creature does with regard to caster level and save DCs. This ability only lasts 24 hours. The creature with the spell-like ability does not lose the ability when the ur-priest steals it. If an ur-priest tries to steal a spell-like ability that the creature doesn't have, or tries to steal an ability that

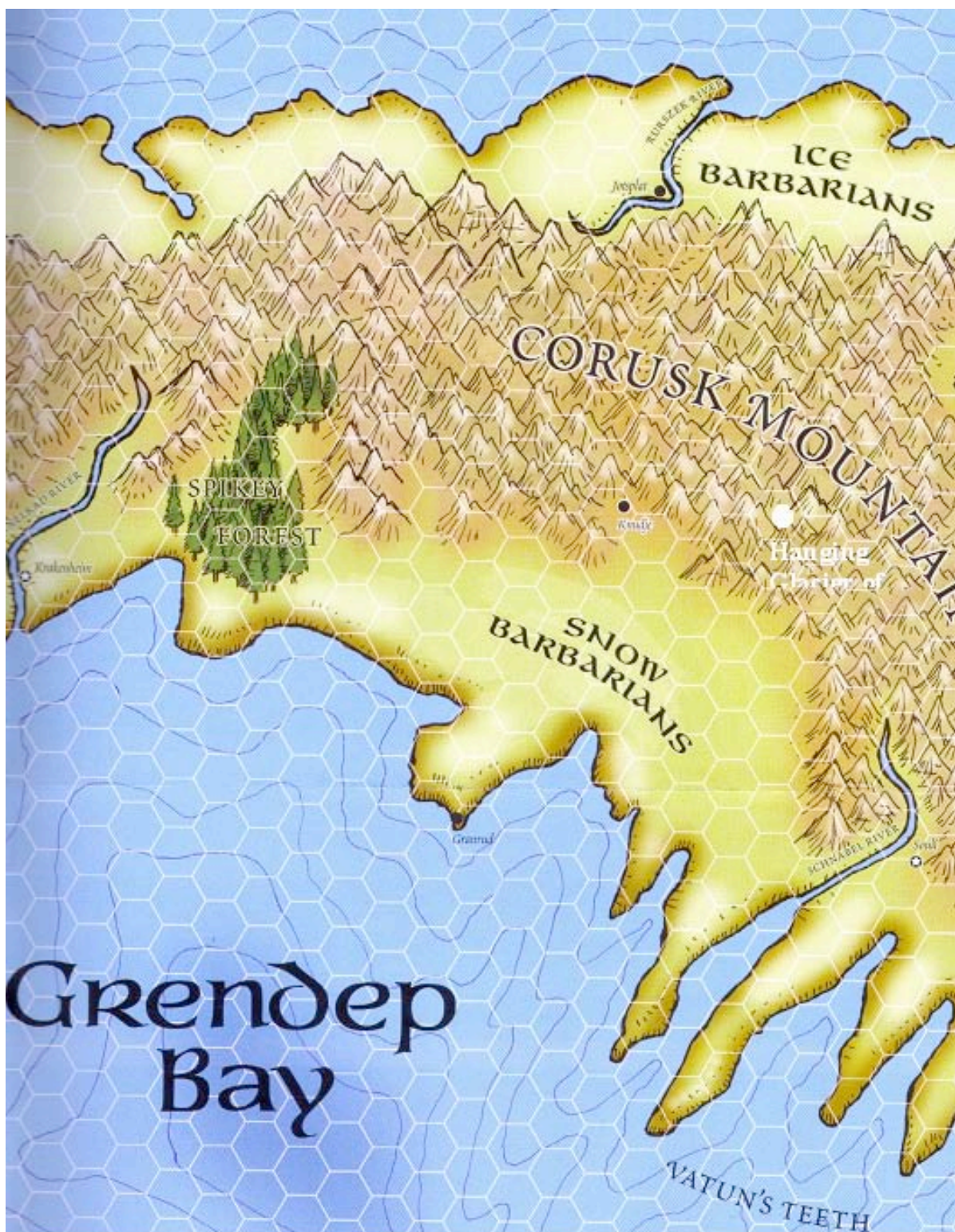
is supernatural rather than spell-like, the attempt automatically fails.

