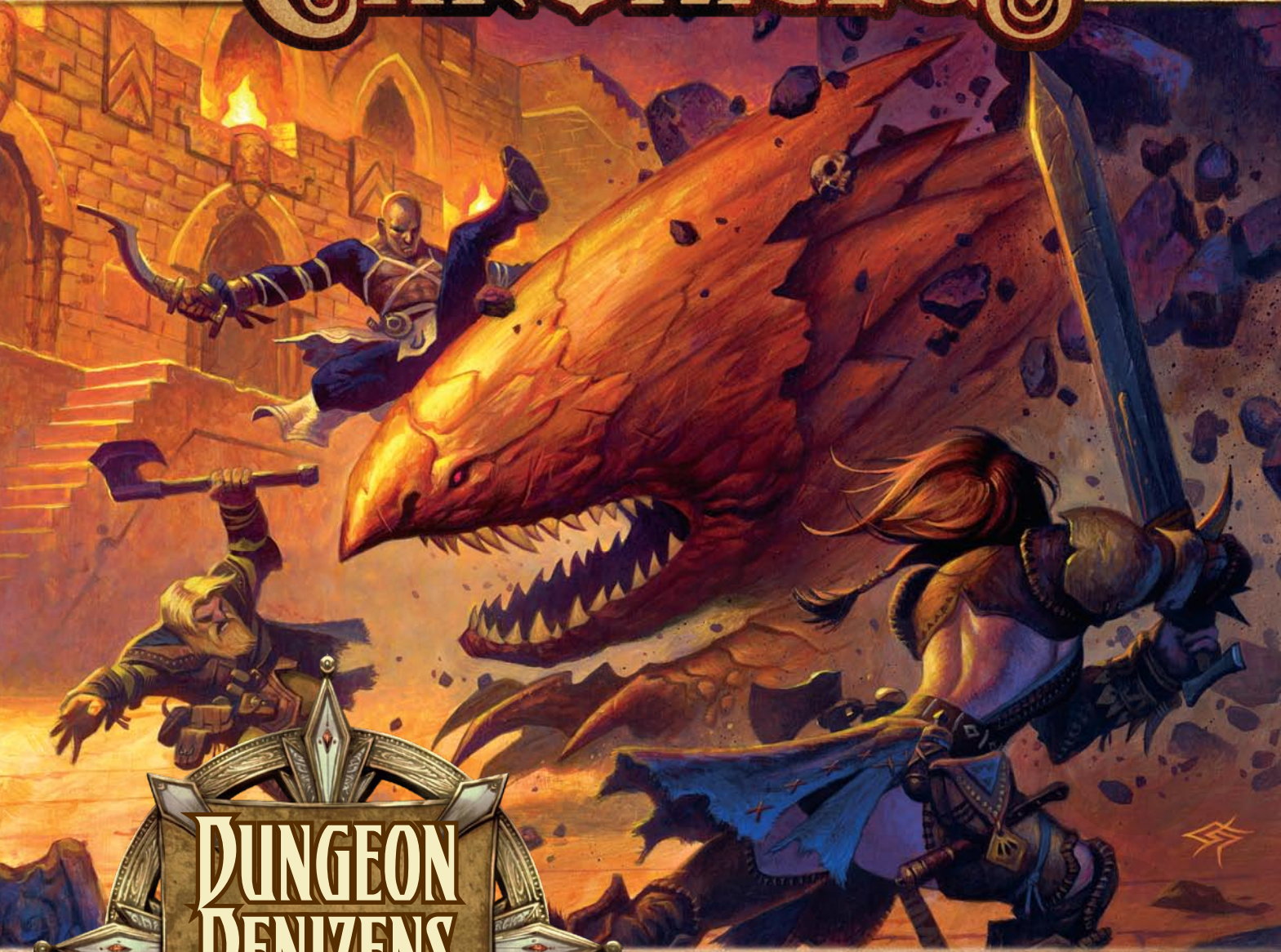


# PATHFINDER CHRONICLES™



DUNGEON  
DENIZENS  
REVISITED

## CLASSIC DUNGEON WANDERING MONSTERS

Untold terrors haunt the caverns and corridors of ruined castles, forgotten crypts, magical laboratories, extraplanar palaces, underground lairs, and other fantastical dungeons. Presented here is a variety of typical beasts adventurers might encounter in five different archetypical dungeons, randomly determined by rolling 1d100.

| Castle | Crypt | High Magic | Planar | Underground | Monster                | Avg. EL | Source  |
|--------|-------|------------|--------|-------------|------------------------|---------|---------|
| 1-3    | 1-10  | 1-3        | 1-4    | 1-2         | 1d6 human skeletons    | 1       | MM 225  |
| 4-5    | —     | 4-7        | 5-7    | 3           | 1 pseudodragon         | 1       | MM 210  |
| 6      | 11-12 | 8          | —      | 4-7         | 1 shrieker             | 1       | MM 112  |
| 7-10   | 13-17 | 9-10       | 8-9    | 8-13        | 1 bat swarm            | 2       | MM 237  |
| 11-13  | 18-19 | 11         | —      | 14-16       | 1 choker               | 2       | MM 34   |
| 14     | 20-21 | —          | —      | 17-18       | 1 thoquqa              | 2       | MM 242  |
| 15-20  | 22-26 | 12-14      | 10     | 19-21       | 1 gelatinous cube      | 3       | page 16 |
| 21-25  | 27-28 | 15-17      | 11-12  | 22-24       | 1 rust monster         | 3       | page 52 |
| 26-27  | —     | 18-21      | 13-15  | —           | 1 doppelganger         | 3       | MM 67   |
| 28-34  | 29-32 | 22-27      | 16-20  | 25-26       | 1 mimic                | 4       | page 22 |
| 35-37  | 33-34 | 28         | 21     | 27-29       | 1 otyugh               | 4       | page 28 |
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| 42-43  | 35-36 | 31-32      | 23     | 32-34       | 1 basilisk             | 5       | MM 23   |
| 44-46  | 37    | 33-35      | 24-25  | 35-39       | 1 cloaker              | 5       | page 10 |
| 47-48  | 38-39 | 36-38      | 26-28  | 40-42       | 1 gibbering moulder    | 5       | MM 126  |
| —      | 40-45 | —          | 29     | 43          | 1 mummy                | 5       | MM 190  |
| 49     | 46    | 39         | —      | 44-45       | 1 shambling mound      | 6       | page 58 |
| 50     | 47-48 | 40         | —      | 46-49       | 1 average xorn         | 6       | MM 260  |
| 51-54  | 49-55 | 41-42      | 30     | 50-51       | 1d4 vampire spawn      | 6       | MM 253  |
| 55-56  | 56-58 | —          | 31     | 52-54       | 1 will-o'-wisp         | 6       | MM 255  |
| 57-59  | 59-61 | 43         | 32-33  | 55-58       | 1 black pudding        | 7       | MM 201  |
| —      | 62-63 | 44         | —      | 59-62       | 1 bulette              | 7       | page 4  |
| 60     | 64-65 | 45-48      | 34-38  | 63          | 1d4 phase spiders      | 7       | MM 207  |
| 61-65  | 66    | —          | 39     | 64-66       | 1d4 trolls             | 7       | MM 247  |
| 66-68  | 67    | 49-50      | 40-41  | 67-69       | 1 dark naga            | 8       | MM 191  |
| 69-70  | —     | 51-53      | —      | 70-71       | 1 gorgon               | 8       | MM 137  |
| 71     | —     | —          | 42     | 72-74       | 1 gray render          | 8       | MM 138  |
| 72-74  | 68-73 | 54-55      | 43-45  | 75          | 1d6 wraiths            | 8       | MM 257  |
| 75-76  | 74    | 56-57      | 46-47  | 76-80       | 1d4 driders            | 9       | MM 89   |
| 77-78  | 75-77 | 58-61      | 48-50  | —           | 1d4 invisible stalkers | 9       | MM 160  |
| 79     | —     | 62-63      | 51-54  | —           | 1 vrook                | 9       | MM 48   |
| 80-82  | 78-80 | 64-67      | 55-56  | —           | 1 clay golem           | 10      | MM 134  |
| —      | —     | 68         | 57-61  | 81-82       | 1 noble salamander     | 10      | MM 218  |
| 83-84  | 81-82 | 69-71      | 62-66  | 83          | 1 rakshasa             | 10      | MM 211  |
| 85     | 83-84 | 72-73      | 67-70  | —           | 1 barbed devil         | 11      | MM 51   |
| —      | 85-88 | 74-75      | 71-74  | —           | 1 devourer             | 11      | MM 58   |
| 86-87  | 89-91 | 76-78      | 75-79  | 84          | 1d4 night hags         | 11      | MM 193  |
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| —      | —     | 81         | 80-81  | 88-89       | 1 roper                | 12      | page 46 |
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| 91-93  | —     | 86-87      | —      | 90          | 1 werewolf lord        | 14      | MM 174  |
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| 95-96  | 94-96 | 89-91      | 85-86  | 94          | 1 greater stone golem  | 16      | MM 136  |
| —      | —     | 92-93      | 87-90  | 95-96       | 1 aboleth mage         | 17      | MM 8    |
| —      | 97-98 | 94-95      | 91-92  | 97-98       | 1 nightcrawler         | 18      | MM 195  |
| 97-98  | —     | 96-97      | 93-96  | —           | 1d6 horned devils      | 19      | MM 55   |
| 99     | 99    | 98-99      | 97-99  | 99          | 1 balor                | 20      | MM 40   |
| 100    | 100   | 100        | 100    | 100         | 1 old red dragon       | 20      | MM 75   |

# DUNGEON DENIZENS REVISITED

A *Pathfinder Chronicles* Supplement

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# It's a Freak Show

Maybe you haven't noticed, but some of the monsters in this game are just plain *weird*. A bear-sized armadillo that swims through the earth and likes to chomp halflings? An intelligent magical cloak that hangs around in coat closets hoping for someone to wear it? A monster you can accurately represent on the map with a transparent six-sided die? A treasure chest that's actually a predator? An intelligent sewer monster that eats garbage? Half owl, half bear? Aren't they all just a bit on the goofy side?

Well, yes, they may look goofy, but they're as much a part of the game as crawling through dungeons looking for dragons to battle. These iconic, strangely evolved or magically created monsters immediately identify themselves as "things for heroes to fight." They're not pretty. They're not friendly. And they certainly don't belong to any normal, real-world ecology. They're the fantasy equivalent of the duck-billed platypus, giant isopods, slime molds, hagfish, and parasitic eye worms—creatures so strange or disgusting you can't believe they're real, forcing you to wonder what horrible ecological factors created such a thing. In a world where dragons, gryphons, and harpies are considered "normal" creatures, the weird ones have to be really, really strange. Of course, after 30 years, they're quite familiar to gamers;

players know they should be wary of out-of-place treasure chests, run from the big bug with feathery antennae, and not use electricity on the animate heap of rotting vegetation. Sometimes it's good to take a look at a familiar thing and see if you can interpret it in a new, fresh way. That's the purpose of this book.

The first volume in this series, *Classic Monsters Revisited*, tackled seven kinds of well-known humanoids and three giant-kin. This book takes 10 of the iconic non-humanoid monsters and examines them in detail. The goal was not to reinvent these monsters, but re-envision them, giving explanations for why they had certain powers or behaviors. Paizo Editor-in-Chief James Jacobs researched all their incarnations in previous editions of the game to make sure that they stayed true to their origins—yet gave the designers the freedom to approach these monsters from new directions.

Every one of the monsters presented here includes a new bit of crunch, whether it's tools for hunting that creature, items you can make out of its corpse, or variants of the original version to keep players on their toes. Designed for 3.5, everything here is also usable with the Pathfinder Roleplaying Game.

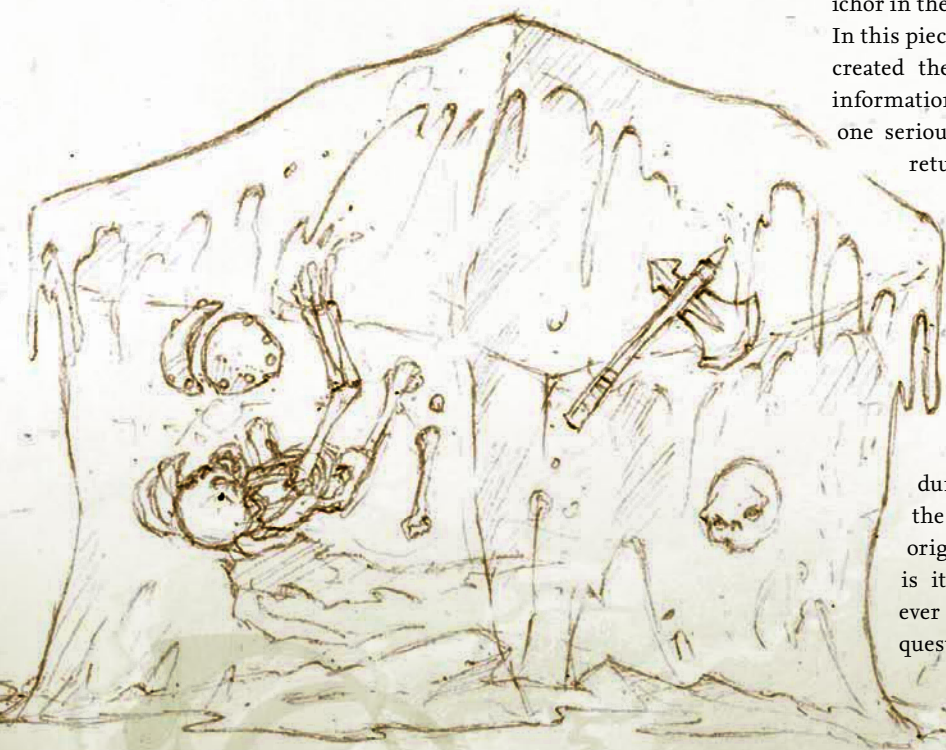
Here's a quick rundown of the 10 dungeon denizens presented in this book.

**Bulette:** Mix a snapping turtle, an armadillo, and demon ichor in the right way, and you get this voracious predator. In this piece by Joshua J. Frost, we discover who originally created them, some surprising battle tactics, valuable information on the crafting of bulette-hide armor—and one seriously gross way to tell when a bulette will be returning to its lair.

**Cloaker:** Mysterious and aggressive, the paranoid cloaklers have long been an enigma. How did they come to be? Why do they pretend to be clothing? Sean K Reynolds tackles these topics, and explains the aberrant psychology, allegiance to dark powers, and strange mutations of this misunderstood creature.

**Gelatinous Cube:** Perfect for keeping old dungeons free of debris and pesky adventurers, the gelatinous cube's shape clearly indicates its origin as a created thing. Who created it? What is its relation to other oozes and slimes? Is it ever intelligent? Rob McCreary answers all these questions, and more.

**Mimic:** The patient, solitary mimic is just one stage in this shapeshifting creature's





bizarre life cycle. What is the mimic's purpose? Is their glue used for anything other than trapping greedy explorers? How do they reproduce? Clinton Boomer takes a look at these questions and explains the mimic's unnatural obsession with humanity.

**Otyugh:** Dismissed by most city folk and adventurers as mindless filth-eaters, otyughs are actually as intelligent as dull-witted humans and have their own society and culture. How do otyughs find mates? Are they actually telepathic? Jason Bulmahn gives a voice to the lowly otyugh—a gravelly voice that says “give me garbage!”

**Owlbear:** Half owl, half bear—and all fury. Most young adventurers learn early on to run away from owlbears... that is, if they want to live to be old adventurers. Richard Pett describes the difficulties in taming the beasts, gear for riding and training them, and a half-dozen variants of this dangerous predator.

**Purple Worm:** Able to swallow a man whole, these monstrous worms are little more than mobile stomachs attached to gaping mouths. In their underground habitat, where avenues for escape are limited, purple worms are the undisputed kings of their food chain—which might just include adventurers. Greg A. Vaughan explains their origin, their relation to the stars and the deep-dwelling neothelids, and categorizes the many kinds of worms that burrow through the heart of the world.

**Roper:** Deep below the earth, the very stones themselves draw breath, waiting with clutching tentacles to interrogate and devour the unwary. Nicolas Logue is your guide as you enter the alien mind of the roper, which longs to hear your deepest secrets even as it gnaws away your limbs.

**Rust Monster:** Not much larger than wolves, these insect-like monsters strike fear into the heart of the greatest heroes, for their touch corrodes the most powerful armor and weapons into worthless powder. James L. Sutter talks about the science behind their strange diet and abilities, how to use their preserved antennae as weapons, and the dreaded rust lord that can violently extract the trace minerals in a living creature's body.

**Shambling Mound:** Most folk believe that plants are harmless, yet the parasitic shambler has the mind of an orc—and the savagery. What can these intelligent plants think about? Where do they come from, and why do they need corpses to reproduce? Jason Nelson explores these questions and reveals the tragic truth behind the deadly shambling mounds.

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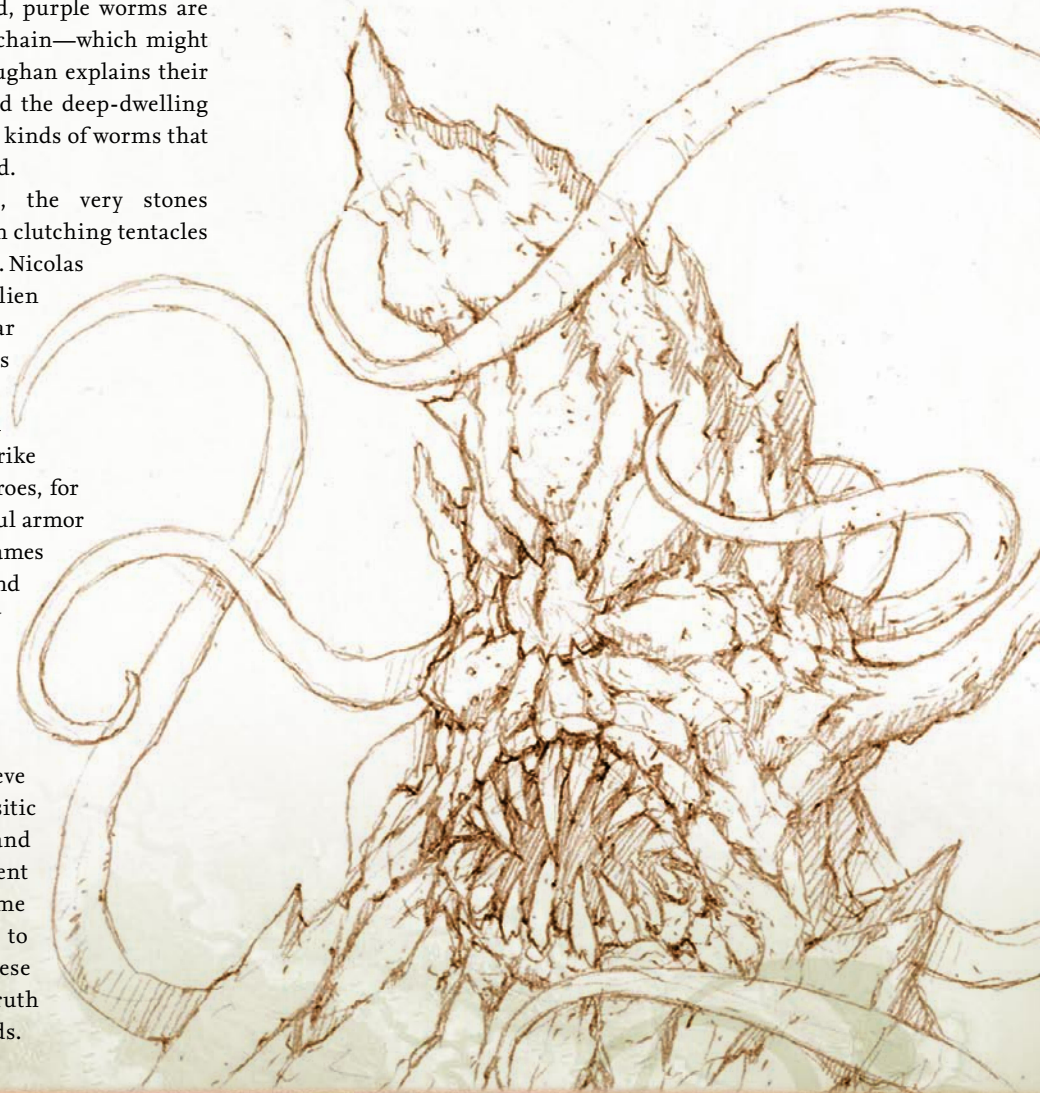
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## Bulette

Our sixth day out from Delmon's Glen we made camp by a small creek and settled in. Around the moon's apex, the ground rumbled, our tents collapsed, and rocks crashed into our camp from the cliffs above. Then silence. We had set to fixing the camp and mending wounds when the beast exploded into our midst like a ballista bolt, claws flashing, mouth agape, the canyon echoing with its bestial roar. Clansmen fled in all directions, but none could flee fast enough. The monster was on us all and fed on man and horse alike. It was as though Asmodeus himself opened the gates to Hell, and we were camped on perdition's doorstep.

—from the journal of Rolgar Ironsson,  
Ulfen merchant

**O**f all the beasts that populate the wilderness, few are as feared as the bulette. Known sometimes as the landshark, the bulette is a sleek predator, moving as fluidly through earth as those primeval eating machines move through water. Bulettes possess insatiable hunger and view anything that moves as food. They hunt constantly, and when their attention turns to new hunting grounds they feed until nothing remains. They are the stuff of nightmares, the bane of the wilderness—brutal, savage monsters whose ferocious majesty was not evolved, but intentionally crafted.

### OVERVIEW

While the process that created the bulette is long lost, many rumors abound regarding the origins of the landshark. According to popular lore, a cabal of arch-wizards seeking new beasts to guard its secret lairs created bulettes thousands of years ago. Many claim bulettes are a cross between two ordinary animals—the snapping turtle and the armadillo being the most common—which were then infused with the essence, or ichor, of demons. Though

no one alive today knows the absolute truth behind their origin, one thing is clear: bulettes are insatiable predators. Simple creatures that roam from region to region seeking more abundant prey, they devour everything that moves. Nothing that can walk, crawl, swim, or run is immune to the hunger and rage of the bulette—though elves like to brag that their blood tastes too plant-like for the landshark, and dwarves brazenly claim bulettes dislike the taste of their flesh. These claims may have some truth to them, but most non-elves and non-dwarves assume they're the stuff of hubris rather than any specific truth. Bulettes especially favor halfling and horse flesh, and have been known to attack large parties just to kill and devour one of these treats.

Those who've come face-to-face with a bulette and lived to share the story talk of a mindless, emotionless brute. Sometimes they tell of a bulette heading into a village, gliding just beneath the earth's surface and snatching townsfolk or livestock. Others speak of a bulette erupting in the middle of their camp and consuming everything too slow to flee. Bulettes, it is clear, cannot be reasoned with—they are hard to trick, and can only be stopped with brute force. Voracious and tenacious, they hardly stop eating long enough to rest.

## ECOLOGY

Bulettes typically live for 20 years, and spend all but the last few as solitary hunters. They prefer to roam temperate hills and plains in search of food, but have been spotted in tunnels deep beneath the surface as well as in deserts, atop high mountain plains, and (rarely) in arctic zones.

It's rare to find bulettes dead of natural causes in the wild, as in addition to the creatures' tendency to die in battle, sages believe that most aging bulettes' organs simply give out while they are engaged in the physical exertion of tunneling, entombing them where they fall beneath tons of dirt and stone. Some primitive tribes believe that earthquakes are caused by the death throes of these great creatures, deep within the earth.

Physically, bulettes are very complicated creatures. Their bodies are massive, typically growing to 15 feet in length and standing 8 feet or more in height. Young bulettes mature quickly, reaching full size in less than a year. In regions where food is plentiful and competition scarce, bulettes have been known to grow to nearly 20 feet in length and 12 feet in height. A bulette's armor plating is made of the same material as its skeletal structure. Young bulettes bear soft and malleable armor plates, and dwarven blacksmiths pay exorbitant amounts of gold to acquire them, as they can shape the plates before they harden, thus producing custom bulette plate armor. Once a bulette reaches its full, adult size, its armor plating is as hard as steel, making it a very difficult creature to penetrate with either blade or arrow.

