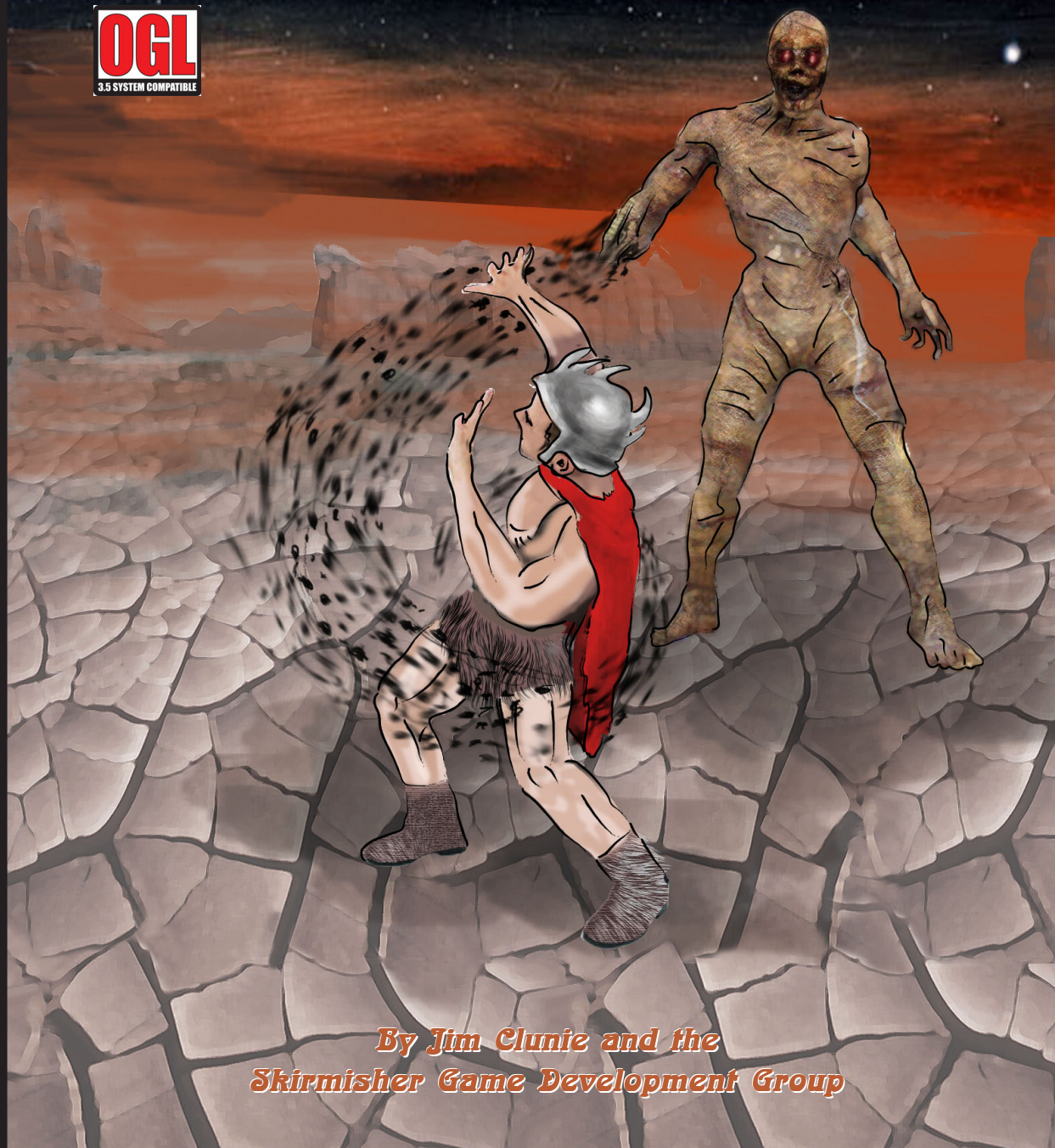


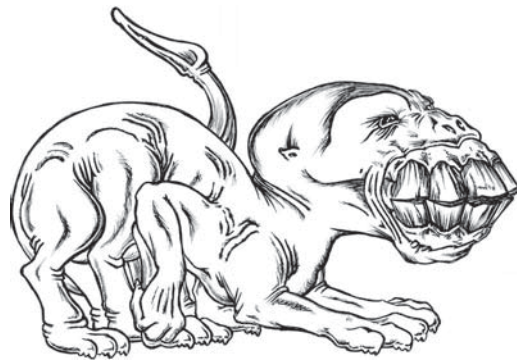
# Edgar Rice Burroughs' *Mars*: Shadows of a Dying World

An OGL Guide to Monsters, Races, and Beasts



*By Jim Clunie and the  
Skirmisher Game Development Group*

**Edgar Rice Burroughs' Mars:  
Shadows of a  
Dying World**



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and the Skirmisher Game Development Group*

# Edgar Rice Burroughs' Mars: Shadows of a Dying World

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**Thanks To:** Bob Cahill and Starwind Design

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**First PDF Edition:** December 2007, ISBN 0-9777211-9-1, SKPE 0707.

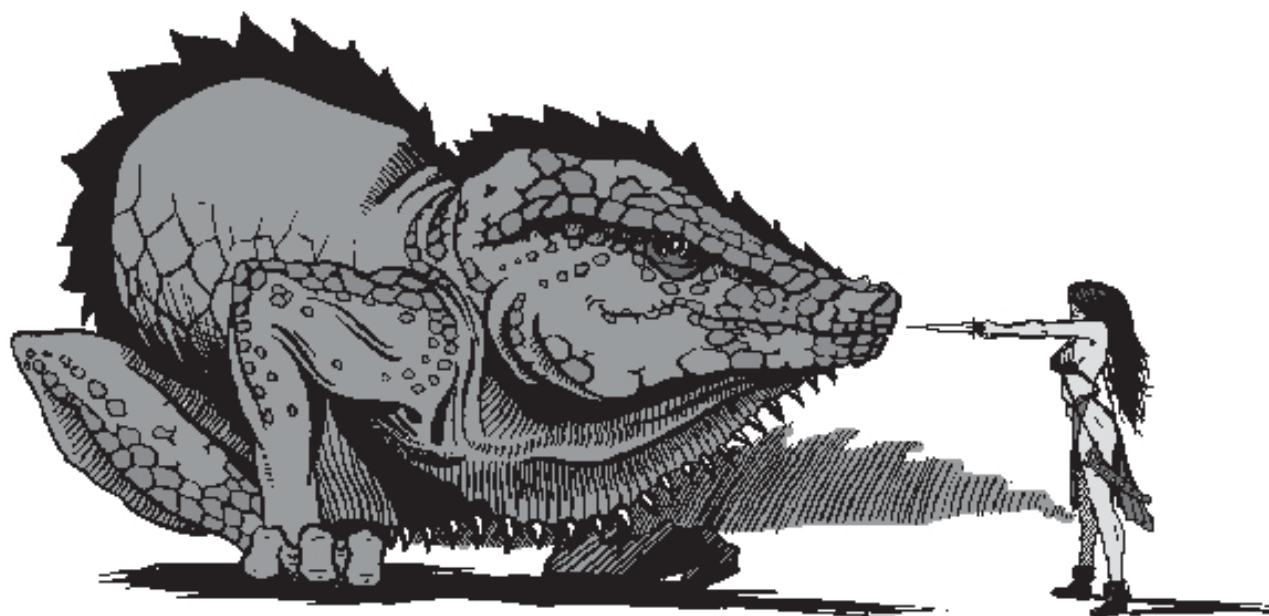
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# Introduction

**D**rawn from the Mars series of Edgar Rice Burroughs, this is the red planet not as it exists, but as astronomers and writers at the turn of the 20th century thought it might be. On this Mars, elegant city-states rise on the shores of world-spanning canals, luxurious airships ply the thin atmosphere, feisty princesses and feckless nobles are menaced by killers of the drear dried-up sea-beds, and skilled swordsmen defend the age-old edicts of dynasties that have ruled for aeons.

Despite both wondrous technology and mysterious mental abilities developed beyond the comprehension of Earthlings, however, the most farsighted of the Martians know that the history of their world is drawing toward its end, and that its life-giving atmosphere and waterways are already sustained only by vast efforts of engineering.

This book is a preview of a complete roleplaying game based on Edgar Rice Burroughs' Mars setting that will provide core rules adapted to this unique milieu, including classes, skills, feats, technological devices, psionic powers, and setting information.

Throughout the following book, we have used Burroughs' own words to describe his creatures, with minor edits to conform to the style used throughout the work. These quotations are italicized and appear between the stat blocks and the explanatory text for the various monsters.

This section also discusses general principles of Martian life and how they apply to the use of these monsters in more traditional campaign setting, along with elements of Martian belief systems as they apply to the planet's creatures.

## Using This Book

The creatures presented in *Shadows of a Dying World* present the unique wonders and dangers of Burroughs' imaginary Mars, gathered in the encounter tables that follow into a full complement of the opponents to be found within some of the most iconic regions of the planet. Any of these weirdly sentient creatures might also appear in any campaign setting a Dungeon Master deems appropriate, having been transported by some means from the red planet or as natives of the locales in which they are encountered.

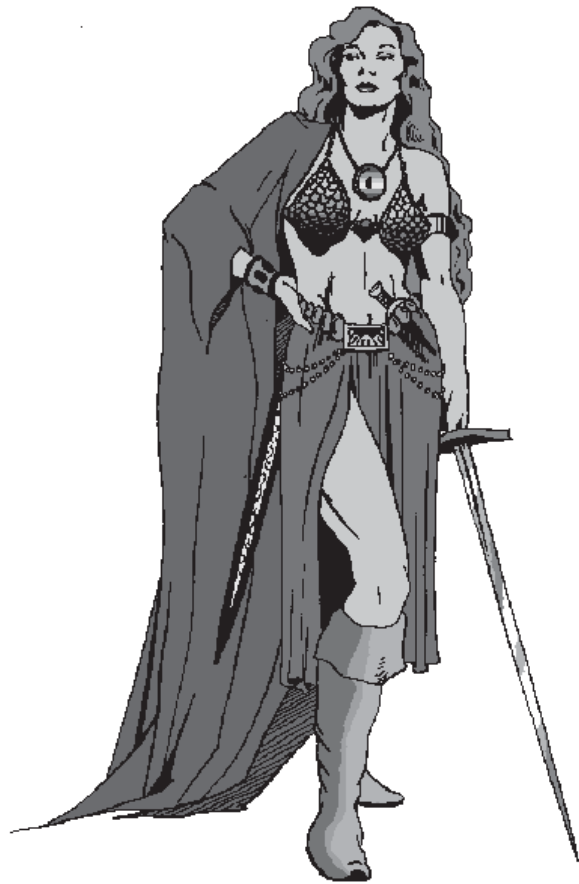
If used in a campaign set elsewhere than Mars, all of these creatures should have the [Martian] subtype, the effects of which are listed below under "General Principles." An alternate name for each creature that may be more appropriate for generic



fantasy campaigns is included parenthetically after the name used for it by Burroughs in his books.

While treasure does not play much of a meaningful role in the adventures of Burroughs' protagonists, it does in many of the more traditional campaign settings in which these monsters might be used. Treasure likely to be held by these creatures in such campaigns — as the result of traits such as actively trading with humanoid races, collecting shiny things, or incidentally leaving the possessions of victims around their abodes — is listed in the various stat blocks. Apts, for example, definitely seem like the sort of creatures that would drag prey and any attached possessions back to their lairs, and the Sacred Apts are actually outfitted with jeweled collars as rewards from their Yellow Martian masters. Thoats or Zitidars, on the other hand, would not have treasure any more than horses.

# Shadows of a Dying World



Many of the monsters described here are animals (though that might not hold the same connotations as in other settings) with some aberrations, magical beasts, plants, swarms, monstrous humanoids and humanoids, ranging from Challenge Rating 1/8 to 12, including three templates and two races playable as player characters.

These monster descriptions use the fantasy System Resource Document (SRD) with minor, modular additions from Open Game Content, and are themselves entirely Open Game Content except for the public domain names, descriptions, and quotes that cannot be restricted by license. The Open Game Content may only be used under the terms of the Open Gaming License provided at the end of this book.

New items cited in the various monster listings — such as a number of feats — are marked with an asterisk and fully described at an appropriate place in this book (e.g., Appendix II: Feats).

## The Development Stat Block

The extended stat block format used in this book is intended as a detailed record of a monster type and its possible progression from youth to its highest possible advancement, from which individual monsters can be described in the encounter stat block format more suitable to the needs of a DM running an adventure. This development stat block format includes racial ability score modifiers for all monsters, a standard progression of feats, special abilities, and ability score increases across the creature's full range of advancement, and skill ranks for each skill in order to derive directly the abilities of any individual monster of greater or lesser Challenge Rating than the norm.

## Racial Ability Score Modifiers

Calculate a creature's ability scores by adding its listed racial ability score modifiers to the standard, non-elite, or elite array, plus adjustments to Strength, Dexterity, and Constitution for its Size, plus one point of ability score increase per 4 Hit Dice, just as for character class levels. See the current edition of the Monster Manual (core rulebook III) for ability score arrays and changes to statistics by size.

## Legend of the Tree of Life

Martians' beliefs about the origin and diversification of life were told to Burroughs' Earthling protagonist, later the overlord of Mars, by the Black Martian Prince Xodar of the First Born. The Red Martians also believe this tale, in essence, though parts of the legend change with the telling:

*"We trace our lineage, unbroken, direct to the Tree of Life which flourished in the center of the Valley Dor 23 million years ago.*

*For countless ages, the fruit of this tree underwent the gradual changes of evolution, passing by degrees from true plant life to a combination of plant and animal. In the first stages, the fruit of the tree possessed only the power of independent muscular action, while the stem remained attached to the parent plant; later a brain developed in the fruit, so that hanging there by their long stems they thought and moved as individuals.*

# Introduction

*Then, with the development of perceptions came a comparison of them; judgments were reached and compared, and thus reason and the power to reason were born upon [Mars].*

*Ages passed. Many forms of life came and went upon the Tree of Life, but still all were attached to the parent plant by stems of varying lengths. At length, the fruit tree consisted in tiny Plant Men, such as we now see reproduced in such huge dimensions in the Valley Dor, but still hanging to the limbs and branches of the tree by the stems which grew from the tops of their heads.*

*The buds from which the Plant Men blossomed resembled large nuts about a foot in diameter, divided by double partition walls into four sections. In one section grew the Plant Man, in another a 16-legged worm, in the third the progenitor of the white ape, and in the fourth the primeval black man of Mars*

*When the bud burst, the Plant Man remained dangling at the end of his stem, but the three other sections fell to the ground, where the efforts of their imprisoned occupants to escape sent them hopping about in all directions. Thus, as time went on, all Mars was covered with these imprisoned creatures. For countless ages they lived their long lives within their hard shells, hopping and skipping about the broad planet; falling into rivers, lakes, and seas, to be still further spread about the surface of the new world.*

*Countless billions died before the first black man broke through his prison walls into the light of day. Prompted by curiosity, he broke open other shells and the peopling of Mars commenced.*

*The pure strain of the blood of this first black man has remained untainted by admixture with other creatures in the race of which I am a member; but from the 16-legged worm, the first ape, and renegade black man has sprung every other form of animal life upon Mars."*

## **Types. CRs. Number Encountered**

Adventures on Mars are filled with thrilling and dangerous encounters against fearsome-seeming odds. Beasts and dangerous beings are more huge and ferocious than is typical on Earth and beset the heroes of the stories in which they appear in hordes of improbable numbers and bloodthirstiness.

A Dungeon Master can encourage the expectations

of the genre by assuming that encounters will more often than not be challenging or very difficult — with either a few creatures of large size and fearsome attack potential, or many lesser monsters or intelligent foes that are troublesome by their seemingly never-ending numbers — as the stuff of one or a handful of encounters in a game session. Firearms and mental powers, given a little range and forewarning to use them effectively, are a great leveler against even the strongest of beasts, so with a little experience a DM need not fear to throw more creatures against a party.

Terrain, likewise, should make fights memorable in a Martian setting, with conflicts in vast glittering halls or gloomy miles-long tunnels of uncountable age, atop towers or precipices, among clinging jungles of vast strangely-colored trees, or on the decks of careering airships. The risk of falling off something from an ungodly height is a hazard present more often than not in Martian encounters.

Some exotic elements that are comparatively rare in this setting are the trappings of pervasive high magic. The multicolored sparkle of diverse energies, grotesque glowing denizens of other planes, and the





# Shadows of a Dying World

groaning undead are not necessarily absent, but should not be expected nearly as often as in a traditional fantasy milieu. A DM should think carefully before placing creatures with energy-based abilities, spell-casting ability, undead, elementals or outsiders in a Mars game.

## Advanced Mentality & Psychic Abilities

The brain structure of Martian creatures has developed beyond the younger animal kingdom of Earth toward creatures that verge on sentience, or may have known the beginnings of self-awareness once or many times in the distant past. Basic forms of telepathy and other psychic abilities are common to the planet's life, including even many plants and simple life-forms, allowing a shared mode of communication that is instinctual and universal rather than learned as human languages must be.

Martian ooze and plant creatures that have Wisdom and Charisma scores and are capable of combat actions have Intelligence scores, typically Int 1. There are no creatures of the vermin type native to

Mars. Instead, creatures that resemble Earthly insects, arachnids, or worms are animals and have an Intelligence score of at least 1.

Martian animals of Int 2 are psionic, understand but do not speak the Martian language, always possess at least one psi-like ability, and can advance by character class.

## Sustenance

Through adaptation, advanced metabolism, and psionic reinforcement, creatures of the Martian wastelands can exist on remarkably small amounts of food and water. Martian animals that are not of the aquatic subtype need to eat and drink only one-quarter as much as their counterparts on Earthlike worlds. Even humanoids can survive without ill effects for twice as long as the standard races. Endurance of other types of creatures varies case-by-case and if mentioned in the monster's description but, as a general rule, most are as hardy as animals in this regard.

## Reproduction

The creatures of Mars, including the Green Martians and Human-like races, are universally egg-laying and — with almost the sole exception of the Green men's aberrant customs — both parents provide a high degree of care and protection to their eggs.

Martian eggs actually grow in size over their incubation period by absorbing sunlight and nutrients from the air. Thus, the nests of Martian creatures require an exposed site, often a high place, walled and roofed with glass by intelligent creatures, that gives some measure of protection from ground-traveling egg-stealers. Parental care consists of guarding and tending the egg, rather than sitting on it. An egg kept from the sunlight remains dormant, perhaps for many years.

With the extended period of growth that this system allows, young animals are significantly large and well-developed by Earthly standards. In game terms, a hatchling is typically no smaller than two sizes below its parent (e.g., a Green Martian hatchling is Small, a Zitidar's hatchling is Large) and can travel and defend itself from birth, as it must do when the parent quickly resumes the constant migratory search for food that has been dangerously delayed by the need to care for the egg.



## APT (WHITEHARDS)

	Large Animal (Psionic)
<b>Hit Dice:</b>	9d8+18 (58 hp)
<b>Initiative:</b>	-1
<b>Speed:</b>	50 ft. (10 squares)
<b>Armor Class:</b>	13 (+5 natural, -1 Dex, -1 Size), touch 8, flat-footed 13
<b>Base Attack:</b>	+6
<b>Grapple:</b>	+21 (3 attempts per round)
<b>Attack:</b>	Slap +11 melee (1d6+6)
<b>Full Attack:</b>	2 slaps +11 melee (1d6+6) and 2 horns +6 melee (1d4+3) and bite +6 melee (1d8+6) or 3 grabs +11 melee touch
<b>Space/Reach:</b>	10 ft./5 ft.
<b>Special Attacks:</b>	Expert Grappler, Nibble
<b>Special Qualities:</b>	Scent, Superior Low-Light Vision, Multiple Eyelids, Longsight, Ice Blink, Fervor
<b>Saves:</b>	Fort +8, Ref +5, Will +4
<b>Abilities:</b>	Str 23, Dex 8, Con 15, Int 2, Wis 13, Cha 10
<b>Skills:</b>	Spot (6 ranks) +15, Survival (6 ranks) +10
<b>Feats:</b>	Improved Grapple <sup>B</sup> , Skill Focus (Survival), Alertness, Weapon Focus (Grapple), Power Attack
<b>Environment:</b>	Cold Plains
<b>Organization:</b>	Solitary, Pack (2-6), or Clan (7-20)
<b>Challenge Rating:</b>	6
<b>Treasure:</b>	Standard
<b>Alignment:</b>	Always Neutral
<b>Advancement:</b>	10-14 HD (Large), 15-21 HD (Huge), or by character class
<b>Level Adjustment:</b>	+2
<b>Racial Bonuses:</b>	Str +2, Dex +0, Con +0, Int 2, Wis +2, Cha +0

*"It is a huge, white-furred creature with six limbs, four of which, short and heavy, carry it swiftly over the snow and ice; while the other two, growing forward from its shoulders on either side of its long, powerful neck, terminate in white, hairless hands, with which it seizes and holds its prey. Its head and mouth are*



*more similar in appearance to those of a hippopotamus than to any other earthly animal, except that from the sides of the lower jawbone two mighty horns curve slightly downward toward the front. Its two huge eyes ... extend in two vast, oval patches from the center of the top of the cranium down either side of the head to below the roots of the horns, so that these weapons really grow out from the lower part of the eyes, which are composed of several thousand ocelli each.*

*He stood head-on eyeing us as we approached him, for we had found it a waste of time to attempt to escape the perpetual bestial rage which seems to possess these demon creatures, who rove the dismal north attacking every living thing that comes within the scope of their far-seeing eyes."*

Apts are the most feared predators of the grim snowfields of the Martian North Pole, where they roam constantly in search of both living prey and carrion. Clans of closely-related Apts often lair together, relying on those of middle years that have the keenest senses to locate masses of creatures that have died all together in the fearsome and unpredictable polar ice storms, which they then gather to devour in a gluttonous feast. At other times, Apts seek prey alone and without employing pack tactics, seizing any creature that they find and ferociously slaying and gulping it down, both out of an uncontrolled joy in killing and jealousy of their fellows, who might seek to take the kill from them.

# Shadows of a Dying World

## COMBAT

**Expert Grappler (Ex):** An Apt can make an additional grab or pin attempt in a full attack action at its highest base attack bonus. This does not increase the number or attack bonus of its standard attacks or any other actions within a grapple. The Apt may still only make one grab or pin attempt in a standard action.

**Nibble (Ex):** An Apt may make a bite attack against a held or pinned opponent as a primary attack (+11 attack bonus) and without penalty for attacking within a grapple.

**Superior Low-Light Vision (Ex):** An Apt sees four times as far as normal in restricted lighting conditions. For an Apt, a light source's radius of bright light and of shadowy illumination are each four times what they would be for a Human character. A light source that normally only sheds shadowy illumination counts for an Apt as full lighting out to double the light source's normal range, then shadowy illumination out to four times its range.

**Multiple Eyelids (Ex):** An Apt gains a +4 racial bonus on any saving throw or other check required to avoid being dazzled.

**Longsight (Su):** When an Apt actively makes a Spot check as a move action, it does not suffer any range penalties to Spot for any object in its line of sight. This is a psionic ability.

**Ice Blink (Sp):** Once per hour, as a full-round action, an Apt can travel almost instantly up to two miles in a straight uninterrupted line of effect, provided that its journey passes entirely over surfaces of ice and snow. An Apt cannot *ice blink* if the Apt is in contact with another creature or with an object that touches another creature. This ability adds 16 miles to the distance an Apt can travel in a full day of overland movement.

**Fervor (Sp):** Once per day as a full-round action, an Apt can energize its body with frenzied excitement, gaining temporary hit points equal to 2 points per hit die. These temporary hit points last for one minute.

**Skills:** An Apt gains a +6 racial bonus to Spot and +4 racial bonus to Search checks.

**Feats:** An Apt gains Improved Grapple as a racial bonus feat. Gains feats in this order: (1 HD) Skill Focus (Survival), (3 HD) Alertness, (6 HD) Weapon Focus (Grapple), (9 HD) Power Attack, (12 HD) Skill Focus (Intimidate), (15 HD) Improved Initiative, (18 HD)

Reckless Offense, (21 HD) Multiattack.

**Ability Scores:** An Apt applies its ability score increases to Strength (4 HD and 8 HD), Charisma (12 HD), Constitution (16 HD) and Charisma (20 HD).