For example, if an ur-priest is near a noble salamander, he can steal *fireball* and use it three times that day or steal *dispel magic* and use it once that day. If he is near a pit fiend, he could steal *teleport without error* (self plus 50 pounds of objects only) and use it three times per day, because the pit fiend can do it at will. He could even steal the pit fiend's *wish* ability, but because a pit fiend can only use wish once per year, the ur-priest would be similarly limited. He could not, steal that power again from any creature for one year.

Player's Handout 1: The Thillonrian Peninsula



Player's Handout 2: The Hanging Glacier



PLAYER'S HANDOUT: FROSTFELL EQUIPMENT

MUNDANE AND ALCHEMICAL ITEMS

All mundane and alchemical items originally presented in *Frostburn*.

Frostfell Adventuring Gear

Adventuring Gear	Cost	Weight
Crampons	5 gp	1 lb.
Fur clothing	8 gp	10 lb.
Hut, portable	125 gp	75 lb.
Skates	10 gp	3 lb.
Skis and poles	15 gp	6 lb.
Snow goggles	2 gp	-
Snowshoes	15 gp	8 lb.
Winter fullcloth	4 gp	2 lb.

Crampons: Crampons consist of a set of metal spikes and hooks that lash on to boots and gauntlets to assist in climbing or walking across icy surfaces. While you wear crampons, you gain a +2 circumstance bonus on any Balance checks made to avoid slipping on an icy surface, and a +2 circumstance bonus on Climb checks. Crampons impose a -10 ft. penalty to speed when not walking on snow or ice.

Fur Clothing: Fur clothing consists of thick layers of animal furs designed to be worn over a regular set of clothing or armor. Wearing fur clothing grants a +5 circumstance bonus on Fortitude saving throws against exposure to cold weather. Fur clothing can be worn over a cold weather outfit; in this case the circumstance bonuses granted by each item stack, granting a total +10 circumstance bonus on Fortitude saving throws against exposure to cold weather. Fur clothing is cumbersome to wear. Although the furs do not provide an appreciable armor bonus, they do increase your total armor check penalty for any armor worn by 2 points.

Hut, Portable: A portable hut consists of a wooden framework that can be quickly assembled into a hut-shaped frame that covers a 10-foot square. The frame's base consists of several iron spikes that can be driven through holes in the frame to affix the hut frame to the ground; further stability is granted by several rope supports that extend out 15 feet from the hut's edge. Once the frame is in place, you simply attach the leather and fur wrappings over the outside of the wall and lash them directly to the frame to finish building the hut. A portable hut provides excellent shelter in the wilderness; assembling or disassembling a portable hut only takes 15 minutes of work. A portable hut serves as an improvised shelter.

Skates: Skates allow full movement across icy surfaces for anyone with at least 5 ranks of Balance, but cannot be used at all on any other terrain.

Skis and Poles: Skis allow full movement across

snowy and icy surfaces but cannot be used at all on any other terrain. Downhill speed can be as a run (x4) on slight grades 0 as a run (x5) on severe grades. It takes a full-round action to don or to remove skis.

Snow Goggles: These wooden goggles have a thin horizontal slit in the middle. They grant a +2 circumstance bonus on saving throws to resist blinding effects, including sun blindness, extremely bright light, or spells that target vision indirectly (such as *sunburst* but not *blindness*). While wearing snow goggles, you incur a -4 circumstance penalty on Spot and Search checks.

Snowshoes: These allow the wearer to move across snow and ice with increased speed. Snow of any depth is considered a minor impediment. Snowshoes take 1 minute to don and a full-round action to remove.

Winter Fullcloth: This is a heavily quilted undergarment that is worn underneath regular clothing to protect the wearer against cold. Winter fullcloth is considered part of the cold weather outfit described in the *Player's Handbook*. If worn by itself, grants a +1 circumstance bonus on Fortitude saving throws against exposure to cold weather.