## CREATING A BULETTE

It is commonly believed that the bulette was created by crossing an armadillo with a snapping turtle, infusing the union with demon ichor. While the specifics have long been lost, some researchers have attempted to duplicate the experiment. Their notes state that especially large specimens of each animal are needed, as well as the spells *animal growth*, *bear's endurance*, *bull's strength*, *darkvision*, *jump*, *permanency*, *polymorph*, and either *barkskin* or *stoneskin*. The animals are placed in a large sealable container, then doused with the ichor from a powerful demon, with stronger demons giving the reaction a greater chance of success. After adding the ichor, the creator seals the container, casts the required spells (alternately, potions of the weaker spells may be mixed with the ichor beforehand), and hopes for success.

How reliable the process is remains difficult to determine, as few of those who attempt it are ever heard from again.

Bulettes have massive torsos and thick legs that end in long, incredibly sharp claws that they use to burrow through the earth. Their musculature is entirely focused on moving the jaw (for eating) and the legs (for digging), making their claws a fearsome weapon and their bite a terrifying thing to behold. A series of elastic tendons runs the length of each leg and is anchored at the knees, hips, and ankles; originally evolved to help the creature quickly extricate itself from collapsed tunnels, these powerful muscles allow the ponderous beast to leap incongruously into the air with little effort, bringing all four claws to bear on an adjacent—and usually astonished—opponent.

Beneath the skin, bulettes are designed to eat. They have six stomachs, each one smaller than the last, and each processes food differently. The stomach acids of a bulette can melt armor and lay waste to magic trinkets. Only the toughest, magically enhanced metals can resist the digestive process. This lets bulettes eat their prey whole—gear and all, in the case of humanoids—without stopping to think about what they're eating. Their stomachs are disgusting, churning masses that break nearly everything down into a smelly pulp; alchemists prize the stomach acid of bulettes for its caustic properties.

A bulette's impact on its environment is severe. A peaceful valley of villages, farmland, and fish-filled streams can be turned into a wasteland of death and decay in just a single fortnight of bulette activity. When moving into new and bountiful territory, bulettes can go days without sleep. This same peaceful valley quickly finds its livestock gone, its buildings knocked down, its villagers eaten or fled, its streams emptied, and its forests devoid of wildlife. The constant burrowing also churns the farmland into a rocky waste, uproots trees, weakens or destroys the foundations

of dwellings, and drains entire ponds or lakes by opening tunnels into deep caverns.

**HABITAT & SOCIETY**

Bulettes have a 5-month gestation period and are born singly to a mating pair. A baby bulette possesses the same insatiable hunger as its parents and begins to hunt the moment it's born. Though its armor and claws are softer than an adult's, they still offer a measure of protection to the young landshark, and the claws are sharp enough to rend flesh. Young bulettes always follow behind the mating pair as they burrow together from hunting ground to hunting ground, as it'll be a full year before the whelp's claws are strong enough to tear through dirt, rock, sand, and clay. A mating pair of bulettes can have as many as six young before reaching the end of their lifecycle.

Once a bulette reaches a year old, it sets out on its own, beginning a lifetime as a solitary hunter. Adolescent bulettes seek hunting grounds that yield no competition from others of their kind. They can roam as far as 1,000 miles from their birthplaces, but tend to restrict themselves to a well-populated region of 500 or so square miles. When a bulette settles into a region to feed and hunt, it tends to travel the same routes again and again, leaving behind a complicated, twisting, and often unpredictable tunnel network of hard-packed earth and rock. These near-permanent remnants of a bulette's travels are called "shark holes" and are very dangerous to travel. While cave-ins, rockslides, and burrowing bulettes are ever-present dangers, they can be very useful paths from the surface to the dark caverns below.

Bulettes are primarily nocturnal, and tend to sleep out the warmest parts of the day in crater-like nests on the surface called "drifts." A given bulette usually maintains dozens of drifts at intervals along the borders of its territory, which it uses as it makes regular circuits around the area. Sleeping bulettes curl into balls, with the armor plating of their backs protecting their slightly more vulnerable underbellies. Since most predators know better than to bother a sleeping bulette, clever creatures (including humanoid hunters) sometimes find temporary shelter inside empty drifts, usually determining the risk by

the state of the droppings at the pit's bottom. If they're too fresh, the bulette may still be in the area. Too dry, and the beast is likely close to completing its route and returning. But for those drifts in which the droppings are dry on the outside but still moist in the center, their owner is likely several days away on the other side of its territory, making the drift a haven for those who know how to read the signs.

Bulettes seek out a mate around their seventeenth year of life. They roam far from their solitary hunting grounds and even bypass plentiful food sources in order to track a potential mate's scent. As their instinct shifts from eating and hunting to propagating the species, bulettes become more aggressive, seeking to expand their territories in order to provide for the forthcoming young.

Bulettes mate for the remainder of their lives and do not seek another mate if one is killed. The female bulette spends most of the last few years of her life pregnant, birthing over several seasons before the strain eventually takes its toll. A male's aggression peaks when the female bulette is pregnant, and his hunting prowess excels as he attempts to satisfy his mate's increased appetite.

Other than mated pairs, bulettes avoid direct confrontation with others of their kind. Whether this is simply a natural instinct or part of their magical "programming" from their creation is not known, but it is known that two bulettes, tossed into a fortified arena and expected to face off, will not fight one another, and will even work together to escape. All living creatures should be thankful that bulettes are solitary, as the only thing more dangerous than one hungry, captive bulette is two working together.

**CAMPAIGN ROLE**

GMs can introduce bulettes to a campaign in many different ways. A panicked village might hire the PCs to deal with a bulette that destroyed an outlying farm—given the creature's appetite, the rest of the village is surely next. Elven protectors of a forest might locate a series of bulette drifts and ask the PCs to find the bulettes responsible before the monsters depopulate the woods. Because it can travel underground, a bulette might pop up anywhere, while the PCs are traveling or even in the middle of a quiet camp. A location completely destroyed by a bulette attack could serve as a backdrop for an entire "home town" campaign, with the







PCs first discovering the aftermath of a bulette's hunger and then spending months or years helping the townsfolk rebuild and fortify against threats. The PCs may stumble upon a mated pair and experience a unique encounter wherein the female shields her young while her mate ferociously attacks the PCs. Finally, there's always the option of exploring the monsters' origin. Who created them? Was it a cabal of wizards, or a lone madman, and for what purpose? Did these early bulettes escape their creator, or were they released deliberately? Does the creator still exist, perhaps in a lich-like state? What other monstrosities were born in that ancient laboratory? Answering these questions could make for months of exciting gaming.

### VARIANTS

A common artificial origin has spawned a number of monsters closely related to the bulette. Some of these are simple variations of the base bulette, with mottled skin colors, thicker armor plates, or smaller sizes, while others are distantly related, barely recognizable mutations or experiments.

**Leprous Bulette:** Bulettes can contract leprosy, usually by eating an infected humanoid, and pass the disease on to any humanoid lucky enough to survive the creature's attack. For more information on leprosy, see *Pathfinder Adventure Path* volume #8.

**Spiny Bulette:** Sages believe this is either a mutation or a new breed created with a hedgehog or porcupine as the base creature rather than an armadillo. Large spines jut from between its armor plates; anyone attacking it with natural attacks or unarmed strikes take 1d6 damage and must make a DC 16 Reflex save or have the quill break off and embed in his flesh. Lodged quills impose a -1 penalty on attacks, saves, and checks per quill. The save DC is Dexterity-based.

**Xenarth:** The most feared bulette mutations are the xenarths. Also called ichor sharks, xenarths are an incredibly rare species of bulette that most believe long vanished from the world. Since the original bulettes were created with infusions of demon ichor, many have long associated them with demons despite the fact that they're simply magically created beasts. Xenarths, however, are actually demons. At the moment of the creation process when the fused animal parts were combined with demon ichor, xenarths were imbued with an excess of this essence, becoming demonic outsiders, creatures not of the Material Plane. Xenarths are covered in a slimy red ichor that burns like acid when touched and helps propel them through the soil much quicker than the bulette. Xenarths are brutal and even more frightening than their cousins. Bulettes eat to fuel an insatiable hunger—xenarths eat for the pure pleasure of destruction, and have been known to eat, regurgitate, and move on to other food.

### BULETTE ARMOR

Dwarves have long treasured bulettes for their thick hides and armor plating. In fact, some dwarf clans require their young to travel on long pilgrimages to areas thick with land sharks to hunt the reclusive and vicious beasts, intent on harvesting their plates for armor. A single adult male bulette has enough armor plating and hide to produce two sets of Medium bulette plate mail and four sets of Medium leather or studded leather armor. These armor sets are more often than not imbued with the delving armor quality, and veteran dwarf bulette hunters are rarely seen without their *+1 delving bulette full plate* while on the hunt. Creating bulette armor from the creature's hide requires a skilled armorer; crafted bulette armor may be normal or masterwork quality.

A set of bulette plate is functionally similar to metal full plate, but is prized by wealthy collectors and military commanders the world over, and tends to sell for up to 10 times more than a normal set. Bulette full plate is slightly heavier (65 pounds) than regular steel plate, but is more flexible and durable (max Dex bonus +2, hardness 12).

A suit of bulette leather armor weighs 20 pounds, and its appearance matches the coloration of the landshark from which it was made. It sells for 50 gp, but has the same statistics as studded leather.

#### BULETTE BULWARK (SHIELD)

**Aura** Faint abjuration; **CL** 9th  
**Slot** shield; **Price** 9,157 gp; **Weight** 15 lbs.

##### DESCRIPTION

Fashioned from a bulette's neck armor, this *+3 heavy shield* is as hard as steel (hardness 10, 20 hp). Because it is not made of metal, druids can use it without penalty.

##### CONSTRUCTION

**Requirements** Craft Magic Arms and Armor, 1 intact set of neck plates from a bulette; **Cost** 4,657 gp, 360 XP

#### DELVING (ARMOR QUALITY)

**Aura** faint transmutation; **CL** 5th  
**Price** +2 bonus

##### DESCRIPTION

Wearing armor with this quality grants you a burrow speed of 10 feet. This speed allows you to tunnel through any type of soil, including rocky soil, but not actual stone. This quality does not give you the ability to breathe underground, so you must hold your breath or use other magic that provides air. You gain a +4 bonus on all saving throws against landslides, avalanches, tunnel collapses, and similar effects. This armor quality may not be applied to shields.

##### CONSTRUCTION

**Requirements** Craft Magic Arms and Armor, *soften earth and stone*, 25 lbs. of bulette armor plating

## Xenarth

*This huge beast rests atop four thick legs that end in sleek, curved claws, and its body is covered in red-hued armor plates that drip with foul ichor. Its eyes glow red like hot coals, and strange veins between its plates pulse and glow like flames. Along its spine, a slender armored crest peaks at mid-back, much like the top fin of a shark.*

### XENARTH

**CR 10**

CE Huge outsider (chaotic, demon, evil, native)

**Init** +2; **Senses** darkvision 60 ft., tremorsense 60 ft.; Listen +16, Spot +16

#### DEFENSE

**AC** 24, touch 10, flat-footed 22

(+2 Dex, +14 natural, –2 size)

**hp** 145 (11d8+88)

**Fort** +15, **Ref** +9, **Will** +9

**Defensive Abilities** demon ichor; **DR** 10/cold iron and good;

**Immune** electricity and poison; **Resist** acid 10, cold 10, fire 10; **SR** 18

#### OFFENSE

**Spd** 40 ft., burrow 20 ft., climb 20 ft.

**Melee** bite +20 (2d6+13 plus poison) and 2 claws +14 (1d8+9)

**Space** 15 ft.; **Reach** 10 ft.

#### TACTICS

**Before Combat** Unlike their stupid cousins, xenarths possess some tactical skills. They prefer to sneak up on opponents and often trail potential victims unobserved from their underground tunnels, studying them and learning their weaknesses before ambushing them in advantageous terrain.

**During Combat** Xenarths are afraid of nothing and attack with reckless abandon. They revel in the act of violence and eat everything they kill, if only to vomit it forth again later in a grisly and triumphant torrent.

**Morale** Xenarths fight to the death.

#### STATISTICS

**Str** 29, **Dex** 15, **Con** 27, **Int** 6, **Wis** 10, **Cha** 6

**Base Atk** +11; **Grp** +28

**Feats** Alertness, Iron Will, Track, Weapon Focus (bite)

**Skills** Climb +31, Jump +5, Listen +16, Move Silently +16, Spot +16, Survival +14

**Languages** Abyssal

**SQ** telepathy 100 ft.

#### SPECIAL ABILITIES

**Demon Ichor (Su)** A slimy red ichor coats the xenarth's armored plates. Any weapon that touches a xenarth takes 3d8 points of acid damage from the corrosive demon essence, and the weapon's hardness does not reduce this damage. A magic weapon may attempt a DC 17 Reflex save to avoid taking this damage. A creature that strikes a xenarth with an unarmed attack, unarmed strike, melee touch spell, or natural weapon takes this damage unless the attacker makes a DC 17 Reflex save. The save DCs are Constitution-based.

**Poison (Ex)** Injury, Fortitude DC 23, initial damage 1d6 Con, secondary damage 2d6 Con. The save DC is Constitution-based.

## BULETTES ON GOLARION

Created at the beginning of the Age of Omens as guardians for magical libraries of the Azlanti, bulettes were trained, magically controlled soldiers for many ancient cultures, including Thassilon, Jistka, and Ancient Osirion. As those societies fell, the bulettes were loosed upon the world, and heavily infested the shores of the Inner Sea and the vast plains stretching east into Casmaron. After a few hundred years, however, the number of bulette attacks started to decline, and eventually the landsharks vanished altogether. Commoners and adventurers rejoiced, believing the creature extinct. During that time, cults of Lamashtu devoted to the bulette as their spirit beast began organized, ritualistic prayer ceremonies begging Lamashtu to return the landshark to Golarion. Over time these ceremonies evolved into complicated weeklong affairs culminating in ritual self-sacrifice and mutilation.

A century passed before another bulette was seen, but as it turns out, Golarion's landsharks have a cyclic population pattern in the wild. Starting with small numbers, the race multiplies over the course of 200–500 years until, either as a result of overpopulation or increased predation by even larger creatures such as dragons, a few fertile elder bulettes tunnel far underground and hibernate rather than mating, leaving a generation of suddenly sterile stragglers to die off. The elders sleep so deeply that dwarven mining expeditions have mistakenly believed them dead, with the beasts only rising groggily when the stout folk try to carve off their valuable armor plates. (It is now a standard practice for dwarves to decapitate any bulette corpse they find, just in case it's actually a hibernating specimen). The elders generally sleep for 50–150 years, then wake, find mates, rear a clutch or two of young, and die, leaving the world to the next generation. The most recent decline happened a century before the death of Aroden, with the bulettes returning just before the start of the Age of Lost Omens.

Now that bulettes are active again, their numbers and presence on Avistan, Garund, and Casmaron are larger than ever. Their once relatively small hunting grounds along the shores of the Inner Sea have expanded as far north as the Worldwound (where they flourish despite an unusually high population density, gorging on demon flesh), all the way east into Tian Xia, and throughout all of Garund other than the Mwangi Expanse. Outside of the Worldwound, bulettes are common in Rahadoum, Thuvia, Katapesh, Nex, Geb, and the Storval Plateau in Varisia, and less common across the heavily populated northern and eastern shores of the Inner Sea. Although bulettes have been known to hunt in swamps and marshlands, they avoid the Mwangi Expanse for unknown reasons.

**BULETTE**

The ground rumbles as a giant fin pokes through the earth and glides effortlessly through the soil. Suddenly, the dirt explodes in a shower of roots and rocks and a mighty beast covered in huge gray armor plates emerges from the hole. Its eyes shine with malice, and an armored crest, much like a shark's fin, runs from the beast's neck back to a short, thick tail. It stands on four powerful legs, each of which ends in long, wickedly curved claws.

**BULETTE**

CR 7

N Huge magical beast

**Init** +2; **Senses** darkvision 60 ft., low-light vision, scent, tremorsense 60 ft.; **Listen** +9, **Spot** +3

**DEFENSE**

**AC** 22, touch 10, flat-footed 20  
(+2 Dex, +12 natural, -2 size)

**hp** 94 (9d10+45)**Fort** +11, **Ref** +8, **Will** +6**OFFENSE****Spd** 40 ft., burrow 10 ft.

**Melee** bite +16 (2d8+8) and  
2 claws +10 (2d6+4)

**Space** 15 ft.; **Reach** 10 ft.**Special Attacks** leap**TACTICS**

**During Combat** Bulettes attack anything they think they can eat—and they can eat a lot. Their usual tactic is to focus on a single target until that opponent is dead, moving on to face any other targets attacking it, and stopping to feed as soon as no opponents are nearby. They erupt from the ground suddenly, the only warning their crests moving eerily through the earth, and attack everything in reach, disappearing as quickly as they appear.

**Morale** Bulettes are fearless and single-minded creatures; once they decide something is food, they fight to the death to get it.

**STATISTICS**

**Str** 27, **Dex** 15, **Con** 20, **Int** 2, **Wis** 13, **Cha** 6

**Base Atk** +9; **Grp** +25

**Feats** Alertness, Iron Will, Track, Weapon Focus (bite)

**Skills** Jump +18, Listen +9, Spot +3**SPECIAL ABILITIES****Leap (Ex)** A bulette can jump into the air during combat.

This allows it to make four claw attacks instead of two, each with a +15 attack bonus, but it cannot bite.

*“Nothing stops a charging knight faster than a bulette eating his mount out from under him—in the middle of a joust, no less. The man was lucky he only lost his horse and a leg.”*





## Cloaker

“People blame ‘mad wizards’ for a lot of strange creatures—bulettes, rust monsters, and so on. I used to think cloakers had the same origin, crushed into their current shape by some fool wizard, escaped into the wild to plague explorers, half-mad and hating their own existence. I was wrong. Their origin is much older, much darker, tied to the civilizations before the rise of Old Azlant. Deemed unfit, their masters abandoned them, and they turned to even older horrors for survival. By calling upon powers darker than the deepest oceans, they found madness... and freedom.”

—Hadren Kost, Darklands survivor

Cloakers are bizarre creatures whose interactions with surface folk are almost universally violent. Avoiding the upper levels of the Darklands, they murder unsuspecting visitors, leading many to believe they are little more than aggressive beasts. Cloakers are actually quite intelligent, but cursed with a terrible paranoia that makes them antisocial even toward most of their own kind.

### OVERVIEW

Cloakers are inclined to be solitary, as most of them are quite paranoid that all other creatures wish to kill them. Some overcome this fear to the extent that they believe there is safety in numbers, and live with like-minded cloakers for communal vigilance. A rare few throw off the shackles of paranoia (in exchange for a different mental illness) to become leaders of cults. But most cloakers live and hunt alone, preferring the comfort of absolute darkness, where their mental demons quiet themselves to a dull roar.

Gifted with natural camouflage that helps it blend into rocks, a cloaker can rest in one place (often clinging to a wall or ceiling) for hours at a time, lightly sleeping.

If startled, it is inclined to flee rather than fight, as it assumes anything capable of sneaking up on it must be an assassin intent on killing it, and is therefore prepared for any contingencies the cloaker may have thought up. Their solitary nature makes cloakers fringe predators at best, and (ironically) few creatures consider their race a threat worth exterminating. The reverse stands true for cloakers who can get the drop on intruders—if a cloaker can attack with surprise, it usually does so, eager to attack and kill likely assassins before they have a chance to strike themselves.

Cloaker leaders are the exception. These brilliant and charismatic individuals are capable of organizing followers and slaves into dangerous forces, typically intent on striking out at perceived or imagined enemies. Often tainted with some otherworldly power, these cults usually wipe themselves out when facing a greater enemy, or self-destruct in an orgy of suicide and murder... which might be a part of the leader's plan in pursuit of some greater goal.

## ECOLOGY

Cloakers bear live young, anywhere from two to a dozen. However, these young actually mature inside leathery eggs carried within the cloaker's body for 9–12 months, hatching internally before the mother expels them from her body. In emergencies, a cloaker can lay these eggs prematurely, leaving them to hatch on their own or (rarely) in the care of a guardian. Cloakers usually reproduce with their own kind, though their paranoia means this may only happen once or twice in a lifetime. They can also breed with Medium or Large rays, though these couplings usually result in imbecile offspring with no supernatural abilities. In emergency situations where an isolated cloaker believes itself to be the last of its kind, they have been known to gestate unfertilized eggs, birthing yellow-gray "vampiric cloakers" that feed on blood.

Once born, a cloaker depends on its parent for the first few weeks of its life, after which it can fend for itself. Most cloakers drive away their young at this point, though cloakers living in a cult prefer to indoctrinate their young and provide food and education for a much longer period. Cloakers become mature and able to breed at approximately age 5. They have roughly the same lifespan as a human, though mental illness and battles with supposed enemies mean that most don't live past age 40.

Despite their size, cloakers are simple organisms and can subsist on small animals, fungus, and even moss or lichen. Their only bone-like structures are their teeth, claws, and tails, and their nutritional requirements once fully grown are minimal. They fly by flapping their wings, but can crawl along the ground in an inchworm-like manner or even lie almost completely flat and creep at half speed like a slug. Cloaker flight is based on strength, not

## POTION FUNGI

While cloakers can handle objects with their tails, claws, and mouths, they are not as good as humanoid at dealing with fine manipulation, which makes using potion flasks problematic. To get around this problem, cloaker potion-makers (or someone working on their behalf) invented potion-infused fungal stalks or caps. These function exactly like potions except there is no stopper to remove before using the item—as a standard action, the cloaker puts the fungus in its mouth, chews, and swallows. Potion fungi are usually only 1–2 inches across, and many cloakers impale one onto a grasping claw for easy use in combat (as they have no easy way to carry objects). Other creatures can use potion fungi just as if they were potions, but the paranoid cloakers have been known to add materials that are irritating or toxic to all but the cloaker race, just in case they fall into the wrong hands.

magic, despite a form better designed for water travel than air; it is strong enough to leap into the air from a standing start and fly immediately (much as dragons do in confined spaces). The flat shape of its body means a cloaker can pass through a gap 6 inches high as long as there is room for its 8-foot wingspan; it can fold itself in half or even in thirds to reduce this horizontal requirement at the expense of greater height.

Given their ray-like shape and ability to breed with true rays, it is clear that cloakers are an evolved form of the docile aquatic ray. Their origin is tied to the aboleths, who wanted a race of spies who could watch over their human and skum minions, and even advise or defend key agents on land, yet could never band together to overturn the aboleths themselves. The result of the aboleths' breeding programs and magical experimentation was the cloaker—stealthy, intelligent, and suspicious. They may be distantly related to darkmantles, or darkmantles may be a failed early prototype of the cloakers that escaped and thrived.

Those who study the creatures often speak of the mystery of the cloaker's brain, and how understanding its thoughts or even its words is nearly impossible. The reason for this confusion is threefold. First, cloakers are insane, and that insanity acts as a filter on what they say and think; any sane person listening to one has difficulty parsing when the cloaker is trying to participate in a conversation and when he's merely hearing fragments of the creature's internal monologue. Second, a cloaker's brain is more like a shark's than a humanoid's, and prioritizes information very differently; someone unfamiliar with this quirk may think the cloaker is focusing on trivial or obscure points, but limited evidence from sahuagin and druids with awakened shark companions illustrates that the thought processes and manners of speech are similar. Third, they are the creations of the aboleth, and their use of

certain words and the structure of their sentences can be traced back to the psionic behemoths; those unfortunate enough to talk with both aboleths and cloaklers recognize similarities in their speech.

### HABITAT & SOCIETY

Cloakers prefer solitude. Most are mentally unstable and believe that all other intelligent creatures seek to murder them, so they avoid contact with other beings, rarely forming partnerships with humanoid creatures they can physically dominate—only when a cloaker believes it can easily kill its “partner” does it relax its suspicions. This also means that groups of cloaklers are usually led by an older, smarter, stronger individual dominating younger, naïve, weaker ones.