**Note:** An Apt of 6 Hit Dice or less has no horns.

## SACRED APT

<b>Hit Dice:</b>	Huge Animal (Psionic) 15d8+60 (167 hp)
<b>Initiative:</b>	+2
<b>Speed:</b>	50 ft. (10 squares)
<b>Armor Class:</b>	15 (+9 natural, -2 Dex, -2 Size), touch 6, flat-footed 15
<b>Base Attack:</b>	+11
<b>Grapple:</b>	+34 (4 attempts per round)
<b>Attack:</b>	Slap +21 melee (2d4+10)
<b>Full Attack:</b>	2 slaps +21 melee (2d4+10) and 2 horns +16 melee (1d6+5) and bite +16 melee (2d6+10)
<b>Space/Reach:</b>	15 ft./10 ft.
<b>Special Attacks:</b>	Expert Grappler, Nibble
<b>Special Qualities:</b>	Scent, Superior Low-Light Vision, Multiple Eyelids, Longsight, Ice Blink, Fervor
<b>Saves:</b>	Fort +13, Ref +7, Will +6
<b>Abilities:</b>	Str 31, Dex 6, Con 19, Int 2, Wis 13, Cha 11
<b>Skills:</b>	Spot (7 ranks) +16, Survival (6 ranks) +10, Intimidate (5 ranks) +8
<b>Feats:</b>	Improved Grapple <sup>B</sup> , Skill Focus (Survival), Alertness, Weapon Focus (Grapple), Power Attack, Improved Initiative, Skill Focus (Intimidate)
<b>Environment:</b>	Cold Plains
<b>Organization:</b>	Domesticated
<b>Challenge Rating:</b>	9
<b>Treasure:</b>	Double Standard
<b>Alignment:</b>	Always Neutral
<b>Advancement:</b>	16–21 HD (Huge) or by character class
<b>Level Adjustment:</b>	+2
<b>Racial Bonuses:</b>	Str +2, Dex +0, Con +0, Int 2, Wis +2, Cha +0

# Creatures

*“Shortly after this we came upon the hugest Apt that we had seen. The creature stood fully eight feet at the shoulder, and was so sleek and clean and glossy that I could have sworn that he had but recently been groomed. ... Only man could have placed that collar there, and as no race of Martians of which we knew aught ever had attempted to domesticate the ferocious Apt, he must belong to a people of the north of whose very existence we were ignorant.”*

Apts of this exceptionally large and glossy-furred breed are lured into captivity, fitted with gold collars and

sometimes other accessories, and fed constantly on the flesh of Human victims sacrificed to the cult of strength and survival that enthralles the ruling classes of the Yellow Martians.

## COMBAT

Other than being more powerful and harder to kill, Sacred Apts fight similarly to their smaller, wild counterparts. They might be encountered in the company of other creatures, such as Yellow Martians, however, or even within Yellow Martian cities.



# Shadows of a Dying World

## BANTH (SHADOWWALKER)

	Large Animal (Psionic)
<b>Hit Dice:</b>	8d8+16 (52 hp)
<b>Initiative:</b>	+0
<b>Speed:</b>	50 ft. (10 squares)
<b>Armor Class:</b>	12 (+3 natural, -1 Size), touch 9, flat-footed 12
<b>Base Attack:</b>	+6
<b>Grapple:</b>	+16
<b>Attack:</b>	Bite +11 melee (1d8+6)
<b>Full Attack:</b>	Bite +11 melee (1d8+6) and 4 claws +9 melee (1d6+3)
<b>Space/Reach:</b>	10 ft./5 ft.
<b>Special Attacks:</b>	Opportunism, Pounce, Stunning Roar
<b>Special Qualities:</b>	Reduce Light, Reduce Sound, Darkvision, Scent
<b>Saves:</b>	Fort +8, Ref +6, Will +2
<b>Abilities:</b>	Str 23, Dex 11, Con 15, Int 2, Wis 10, Cha 12
<b>Skills:</b>	Move Silently (4 ranks) +13, Hide (3 ranks) +9, Intimidate (2 ranks) +6, Survival (2 ranks) +2
<b>Feats:</b>	Track <sup>B</sup> , Stealthy, Multiattack, Skill Focus (Intimidate)
<b>Environment:</b>	Temperate Hills
<b>Organization:</b>	Solitary or Flock (2–20)
<b>Challenge Rating:</b>	7
<b>Treasure:</b>	Incidental (Half Standard)
<b>Alignment:</b>	Always Neutral
<b>Advancement:</b>	9–13 HD (Large), 14–19 HD (Huge), or by character class
<b>Level Adjustment:</b>	+2
<b>Racial Bonuses:</b>	Str +4, Dex +2, Con +0, Int 2, Wis +0, Cha +0

*"Its long, lithe body is supported by 10 powerful legs, its enormous jaws are equipped, like those of the Calot, or Martian hound, with several rows of long needle-like fangs; its mouth reaches to a point far back of its tiny ears, while its enormous, protruding eyes of green add the last touch of terror to its awful aspect. ... As it crept toward me, it lashed its powerful tail against its yellow sides, and when it saw that it was discovered it emitted the terrifying roar which often freezes its*

*prey into momentary paralysis in the instant that it makes its spring. "*

The Bantth is a sly creature and nocturnal in nature. It prefers to stalk and pounce upon its prey rather than chase and do battle. Bantths slink freely into decrepit cities and underground areas, where they feed on Ulsios, the young of the Great White Apes, and any other creatures unfortunate enough to be stalked and caught by them.

Bantths can tolerate each other's presence where food is abundant, but lacking a clearly defined social order, they fight each other bitterly over kills over most of their range.

A Bantth on the trail of victims makes occasional eerie moaning sounds.

## COMBAT

**Reduce Light (Su):** Provided that a Bantth is psionically focused, within 10 feet, daylight becomes a sinister shade, bright light becomes shadowy (20% concealment), and shadowy illumination becomes deep darkness that still allows others to locate the square that a creature occupies but imposes a miss chance as if totally concealed (50%).

**Reduce Sound (Su):** When psionically focused, a Bantth can muffle sounds it makes, giving it a +7 racial bonus to Move Silently skill checks. This is reduced to +2 in a *Null Psionics field* or if the Bantth expends its psionic focus.

**Darkvision (Ex):** A Bantth has Darkvision out to a range of 60 feet.

**Opportunism (Ex):** A Bantth has a +3 bonus, rather than the normal +2, to hit an opponent who is flanked.

**Pounce (Ex):** A Bantth can make a full attack when it charges.

**Stunning Roar (Ex):** Once per hour, as a swift action, a Bantth can issue a terrifying roar that causes one creature within 20 feet to be stunned for 1 round if it fails a Will save (DC 15, Charisma-based). This is a mind-affecting fear effect. A Bantth gains the Stunning Roar ability when it has 7 or more Hit Dice.

**Skills:** A Bantth has a +4 racial bonus to hide in dry plains, rocky hills, or any place with shadowy or lower illumination.

**Feats:** A Bantth gains Track as a racial bonus feat

# Creatures

and typically selects feats gained due to increasing Hit Dice in this order: (1 HD) Stealthy, (3 HD) Skill Focus (Intimidate), (6 HD) Multiattack, (9 HD) Skill Focus (Survival), (12 HD) Skill Focus (Move Silently), (15 HD) Narrow Mind, (18 HD) Psionic Fist [Bite].

**Ability Scores:** A Banth applies its ability score increases to Dexterity (4 HD), Charisma (8 HD), Dexterity (12 HD), Wisdom (16 HD).

**Note:** A Banth can make two claw attacks at Medium size, four claw attacks at Large size, and six claw attacks at Huge size.

## SNOW BANTHS

These predators of the frozen lands close to the poles have a white coat marked with silvery-gray hairs. A snow Banth does not gain the *Reduce Light* ability but instead has the following special quality:

**Increase Light (Su):** A refractive field of distortion surrounds the snow Banth, bending light that passes close to its body into a nimbus of eye-hurting intensity. In an environment of snow or ice, provided that a snow Banth is psionically focused, creatures that approach within 20 feet of the snow Banth must make a Fortitude save (DC 16) each round or be dazzled for one minute. The saving throw is Constitution-based. This does not make the Banth easier to see for any creature beyond 20 feet, but if it desires, the snow Banth can suppress its *Increase Light* quality as a standard action.



# Shadows of a Dying World

## CALOT (TOAD-FOURED)

	Medium Animal (Psionic)
<b>Hit Dice:</b>	5d8+17 (48 hp)
<b>Initiative:</b>	+1
<b>Speed:</b>	40 ft. (8 squares)
<b>Armor Class:</b>	12 (+1 natural, +1 Dex), touch 11, flat-footed 11
<b>Base Attack:</b>	+3
<b>Grapple:</b>	+5
<b>Attack:</b>	Bite +5 melee (1d8+3)
<b>Full Attack:</b>	Bite +5 melee (1d8+3)
<b>Space/Reach:</b>	5 ft./5 ft.
<b>Special Attacks:</b>	Attach, Maul
<b>Special Qualities:</b>	Psychic Trace, Dash, Low-Light Vision, Psionic Guidance
<b>Saves:</b>	Fort +6, Ref +5, Will +2
<b>Abilities:</b>	Str 15, Dex 12, Con 15, Int 2, Wis 13, Cha 10
<b>Skills:</b>	Survival (6 ranks) +7, Jump (2 ranks) +8
<b>Feats:</b>	Run <sup>B</sup> , Toughness, Mobility <sup>B</sup> , Endurance
<b>Environment:</b>	Temperate Plains
<b>Organization:</b>	Solitary, Pack (2–10), or Domesticated
<b>Challenge Rating:</b>	3
<b>Treasure:</b>	Incidental (Half Standard)
<b>Alignment:</b>	Always Neutral
<b>Advancement:</b>	6–14 HD (Medium), 15–20 HD (Large), or by character class +3
<b>Level Adjustment:</b>	+3
<b>Racial Bonuses:</b>	Str +4, Dex +2, Con +4, Int 2, Wis +2, Cha +0

*“In response to her call I obtained my first sight of a new Martian wonder. It waddled in on its 10 short legs, and squatted down before the girl like an obedient puppy. The thing was about the size of a Shetland pony, but its head bore a slight resemblance to that of a frog, except that the jaws were equipped with three rows of long, sharp tusks.”*

Wild Calots are pack hunters of the dead sea bottoms. Their awkward-looking gait can initially be deceptive and the Calot is capable both of stunningly quick speed

over short distances and a rapid sustained pace for long-distance travel. A Calot is also capable of inflicting a ferocious bite with its broad mouth, which is filled with multiple rows of in-curving fangs.

Strong family bonds of loyalty and unerring understanding of commands have made Calots readily tamed by the Green Martians, who use them as guards for the more vulnerable females and partially grown children of the community. They are also used by certain Red Martian cities, although tame Calots are unknown in the Helium League and its close neighbors.

### COMBAT

**Psychic Trace (Su):** A Calot can follow its prey by the mental residue that a creature leaves in places where it has passed or on objects that it has touched or used. The Calot may make a Survival check to follow the trail of a non-mindless creature, with a base DC of 15 when the target was traveling or waiting without any particular concern; DC 10 when the creature was watchful, carrying out an action requiring a skill check, or had some other constant thought or mental activity; DC 5 when the creature was threatened, enraged, filled with desire or felt some similar powerful emotion; or DC 0 in places where combat or a similar event occurred. The DC increases by +1 for each 6 hour period since the target passed. The Calot must make an additional check where another non-mindless creature crossed the trail, or make a check each 10 minutes at +5 to the DC if many other non-mindless creatures have passed through the area since the target. Any condition that would prevent mind-affecting effects or block psionics, either when the target or the Calot pass the location, prevents *Psychic Trace*. For example, a Calot cannot trace a creature through a *Null Psionics Field* or if the target was under the effects of *Mind Blank* when it passed through the area. *Pass without Trace*, however, does not defeat *Psychic Trace*.

**Dash (Sp):** Once per 10 minutes, a Calot can increase its speed by 45 feet. This gives the Calot a +16 bonus to Jump checks. Beginning a Dash is a free action and its effects last for one round.

**Attach (Ex):** If a Calot hits with a bite attack, it deals normal damage and attempts to start a grapple as a free action without provoking an attack of opportunity. No separate touch attack is required. A

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Calot can attach to creatures of any size. To escape a Calot's grapple, an opponent must achieve a pin, then succeed on a second grapple check to remove the Calot.

**Maul (Ex):** On a successful grapple check, a Calot deals 1d8+3 points of damage.

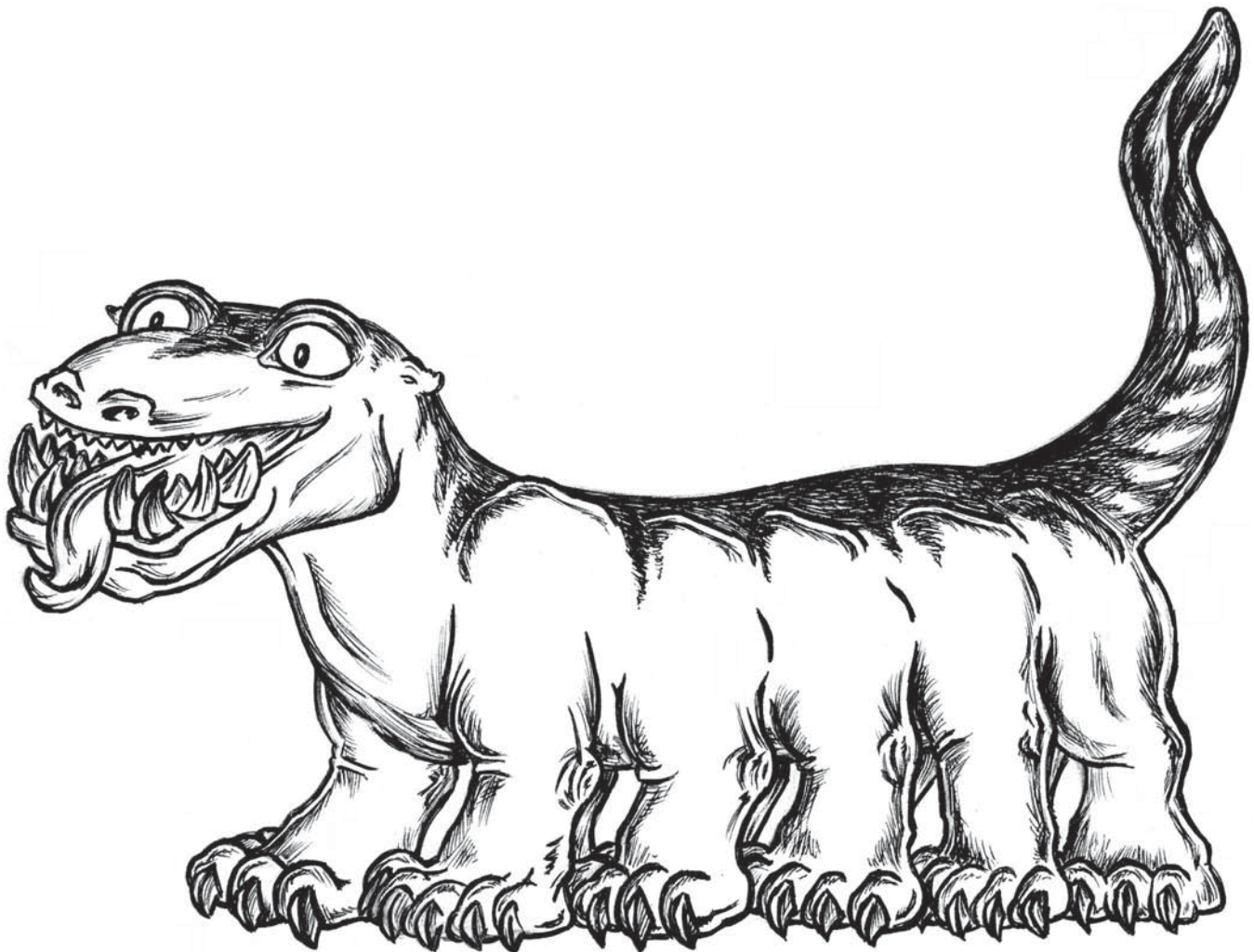
**Extended March:** A Calot can travel 12 hours a day at its normal overland movement rate. This extends the distance that the Calot covers in a normal day's travel by 50%. The Calot can attempt to continue by forced marching as a character would (not as a mount) assisted by its Endurance feat.

**Psionic Guidance:** Calots are trained to respond to mental command alone. Anyone who is not a

psionic character suffers a -4 non-psionic penalty to Handle Animal checks with regard to Calots.

**Feats:** A Calot gains Run as a racial bonus feat. A Calot of at least 3 Hit Dice gains Mobility as a racial bonus feat even if it does not meet the prerequisites. A typical Calot gains feats in this order: (1 HD) Toughness, (3 HD) Endurance, (6 HD) Improved Grapple, (9 HD) Improved Natural Attack, (12 HD) either Iron Will or Alertness, (15 HD) Dodge, (18 HD) Skill Focus (Survival).

**Ability Scores:** A Calot applies its ability score increases to Constitution (4 HD and 8 HD), Wisdom (12 HD), Strength (16 HD), Wisdom (20 HD), Strength (24 HD).





# Shadows of a Dying World

## CORPHAL (SWARM-CURST)

“‘If one be a Corphal,’ he said, ‘then all of you be Corphals, and we know well from the things that this creature has done,’ he pointed at Ghek, ‘that he is a Corphal, for no mortal has such powers as he. And as you are all Corphals you must all die.’”

Although denied by the rational scientific beliefs of the advanced cities today, the dread transformation of unfortunates of the lower classes into Corphals was known and greatly feared in the ancient eras of Martian history. These legendary beings can pass for Human but have forsaken their mortality for an abhorrent partial dissolution into a composite physical state. Their altered flesh flows with currents of eldritch energies that fog the minds and weaken the life force of ordinary men. Only a kingly resolution can resist a Corphal’s horrid power and give an opponent the mettle needed to strike true and disrupt the coherence of the swarm-curst.

A Corphal breathes and sleeps, but can survive without eating, although this causes it to hunger and grow irritable.

### CREATING A CORPHAL

“Corphal” is an acquired template that can be added to any humanoid or monstrous humanoid that has an Intelligence score (referred to hereafter as the base creature). A Corphal uses all the base creature’s statistics and special abilities except as noted here.

**Size and Type:** The creature’s type changes to aberration. Do not recalculate base attack bonus, saves, or skill points. Size is unchanged.

**Armor Class:** A Corphal gains a deflection bonus to Armor Class equal to half its Charisma bonus (to a minimum bonus of +1).

**Attack:** A Corphal has the same ability to use weapons and other attacks as the base creature (but see Discorporation, below).

**Special Attacks:** A Corphal retains all the special attacks of the base creature and gains those described below.

**Bewildering Gaze (Su):** A Corphal can stare at a creature within 30 feet as a standard action. The targeted creature must make a Will save against a DC of  $10 + \frac{1}{2}$  the Corphal’s Hit Dice + the Corphal’s

Charisma bonus, or become *Confused* as if affected by the spell for  $1d4+1$  rounds. Roll on the following table at the beginning of each subject’s turn each round to see what the subject does during that round.

#### d100

01–10

#### Behavior

Attack the Corphal with melee or ranged weapons (or move toward the Corphal if attack not possible).

11–20

Act normally.

21–50

Do nothing but babble incoherently.

51–70

Flee away from the Corphal at top possible speed.

71–100

Attack nearest creature.

A *Confused* character who can not carry out the indicated action does nothing but babble incoherently.

**Corphal Curse (Sp):** Up to six times a day, a Corphal can duplicate the effects of a number of spells as arcane spell-like abilities. Each use of the Corphal’s curse can duplicate any one of three spells (curses) that the Corphal knows, selected from this list: *Animal Friendship, Animal Messenger, Bane, Blindness/Deafness, Blur, Cause Fear, Change Self, Chill Touch, Command, Dancing Lights, Darkness, Death Knell, Desecrate, Doom, Ghost Sound, Hideous Laughter, Hold Portal, Hypnotism, Inflict Light Wounds, Light, Mage Hand, Obscuring Mist, Open/Close, Pass without Trace, Prestidigitation, Random Action, Ray of Enfeeblement, Shatter, Silence, Silent Image, Sleep, Spider Climb, Summon Swarm, True Strike, Warp Wood, Whispering Wind*, as a 2nd level arcane caster. If a Corphal’s curse allows a saving throw, the save DC is  $11 +$  the Corphal’s Charisma modifier.

**Discorporate (Ex):** As a move action, a Corphal can dissolve parts of its body, except for its brain-case, into crawling masses of Diminutive-sized quasi-creatures that attack its opponents with saw-like claws and mouthparts. Each arm that it discorporates becomes a swarm of 5’ x 5’ dimensions. When it discorporates all of its arms the Corphal can also discorporate its legs and body into a swarm of 10’ x 10’ dimensions. The smaller “arm” swarms must remain in contact with this larger swarm but can move through it and together they can constitute a composite swarm of varying shape and dimensions.

When a Corphal discorporates, even parts of the flesh of its face slough away, although the monster’s

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head remains intact atop a carpet of scuttling, biting, sub-entities. All disincorporated parts of the Corphal must remain in contact with the space occupied by its body but can freely pass through and remain in spaces occupied by the Corphal's body or other disincorporated parts. A Corphal can reform any or all of its disincorporated parts into normal body parts as a move action, but must reform its legs and body before, or at the same time as it reforms its arms.

When a disincorporated Corphal ends its move in a creature's square, the creature automatically suffers 1d6 damage.

A living creature vulnerable to a Corphal's attacks that begins its turn with a disincorporated Corphal in its square is nauseated for 1 round. A Fortitude save (DC 10 +  $\frac{1}{2}$  the Corphal's Hit Dice + the Corphal's Con modifier) negates the effect. Spellcasting or concentrating on spells within the area of a disincorporated Corphal requires a Concentration check (DC 20 + spell level). Using skills that involve patience and concentration requires a DC 20 Concentration check. A creature does not suffer additional damage or distraction if more than one disincorporated part of the same Corphal remains in its square.

Disincorporated parts of a Corphal do not threaten foes in their space and may not make attacks of opportunity with their swarm attack.

An opponent that can only reach disincorporated parts of a Corphal cannot cause any weapon damage or critical hits, flank the Corphal, nor affect the Corphal with any power or effect that targets a specific number of creatures (including single-target spells such as *Disintegrate*), with the exception of mind-affecting effects (charms, compulsions, phantasms, patterns, and morale effects), which affect the Corphal as a single creature. The disincorporated parts of a Corphal cannot be tripped, grappled, or bull rushed, nor can they grapple an opponent.

An opponent who attacks a disincorporated part of a Corphal causes half again as much damage (+50%) from powers or effects that affect an area, such as splash weapons.

A disincorporated Corphal is not affected by high winds.

**Command Spirits of the Wicked Dead (Su):** A Corphal of at least 6 Hit Dice can attempt to command incorporeal undead (except for undead that are Corphals), dispel turning of incorporeal undead, or

bolster incorporeal undead a number of times per day equal to 3 + its Charisma modifier, as a standard action that does not provoke attacks of opportunity. A Corphal cannot affect corporeal undead and does not gain the ability to rebuke undead.

**Command Check:** Roll a command check to see how powerful an undead creature the Corphal can command. This is a Charisma check (1d20 + the Corphal's Charisma modifier). Table: Commanding Undead gives the Hit Dice of the most powerful undead the Corphal can affect, relative to its Hit Dice. On a given command attempt, the Corphal can command no undead creature whose Hit Dice exceed the result on this table.

**Command Hit Dice:** If the Corphal's roll on Table: Commanding Undead is high enough to let the Corphal command at least some of the undead within 60 feet, roll 2d6 + the Corphal's Hit Dice + the Corphal's Charisma modifier for the total Hit Dice of undead the Corphal can command. If the Corphal's Charisma score is poor, it is possible to roll fewer Hit Dice of undead commanded than the minimum Hit Dice indicated on Table: Commanding Undead.

**Commanded:** A commanded undead creature is under the mental control of the Corphal. The Corphal must take a standard action to give mental orders to a commanded undead. At any one time, the Corphal may command any number of undead whose total Hit Dice do not exceed his level. He may voluntarily relinquish command of any commanded undead creature or creatures in order to command new ones.