Frostfell Alchemical Items

Adventuring Gear	Cost	Weight
Armor insulation (flask)	50 gp	2 lb.
Freeze powder (vial)	100 gp	1 lb.
Frostbite salve (jar)	50 gp	1 lb.
Ice chalk	20 gp	-
Melt powder (vial)	25 gp	1 lb.
Polar skin (flask)	25 gp	1 lb.
Razor ice powder (vial)	50 gp	1 lb.
Whale grease (flask)	75 gp	2 lb.

Armor Insulation: This thick red syrupy mixture applied with a brush to the inner surface of a suit of armor. When the mixture comes in contact with body heat a sweat, it puffs up to trap body heat, insulating the wearer against the effects of cold. For 24 hours after application, the wearer of a suit of armor treated with armor insulation gains +5 circumstance bonus on Fortitude saving throws against exposure to cold weather.

Freeze Powder: Freeze powder looks like salt but is much finer to touch. One vial of freeze powder sprinkled into any liquid is enough to instantly freeze solid 1 cubic foot of liquid. If introduced into a larger body of water or liquid, the powder freezes into a 1-foot diameter ball of ice. Sprinkled on a wet floor, a vial of freeze powder can coat a 10-foot-square area with ice. Freeze powder is dangerous to eat; anyone foolish enough to swallow a vial of freeze powder takes 2d6 points of cold damage as the powder freeze-burns his

mouth and throat. A successful DC 15 Fortitude saving throw halves the damage.

Frostbite Salve: This pale yellow cream provides instant relief from frostbite damage. It does not cure frostburn damage, but temporarily suppresses up to 2 points of ability score damage caused by frostbite. The salve's effectiveness lasts for just one hour, after which point the ability score damage suppressed by the salve returns.

Ice Chalk: Ice chalk comes in a variety of colors. These 'waxy sticks' can be used to make temporary marks on any icy surface, similar to how chalk can be used to mark slate or stone.

Melt Powder: Utilizing some of the same principles as freeze powder, melt powder causes ice it is sprinkled upon to instantly melt. One vial of melt powder is enough to melt 1 cubic foot of ice. Sprinkled on an icy surface of up to 10 square feet, a vial of melt powder makes a 1-inch-deep pool of water that quickly refreezes. Melt powder is bitter tasting, but only harmful to creatures with the cold subtype if it is eaten. Such creatures take 2d6 points of acid damage as the powder desiccates and dissolves their tissues; a successful DC 15 Fortitude save halves the damage.

Polar Skin: This dull white cream provides limited protection against cold-based damage. Polar skin becomes ineffective once it has absorbed 5 points of cold damage. Regardless of whether it absorbs any damage, polar skin loses its effectiveness 1 hour after application. Polar skin does not stack with magical protection from cold. Magical effects such as *resist energy* supersede the protection provided by polar skin. Applying polar skin takes 1 minute.

Razor Ice Powder: This granular white powder can be sprinkled over any icy surface; one vial is enough to coat one 5-foot square. The area coated immediately grows hundreds of tiny razor-sharp crystals of ice; these crystals function as if the area had been covered with razor ice (see page 16). Razor ice is difficult to see; a successful DC 20 Survival check reveals the danger, otherwise, a victim won't realize the true nature of the painful ice until she treads upon it. A creature with the cold subtype can use a standard action to sprinkle a vial of razor ice powder on any single natural weapon it possesses; it grants a +1 enhancement bonus on slashing damage for that natural attack for one hour.