Sometimes a cloaker’s insanity takes a different form, such as egomania, sadism, or psychopathy. For reasons appropriate to their condition, these individuals prefer the company of others in the forms of sycophants, victims, or collaborators, and become leaders of larger groups of cloaklers. Often such cloaklers become priests of unearthly gods, leading others in chanted prayers to horrors beyond the darkness, or sacrificing victims in the name of unpronounceable, unspeakable evils.

A cloaker will sometimes ally itself with a humanoid creature, typically a native of the Darklands, especially skum who have been cut off from their aboleth masters. In fact, while such alliances are rare, they ironically constitute the majority of surface folk’s encounters with cloaklers, for only in an alliance will the normally isolated creatures venture forth into other societies. With larger humanoid allies, cloaklers are fond of folding over on themselves to hide their tails and faces, posing as nothing more than a heavy cloak. This habit is the source of the term “cloakler,” in fact, and in the absence of a name by which they identify themselves, has become the de facto appellation for their kin. Cloaklers rarely partner with derro (whom they consider insane and untrustworthy), humans, aboleth-bonded skum (whose loyalties are suspect), or sahuagin (too warlike). They never associate willingly with aboleths. Duergar are too rigid for most cloaklers’ tastes and too short for the monsters to easily disguise themselves as a cloak. Drow and cloaklers both have distrustful societies and a tendency to worship chaotic and evil gods, making

them suitable partners once peaceful contact is made. Some cloaklers (particularly the psychopath and sadist types) have gone so far as to learn drow fleshwarping techniques (see *Pathfinder Adventure Path* volume #16) and practice this trade on their own minions. Cloaklers interested in partnering with humanoids sometimes get weave-like patterns tattooed on their backs to help them look more like rugs (when clinging to walls) or cloaks (when worn by other creatures). A few lucky ones have magical tattoos, giving them extra defenses (such as +4 to natural armor or +4 to Dexterity) or spell-like abilities (*mage hand* and *magic missile* are common choices).

The cloaker race was not always as it is now. Long ago, they were merely suspicious, tasked by their aboleth masters with keeping an eye on the skum and human slave races. Able to spy on a leader or cling to an ally like a garment, the cloaklers were well suited for their work. When the humans rebelled against their enslavement, their former aboleth masters destroyed what they could of human civilization. Without human slaves to spy on, the aboleths discarded the cloaklers as well, driving them into the wild places. Bereft of goals and leadership, the cloaklers eventually turned to ancient primordial gods who filled the empty void in their lives with madness, permanently altering their minds. Distrustful of even their own kind except under the best circumstances, the cloaklers scattered, finding places to hide where food was plentiful, yet still compelled by their aboleth-programmed urges to observe and remember. If cured of their madness in such a way that their offspring would also be born sane, cloaklers would quickly become a powerful force within the Darklands, using their specialized abilities to become information brokers, spies, assassins, and bodyguards.

Many cloaklers find solace in the existence of strange, alien gods that are more insane than any mortal—Azathoth, Rovagug, Shub-Niggurath, Yog-Sothoth, and others—and are comforted by the idea that there are powerful beings out there with no desire to kill them. This is the closest thing to true benevolence a cloaker can understand; they believe even benign deities like Desna and Sarenrae are secretly plotting against them, using a pleasant façade to lull them into a false sense of security before the ultimate betrayal. Most cloaklers are religious in the sense that they acknowledge their weird gods exist and made them what they are today, but few



spend any time performing rituals or praying, mainly because the cloakers understand that the gods don't care if they are worshiped and any layperson's efforts beyond simple obeisance is a waste of time and effort. Only rarely do cloakers embrace religion in the way that humanoids do, and these devout cloakers are usually the ones who replace paranoia with some other mental affliction.

### CAMPAIGN ROLE

Cloakers are best used to ambush, annoy, confuse, and terrorize PCs. Their fear generally makes them unwilling to fight extended battles with groups of adventurers, so usually a cloaker encounter sees the creature attacking in a surprise situation, then retreating if it doesn't think it can quickly kill all of its "enemies." If one target looks especially weak, the cloaker engulfs it in the hopes that the others will kill their own ally while trying to hurt the cloaker. A cloaker might lair in a hazardous area, such as a cave with trapped floors, a large pit, or a river of water or lava, relying on these hazards to keep it safe and using its moan and shadow shift powers to hinder the PCs without revealing itself. An egotistical cloaker might aid an ogre chieftain in dominating the rest of his tribe, and when the PCs reach the chief they'll be surprised to find the true power behind the throne—especially if the cloaker is a spellcaster. In the rare cases where a cloaker is sane enough to interact with PCs without attacking or fleeing, they make excellent diplomats and guides through dangerous areas.

### TREASURE

Lacking heads, necks, feet, hands, or limbs, cloakers have difficulties using items designed for humanoids. They can wear rings on their finger-claws and use *ioun stones* and potion fungi (see sidebar), but few other items are suitable for their shape. They prefer small, portable items they can carry in a small pouch (held in the mouth or by its straps), such as magical gems, *figurines of wondrous power*, or *hands of the mage*. Some use magical brooches or necklaces as body piercings near the claws or tail, which function normally despite the odd location. Anything they can't use they bury so that nobody else can use it against them. This means a cloaker's treasure is often kept in a single small bag, typically resting in a niche high above the ground, though greater treasures may be hidden nearby where the cloaker can keep an eye on them.

### VARIANTS

While most cloakers have a fairly uniform appearance, there are several varieties, crossbreeds, and inbred mutations that stand out from the norm.

**Amphibious:** True to their ancient heritage, some cloakers can breathe water as easily as air, and have a swim speed equal to their fly speed. Some may have devolved so

much that they cannot breathe air at all, and live only in the waters of the Darklands or the crushing depths of the ocean, perhaps once again serving the aboleths.

**Assassin:** Cloakers sane enough to work with or for others may study advanced techniques of murder, taking levels in ranger, rogue, and assassin.

**Fungoid:** Some cloakers become infested with one or more kinds of parasitic fungi, perhaps from battling Darklands vegepygmies. Usually these don't bother the cloaker except to increase its appetite to compensate for nutrients stolen by the fungi. These cloakers usually have large patches of mushrooms growing on their backs, making it less likely they'll be mistaken for a wearable cloak but allowing them to lie flat on the ground and look like a pile of refuse. Some have patches of phosphorescent fungus growing on their underbellies, which they use as lures to attract prey or lead unsuspecting creatures into traps (the glow is blocked if the cloaker clings to a wall or floor). Some achieve a kind of symbiosis with a more dangerous type, such as brown mold, violet mold, or yellow mold. Brown mold fungoids deal 1d6 points of nonlethal cold damage per round to all creatures within 5 feet and take double damage from cold attacks. Violet mold fungoids deal violet fungus poison (MM 113) with every bite and tail lash attack, as well as to any creature striking them with natural weapons or unarmed strikes (CR +1). Yellow mold fungoids release a 10-foot-radius cloud of spores if struck (up to three times per day), with effects equal to yellow mold (DMG 76). Any type of cloaker (assassin, halfbreed, and so on) may become a fungoid.

**Halfbreed:** These cloaker-ray crossbreeds are looked down upon by all cloakers, but their slow wits (Int 8) mean they make excellent thuggish minions for normal cloakers. Halfbreeds are sterile with regard to their own kind, but can breed with rays or normal cloakers (producing offspring of the same kind as the other parent). A halfbreed's skill modifiers are Hide +5, Listen +3, Move Silently +4, and Spot +3. It does not have a cloaker's normal shadow shift abilities.

**Priest:** Technically not a separate breed of cloaker but possessing a different derangement, cloaker priests are usually clerics (or more rarely druids) who worship the Great Old Ones; they typically have access to two of the following domains: Chaos, Madness, Knowledge, Rune, and Void (see *Pathfinder Chronicles: Gods and Magic* for information on the Void domain). A rare few priests worship Lamashtu, breeding and birthing insane, monstrous offspring.

**Shadowbrood:** Believed to be cloakers infused with the energy of the Plane of Shadow (perhaps by the efforts of the church of Zon-Kuthon), these midnight-black cloakers are often mistaken for incorporeal undead. They can use their shadow shift ability to produce effects identical to

*darkness* and *dimension door* (self only). Once per day they may use *maze* and *shadow walk* as spell-like abilities (caster level 8th). (CR +1)

**Stinger:** Some cloakers have poisonous stingers on the ends of their bony tails; these cloakers make a sting attack instead of a tail slap attack for 1d6+5 plus poison (injury, Fortitude DC 16, 1d4 Dex, 1d4 Dex).

**Vampiric:** The yellow-gray cloakers born of unfertilized eggs thrive on blood and attach themselves to their prey like leeches. Despite the name, most vampiric cloakers are not undead; however, explorers have reported vampiric cloakers that recoil from holy symbols and are damaged by water, so presumably they somehow can become true vampires, though the mechanics for this are unknown. In addition to the normal powers of cloakers, they have the following abilities. (CR +1)

**Attach (Ex):** If a vampiric cloaker hits with a bite attack, it uses its powerful jaws to latch onto the opponent's body and automatically deals bite damage each round it remains attached. An attached cloaker loses its Dexterity bonus to Armor Class and has an AC of 16. An attached cloaker can be struck with a weapon or grappled itself. To remove an attached cloaker through grappling, the opponent must achieve a pin against the creature. A vampiric cloaker can use this ability while it engulfs an opponent.

**Blood Drain (Ex):** A vampiric cloaker drains blood, dealing 1d4 points of Constitution damage in any round when it begins its turn attached to a victim. Once it has dealt 10 points of Constitution damage, it detaches and flies off to digest the meal. If its victim dies before the cloaker's appetite has been sated, the cloaker detaches and seeks a new target.

**Webspinner:** Created by drow fleshwarping using ettercap and spider essence, these cloakers can create sheets of sticky webs like monstrous spiders and shoot web nets like ettercaps up to eight times per day. Many of these have poisonous bites or stingers as well.

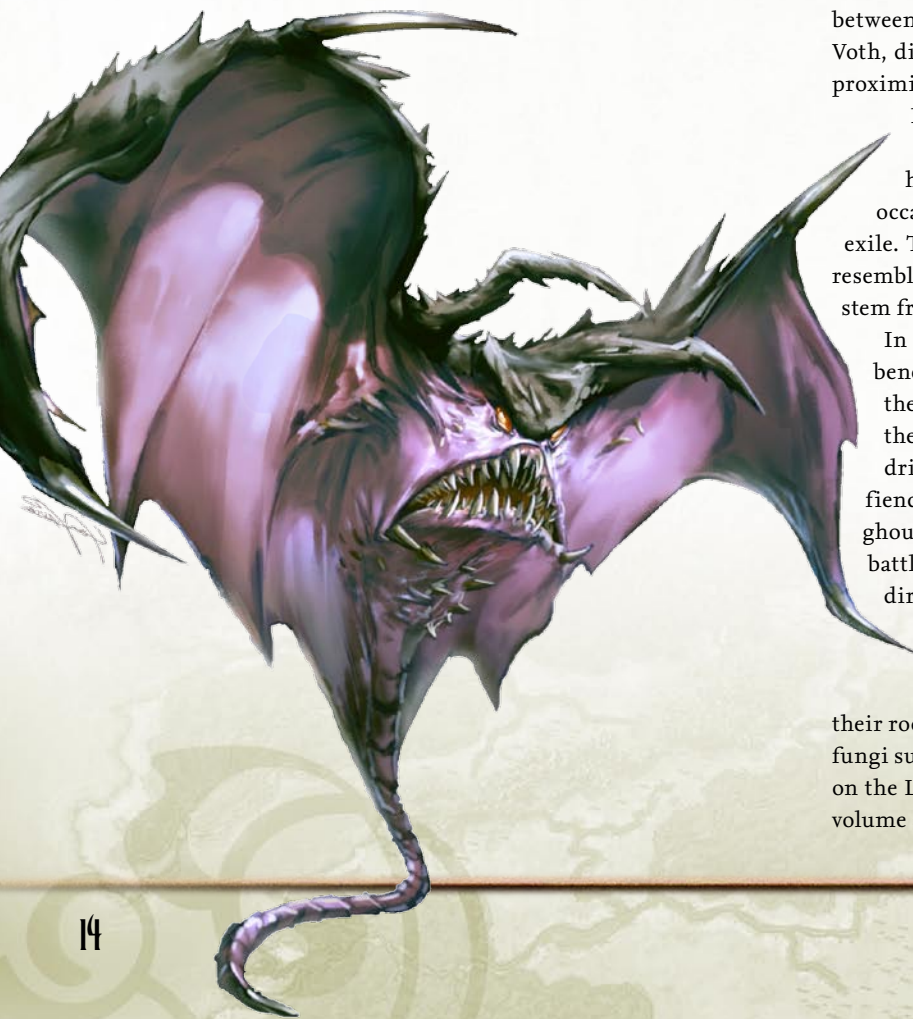
## CLOAKERS ON GOLARION

Aboleths created the cloakers to spy on their Azlanti thralls, rewarding loyal leaders with cloaker bodyguards and assassins. When the aboleths destroyed Old Azlant, the cloakers were cast out, fleeing to the Darklands to eke out a living. Most aquatic cloakers have returned to the service of the aboleths, aiding skum and gillmen as directed, and sometimes acting as contacts or bait for normal cloakers. The remainder of the cloakers informally serve the Great Old Ones (see *Pathfinder Chronicles: Gods and Magic*), with a few actual clerics and druids of these gods leading cults of like-minded Darklands creatures, kidnapping, sacrificing, or indoctrinating surface-dwellers.

Cloakers are native to the Darklands, equally distributed between Sekamina and Orv. They usually avoid Nar-Voth, disliking the humanoid settlements there and the proximity to countless conspirators on the surface world.

Built for stealth, they creep along the edges of other civilizations, eager for news that might help them outwit some imagined enemy, and occasionally preying on a straggling scout or lost exile. The tattoos of cloakers living among humanoids resemble Varisian tattoos, though these magical markings stem from a much older source.

In the Land of Black Blood, an Orvian vault deep beneath the forests of Kyonin, various tribes battle for their portion of the necromantic substance called the Black Blood of Orv. These tribes—cloakers, driders, derro, amphibious humanoids, and exiled fiends and genies—harvest this material to sell to ghouls, liches, and necromancers at high prices, and battles over the blood are frequent. The cloakers here directly or indirectly serve the Moldering Emperor, a very powerful neothelid, banding together in a mutual fear of their monstrous lord and the hostile creatures that share their vault. As their roost is a mushroom forest, they have easy access to fungi suitable for making potions. For more information on the Land of Black Blood, see *Pathfinder Adventure Path* volume #18.





**CLOAKER**

This flying creature looks like a monstrous manta ray with a long tail ending in a bony whip and horns ending in thumb-like claws. On its pale underside are a fang-filled mouth and two glaring red eyes. Its top side is as black as the darkest night, its belly as white as a dead fish. With wings spreading farther than a grown man can reach, it swims through the air with a strange grace and agility.

**CLOAKER****CR 5**

CN Large aberration

**Init** +7; **Senses** darkvision 60 ft.; Listen +13, Spot +13**DEFENSE****AC** 19, touch 12, flat-footed 16

(+3 Dex, +7 natural, -1 size)

**hp** 45 (6d8+18)**Fort** +5, **Ref** +5, **Will** +7**Defensive Abilities** shadow shift**OFFENSE****Spd** 10 ft., fly 40 ft. (average)**Melee** tail slap +8 (1d6+5) and

bite +3 (1d4+2)

**Space** 10 ft.; **Reach** 10 ft. (5 ft. with bite)**Special Attacks** engulf, moan**TACTICS**

**Before Combat** If a cloaker knows it faces a difficult fight, or a group of cloakers is preparing for a raid, they use their potion fungi (see sidebar on page 11) in advance. They like to harry and disable potential opponents with the nausea and unnerve effects of their moan ability before attacking, counting on the resulting chaos to keep them relatively safe while they pick off the least dangerous foes.

**During Combat** In an ambush, a cloaker tries to engulf the weakest-looking opponent, hoping to bite the engulfed target to death, perhaps with the target's allies unintentionally "helping" by splitting their damage between the cloaker and its target. Cloakers prefer hit-and-run tactics, killing one target and then fleeing into the darkness, only to return later and repeat the process.

**Morale** A cloaker has a strong survival instinct, and if it believes its opponents may kill it, it uses its moan ability to create fear or nausea and tries to flee.

**STATISTICS****Str** 21, **Dex** 16, **Con** 17, **Int** 14, **Wis** 15, **Cha** 15**Base Atk** +4; **Grp** +13**Feats** Alertness, Combat Reflexes, Improved Initiative**Skills** Hide +8, Listen +13, Move Silently +12, Spot +13**Languages** Undercommon

**Combat Gear** *potion fungus of cat's grace, cure moderate wounds, delay poison, or resist energy*; **Other Gear** *hand of the mage, 300 gp*

**SPECIAL ABILITIES**

**Engulf (Ex)** A cloaker can try to wrap a Medium or smaller creature in its body as a standard action. The cloaker attempts a grapple that does not provoke an attack of opportunity. If it wins the grapple check, it establishes a hold and bites the engulfed victim with a +4 bonus on its attack roll. It can still use its whip-like tail to strike at other targets. Attacks that hit an engulfing cloaker deal half their damage to the monster and half to the trapped victim. A cloaker cannot fly while it is engulfing a creature.

**Moan (Ex)** A cloaker can emit a dangerous subsonic moan as a standard action. By changing the frequency, the cloaker can cause one of four effects. Cloakers are immune to these sonic, mind-affecting attacks. Unless otherwise specified, a creature that successfully saves against one of these effects cannot be affected by the same moan effect from the same cloaker for 24 hours. All save DCs for moan effects are Charisma-based.

**Fear:** Anyone within a 30-foot spread must succeed on a DC 15 Will save or become panicked for 2 rounds.

**Nausea:** Anyone in a 30-foot cone must succeed on a DC 15 Fortitude save or be overcome by nausea and weakness. Affected characters fall prone and become nauseated for 1d4+1 rounds.

**Stupor:** A single creature within 30 feet of the cloaker must succeed on a DC 15 Fortitude save or be affected as though by a *hold monster* spell for 5 rounds. Even after a successful save, the creature must repeat the save if the cloaker uses this effect again.

**Unnerve:** Anyone within a 60-foot spread automatically takes a -2 penalty on attack and damage rolls. Those forced to hear the moan for more than 6 consecutive rounds must succeed on a DC 15 Will save or enter a trance, unable to attack or defend themselves until the moaning stops.

**Shadow Shift (Su)** A cloaker can manipulate shadows. This ability is effective only in shadowy areas and has three possible effects.

**Dancing Images:** This effect duplicates a *mirror image* spell (caster level 6th).

**Obscure Vision:** The cloaker gains concealment (20% miss chance) for 1d4 rounds.

**Silent Image:** This effect duplicates a *silent image* spell (DC 15, caster level 6th). The save DC is Charisma-based.



## Gelatinous Cube

“We thought it was a ghost at first, some armored spectre slain long ago who still haunted the halls of his death. Brandeis, our cleric, stepped forward to banish it back from where it came. He froze in mid-prayer, then let loose a blood-curdling scream from paralyzed lips as the thing engulfed him. ‘Twasn’t a ghost at all, you see, but a vast cube of quivering jelly that filled the corridor from floor to ceiling. We fled then, and when we later returned, all we found was his silver holy symbol, gleaming wetly and etched by acid. Nothing else remained of poor Brandeis.”

—“Scar” Helgask, retired adventurer

Dungeons are filled with a variety of subterranean slimes and oozes, some harmless, others—such as the puddle-like gray ooze, ameoboid ochre jelly, and much-feared black pudding—exceedingly dangerous. But perhaps no ooze is stranger than the gelatinous cube. Filling entire corridors with their surprisingly geometric shapes, gelatinous cubes scour their lairs clean of all organic debris, whether offal, carrion, or living creatures. Even inorganic objects are picked up in the cleansing sweeps of a gelatinous cube, forming a treasure trove of undigested riches, the sole remains of its devoured victims.

### OVERVIEW

Gelatinous cubes are mindless scavengers that live only to eat, wandering aimlessly through caverns and underground tunnels, engulfing anything in their paths. They produce powerful digestive acids to break down organic materials. Gelatinous cube acid is also a paralyzing anesthetic, but different varieties have their own unique acidic secretions, some even capable of dissolving inorganic materials like metal.



While other oozes are known to climb, and can be found lurking in dark alcoves preparing to drop down on unsuspecting explorers, gelatinous cubes are firmly land-bound. Their mass and shape, and their slippery mucus coating, prevent them from climbing walls or clinging to ceilings. They can, however, move up and down stairs with no trouble, provided such impediments are less than half the height of the cube. While they can compress themselves to fit into narrow or low-ceilinged corridors, gelatinous cubes cannot fit into spaces smaller than half their width. Because gelatinous cubes breathe (a cube's entire body acts as a rudimentary lung), they are not normally found in aquatic environments. Shallow pools up to 10 feet deep provide no obstacle to gelatinous cubes, however, as long as at least some parts of their bodies protrude above the surface to allow breathing.

Unlike their amorphous brethren, gelatinous cubes have a defined shape; they are usually found inhabiting worked dungeons and mines rather than natural caves. Additionally, they are immune to electricity and nearly transparent. Experienced adventurers learn to watch for a strange shimmering in the air, the reflection of light off a cube's glistening sides, or faint slime tracks on the floor and walls—all telltale signs of a gelatinous cube's presence in a dungeon.

### ECOLOGY

A typical gelatinous cube is 10 feet on a side and weighs over 7 tons. They grow to fit their surroundings, however, so a cube inhabiting a giant-built dungeon can reach sizes of 20 or even 30 feet to a side with enough food. Unlike most other large creatures, gelatinous cubes are single-celled organisms grown to monstrous size. The viscid interior of the ooze's body is surrounded by a thin, permeable layer called the cytoskeleton, which protects the ooze, enables it to move, and maintains its cubic shape. The cytoskeleton is able to repair itself at a remarkable rate, preventing its semifluid interior from gushing out when the creature is wounded. Like other oozes, a gelatinous cube has no eyes or other dedicated sensors. Instead, its entire body acts as a primitive sensory organ, detecting the scent and vibrations of nearby food sources, to the extent that even *invisibility* is no defense against it.

A gelatinous cube feeds by engulfing anything it encounters, using its anesthetizing slime to paralyze living prey. Once inside a cube's body, organic material is quickly dissolved and digested. Inorganic objects, such as metal or stone, remain suspended within the cube's gelatinous protoplasm until such time as they are expelled from the cube's body. Because of its simple composition, a gelatinous cube can survive long periods of time with no food, going into a state of torpor until it detects a nearby food source. Due to this ability to hibernate for extended

periods, the actual lifespan of gelatinous cubes remains a mystery.

The gelatinous cube is widely regarded as too bizarre to be the product of natural evolution. Scholars point to its cubic shape as evidence of intelligent design, and several obscure texts contain ambiguous passages that hint at strange rituals devised by ancient magicians to create gelatinous cubes. In fact, the first gelatinous cube was the accidental product of two warring obsessions in a demented mind. A long-forgotten sorcerer postulated that all ooze life was the product of a vast empire of intelligent oozes from another plane that sought to absorb all other forms of life across the multiverse. While he believed that oozes represented the pinnacle of pseudonatural evolution, this sorcerer was convinced that true perfection lay in geometric precision, and endeavored to merge the two into a race of loyal guardians and servants.

Using a variety of existing oozes as raw material for his experiments, the mage summoned bodiless alien beings from other realities in a blasphemous attempt to combine their alien intelligence with the raw potential inherent in protoplasm, imposing the order of the planes on the chaos of ooze life. Frustrated and maddened, his experiments grew ever more elaborate and crazed, but he was unable either to implant even rudimentary intelligence into the ooze or to constrain it into geometric shapes. His research ended abruptly when he ran an electrical current through a quantity of paralytic ooze, causing it to grow exponentially. He was overwhelmed and absorbed by his new creation, which continued growing until it completely filled the confines of the mage's 10-foot-square laboratory cell.

Although the researcher's experiments were a failure, the end result proved surprisingly popular among other mages and paranoid recluses: an unsleeping, remorseless killing machine, perfectly adapted to guard the rooms and hallways of a wizard's sanctum or dungeon. Over time, the secret of creating these singular guardians spread, and others expanded upon the lost sorcerer's work.