**Dispelling Turning:** A Corphal may channel aberrant energies to dispel a good Cleric's turning effect. To do so, the Corphal makes a command check as if attempting to command the undead. If the command check result is equal to or greater than the turning check result that the good Cleric scored when turning the undead, then the undead are no longer turned. The Corphal rolls turning damage of 2d6 + the Corphal's Hit Dice + the Corphal's Charisma modifier to see how many Hit Dice worth of undead he can affect in this way (i.e., as if he were commanding them).

**Bolstering Undead:** A Corphal may also bolster incorporeal undead creatures against turning in advance. To do so, he makes a command check as if attempting to command the undead, but doubles the Hit Dice result on Table: Commanding Undead. This

# Shadows of a Dying World

result is used as the undead creatures' effective Hit Dice as far as turning is concerned, provided the result is higher than the creatures' actual Hit Dice. The bolstering lasts 10 rounds. The Corphal rolls turning damage of 2d6 + the Corphal's Hit Dice + the Corphal's Charisma modifier to see how many Hit Dice worth of undead he can affect in this way (as if he were commanding them). An undead Corphal can bolster himself in this manner with a command check of 16 or higher.

## Table: Commanding Undead

Command Check Result	Most Powerful Undead Affected (Maximum HD)
0 or lower	Half Corphal's Hit Dice - 2
1-9	Half Corphal's Hit Dice - 1
10-15	Half Corphal's Hit Dice
16-21	Half Corphal's Hit Dice + 1
22 or higher	Half Corphal's Hit Dice + 2

**Infest (Su):** A Corphal can attempt to infuse a stream of animalcules from its body into a helpless creature in its square. Releasing these mobile infectious particles is a full-round action. After one minute of exposure, the target creature must make a Will save with a DC of 8 + ½ the Corphal's Hit Dice + the Corphal's Constitution bonus, or be paralyzed for 1d4 days and then rise as a Corphal. A creature that makes its Will save is immune to the Corphal's infestation for 1 day.

If the target creature receives a *Remove Disease* spell before it has been exposed for a full minute, the infestation is negated. If the target creature receives a *Remove Disease* spell after failing its save but before becoming a Corphal, the creature remains paralyzed for one day but does not become a Corphal.

**Special Qualities:** A Corphal retains all the special qualities of the base creature and gains those described below.

**Detach Head (Ex):** The Corphal can remove its head from its body and extrude a number of crustacean-like limbs on which the head moves about at a move rate of 20 feet. The body is unharmed and can take any of its normal actions under complete telepathic control of the detached head. The head has the same Armor Class as the Corphal with a +2 size bonus and gains penalties or bonuses for other purposes as a creature two sizes smaller than the

Corphal. The detached head has no effective attacks.

**Power Resistance (Ex):** A Corphal has power resistance equal to 10 + Hit Dice.

**Regeneration 3 (Su):** Each round that a creature deals damage to a Corphal, the attacker must make a level check with a DC equal to 12 + ½ the Corphal's Hit Dice + the Corphal's Charisma modifier or all damage to the Corphal by that attacker in the same round is treated as nonlethal damage. For purposes of this level check, each level of Aristocrat is doubled. The Corphal regains 3 points of nonlethal damage per round and can regrow a lost body part in 3d4 minutes.

**Abilities:** A Corphal's ability scores change as follows: Wisdom -2, Charisma +2.

**Skills:** Disguise (Cha) and Bluff (Cha) are class skills for a Corphal.

**Environment:** Any, preferably ruins.

**Organization:** Solitary or Cabal (2-4).

**Treasure:** Double Standard.

**Challenge Rating:** Same as the base creature +2, +1 for each additional aberration hit die.

**Alignment:** Always Neutral Evil.

**Advancement:** When it gains enough experience to gain a level, a Corphal can advance either by character class or by gaining an additional hit die of the aberration type. A Corphal can gain up to four additional aberration Hit Dice, each of which adds 1d8 hit points, increases the Corphal's attacks and save bonuses as normal for an aberration with that number of Hit Dice, adds 2 + Int modifier skill points with class skills of Balance, Bluff, Climb, Concentration, Disguise, Escape Artist, Gather Information, Hide, Intimidate, Listen, Move Silently, Sleight of Hand, Spot, and Survival, and adds the following special abilities:

**Expanded Curses:** An advanced Corphal of 1 to 2 additional Hit Dice may select one extra curse that it knows from the list under *Corphal Curse* above, and an advanced Corphal of 3 to 4 additional Hit Dice may select two extra curses known from the list above.

**Heightened Curse:** An advanced Corphal's caster level is 2 + twice its additional aberration Hit Dice.

**Advanced Curse (Sp):** An advanced Corphal of 1 additional Hit Die can cast an advanced curse three times per day, and an advanced Corphal of 2 or more additional Hit Dice can cast advanced curses six times per day. The Corphal knows three advanced curses from the following list: *Animate Dead*, *Bestow Curse*, *Charm Person or Animal*, *Contagion*, *Diminish Plants*,

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*Dispel Magic or Psionics, Fire Trap, Fly, Gaseous Form, Ghoul Touch, Hold Person, Inflict Moderate Wounds, Invisibility, Major Image, Meld into Stone, Poison Touch, Protection from Arrows, Scare, Slow, Snare,*

*Speak with Animals, Speak with Dead, Speak with Plants, Spike Growth, Stinking Cloud, Vampiric Touch.* If a Corphal's advanced curse grants a saving throw, the save DC is 12 + the Corphal's Charisma modifier.



# Shadows of a Dying World

*Major Curse (Sp):* An advanced Corphal of 3 or more Hit Dice can cast a major curse three times per day. The Corphal knows two major curses from the following list: *Animal Growth, Black Tentacles, Break Enchantment, Confusion, Deeper Darkness, Feeblemind, Giant Vermin, Hallucinatory Terrain, Inflict Critical Wounds, Lightning Bolt, Mind Fog, Nightmare, Plant Growth, Polymorph Other, Polymorph Self, Remove Disease, Rusting Grasp, Scrying, Sending, Solid Fog, Spectral Hand, Unhallow.* If a Corphal's major curse grants a saving throw, the save DC is 13 + the Corphal's Charisma modifier.

*Increased Swarm Damage (Ex):* An advanced Corphal of 4 additional Hit Dice increases the swarm damage dealt by its discorporated parts to 2d6.

**Level Adjustment:** Same as the base creature +2, +1 for each additional aberration hit die.

## SAMPLE CORPHAL

	Medium Aberration
<b>Hit Dice:</b>	4d4+7 (17 hp)
<b>Initiative:</b>	+1
<b>Speed:</b>	30 ft. (6 squares)
<b>Armor Class:</b>	12 (+1 Dex, +1 deflection), touch 12, flat-footed 11
<b>Base Attack:</b>	+2
<b>Grapple:</b>	+3
<b>Attack:</b>	Club +3 melee (1d6+1) or net +3 ranged (entangle) or swarm 1d6
<b>Full Attack:</b>	Club +3 melee (1d6+1) or net +3 ranged (entangle) or swarm 1d6
<b>Space/Reach:</b>	5 ft./5 ft.
<b>Special Attacks:</b>	Bewildering Gaze, Corphal Curse, Discorporate, Infest
<b>Special Qualities:</b>	Detach Head, Power Resistance 14, Regeneration 3
<b>Saves:</b>	Fort +2, Ref +2, Will -1
<b>Abilities:</b>	Str 13, Dex 12, Con 12, Int 9, Wis 6, Cha 12
<b>Skills:</b>	Climb (7 ranks) +8, Profession (Dockworker) (7 ranks) +5, Use Rope (7 ranks) +8
<b>Feats:</b>	Simple Weapon Proficiency (Club), Toughness,

	Power Attack, Exotic Weapon Proficiency (Net)
<b>Environment:</b>	Urban
<b>Organization:</b>	Solitary
<b>Challenge Rating:</b>	5
<b>Treasure:</b>	Double Standard
<b>Alignment:</b>	Neutral Evil
<b>Advancement:</b>	By character class or special
<b>Level Adjustment:</b>	—

**Note:** *The base creature for this Corphal is a 4th level Human Commoner with the following ability scores: Strength 13, Dexterity 12, Constitution 12, Intelligence 9, Wisdom 8, Charisma 10.*

## COMBAT

**Bewildering gaze (Su):** Will save DC 13.

**Corphal Curse (Sp):** This Corphal can duplicate the effects of the spells *Blur, Hypnotism* or *Inflict Light Wounds* a total of six times per day as a 2nd level arcane caster. If the Corphal's curse grants a saving throw, the save DC is 13.

**Discorporate (Ex):** Swarm damage 1d6, distraction Fortitude DC 13.

**Regeneration 3 (Su):** Bypassed each round by a DC 15 level check (with Aristocrat levels doubled).

## CORPHAL GHOST

	Medium Undead (Incorporeal)
<b>Hit Dice:</b>	7d12 (45 hp)
<b>Initiative:</b>	+6
<b>Speed:</b>	30 ft. (6 squares), fly 30 ft. (6 squares) (perfect)
<b>Armor Class:</b>	17 (+2 Dex, +5 deflection), touch 17, flat-footed 15
<b>Base Attack:</b>	+4
<b>Grapple:</b>	+4
<b>Attack:</b>	Incorporeal touch +6 melee (1d6) or incorporeal swarm 1d6
<b>Full Attack:</b>	Incorporeal touch +6 melee (1d6) or incorporeal swarm 1d6
<b>Space/Reach:</b>	5 ft./5 ft.
<b>Special Attacks:</b>	Sneak Attack +3d6,

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	Bewildering Gaze, Corphal Curse, Discorporate, Command Spirits of the Wicked Dead, Corrupting Touch, Frightful Moan
<b>Special Qualities:</b>	Trapfinding, Evasion, Uncanny Dodge, Trap Sense +2, Detach Head, Power Resistance 17, Regeneration 3, Manifestation, Rejuvenation, Turn Resistance +4
<b>Saves:</b>	Fort +2, Ref +7, Will +2
<b>Abilities:</b>	Str 10, Dex 14, Con —, Int 12, Wis 6, Cha 21
<b>Skills:</b>	Appraise (4 ranks) +5, Bluff (10 ranks) +15, Disable Device (5 ranks) +6, Disguise (9 ranks) +14, Forgery (9 ranks) +10, Gather Information (9 ranks) +14, Hide (10 ranks) +22, Intimidate (9 ranks) +14, Knowledge (Local) (9 ranks) +10, Listen (10 ranks) +18, Move Silently (9 ranks) +13
<b>Feats:</b>	Simple Weapon Proficiency, Rogue Weapon Proficiency, Light Armor Proficiency, Alertness, Stealthy, Improved Initiative, Weapon Finesse
<b>Environment:</b>	Urban
<b>Organization:</b>	Solitary
<b>Challenge Rating:</b>	11
<b>Treasure:</b>	Double Standard
<b>Alignment:</b>	Neutral Evil
<b>Advancement:</b>	By character class or special
<b>Level Adjustment:</b>	+8

**Note:** The base creature for this Corphal Ghost is a 6th level Human Rogue with the following ability scores: Strength 10, Dexterity 14, Constitution 14, Intelligence 12, Wisdom 8, Charisma 15. This Corphal is advanced by one additional hit die.

“To the chambers of O-Mai the Cruel I traced them,”

*squeaked I-Gos. ‘There you will find them where the moaning Corphals pursue the shrieking ghost of O-Mai; ey!’ and he turned his eyes from O-Tar toward the warriors who had arisen, only to discover that, to a man, they were hurriedly resuming their seats.”*

When a Corphal eventually dies through violence or after long years of neglect and isolation, its unholy will to live seldom allows its spirit to rest quietly. A Corphal Ghost resembles a gaunt, translucent version of its human form with dark, sunken eyes. Just as in life, it can discorporate its body into countless swarming, semi-visible insectile parts surrounding a ghastly crawling head half-stripped of flesh. Maddened by its ages of abandonment and transition to unlife, a Corphal Ghost moans in confusion and distress as it hunts down with murderous intent any non-Corphal within its domain.

## COMBAT

**Bewildering Gaze (Su):** Will save DC 18.

**Corphal Curse (Sp):** This Corphal can duplicate the effects of the spells *Bane*, *Blindness/Deafness*, *Obscuring Mist*, or *Warp Wood* a total of six times per day as a 4th level arcane caster. If the Corphal’s curse grants a saving throw, the save DC is 16.

**Advanced Curse (Sp):** The Corphal can cast an advanced curse 3 times per day as a 4th level caster. The Corphal knows the advanced curses *Bestow Curse*, *Major Image*, and *Speak with Dead*. If the Corphal’s advanced curse grants a saving throw, the save DC is 17.

**Discorporate (Ex):** Swarm damage 1d6, distraction Fortitude DC 13. The Corphal Ghost causes swarm damage using its incorporeal corrupting touch.

**Regeneration 3 (Su):** Bypassed each round by a level check, DC 20 (with Aristocrat levels doubled).

**Infest:** A Corphal Ghost can only infest creatures on the ethereal plane.

**Frightful moan (Su):** A Corphal Ghost can emit a frightful moan as a standard action. All living creatures within a 30-foot spread must succeed on a Will save (DC 18) or become panicked for 2d4 rounds. This is a sonic necromantic mind-affecting fear effect. A creature that successfully saves against the moan cannot be affected by the same Corphal Ghost’s moan for 24 hours.

# Shadows of a Dying World

## GREAT WHITE APE (WHITE WRENCHER)

	Huge Animal (Psionic)
<b>Hit Dice:</b>	8d8+35 (71 hp)
<b>Initiative:</b>	+3
<b>Speed:</b>	40 ft. (8 squares)
<b>Armor Class:</b>	15 (+8 natural, -1 Dex, -2 Size), touch 7, flat-footed 15
<b>Base Attack:</b>	+6
<b>Grapple:</b>	+24
<b>Attack:</b>	Slam +14 melee (2d4+10) or club +14 melee (2d6+10)
<b>Full Attack:</b>	4 slams +14 melee (2d4+10)
<b>Space/Reach:</b>	15 ft./15 ft.
<b>Special Attacks:</b>	Towering Rage
<b>Special Qualities:</b>	Low-Light Vision, Scent
<b>Saves:</b>	Fort +10, Ref +5, Will +3
<b>Abilities:</b>	Str 31, Dex 8, Con 19, Int 2, Wis 12, Cha 9
<b>Skills:</b>	Move Silently (5 ranks) +6, Spot (3 ranks) +4, Climb (3 ranks) +17
<b>Feats:</b>	Toughness, Stealthy, Improved Initiative
<b>Environment:</b>	Temperate Forests and Ruins
<b>Organization:</b>	Solitary, Pair, or Pack (3-6)
<b>Challenge Rating:</b>	6
<b>Treasure:</b>	Standard
<b>Alignment:</b>	Always Neutral
<b>Advancement:</b>	See below: Monstrous Humanoid 9-16 HD (Huge) or by character class
<b>Level Adjustment:</b>	+2
<b>Racial Bonuses:</b>	Str +4, Dex +0, Con +0, Int 2, Wis +2, Cha -2

*"... a colossal ape-like creature, white and hairless except for an enormous shock of bristly hair upon its head. ... The creatures were about 10 or 15 feet tall, standing erect, and had ... an intermediary set of arms or legs, midway between their upper and lower limbs. Their eyes were close together and non-protruding; their ears were high set, but more laterally located than those of the Martians, while their snouts and teeth were strikingly like those of [a] gorilla."*

Great White Apes have a dim intelligence that is slightly superior to that of normal animals. They are merciless predators, and are noted for preying upon the young of the various civilized races of Mars. Indeed, despite the numbers of deaths from other sorts of violence, "perhaps by far the greatest death loss comes during the age of childhood, when vast numbers of the little Martians fall victims to the Great White Apes of Mars."

These monsters can use found objects to batter troublesome enemies, and they remember those who have caused harm or benefit to them.

### COMBAT

**Towering Rage (Su):** As a standard action, a Great White Ape can fly into a mad fury that energizes its body with violent psionic energies, causing it to physically increase in height by 2 feet and weight by 50%, add +4 Str and 16 temporary hit points (2 temporary hit points per hit die), and gain a +4 bonus to grapple, trip, and bull rush checks. Duration for this ability is a number of rounds equal to 10 plus its Con bonus and the creature can use it as often as it chooses.

A Great White Ape gains the *Towering Rage* ability when it has 5 Hit Dice or more. If it has 12 or more Hit Dice, its *Towering Rage* also increases its reach to 20 feet and allows it to treat each Huge club that it wields as either a one-handed weapon or a light weapon, whichever is most advantageous to the creature.

**Skills:** A Great White Ape gains a +4 racial bonus to Climb checks.

**Feats:** Great White Apes are proficient with clubs. Great White Apes gain feats in this order: (1 HD) Stealthy, (3 HD) Toughness, (6 HD) Improved Initiative, (9 HD) Power Attack, (12 HD) Improved Grapple, (15 HD) Simple Weapon Proficiency.

**Ability Scores:** A Great White Ape applies its ability score increases to Dexterity (4 HD and 8 HD), Intelligence (12 HD), Strength (16 HD).

**Advancement:** A Great White Ape that advances to 9 or more Hit Dice changes its type to Monstrous Humanoid rather than Animal. Make the following changes:

- o The Great White Ape loses the features of the animal type and gains the features of the monstrous humanoid type. It does not lose the traits of an animal

# Creatures

or gain those of a monstrous humanoid except as described below.

- o Recalculate the creature's attack bonus as for a monstrous humanoid of its Hit Dice.
- o The Great White Ape gains the base saving throws of a monstrous humanoid of its Hit Dice. However, at the same time, it gains a +3 racial bonus to Fortitude saves and -3 racial penalty to Will saves.
- o No change occurs to the Great White Ape's previous hit points or skills. Add hit points (d8 + Constitution bonus) and skill points (2 + Intelligence

modifier per Hit Die) as normal for its additional Hit Dice.

- o The Great White Ape retains Low-Light Vision and does not gain Darkvision. It does not gain additional proficiency in any type of weapons or armor.
- o An advanced Great White Ape can have any alignment.
  - o No change occurs to the Great White Ape's ability scores. However, it can increase its Intelligence to 3 or higher by applying the standard ability score increases by Hit Dice to Intelligence.





# Shadows of a Dying World

## GREAT WHITE APE, Juvenile

	Large Animal (Psionic)
<b>Hit Dice:</b>	5d8+10 (33 hp)
<b>Initiative:</b>	-1
<b>Speed:</b>	40 ft. (8 squares)
<b>Armor Class:</b>	12 (+4 natural, -1 Dex, -1 Size), touch 8, flat-footed 12
<b>Base Attack:</b>	+4
<b>Grapple:</b>	+14
<b>Attack:</b>	Slam +9 melee (1d6+6) or club +9 melee (1d8+6)
<b>Full Attack:</b>	4 slams +9 melee (1d6+6)
<b>Space/Reach:</b>	10 ft./10 ft.
<b>Special Attacks:</b>	Towering Rage
<b>Special Qualities:</b>	Low-Light Vision, Scent
<b>Saves:</b>	Fort +6, Ref +3, Will +2
<b>Abilities:</b>	Str 23, Dex 9, Con 15, Int 2, Wis 12, Cha 9
<b>Skills:</b>	Move Silently (4 ranks) +5, Spot (2 ranks) +3, Climb (2 ranks) +12
<b>Feats:</b>	Toughness, Stealthy
<b>Environment:</b>	Temperate Forests and Ruins
<b>Organization:</b>	Solitary or Pack (2-5)
<b>Challenge Rating:</b>	3
<b>Treasure:</b>	Standard
<b>Alignment:</b>	Always Neutral
<b>Advancement:</b>	6-7 HD (Large), 8-16 HD (Huge), or by character class
<b>Level Adjustment:</b>	—
<b>Racial Bonuses:</b>	Str +4, Dex +0, Con +0, Int 2, Wis +2, Cha -2

Hatchlings of the Great White Apes are similar in height to Humans, although they are roly-poly creatures that already have considerable weight and well-developed pearly white fangs. They grow quickly in their early years to lanky, quick-climbing predators before they fill out to their full adult strength.

Great White Apes watch carefully over their young, keeping them from danger, but Martians might encounter fearless and hungry juveniles that have slipped away from their parents to seek food alone, or a makeshift pack of related young apes orphaned in a sparsely-inhabited ruin by the untimely deaths of their parents.

## GREAT WHITE APE, Manstalker, 2nd-Level Ranger

	Huge Monstrous Humanoid (Psionic)
<b>Hit Dice:</b>	9d8+2d8+55 (104 hp)
<b>Initiative:</b>	+4
<b>Speed:</b>	40 ft. (8 squares)
<b>Armor Class:</b>	16 (+8 natural, -2 Size), touch 8, flat-footed 16
<b>Base Attack:</b>	+11
<b>Grapple:</b>	+27
<b>Attack:</b>	Slam +21 melee (2d4+12) or club +21 melee (2d6+12)
<b>Full Attack:</b>	4 slams +21 melee (2d4+12) or club +19 melee (2d6+12) and Large sword +17 melee (2d6+6) and slam +16 melee (2d4+6) and slam +16 melee (2d4+6) and club +14 melee (2d6+12) and club +9 melee



# Creatures

<b>Space/Reach:</b>	(2d6+12) 15 ft./15 ft.
<b>Special Attacks:</b>	Towering Rage
<b>Special Qualities:</b>	Low-Light Vision, Scent, Wild Empathy (+1), Favored Enemy (Humanoids (Green Martians) +2)
<b>Saves:</b>	Fort +14, Ref +9, Will +6
<b>Abilities:</b>	Str 35, Dex 10, Con 21, Int 2, Wis 16, Cha 8
<b>Skills:</b>	Move Silently (5 ranks) +7, Spot (3 ranks) +6, Survival (3 ranks) +6, Climb (3 ranks) +19
<b>Feats:</b>	Toughness, Stealthy, Improved Initiative, Track, Two-Weapon Fighting, Simple Weapon Proficiency, Martial Weapon Proficiency
<b>Environment:</b>	Temperate Forests
<b>Organization:</b>	Solitary or Pair
<b>Challenge Rating:</b>	9
<b>Treasure:</b>	Standard
<b>Alignment:</b>	Neutral
<b>Advancement:</b>	By character class
<b>Level Adjustment:</b>	—
<b>Racial Bonuses:</b>	Str +4, Dex +0, Con +0, Int 2, Wis +2, Cha -2

**Note:** *This Great White Ape advanced by 1 hit die, changing his type to monstrous humanoid, before gaining his class levels in Ranger.*

Great White Apes' raids for man-flesh are inspired by the most cunning and ferocious of their kind, who hone their skills by ambushing the Green Martians on extended lone hunts. Some of the most astute stalkers begin to take on the habits of their prey, wearing crude harnesses of uncured hide and showing surprising skill with manufactured weapons.

## GREAT WHITE APE, Primal

	Gargantuan Animal (Psionic)
<b>Hit Dice:</b>	19d8+114 (199 hp)
<b>Initiative:</b>	+3
<b>Speed:</b>	40 ft. (8 squares)
<b>Armor Class:</b>	20 (+15 natural, -1 Dex,

<b>Base Attack:</b>	-4 Size), touch 5, flat-footed 20
<b>Grapple:</b>	+14
<b>Attack:</b>	+45
	Slam +25 melee (2d6+15) or club +25 melee (3d6+15)
<b>Full Attack:</b>	4 slams +25 melee (2d6+15)
<b>Space/Reach:</b>	20 ft./20 ft.
<b>Special Attacks:</b>	Towering Rage
<b>Special Qualities:</b>	Low-Light Vision, Scent
<b>Saves:</b>	Fort +17, Ref +10, Will +7
<b>Abilities:</b>	Str 40, Dex 8, Con 23, Int 2, Wis 12, Cha 10
<b>Skills:</b>	Move Silently (5 ranks) +6, Spot (5 ranks) +6, Climb (12 ranks) +26
<b>Feats:</b>	Toughness, Stealthy, Improved Initiative, Power Attack, Improved Grapple, Improved Bull Rush, Improved Overrun
<b>Environment:</b>	Temperate Forests
<b>Organization:</b>	Solitary or Pair
<b>Challenge Rating:</b>	12
<b>Treasure:</b>	Standard
<b>Alignment:</b>	Always Neutral
<b>Advancement:</b>	—
<b>Level Adjustment:</b>	—
<b>Racial Bonuses:</b>	Str +4, Dex +0, Con +0, Int 2, Wis +2, Cha -2

In Martian belief, the second seed of the Tree of Life gave rise to the legendary first Great White Ape. Scions of this primeval beast still might lurk in the gorges of some forgotten mountain range, sending their blood-chilling yells echoing over the peaks.