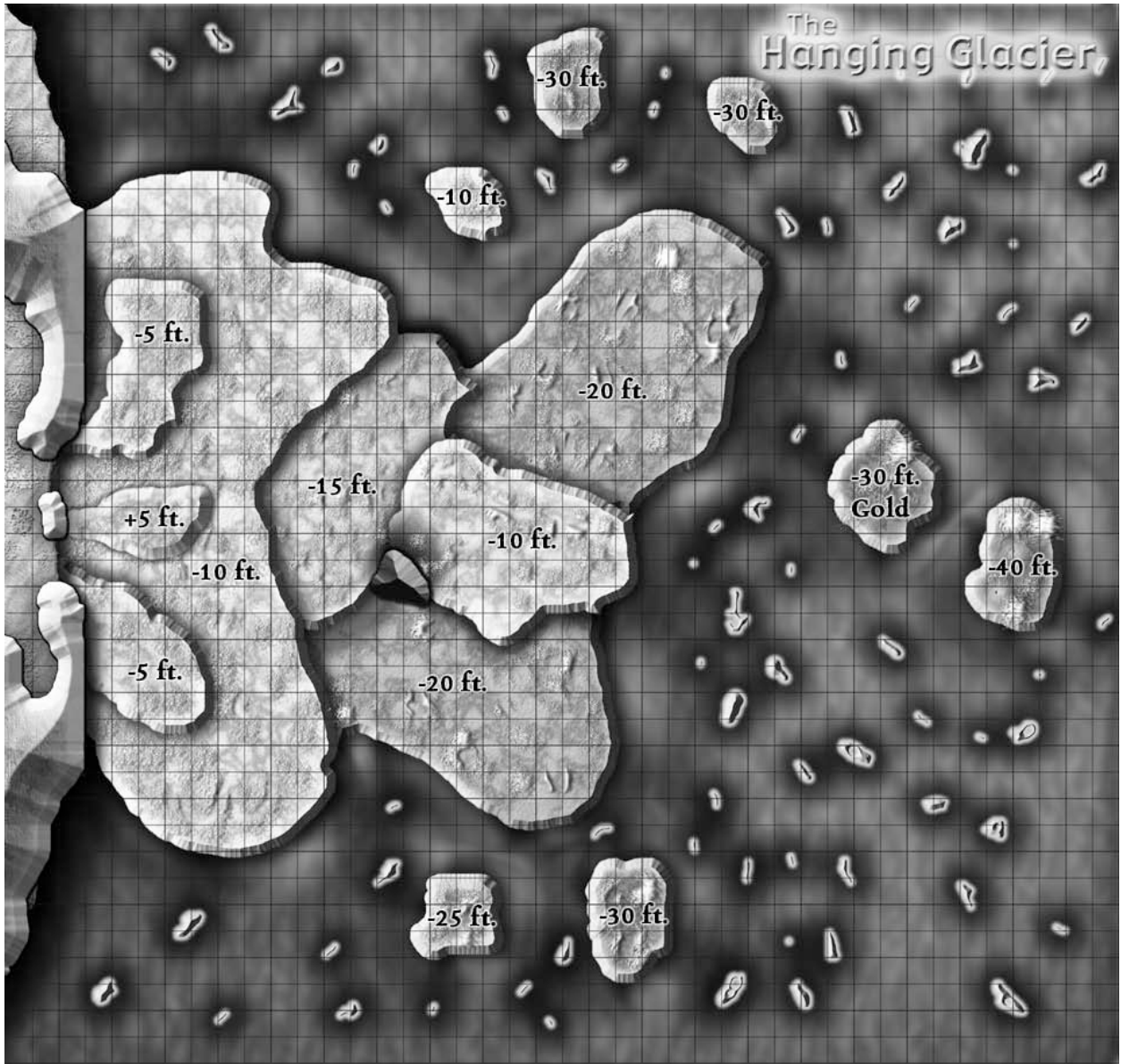
Whale Grease: Whale grease is a thick clear grease fashioned from a combination of melted whale blubber and various powdered minerals and waxy plants. This foul smelling stuff must be applied directly to the skin (taking 1 minute to do so) to be effective; once applied, the grease insulates the user from hypothermia, providing complete protection from hypothermia effects for as long as it lasts. Whale grease loses its effectiveness 1 hour after application. It is not water soluble, but can be quickly removed with

alcohol. While worn, the pungent odor the grease gives off allows creatures with the scent ability to detect you at double normal range.

DM Map 1: The Hanging Glacier



DM MAP 2: THE ICE FALL



DM MAP 3: THE FROZEN PLANE