Although gelatinous cubes were originally created through magical experimentation, they can reproduce on their own, and can now be found throughout the world. Gelatinous cubes replicate themselves asexually, usually through the process of budding. When food is plentiful, a cube may extrude a small part of itself, which soon drops off to become a separate gelatinous cube. Such young are of Small size, and live in some danger, as they are frequently reabsorbed by their mindless parent. Given enough food and luck, however, a young budded cube can grow to full size within a month's time.

Rarely, gelatinous cubes have been known to reproduce via fission, though this has only been observed in large habitats with an overabundance of food. In these cases,

## OOZE FEATS

Here are some feats for dealing with ooze friends or foes.

### INDIGESTIBLE

You have acquired a resistance to the acids of oozes.

**Prerequisites:** Favored enemy (ooze) or survived engulfing by an ooze.

**Benefit:** You gain acid resistance 5.

### OOZE COMPANION

Your understanding of oozes has grown to the point where you can bond with one as a companion.

**Prerequisites:** Ooze Whisperer, animal companion, wild empathy.

**Benefit:** Add the following oozes to your list of possible animal companions. 7th—gelatinous cube, gray ooze; 10th—ochre jelly; 13th—black pudding. Because of its non-intelligence, an ooze companion starts with 0 tricks (only your bonus tricks from druid levels apply) and can only learn the following bonus tricks: attack, come, defend, and stay.

### OOZE WHISPERER

You have a special bond with slimes and oozes.

**Prerequisites:** Wild empathy class feature.

**Benefit:** You may target oozes with spells and special abilities that normally only affect animals as if the oozes were magical beasts with Intelligence 1, though they gain a +4 bonus to their saving throws. You may use wild empathy to influence oozes as easily as you influence magical beasts with Intelligence 1.

an adult cube divides itself into two equal cubes of Medium size. With plentiful food available, these cubes usually avoid the threat of reabsorption and quickly grow to Large size. As such, this method remains the most successful means of gelatinous cube reproduction.

## HABITAT & SOCIETY

Oozes can be found across the world in nearly any environment, but gelatinous cubes almost invariably occupy underground or indoor habitats. They prefer damp tunnels to dry, and well-traveled dungeons to abandoned ones, as these provide plenty of moisture and food for a hungry cube.

A typical gelatinous cube lair is a dungeon or mine with worked, regular features. Unlike most such places, however, a gelatinous cube lair is amazingly clean—no mold or slime growing on the walls, no patches of fungi, and no sign of other subterranean creatures such as bats and insects. Even small amounts of rubble and dirt, commonly scattered throughout most dungeons, are missing. Careful investigation reveals signs of dried slime trails on the floors and walls, but these faint glistening patches might be mistaken for trace amounts of crystal in the walls themselves.

Rooms within such a dungeon are completely empty, with no sign of decayed furnishings or even dust, unless a stout metal or stone door bars entry. In dungeons where a gelatinous cube is used as a guardian, there is often one closely fitted, vault-like door of stone or metal to keep the cube away from the treasure it guards. One disused room may contain a small mound of shining metal and polished stone objects, comprised of indigestible items ejected by the cube, but there is just as likely to be a number of such tiny piles scattered randomly throughout the dungeon, constantly changing position and composition in an endless cycle of absorption and expulsion.

Gelatinous cubes and other oozes have no society to speak of, living solitary existences as scavengers. Rarely, more than one ooze may be encountered in close proximity, although gelatinous cubes avoid each other so long as food is plentiful. (Similar to how all creatures with at least Charisma 1 recognize themselves as separate from their environment, different cubes react to each other in a primitive, instinctual, “this is me, do not eat” sort of way.) In conditions of famine, one cube may attempt to engulf another. In such cases, the larger, stronger cube is the usual winner after a brief battle. A clash between two evenly matched cubes is a titanic struggle that can last for days, as the glutinous horrors push against one another, extruding pseudopods while they seek purchase on slimy walls and floors, with each attempting to envelop its opponent until one cube inevitably tires and is absorbed by the victor.



## CAMPAIGN ROLE

Gelatinous cubes best serve as obstacles for low-level adventurers delving underground. Intelligent dungeon denizens may suffer the presence of a cube nearby as a guardian and janitor, and its square shape makes it preferable to other oozes, as even a simple stone door can easily block it from entering certain rooms. Perhaps the PCs have been hired to find an adventurer who recently disappeared in the local cave system and recover his ancestral sword, which can now be found floating in the depths of a gelatinous cube.

Other creative uses can make a gelatinous cube a greater threat. Due to a cube's transparency, it may not be readily apparent to inexperienced adventurers what danger they actually face. A shield suspended in a cube might seem to be hanging on the wall behind it, giving greedy adventurers a nasty surprise. A suit of absorbed armor, perhaps with a faint magical glow, might look like a ghostly figure in a darkened corridor (see *D1: Crown of the Kobold King* for an example of this tactic).

Due to its slow speed, a gelatinous cube is easily avoided once its presence is known. Canny dungeon designers may incorporate cubes into traps to address this shortcoming. A careless rogue who falls through a spring-loaded trapdoor into a 10-foot-square pit filled with a gelatinous cube is in some trouble until his companions can work out how to reach him. More dangerous are traps that drop a cube on top of the party.

## TREASURE

Gelatinous cubes do not collect treasure. They do, however, absorb valuables as they sweep through their lairs, and the indigestible remains of past victims can remain suspended in a cube for weeks until they are expelled from the creature's body.

A gelatinous cube's treasure consists solely of various coins (1/10th the normal amount) as well as goods and items made of stone or metal. Weapons, metallic armor, gems, jewelry, and even the occasional potion in a metal or glass flask are all likely to be found in a cube's lair, or within the cube itself.

## VARIANTS

As a product of magical experimentation, the gelatinous cube exists in several different varieties.

**Ebony Cube:** This creature is a gelatinous cube that has been crossed with a deadly black pudding. Vast cubes of inky slime, they lose their transparent ability, but their acid is more powerful, able to dissolve even metal. Any melee hit or engulf attack deals 1d6 acid damage and the opponent's armor and clothing dissolve and become useless immediately unless he succeeds on a DC 20 Reflex save. A metal or wooden weapon that strikes an ebony cube

## OOZE-HUNTING GEAR

Ooze-hunting rangers and underground explorers have developed several alchemical and magical items to protect them from ooze attacks.

**Alkali flask:** This is a flask of caustic liquid that reacts with an ooze's natural acids. You can throw an alkali flask as a splash weapon. Treat this attack as a ranged touch attack with a range increment of 10 feet. A direct hit deals 1d6 points of acid damage. Every creature within 5 feet of the point where the acid hits takes 1 point of acid damage from the splash. Oozes and other acid-based creatures take double damage from the flask. **Cost** 15 gp; **Requirements** Craft (alchemy) DC 20; **Weight** 1 lb.

**Alkali salt:** These tiny granules can be dissolved in water, creating a slimy material used to coat metallic items such as weapons or armor. Such a coating neutralizes the metal-eating acid of black puddings and gray oozes, protecting the item from 1d3 contacts with an ooze's acidic touch. **Cost** 30 gp; **Requirements** Craft (alchemy) DC 20.

**Ooze grease:** This alchemical concoction can be spread over a Medium or Small creature's body as a full-round action. It provides a +5 alchemical bonus on Escape Artist checks, grapple checks to avoid a grapple, and Reflex saves to avoid an ooze's improved grab or engulf abilities, but gives a -5 penalty to disarm checks, grapple checks to start or maintain a grapple or pin, and other checks that may be hindered by a loose grip (such as Climb). One application lasts for up to 1 hour and can be removed with soap and water. **Cost** 50 gp; **Requirements** Craft (alchemy) DC 25; **Weight** 1 lb.

**Sovereign glue:** This fluid immediately thickens ooze protoplasm, acting as a permanent *slow* spell on the creature. Applying the glue is a standard action that provokes an attack of opportunity. Applying *universal solvent* to an ooze under the effect of the glue returns the ooze to normal (without doing damage, see below).

**Universal solvent:** This substance dissolves ooze protoplasm. A single application inflicts 4d6 points of damage to an ooze (Fortitude half DC 19). Applying the solvent is a standard action that provokes an attack of opportunity, or it can be thrown as a splash weapon (affecting only the targeted ooze) for half damage. *Stone salve* has the same effect against gray oozes.

also dissolves immediately unless it succeeds on a DC 20 Reflex save. The cube's acidic touch deals 20 points of damage per round to wooden or metal objects, but the ooze must remain in contact with the object for 1 full round to deal this damage. (CR +2)

**Electric Jelly:** This rare variant is capable of producing powerful electrical shocks. It has a purplish sheen, reducing Spot checks to notice it to DC 10. Once every 1d4 rounds, the ooze can generate an electric pulse in a 10-foot radius that deals 1d8 points of electricity damage and stuns creatures

**FLESH TO OOZE**  
**School** transmutation (polymorph); **Level** Sor/Wiz 6

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**CASTING**  
**Casting Time** 1 standard action  
**Components** V, S, M (alchemical reagents worth 100 gp)

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**EFFECT**  
**Range** close (25 ft. + 5 ft./2 levels)  
**Target** 1 creature or see text  
**Duration** permanent  
**Saving Throw** Fortitude negates, Will partial, see text;  
**Spell Resistance** No

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**DESCRIPTION**  
 This functions like *baleful polymorph*, except the target becomes an ooze. A creature of 3 HD or less becomes a gray ooze, 4–9 HD becomes a gelatinous cube or ochre jelly, and 10+ HD becomes a black pudding. Alternatively, instead of a creature you may target a quantity of inert flesh (such as that created by the *stone to flesh* spell) of sufficient mass, which becomes an ooze of your choice.

Because a target's gear does not transform with it, any items fall under or within the ooze's body, which may mean the items are destroyed. If the ooze has the split ability, splitting the ooze creates one ooze that retains the creature's original identity (for the purpose of memories or restoring the creature) and one normal mindless ooze of that type.

for 1 round. A DC 20 Fortitude save reduces the damage by half and negates the stunning effect. (CR +1)

**Frost Cube:** This ooze contains floating pockets of symbiotic brown mold (DMG 76). In addition to eating whatever organic materials they pick up, frost cubes feed on warmth and radiate cold. Living creatures within 5 feet of the cube take 3d6 points of nonlethal cold damage per round. Fire brought within 5 feet of a frost cube gives it fast healing 3. It takes +50% damage from cold attacks. (CR +1)

**Sorcerer Ooze:** Also called the brain cube, this is perhaps the strangest variant ever reported. Presumably some mad mage or ooze-cultist found a way to transfer humanoid intelligence into the cube's body as a way of achieving immortality without resorting to undeath, but at the cost of the humanoid's sanity. Still able to cast spells (using Silent Spell and Still Spell), a typical sorcerer ooze has Intelligence 10, Wisdom 12, and Charisma 18, with the spellcasting ability of a 10th-level sorcerer. Some know the *ventriloquism* spell, allowing them to communicate with others (though their madness means they eventually attack anyway), but most didn't plan ahead enough and have been locked inside a gelatinous prison, able only to eat and cast spells, never interacting with intelligent creatures in any meaningful way. (CR +6)

**Stunjelly:** This most commonly encountered variant is gray in color and slightly translucent. A stunjelly looks like a section of dungeon wall 10 feet square, where it waits to engulf passing prey. It has the same paralytic acid as a standard gelatinous cube, and requires a DC 20 Spot check to notice it, but may also be detected by the mild odor of vinegar it exudes (see *Tome of Horrors, Revised*).

**GELATINOUS CUBES ON GOLARION**

On Golarion, gelatinous cubes may be found inhabiting nearly any subterranean dungeon, from the ice-clad reaches of the Crown of the World to the steaming jungles of Garund and even farther afield. In Avistan, the Acadamae of Korvosa has at least one gelatinous cube sweeping corridors clean of garbage and wayward students, while the abandoned dwarf-holds of the Five Kings Mountains provide numerous lairs for the creatures. In the Garundi interior, gelatinous cubes are known to infest the vine-choked cities of the Mwangi Expanse as well. Scattered cults of Rovagug in Casmaron particularly favor the mindless, destructive oozes as guardians for their hidden temples.

Scholars of ooze lore usually attribute the origin of gelatinous cubes on Golarion to Jubilex, the Demon Lord of Poison and Ooze, who gave his inspiration or aid to one of three sources: the antediluvian wizardry of the alien aboleths (and their human protégés of Old Azlant), the slime pits of Haruka (the Thassilonian domain of Sloth), or the god-kings of ancient Osirion. While many sages scoff at tales of Osirian oozes, claiming the dry climate of that land is inimical to ooze life, stories abound of lost Osirian tombs rediscovered and opened after being sealed for millennia, empty of all living things save a single, ravenous gelatinous cube that suddenly stirs to life. It is just as undeniable, however, that the Thassilonian ruins of Varisia are home to large concentrations of gelatinous cubes. It is even rumored that aquatic varieties of gelatinous cubes can be found wandering the sunken halls of lost Azlant, though the secretive elves of the Mordant Spire drive away most explorers wishing to confirm these stories.

Perhaps the strangest story of all comes from beneath Golarion. Recently, reports have surfaced of a huge vault located in Orv, the deepest level of the Darklands. These accounts describe a gelatinous cube of truly mountainous proportions, worshiped as a god by an aberrant race of half-ooze humanoids who placate it with a never-ending tribute of food and slaves captured from neighboring vaults. Normal-sized gelatinous cubes are said to cleave like icebergs from the sides of this thing and wander aimlessly through the tunnels of the Darklands. Thus far, these statements remain unconfirmed on the surface, and a Pathfinder expedition to investigate these disturbing claims, led by famed venture-captain Rixmir Thal, has not been heard from in months.

**GELATINOUS CUBE**

*This transparent, cube-shaped creature has no visible organs or appendages, only a few bits of corroded bone and metal suspended inside its quivering protoplasm.*

**GELATINOUS CUBE**

**CR 3**

N Large ooze

**Init** -5; **Senses** blindsight 60 ft.

**DEFENSE**

**AC** 4, touch 4, flat-footed 4

(-5 Dex, -1 size)

**hp** 54 (4d10+32)

**Fort** +9, **Ref** -4, **Will** -4

**Defensive Abilities** ooze traits; **Immune** electricity

**OFFENSE**

**Spd** 15 ft.

**Melee** slam +2 (1d6 plus 1d6 acid)

**Space** 10 ft.; **Reach** 5 ft.

**Special Attacks** acid, engulf, paralysis

**TACTICS**

**During Combat** A gelatinous cube attacks by slamming its body into its prey. Though it is capable of making a slam attack with a pseudopod, it normally uses its engulf ability against foes.

**Morale** A gelatinous cube fights mindlessly to the death.

**STATISTICS**

**Str** 10, **Dex** 1, **Con** 26, **Int** —, **Wis** 1, **Cha** 1

**Base Atk** +3; **Grp** +7

**SQ** transparent

**SPECIAL ABILITIES**

**Acid (Ex)** A gelatinous cube's acid does not harm metal or stone.

**Engulf (Ex)** Although it moves slowly, a gelatinous cube can simply mow down Large or smaller creatures as a standard action. It cannot make a slam attack during a round in which it engulfs. The gelatinous cube merely has to move over the opponents, affecting as many targets as it can cover. Opponents can make attacks of opportunity against the cube, but if they do so they are not entitled to a saving throw. Those who do not attempt attacks of opportunity must succeed on a DC 13 Reflex save or be engulfed; on a success, they are pushed back or aside (opponent's choice) as the cube moves forward. Engulfed creatures are subject to the cube's paralysis and acid, and are considered grappled and trapped within its body. The save DC is Strength-based and includes a +1 racial bonus.

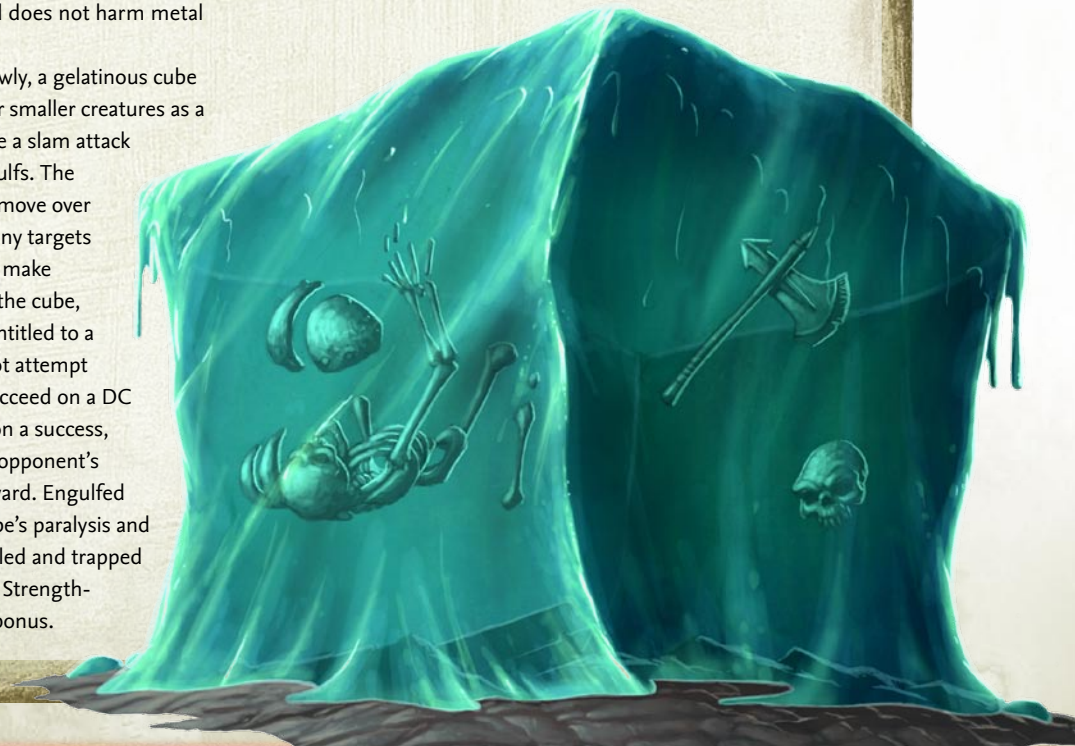
**Paralysis (Ex)** A gelatinous cube secretes an anesthetizing slime. A target hit by a cube's melee or engulf attack must succeed on a DC 20 Fortitude save or be paralyzed for 3d6 rounds. The cube can automatically engulf a paralyzed opponent as an immediate action. The save DC is Constitution-based.

**Transparent (Ex)** Gelatinous cubes are hard to see, even under ideal conditions, and it takes a DC 15 Spot check to notice one. Creatures who fail to notice a cube and walk into it are automatically engulfed.

**Creating a Gelatinous Cube**

A variety of techniques for creating gelatinous cubes and other oozes in a laboratory exist, several of which may be found in an ancient tome called *A Treatise on Jellies, Puddings, and Other Dangerous Oozes*. One process involves summoned gangs of ooze mephits and lemures, which are transmuted into mindless protoplasm using the *flesh to ooze* spell. The resulting ooze is then treated with an alchemical concoction of aboleth slime and paralytic chuul extract before being poured into a large, 10-foot-square wooden mold. Kept warm and moist, by the time its acid has dissolved the wooden mold the ooze has solidified and matured into a full-grown gelatinous cube.

Despite the extraplanar nature of the creatures used in its creation, the gelatinous cube is not an outsider, although different recipes may create one with the fiendish template.





## Mimic

“The mimic-beast is certainly legendary for the subtlety of its camouflage, yet I find some discomfort at the realization that so little has been said of its internal life: What alien thoughts must occupy this hunter’s lonely hours in the cold caverns below? What urge compels its shifting, and what genius regulates its rippling mutations? What, indeed, of its inexpert fawning over the smooth dimensions of men and elves, or of its hideous and unnatural aping of the civilized tongue so far down into the eternal black?”

—from the notes of Sage Genovi,  
71st Dragon of the Empty-Heart

The mimic is a terrifying apex predator; few natural beasts can match the creature for sheer strength or killing power, and its extraordinary camouflage ability and native intelligence give it a lethal advantage over other Darklands inhabitants.

### OVERVIEW

The physical mutability of the mimic is its best-known trait: a mimic’s outward form can perfectly replicate the appearance of nearly any structure or object it has ever observed—shifting color, structure, and shape to exact specifications in an instant—and its vast creativity allows it to improvise new forms of infinite complexity and subtlety at will. Although the average mimic has a repertoire of a few dozen well-established disguises, the variations it can achieve are theoretically limitless.

In its natural form, the mimic combines the qualities of the anglerfish, the rock octopus, and the scorpion: translucent, chitinous plates shift freely around the hulking frame of a distended mass of pale tentacles and eyes, all supported by the strength of a clear, trunk-like pseudopod. Thick gelatin



holds the mass together, acting as blood, digestive system, and skin all at once. The mimic is slow to move over land, but its speed is deceptive—its shape-shifting is startlingly quick, and when hungry and engaged with prey, the slams of the mimic's mutable limbs come fast and deadly.

A mimic's seething hatred of its own kind and its rapacious hunger forces it into new hunting grounds with horrible regularity. The mimic has no understanding of community or companionship, and actively avoids contact with all other beings except within the predator-prey dynamic; even the most clever and manipulative lair-tyrant mimics cannot stand the presence of other beings for more than a few minutes at a time. They are puzzled by human expressions like "pet," "friend," or "love," and often misinterpret the words to mean "food."

Although mimics are not naturally evil, they are certainly alien and incomprehensible, with sudden shocking moments of casual cruelty interrupting otherwise polite conversation. The mimic's reputation for friendliness—or, at least, guarded neutrality—is born out of its intelligence, its desire for food, and a strange, quasi-sexual obsession that mimics have with humans: all mimics believe that they will someday become human, with a fervent certainty equal only to humanity's belief in the gods. Those few mimics who truly attempt to become human are shattered by the failure; transformed into mockeries of that which they find most beautiful, these failed-apotheosis mimics are the bane of all life.

## ECOLOGY

Sages posit that the first mimics were created by the ancient aboleths as spies or war-weapons, generated from roper organs mingled with the blood of doppelgangers or some other shape-changing beast. Indeed, the mimic seems from all study and appearance to be a created creature: its abilities, habits, and obsessions are simultaneously too esoteric and too perfectly crafted to have arisen naturally over the cycle of millennia. Regardless, the infinitely adaptive and efficient beings are found across the face of the world, and lair deep within the underground caves in places unknown to any civilized species. Mimics may pass through six distinct life-phases during their centuries of existence: spore, plasmoid, hunter, lair-tyrant, metamorphic scholar, and failed-apotheosis; not all mimics enter into any of the last three phases, and the majority of mimics remain as simple hunters for the duration of their lifespans, unconcerned with the passage of ages around them.

Mimics are asexual, and reproduce via spores. When a mimic controls enough food and territory, it undergoes an involuntary internal change called spatter-spawning, laying out a large, thick glue-carpet of spore-rich protoplasm 30 or more feet in diameter. Having marked the walls and floor of a particular cavern or ruin with this stinking graffiti, it departs, never to return. Immature

## MANY SHAPES

In theory, a Large mimic can replicate any solid, inorganic object or structure with the general dimensions of 150 cubic feet, while a Huge mimic can replicate an object or structure encompassing a full 1,200 cubic feet or more. Because they are living creatures with a functioning anatomy—albeit a highly mutable, alien, and incomprehensible one—mimics are subject to the normal squeezing rules. Mimics can squeeze through or into a space that is at least half as wide as their normal space; a Large mimic (which normally takes up four 5-foot squares) can squeeze into a space that is one square wide.

A disguised mimic may choose to occupy fewer than four squares, including occupying only one (by squeezing along two dimensions simultaneously), but mimics cannot make their central body mass thinner than 3 feet in any single dimension. Within these limitations, a mimic has many options: a squeezing mimic could take the shape of a 3-foot-square, 16-foot-tall pillar, for example, or a 7-foot-square platform 3 feet thick. In addition, a mimic can add limitless complex details, including limbs, sensory organs, or elements as fine as human hair.