## COMBAT

**Towering Rage (Su):** As a standard action, a Primal Great White Ape can fly into a mad fury that energizes its body with violent psionic energies. While in a rage, the creature physically increases in height by 6 feet and weight by 50%, adds +4 Str and 38 temporary hit points, and gains a +4 bonus to grapple, trip, and bull rush checks. Duration for this ability is a number of rounds equal to 10 plus its Con bonus and the creature can use it as often as it chooses.

# Shadows of a Dying World

## GREEN MARTIAN O-MAD, 3rd-Level Warrior

	Large Humanoid (Psionic, Green Martian)
<b>Hit Dice:</b>	4d8+8(26 hp)
<b>Initiative:</b>	+1
<b>Speed:</b>	30 ft. (6 squares)
<b>Armor Class:</b>	12 (+2 natural, +1 Dex, -1 Size), touch 10, flat-footed 11
<b>Base Attack:</b>	+3
<b>Grapple:</b>	+11
<b>Attack:</b>	Longsword +6 melee (2d6+4) or lance +6 melee (2d6+6) or rifle +3 ranged (2d8)
<b>Full Attack:</b>	Longsword +6 melee (2d6+4) or lance +6 melee (2d6+6) or rifle +3 ranged (2d8)
<b>Space/Reach:</b>	10 ft./10 ft.
<b>Special Attacks:</b>	Tusk attack
<b>Special Qualities:</b>	Mind Link, Quadrupedal Posture
<b>Saves:</b>	Fort +7, Ref +2, Will +0
<b>Abilities:</b>	Str 19, Dex 12, Con 14, Int 9, Wis 8, Cha 8
<b>Skills:</b>	Intimidate (3 ranks) +2, Survival (2 ranks) +1, Ride (2 ranks) +3
<b>Feats:</b>	Simple Weapon Proficiency, Martial Weapon Proficiency, Power Attack, Cleave
<b>Environment:</b>	Temperate Plains
<b>Organization:</b>	Solitary or Band (2-24)
<b>Challenge Rating:</b>	3
<b>Treasure:</b>	Half Coins, Standard Goods and Items
<b>Alignment:</b>	Usually Neutral Evil
<b>Advancement:</b>	By character class
<b>Level Adjustment:</b>	+1

**Note:** The Green Martian tribesman presented here has base ability scores of Strength 13, Dexterity 12, Constitution 10, Intelligence 9, Wisdom 8, Charisma 11. An o-mad, or man with one name, has not yet earned the right to bear a second name by slaying a worthy foe and taking the dead man's name for himself.

*"... a mounted replica of the little devils I had been watching. But how puny and harmless they now looked beside this huge and terrific incarnation of hate, of vengeance, and of death. The man himself, for such I may call him, was fully 15 feet in height and, on Earth, would have weighed some 400 pounds. He sat his mount as we sit a horse, grasping the animal's barrel with his lower limbs, while the hands of his two right arms held his immense spear low at the side of his mount; his two left arms were outstretched laterally to help preserve his balance.*

*While the Martians are immense, their bones are very large and they are muscled only in proportion to the gravitation which they must overcome. The result is that they are infinitely less agile and less powerful, in proportion to their weight, than an Earth man, and I doubt that were one of them suddenly to be transported to Earth he could lift his own weight from the ground; in fact, I am convinced that he could not do so."*

Although the histories of Mars recall a time, millions of years in the past, when the green-skinned race lived alongside the other inhabitants of Mars without conflict, the times of the great migrations away from the ever-shrinking seas were made hideous by the genocidal attacks of the green nomad hordes upon the displaced city dwellers. The Green Martians claim for their own the dead cities and the sea beds, waging unending vendettas with the city-dwellers and other green hordes, avoiding only the canals and major air routes, where the Red Martian nations can afford to sweep the land clear with the overwhelming force of their cannon-bearing airships.

The society of the green nomads recognizes the virtues of boldness, cunning, and utter truthfulness, but not those of friendship, love, or mercy. They laugh at the sight of the terror and suffering of others. The Green Martians are said truly to value death above life, their own no less than that of any other creature.

Green Martians organize their communities by a grimly rational military-communal system in which each proven warrior, commanding by force and ruthlessness, holds the fealty of a cadre of female artisans, servants, and young, all under the merciless rule of the community's council of war-leaders and the supreme Jeddak of the Horde. Other than the weapons, tools, and supplies required by a chieftain

# Creatures

to maintain his fighting ability, all possessions are held communally.

Replenishment of a horde's numbers is also planned by the ruling chieftains along coldly rational eugenic lines, gathering in common incubators the eggs of those members judged fit to breed, from which the young Green Martians in due time are divided at random among the women of the horde to train in the use of weapons and the iron laws of the tribe. Weak or wayward youngsters are generally shot without regret on the part of the adults who neither know nor care about the ancestry of any particular hatchling.

Green Martians ride wild Thoats (q.v.) and yoke their broad-tired chariots to Zitidars (q.v.). They carry rifles fitted with hundred-round magazines, great spears, revolvers, and numerous swords, daggers, hatchets, and similar sidearms, all manufactured, maintained, and repaired by their womenfolk.

Milk tapped from certain hardy plants is almost the sole component of their diet, drunk on its own for liquid sustenance and made into a kind of cheese for easily preserved solid rations.

## Combat

**Tusk Attack:** When grappling, a Green Martian can choose to do 1d4 normal slashing damage rather than 1d4 nonlethal damage on a successful grappling check.

**Mind Link (Sp):** A Green Martian can manifest *Mind Link* at will as a free action, but unless the character learns to use this power through a psionic class, the mental link only operates when the target is in sight.

**Quadrupedal Posture:** Green Martians are able to use their intermediary pair of limbs as either arms or legs at will. Assuming a quadrupedal position is a free action but recovering from it is a move-equivalent action. Benefits and consequences of this position include:

- o A +2 racial bonus on Balance skill checks.
- o A +4 stability bonus on Trip and Bull Rush checks.
- o No Size penalty to AC.
- o Reach reduced to 5 feet.

## GREEN MARTIAN CHARACTERS

— +6 Strength, +2 Constitution, -2 Charisma

—Large size: As Large creatures, Green Men suffer a -1 size penalty to Armor Class, a -1 size penalty to attack rolls, a -4 size penalty to Hide checks and gain a +4 size bonus to grappling checks. A Green Martian has a 10-foot-by-10-foot facing and 10-foot reach.

—Base land movement of 30 feet.

—Green Martians have four arms, all of which can be used to wield weapons.



# Shadows of a Dying World

—Tusk Attack: When grappling, a Green Martian can choose to do 1d4 normal slashing damage rather than 1d4 nonlethal damage on a successful grappling check.

—Racial Hit Die: A Green Martian has one hit die of Humanoid, which grants 1d8 + Con bonus hit points, +2 to base Fortitude saves, 2 + Int bonus skill points, and one feat. A Green Martian's class skills for his Humanoid hit die are Intimidate, Hide, and Survival. A Green Martian adds 1 to his class levels to determine when he gains additional feats and attribute increases. —A Green Martian can manifest *Mind Link* at will as a free action, but unless the character learns this power through a psionic class, the mental link only operates when the target is in sight.

—Quadrupedal Posture: Green Martians are able to use their intermediary pair of limbs as either arms or legs at will. Assuming a quadruped position is a free action but recovering from it is a move-equivalent action. Benefits and consequences of this position include:

- o A +2 racial bonus on Balance skill checks.
- o A +4 stability bonus on Trip and Bull Rush checks.
- o No Size penalty to AC.
- o Reach reduced to 5 feet.

—Automatic languages: Speak Martian.

—Favored Class: Fighter (Male) or Expert (Female). A DM who has access to *Experts 3.5*, released by Skirmisher Publishing, might choose to use the Specialist class presented in that product as the favored class for female Green Martians. The Specialist is also available as a free download at [www.skirmisher.com](http://www.skirmisher.com).

—Level Adjustment: +1.

## GREEN MARTIAN JED,

### 4th-Level Fighter/

### 2nd-Level Aristocrat

	Large Humanoid (Psionic, Green Martian)
<b>Hit Dice:</b>	1d8+4d10+2d8+21 (56 hp)
<b>Initiative:</b>	+0
<b>Speed:</b>	30 ft. (6 squares)
<b>Armor Class:</b>	11 (+2 natural, -1 Size), touch 9, flat-footed 11
<b>Base Attack:</b>	+5

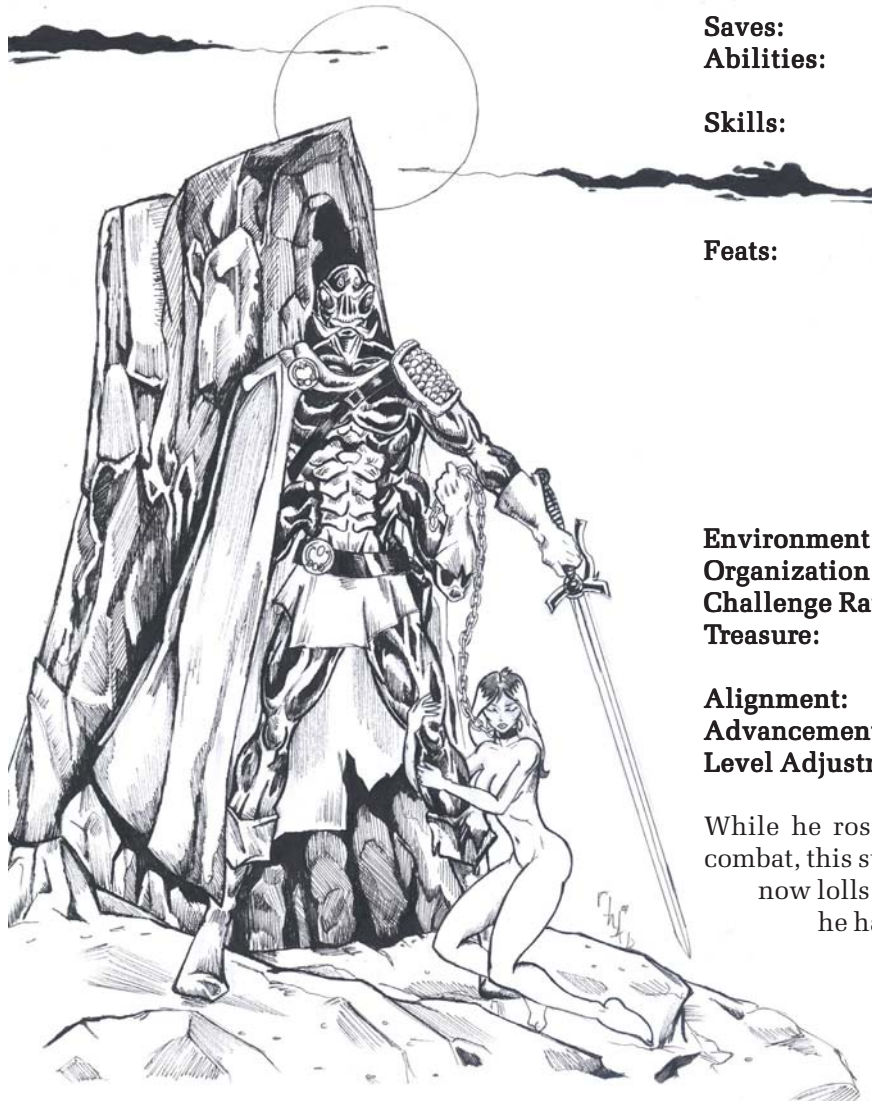
<b>Grapple:</b>	+14
<b>Attack:</b>	Longsword +9 melee (2d6+5) or lance +9 melee (2d6+7) or rifle +4 ranged (2d8)
<b>Full Attack:</b>	Longsword +9 melee (2d6+5) or lance +9 melee (2d6+7) or rifle +4 ranged (2d8)
<b>Space/Reach:</b>	10 ft./10 ft.
<b>Special Attacks:</b>	Tusk Attack
<b>Special Qualities:</b>	Mind Link, Quadrupedal Posture
<b>Saves:</b>	Fort +9, Ref +1, Will +3
<b>Abilities:</b>	Str 20, Dex 10, Con 16, Int 12, Wis 8, Cha 13
<b>Skills:</b>	Bluff (5 ranks) +8, Handle Animal (2 ranks) +5, Intimidate (10 ranks) +13, Knowledge (Local) (5 ranks) +6, Ride (5 ranks) +7, Survival (5 ranks) +4
<b>Feats:</b>	Simple Weapon Proficiency, Martial Weapon Proficiency, Animal Affinity, Persuasive, Mounted Combat, Ride-By Attack, Spirited Charge, Power Attack
<b>Environment:</b>	Temperate Plains
<b>Organization:</b>	Solitary or Band (2–24)
<b>Challenge Rating:</b>	6
<b>Treasure:</b>	Half Coins, Standard Goods and Items
<b>Alignment:</b>	Lawful Neutral
<b>Advancement:</b>	By character class
<b>Level Adjustment:</b>	+1

The title of Jed is accorded to the leader of a community of several thousand Green Martians, accompanied by their Calots, Thoats, and Zitidars, whose constant roving centers on a chosen ruined city of the ancient Martian races. This Green Martian chief holds unswervingly in the Green Martians' councils to concepts of honor, fair dealing, and truth — although not to mercy or peace — supporting the rights of his followers even against the ambitions of his Jeddak.

## GREEN MARTIAN JEDDAK, 6th-Level Fighter/ 4th-Level Aristocrat

**Hit Dice:** 1d8+6d10+4d8+22 (77 hp)  
**Initiative:** -1  
**Speed:** 30 ft. (6 squares)

Large Humanoid  
 (Psionic, Green Martian)  
 1d8+6d10+4d8+22 (77 hp)  
 -1  
 30 ft. (6 squares)



**Armor Class:** 10 (+2 natural, -1 Dex, -1 Size), touch 8, flat-footed 10 +9

**Base Attack:** +18

**Grapple:** +18

**Attack:** Greatsword +14 melee (3d6+9) or rifle +7 ranged (2d8)

**Full Attack:** Greatsword +14 melee (3d6+9) and +9 melee (3d6+9) or rifle +7 ranged (2d8) and +2 ranged (2d8)

**Space/Reach:** 10 ft./10 ft.

**Special Attacks:** Tusk Attack

**Special Qualities:** Mind Link, Quadrupedal Posture

**Saves:** Fort +10, Ref +2, Will +8

**Abilities:** Str 21, Dex 8, Con 15, Int 12, Wis 10, Cha 14

**Skills:** Gather Information (14 ranks) +18, Handle Animal (10 ranks) +12, Intimidate (14 ranks) +16, Sense Motive (8 ranks) +8

**Feats:** Simple Weapon Proficiency, Martial Weapon Proficiency, Investigator, Weapon Focus (Greatsword), Iron Will, Great Fortitude, Power Attack, Cleave, Weapon Specialization (Greatsword), Great Cleave

**Environment:** Temperate Plains

**Organization:** Solitary or Band (2-24)

**Challenge Rating:** 10

**Treasure:** Half Coins, Standard Goods and Items

**Alignment:** Neutral Evil

**Advancement:** By character class

**Level Adjustment:** +1

While he rose to his lofty position through brutal combat, this supreme leader of a Green Martian horde now lolls in bloated decadence in the ancient city he has claimed for his court, caring more for degradation of captives and the spectacle of torture than the dangers of war against the traditional enemies of his horde.

# Shadows of a Dying World

## KALDANE (CRAWLING BRAIN), 1st-Level Warrior

	Tiny Aberration (Psionic)
<b>Hit Dice:</b>	1d8–2 (2 hp)
<b>Initiative:</b>	+6
<b>Speed:</b>	20 ft. (4 squares)
<b>Armor Class:</b>	16 (+2 natural, +2 Dex, +2 Size), touch 14, flat-footed 14
<b>Base Attack:</b>	+1
<b>Grapple:</b>	–12
<b>Attack:</b>	Chela +5 melee (1d3–5)
<b>Full Attack:</b>	2 chelae +5 melee (1d3–5)
<b>Space/Reach:</b>	2 ½ ft./0 ft.
<b>Special Attacks:</b>	Chelae
<b>Special Qualities:</b>	Body Memory, Racial Memory, Unbreathing, Spinal Link, Darkvision 60 ft.
<b>Saves:</b>	Fort +0, Ref +2, Will +0
<b>Abilities:</b>	Str 1, Dex 14, Con 7, Int 16, Wis 11, Cha 12
<b>Skills:</b>	Handle Animal (4 ranks) +5, Intimidate (4 ranks) +5, Knowledge (Nature) (2 ranks) +5, Spot (2 ranks) +2, Sense Motive (2 ranks) +2
<b>Feats:</b>	Simple Weapon Proficiency, Martial Weapon Proficiency, Improved Initiative
<b>Environment:</b>	Temperate Marshes, Hills, and Ruins
<b>Organization:</b>	Solitary or Sept (2–60)
<b>Challenge Rating:</b>	1/3
<b>Treasure:</b>	Standard
<b>Alignment:</b>	Usually Lawful Neutral
<b>Advancement:</b>	By character class (also see the “Kaldane King Template” entry)
<b>Level Adjustment:</b>	+0
<b>Manifester Level:</b>	1
<b>Power Points/Day:</b>	2
<b>Powers Known:</b>	<i>Missive</i>
<b>Racial Bonuses:</b>	Str –2, Dex +0, Con –2, Int +6, Wis +0, Cha +2

“There were 10, perhaps, in the party nearest her, both men and women, and all were beautiful of form and grotesque of face ... The leather was very old and worn, showing long, hard service, and was absolutely plain with the exception of a single device upon the left shoulder. The heads, however, were covered with ornaments of precious metals and jewels, so that little more than eyes, nose, and mouth were discernible. These were hideously inhuman and yet grotesquely human at the same time. The eyes were far apart and protruding, the nose scarce more than two small, parallel slits set vertically above a round hole that was the mouth ... without further discussion, it commenced to crawl up the front of the headless body, using its six short, spiderlike legs and two stout chelae, which grew just in front of its legs and strongly resembled those of an Earthly lobster, except that they were both of the same size. The body in the meantime stood in passive indifference, its arms hanging idly at its sides. The head climbed to the shoulders and settled itself inside the leather collar that now hid its chelae and legs. Almost immediately, the body gave evidence of intelligent animation. It raised its hands and adjusted the collar more comfortably, it took the head between its palms and settled it in place, and when it moved around it did not wander aimlessly, but instead its steps were firm and to some purpose.”

Kaldanes have evolved from small but fierce, predatory swamp-dwellers into creatures who share a symbiotic association with the bipedal animals called Rykors. These hideous little creatures live in septs of sexless workers, each known by its function and the name of the king of its sept, a creature which has also laid the eggs that hatched most of the current generation of workers. The common members of the sept work on the surface by necessity to herd Rykors for labor and meat and to tend crops, in cooperation with other septs living alongside them. Kaldanes much prefer the

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**Note:** The Kaldane presented here is a 1st-level Warrior, a typical herdsman in the fields of Bantoom (the Kaldanes’ isolated homeland on Mars). Its swordsmanship is much needed to defend the herds from the Banths that lurk in the hills surrounding the Kaldanes’ valleys, sniffing for the succulent undefended flesh of Rykors, and to remind those of the neighboring towers of the rights of its sept.

# Creatures

networks of deep tunnels, exclusive to each sept, that extend more than three times as far below ground as their strangely-marked, light-catching towers rise above them.

## COMBAT

**Spinal Link (Ex):** A Kaldane has a special set of control palps at the base of its head that connect to the upper spinal column of a Rykor. When linked, the Kaldane can act using the Rykor's limbs as easily and naturally as if the body were its own and shares many of the Rykor's tactile sensations. A Kaldane can climb a Rykor's body as a move action and link itself to an unoccupied Rykor as a standard action, or detach from a Rykor as a free action. If the Rykor wears a riding collar, a Kaldane may take a move action when it first links with the Kaldane to adjust the collar to a proper fit, using the Rykor's hands.

The paired creature becomes a Medium Aberration that uses:

- o The Kaldane's base attack modifier, adjusted either for the Rykor's Strength or for Dexterity in the manner described below, as appropriate, and for the Rykor's Medium size.
- o The Kaldane's base Reflex save, adjusted for Dexterity as described below.
- o The Kaldane's Will save.
- o The Kaldane's skill modifiers (adjusted for the Rykor's Strength or for Dexterity as below, but unchanged for Constitution-based or mental ability-based skills).
- o Any dodge bonuses, insight bonuses, or luck bonuses to Armor Class that the Kaldane might have
- o The Rykor's Strength modifier.
- o The highest Dexterity bonus for the two creatures (if both are positive) or the bonus for the creature with highest Dexterity, minus the penalty for the creature with lower Dexterity (if one is positive and one negative).
- o The Kaldane's Intelligence, Wisdom, and Charisma modifiers.
- o The Rykor's movement rate.

A Kaldane mounted on a Rykor cannot use its natural attacks.

An opponent that attacks the paired creature rolls against the paired creature's Armor Class. The attack is 80% likely to hit the Rykor and 20% likely to hit the



Kaldane. An opponent can instead choose to attack either the Rykor (using the defensive ability of the paired creature) or the Kaldane (using the Kaldane's own Armor Class based on its Tiny size). Weapon damage, as well as any effect requiring a Fortitude save that follows on from a successful hit, applies to whichever creature was struck.

If a Kaldane is struck while linked to a Rykor, the Kaldane must make a Reflex save with a DC equal to the damage dealt, or detach from the Rykor, losing control of the Rykor's actions. The Rykor then reverts to its statistics as a single creature and becomes flat-footed. If the Kaldane fails this Reflex save by 5 or more, it is also knocked to the ground. A properly adjusted riding collar provides a +2 equipment bonus to this Reflex save.

Effects that require Fortitude saves affect the Rykor and Kaldane separately. Each creature makes its own Fortitude save and suffers damage or other effects accordingly.

If a Rykor is rendered helpless or killed when linked to a Kaldane, the Kaldane detaches and falls to the ground without any further ill effects. If a Kaldane is killed or rendered helpless while riding a Rykor, the Kaldane detaches from the Rykor and falls to the ground and the Rykor immediately reverts to its usual statistics as a single creature, becoming flat-footed.

**Body Memory (Ex):** For the purposes of qualifying



# Shadows of a Dying World

for feats and for size penalties to weapon attacks, a Kaldane is treated as a Medium creature with Str 13, unless its actual Strength is greater. This does not alter the physical effort required for a Kaldane to wield a weapon. For example, a Medium-sized dagger would be a two-handed weapon for a Kaldane but would not incur a penalty due to using a weapon of the wrong size. A Tiny longsword would be a one-handed weapon for a Kaldane but the creature would suffer a –4 penalty because its weapon is two sizes smaller than the Kaldane is trained to use.

**Chelae:** A Kaldane's chelae (claws) are natural weapons that deal normal damage, have a critical threat range of 20/x2, and threaten opponents within the creature's own square. A Kaldane can use its Dexterity modifier rather than Strength on attack rolls with its chelae. The chelae are poorly adapted to tool use, however, and the Kaldane is unpracticed in using them in such a way. A Kaldane can pick up and carry items without difficulty, but if required to make a skill check or attack by using a tool or weapon in its chelae, the Kaldane suffers a –6 penalty, or –10 for skills requiring especially fine manipulation, such as Craft and Disable Device.

**Unbreathing (Ex):** A Kaldane does not breathe and can survive indefinitely in an atmosphere that is inadequate to support normal life.

**Racial Memory (Ex/Sp):** A Kaldane gains a +2 bonus on Bluff, Listen, Sense Motive, Spot, and Survival checks when using these skills against animals between Fine and Small size. Likewise, it receives a +2 bonus on damage rolls against such creatures. A Kaldane can also manifest the *Call to Mind* power — with the normal manifesting time and power point cost — to retry Knowledge (Nature) checks concerning animals of up to Small size with a +4 bonus on the skill check.

**Naturally Psionic (Ex):** A Kaldane is a psionic creature and gains a bonus 2 power points per day. Kaldanes know the powers *Missive* and *Call to Mind* (Knowledge (Nature) regarding Fine to Small animals only as described under Racial Memory). A Kaldane without levels in a psionic class manifests these powers as a 1st-level manifester.