A mimic might be found posing as a throne, a statue, a fountain, a massive crystal, a tree, a protruding stone doorway with iron-banded wooden doors, a large writing desk with alchemist's lab, a wall, a rocky outcropping, or even a bookshelf stocked with books. Although a mimic cannot divide into multiple pieces or actually become a complex mechanical object such as a wagon or functioning ballista, it can easily take the outer shape of such a thing.

mimics bud out of the whitish glue-carpet, forming multihued, chitin-plated plasmoids the size of housecats; immediately ambulatory and capable of camouflage, these miniature mimics feed upon the glue-carpet, each other, and those helpless scavengers attracted by the stench and subsequently trapped by the glue.

A dozen or so of these plasmoids eventually depart the spatter-spawn pit, but less than 10 percent undergo the metamorphosis into full hunter mimics—the rest are eaten by larger predators or starve to death as their metabolisms accelerate in anticipation of metamorphosis. Each growing plasmoid consumes more than 2 tons of food over the next several weeks. Plasmoids are prone to random mutation, and the results of these changes appear during this transition to the hunter stage, as does their ability to create their own adhesive. In the end, a hunter mimic grows from a small, creeping scavenger into a lurking, intelligent predator larger than a bear. Once it becomes a hunter adult, a mimic isolates itself from others of its kind.

A variety of hunter mimic strains have been identified. The majority of the species—80 percent—forever remain hunters, never encountering humans nor dreaming of becoming like them. With far slower metabolisms than

### PLASMOIDS AND SPAWN PITS

Mimic plasmoids have exactly the same statistics as monitor lizards, except that they are aberrations with the shapechanger subtype rather than animals and have the mimic shape extraordinary ability of an adult mimic (limited to Medium size). Mimic plasmoids are immune to the adhesive qualities of the spatter-spawn pit in which they are born.

The glue-carpet of a spatter-spawn pit is incredibly sticky; the organic glue replenishes via some unknown means, slowly generating fresh adhesive material as silt and dust collect upon it. An area covered in spatter-spawn glue is treated as difficult terrain, and any creature that begins its turn in an area coated with the substance must make a DC 16 Reflex save or be held fast. A successful DC 16 Strength check can pry the creature loose. Strong alcohol can temporarily eliminate the adhesive of the glue-carpet, but an affected area becomes sticky again after 1 minute.

The glue-carpet exudes a powerful odor of rotting fish; scavengers are attracted to the smell and often become trapped. Creatures with the Scent special ability can detect a glue-carpet from up to a mile away.

### MIMIC PACKS

In exceptionally rare instances, when several dozen tons of foodstuffs are readily available (often in the wake of a large-scale war in a Darklands city), multiple plasmoids from the same spatter-spawn pit survive the metamorphosis into hunters. As they have functionally identical memories, they identify themselves as pieces of the same organism, and quickly organize into an efficient predatory pack. Although their relationships to one another are exceptionally cold and militaristic by human standards, this is the closest a mimic ever comes to family or friends. Those members of the pack who develop unique characteristics or memories are driven from the group, which considers them a cancerous variation on its uniformity.

their youthful forms, hunter mimics patiently wait for days or even weeks for food to stumble past, resting in a kind of hibernation. Hunter mimics also travel extensively, and their mimicry allows them to travel safely almost anywhere. Intelligent creatures, mimics feed off of weaker beings and do not engage obviously superior foes.

Some mimics develop into lair-tyrants: creatures obsessed with the control and domination of a wide-

ranging area of abandoned sewers, keeps, temples, and other places of human engineering or habitation. These mimics are fascinated with the detritus and artifacts of humans, and manipulate both the societies of simple humanoid species around them (often kobolds or goblins who worship them as gods) and raw materials, usually toward the creation of opulent and ever-expanding lairs. Lair-tyrants often build devious and terrible traps to protect their underground palaces. Although still solitary beings, a lair-tyrant often acts as the secret mastermind behind the sudden expansion of a humanoid tribe, directing them always toward the taking of ever further territory. These lair-tyrant mimics sometimes develop psionic abilities, and often grow to enormous size.

The second-to-last stage of mimic development, the metamorphic scholar, is the natural culmination of the strange, species-wide belief that mimics can someday become human, a racial imperative indelibly woven into the first glue-carpet memories they consume. Although all mimics believe that they will someday learn how to shape-change into men, metamorphic scholars engage in obsessive research on the topic: stealing human children to raise as their own, taking apart human bodies to better understand their construction, and consuming blood from a wide variety of humans so as to learn how to better replicate it.

### HABITAT & SOCIETY

The mimic's pseudo-alchemical glue is the key to understanding their odd society. Though clear, odorless, and tasteless to humanoids, to the mimics the slime is thick with information. After gaining the race-memories of their species with their metamorphosis into plasmoids, mimics obtain new instincts from perusing the liquid trails of other mimics and leave behind simple chemical memories in their own glue.

For the mimic, the glue of another of their kind is a repulsive thing, the human equivalent of another person's spit and sweat, and they meticulously avoid it once they decode its messages. By means of this potent slime, mimics mark territory against others while simultaneously relaying information; in the arid and weather-free Darklands, the trail of a foreign mimic's passage is obvious to another mimic even years later.

Mimics despise the company of others, no matter the species—the only exception stems from their obsession



with humans. Because of this instinctive interest, mimics may tolerate the presence of a solitary human for several minutes at a time, though they eventually attack or drive away their visitor. A mimic quickly grows agitated in the presence of multiple creatures, even humans.

The memories of the mimic are as mutable as their forms, and the famous patience of the mimic is due to this very ability: mimics can discard boring or unpleasant memories as easily as a human throws out moldy bread. Mimics casually edit their minds in this way constantly, and think nothing of removing several weeks' worth of "empty" time spent waiting for a meal to arrive. Consequently, they have a hard time judging things like how long ago an earthquake occurred or a certain creature passed by them.

## CAMPAIGN ROLE

A mimic can serve as a lurking or alien presence within a dungeon or wilderness site, a sort of living poltergeist that seems to be simultaneously everywhere and nowhere. The mimic certainly delivers an interesting low-level ambush encounter, but as a long-lived, slow-moving and methodical occupant of the Darklands, a hunter mimic could also act as a long-term contact for the PCs, perhaps a neutral party between surface-dwelling humans and underground kobolds or orcs who share a ruin-based border.

As lair-tyrants and metamorphic scholars, the mimics begin to take more active roles in the game: for instance, a Huge mimic might be the godlike puppet-master of an expansive humanoid regime, with the PCs never realizing until it's too late that their enemy is not the hobgoblin warlord on the massive throne, but the throne itself. And once an elder mimic becomes invested in transforming itself into a human and starts abducting townsfolk to study them, PCs will never look at the "friendly" mimic the same way again.

## TREASURE

Mimics carry treasure within hollowed-out bubbles inside their bodies; these fleshy pockets serve to keep coins, jewelry, books, and other tantalizing trinkets safe from harm when not in use. Hunter mimics have little use for this treasure, but they well understand the utility of gold and magic as bait for prey. Lair-tyrants and metamorphic scholar mimics take great joy in the acquisition of human-made treasure, decorating their homes in grand style.

## VARIANTS

Of the vast multitude of mimic adaptations found throughout Golarion (see the Mimic Mutations sidebar), the failed-apotheosis mimic deserves special mention.

All mimics believe that they will someday transform into humans. Some elders obsess over this and go to great lengths to truly understand humanity before they set their

## MIMIC MUTATIONS

As supremely adaptive creatures with truly aberrant physiologies, mimics sometimes develop new powers as they mature into adulthood. A mimic's spawn inherit its powers and may mutate further, resulting in mimics with multiple unrelated abilities (for example, the subterranean mimic has the bioluminescence, gillfoot, and hypersenses abilities). The following represent several options for creating unique and deadly camouflaged hunters of the deep, along with the recommended CR increase for each.

**Aberrant Biology (Ex):** The mimic ignores extra damage from critical hits and sneak attacks 50% of the time. (+1 CR)

**Adaptive Resistance (Ex):** The mimic has resistance 20 against any one of the following energy types at any one time: fire, cold, electricity, or sonic. As a move action, the mimic may change the energy type against which it is resistant. (+1 CR)

**Bioluminescence (Ex):** The mimic can choose to shed light from any part of its body, ranging in intensity from a soft glow like that of a candle (shadowy illumination in a 5-foot radius) to the full brightness of a torch (bright light in a 20-foot radius and shadowy illumination for an additional 20 feet). The mimic may duplicate any color of light it so desires, even creating multiple colors, and may cancel or resume use of this ability at will as a free action. (+0 CR)

**Corrosive Glue (Ex):** The mimic deals an extra 2d6 points of acid damage with every successful slam attack or grapple check. (+1 CR)

**Gillfoot (Ex):** The mimic has climb speed 5 and swim speed 5. The mimic may always take a 5-foot step in any combat round, even if difficult terrain or other factors reduce its speed. A mimic may take this 5-foot step whether it is on land, climbing, or swimming. It can breathe water as easily as air. (+0 CR)

**Glide (Ex):** The mimic can create wings and has a fly speed of 40 feet (clumsy maneuverability). (+0 CR)

**Hardy Protoplasm (Ex):** The mimic has fast healing 5. (+1 CR)

**Hypersenses (Ex):** The mimic's entire body is a primitive sensory organ. This gives it blindsense with a range of 30 feet, and it cannot be flanked. (+0 CR)

**Mutable Strikes (Ex):** The mimic's slam attack deals bludgeoning, piercing, and slashing damage. The damage for its slam attack improves by one die step. (+0 CR)

**Otherworldly Resilience (Ex):** The mimic gains DR 5/adamantine. (+1 CR)

**Supple Shifter (Ex):** The mimic can squeeze into a space as small as 1/4 its base size. Its reach increases by 5 feet and it gains Combat Reflexes as a bonus feat. (+1 CR)

**Toxic (Ex):** The mimic's flesh is poisonous (contact, Fortitude DC 10 + 1/2 mimic's HD + mimic's Con modifier, primary and secondary damage 1d4 Constitution). Creatures hit by the mimic's natural attacks or attacking it with unarmed strikes or natural weapons are subject to this poison. (+1 CR)

bodies into human shape. Mimics who attempt this final transformation instead realize only horror: they become awful parodies of life, composed of aborted human-like limbs and melting faces crashing one over another like an endless wave of corpses. Sages theorize that what the mimic understands in that moment of failure is its true, alien origin, as eternally divorced from humanity as any force or concept could be; this monstrous self-revelation is the only memory a mimic cannot wipe away, and madness consumes them utterly.

Not all failed-apotheosis mimics are former metamorphic scholars: some hunter mimics and lair-tyrants attempt the transformation, only to meet with the same fate.

**FAILED-APOTHEOSIS MIMIC** **CR 9**

NE Huge aberration (shapechanger)  
**Init** +1; **Senses** blindsight 30 ft., darkvision 60 ft.; Listen +10, Spot +10

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**DEFENSE**

**AC** 21, touch 9, flat-footed 21  
 (+13 natural, -2 size)  
**hp** 126 (11d8+77)  
**Fort** +10, **Ref** +3, **Will** +8  
**DR** 5/—; **Immune** acid

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**OFFENSE**

**Spd** 20 ft., climb 10 ft.  
**Melee** 2 slams +17/+17 (1d12+10)  
**Space** 15 ft.; **Reach** 15 ft.  
**Special Attacks** adhesive, crush, horrific appearance

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**TACTICS**

**Before Combat** Mimics disguise themselves and wait for the approach of their opponents while luring curious prey closer; they know they cannot chase down most creatures and do not move until their prey is well within reach.

**During Combat** The mimic uses its horrific appearance, then strikes out at opponents, grapples using its adhesive, and crushes the life from its foes while constantly shifting to better terrain with its indomitable movement.

**Morale** A failed-apotheosis mimic fights until slain.

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**STATISTICS**

**Str** 30, **Dex** 10, **Con** 24, **Int** 10, **Wis** 13, **Cha** 10  
**Base Atk** +8; **Grp** +26  
**Feats** Alertness, Power Attack, Improved Natural Attack (slam), Weapon Focus (slam)  
**Skills** Climb +26, Disguise +15, Listen +10, Spot +10. A mimic has a +8 racial bonus on Disguise checks, a +8 bonus on Climb checks, and a +2 alchemical bonus to Climb checks (due to its adhesive). It can always choose to take 10 on Climb checks, even if rushed or threatened.

**Languages** Common

**SQ** bioluminescence, gillfoot, hypersenses, mimic shape

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**SPECIAL ABILITIES**

**Bioluminescence (Ex)** See page 25.

**Crush (Ex)** A failed-apotheosis mimic deals 1d12+10 points of damage with a successful grapple check.

**Gillfoot (Ex)** See page 25.

**Horrific Appearance (Su)** A failed-apotheosis mimic's natural form is a shifting weave of spurting tendrils, melting human visages, and tortured organs trapped within a web of alien light and slashing bones. This ability functions as a gaze attack; the creature may activate or suppress the ability as a free action. Any creature within 30 feet must save (Fortitude DC 17) or take 1d4 points of Strength drain, 1d4 points of Dexterity drain, and 1d4 points of Constitution drain; a successful save means a creature cannot be affected by the same mimic's horrific appearance for 24 hours. The DC is Charisma-based. When using its horrific appearance, the mimic cannot use its mimic shape ability.

**Hypersenses (Ex)** See page 25.

**Mimic Shape (Ex)** As a Huge creature, this mimic can assume the general shape of any object that fills roughly 1,200 cubic feet (10 feet by 10 feet by 12 feet), such as a treasure hoard, a stout cottage, or a vast doorway. The minimum size of any single dimension of a Huge mimic is 6 feet.

## MIMICS ON GOLARION

Subtle, shifting hunters lurking beneath the surface of the world, mimics exist in every part of the Darklands, with those living in Orv tending to have the most mutations. Found in higher concentrations in the upper realms, where they prove the bane of svirfneblin, drow, and serpentfolk alike, the Sekamina mimics are masters of picking off lone travelers and escapees; they vanish from the sight of patrols and war parties, only rarely moving near cities to search after prey. Relatively few mimics are found on the surface, but vents from the populous hunting grounds of Nar-Voth have led more than a few of these creatures upward in search of prey less dangerous than duergar and more satisfying than troglodytes. Upon reaching the upper limits of the Darklands, most mimics instinctively keep to isolated areas and range out at night to feed, returning to their caves or ruins every few days. Hunters swiftly adapt into lair-tyrants from these excursions, occupying parts of Varisia, the Mwangi Expanse, the Sudden Lands, the Worldwound, and other wild or sparsely-populated areas.

While most mimics find it hard to overcome their initial desire to pounce, and may still devour humans who come too close, those mimics who encounter humans willing to talk—especially Azlanti-blooded humans—often become obsessed, their fascination marked by a streak of uncharacteristically gregarious behavior and awkward worship. Of course, this is followed swiftly by jealousy and possessiveness, and the end result is often the same for the unfortunate traveler, as the mimic would rather see its new friend destroyed than risk possibly losing it to another mimic.

**MIMIC**

*What appeared to be a simple treasure chest transforms into a freakish monster with ragged teeth, a lashing tongue, and a dozen tentacle-feet. Still looking vaguely like a wooden chest, the melting, amorphous thing makes a guttural roar and flails about with a pair of long, agile pseudopods.*

**MIMIC** **CR 4**

N Large aberration (shapechanger)  
**Init** +1; **Senses** darkvision 60 ft.; Listen +8, Spot +8

**DEFENSE**

**AC** 15, touch 10, flat-footed 14  
 (+1 Dex, +5 natural, -1 size)

**hp** 52 (7d8+21)

**Fort** +5, **Ref** +5, **Will** +6

**Immune** acid

**OFFENSE**

**Spd** 10 ft.

**Melee** 2 slams +9 (1d8+4)

**Space** 10 ft.; **Reach** 10 ft.

**Special Attacks** adhesive, crush

**TACTICS**

**Before Combat** Mimics usually take the shape of chests, altars, pillars, or other innocuous dungeon features and wait until unsuspecting prey approaches. A wandering mimic with little time to prepare may take the shape of rubble or a stone archway surrounding a wooden door.

**During Combat** Once combat has begun, a mimic attempts to grapple using its adhesive and then crushes the life from opponents.

**Morale** A mimic knows that it cannot easily flee combat, and seeks to barter and parley if overmatched (reduced to 10 hit points or less by intelligent opponents). Against animals, vermin, or other unintelligent foes, it fights until dead if unable to escape.

**STATISTICS**

**Str** 19, **Dex** 12, **Con** 17, **Int** 10, **Wis** 13, **Cha** 10

**Base Atk** +5; **Grp** +13 (see adhesive)

**Feats** Alertness, Lightning Reflexes, Weapon Focus (slam)

**Skills** Climb +9, Disguise +13, Listen +8, Spot +8. A mimic has a +8 racial bonus on Disguise checks.

**Languages** Common

**SQ** mimic shape

**SPECIAL ABILITIES**

**Adhesive (Ex)** A mimic exudes a thick slime that acts as a powerful adhesive, holding fast any creatures or items that

touch it. An adhesive-covered mimic automatically grapples any creature it hits with its slam attack. Opponents so grappled cannot get free while the mimic is alive without removing the adhesive first. A weapon that strikes an adhesive-coated mimic is stuck fast unless the wielder succeeds on a DC 16 Reflex save. A successful DC 16 Strength check is needed to pry it off. Strong alcohol dissolves the adhesive, but the mimic can still grapple normally. A mimic can dissolve its adhesive at will, and the substance breaks down 5 rounds after the creature dies.

**Crush (Ex)** A mimic deals 1d8+4 points of damage with a successful grapple check.

**Mimic Shape (Ex)** A mimic can assume the general shape of any object that fills roughly 150 cubic feet (5 feet by 5 feet by 6 feet). A mimic's body is hard and has a rough texture, no matter what appearance it might present. Anyone who examines the mimic can detect the ruse with a successful Spot check opposed by the mimic's Disguise check. The mimic may cancel or resume use of this ability as a free action, and may maintain this shape indefinitely, including while sleeping.





## Otyugh

“Something lives down here beneath the streets, and it’s a lot more dangerous than the rats and spiders. Some say it wanders the slimy sewer tunnels, feeding on whatever happens to fall into its clutches, be it filth or flesh. Our garbage is its sustenance, but that does not mean that it would turn down finer fare. You might make a tasty morsel for such a ravenous beast. Now why don’t you come and join me in the dark... and never mind the stench.”

—Mysterious voice calling out from a darkened sewer tunnel

Anyone who has ever ventured into the sewers of a great city knows to watch out for two common creatures: dire rats and otyughs, although with the latter it has not always been so. Today, these lumbering monsters root around in the refuse of civilization, perfectly happy to consume that which others throw away.

The average otyugh spends most of its day wandering around the sewers, looking for tasty garbage to hoard and devour. While not particularly territorial, rival otyughs sometimes fight over an especially tasty garbage pit or dumping ground. When at rest, an otyugh buries itself in trash and filth, leaving only one of its tentacles on the surface to keep an eye on its surroundings. As a creature that lives underground, otyughs are active whenever they are hungry, but those encountered on the surface (such as in a swamp) are usually nocturnal.

Those who meet an otyugh often do so while exploring a sewer or swamp. In such an instance, the otyugh usually attacks without bothering to communicate, being fearful of outsiders who likely view it as a monster. Those who regularly dwell in their native environment can often

strike up an uneasy truce with these lumbering garbage eaters, agreeing to leave their filth alone in exchange for safe passage. Some even make agreements to provide the otyughs with tasty garbage in exchange for their protection. Such individuals are usually hiding something of little interest to otyughs but that would be considered obscene or profane by surface folk, such as an infernal cyst or an evil artifact.

Otyughs can speak a broken mix of Common and Undercommon and have a generally foul disposition. They know that others see them as monsters, and do not really care so long as they are allowed to feed in peace. Otyughs communicate with one another through a series of tentacle gestures and the release of faint smells into the air. Because otyughs are most often encountered in a sewer, most creatures would never detect their olfactory communication, but to other otyughs, the scents are quite clear. Although less accurate than most languages, an otyugh can communicate basic messages and emotions via scent up to a mile (or more if the receiver is downwind), even through a twisting maze of passages.

## ECOLOGY

Despite their odd shape and disgusting diet, otyughs are a naturally occurring creature, not created by magical experimentation or deliberate crossbreeding. Ancient texts speak of large creatures wandering the swamps on three stumps, waving as many tentacles above a crocodile-like maw. Some even theorize that the otyugh is the primordial relative of the crocodile, due to their similar features and environments. Such swamp-dwelling otyughs feed off decaying plants and animals in the swamp. When the sewers of cities became prevalent, many saw these locations as a bountiful feast, owing primarily to the rich fare of the city's inhabitants. Since this migration, otyughs have thrived. There are few predators in a city's sewer greater than the otyugh, placing it at the top of this subterranean food chain. The otyughs are aware of this, and are more than willing to make bargains with their surface-dwelling neighbors if necessary to ensure this security.

Otyughs are born in the same environment that they live in, usually sewers or swamps. After mating, a female otyugh carries the growing young internally for approximately 30 days, at which point the barely mobile, leech-like young crawl into a pouch located on her back. There they live for 6 months, parasitically feasting on her blood, until she expels them from the pouch in a particularly messy process. The independent young are nursed on sewer water and food chewed by the parents until their own teeth emerge 1 month later. A young otyugh spends the first year of its life living with one of its parents (with parents taking turns rearing children), learning the relatively simple skills it needs to survive.

## ROLEPLAYING AN OTYUGH

Unlike most creatures that clearly look like monsters, an otyugh can speak. Although otyughs are not too smart, and are generally driven by hunger above all else, roleplaying an encounter with one of these lumbering beasts can make for an entertaining event. Here are a few simple tips to help you with an otyugh encounter.

*Treat it like a monster first:* When the PCs first encounter the otyugh, treat it like an ordinary monster encounter, emphasizing its inhuman nature, nasty tentacles, and gaping maw, dripping with saliva. Don't forget to mention the horrible stench that follows it like a cloud. If you treat it like a monster first, the characters will be twice as shocked when it actually speaks.

*Once wounded, surrender:* After the PCs have hit the otyugh a few times, have the otyugh surrender. Merciless characters might cut it down anyway, so be prepared for this possibility, but otherwise it throws its tentacles up in the air and shouts, "Me give up!"

*Use broken language:* Otyughs are not too bright, and their grasp of language is simple. Avoid large words and long sentences. Make sure to speak in a deep, grumbly voice.

*Give it some human characteristics:* Although monstrous, an otyugh still has some things in common with the characters. It might ask for a snack or complain about its children. Be careful not to take this too far. After all, a snack for an otyugh might be a rotting leg, and its children might try to eat careless adventurers.

It is also during this time that an otyugh first learns to speak. This event is important to otyughs and is celebrated annually with a feast of the most delectable morsels the otyughs can find. After 1 year, the young otyughs leave their parents' dens to find their own. These first dens are usually close to their parents' at first, but as their food intake grows, they move farther away to avoid competing for resources.

At 5 years of age, an otyugh is fully grown and begins to search for a mate by releasing a cloyingly sweet scent into the air. Courtship is a lengthy affair, with both otyughs offering progressively nicer gifts to the other (all of which are made up of garbage and refuse). After a month of courtship, if both partners are sufficiently impressed, they exchange half of their assembled trophies with each other to seal the bond. Most otyughs mate for life, but they maintain separate lairs, joining one another daily to hunt and spend time together. Most surface dwellers find this behavior truly odd in something so monstrous, but otyughs genuinely show affection for their mates and will take terrible revenge on those who harm their spouses.

Many cities consider otyughs to be a pest at worst, while some even value their presence in the sewers as a sort of

## OTYUGH TREASURES

Otyughs place a great amount of value in objects that most other creatures would find worthless. When a group of adventurers explores an otyugh's lair, use the following chart to randomly determine a few objects that can be found on display.

| d20 | Object                             |
|-----|------------------------------------|
| 1   | Broken weapon                      |
| 2   | Bent shield                        |
| 3   | Rotting barrel                     |
| 4   | Basket full of fish heads          |
| 5   | Sack of rotten apples              |
| 6   | Half-used candle                   |
| 7   | Human skull                        |
| 8   | Severed arm/leg                    |
| 9   | Decaying corpse                    |
| 10  | Tarnished silver plate (5 gp)      |
| 11  | Bent golden spoon (2 gp)           |
| 12  | Half-empty wine bottle             |
| 13  | Soiled tapestry                    |
| 14  | Rotting meat                       |
| 15  | Collection of broken glass shards  |
| 16  | Cracked stone lid of a sarcophagus |
| 17  | Length of chain                    |
| 18  | Used torches                       |
| 19  | Rusted kettle with a hole in it    |
| 20  | Soiled minor magic item            |

wandering clean-up crew. Otyugh population is controlled entirely by the food supply (or rather, garbage supply). When their population grows too high, otyughs begin to starve and take more drastic measures for food, including foraging outside their normal habitat. In a city, this usually means that the otyughs are hunted by the local militia or adventurers until the population is sufficiently trimmed. In the wild, this overpopulation often leads to groups splitting off to find new locations to feed.

### HABITAT & SOCIETY

Whether in a sewer or a swamp, otyughs tend to live a relatively solitary existence, meeting up with others of their kind infrequently. They do not even share a lair with their mates, instead preferring to meet while foraging for choice garbage. Such forays are usually done in



silence, with the only communication occurring through scent. Although they live alone, otyughs do consider themselves part of a loose community of sewer dwellers (or swamp dwellers), which may include non-otyughs.

Whenever there is a threat to their habitat, the eldest otyugh in a community calls for a moot, or gathering. The moot is called by releasing a rather acrid scent, one that all otyughs recognize. Despite any differences or rivalries, all otyughs respond to this call and gather together to discuss the problem and come up with a solution. These moots are chaotic affairs, with each member shouting over the others, trying to get its ideas heard. While not particularly intelligent, otyughs are relatively crafty and can usually come up with a solution to most problems. Most moots are called to discuss a new, and possibly dangerous, inhabitant to the area or to determine what is to be done when the food supply dwindles. Occasionally moots are called to discuss an alliance with a local group or to resolve a territorial dispute before it gets too violent. Although it is a very rare practice, moots are sometimes convened to elect a leader in times of crisis or war. Such a leader is called a lord by the other otyughs and is usually obeyed by other members of the community until the crisis is over.

Otyughs frequently use such gatherings as a time to settle grudges and disputes over territory. Such matters are always decided through physical combat, with the opponents squaring off in a large, open space, while the rest of the community observes and shouts advice. During these bouts, each otyugh is given a single object by the community elder that the otyugh must hold onto throughout the fight. The victor is the last otyugh

to maintain possession of his item. As a result, most disputes are solved in what looks like a wrestling match, with tentacles flailing and huge bodies slamming into one another. The objects used are usually identical, although they vary from match to match (such as a single flower, crumbling brick, or rotten apple).

An individual otyugh maintains a small lair somewhere near its feeding grounds. In a sewer environment, such lairs usually take the form of unused cisterns or basements. In a swamp, lairs are usually made in shallow bogs, surrounded by dense swamp reeds, allowing only one means of entry. In either case, otyugh lairs are by no means tidy. Garbage, refuse, and scraps of food litter the area, making the place smell as bad as it looks. As an otyugh wanders



the sewer, it often finds treasure that it brings back to its lair, piling it up in a place of honor. There are some who believe that anything of value that is thrown away eventually ends up in one of these hoards, but there is little truth to this legend. Otyughs value items differently than most other creatures, and the items they collect are rarely of any worth. This is not to say that an otyugh's treasure never contains anything of value, but those hoping to find riches must first sort through a mountain of trash. For those dealing with otyughs, it is unwise to insult their "treasures," and outright deadly to refuse a gift.

### CAMPAIGN ROLE

Outside their obvious roles as a sewer and swamp monsters, otyughs make for fascinating roleplaying encounters. They are frequently aware of all the happenings in their environment and can make for interesting information-brokers. Convincing an otyugh to part with its knowledge is no simple task, as an otyugh does not value money, magic items, or other conventional treasure. Instead, those wishing to deal with an otyugh must often bring it a list of unusual items. While rarely expensive, gathering up a cart full of rotting pumpkins and hauling them into the sewer might lead to the local townsfolk asking some embarrassing questions.

In addition, otyughs collect strange and unusual items, meaning that if something gets thrown away, it might very well find itself in one of their treasure hoards. Locating and retrieving such an item should be difficult, especially if the local community of otyughs is large enough to pose a serious threat to would-be thieves. Characters might find themselves being forced to undertake unusual missions to garner their reward. Clearing up a clogged sewer drain or convincing a butcher shop to dump its leftovers into a particular trash heap might not seem like the work of an adventurer, but it does make for an interesting encounter or side quest.

### TREASURE

Otyughs collect items that last, as few things do in their damp environment; the bigger, the better. Metal and wooden objects are the favorites, regardless of their condition. An otyugh might pass up a small gold ring in favor of a metal shield with no straps, valuing such an item based on its size and overall condition, as opposed to its material. A clever adventurer might be able to trade an ordinary helm that is in good shape to an otyugh for a crushed golden crown.

Otyughs also value objects with strong odors, as these are things that stand out in their stinky environment. A basket of rotting fish is worth a lot to an otyugh, but they know that over time, such things lose their stench as they decompose, and value such items accordingly.

### SCENT MESSAGES

Otyughs can communicate through scent, although the messages are very rudimentary. The following guide shows some common messages, and what they smell like.

| Scent           | Message                    |
|-----------------|----------------------------|
| Rotting fish    | Danger is near             |
| Smoke           | Come quickly               |
| Flowers         | Stay away                  |
| Sour apples     | I am hungry, got food?     |
| Rancid meat     | No food here               |
| Wet fungus      | Delicious food here        |
| Rotten potatoes | Bad food here              |
| Ammonia         | Time for a moot            |
| Overripe fruit  | Looking for a mate         |
| Vinegar         | Intruders                  |
| Onion           | I am lost                  |
| Old wine        | I am injured and need help |

The true treasure of an otyugh's lair can be found on the bodies of their victims. An otyugh will often bring the bodies home to feed on them at their leisure, stripping off their gear and leaving it in a heap. Such items are rarely valuable to an otyugh and can usually be found tossed in a corner or trampled underfoot.

### VARIANTS

Otyughs sometimes dwell in environments with dangerous hazards and strange food sources. As a result, some exhibit odd mutations and other physical deformities.

**Corpsefeaster:** Some otyughs develop a particular taste for the flesh of dead creatures, preferring it above all other sources of food. Corpsefeaster otyughs possess a particularly heinous ability that allows them to vomit forth a shower of rotting meat and bones in a 20-foot cone. Anyone caught in this cone must make a DC 14 Fortitude save or be nauseated for 1d4 rounds. Creatures caught in this cone must also make a save against the corpsefeaster's disease, as if it had bitten them. Corpsefeaster otyughs lose the constrict ability.

**Mutant:** An otyugh might be born with an extra tentacle (adding one tentacle attack), another leg (increasing speed by 10 feet), or webbed feet and gills (granting a swim speed of 30 and the amphibious subtype).

**Oozing:** Otyughs that dwell in caustic environments, or those that dine on alchemical refuse, may develop the ability to secrete an acidic toxin through their hide. Any creature that is struck by an oozing otyugh's tentacle or bite takes an additional 1d6 points of acid damage. This additional damage is also dealt on a successful grapple check. Oozing otyughs do not transmit disease through their bite.

**Plaguebearer:** Considering where they live, otyughs make for natural disease carriers. Otyughs are immune to filth fever, the most common ailment for those visiting the sewers or swamps, and every otyugh is a carrier of the disease. Sometimes, however, an otyugh can become infected with so many ailments that it becomes a plaguebearer otyugh. These disgusting creatures are covered in lesions, boils, and rashes, and anyone in combat with them risks contracting a truly terrible sickness. Among their own kind, plaguebearers are regarded as prophets, and make proclamations (of dubious wisdom or veracity) to others of their kind, who accept these statements as truth. While other otyughs are smart enough to keep their distance, they often help to feed their stricken cousins and use them to punish those who intrude upon their domain.

Plaguebearer otyughs are in constant pain, leading many to believe they are in a sort of rage. Because they lack the proper appendages to sooth their wounds, these wretched creatures spend most of their time mindlessly bashing at anything that moves, desperate to distract themselves from the pain.

**PLAGUEBEARER OTYUGH** **CR 7**

N Large aberration

**Init** +0; **Senses** darkvision 60 ft., scent; Listen +5, Spot +6

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**DEFENSE**

**AC** 19, touch 9, flat-footed 19

(+10 natural, -1 size)

**hp** 90 (12d8+36)

**DR** 5/slashing or piercing; **Immune** disease

**Fort** +7, **Ref** +4, **Will** +7

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**OFFENSE**

**Spd** 20 ft.

**Melee** 2 tentacles +11 (1d8+2) and

bite +8 (1d6+1 plus disease)

**Space** 10 ft.; **Reach** 10 ft. (15 ft. with tentacle)

**Special Attacks** constrict (1d8+2 plus disease), disease, improved grab

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**TACTICS**

**Before Combat** A plaguebearer otyugh rarely hides itself, instead preferring to charge at any creature it perceives as a threat.

**During Combat** Plaguebearer otyughs attack as many different enemies as possible, hoping to spread their diseases.

**Morale** A plaguebearer otyugh is in far too much pain to recognize danger to its life and fights to the death.

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**STATISTICS**

**Str** 15, **Dex** 10, **Con** 17, **Int** 5, **Wis** 6, **Cha** 4

**Base Atk** +9; **Grp** +15

**Feats** Ability Focus (disease), Alertness, Multiattack, Power Attack, Weapon Focus (tentacle)

**Skills** Hide +1, Listen +5, Spot +5

**Languages** Common

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**SPECIAL ABILITIES**

**Constrict (Ex)** A plaguebearer otyugh deals automatic tentacle damage with a successful grapple check. Creatures that take constrict damage are also subject to the plaguebearer otyugh's disease ability.

**Disease (Ex)** Sewer Madness—bite or constrict, Fortitude DC 21, incubation period 1 day, damage 1d4 Dex, 1d4 Con, and 1d4 Wis. The save DC is Constitution-based.

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

**Skills** A plaguebearer otyugh has a +8 racial bonus on Hide checks when in its lair, due to its coloration.

## OTYUGHS ON GOLARION

Otyughs are present in many of the sewer systems throughout Avistan and northern Garund. They are most prevalent in the sewers of Korvosa, where they are used as sewer cleaners in some city quarters. This is due to a lack of proper drainage, forcing the city's leaders to turn to an alternative means of waste disposal. Although efficient, the number of otyughs in the city is growing quite rapidly, leading to a number of breakouts, with hungry otyughs turning to the streets above for sustenance. It is only a matter of time before this situation becomes dire. For more information, see *Pathfinder Chronicles: Guide to Korvosa*.

In the ancient Taldan city of Zimar lives a self-proclaimed otyugh king, lording over the entire undercity. Known as Gulreesh, Lord of Filth, this massive otyugh holds court in a gigantic cistern, and those wishing to enter his domain had best treat him with respect, for it is rumored he devours those who offend him. It is unclear what connection Gulreesh has with the actual rulers of Zimar, but one thing is certain: the rulers aboveground take no actions against Gulreesh or his otyugh servants, leading some to believe that he is hiding some terrible secret about the rulers of the city, and they fear moving against him because of it.

The swamps and crumbling ruins of the Sodden Lands have become a breeding ground for otyughs. All of the rotting plants and bloated corpses of these ruined kingdoms make for a bountiful food supply. In addition, there is something about the area that causes aberrations (such as otyughs) to migrate there. Those otyughs that are born there are more feral than their kin, and many do not have the ability to speak. Not surprisingly, plaguebearer otyughs are relatively common in this rotting wasteland. The hurricane and constant rainfall does not seem to bother the otyughs, some of which may be found upon occasion standing at the shore watching the storm rage. If the otyughs know why this area is so fascinating to them, they are not telling.

**OTYUGH**

*The strong scent of rotting garbage precedes this walking horror. It stumbles on three massive legs that end in flat stumps with broad toes. Atop these is a gigantic mouth full of crumbling teeth that seems to stretch from one side of its broad body to the other. Extending from its trunk is a trio of muscular tentacles that wave menacingly, each one ending in a hooked pad.*

**OTYUGH**

**CR 4**

N Large aberration

**Init** +0; **Senses** darkvision 60 ft., scent; Listen +6, Spot +6

**DEFENSE**

**AC** 17, touch 9, flat-footed 17  
(+8 natural, -1 size)

**hp** 36 (6d8+9)

**Fort** +3, **Ref** +2, **Will** +6

**OFFENSE**

**Spd** 20 ft.

**Melee** 2 tentacles +4 (1d6) and  
bite -2 (1d4 plus disease)

**Space** 10 ft.; **Reach** 10 ft. (15 ft. w/ tentacle)

**Special Attacks** constrict (1d6), disease, improved grab

**TACTICS**

**Before Combat** If an otyugh is aware of intruders, it submerges itself in a mound of garbage or underneath water, leaving only its eye-tentacle at the surface so that it can see. Once hidden, it waits for its prey to draw near before rushing out to attack.

**During Combat** An otyugh attacks the nearest creature, using its tentacles to grab and constrict opponents. If

another creature is hurting it, an otyugh quickly shifts its attacks to the more dangerous target.

**Morale** An otyugh flees if it is reduced to 5 hit points or less unless it is in its lair, in which case it fights to the death.

**STATISTICS**

**Str** 11, **Dex** 10, **Con** 13, **Int** 5, **Wis** 12, **Cha** 6

**Base Atk** +4; **Grp** +8

**Feats** Alertness, Toughness, Weapon Focus (tentacle)

**Skills** Hide -1, Listen +6, Spot +6

**Languages** Common

**SPECIAL ABILITIES**

**Constrict (Ex)** An otyugh deals automatic tentacle damage with a successful grapple check.

**Disease (Ex)** Filth fever—bite, Fortitude DC 14, incubation period 1d3 days, damage 1d3 Dex and 1d3 Con. The save DC is Constitution-based.

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

**Skills** An otyugh has a +8 racial bonus on Hide checks when in its lair, due to its coloration.





## Owlbear

“Nothing is as angry as an owlbear. Everything is its enemy and its food—from the mouse to the dragon. Nothing scares it, nothing calms it, nothing stops it. To an owlbear, every fight is its last, and it acts as if everything it meets will kill and eat it unless it kills and eats those it encounters first. The owlbear consumes everything it can fit in its mouth and breaks everything it can’t.

“Owlbears can be broken, it’s true, and trained in a fashion as guards. But how secure would you feel, knowing your safety relied upon the mind behind those angry, red-rimmed eyes?”

—from the Pathfinder Society primer on monsters

Half predatory bird, half angry grizzly, owlbears combine two dangerous creatures in a hybrid form that is brutally efficient at killing. Half-mad from the moment they hatch, owlbears are terrors to anything unlucky enough to cross their paths. They respect only strength, whether that of another healthy male or a savage orc willing to lose eyes, fingers, and blood while trying to tame them. Born of magical experimentation, owlbears are loathed as unnatural and destructive, even by most druids.

### OVERVIEW

Male owlbears grow to a bipedal height of 8 feet, and weigh up to 1,500 pounds, although larger specimens are frequently reported. The female is only slightly smaller. Some owlbears are furrier than others, but the majority of them are covered in coarse feathers (over an undercoat of short, thick hairs) which are much prized by scribes to make hardy quills. In all cases the creature has a truly horrid disposition and attacks anything larger than a mouse with which it comes into contact. An owlbear’s attack is a combination of non-retractable claws (which

are at least 2 inches long) and bites with its beak. Though it travels like a quadruped, in combat the owlbear usually rears up on its hind legs, and can even deliver a vicious hug attack. It has the ability to turn its head 270 degrees, which combined with its excellent hearing makes the creature difficult to sneak up on. An owlbear makes an unsettling cry as it attacks—a guttural roar rising to an ear-piercing scream—and communicates its territory to others by a low, growling hoot.

Owlbears tend to lair in nests—huge masses of bones and flotsam that can cover many square yards or encompass large areas of caves or dungeons, which is where they are most frequently found. Owlbears eat practically anything and, like their avian cousins, regurgitate anything inedible in the form of pellets—foul hairy clusters of bone and waste, which may contain treasure. The owlbear is not acquisitive, and any valuables in its lair are incidental to its feeding habits.

Most owlbears prefer to live in cave or dungeon settings—narrow spaces, tight corners, and the dark suit their combat techniques. They are also encountered in forests; these owlbears build huge nests in great trees and mark their territory by raking the huge trunks, often killing the tree and making the lair easy to spot. Such nests are unfortunately a beacon for any owlbear hunter or greedy (and foolhardy) individual. Forest owlbears have occasionally been seen gathering honey from beehives, but apart from their grizzly-like viciousness, this seems to be the only significant bear habit retained by the creatures—they otherwise live on meat. Owlbears hunt by day or night, depending upon the habits of their preferred prey in the region. They usually do not hibernate, but can do so in winter months when food is scarce.

## ECOLOGY

Many fairy stories and folk tales, particularly “The Wicked Princess and the Wise Owl,” “Fetcher’s Second Fowl,” and “The Owl Bride and the Bear Groom,” offer plausible explanations for how the creature came into being. Some claim owlbears were created in the dungeons of Hell as nightmares for children, but the most commonly held theory is that they resulted from the dabbling of an insane wizard delving into the very weft of life. Frequent *legend lore* spells have enabled the wise to shed some light upon their origins, the most respected coming from *On the Origin of Monsters* by Erasmos Wedgwood:

“The Spurned One is credited by the wise with creating the first of the owlbears—forming them in his unholy crucible of life where the forms of many creatures were woven. Many fallen creatures created in the crucible were spared the foul hybrid life the Spurned One tried to give them, crawling away to die unseen in the dark dungeons of his lair. Here, however, he wove life between a great cave

## CORRUPT REMAKING

Although little is known about the *corrupt remaking* spell, it is rumored to be a twisted version of *baleful polymorph*, which allows the caster to fuse several creatures into a single living thing. Fragmentary notes on the spell mention a *crucible of remaking*, a minor artifact reputed to enhance shapechanging and necromantic magic. Presumably the spell requires holding all affected creatures or creature-parts in the crucible, perhaps with alchemical reagents to encourage certain traits in the hybrid creature, with the overall shape and design chosen by the creator at the time of casting.

bear and a giant owl and gave rise to the first owlbear, a creature which survived from this early corruption and consequently thrived. Some surmise that the Spurned One learnt his dark secrets from the twisted fey and that his dabbings represent the only time a human has mastered the dark fey’s perverting magic school and used a terrible spell of corrupt remaking.

“For a time, these early owlbears served as useful guards for the Spurned One. However, despite brutal training, these first eventually broke their chains and slew all other guardians between them and the safety of the forests and dungeons that surrounded the Spurned One’s lair, and became the ancestors of the owlbear race.”

An alternative genesis, suggested by the conjurer Quarus Mobe, states that the owlbear is the result of a magical accident caused when a wizard with an owl familiar summoned a bear in an area of high latent transmutation magic, resulting in an arcane dislocation that created an owlbear from the two. Mobe goes on to say that, in fact, such accidents are common, but that wizards rarely live to tell the tale. He also philosophized about where the remaining flesh (which he calls “the bear-owl portion”) goes and why no one has ever seen one. This theory has been discredited by the wise, but persists in adventurer gossip and rumors passed by ignorant townsfolk.

Unlike their bear kin, adult owlbears mate for life—the process of finding a suitable mate kills so many that once they find one, another mate is never tolerated or sought. Such is an owlbear’s attachment to its mate that if the mate is slain, the surviving owlbear may drag around the corpse for several days or weeks. It is not unusual to find an older lone owlbear that cherishes (in its kind’s own way) the skull and rotting body parts of a deceased mate.

A mated female lays a clutch of 1–12 perfectly spherical eggs once per year, which incubate for 35–45 days before hatching. Rather than sitting on the eggs (which would crush them), owlbears rest near their eggs and warm them with body heat or exhaled breath, though sometimes a compost-like pile of leftover meat and regurgitated pellets in the lair provides a slow heat source. Eggs fetch

## A FRIENDSHIP MADE IN HELL

Orcs have a special affinity for owlbears, admiring their savagery, tempers, and even their red-rimmed eyes. Some orc trainers have established a kind of affection for owlbears in their charge, and it is common knowledge that orcs make the best owlbear trainers. Orcs bearing owlbear-inflicted scars are greatly respected by their own kind, evidence that they have the strength to withstand the mighty owlbear.

It is considered a mark of great status for an orc to have an owlbear pet or mount, and those with more than one are afforded the greatest respect. Some orc tribes keep an owlbear as a mascot, and chiefs have been known to give owlbears names that otherwise might be given to strong orc sons. In some lands, this has developed into a boastful game of who has the biggest, fastest, greediest, or angriest owlbear, and travelers have reported seeing orcs riding garishly adorned, painted, or even plucked and tattooed owlbears.

Renowned orc chieftain **Bakarl Hosk** (CE male orc ranger 13) is a hulking brute with scar tissue covering one side of his face. He gladly tells the tale of how he came to have the injury—finding himself unarmed and facing the owlbear that is now his slave. The owlbear, **Kharsk Fugg**, is an iron-clad horror (banded mail barding, AC 21, speed 20 ft.) that acts as his battle mount.

## OWLBEAR EQUIPMENT

Those able to train owlbears sometimes give them armor or other gear appropriate for their trained tasks. Usually these additions are designed to be very easy to attach or remove, as owlbears rarely tolerate anyone (even their handlers) reaching around and under them to tighten or loosen straps. Some “wild” owlbears still wear leather straps from these devices, showing they actually were once tamed and have since gone feral.

**Owlbear Blinders:** Used in siege warfare, these blinders restrict the owlbear’s vision to directly where its head is pointing, helping to stop the owlbear from getting distracted and allowing the rider to focus its attention.

This gives the rider a +2 equipment bonus to Ride checks made to control the owlbear, but gives the owlbear a –2 penalty to Spot checks. **Cost:** 10 gp.

**Thorny Breastplate:** This barding is covered in thick metal spikes and is designed to protect the owlbear’s chest, shoulders, and neck, while leaving the limbs mostly free for moving and attacking. It provides a +5 bonus to AC, reduces the owlbear’s speed to 20 feet, and adds +1d8 piercing damage to its grapple attacks. **Cost:** 600 gp. **Weight:** 80 lbs.



around 2,000 gp on the open market. Parents are even more ferocious when defending their eggs; even male owlbears, who drag kills back to their nesting mates, are more belligerent and sensitive to the presence of intruders. Owlbear hatchlings reach maturity after about 2 years. The young are particularly vulnerable to hunters at this early stage—immature owlbears are the easiest to train, and a young owlbear can sell for up to 5,000 gp. This lucrative trade has led to the founding of several companies specializing in professional owlbear hunting—fearless souls expert in the insane behavior of their prey.

## HABITAT & SOCIETY

Very occasionally a group of owlbears joins a particularly huge or fearsome male to form a pack. These packs tend to be short-lived, and as soon as the supply of food in the area dwindles, the owlbears turn on each other for sustenance. Owlbear hunters also note that owlbears come together in such packs when they are being hunted. Other than this, or when trained owlbears are kept together, they tend to be solitary or hunt in mated pairs.

An owlbear’s lair is usually a nest of great size, which is crammed with discarded items from its kills. Individual lairs vary greatly depending on available prey and the success of an owlbear’s hunting. One lair could be a vast heap of objects between trees containing wagon wheels from destroyed caravans, tree branches, and bones jutting up out of the main mass. Another could be a huge pit of filth, alive with lice and rot, barely covering a series of small caves filled with eggs. A different beast may lair in a huge cavern filled with a suffocating stench, its nest a chaos of haphazard construction near a churning pool formed by a subterranean river. In general, an owlbear lair has a 25% chance of having 1d6 eggs or young.

## CAMPAIGN ROLE

Owlbears tend to be used as chance encounters or as guardians for lairs, but can also make for great infestation monsters, driven out of the wilds by necessity and humanoid encroachment into their habitats.