**Darkvision (Ex):** A Kaldane has darkvision to a range of 60 feet.

**Sole Survivor:** A Kaldane that is isolated from its swarm and beyond the influence of its king, after many

days or years, may undergo profound biological changes, developing both male and female organs that fit it to become the founder of a new swarm. In such circumstances the Kaldane may take the Kaldane King template (see below) as an acquired template. The Kaldane immediately takes on the Level Adjustment of the Kaldane King template but acquires the abilities and adjustments of the template only when its experience point total is sufficient to match its current class levels plus its Level Adjustment.

## KALDANE CHARACTERS

Kaldane characters possess the following racial traits.  
— –10 Strength, +4 Dexterity, –4 Constitution, +6 Intelligence, +2 Charisma.

—Tiny size. +2 bonus to Armor Class, +2 bonus to attack rolls, +8 bonus to Hide checks, –8 penalty on grapple checks, lifting and carrying limits half those of Medium characters.

—Space/Reach: 2 1/2 feet/0 feet.

—A Kaldane's base land speed is 20 feet.

—Darkvision out to 60 feet.

—A Kaldane has no racial Hit Dice. Its hit points, attacks, saving throws, and skills are determined by its class levels, just as they are for humanoids.

— +2 natural armor bonus.

—Natural Weapons: 2 chelae (1d3). A Kaldane can use its Dexterity modifier rather than Strength to attack rolls with its chelae. However the chelae are poorly adapted to tool use and the Kaldane is unpracticed in using them in this way. A Kaldane can pick up and carry items without difficulty, but if required to make a skill check or attack by using a tool or weapon in its chelae, the Kaldane suffers a –6 penalty, or –10 for skills requiring especially fine manipulation, such as Craft and Disable Device.

—Special Qualities (see above): Body Memory, Racial Memory, Unbreathing, Spinal Link.

—Naturally Psionic: A Kaldane is a psionic creature and gains a bonus 2 power points per day. Kaldanes know the powers *Missive* and *Call to Mind* (Fine to Small animals only as described under Racial Memory). A Kaldane without levels in a psionic class manifests these powers as a 1st-level manifester.

—Automatic Languages: Martian.

—Favored Class: Psion.

—Level adjustment +0.

## RYKOR (LIVING TORSO)

	Medium Monstrous Humanoid
<b>Hit Dice:</b>	1d8+1 (5 hp)
<b>Initiative:</b>	-1
<b>Speed:</b>	30 ft. (6 squares)
<b>Armor Class:</b>	9 (-1 Dex), touch 9, flat-footed 9
<b>Base Attack:</b>	+1
<b>Grapple:</b>	+1
<b>Attack:</b>	Unarmed +1 melee (1d3 nonlethal)
<b>Full Attack:</b>	Unarmed +1 melee (1d3 nonlethal)
<b>Space/Reach:</b>	5 ft./5 ft.
<b>Special Attacks:</b>	—
<b>Special Qualities:</b>	Headless, Mindless, Spinal Link
<b>Saves:</b>	Fort +0, Ref +1, Will -2
<b>Abilities:</b>	Str 10, Dex 9, Con 12, Int —, Wis 3, Cha 2
<b>Skills:</b>	—
<b>Feats:</b>	—
<b>Environment:</b>	Temperate Marshes, Hills, and Ruins
<b>Organization:</b>	Domesticated
<b>Challenge Rating:</b>	1/8
<b>Treasure:</b>	None
<b>Alignment:</b>	Always Neutral
<b>Advancement:</b>	2-6 HD (Medium) (also see the “Royal Rykor Template” entry)
<b>Level Adjustment:</b>	—
<b>Racial Bonuses:</b>	Str +0, Dex -2, Con +2, Int —, Wis 3, Cha 2

A Rykor is identical to a well-formed human body, similar to those of the Red Martian race, but it has no head, only an orifice between its shoulders that serves for ingestion of food, breathing, and attachment of a Kaldane directly to its spinal cord.

Rykor have been bred from their remote ancestry as dull herbivores gathering food along stream banks to serve as domestic animals of the Kaldanes, which take the place of the Rykor's own long-atrophied natural heads. Without constant guidance and feeding, a Rykor



# Shadows of a Dying World

would die quickly, as it utterly lacks the instincts or senses to forage for its own food or protect itself from predators.

## COMBAT

**Headless (Ex):** A Rykor has no sense of sight, hearing, or smell. It automatically fails Spot and Listen checks and takes a -4 penalty on Search checks. All opponents have total concealment against a Rykor.

**Mindless (Ex):** A Rykor is immune to all mind-affecting powers and effects.

**Spinal Link (Ex):** The top of a Rykor's spinal column extends into a special set of organs that connect to the control palps of a Kaldane. When linked, the Kaldane can act using the Rykor's limbs as easily and naturally as if the body were its own and shares many of the Rykor's tactile sensations. See the Kaldane entry for further details.

**Skills:** A Rykor has no ranks in any skills.

**Feats:** A Rykor does not gain feats.

**Ability Scores:** An advanced Rykor applies its ability score increase at 4 Hit Dice to Strength.

## KALDANE with RYKOR,

### 1st-Level Warrior

	Medium Aberration (Psionic)
<b>Hit Dice:</b>	1d8 (5 hp and 2 hp, see text)
<b>Initiative:</b>	+5
<b>Speed:</b>	30 ft. (6 squares)
<b>Armor Class:</b>	11 (+1 Dex), touch 11, flat-footed 10
<b>Base Attack:</b>	+1
<b>Grapple:</b>	+1
<b>Attack:</b>	Longsword +1 melee (1d8)
<b>Full Attack:</b>	Longsword +1 melee (1d8)
<b>Space/Reach:</b>	5 ft./5 ft.
<b>Special Attacks:</b>	—
<b>Special Qualities:</b>	Body Memory, Racial Memory, Spinal Link, Darkvision 60 ft.
<b>Saves:</b>	Fort +0 (see text), Ref +1, Will +0
<b>Abilities:</b>	Str 10, Dex 9/14 (+1, see text), Con 10/7 (see text), Int 16, Wis 11, Cha 12

<b>Skills:</b>	Handle Animal (4 ranks) +5, Intimidate (4 ranks) +5, Knowledge (Nature) (2 ranks) +5, Spot (2 ranks) +2, Sense Motive (2 ranks) +2
<b>Feats:</b>	Simple Weapon Proficiency, Martial Weapon Proficiency, Improved Initiative
<b>Environment:</b>	Temperate Marshes, Hills, and Ruins
<b>Organization:</b>	Solitary or Sept (2–60)
<b>Challenge Rating:</b>	½
<b>Treasure:</b>	Standard
<b>Alignment:</b>	Usually Lawful Neutral
<b>Advancement:</b>	By character class (also see the “Kaldane King Template” and “Royal Rykor Template” entries)
<b>Level Adjustment:</b>	—
<b>Manifester Level:</b>	1
<b>Power Points/Day:</b>	2
<b>Powers Known:</b>	<i>Missive</i>

**Note:** This Kaldane and Rykor move and act as a single entity. See the Kaldane entry for full details.

## KALDANE KING TEMPLATE

*“On the floor beside the aperture lay a headless male body of almost heroic proportions, and on either side of this stood a heavily armed warrior, with drawn sword. For perhaps five minutes the three waited and then something appeared in the opening. It was a pair of large chelae and immediately thereafter there crawled forth a hideous Kaldane of enormous proportions. He was half again as large as any that Tara of Helium had yet seen and his whole aspect infinitely more terrible. The skin of the others was a bluish gray — this one was of a little bluer tinge and the eyes were ringed with bands of white and scarlet, as was its mouth ...*

*‘He produces many eggs from which we, the workers and the warriors, are hatched; and one in every thousand eggs is another king egg, from which a king is hatched. Did you notice the sealed openings in the room where you saw Luud? Sealed in each of those is another king. If one of them escaped he would*

# Creatures

*fall upon Luud and try to kill him and if he succeeded we should have a new king; but there would be no difference. His name would be Luud and all would go on as before, for are we not all alike?"*

Where the worker Kaldanes in their different ranks are neuter, the Kaldane King is hermaphrodite, able to bring forth identical eggs without mating to maintain the numbers of the sept that bears its name.

## CREATING A KALDANE KING

"Kaldane King" is an inherited or acquired template that can be added to a Kaldane (referred to hereafter as the base creature). A Kaldane King uses all the base creature's statistics and special abilities except as noted here.

**Size and Type:** The Kaldane King remains within the limits of Tiny size.

**Armor Class:** The base creature's natural armor bonus improves by +2.

**Attack:** A Kaldane King retains all the attacks of the base creature. Base damage from its chelae increases to 1d4 and it gains a secondary bite attack causing 1d2 damage. A Kaldane King can use its Dexterity modifier in place of Strength for attacks with its chelae and bite. A Kaldane King mounted on a Rykor cannot use its chelae or bite attacks.

**Special Qualities:** A Kaldane King retains all the special qualities of the base creature and gains those described below.

**Naturally Psionic:** A Kaldane King gains +5 bonus power points and learns the powers *Read Thoughts*, *Brain Lock*, *Control Body*, *Psychic Vampire* and *Psychic Crush*. If a Kaldane King has fewer than 10 levels in Psion, it manifests powers as a 9th level manifester.

**Body Memory (Ex):** For the purposes of qualifying for feats and for size penalties to weapon attacks, a Kaldane King is treated as a Medium creature with Str 17, unless its actual Strength is greater.

**Abilities:** Increase from the base creature as follows: Str +4, Con +2, Int +2, Wis +2, Cha +4.

**Skills:** Kaldane Kings receive a +2 racial bonus on Intimidate and Sense Motive.

**Environment:** Any, usually the same as the base creature.

**Organization:** Solitary (plus Sept of worker

Kaldanes) or Siblings (2–8).

**Challenge Rating:** +2.

**Treasure:** All of the possessions of a Kaldane sept are the property of the king. Its personal treasure is five times the amount typical of Kaldanes. A Kaldane King always has d4+1 royal Rykors for its use.

**Advancement:** By character class.

**Level Adjustment:** Same as the base creature +2.

## ROYAL RYKOR TEMPLATE

*"... in his stride he paused as his glance was arrested by the form of the mighty Rykor lying prone upon the floor — a king's Rykor; the most beautiful, the most powerful, that the breeders of Bantoom could produce. Ghek realized that in his escape he could take with him but a single Rykor, and there was none in Bantoom that could give him better service than this giant lying here."*

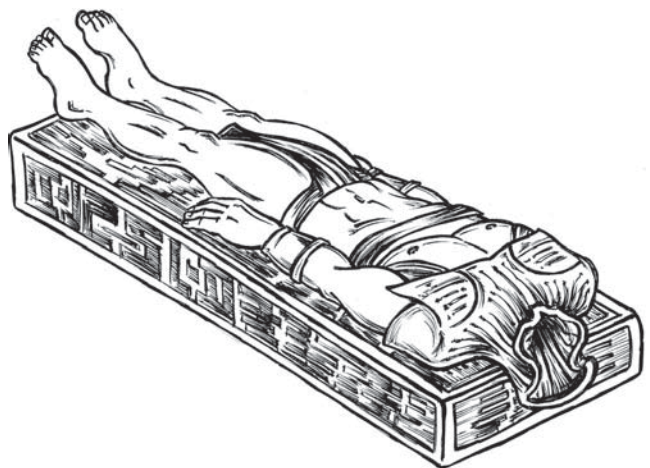
## CREATING A ROYAL RYKOR

"Royal Rykor" is an inherited template that can be added to any Rykor of at least 3 Hit Dice (referred to hereafter as the base creature). A Royal Rykor uses all the base creature's statistics and special abilities except as noted here.

**Size and Type:** Unchanged.

**Hit Dice:** A Royal Rykor gains an additional 2 Monstrous Humanoid Hit Dice with resulting increases in attacks and saves.

**Abilities:** Increase from the base creature as follows: Str +4, Dex +2, Con +4, Cha +4.



# Shadows of a Dying World

**Environment:** Any, usually the same as the base creature.

**Organization:** Domesticated.

**Challenge Rating:** Same as the base creature +2.

**Advancement:** 6–10 HD (Medium).

## KALDANE KING with ROYAL RYKOR, 3rd-Level Aristocrat/ 3rd-Level Psion

<b>Hit Dice:</b>	Medium Aberration (Psionic) 6 Hit Dice (57 hp and 29 hp, see text)
<b>Initiative:</b>	+2
<b>Speed:</b>	30 ft. (6 squares)
<b>Armor Class:</b>	12 (+2 Dex), touch 12, flat-footed 10
<b>Base Attack:</b>	+3
<b>Grapple:</b>	+7
<b>Attack:</b>	Longsword +7 melee (1d8+4)
<b>Full Attack:</b>	Longsword +7 melee (1d8+4)
<b>Space/Reach:</b>	5 ft./5 ft.
<b>Special Attacks:</b>	—
<b>Special Qualities:</b>	Body Memory, Racial Memory, Spinal Link, Darkvision
<b>Saves:</b>	Fort +7/+2 (see text), Ref +4, Will +11
<b>Abilities:</b>	Str 19, Dex 13/14 (+2, see text), Con 20/10 (see text), Int 23, Wis 16, Cha 20
<b>Skills:</b>	Concentration (9 ranks) +9, Diplomacy (9 ranks) +16, Handle Animal (6 ranks) +11, Intimidate (6 ranks) +13, Knowledge (Architecture and Engineering) (6 ranks) +10, Knowledge (Dungeoneering) (7 ranks) +13, Knowledge (History) (6 ranks) +12, Knowledge (Nature) (6 ranks) +14, Psicraft (9 ranks) +15, Sense Motive (9 ranks) +14, Survival (6 ranks) +10

### Feats:

Simple Weapon Proficiency,  
Martial Weapon Proficiency,  
Narrow Mind, Psionic Body,  
Psionic Endowment,  
Greater Psionic Endowment  
Temperate Marshes, Hills, and  
Ruins

### Environment:

**Organization:**  
**Challenge Rating:**

Solitary or Siblings (2–8)

7

### Treasure:

Standard x5

### Alignment:

Lawful Neutral

### Advancement:

By character class

### Level Adjustment:

—

### Manifester Level:

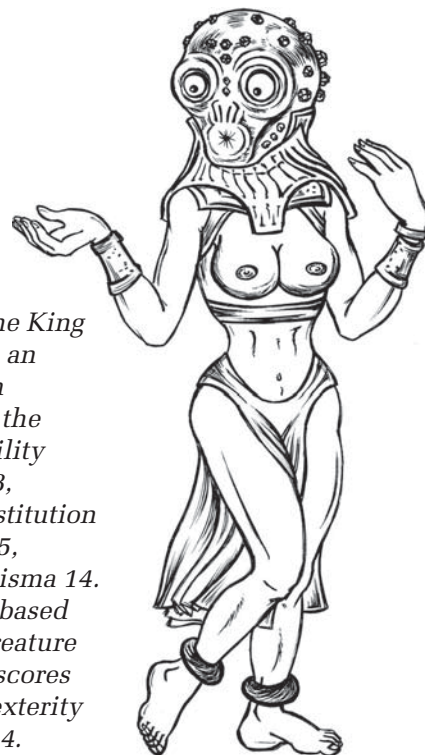
9

### Power Points/Day:

25

### Powers Known:

*Missive, Psionic Charm,  
Empty Mind, Mindlink,  
Defensive Precognition,  
Far Hand, Psionic Suggestion,  
Thought Shield, Read  
Thoughts, Brain Lock, Control  
Body, Psychic Vampire,  
Psychic Crush*



**Note:** *The Kaldane King presented here is an Aristocrat 3/Psion (Telepath) 3 with the following base ability scores: Strength 8, Dexterity 10, Constitution 12, Intelligence 15, Wisdom 13, Charisma 14. Its royal Rykor is based on a 4 Hit Dice creature with base ability scores of Strength 15, Dexterity 13, Constitution 14.*

# Creatures

## PLANT MAN, Mature

	Large Plant
<b>Hit Dice:</b>	6d8+12 (30 hp)
<b>Initiative:</b>	+0
<b>Speed:</b>	40 ft. (8 squares)
<b>Armor Class:</b>	14 (−1 size, +5 natural), touch 9, flat-footed 14
<b>Base Attack/Grapple:</b>	+4/+15
<b>Attack:</b>	Tail +10 melee (1d8+10) or Bite +8 melee (1d8+3)
<b>Full Attack:</b>	Tail +10 melee (1d8+10) or 2 Bites +8 melee (1d8+3)
<b>Space/Reach:</b>	10 ft./10 ft.
<b>Special Attacks:</b>	Blood Drain, Tail Slap
<b>Special Qualities:</b>	Low-Light Vision, Plant Traits
<b>Saves:</b>	Fort +7, Ref +2, Will +1
<b>Abilities:</b>	Str 24, Dex 10, Con 15, Int 1, Wis 8, Cha 4
<b>Skills:</b>	Jump (2 ranks) +21, Listen (7 ranks) +14
<b>Feats:</b>	Cleave, Mobility <sup>B</sup> , Multiattack, Power Attack, Spring Attack <sup>B</sup>
<b>Environment:</b>	Temperate Forests
<b>Organization:</b>	Herd (4–40)
<b>Challenge Rating:</b>	4
<b>Treasure:</b>	Incidental (Half Standard)
<b>Alignment:</b>	Always Neutral
<b>Advancement:</b>	1 HD (Small), 2–3 HD (Medium), 4–9 (Large), 10–14 (Huge), 15+ (Gargantuan)
<b>Level Adjustment:</b>	—

*“Its hairless body [is] a strange and ghoulish blue, except for a broad band of white [that encircles] its protruding, single eye: an eye that was all dead white — pupil, iris, and ball. Its nose [is] a ragged, inflamed, circular hole in the center of its blank face, [reminiscent of] a fresh bullet wound [that] has not yet commenced to bleed. Below this repulsive orifice the face [is] blank to the chin, [with no apparent mouth]. Its arms [are] very short ... [and move] in sinuous and snakelike undulations, as though entirely without bony structure. The head, with the exception of the face, [is] covered by a tangled mass of jet-black hair some eight or 10 inches in length, [each about the size of a large angworm that seem] to writhe and wriggle and crawl about the fearsome face as though ... endowed with*

*independent life. The body and the legs are symmetrically humanoid, as are the feet, the latter of monstrous proportions, more than a foot long from heel to toe and very flat and very broad. It is also equipped with a massive tail about six feet in length, quite round where it join the body but tapering to a flat, thin blade toward the end, which trails at right angles to the ground.”*

Plant Men are “the last remnant of the strange race which sprang from the original Tree of Life.” At a distance of more than 60 feet, or half this much in dim light, these creatures appear humanoid (Spot DC 20 to tell otherwise). They are proportioned through their torsos and lower extremities like men, and can range in height from a Small two feet, to a typical Large mature height of 10 to 12 feet, to even greater sizes for exceptional individuals.

Plant Men’s hands are oddly-shaped, rimmed with razor-like talons, and contain a mouth in each, allowing the creature to feed by running its extremities over vegetation, which it cuts with its talons and sucks up into its arm-like throats. Such creatures make a weird, vibrating purring noise with these appendages that serves both to unnerve their victims and as a rudimentary form of communication.

The thick tendrils on their heads are hearing organs.

A Plant Man’s torso typically has several large buds hanging from it, and one of 4 HD or more will also feature a number of Tiny, perfectly-formed facsimiles of itself equal to its Con bonus that will drop off and become independent upon becoming size Small. Plant Man herds will often include members of all sizes, from Small to Large or even Huge.

## COMBAT

While they can subsist quite well on vegetation, Plant Men are also voracious meat-eaters and will attempt to attack and devour any living creatures they encounter, attacking either with their blood-sucking mouths or powerful tails, which they employ by leaping into the air and spinning toward opponents so as to cleave with these appendages. They cannot, however, employ both these methods of attack in the same round.

**Blood Drain:** If a Plant Man makes a critical hit

# Shadows of a Dying World

with one of its mouths, it both inflicts double damage and causes 1 point of Constitution damage to its victim.

**Tail Slap:** If a Plant Man is able to charge, as a full-round action it can leap over an opponent of up to one size category larger than itself and attempt to slap it with its tail at +2 to its normal attack and damage rolls, landing 10 feet or more beyond the victim, depending on the length of its leap as determined by its size. Damage from this attack receives 1 ½ times the creature's normal Strength bonus (included in the damage listed above). This attack scores a threat on a natural roll of 20 (19–20 for those with 12 HD or more) and inflicts double damage on a critical hit.

**Skills:** Plant Men receive a +8 racial bonus to both Jump and Listen skill checks.

**Feats:** Plant Men receive Mobility and Spring Attack as racial bonus feats. Their default feats by level are Multiattack (1st), Power Attack (3rd), Cleave (6th), Great Cleave (9th), and Improved Critical (Tail) (12th). They receive and retain all of these feats regardless of whether they meet the prerequisites.

**Bounding:** Plant Men's natural mode of movement is great leaps, each equal on average to about 10 feet for Small, 15 feet for Medium, 20 feet for Large, and 25 feet for Huge specimens. The maximum vertical height achieved during such leaps is generally equal to the length of the jump itself.

## PLANT MAN, Sprout

	Small Plant
<b>Hit Dice:</b>	1d8 (4 hp)
<b>Initiative:</b>	+1
<b>Speed:</b>	20 ft. (4 squares)
<b>Armor Class:</b>	15 (+1 Dex, +1 Size, +3 natural), touch 12, flat-footed 14
<b>Base Attack/Grapple:</b>	+0/–4
<b>Attack:</b>	Tail +0 melee (1d4+1) or Bite –2 melee (1d4–1)
<b>Full Attack:</b>	Tail +0 melee (1d4+1) or 2 Bites –2 melee (1d4–1)
<b>Space/Reach:</b>	5 ft./5 ft.
<b>Special Attacks:</b>	Blood Drain, Tail Slap
<b>Special Qualities:</b>	Low-Light Vision, Plant Traits
<b>Saves:</b>	Fort +2, Ref +1, Will –1
<b>Abilities:</b>	Str 9, Dex 13, Con 10, Int 1, Wis 8, Cha 2

<b>Skills:</b>	Jump (2 ranks) +9, Listen (2 ranks) +9
<b>Feats:</b>	Mobility <sup>B</sup> , Multiattack, Spring Attack <sup>B</sup>
<b>Environment:</b>	Temperate Forests
<b>Organization:</b>	Herd (4–40)
<b>Challenge Rating:</b>	1
<b>Treasure:</b>	Incidental (Half Standard)
<b>Alignment:</b>	Always Neutral
<b>Advancement:</b>	1 HD (Small), 2–3 HD (Medium), 4–9 (Large), 10–14 (Huge), 15+ (Gargantuan)
<b>Level Adjustment:</b>	—

These plants are in their first spurt of growth soon after dropping from their attachment to their mature parent. Plant Man sprouts can gather in great numbers on their own, or accompany a mixed group of older Plant Men. They attack creatures much larger than themselves without fear with tails that are about two feet in length.

Plant Men below Small size (less than 2 feet in height) are not dangerous to humans and do not attack creatures of size Medium or larger.

## PLANT MAN, Immature

	Medium Plant
<b>Hit Dice:</b>	2d8+2 (11 hp)
<b>Initiative:</b>	+0
<b>Speed:</b>	30 ft. (6 squares)
<b>Armor Class:</b>	14 (+4 natural), touch 10, flat-footed 14
<b>Base Attack/Grapple:</b>	+1/+3
<b>Attack:</b>	Tail +3 melee (1d6+3) or Bite +1 melee (1d6+1)
<b>Full Attack:</b>	Tail +3 melee (1d6+3) or 2 Bites +1 melee (1d6+1)
<b>Space/Reach:</b>	5 ft./5 ft.
<b>Special Attacks:</b>	Blood Drain, Tail Slap
<b>Special Qualities:</b>	Low-Light Vision, Plant Traits
<b>Saves:</b>	Fort +4, Ref +0, Will –1
<b>Abilities:</b>	Str 15, Dex 11, Con 12, Int 1, Wis 8, Cha 3
<b>Skills:</b>	Jump (2 ranks) +12, Listen (3 ranks) +10
<b>Feats:</b>	Mobility <sup>B</sup> , Multiattack,

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**Environment:** Spring Attack<sup>B</sup>  
Temperate Forests  
**Organization:** Cluster (2–20)  
**Challenge Rating:** 2  
**Treasure:** Incidental (Half Standard)  
**Alignment:** Always Neutral  
**Advancement:** 1 HD (Small),  
2–3 HD (Medium), 4–9 (Large),  
10–14 (Huge),  
15+ (Gargantuan)  
**Level Adjustment:** —

This half-grown specimen has a well-enough developed bound to leap entirely past the reach of a typical swordsman.

## PLANT MAN, Smallest Mature

**Hit Dice:** Large Plant  
4d8+8 (26 hp)  
**Initiative:** +0  
**Speed:** 40 ft. (8 squares)  
**Armor Class:** 14 (–1 size, +5 natural),  
touch 9, flat-footed 14  
**Base Attack/Grapple:** +3/+14  
**Attack:** Tail +9 melee (1d8+10)  
or Bite +7 melee (1d8+3)  
**Full Attack:** Tail +9 melee (1d8+10)  
or 2 Bites +7 melee  
(1d8+3)  
**Space/Reach:** 10 ft./10 ft.  
**Special Attacks:** Blood Drain, Tail Slap  
**Special Qualities:** Low-Light Vision,  
Plant Traits  
**Saves:** Fort +6, Ref +1, Will +0  
**Abilities:** Str 24, Dex 10, Con 15,  
Int 1, Wis 8, Cha 4  
**Skills:** Jump (2 ranks) +21,  
Listen (5 ranks) +12  
**Feats:** Mobility<sup>B</sup>, Multiattack,  
Power Attack,  
Spring Attack<sup>B</sup>  
**Environment:** Temperate Forests  
**Organization:** Cluster (2–20)  
**Challenge Rating:** 3  
**Treasure:** Incidental

**Alignment:** (Half Standard)  
Always Neutral  
**Advancement:** 1 HD (Small),  
2–3 HD (Medium), 4–9 (Large),  
10–14 (Huge),  
15+ (Gargantuan)  
**Level Adjustment:** —

Mature Plant Men have reached the age at which they begin to bud off more of their ghoulish race and are a serious threat to Mars's warriors. They continue to increase in strength and cunning throughout their lives.





# Shadows of a Dying World

## PLANT MAN, Overgrown

	Huge Plant
<b>Hit Dice:</b>	12d8+48 (102 hp)
<b>Initiative:</b>	-1
<b>Speed:</b>	50 ft. (10 squares)
<b>Armor Class:</b>	13 (-2 size, -1 Dex, +6 natural), touch 9, flat-footed 11
<b>Base Attack/Grapple:</b>	+7/+25
<b>Attack:</b>	Tail +15 melee (2d6+15) or Bite +13 melee (2d6+5)
<b>Full Attack:</b>	Tail +15 melee (2d6+15) 2 Bites +13 melee (2d6+5)
<b>Space/Reach:</b>	15 ft./15 ft.
<b>Special Attacks:</b>	Blood Drain, Tail Slap
<b>Special Qualities:</b>	Low-Light Vision, Plant Traits
<b>Saves:</b>	Fort +11, Ref +2, Will +2
<b>Abilities:</b>	Str 30, Dex 8, Con 18, Int 1, Wis 8, Cha 5
<b>Skills:</b>	Jump (2 ranks) +28, Listen (13 ranks) +20
<b>Feats:</b>	Cleave, Great Cleave, Improved Critical (Tail), Mobility <sup>B</sup> , Multiattack, Power Attack, Spring Attack <sup>B</sup>
<b>Environment:</b>	Temperate Forests
<b>Organization:</b>	Cluster (2-20)
<b>Challenge Rating:</b>	8
<b>Treasure:</b>	Incidental (Half Standard)
<b>Alignment:</b>	Always Neutral
<b>Advancement:</b>	1 HD (Small), 2-3 HD (Medium), 4-9 (Large), 10-14 (Huge), 15+ (Gargantuan)
<b>Level Adjustment:</b>	—

This sentient plant has a broad swelling trunk, odd twisted lumps and shoots along its torso, and a clumsy-looking, lumbering gait, but has lost none of its force or hunger for mammalian blood.

## PLANT MAN, Tree of Life

	Gargantuan Plant
<b>Hit Dice:</b>	15d8+75 (142 hp)
<b>Initiative:</b>	-2
<b>Speed:</b>	0 ft. (0 squares)

<b>Armor Class:</b>	15 (-4 size, -2 Dex, +11 natural), touch 4, flat-footed 17
<b>Base Attack/Grapple:</b>	+11/+36
<b>Attack:</b>	Bite +20 melee (2d8+13)
<b>Full Attack:</b>	2 Bites +20 melee (2d8+13)
<b>Space/Reach:</b>	20 ft./20 ft.
<b>Special Attacks:</b>	Blood Drain, Call Herd, Rapid Reproduction
<b>Special Qualities:</b>	Low-Light Vision, Plant Traits
<b>Saves:</b>	Fort +9, Ref +3, Will +4
<b>Abilities:</b>	Str 37, Dex 7, Con 21, Int 1, Wis 8, Cha 6
<b>Skills:</b>	Listen (18 ranks) +25
<b>Feats:</b>	Cleave, Great Cleave, Improved Critical (Bite), Improved Natural Armor x2, Power Attack
<b>Environment:</b>	Temperate Forests
<b>Organization:</b>	Solitary, Grove (2-4)
<b>Challenge Rating:</b>	12
<b>Treasure:</b>	Incidental (Half Standard)
<b>Alignment:</b>	Always Neutral
<b>Advancement:</b>	1 HD (Small), 2-3 HD (Medium), 4-9 (Large), 10-14 (Huge), 15+ (Gargantuan)
<b>Level Adjustment:</b>	—

A Plant Man that lives long enough eventually reaches Gargantuan size, at which point its legs collapse under its great weight, it puts out a root structure in all directions, and it becomes an incarnation of its race's original Tree of Life. From this point onward, it loses a number of its abilities, acquires new ones — including a very thick, tree-like hide — and becomes permanently fixed in one place.

## COMBAT

Although a Tree of Life can thrive in its environment as well as any tree, such creatures relish the taste of meat and will take any opportunity they can to supplement their diets by attacking and devouring living beings.

**Blood Drain:** If a Gargantuan Plant Man makes a critical hit with one of its mouths, it both inflicts double damage and causes 1 point of temporary Con damage

# Creatures

to its victim. This attack scores a threat on a natural roll of 19–20.

**Call Herd:** If threatened, a Tree of Life can make a strange, warbling ululation that summons all other Plant Men within a mile and induces them to fight on its behalf. The exact number called in this way is at the discretion of the DM but should generally not be less than the minimum or greater than the maximum numbers for one full cluster of each size of Plant Men (i.e., 4–40 Small, 2–20 Medium, 2–20 4 HD Large, 4–40 6 HD Large, and 2–20 Huge, or 14–140 Plant Men of varying size).

**Rapid Reproduction:** If it is threatened, a Tree of Life can force one of its buds to grow into a fully-grown,

6 HD Large Plant Man. Doing so takes a full round — after which the mature Plant Man will break off the large creature and move to do its bidding — and inflicts 2 points of temporary Con damage upon the creature. It can do this a number of times equal to its Con bonus (i.e., five for typical specimens).

**Skills:** Gargantuan Plant Men continue to receive a +8 racial bonus to Listen skill checks but completely lose their ability to Jump.

**Feats:** Gargantuan Plant Men lose the feats Improved Critical (Tail), Mobility, and Spring Attack and gain the feats Improved Critical (Bite) and Improved Natural Armor twice. Their other feats remain unaffected and are retained regardless of whether they meet the prerequisites.



# Shadows of a Dying World

## SILJAN (SLJMEREWY)

	Diminutive Animal (Aquatic)
<b>Hit Dice:</b>	¼d8-1 (1 hp)
<b>Initiative:</b>	+3
<b>Speed:</b>	Swim 30 ft. (6 squares)
<b>Armor Class:</b>	18 (+1 natural, +3 Dex, +4 Size), touch 17, flat-footed 15
<b>Base Attack:</b>	+0
<b>Grapple:</b>	-17
<b>Attack:</b>	Bite -1 melee (1 hp)
<b>Full Attack:</b>	Bite -1 melee (1 hp)
<b>Space/Reach:</b>	1 ft./0 ft.
<b>Special Attacks:</b>	—
<b>Special Qualities:</b>	Darkvision 30 ft., Light-Blindness
<b>Saves:</b>	Fort +1, Ref +7, Will +0
<b>Abilities:</b>	Str 1, Dex 16, Con 9, Int 1, Wis 11, Cha 4
<b>Skills:</b>	Swim (4 ranks) +7
<b>Feats:</b>	Lightning Reflexes
<b>Environment:</b>	Aquatic
<b>Organization:</b>	Solitary or School (2-5,000)
<b>Challenge Rating:</b>	1/10
<b>Treasure:</b>	None
<b>Alignment:</b>	Always Neutral
<b>Advancement:</b>	—
<b>Level Adjustment:</b>	—
<b>Racial Bonuses:</b>	Str +0, Dex +0, Con +0, Int 1, Wis +0, Cha -6

An individual Silian is a small and inoffensive aquatic creature. Such creatures are dangerous to men only in great numbers.

## SILJAN SWARM

	Diminutive Animal (Aquatic)
<b>Hit Dice:</b>	3d8-3 (10 hp)
<b>Initiative:</b>	+3
<b>Speed:</b>	Swim 30 ft. (6 squares)
<b>Armor Class:</b>	18 (+1 natural, +3 Dex, +4 Size), touch 17, flat-footed 15
<b>Base Attack:</b>	+0
<b>Grapple:</b>	-17

<b>Attack:</b>	Swarm 1d6
<b>Full Attack:</b>	Swarm 1d6
<b>Space/Reach:</b>	10 ft./0 ft.
<b>Special Attacks:</b>	Swarm, Slimy Horror, Distraction
<b>Special Qualities:</b>	Darkvision 30 ft., Light-Blindness, Swarm Traits, Immune to Weapon Damage, Squirm
<b>Saves:</b>	Fort +1, Ref +5, Will +0
<b>Abilities:</b>	Str 1, Dex 16, Con 9, Int 1, Wis 11, Cha 4
<b>Skills:</b>	Swim (5 ranks) +10, Escape Artist (1 rank) +6
<b>Feats:</b>	Lightning Reflexes
<b>Environment:</b>	Aquatic
<b>Organization:</b>	Swarm or Large Swarm (2-4)
<b>Challenge Rating:</b>	2
<b>Treasure:</b>	None
<b>Alignment:</b>	Always Neutral
<b>Advancement:</b>	4-10 HD
<b>Level Adjustment:</b>	—

*“ ... the slimy and fearsome Silian, whose wriggling thousands seethe the silent sea beneath the hurtling moons when the sun has gone and strange shapes walk through the Valley Dor.”*

Few Martians have seen, but few could forget the star-gleaming dark waters of the lost Sea of Korus writhing to the limits of vision with uncountable numbers of arm-length, glistening, eel-like creatures. Silians dislike light, emerging to the surface only at night, and in their greatest numbers when the moons have left the sky.

## COMBAT

**Swarm Attack:** A Silian swarm deals 1d6 damage to any creature whose square it occupies at the end of the swarm's movement. A Silian swarm of 6 or more Hit Dice deals 2d6 swarm damage.

**Distraction (Ex):** Any living creature vulnerable to a Silian swarm's damage that begins its turn with the swarm in its square is nauseated for 1 round. A Fortitude save (DC 10, Constitution-based) negates the effect.

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**Slimy Horror (Ex):** Any living creature that begins its turn with a Silian swarm in its square must make a Will save (DC 8) or be *Confused* for 1d3 rounds. This saving throw is Charisma-based. Roll on the following table at the beginning of each *Confused* creature's turn each round to see what the subject does in that round.

d100	Behavior
01–10	Attack swarm with melee weapons (no effect unless the weapon causes additional energy damage), or do nothing but stare blankly if outside the swarm.
11–20	Act normally.
21–50	Do nothing but yell and thrash ineffectually.
51–70	Flee away from swarm at top possible speed.
71–100	Attack nearest creature.

A *Confused* character who cannot carry out the indicated action does nothing but babble incoherently. Attackers are not at any special advantage when attacking a *Confused* character. Any *Confused* character who is attacked automatically attacks its attackers on its next turn, as long as it is still *Confused* when its turn comes. Note that a *Confused* character will not make attacks of opportunity against any creature that it is not already devoted to attacking (either because of its most recent action or because it has just been attacked).

Manifesting powers or concentrating on powers within the area of a Silian swarm requires a Concentration check (DC 25 + spell level). Using skills that involve patience and concentration requires a DC 25 Concentration check. Creatures immune to the Slimy Horror effect still must make Concentration checks due to distraction when manifesting powers or concentrating on powers or skills, with a base DC of 20.

The duration of *Confusion* due to Slimy Horror increases to 1d4 rounds at 5 HD and 1d4+1 rounds at 8 HD.

*Slimy Horror* is a mind-affecting fear effect.

**Darkvision (Ex):** Silians have darkvision to a range of 30 feet.

**Light Blindness (Ex):** Abrupt exposure to bright light (such as sunlight) blinds Silians for 1 round. On



subsequent rounds, they are dazzled while operating in bright light.

**Skills:** Silians gain a +8 racial bonus to Swim and can always take 10 on Swim checks. A Silian uses its Dexterity modifier rather than its Strength modifier for Swim checks.

**Feats:** Silians and Silian swarms gain feats in this order: (1 HD) Lightning Reflexes, (6 HD) Ability Focus (Slimy Horror), (9 HD) Improved Natural Armor. At 3 Hit Dice, rather than gaining a feat, a Silian swarm gains the **Squirm** ability, which grants a +2 racial bonus on Swim and Escape Artist checks.

**Ability Scores:** A Silian applies its ability score increases to Dexterity.

# Shadows of a Dying World

## SITH (HEXIVESPJBAT)

	Large Magical Beast
<b>Hit Dice:</b>	18d10+18 (117 hp)
<b>Initiative:</b>	+5
<b>Speed:</b>	20 ft. (4 squares), fly 50 ft. (Good)
<b>Armor Class:</b>	24 (+14 natural, -1 Size, +1 Dex), touch 10, flat-footed 23
<b>Base Attack:</b>	+18
<b>Grapple:</b>	+32
<b>Attack:</b>	Sting +24 melee (1d8+6 and poison) or bite +21 melee (1d6+3)
<b>Full Attack:</b>	Sting +24 melee (1d8+6 and poison) and bite +21 melee (1d6+3) and 4 x slam +21 melee (1d4+3)
<b>Space/Reach:</b>	10 ft./5 ft.
<b>Special Attacks:</b>	Poison, Frightful Presence
<b>Special Qualities:</b>	Poison Vulnerability, Low-Light Vision
<b>Saves:</b>	Fort +12, Ref +12, Will +5
<b>Abilities:</b>	Str 23, Dex 12, Con 13, Int 1, Wis 9, Cha 2
<b>Skills:</b>	Move Silently (4 ranks) +8, Spot (6 ranks) +9, Survival (6 ranks) +5, Tumble (5 ranks) +6
<b>Feats:</b>	Combat Reflexes, Improved Initiative, Improved Grapple <sup>B</sup> , Ability Focus (Poison), Ability Focus (Frightful Presence), Skill Focus (Move Silently), Multiattack, Weapon Focus (Sting)
<b>Environment:</b>	Warm Forests
<b>Organization:</b>	Solitary or Flight (2–30)
<b>Challenge Rating:</b>	12
<b>Treasure:</b>	Incidental (Half Standard)
<b>Alignment:</b>	Always Neutral
<b>Advancement:</b>	19–20 HD (Large), 21–24 HD (Huge)
<b>Level Adjustment:</b>	—
<b>Racial Bonuses:</b>	Str +4, Dex +0, Con -2, Int 1, Wis -2, Cha 2

*“Imagine, if you can, a bald-faced hornet of your earthly experience grown to the size of a prize Hereford bull, and you will have some faint conception of the ferocious appearance and awesome formidability of the winged monster that bore down upon me. Frightful jaws in front and mighty, poisoned sting behind made my relatively puny longsword seem a pitiful weapon of defense indeed. Nor could I hope to escape the lightning-like movements or hide from those myriad facet eyes which covered three-fourths of the hideous head, permitting the creature to see in all directions at one and the same time.”*

The Sith’s body armor consists of horn and cartilage rather than chitin and grows with the creature throughout its life.

### COMBAT

**Heartstopper Poison (Ex):** Fortitude save DC 26 (includes +4 racial bonus), initial damage 1d6 Con, secondary damage 1d6 Con. Secondary damage occurs after 1 round rather than 1 minute. Sith with less than 11 HD apply initial damage of 1d6 Str with a successful poison attack.

**Poison Vulnerability (Ex):** Can be harmed by Sith poison with -2 penalty to save.

**Frightful Presence (Ex):** The Sith’s Frightful Presence affects opponents within 30 feet with less Hit Dice than the Sith when the monster charges, attacks, or buzzes menacingly. The Sith may apply its Frightful Presence once as a free action at the start of combat, but each subsequent attempt is a move action. Opponents who fail a Will save (DC 17) are shaken for 5d6 rounds. An opponent who is already shaken becomes frightened instead. An opponent who succeeds on the saving throw is immune to that same Sith’s Frightful Presence for 24 hours. Frightful Presence is a mind-affecting fear effect. A Sith gains this ability when it has at least 15 Hit Dice.

**All-Round Vision (Ex):** Opponents do not gain a +2 bonus when flanking a Sith.

**Skills:** A Sith has a +4 racial bonus to Spot checks.

**Feats:** A Sith gains Improved Grapple as a racial bonus feat, even if it does not meet the prerequisites. A typical Sith gains feats in this order: (1 HD) Combat Reflexes, (3 HD) Improved Initiative, (6 HD) Weapon Focus (Sting), (9 HD) Skill Focus (Move Silently), (12

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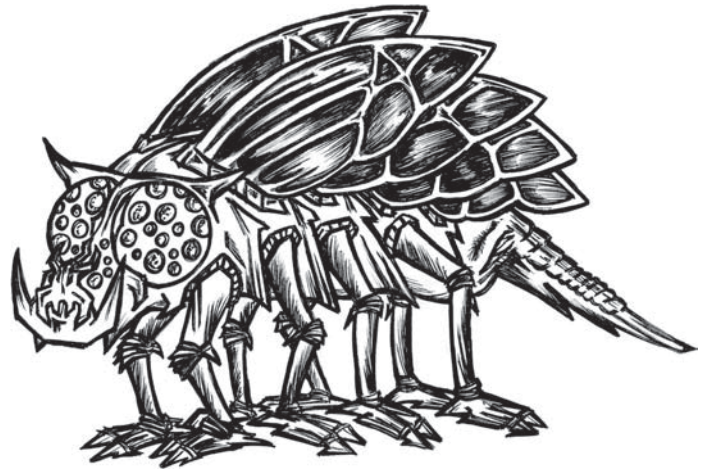
HD) Multiattack, (15 HD) Ability Focus (Poison), (18 HD) Ability Focus (Frightful Presence), (21 HD) Dodge, (24 HD) Mobility.

**Ability Scores:** By default, a Sith applies all of its ability score increases to Dexterity.

**Note:** Sith of less than Large size cannot make effective slam attacks.

## SITH, Sub-Juvenile

	Medium Magical Beast
<b>Hit Dice:</b>	4d10–4 (18 hp)
<b>Initiative:</b>	+4
<b>Speed:</b>	20 ft. (4 squares), fly 40 ft. (Good)
<b>Armor Class:</b>	15 (+5 natural), touch 10, flat-footed 15
<b>Base Attack:</b>	+4
<b>Grapple:</b>	+5
<b>Attack:</b>	Sting +5 melee (1d6+1 and poison)
<b>Full Attack:</b>	Sting +5 melee (1d6+1 and poison) and bite +0 melee (1d4)
<b>Space/Reach:</b>	5 ft./5 ft.
<b>Special Attacks:</b>	Poison
<b>Special Qualities:</b>	Poison Vulnerability, Low-Light Vision
<b>Saves:</b>	Fort +3, Ref +4, Will +0
<b>Abilities:</b>	Str 13, Dex 11, Con 9, Int 1, Wis 9, Cha 2
<b>Skills:</b>	Move Silently (1 rank) +1, Spot (3 ranks) +6, Survival (3 ranks) +2
<b>Feats:</b>	Improved Grapple <sup>B</sup> , Combat Reflexes, Improved Initiative
<b>Environment:</b>	Warm Forests
<b>Organization:</b>	Solitary or Flight (2–40)
<b>Challenge Rating:</b>	3
<b>Treasure:</b>	Incidental (Half Standard)
<b>Alignment:</b>	Always Neutral
<b>Advancement:</b>	Juvenile 5-10 HD (Medium), Sub-Adult 11-17 HD (Large), Adult 18-20 HD (Large), 21-24 HD (Huge)
<b>Level Adjustment:</b>	—
<b>Racial Bonuses:</b>	Str +4, Dex +0, Con –2, Int 1, Wis –2, Cha 2



A partly-grown Sith lacks the wing-power to carry off a human being, but groups of them are only too happy to kill and devour man-sized creatures where they fall. This sub-juvenile has a body length of about 5 feet and a cruel-looking, dagger-sized stinger.

## COMBAT

**Heartstopper Poison (Ex):** Fortitude save DC 15 (includes +4 racial bonus), Initial damage 1d6 Str, secondary damage 1d6 Con. Secondary damage for this very fast-acting poison occurs after 1 round rather than 1 minute.

**Poison Vulnerability (Ex):** Can be harmed by Sith poison with –2 penalty to save.

**All-Round Vision (Ex):** Opponents do not gain a +2 bonus when flanking a Sith.

**Skills:** A Sith has a +4 racial bonus to Spot checks.

**Feats:** A Sith gains Improved Grapple as a racial bonus feat, even if it does not meet the prerequisites.

## SITH, Hatchling

	Small Magical Beast
<b>Hit Dice:</b>	2d10–4 (7 hp)
<b>Initiative:</b>	+1
<b>Speed:</b>	20 ft. (4 squares), fly 40 ft. (Good)
<b>Armor Class:</b>	16 (+4 natural, +1 Dex, +1 Size), touch 12, flat-footed 15
<b>Base Attack:</b>	+2
<b>Grapple:</b>	+2

# Shadows of a Dying World

<b>Attack:</b>	Sting +2 melee (1d4 and poison)
<b>Full Attack:</b>	Sting +2 melee (1d4 and poison) and bite –3 melee (1d3)
<b>Space/Reach:</b>	5 ft./5 ft.
<b>Special Attacks:</b>	Poison
<b>Special Qualities:</b>	Poison Vulnerability, Low-Light Vision
<b>Saves:</b>	Fort +1, Ref +4, Will –1
<b>Abilities:</b>	Str 11, Dex 12, Con 7, Int 1, Wis 9, Cha 2
<b>Skills:</b>	Move Silently (1 rank) +2, Spot (3 ranks) +6, Survival (1 rank) +0
<b>Feats:</b>	Improved Grapple <sup>B</sup> , Combat Reflexes
<b>Environment:</b>	Warm Forests
<b>Organization:</b>	Clutch (1–20)
<b>Challenge Rating:</b>	1
<b>Treasure:</b>	Incidental (Half Standard)
<b>Alignment:</b>	Always Neutral
<b>Advancement:</b>	3 HD (Small), 4–10 HD (Medium), 11–20 HD (Large), 21–24 HD (Huge)
<b>Level Adjustment:</b>	—
<b>Racial Bonuses:</b>	Str +4, Dex +0, Con –2, Int 1, Wis –2, Cha 2

Sith hatchlings are most dangerous when they remain in groups around their hatching site. They can appear in swarms with Sith of different ages. Like their older siblings, they attack aggressively.

## COMBAT

**Heartstopper Poison (Ex):** Fortitude save DC 13 (includes +4 racial bonus), Initial damage 1d6 Str, secondary damage 1d6 Con. Secondary damage occurs after 1 round rather than 1 minute.