As noted earlier, owlbears react to being hunted by forming a pack, usually led by a particularly fearsome male. An adventure could take place during a harsh winter with the PCs holed up in a small village that is suddenly plagued by

owlbear attacks. These nocturnal ambushes provide a good hunter-and-hunted type of adventure, with the PCs asked to defend the village. This could then be extended by the sudden realization that the attacks are intelligent, and led by a druid or wizard who wants the locals distracted so he can rebuild a nearby stone circle that lies hidden beneath the winter snow. Conversely, the PCs might be contacted by a distraught naturalist seeking to save the “noble beasts” from bands of greedy hunters bent on harvesting their eggs, forcing the PCs to risk their necks for beasts that are more likely to attack them than appreciate their assistance.

Owlbears make great wild mounts and siege beasts (particularly in the company of orcs) or can be deadly companions of other humanoid creatures. Quests involving hunting, capturing, and even training owlbears may be interesting side treks to a main adventure plot.

## TREASURE

If it is edible, an owlbear consumes it. If it can be broken, it is smashed. If it cannot be broken, it is attacked. Treasure tends to be on the paltry side in owlbear lairs. However, so ravenous is the owlbear that its stomach and pellets often contain the majority of its treasure. What is left in its lair tends to be badly damaged (an owlbear gets angry at things in its way), and therefore only those objects too large to be eaten or too sturdy to be destroyed tend to remain.

## VARIANTS

Further magical experimentation and a few accidental mutations have resulted in several new types of owlbear.

**Arctic Owlbear:** These creatures have white fur and feathers (+12 racial bonus on Hide checks in snowy areas), and are at home on ice, snow, and even near-freezing water (swim 30 feet).

**Darklands Owlbear:** The Darklands are teeming with owlbears. While most of them look like those on the surface, nearly a third have blue or pink eyes and white or pale yellow fur and feathers, much like other darkness-adapted creatures that lose their coloration. Some of these pale ones have darkvision to a range of 120 feet, while others are eyeless and navigate with scent and tremorsense. Whether normal or albino, Darklands owlbears are commonly encountered in Nar-Voth and often seen in Sekamina, where the drow use them as guards or beasts of burden (pacified by charm magic).

**Frustrated Owlbear:** These hollow-boned, magically bred owlbears can fly, though it is difficult and inefficient for them. Easily distinguished from common owlbears by their thicker shoulder muscles and longer forelimb feathers, frustrated can fly at a speed of 30 feet (poor). Flying or gliding for a minute or more causes the owlbear to become fatigued. Though strong overall, the owlbears'

## OWLBEAR TRAINING GEAR

Trainers use specialized items in their work.

**Enraging Whip:** This whip has small caltrops or metal barbs woven into its length and a quartet of metal whistles attached to the fall; when snapped, the whistle sounds like screaming owlbear young. An owlbear's rider uses this noise to enrage the monster, prodding it to attack the nearest creature. Anyone who attacks an owlbear with such a whip draws its attack in preference to all other targets. **Cost:** 10 gp.

**Incubation Stove:** Designed by dwarves, this iron potbellied stove is about the size of a halfling. It burns wood, coal, dung, or fungus stalks, and has a large moveable compartment on the outside to hold maturing owlbear eggs. The stoves need constant attention to maintain the right temperature, else the eggs get cooked rather than incubated. Some variations have a spring- or crank-turned device that turns the eggs. **Cost:** 750 gp. **Weight:** 250 lbs.

**Target Dummy:** Dummies come in various shapes and sizes depending on what creature or race the prospective owner of the owlbear wants them to hate most. **Cost:** 2–20 gp, depending on how durable and realistic the buyer wants them to be.

## TRAINING AN OWLBEAR

Owlbear training is, of course, incredibly risky. Trainers use the Handle Animal skill, but the DC for all training checks on young owlbears increases by 5, and by 10 for adults. Training uses the same techniques as those for training an animal. An owlbear can be trained for one purpose just like an animal (typically combat riding, fighting, or guarding), and cannot generally be trained for heavy labor or performance. Training takes twice as long as usual, and a failed check means the owlbear attacks its would-be handler at some point during the training. Even if trained for riding or combat riding, a failed Ride check means the unruly owlbear follows its instincts, usually attacking a nearby creature or even attempting to harm its rider. Likewise, a failed Handle Animal check to get an owlbear to perform a known trick means the owlbear is likely to become dangerous to everyone around it. These habits mean that most creatures allied with an owlbear-tamer give him and his pet a wide berth.

flying muscles are weak, and they cannot carry more than 50 pounds when flying. A frustrated can use improved grab while flying, but must immediately land if its opponent weighs more than 50 pounds.

**Great Hook-Clawed Owlbear:** Living in the Shafts of Lebb, these owlbears have developed huge claws to enable them to climb the endlessly deep dungeon shafts of that accursed place (climb speed 20 feet, base claw damage 1d8).

**Screaming Owlbear:** Native to the Maelstrom, these creatures are warped by exposure to chaos energy.

Stripped of their base natures as animal-like predators, they are now more like chaos beasts—horrors whose forms are governed by their anger. Screaming owlbears are immune to critical hits and transformation magic.

**Siege Owbear:** Bred primarily by orcs from the heftiest owlbear stock, siege owlbears represent the largest and most brutal of their kin. Such grotesque beasts tend to be used as stud creatures by orcs and are much prized by chieftains. The siege owlbear is bred for battle, fed a special diet of magically and alchemically augmented meats from a very young age, and trained to tolerate riders or gear such as small ballistas or catapults. Such owlbears have to be controlled by a rider and tend to be unpredictable—often setting off in a direction that suits the mount more than the handler. Even when dealing with the best-trained siege owlbear, a Ride check (DC 20) is required for every new instruction the rider wishes his mount to carry out, failure resulting in the owlbear doing what it wants (which may include rolling onto its back to dislodge the rider so the beast can attack him); once the owlbear is out of control this way, it takes a DC 30 Ride check to get it to obey again.

**SIEGE OWLBEAR** **CR 7**

N Huge magical beast

**Init** +0; **Senses** Listen +13, Spot +13

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**DEFENSE**

**AC** 16, touch 8, flat-footed 16

(+0 Dex, +8 natural, -2 size)

**hp** 187 (15d10+105)

**Fort** +16, **Ref** +9, **Will** +8

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**OFFENSE**

**Spd** 30 ft.

**Melee** 2 claws +23 melee (1d8+10) and bite +18 melee (2d6+5)

**Space** 15 ft.; **Reach** 10 ft.

**Special Attacks** improved grab, rend

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**TACTICS**

**Before Combat** Like standard owlbears, siege owlbear are fierce and territorial. However, they are generally controlled by handlers and in such situations may be led into combat purposefully by their riders. If no rider is present, the siege owlbear reverts to its natural, untrained behavior.

**During Combat** The siege owlbear is, if anything, even more ferocious than its smaller standard cousin; it knows nothing of fear and attacks any enemy within reach.

**Morale** Siege owlbears that are ridden are generally kept under control and are subject to their riders' commands. In normal circumstances, however, the siege owlbear fights to the death.

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**STATISTICS**

**Str** 31, **Dex** 10, **Con** 25, **Int** 2, **Wis** 12, **Cha** 10

**Base Atk** +13; **Grp** +31

**Feats** Alertness, Awesome Blow, Improved Bull Rush, Iron Will, Power Attack, Track

**Skills** Listen +13, Spot +13

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**SPECIAL ABILITIES**

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

**Rend (Ex)** A siege owlbear that hits with both claws latches onto its opponent's body and tears its flesh. This attack automatically deals an extra 2d8+10 points of damage.

**Sleeyk Owbear:** Magically bred for speed and agility at the expense of strength, a sleeyk owlbear looks thinner and ganglier than a typical owlbear, though still muscular. A sleeyk has a speed of 40 feet, and Strength 19, Dexterity 18, Run as a bonus feat, and evasion.

**Slime Owbear:** First reported by Pathfinder Herastus Quail in the Dungeons of the Mire Queen, this monster's feathers are coated with a green slime that didn't harm the creature.

**Sloth Owbear:** Though these monsters don't grow quite as large as normal owlbears, they are still as ferocious as their land kin. Their claws are long and curved, allowing them to hang underneath strong branches and drop on prey. Sloth owlbears are slower than common ones (speed 20 feet) but are strong climbers (climb speed 10 feet).

**Spectral Owbear:** A pack of ghostly owlbears called Herne's Vengeance occasionally rises from Estrovian Forest in Mendev on snowy nights. If slain, their bodies vanish at dawn, and locals believe these owlbears are actually undead, though they may be a magical variant with the power to enter the Ethereal Plane.

## OWLBEARS ON GOLARION

There are many great forests in Golarion, and these are naturally infested with owlbears to varying degrees. Owlbears are common in parts of the Hold of Belkzen, where they are considered holy, and wander the lands unmolested save for self-defense or when captured by rival tribes not sharing in their worship. Huge owlbears guard the Brimstone Haruspex, and a statue of a two-headed owlbear stands in the Coins district of Absalom. The goblin tribe called the People of the Stirge have 190 songs describing the terror of owlbear attacks, and their tribe banners often depict a savage owlbear disemboweling a goblin.

Varisians praise a wild spirit called the Wise Beast, which resembles a ghostly owlbear. A famous fiddle piece called the "Wild Dance of the Wise Beast" is played on stormy nights around Varisian gypsy campfires, and Varisian birth tattoos occasionally depict the Wise Beast.



**OWLBEAR**

*This creature's heavy bulk is covered in a mix of rough hair and large feathers. It is built like a bear, with long, sharp claws on each foot, but its head is that of a huge owl. The creature's beak is jagged and bloody, and its huge, staring eyes are rimmed with red, giving it a crazed appearance.*

**OWLBEAR**

**CR 4**

N Large magical beast

**Init** +1; **Senses** darkvision 60 ft.; Listen +8, Spot +8

**DEFENSE**

**AC** 15, touch 10, flat-footed 14

(+1 Dex, +5 natural, -1 size)

**hp** 52 (5d10+25)

**Fort** +9, **Ref** +5, **Will** +2

**OFFENSE**

**Spd** 30 ft.

**Melee** 2 claws +9 melee (1d6+5) and bite +4 melee (1d8+2)

**Space** 10 ft.; **Reach** 5 ft.

**Special Attacks** improved grab

**TACTICS**

**Before Combat** Owlbears are fierce and territorial. They attack nearly anything that moves which is larger than a mouse, and tend to rush headlong into the fray at the earliest opportunity.

**During Combat** Owlbears have a well-earned reputation for ferocity and aggression that is almost unequaled, and their tactics tend to reflect this. Normally they choose one target and kill it before changing opponents, though they will switch to focus on opponents that have been injuring them greatly.

**Morale** An owlbear never flees its nest or young, and they fight to the death in almost every other instance as well.

**STATISTICS**

**Str** 21, **Dex** 12, **Con** 21, **Int** 2,

**Wis** 12, **Cha** 10

**Base Atk** +4; **Grp** +13

**Feats** Alertness, Track

**Skills** Listen +8, Spot +8

**SPECIAL ABILITIES**

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

*The Mammoth Lords speak of Ur-Buvos, the dire owlbear. Taller than a mammoth, he is white in winter and brown in the summer, felling demon, giant, witch, or careless hunter with equal ease. He may be immortal, touched by the gods or the same sacred ancient magic that brings warmth from the ground, for elders nine generations back have told stories of his terrible hunger and deadly claws. Other stories say feasting on his warm heart makes a man immortal, and many are the brave would-be heroes who tried and failed to claim this prize.*





## Purple Worm

“Day thirty of our expedition. We felt intermittent rumbling for several minutes, assumed it was an earthquake. Our duergar guides assured us the cavern was stable, and we pressed on. Then the ground burst open and the worm emerged, its teeth making a horrible grinding noise. Both of our pack lizards were in its direct path, and with two gulps they were gone. Then it ate one of our guides. The rest of us scattered, and I have become lost in a side passage...”

—the Journal of Eram Ia-Tep, found in a Darklands tunnel leading to Orv

Encased in segmented purple armor and with the ability to burrow through solid rock, a purple worm has few peers that can match it in sheer brute presence. Equipped with powerful jaws and a debilitating stinger, purple worms are well suited to battling many opponents at once, and use such opportunities to feed on as many foes as possible. Because it consumes vast quantities of rock as it burrows and processes the debris through its mighty gullet, a purple worm often leaves valuable treasures of unworked ores and gems in its wake—prizes for the taking by the careful scavenger.

### OVERVIEW

Purple worms are truly masters of their territory, traveling through all three dimensions of their subterranean environment and its otherwise unyielding stone. With a full-grown specimen 80 feet in length, 5 feet in diameter, and weighing around 40,000 pounds, there are few opponents that can stand against one. Despite their great advantage in size and mobility, purple worms are driven by one overriding prerogative—feeding. That nature combined

with the purple worms' extremely low intelligence often allows the prepared individual who encounters one of the creatures to safely evade its predations as it pursues easier or more abundant prey.

## ECOLOGY

Many sages speculate that the world is like an apple with a rotten core, where horrific creatures burrow through the planet's flesh, creating tunnels and vaults of prodigious size, and from which deep-spawned horrors occasionally emerge. Of these unknowable abominations thought to inhabit the world's deeps, the purple worm is considered to be but one of its smallest, yet farthest-wandering monstrosities. While the learned scholars have guessed rightly on some particulars of the kind of organisms and ecosystems that occupy Golarion's depths, they are actually incorrect in their understanding of the origins of the purple worms, for the great beasts originate not from the dark depths within the world but rather from the blackness *above* the world.

The purple worms hail from the deeps of the Dark Tapestry beyond Golarion's skies. They were first introduced to the planet in its primeval days when meteoric bombardments were a more commonplace occurrence, long before the memory of the sentient races. It is possible that this cosmic hail that carried with it these interstellar vermin originated from the destruction of the planets that formed the asteroid field known as the Diaspora, though what part such creatures may have played in those planets' fate is unguessed. *The Annals of Eox* makes mention of "star-worms" but little context is given other than apocryphal warnings and dire portents.

Regardless, in days long past, when the world was young and its landscape still shaped by the craters from celestial impacts, some of these rocky missiles served as cradles of life for resilient organisms hibernating inside and surviving the rigors of extra-atmospheric travel within stony cocoons. Many of the creatures were vaporized upon impact, but others were buried deep within rubble-strewn craters, knocked out of dormancy and exposed to a world rich in life-giving elements which allowed them to grow large and thrive. From these beginnings, the worm-like creatures burrowed deep, seeking sanctuary and spreading out to explore this new palate of abundance they had stumbled upon.

Purple worms survive on just about any organic material they can find, but such fare is often scarce in the subterranean realms they inhabit. As a result, they are able to leach minerals out of the rock they process through their gullets as they burrow. These not only provide the elements necessary for them to naturally produce their armor and poisonous stings but drive the great metabolisms and allow them to survive on sparse

provender. Though survive they do, a purple worm is never without the gnawing hunger of near starvation as it continues its eternal quest for sustenance. Due to this perpetual drive to hunt, purple worms seldom sleep, but when they do they typically enter hibernation, often for several years at a time.

Counting these periods of extended sleep, a purple worm can live for up to 800 years. They never stop growing, continually adding ring segments to their bodies. Undocumented older and larger specimens may also exist.

Purple worms are hermaphrodites and mate with other worms every decade or so, resulting in both individuals reproducing. Each worm lays a clutch of dozens of eggs within a mucus cocoon in a cavern and then collapses all entrances before abandoning it. Most of the eggs are destroyed through natural means or scavenging creatures, but 10 to 20 larval worms typically hatch. No more than a foot in diameter and 5 feet in length, these larvae turn on each other in a voracious feeding frenzy until only one or two are left; they then separate, as their ability to burrow through rock develops after about a week. During this time, the individual larval worms are relatively harmless to those who are prepared, but an entire swarm of them in feeding frenzy can prove to be a deadly encounter. Once the young develop the ability to burrow, they quickly begin to grow and reach maturity in only a handful of years.

Despite their penchant for burrowing, purple worms are also excellent swimmers, able to move swiftly through water and store air within their own coelum (the hollow cavity between their digestive tract and musculature), allowing them to modify their buoyancy and stay submerged for hours at a time.

## HABITAT & SOCIETY

As is to be expected, purple worms spend the majority of their existences underground, either in subterranean cysts or burrowing through the earth and stone. Though they have no known vulnerability to its rays, purple worms typically avoid the sun, emerging into the open air of the surface only occasionally and for short periods of time. Some speculate that their lack of sight and reliance upon tremorsense cause them to sense the surface world as a great unknowable void from which they instinctively recoil. As a result, though traveling aboveground is no proof against attacks from a shallowly burrowing purple worm, if such an attack occurs, clambering up a nearby tree or freestanding structure can often dissuade them from pursuing prey. Underground, this tactic is far less likely to succeed, as the worm can potentially attack from any direction as it burrows through the surrounding strata.

### CAMPAIGN ROLE

Purple worms are best used sparingly in a game, as they represent a sort of apex predator that lurks beyond the confines of most creatures' experiences. They are the distant rumbling that causes a vibration through the ground before fading away, the strangely rounded tunnel leading deeper into the bowels of the earth where none existed a day before, the furrow of sand flying into the air under tree-like discharges of static electricity, the sudden collapse of a cave wall scattering both sides of an overwhelming battle. In this role, purple worms and their assorted kin can be used as plot devices, foreshadowing, and even a *deus ex machina* if necessary to spare the party from an untimely destruction. Only after a group of PCs has worked up to sufficient power should they actually face a purple worm in combat, and even then, they should be used only as a rare occurrence until such time as the adventure leads them to epic-level quests into worm spawning grounds, across worm-infested deserts, and even to claim the treasures of the fabled Star-Worm from beyond history.

### TREASURE

Purple worms do not collect treasure or intentionally hoard anything, but by their very natures they are frequently associated with valuable treasure finds. As a purple worm devours virtually any creature it meets, carried valuables that are able to survive the rigors of the beast's digestive tract are typically left behind—especially coins, weapons, or other durable metal goods. In addition, spelunkers often seek the former burrows of purple worms knowing that the casts they leave behind can contain rich deposits of unrefined ores that were isolated from the surrounding rock and deposited as leavings when a worm tunneled through. Finally,

actually butchering the carcass of a deceased purple worm can yield finds of unfinished gemstones lodged in its digestive tract. Among these are occasionally found smooth, hand-sized ovoids ranging from pearly-gray to jet-black in color. Called worm pearls, these stones are natural formations that occur within one of the worm's kidney-like organs from concretions of certain minerals and calcium crystals. They are valued as precious stones in some cultures, and in such settlements, a fist-sized stone typically fetches as much as 10–100 gp on the open market, with the largest and shiniest worth up to 250 gp. A typical purple worm may have as many as 2–5 worm pearls.

### VARIANTS

The standard purple worm encountered by cave-delving adventurers is not the only such species in the larger family of gigantic burrowing worms.

**Mottled Worm:** Similar in many respects to the purple worm save for its brown and gray coloration, the mottled worm is an aquatic relative of the purple worm that dwells in salt or fresh water. Rather than conserve oxygen within their coelums as their violet cousins do, mottled worms are actually able to draw water into their coelums, where oxygen diffuses into their surrounding bloodstream via specialized gill-like organs. As a result, like fish, mottled worms can stay submerged indefinitely if the surrounding water is properly oxygenated. Since their coelums have enough stored fluid to allow their internal gills to function, mottled worms are also able to survive out of water for several hours, though the uncomfortable drying process makes them inclined to return to the water after about an hour on land.

Mottled worms cannot burrow through stone like their cousins, but are adept at moving through the muck and sand found on the seafloor and on tidal shelves (burrow speed 20 feet in mud, sand, or silt). Varieties exist that lurk both in shallow waters, preying on aquatic species, birds, and land animals, and in the deepest reaches of the sea where they build gigantic upright tubular formations created from their bodily waste. Such deep sea specimens are highly resistant to extremes in both temperature and pressure and, as a result, are often found near volcanic vents. Unlike purple worms, which are solitary, mottled worms of this deep-dwelling variety typically live in colonies of three to 12 individuals, and even the mighty krakens think twice before invading their hunting grounds.

Mottled worms have a poisonous bite rather than a poisonous sting.





**MOTTLED WORM**

CR 12

N Gargantuan magical beast (aquatic)

**Init** -2; **Senses** blindsight 60 ft., tremorsense 60 ft.; Listen +18, Spot -1

**DEFENSE**

**AC** 19, touch 4, flat-footed 19

(-2 Dex, +15 natural, -4 size)

**hp** 200 (16d10+112)

**Resist** cold 10, fire 10; **Fort** +17, **Ref** +8, **Will** +4

**OFFENSE**

**Spd** 10 ft., burrow 10 ft., swim 30 ft.

**Melee** bite +25 (2d8+12 plus poison) and tail slap +20 (2d8+18)

**Space** 20 ft.; **Reach** 15 ft.

**Special Attacks** improved grab, poison, swallow whole

**TACTICS**

**During Combat** A mottled worm either lies in wait beneath a layer of muck before rising to attack with bite and tail slap or lurks within its tubular lair and springs forth with a readied action to bite and swallow anything that comes within reach.

**Morale** Like purple worms, mottled worms only retreat back into the muck or their stony lairs if reduced below 10 hit points.

**STATISTICS**

**Str** 35, **Dex** 6, **Con** 25, **Int** 1, **Wis** 8, **Cha** 8

**Base Atk** +16; **Grp** +40

**Feats** Awesome Blow, Cleave, Improved Bull Rush, Power Attack, Weapon Focus (bite), Weapon Focus (tail slap)

**Skills** Listen +18, Swim +20

**Great Worm:** Less common than purple worms or even their mottled worm cousins, these are found only in the most desolate regions. Thought by many to be mere legend, the great worms have been exposed to great magic, such as slowly digesting artifacts embedded in their gullets, consuming the foci of ley lines, interacting with magical portals, swallowing mighty demons, and so on. The worms gain powers appropriate to this magic and sometimes grow to unusual sizes, or gain near-human intelligence or stranger abilities; most also have extended lifespans, with some speculated to be over 1,500 years old. Those that grow in size have even greater appetites than their fellows, and their territory quickly becomes depleted of resources, turning into a wasteland as the creatures spiral outward in search of more to consume. Others hibernate for long periods before rising, famished and hunting anything they can find. These long periods of inactivity—sometimes spanning decades at a time or longer—have contributed to the near-legendary status of these worms.

A great worm has one or more of the following abilities, usually related to the source of its mutation. For every three of these abilities it has, increase its CR by +1.

**SECRETS OF BURROWING**

Purple worms are capable of burrowing through solid rock through a combination of brute strength and the particular chemical composition of their digestive system. The sheer force of their heavily armored heads fractures rocks upon impact, which are then engulfed in their vast tooth-lined maws. Their individual teeth have the strength and rigidity of hardened steel and are able to break rock and grind it into smaller particles as it passes down the worm's gullet. There it passes through the worm's streamlined digestive tract and is exposed to its multiple stomachs' acid designed specifically for quickly breaking down stone and many raw ores. It is then ejected in a constant spray of rocky casts that are expelled into the tunnel behind the worm. These casts are similar in appearance and composition to ordinary rubble and can often completely fill a tunnel through which a purple worm has just burrowed. In areas where the mineral content of the rock provides more of the minerals useable by a purple worm as nutrients, the quantity of this waste-slag is much less, and these burrow-paths aren't filled in, creating rounded tunnels 5 or more feet in diameter that meander in great curves and spirals. Long after worm activity in an area has ceased, smaller creatures frequently use their former burrows as convenient passageways.

While burrowing, purple worms generate a great deal of internal heat as a result of both excessive friction and chemical reactions within their lower digestive tracts. Creatures that have been swallowed by a purple worm and managed to escape alive have reported that they were not carried far enough down the digestive tract to receive injury from this internal heat generation (though the grinding action of the crop and deluge of stomach acids was certainly damaging enough) but were able to feel it radiating from lower in the creature's gullet, and observers have even detected a dim red glow when the creatures move quickly through the earth. How this heat contributes to the breakdown of earth and materials in the casts left behind is not fully understood, but it is assumed that there is a reaction similar to a slag forge. Byproducts of this process are visible heat distortions rising into the air from a purple worm's maw or even from the ground or a subterranean surface after the creature has been burrowing for any extended period of time.