**Poison Vulnerability (Ex):** Can be harmed by Sith poison with –2 penalty to save.

**All-Round Vision (Ex):** Opponents do not gain a +2 bonus when flanking a Sith.

**Skills:** A Sith has a +4 racial bonus to Spot checks.

**Feats:** A Sith gains Improved Grapple as a racial bonus feat, even if it does not meet the prerequisites.

## THOAT (EQUISSAUR), WILD

<b>Hit Dice:</b>	Huge Animal (Psionic) 8d8+48 (84 hp)
<b>Initiative:</b>	–2
<b>Speed:</b>	60 ft. (12 squares)
<b>Armor Class:</b>	14 (+8 natural, –2 Dex, –2 Size), touch 6, flat-footed 14
<b>Base Attack:</b>	+6
<b>Grapple:</b>	+23
<b>Attack:</b>	Bite +13 melee (2d4+9)
<b>Full Attack:</b>	Bite +13 melee (2d4+9) and kick +11 melee (2d4+9)
<b>Space/Reach:</b>	15 ft./10 ft.
<b>Special Attacks:</b>	Horrid Squeal
<b>Special Qualities:</b>	Thrash, Scent, Psionic Guidance, Low-Light Vision
<b>Saves:</b>	Fort +12, Ref +4, Will +2
<b>Abilities:</b>	Str 29, Dex 6, Con 22, Int 2, Wis 12, Cha 8
<b>Skills:</b>	Jump (3 ranks) +34*, Intimidate (4 ranks) +3, Survival (4 ranks) +8
<b>Feats:</b>	Endurance, Multiattack, Skill Focus (Survival)
<b>Environment:</b>	Temperate Plains
<b>Organization:</b>	Solitary or Throng (2–20)
<b>Challenge Rating:</b>	4
<b>Treasure:</b>	None
<b>Alignment:</b>	Always Neutral (Chaotic tendencies)
<b>Advancement:</b>	9–13 HD (Huge) or by character class
<b>Level Adjustment:</b>	+2
<b>Racial Bonuses:</b>	Str +2, Dex +0, Con +2, Int 2, Wis +0, Cha –2

*“And his mount! How can earthly words describe it! It towered 10 feet at the shoulder; had four legs on either side; a broad flat tail, larger at the tip than at the root, and which it held straight out behind while running; a gaping mouth, which split its head from its snout to its long, massive neck. Like its master, it was entirely devoid of hair, but was of a dark slate color and exceeding smooth and glossy. Its belly was white, and its legs shaded from the slate of its shoulders and hips to a vivid yellow at the feet. The feet themselves were*

# Creatures

*heavily padded and nailless, which fact had also contributed to the noiselessness of their approach.”*

Wild Thoats wander in small groups that spread over a broad feeding range, loosely following the lead of the strongest bulls. They graze on the yellow-gray moss that covers the sea beds and the larger herbs that rise irregularly from the plain.

The Green Martians ride bareback upon Thoats of the wild breed, guiding them not with reins or bridles but by telepathic commands (backed up with vicious blows of a pistol butt if the animal becomes unruly). A Green Martian community keeps its Thoats within the inner courtyards of ancient ruined palaces, well-grazed on the deep mosses fed by the small amount of moisture trapped by the buildings and sheltered both from the dust storms and the vengeful sight of Red Martian naval expeditions.

## COMBAT

**Horrid Squeal (Su):** A Thoat can make a vicious squeal as a standard action once per three rounds.

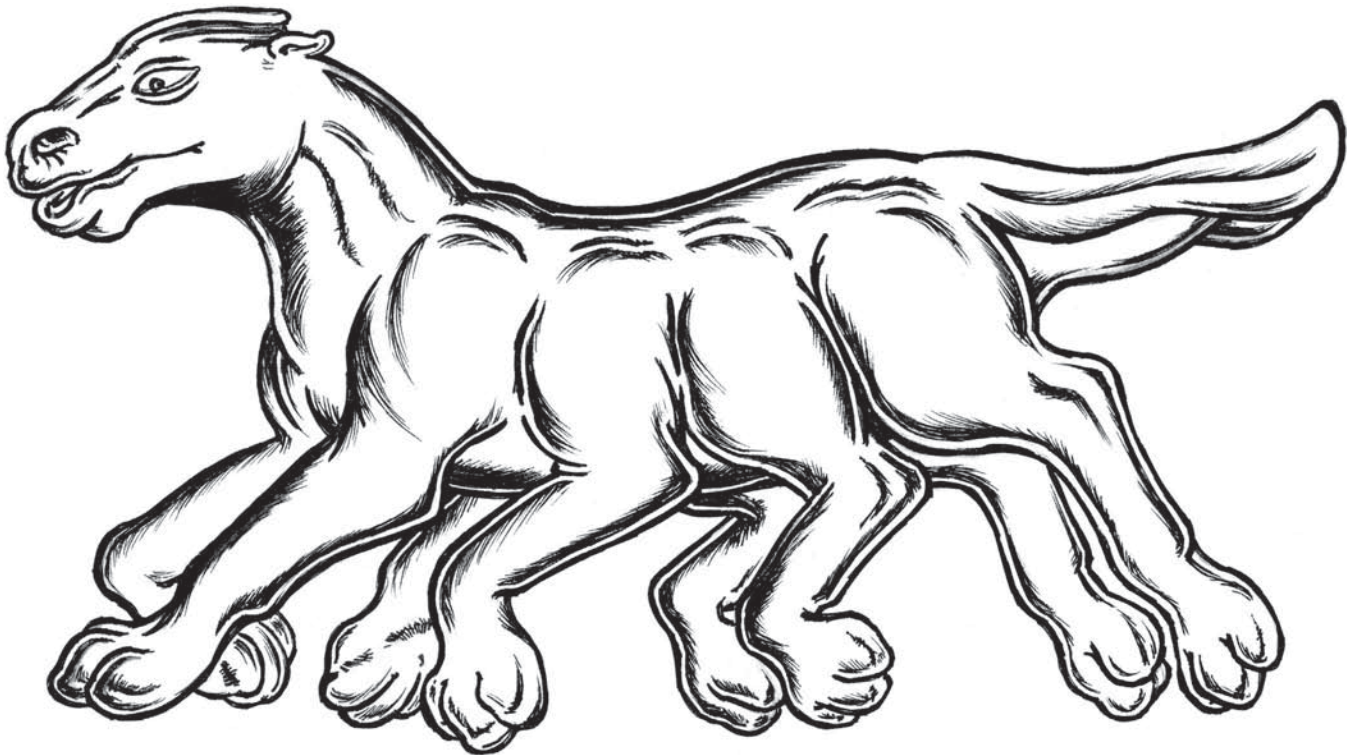
Any enemies within 20 feet must succeed in a Will save (DC 13, Charisma-based) or be shaken for 10 rounds.

An enemy who is already shaken and fails the Will save against a *Horrid Squeal* staggers about in disorder, stepping 5 feet in a random direction as if it had voluntarily taken a 5-foot step. This does not affect the movement the creature may make on its turn and is aborted if the move would take the creature across difficult terrain or into a square where it cannot legally stop (e.g., another creature's space).

An enemy who succeeds in his saving throw against a particular Thoat's horrid squeal is immune to it for a day but not to that of other Thoats. This is a sonic mind-affecting psionic fear effect.

**Thrash (Su):** Once per round as a free action, a Thoat can call upon its inner aggression to make a convulsive leap. This gives a +10 bonus to Jump checks, +5 bonus to a check to escape a grapple, and increases the DC of a Ride check to avoid being thrown by 5. The Thoat's Jump bonus in the stat block above includes the effect of a *Thrash*. This is a psionic ability.

**Psionic Guidance:** Thoats are trained to respond





# Shadows of a Dying World

to mental commands alone. Anyone who is not a psionic character suffers a -4 non-psionic penalty to Ride and Handle Animal checks with regard to Thoats.

**Feats:** A wild Throat gains feats in this order: (1 HD) Endurance, (3 HD) Multiattack, (6 HD) Skill Focus (Survival), (9 HD) Weapon Focus (Bite), (12 HD) Skill Focus (Intimidate).

**Ability Scores:** A wild Throat applies its ability score increases to Constitution (4 HD), Wisdom (8 HD), and Wisdom (12 HD).

## THOAT, DOMESTIC

	Large Animal (Psionic)
<b>Hit Dice:</b>	4d8+16 (34 hp)
<b>Initiative:</b>	-1
<b>Speed:</b>	60 ft. (12 squares)
<b>Armor Class:</b>	12 (+4 natural, -1 Dex, -1 Size), touch 8, flat-footed 12
<b>Base Attack:</b>	+3
<b>Grapple:</b>	+12
<b>Attack:</b>	Bite +7 melee (1d6+5)
<b>Full Attack:</b>	Bite +7 melee (1d6+5) and kick +2 melee (1d6+5)
<b>Space/Reach:</b>	10 ft./5 ft.
<b>Special Attacks:</b>	—
<b>Special Qualities:</b>	Thrash, Scent, Psionic Guidance, Low-Light Vision



<b>Saves:</b>	Fort +8, Ref +3, Will +1
<b>Abilities:</b>	Str 21, Dex 8, Con 18, Int 2, Wis 11, Cha 8
<b>Skills:</b>	Jump (4 ranks) +31*, Balance (3 ranks) +2
<b>Feats:</b>	Run, Endurance
<b>Environment:</b>	Temperate Plains
<b>Organization:</b>	Domesticated
<b>Challenge Rating:</b>	2
<b>Treasure:</b>	None
<b>Alignment:</b>	Always Neutral
<b>Advancement:</b>	5-9 HD (Large), 10-11 HD (Huge), or by character class

**Level Adjustment:** +1

<b>Racial Bonuses:</b>	Str +2, Dex +0, Con +2, Int 2, Wis +0, Cha -2
------------------------	---

*“When I was ready to depart they furnished me with a small domestic bull Throat, such as is used for saddle purposes by all Red Martians. The animal is about the size of a horse and quite gentle, but in color and shape an exact replica of his huge and fierce cousin of the wilds.”*

## COMBAT

The smaller, more even-tempered domestic Thoats do not gain the Horrid Squeal ability of their larger, more irascible wild cousins.

**Thrash (Su):** Once per round as a free action, a Throat can call upon its inner aggression to make a convulsive leap. This gives a +10 bonus to Jump checks, +5 bonus to a check to escape a grapple, and increases the DC of a Ride check to avoid being thrown by 5. The Throat's Jump bonus above includes the effect of a *Thrash*. This is a psionic ability.

**Feats:** A domestic Throat gains feats in this order: (1 HD) Run, (3 HD) Endurance, (6 HD) Skill Focus (Balance), (9 HD) Multiattack.

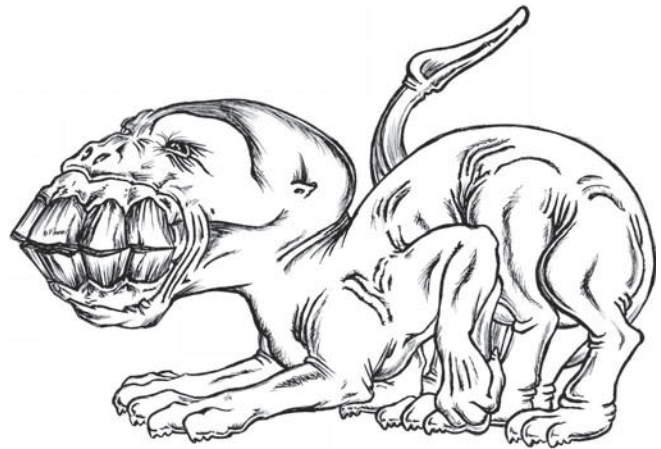
**Ability Scores:** A domestic Throat applies its ability score increases to Constitution (4 HD) and Wisdom (8 HD).

## ULSIO (CHISELFACE).

### Man-Eating

	Small Animal (Psionic)
<b>Hit Dice:</b>	3d8 (13 hp)
<b>Initiative:</b>	+6
<b>Speed:</b>	30 ft. (6 squares), burrow 5 ft. (1 square)
<b>Armor Class:</b>	13 (+2 Dex, +1 Size), touch 13, flat-footed 11
<b>Base Attack:</b>	+2
<b>Grapple:</b>	-4
<b>Attack:</b>	Bite +2 melee (1d6-2)
<b>Full Attack:</b>	Bite +2 melee (1d6-2)
<b>Space/Reach:</b>	5 ft./5 ft.
<b>Special Attacks:</b>	<i>Keen Edge</i>
<b>Special Qualities:</b>	Scent, Low-Light Vision
<b>Saves:</b>	Fort +3, Ref +5, Will +1
<b>Abilities:</b>	Str 7, Dex 14, Con 11, Int 2, Wis 11, Cha 12
<b>Skills:</b>	Survival (4 ranks) +4, Listen (2 ranks) +2
<b>Feats:</b>	Weapon Focus (Bite) <sup>B</sup> , Impetuous Attack*, Improved Initiative
<b>Environment:</b>	Any
<b>Organization:</b>	Solitary or Mob (5-50+)
<b>Challenge Rating:</b>	1
<b>Treasure:</b>	Standard
<b>Alignment:</b>	Always Neutral
<b>Advancement:</b>	4-7 HD (Small) or by character class
<b>Level Adjustment:</b>	+2
<b>Racial Bonuses:</b>	Str +0, Dex +2, Con +2, Int 2, Wis +0, Cha +2

*“The Martian rat is a fierce and unlovely thing. It is many-legged and hairless, its hide resembling that of a newborn mouse in repulsiveness. In size and weight it is comparable to a large Airedale terrier. Its eyes are small and close-set, and almost hidden in deep, fleshy apertures. But its most ferocious and repulsive feature is its jaws, the entire bony structure of which protrudes several inches beyond the flesh, revealing five sharp, spadelike teeth in the upper jaw and the same number of similar teeth in the lower, the whole suggesting the*



*appearance of a rotting face from which much of the flesh has sloughed away.”*

Ulsios dig extensive burrows that riddle the underside of cities and interconnect with the pits and the sewers. They cut and break the earth with their remarkable, ever-growing teeth and shove the earth into manageable piles with their many pliable feet.

Ancestral Ulsios may have lived in the gorges of hill-streams and carried their eggs upwards through fissures to the upper levels of the surrounding cliffs. Through aeons of living upon the leavings of civilized beings, they have developed the habit of hiding their eggs below the parapets of buildings where they can receive sunlight. When the young hatch, the mother quickly retrieves them and carries them underground to a nursing nest lined with soft scraps of cloth and fur.

An Ulsio seeks food for itself and its offspring. Ulsios also organize themselves in ways not completely understood to overcome strong enemies or to extend and defend their tunnels in apparent large-scale collaboration. They are aggressive scavengers, willing to attack even a lone human who seems to be hurt or unable to defend himself.

### COMBAT

**Keen Edge (Sp):** Once per day, as a standard action, an Ulsio can enhance the hardness and sharpness of its teeth for purposes as varied as boring through packed earth or ripping out throats. The threat range for the Ulsio’s bite attack increases to 19-20 and

# Shadows of a Dying World

it reduces the protection provided by any sort of damage reduction by half its normal value (e.g., a creature that normally has DR 6 would only have DR 3 against an Ulsio with this power active). An Ulsio under the effect of *Keen Edge* can burrow through timber or soft stone, but not through hard stone. *Keen Edge* lasts for 10 rounds.

**Burrow:** An Ulsio can burrow through earth, but not through rock.

**Feats:** Ulsios gain Weapon Focus (Bite) as a racial bonus feat. An Ulsio usually takes Hit Dice-based feats in this order: (1 HD) Impetuous Attack\*, (3 HD) Improved Initiative, (6 HD) Iron Will.

**Skills:** An Ulsio has a +4 racial bonus to Profession (Miner) checks and can use the Profession (Miner) skill untrained.

**Ability Scores:** An Ulsio of 4 Hit Dice or above usually adds its attribute increase to Strength.

**Note:** An Ulsio of 5 Hit Dice or more gains the Tremorsense ability with a range of 60 feet.

## ULSIO, Lesser

	Tiny Animal (Psionic)
<b>Hit Dice:</b>	2d8 (9 hp)
<b>Initiative:</b>	+3
<b>Speed:</b>	30 ft. (6 squares) , burrow 5 ft. (1 square)
<b>Armor Class:</b>	15 (+3 Dex, +2 Size), touch 15, flat-footed 12
<b>Base Attack:</b>	+1
<b>Grapple:</b>	-11
<b>Attack:</b>	Bite +0 melee (1d4-4)
<b>Full Attack:</b>	Bite +0 melee (1d4-4)
<b>Space/Reach:</b>	0 ft./0 ft.
<b>Special Attacks:</b>	<i>Keen Edge</i>
<b>Special Qualities:</b>	Scent, Low-Light Vision
<b>Saves:</b>	Fort +3, Ref +6, Will +0
<b>Abilities:</b>	Str 3, Dex 16, Con 11, Int 2, Wis 11, Cha 12
<b>Skills:</b>	Survival (3 ranks) +3, Listen (1 rank) +1
<b>Feats:</b>	Weapon Focus (Bite) <sup>B</sup> , Impetuous Attack*
<b>Environment:</b>	Any
<b>Organization:</b>	Solitary or Mob (5-100+)
<b>Challenge Rating:</b>	1/3
<b>Treasure:</b>	Standard

**Alignment:** Always Neutral  
**Advancement:** 3-7 HD (Small) or  
by character class

**Level Adjustment:** —

**Racial Bonuses:** Str +0, Dex +2, Con +2,  
Int 2, Wis +0, Cha +2

Smaller specimens of the Ulsio are prepared to make a meal of a trapped or dying man, but are not a serious threat except in large groups. Unfortunately, their extended tunnel networks and social habits ensure that a large group can form quickly to exploit a promising prospect of fresh carrion.

## ULSIO SWARM

	Tiny Animal (Psionic)
<b>Hit Dice:</b>	10d8 (45 hp)
<b>Initiative:</b>	+7
<b>Speed:</b>	30 ft. (6 squares) , burrow 5 ft. (1 square), climb 10 feet (2 squares)
<b>Armor Class:</b>	15 (+3 Dex, +2 Size), touch 15, flat-footed 12
<b>Base Attack:</b>	+7
<b>Grapple:</b>	-11
<b>Attack:</b>	Swarm (3d6)
<b>Full Attack:</b>	Swarm (3d6)
<b>Space/Reach:</b>	10 ft./0 ft.
<b>Special Attacks:</b>	<i>Keen Edge</i> , Distraction
<b>Special Qualities:</b>	Scent, Low-Light Vision, Tremorsense, Half Damage from Slashing/Piercing, Swarm Traits
<b>Saves:</b>	Fort +7, Ref +10, Will +5
<b>Abilities:</b>	Str 3, Dex 16, Con 11, Int 2, Wis 11, Cha 12
<b>Skills:</b>	Survival (5 ranks) +5, Listen (4 ranks) +4, Profession (Miner) (4 ranks) +8
<b>Feats:</b>	Weapon Focus (Bite) <sup>B</sup> , Impetuous Attack*, Improved Initiative, Iron Will, Vicious Swarm*
<b>Environment:</b>	Any
<b>Organization:</b>	Swarm (1) or Horde (2-12)
<b>Challenge Rating:</b>	7

# Creatures

**Treasure:** Standard  
**Alignment:** Always Neutral  
**Advancement:** 11–30 HD  
**Level Adjustment:** —

**Racial Bonuses:** Str +0, Dex +2, Con +2, Int 2, Wis +0, Cha +2

## COMBAT

**Swarm Attack:** An Ulsio swarm deals damage to any creature whose square it occupies at the end of the swarm's movement. The Ulsio swarm's damage is increased by the Vicious Swarm\* feat (q.v.).

An Ulsio swarm of 11 HD or more deals swarm damage as follows (including the effects of Vicious Swarm\*):

Ulsio Swarm HD	Ulsio Swarm Damage
11–15	4d6
16–20	5d6
21–29	6d6
30	7d6

**Distraction (Ex):** A living creature that begins its turn within an Ulsio swarm must make a Fortitude save (DC 15) or be nauseated for one round.

**Keen Edge, Mass (Su):** The individual creatures that make up an Ulsio swarm can empower their bites with *Keen Edge* to deal with opponents who particularly incur their ire. The swarm deals one less die of damage for two rounds as the individual pests leave off biting to manifest the ability, but from the third round onward the swarm deals +1 damage per die (3d6+3 for a basic Ulsio swarm) for 10 rounds. In addition, use of this ability cuts the protection provided by any sort of damage reduction to half its normal value (e.g., a creature that normally has DR 6 would only have DR 3 against an Ulsio with this power active).

**Feats:** An advanced Ulsio swarm gains the following additional feats: (12 HD) Dodge, (15 HD) Swarming Trip\*, (18 HD) Skill Focus (Survival), (21



HD) Improved Trip, (24 HD) Track, (27 HD) Great Fortitude, (30 HD) Vicious Swarm\*. If an Ulsio swarm with Improved Trip knocks an opponent prone using Swarming Trip\*, it immediately deals swarm damage to the opponent.

**Skills:** An Ulsio swarm has a +4 racial bonus to Profession (Miner) checks.

**Note:** An advanced Ulsio swarm gains the ability at 15 HD to burrow through timber and at 25 HD to burrow through soft stone. The swarm increases its burrowing speed to 10 feet at 20 HD. The swarm need not activate its *Keen Edge* ability to gain these benefits.

## ULSIO TUNNEL-MASTER,

### 3rd-Level Expert

	Small Animal (Psionic)
<b>Hit Dice:</b>	4d8+3d6 (28 hp)
<b>Initiative:</b>	+1
<b>Speed:</b>	30 ft. (6 squares), burrow 5 ft. (1 square)
<b>Armor Class:</b>	12 (+1 Dex, +1 Size), touch 12, flat-footed 11
<b>Base Attack:</b>	+5
<b>Grapple:</b>	+0

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<b>Attack:</b>	Bite +6 melee (1d6–1)
<b>Full Attack:</b>	Bite +6 melee (1d6–1)
<b>Space/Reach:</b>	5 ft./5 ft.
<b>Special Attacks:</b>	<i>Keen Edge</i>
<b>Special Qualities:</b>	Scent, Low-Light Vision
<b>Saves:</b>	Fort +5, Ref +6, Will +8
<b>Abilities:</b>	Str 8, Dex 12, Con 11, Int 2, Wis 18, Cha 16
<b>Skills:</b>	Bluff (3 ranks) +8, Intimidate (3 ranks) +8, Profession (Miner) (4 ranks) +15
<b>Feats:</b>	Weapon Focus (Bite), Persuasive, Skill Focus (Profession (Miner)), Leadership
<b>Environment:</b>	Any
<b>Organization:</b>	Ruling Clan (Tunnel-Master plus cohort (4 HD/Warrior 3) and 2 followers (3 HD and 2 HD))
<b>Challenge Rating:</b>	4
<b>Treasure:</b>	Standard
<b>Alignment:</b>	Neutral (Lawful tendencies)
<b>Advancement:</b>	5–7 HD (Small) or by character class
<b>Level Adjustment:</b>	—
<b>Racial Bonuses:</b>	Str +0, Dex +2, Con +2, Int 2, Wis +0, Cha +2

*“His exploration revealed not only the vast proportions of the network of runways that apparently traversed every portion of the city, but the great antiquity of the majority of them. Tons upon tons of dirt must have been removed, and for a long time he wondered where it had been deposited, until in following downward a tunnel of great size and length he sensed before him the thunderous rush of subterranean waters, and presently came to the bank of a great, underground river, tumbling onward, no doubt, the length of a world to the buried sea of Omean. Into this torrential sewer had unthinkable generations of Ulsios pushed their few [handfuls] of dirt in the excavating of their vast labyrinth.”*

This Ulsio has exceptional ability scores of Strength 12, Dexterity 8, Constitution 11, Wisdom 17, Charisma 14 and has added its ability score increase to Wisdom.

## ZITJDAR (DUNE-SHAKER)

<b>Hit Dice:</b>	Gargantuan Animal (Psionic) 16d8+112 (184 hp)
<b>Initiative:</b>	–2
<b>Speed:</b>	50 ft. (10 squares)
<b>Armor Class:</b>	19 (+15 natural, –2 Dex, –4 Size), touch 4, flat-footed 19 +12
<b>Base Attack:</b>	+12
<b>Grapple:</b>	+40
<b>Attack:</b>	Gore +24 melee (2d8+16)
<b>Full Attack:</b>	2 x gore +24 melee (2d8+16) and 4 x stamp +22 melee (2d6+8)
<b>Space/Reach:</b>	20 ft./15 ft.
<b>Special Attacks:</b>	Trample, Toss, Towering Rage
<b>Special Qualities:</b>	Scent, Low-Light Vision, Psionic Guidance
<b>Saves:</b>	Fort +17, Ref +8, Will +4
<b>Abilities:</b>	Str 42, Dex 6, Con 26, Int 2, Wis 9, Cha 8
<b>Skills:</b>	Survival (15 ranks) +14, Listen (2 ranks) +1, Spot (2 ranks) +1
<b>Feats:</b>	Impetuous Attack*, Multiattack, Endurance, Improved Bull Rush, Ability Focus (Trample), Diehard
<b>Environment:</b>	Plains
<b>Organization:</b>	Solitary or Band (2–12)
<b>Challenge Rating:</b>	11
<b>Treasure:</b>	None
<b>Alignment:</b>	Always Neutral
<b>Advancement:</b>	17–31 HD (Gargantuan), 32–36 HD (Colossal), or by character class
<b>Level Adjustment:</b>	+3
<b>Racial Bonuses:</b>	Str +4, Dex +0, Con +2, Int 2, Wis –2, Cha –2

*“I found the entire community engaged in watching or helping at the harnessing of huge mastodonian animals to great three-wheeled chariots. There were about 250 of these vehicles, each drawn by a single animal, any one of which, from their appearance, might easily have drawn the entire wagon train when fully loaded ... These brutes ... tower to an immense height*

# Creatures

*even beside the giant green men and their giant Thoats; but when compared to the relatively small red man and his breed of Thoats, they assume Brobdingnagian proportions that are truly appalling.”*

These gigantic dinosaurian beasts of burden tower over the oversized Green Martians as elephants overtop men. In the wild, their close-knit family bands rove in journeys almost as immense and as straight as the canals themselves across the dead sea bottoms, between stands of succulents that they ravage with their tusks, leaving only the stumps to regrow for their next passage.

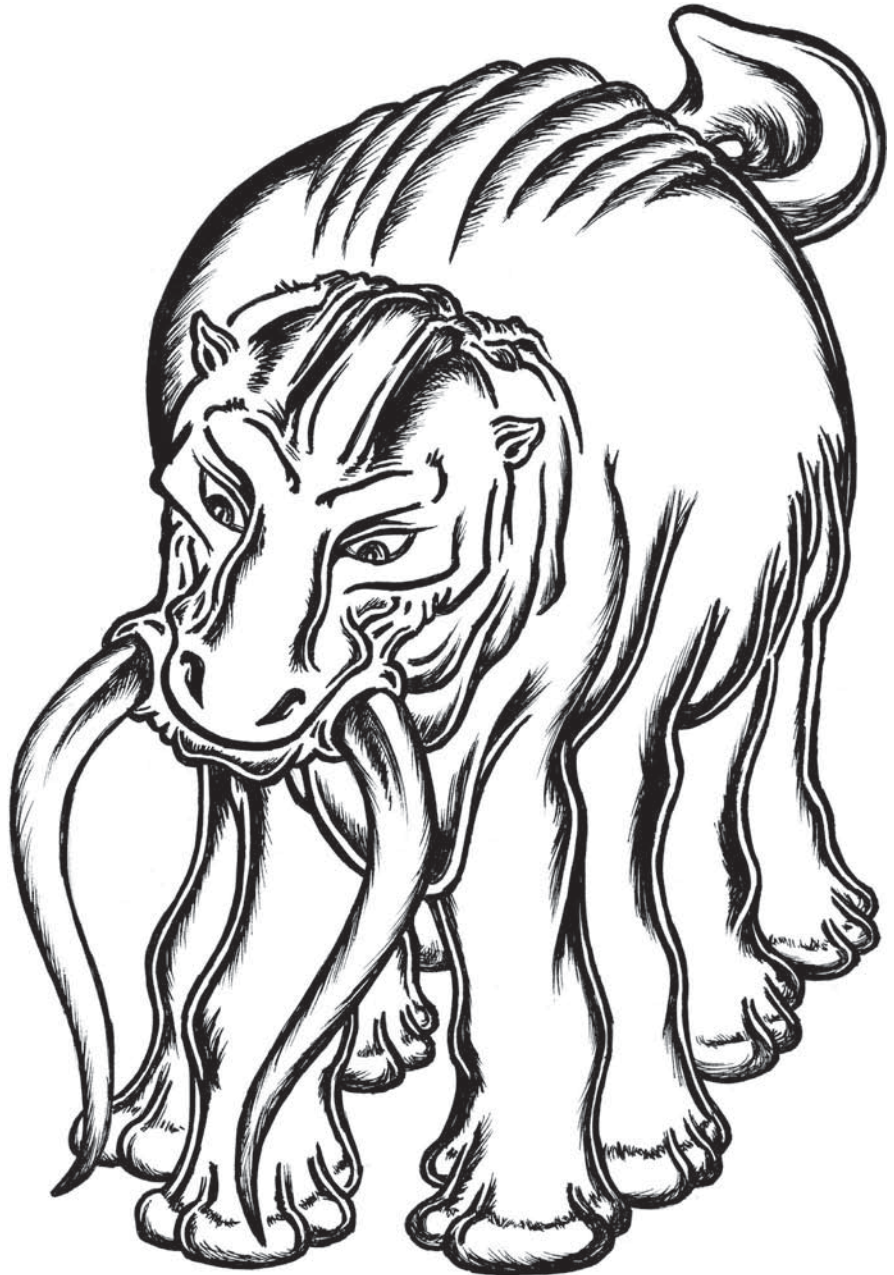
Because the numerous broad feet of Zitidars make little noise on the ever-present moss carpet, their approach is heralded by their ground-shaking low-pitched grunts and mutters. A Zitidar’s stolid patience during its long marches turns to yodeling, indiscriminate fury if it is provoked to fight by continued harassment or by the distress or killing of its relatives. The Green Martians, knowing the beasts’ habits all too well, esteem the rampage of a maddened Zitidar among their unfortunate captives as one of the highest forms of amusement in their blood-soaked yearly Great Games.

## COMBAT

**Trample (Ex):** As a full-round action, a Zitidar can move up to twice its speed and literally run over any number of opponents of up to Huge size. The creature merely has to move over the opponents in its path. Any creature whose space is completely covered by the Zitidar’s space is subject to the trample attack. If the Zitidar moves over only part of a target’s space, the target is not trampled and takes no damage, but can make an attack of opportunity

against the Zitidar at a –4 penalty.

A trample attack deals 2d8+24 bludgeoning damage. Trampled opponents can attempt attacks of opportunity at a –4 penalty. If they do not make attacks of opportunity, trampled opponents can attempt Reflex saves to take half damage. The Reflex save against a Zitidar’s trample attack is DC 34 (Strength-based).



# Shadows of a Dying World

A Zitidar gains the ability to trample when it has 8 Hit Dice or more.

**Toss (Ex):** When a Zitidar hits an opponent of Large size or smaller with its gore attack or trample ability, its opponent must make a Reflex save with a DC equal to the damage dealt or be picked up and thrown 20 feet (or until it strikes a solid obstacle), starting from any point in the Zitidar's space. A tossed opponent takes an additional 1d6 falling damage. The Zitidar may toss an opponent in any direction up to 90 degrees away from the Zitidar's direction of movement, or any direction it chooses if it makes a tusk attack without moving.

When a Zitidar succeeds in breaking the grapple of a creature of Large size or smaller, it can immediately attempt to toss its opponent in any direction as described above with a save DC equal to the Zitidar's winning Grapple check.

A Zitidar gains the ability to toss opponents when it has 12 Hit Dice or more.

**Towering Rage (Su):** As a standard action, a Zitidar can fly into a mad fury that energizes its body with violent, destructive force. The Zitidar must make a standard action to enter a *Towering Rage* and can use this ability as often as it chooses. The creature physically increases in height by 5 feet and weight by 50%, adds +4 Str and 32 temporary hit points, increases its reach to 20 feet, and gains a +4 bonus to opposed rolls for grapple, bull rush, and trip attempts. Duration for this ability is a number of rounds equal to

10 plus its Constitution bonus.

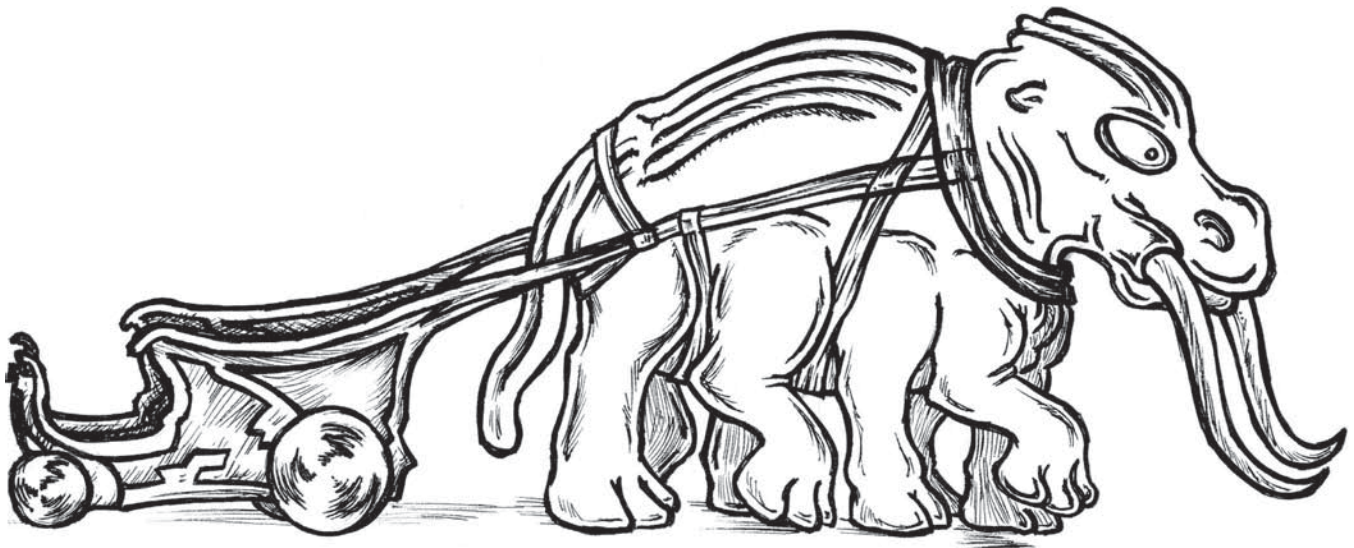
When in a *Towering Rage*, a Zitidar can trample Gargantuan creatures, but if it does so it cannot move onward and must immediately stop before the trampled creature's space.

**Psionic guidance:** Zitidars are trained to respond to mental command alone. Anyone who is not a psionic character suffers a -4 non-psionic penalty to Handle Animal checks in regard to a Zitidar.

**Feats:** A Zitidar gains feats in this order: (1 HD) Endurance, (3 HD) Improved Bull Rush, (6 HD) Impetuous Attack\*, (9 HD) Diehard, (12 HD) Multiattack, (15 HD) Ability Focus (Trample), (18 HD) Ability Focus (Toss), (21 HD) Power Attack, (24 HD) Alertness, (27 HD) Skill Focus (Survival), (30 HD) Improved Natural Attack (Gore), (33 HD) Weapon Focus (Gore), (36 HD) Weapon Specialization (Gore). A Zitidar gains and can use Improved Bull Rush and Weapon Specialization at the stated Hit Dice even though it does not meet the prerequisites for these feats.

**Ability Scores:** A Zitidar applies its ability score increases to Constitution (4 HD), Strength (8 HD), Strength (12 HD), Strength (16 HD), Wisdom (20 HD), Dexterity (24 HD), Charisma (28 HD), Dexterity (32 HD), Charisma (36 HD).

**Note:** A Zitidar has two stamp attacks at Large size or four stamp attacks at Huge or larger size. A Zitidar of fewer than 8 Hit Dice does not gain gore attacks and its stamp attacks are its primary weapons.



# Appendix J: Random Encounter Tables

Following are random encounter tables for specific locations on Mars that are intended to stand as examples of the range of creatures that might be encountered in many other places similar to those named. For example, a dead sea bottom of North Warhoon might have much the same range of encounters as a dead sea bottom of Torquas, except that the Green Martians encountered there would not use rifles and the Kaldane migration encounter might be replaced by a group of Green Martian raiders from their deadly rivals, the Tharks.

Each table lists creatures according to an Encounter Level typical of the danger posed by the place, to those who seek trouble in its most dangerous reaches. A Dungeon Master should adjust the level of danger freely by varying the numbers encountered or by advancing or regressing individual creatures using the monster type's Development Stat Block (as described in the Introduction to this book) as a resource.

Check to see if there is a random encounter in most areas once per day and twice per night, plus an additional check if the party travels for an hour or more, enters a new encounter area, or takes obvious risks (e.g., remaining near the site of a recent flier crash or a fresh kill). The percentage chance of an encounter in the various areas is Dead Sea Bottom of Torquas, 30%; Pits of the Abandoned City of Torquas, every six hours, 20%; Jungles of Kaol, 60%; Ice Barrier of Okar, 15%, and Valley Dor, 50%.

## Dead Sea Bottom of Torquas (EL 6)

The broad, dish-shaped plains that were once the oceans of Mars are lined with an endless carpet of lowly yellowish moss-weed.

### d100

01–10	Banth
11–30	Calot Pack, Wild, 14–20 (12+2d4)
31–50	Thoat, Wild, Herd, 2d6
51–60	Zitidar, Wild
61–80	Green Martian Scouting Party, Jed Ftr4/Ari2 plus 2d4 War3
81–90	Red Martians, 2 10-man fliers each with Human Ftr4 and 9 Human War3
91–95	Kaldane Migration, Kaldane King on Royal Rykor plus 5–20 Kaldanes on Rykors plus herd of 10–60 Rykors
96–00	Dust Storm

## Pits of the Abandoned City of Torquas (EL 7)

Martian cities, from the ancient days of the great mariners down to the present, are underlain by miles of multi-leveled tunnels, chambers, and oubliettes where scavengers of every sort slink into dark corners, waiting to make a meal of those lost or cast below by the anger of the city's rulers.

### d100

01–20	Banths, 2
21–40	Carrion Crawlers, 5–10 (4+1d6)
41–50	White Ape, Manslayer
51–60	Green Martian Madman (as Jed, armed with club)
61–65	Corphals, 2
66–85	Ulsio Swarm
86–00	Centipede Swarm Tangle, 4 swarms





# Shadows of a Dying World

## Jungles of Kaol (EL 7)

The stupendous and lush swamp-jungles of the tropical basin of Kaol are home to hordes of man-eaters, both animal and vegetable.

### d100

- 01–10 Sith Sub-Juveniles, 6–10
- 11–30 Climbing Carnivores (use Leopard stats), 14–20 (12+2d8)
- 31–50 Stalking Carnivores (use Lion stats), 2d10
- 51–60 Assassin Vine, 16 HD
- 61–70 Green Martian Raiding Party, Jed Ftr4/Ari2 plus 2d6 War3
- 71–90 Red Martian Patrol, Human Ftr6 plus 2d4 Human War4
- 91–00 Beetle Swarm (as Locust Swarm), cloud, 6 swarms



## Ice Barrier of Okar (EL 8)

The granite hills and grinding ice edge of the north give way to vast snowfields surrounding the unknown polar valleys of the Yellow Martians.

### d100

- 01–30 Apts, 3–6 (2+1d4)
- 31–40 Apt, Sacred
- 41–50 Red Martian Explorers, 4 Human Ftr7 in 2 2-man fliers
- 51–70 Yellow Martian Hunting Party, 2d6 Human War5
- 71–90 Snow Banths, 2d4
- 91–00 Behir

## Valley Dor (EL 9)

The holy scriptures of Issus, Goddess of Life Eternal, promise peace and tranquility as a final reward for the heroes and queens of Mars, who are instead greeted on the shores of the Lost Sea with flesh-eating horrors and the perfidy of the slave-taking, cannibalistic Therns.

### d100

- 01–30 Plant Men, 2d10
- 31–60 White Apes, 2d10
- 61–70 *Day*: White Martian Holy Thern Overseer, Human Ari9 plus 2d6 Human War5; or *Night*: Black Martian 10-Man Flier, Human Ftr8 plus 9 Human War6
- 71–80 Silian Swarms (*night only*), 2d12
- 81–90 Green Martian Lost Ones, 2d8 War3
- 91–00 Red Martian Pilgrims, 3 Ftr7

# Appendix II: Feats

Following are a number of new feats that have been applied to some of the monsters presented in this book. Two of them, *Swarming Trip* and *Vicious Swarm*, originally appeared in *Notebook Essentials: Swarms, Stampedes, and Skirmishes*, by Joseph Mucchiello Jr., and are reproduced here as Open Game Content.

## **Impetuous Attack [General] [Fighter Bonus Feat]**

A character with this feat is capable of making sustained, aggressive attacks.

**Prerequisites:** Base Attack Bonus +1, Charisma 11.

**Benefit:** When a combatant capable of an Impetuous Attack charges an opponent, he gains a +2 bonus to attack rolls and suffers a –2 penalty to Armor Class. These benefits and penalties continue until he no longer threatens his opponent.

**Normal:** When a combatant charges an opponent, he gains a +2 bonus to attack rolls and suffers a –2 penalty to Armor Class until his next turn.

**Special:** A Fighter may select Impetuous Attack as one of his Fighter bonus feats.



## **Reckless Offense [General]**

A creature with this feat can shift its focus from defense to offense.

**Prerequisite:** Base attack bonus +1.

**Benefit:** When a creature capable of a Reckless Offense uses the attack action or full attack action in melee, it can take a penalty of –4 to its Armor Class and add a +2 bonus on its melee attack roll. The bonus on attack rolls and penalty to Armor Class last until the beginning of its next turn.

## **Swarming Trip [Swarm]**

A swarm with this feat is especially adept at knocking creatures down.

**Benefit:** Any creature taking damage from the swarm's swarm attack must make a Reflex saving throw (DC 10 + ½ swarm's Hit Dice + swarm's Strength modifier) or be knocked prone by the attack. Creatures of size Large or greater receive a +2 bonus to their saving throw for each size category they are larger than Medium.

## **Vicious Swarm [Swarm]**

This swarm is capable of inflicting greater damage than other swarms of similar size and is thus more dangerous.

**Benefit:** The base damage caused by a Vicious Swarm is increased by +1d6.

**Normal:** The damage done by a swarm is determined by its number of Hit Dice.

**Special:** This feat may be taken up to two times with effects that stack.



# Appendix III: Class Defense Bonuses

Due to the prevalence of advanced firearms and the dominance of agile, swashbuckling styles of combat, the warriors of Mars have long forsaken the tradition of making and wearing body armor. Even helmets and shields are seldom used by advanced Martians. Following is an optional system that can allow a skilled combatant to avoid damage without the need to buy progressively heavier and more complex protective gear — while minimizing disruption to the familiar fantasy game rules — by providing defense bonuses as character class abilities.

Armor Class represents how hard it is for an opponent to land a solid, damaging blow on the creature concerned and is expressed as the attack roll result needed to hit it. When using a class defense bonus, a creature's Armor Class is equal to:

$$10 + \text{Dexterity modifier} + (\text{class defense bonus OR armor bonus}) + \text{natural armor bonus} + \text{size modifier}$$

A character who wears armor gains either the bonus it provide (including enhancement bonuses to that armor) or his class defense bonus, whichever is greater.

## Class Defense Bonus

Under this system, a character's class and level grant an innate bonus to Defense. This bonus measures the character's combat savvy and applies in all situations, even when the character is flat-footed or would lose his or her Dexterity bonus for some other reason. A character's class defense bonus for his or her class and level can be determined using the table below. Multiclass characters add together the defense bonuses for the levels they have achieved in each of their classes. A creature does not, however, gain an increase in class defense bonus for any monster Hit Dice it may have.

**Table: Class Defense Bonus**

Class Level	Defense Bonus (Good)	Defense Bonus (Medium)	Defense Bonus (Poor)
1st	+3	+1	+0
2nd	+4	+2	+1
3rd	+4	+2	+1
4th	+5	+3	+1
5th	+5	+3	+2
6th	+6	+3	+2
7th	+6	+4	+2
8th	+7	+4	+3
9th	+7	+5	+3
10th	+8	+5	+3
11th	+8	+5	+4
12th	+9	+6	+4
13th	+9	+6	+4
14th	+10	+7	+5
15th	+10	+7	+5
16th	+11	+7	+5
17th	+11	+8	+6
18th	+12	+8	+6
19th	+12	+9	+6
20th	+13	+9	+7



# Shadows of a Dying World

**Good Defense Bonus:** Barbarian, Fighter, Monk, Paladin, Psychic Warrior, Ranger, Rogue, Warrior.

**Medium Defense Bonus:** Adept, Aristocrat, Bard, Cleric, Commoner, Druid, Expert, Specialist, Wilder.

**Poor Defense Bonus:** Psion, Sorcerer, Wizard.

## Prestige Classes and Classes from Other Products

Apply the Good defense bonus progression to classes that have a Good base attack bonus or Good Reflex save; the Medium defense bonus progression to classes that have a Medium base attack bonus and Poor Reflex save; and the Poor defense bonus progression to classes that have both a Poor base attack bonus and Poor Reflex save.

## Touch Attacks

Some attacks disregard armor. In these cases, the attacker makes a touch attack roll (either a ranged touch attack roll or a melee touch attack roll). The attacker makes his or her attack roll as normal, but the character's Armor Class does not include any armor bonus or natural armor bonus. All other modifiers, such as class defense bonus, Dexterity modifier, and size modifier, apply normally.

## Adjustments to Armor Class for *Shadows of a Dying World*

Following are class-based defense bonuses for creatures described in this book to which they apply. Creatures from this book not listed here do not receive the class-based defense bonuses described in this system.

**Corphal:** Armor Class 15 (+3 class, +1 Dex, +1 deflection), touch 15, flat-footed 14.

**Corphal Ghost:** Armor Class 23 (+6 class, +2 Dex, +5 deflection), touch 23, flat-footed 21.

**Great White Ape, Manstalker:** Armor Class 20 (+4 class, +8 natural, -2 size), touch 12, flat-footed 20.

**Green Martian O-Mad:** Armor Class 16 (+4 class, +2 natural, +1 Dex, -1 size), touch 14, flat-footed 15.

**Green Martian Jed:** Armor Class 18 (+7 class, +2 natural, -1 size), touch 16, flat-footed 18.

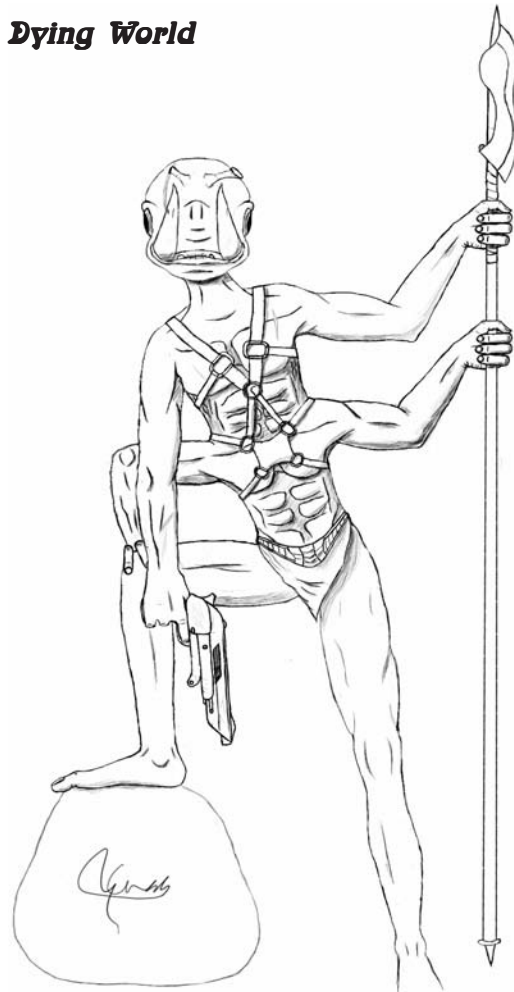
**Green Martian Jeddak:** Armor Class 19 (+9 class, +2 natural, -1 Dex, -1 size), touch 17, flat-footed 19.

**Kaldane:** Armor Class 19 (+3 class, +2 natural, +2 Dex, +2 size), touch 17, flat-footed 17.

**Kaldane with Rykor:** Armor Class 14 (+3 class, +1 Dex), touch 14, flat-footed 13.

**Kaldane King with Royal Rykor:** Armor Class 15 (+3 class, +2 Dex), touch 15, flat-footed 13.

**Ulsio Tunnel-Master:** Armor Class 14 (+2 class, +1 Dex, +1 size), touch 14, flat-footed 13.



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