**Energy Attack:** A great worm naturally exudes energy (usually the same type as its immunity or resistance, if any). Every 1d4 rounds, this energy builds up enough to deal 4d6 hit points damage to the first creature it hits that round with one of its natural attacks. Creatures it swallows take 1d6 energy damage per round in addition to other damage from the gullet. If the great worm burrows, the walls of the burrow-tunnel are charged with this energy, dealing 1d6 hit points of damage per round of contact for

4 rounds after the great worm passes. Alternatively, instead of a touch attack, the great worm may gain a breath weapon useable every 1d4 rounds (30-ft. cone, 8d6 damage, Reflex half DC 25); the save DC is Constitution-based.

**Energy Healing:** A great worm heals when exposed to energy to which it has immunity. Any energy attack of this type used against the worm heals 1 point of damage for every 3 points of damage it would otherwise deal. It cannot heal above its normal hit points in this way. The worm gets no saving throw against magical attacks that deal this kind of damage.

**Energy Resistance:** A great worm has energy resistance 20 to two kinds of energy or immunity to one kind of energy. Sometimes it may gain a weakness appropriate to the source of its power or the opposite of its element; a cold-resistant great worm might become vulnerable to fire, a fire worm might take damage from cold or exposure to water, and so on.

**Fast healing:** A great worm has fast healing 10. This ability cannot repair acid or fire damage. If the great worm is immune to fire or acid, it cannot repair damage from an energy source to which it is not immune.

**Improved Tremorsense:** A great worm's tremorsense expands to 120 feet or even 360 feet.

**Quasi-Arcane:** A great worm gains a *lesser displacement* effect (20% concealment) and SR 23.

**Quasi-Elemental or Quasi-Undead:** Suffused with the power of an elemental plane, an undead force, or some connection to the Negative Energy Plane, a great worm has a 25% chance to ignore extra damage from a critical hit, sneak attack, poison, paralysis, or stunning.

**Variant Attack:** A great worm's bite attack might inject poison equivalent to that in its stinger, or inflict its targets with a disease (typically *mummy rot*).

## PURPLE WORMS ON GOLARION

Purple worms have inhabited Golarion since the earliest days of its prehistory when its surface was routinely bombarded by extraterrestrial debris. Carried among these falling stars were the first purple worms to reach the planet. Despite their long history on the world, their aversion to sunlight and lack of sufficient resources to sustain a large population keep incidences of their encounters with civilized races fairly rare. Without a doubt, purple worms are most frequently encountered in Golarion's Darklands, deep beneath the region's surface, and the races that dwell there are much more accustomed than uplanders to the ever-present danger that hungry purple worms represent.

Purple worms can be encountered virtually anywhere within the Darklands. They become more common the lower one descends, so much so that they are very rare in Nar-Voth yet hold the strange vault of the Black Desert as one of their great spawning grounds in Orv. Rumors

even hold that some specimens as large as the great desert worms of Casmaron actually delve even deeper than Orv, enjoying a near-immunity to heat and electromagnetic energies as they burrow to the very center of the world, growing fat and fecund in riddled tunnels unguessed at in Golarion's unknown, rotten core.

The Darklands neothelids are gifted with superior intelligence and powerful mental abilities; they look upon purple worms as idiot cousins good only for labor and guard work. Using their powers, neothelids crush the will of any purple worms that enter their territory, pressing them into service as excavation workers, steeds, or bodyguards for themselves and their seugathi minions. Sages suspect that purple worms and neothelids may be related in some way (much as hyenas and gnolls are said to be distantly related).

Far more insidious are the intellect devourers, evil predators that merge with a victim's brain, animating the body like a puppet, even something the size of a purple worm. Whether they do this to easily travel long distances, infiltrate neothelid communities, or experience gluttony on a massive scale, these creatures may be responsible for some encounters with "intelligent purple worms." (For more information on intellect devourers, neothelids, and seugathi, see *Pathfinder Chronicles: Into the Darklands*.)

The seas and shallows of Golarion are likewise home to the worms' mottled cousins, though on the continental shelves they are fewer in number than even the purple worms of the Darklands. However, in the deep trenches of the world's oceans where strange, lightless vents in the ocean floor expel poisonous gases from untold nether regions, the true numbers of the great columnar tubes that sprout from rocky flumes are known only to the deepest-diving and most foolhardy of aquatic races. Few who have witnessed the stone forests of the trench floors have lived to tell of it.

In Casmaron's central desert, tribesmen still whisper of a great crater in the depths of the wastes where water is scarce and the ground too stony for even the great worms. In this miles-wide valley, originally formed by the impact of a meteorite long ago, is said to dwell the first of the purple worms to arrive on Golarion from the Dark Tapestry. Superstitious whispers around campfires in the darkness of the desert nights tell of the primordial Star-Worm that birthed the great worms of the deep desert and that will someday arise from its slumber and consume the world. Numerous folktales of Namzaruum the Sword and other heroes of ancient lore tell of encounters with this horrific monstrosity from beyond, though none speak of its destruction, and many tell of some great-but-unnamed treasure said to lie with the slumbering Star-Worm—a treasure perhaps capable of somehow staving off the dire future its awakening portends.

**PURPLE WORM**

A toothed maw the size of a pony bursts forth from the earth in a shower of stones and flying debris. A vast, sinuous body rises behind it, covered in segmented plates of chitinous armor a deep violet in color. The reeking stench of death and sulfurous fumes are almost overwhelming, as is the sheer volume of the inarticulate roar that echoes forth from the beast's cavernous gullet. A wicked stinger marks the terminus of its prodigious length.

**PURPLE WORM** **CR 12**

N Gargantuan magical beast

**Init** -2; **Senses** tremorsense 60 ft.; Listen +18, Spot -1

**DEFENSE**

**AC** 19, touch 4, flat-footed 19

(-2 Dex, +15 natural, -4 size)

**hp** 200 (16d10+112)

**Fort** +17, **Ref** +8, **Will** +4

**OFFENSE**

**Spd** 20 ft., burrow 20 ft., swim 10 ft.

**Melee** bite +25 (2d8+12) and  
sting +20 (2d6+6 plus poison)

**Space** 20 ft.; **Reach** 15 ft.

**Special Attacks** improved grab, swallow whole, poison

**TACTICS**

**During Combat** A purple worm stalks its prey, emerging from the ground beneath in a charge attempting to grab and swallow. If forced into melee in the open, the worm coils and attacks anyone in reach with its bite and sting.

**Morale** Purple worms have extremely low intelligence and rarely retreat from battle. If reduced to hit points, a purple worm attempts to escape by burrowing into the nearest solid surface.

**STATISTICS**

**Str** 35, **Dex** 6, **Con** 25, **Int** 1, **Wis** 8, **Cha** 8

**Base Atk** +16; **Grp** +40

**Feats** Awesome Blow, Cleave, Improved Bull Rush, Power Attack, Weapon Focus (bite), Weapon Focus (sting)

**Skills** Listen +18, Swim +20

**SPECIAL ABILITIES**

**Improved Grab (Ex)** To use this ability, a purple worm must hit with its bite attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and can attempt to swallow the foe the following round.

**Poison (Ex)** Injury, Fortitude DC 25, initial

damage 1d6 Str, secondary damage 2d6 Str. The save DC is Constitution-based.

**Swallow Whole (Ex)** A purple worm can try to swallow a grabbed opponent of a smaller size than itself by making a successful grapple check. Once inside, the opponent takes 2d8+12 points of crushing damage plus 8 points of acid damage per round from the worm's gizzard. A swallowed creature can cut its way out by using a light slashing or piercing weapon to deal 25 points of damage to the gizzard (AC 17). Once the creature exits, muscular action draws the armored segments of the worm together where chemical reactions with the creature's digestive enzymes cause them to fuse until natural healing occurs. Another swallowed opponent must cut its own way out. A gargantuan worm's interior can hold 2 Large, 8 Medium, 32 Small, 128 Tiny, or 512 Diminutive or smaller opponents.

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





## Roper

“Down here in the cold, the shadows moan and twist. I hear screams and whispers spoken in the hollowed dark. I search for truths too old for mankind—the ancient wisdom I seek is too sharp, too stark. I have heard the folk-rhymes of you surface folk, warning you away from crevice and cave; you should have heeded them. My touch has sapped away your strength and made you easy prey. Now I shall learn a great deal about the real you as I slowly eat your flesh. First, tell me of your childhood...”

—from a roper to its victim

The torchlight casts strange shadows among the rocks. Stalactites sway to the flicker of the fire, but suddenly one moves against the cast of the light. A jagged fissure opens noiselessly across its shale-like side. Rock moves like sinew, and strands of stone peel off and writhe like hungry serpents before lashing out across the cavern. Clutching and grasping, the stony tentacles reach out to drag the weak toward a waiting maw of bone-crushing teeth.

### OVERVIEW

Ropers rule the darkest, most forlorn caves beneath the earth, feasting on the flesh of anyone foolish or ignorant enough to trespass. Roper territory riddles the crust of the world. These strange mazes, wrought either by the ropers themselves or by whatever greater power brought these abominations into being, are filled with stalactites like giants’ teeth, and strange arrays of stone to boggle any architect’s wildest fever-dreams. Here ropers creep through the bones of the earth and pry untold secrets from walls of stone. They hide among outcroppings of rock or skulk around stalactites, lashing out of the



darkness with wiry strands of powerful sinew, crushing the breath from men and dragging them like screaming babes into maws of grinding stony teeth. Their rocky hides crave the dark, and they blend into the palette of the surrounding environs—most victims don't even perceive the danger until their limbs are encircled by the ropers' strength-sapping strands. Stone and rock are their silent allies, hiding them from the prying eyes of trespassing explorers until it is too late. Treasure hunters who leave no stone unturned eventually fall prey to a roper's crushing embrace as a stalagmite reveals itself to be a monster.

This stealth is hardly necessary most of the time. A roper's hide is nigh-impenetrable, turning aside axe and blade like the most ancient, dwarven-wrought stone, and even potent arcane assaults simply slide from their shale-like forms. Their ability to coordinate six attacking strands at once allows these devastating monsters to easily neutralize an entire party of interlopers from a distance. Ropers are deadly adversaries in a stand-up fight, let alone when attacking with complete surprise.

Though these prodigious predators possess the strength to tear a man in quarters or bite him clean in half, few adventurers realize ropers also possess a canny intellect and a strange philosophy spurred by darkness and agony. These cryptic killers gather in deep caves far from the light of men, lean their rocky points together like monks at vespers, and share strange mutters in the dark. What fell musings these cabals of ropers share remain forever a mystery to surface dwellers, but the urgency that drives their meetings cannot bode well for mankind.

## ECOLOGY

Ropers resemble uncarved stone in every respect, and until their strands peel from their frames and maws crack open wide, they are almost impossible to discern among rocky environs. The average specimen weighs just over a ton, and towers 10 feet in height when standing erect. A roper can hunch its form to resemble a simple boulder or outcropping of stone, or when raised up can appear as a stalagmite or roughly hewn pillar. Some look like simple conical stalagmites, but others' shapes vary widely and even more are mutable, allowing them to appear as a bevy of rock formations to further confuse trespassers. Their hides are harder than most stone and half a foot thick.

Ropers are amazing creatures—their stone-like qualities don't stop at their exteriors. They have no blood, but instead strange contractions pump fine dust through rocky canals within the roper's innards. Their strands are filaments of grainy, stone-like sinew, at once as hard as marble yet as tensile as a worked-leather whip. The strands are capable of delicate movement, but strong enough to strangle an orc to death, and strange pores in the roper's strands drain away a man's strength. The filaments numb the victim's

## SILENT AS STONE

You move over stone with such natural poise that you are nearly noiseless. You are skilled in taking down a single foe in a party in absolute silence.

**Prerequisite:** Roper, Stealthy.

**Benefit:** You gain a +4 bonus to all Move Silently checks in rocky environments and may use Move Silently at no penalty while climbing. If you attack with your strands in the surprise round, you may automatically choke the victim and cover his mouth with a strand to quell any sound. If you hit with a strand in the surprise round, on your next turn make a Move Silently check at –5 opposed by the Listen check of nearby creatures; if you succeed, you silently drag your opponent 10 feet toward you, and your target's allies are unaware your target is missing (barring precautions or activities that would make this obvious, such as being tied together, your target carrying the only light source, your target speaking before the attack, and so on).

muscles by constricting pressure points throughout the body, eventually resulting in utter paralysis, leaving him completely helpless.

A roper senses prey by means of strange, tiny filaments studding its pointed crown. These filaments behave for the most part like any normal animal's eyes, save that a roper can perceive through all of them in conjunction. It's possible these integrated eye-stalks are what allows a roper to attack with all six strands in concert.

A roper's maw can seal almost completely shut, appearing as solid, unbroken stone. When opened, this cavernous orifice spreads 2 feet wide. The circular saw-like action of a roper's jaws can crush granite, and makes even shorter work of bone and gristle. Most organic matter is spewed back out eventually. Flesh and meat are indigestible to a roper, but bone nourishes these brutal creatures, ground to dust by the gnashing action of the roper's crushing insides.

The origin of this bizarre rocky creature is a mystery. The ropers' freakish obeisance to Rovagug inspires many scholars to posit the Rough Beast's hand in their creation, but others claim these strange monsters are the result of some mad wizard's meddling. An ancient tale speaks to a gout of Rovagug's blood spilt below the earth, tainting the insides of an ancient cavern, and it is said that from this sick, polluted crucible the first ropers were born.

Alternatively, more than a few sages have pointed to the similarities between ropers and mimics, claiming a common ancestry. One noted sage, the withered elf Jacorsis, published his theory putting forth both the mimic and roper as the products of experiments conducted by a nameless archmage from antiquity. Certainly similarities

in their rocky structures and their ability to camouflage their appearance substantiate his research. It is also not uncommon for cabals of ropers to enslave or cohabitate with mimics.

Whatever their origin, ropers now firmly guide their own destiny toward some cryptic goal.

### **HABITAT & SOCIETY**

Ropers prowl the deepest chasms of the world, scorning the sun and the civilized world of the surface dwellers. They are at home among rocks and crags only, and cannot abide other environs for long. The few captured and taken from the Darklands by particularly skilled darkhunters and adventurers soon wither and die unless returned to the lightless caverns of their birth—not out of any physical need, but rather a psychological malaise that makes them will themselves to death if they cannot escape to their preferred terrain. They favor caverns riddled with craggy ridges, sanity-crushing spirals of sweeping stone, basalt towers, jagged tooth-like stalactites, or other bizarre formations of rock. Most ropers are very particular about their lairs, choosing their caverns based on whatever strange tastes toward stone formations they harbor.

Many ropers also enjoy icy climes, and entire cabals numbering in the hundreds gather beneath glacial sheets. There in ancient ice caves they ponder whatever fell philosophies spark their inscrutable intellects. Ropers delve into the deepest meanings of darkness, pain, and the eternal nature of stone. These cabals are little known, and most sages are completely unaware of the social aspect of these strange subterranean predators. Many adventurers dismiss ropers as simple skulking threats, but those few to encounter a cabal and become mired in its devious web know the true terror of roper society. Their pensive exploration of agony and terror is unlike any other race's. They are obsessed with tormenting intruders, not because they enjoy it, but because they believe the dread experiments they conduct lead them to some gross enlightenment. They have no morality or mercy to which to appeal.

Ropers favor the flesh of humans above all other prey, but taste has little to do with this preference. Ropers take perverse pleasure in eating intelligent food capable of holding a conversation. They thrive on the pain their food

experiences, and the higher the intellect of the devoured, the more a roper savors their agony. The animal pain experienced by a lower creature is nothing compared to the dread realization and succulent anguish a sentient person undergoes as he, paralyzed with weakness, watches the roper slowly munch off his limbs.

While ropers attack from ambush, they do not always kill their prey immediately. Ropers are conversant creatures, finding the art of discourse to be one of life's most luxuriant pleasures. Once a victim is sapped of his strength and rendered harmless, a roper may endeavor to entreat with him before it grinds him to paste and gulps him down. It delights on each philosophical morsel offered

by a guest, making the devouring of his flesh all the more savory when the conversation begins to wane. More than a few adventurers have delayed their demise long enough for help to arrive by keeping a roper's intellectual interest. After the limbs are deadened, a sharp tongue and quick wits are still potent weapons against death at a roper's maw. Anyone able to wax philosophical might stave off the inevitable for days, perhaps with one or more limbs gone, the wound bound with a roper strand as a tourniquet.

Ropers enjoy slowly eating a particularly interesting conversationalist, keeping him alive for as long as possible and observing changes to his reasoning as he is devoured over time. Ropers take special delight in the way pain warps a fascinating mind, and the realization that one is slowly being chewed to paste provokes startlingly enlightened musings. Ropers have a saying, impossible to translate completely, that means roughly, "You cannot truly know another until you have eaten him—slowly." Ropers claim they know a living meal better than his dearest friends, lovers, or family. As the victim confronts his horrid death, he often opens his heart wide to the strange thing eating him, and the epiphanies he reaches in the throes of death are often illuminating in the extreme.

These epiphanies, especially those capable of shaking up their twisted psyches, are the only truly valuable experiences to ropers. They desire a meal that can awaken them to new and strange passageways in the mazes of their murky minds; some will even pay a high price to those who can bring particularly demented sages or warped wizards to their waiting maws.



## CAMPAIGN ROLE

Ropers are wonderful stealth killers, and as masters of ambush they add an exciting and unexpected encounter to any subterranean jaunt through the Darklands, or even near-surface caves. However, a roper also makes for a wonderful mystery, such as an unusual cavern where any who enter never return, a rash of strange disappearances near a deep chasm, or a rickety bridge spanning a crevice where lone travelers don't make it across. Perhaps the first time the PCs explore this traveler-swallowing place, they are able to pass unmolested (the roper may be out of its lair, or perhaps lost in thought, or waiting for a solitary creature to pass by). The PCs might then have to make a difficult Spot check on their second pass through the roper's domain to discover a certain rock formation has moved, maybe giving them a few precious moments before the beast springs a deadly ambush.

Beyond simple monsters, ropers possess a considerable intellect and a deep, timeless wisdom. The strange cabals they gather could pursue any bizarre agenda toward which their twisted philosophies push them. Roper conspiracies could have far ranging consequences, resulting in the slaying of entire populations of surface dwellers. There are rumors of entire villages plunging into mile-wide sinkholes, their people swallowed up by inky darkness, their terror-filled cries echoing up from below for long days of horrific torment. This crude excavation is a simple plot compared to some of the ropers' more nebulous and convoluted schemes. Their twisted thoughts, too strange for a sane man to comprehend, lead to all manner of malfesance. Unraveling their labyrinthine plans may prove an action-packed endeavor to any stalwart party of adventurers... as long as they remain unafraid of the dark.

## TREASURE

Ropers keep only what stimulates their dark thoughts: tomes of arcane lore, strange objects of power, historical oddities, and occasionally objects deemed of personal value to their favorite meals (the odd wedding ring or father's sword bequeathed to his son, etc.). If a roper finds a visitor particularly succulent, offering up delightful conversation before being ground to pulp in its maw, then the roper usually claims some trophy by which to remember this "old friend." Ropers also favor especially lustrous trinkets, anything they can gaze into for hours and lose themselves in thought. Especially shiny gold or flawless, smoky gemstones the size of a man's fist can entrance a roper for days.

Ropers are far more cunning than most give them credit for, and they always make use of any particularly powerful magic items found on their prey. Anything beyond their understanding to employ they bring to

## STONE CLINGER

All ropers have a propensity for climbing, but some cling to rock like moss. You can even hang upside down from the ceiling of caverns or stone chambers appearing as stalactites. You can fall from a great height, piercing a victim below or crushing him flat.

**Prerequisites:** Roper.

**Benefit:** You gain a climb speed of 10 feet and all the benefits of having a climb speed (bonus to Climb checks, always able to take 10 on Climb checks, and so on). You may hang upside down indefinitely from the ceiling, and then fall on any creature passing below, dealing 2d6+6 crushing or piercing damage (your choice).

## BANDYING WITH ROPERS

Many more pensive ropers hold off on devouring foes until they've tired of their conversation. They grapple foes with their strands and weaken them until their victims couldn't win a wrestling match with a puppy, then leisurely entreat with their meals-to-be, picking their brains for interesting thoughts or ideas before finishing them off. A particularly canny adventurer possessed of deep knowledge or enlightening wisdom might stave off death for hours, and even distract a roper long enough to regain some Strength and surprise the creature with a daring escape.

Every hour a roper entertains with a victim, the victim can attempt a Knowledge, bardic knowledge, or Wisdom check. The DC of the first check is 10, but every hour thereafter the successive checks increase by +2. If a victim makes a Bluff or Diplomacy check equal to the roper's DC, the monster is so engrossed in the discussion it doesn't bother to weaken the victim again.

At the GM's discretion, a PC who fails a check could try posing a riddle to the roper instead. Some ropers are suckers for a good riddle and enjoy a battle of wits using riddles as weapons. If the GM has a roper encounter planned, its worth prepping some riddles in ascending difficulty, and as long as a PC can keep answering them, he stays alive for another hour per riddle. If the player is having difficulty with a riddle, allow a DC 15 Wisdom check for a clue.

their cabal's next moot in hopes that another, wiser roper might teach them its power. Though they cannot use spell trigger or spell completion devices, and most humanoid gear won't fit them, they can use rings, necklaces, belts, cloaks, and hats, though wearing these things may make them stand out among a collection of stalagmites, and to offset this the roper often tries to look like a boulder or squat pillar upon which someone has left some treasure.

## VARIANTS

Common ropers are merely the most often encountered. Their race is bizarrely diverse, perhaps due to the mysterious link to mimics in their origin. Some ropers are far more mutable than their cousins. These ropers, sometimes called molting stranglers, shed their external rocky carapace every few months, sloughing it off like crusted dead skin. Each time their skin sheds, the ropers' form becomes less permanent and more changeable. They gain the ability to assume other forms, taking on diverse shapes, even mimicking the appearance of other creatures (in the same manner as a mimic). Additionally, their shed skin sometimes clings to a miserable semblance of life, acting as a simulacrum of the roper for a short time before dying horribly. The molting stranglers often use these pathetic shed skins to lure enemies into traps, hastening the end of their sick half-life.

Common ropers are composed of a rock-like substance similar to granite or marble, but some varieties are composed of different stone. One of the more dangerous mutations is made of a stone similar to basalt. These basalt ropers, also called vulkards, lack their cousins' vulnerability to fire, and instead are immune to it. Additionally, these ropers feed on fire, growing stronger and healthier when exposed to it; any attack against a vulkard that deals fire damage heals 1 point of damage for every 4 points of fire damage it would otherwise deal. A vulkard gets no saving throw against attacks that deal fire damage.

Far more insidious and dangerous breeds of ropers exist. Sigil crags, a strange and timeless race of ropers, manifest bizarre and powerful runes of crystal on their rocky exteriors. These sigils of power crystallize after a particularly interesting meal, which usually takes days instead of hours, and most often when the prey is a powerful spellcaster. Sigil crags often munch down the caster's hands first, leaving him incapable of casting spells with somatic components, and then explore his secrets during a lengthy feast. The secrets coughed up in the crushing embrace of a sigil crag as the hideous thing slowly masticates a caster's limbs are unthinkably powerful. Each sigil covering a sigil crag's hide allows it to cast a *symbol* spell of the GM's choosing once per day. Most sigil crags are only fortunate enough to enjoy a few sigil-worthy meals in the course of a lifetime, but particularly old and powerful ones are encrusted nearly completely in these dread runes. Sigil crags are CR 13.

A particularly gruesome breed of roper is the dreaded shardstriker. The strands of a shardstriker are jagged, stone-like threads which rend opponents to shreds even as they ensnare them. These brutish degenerates of the roper race are far less philosophical than the others, but they make up for this shortcoming with a healthy dose of sheer viciousness. These demented ropers slice victims to gory

bits, often shredding them with all six of their strands. A strand attack by a shardstriker deals 1d8+4 slashing damage as well as dragging the foe. If a shardstriker hits a single foe with more than one strand, it also rends him for an additional 2d6+6 slashing damage. Shardstrikers are CR 13.

## ROPERS ON GOLARION

Ropers of Golarion worship Rovagug, whom they view as their creator. Their insidiousness knows no bounds, and their cabals explore darkness and torment for several reasons, but most pursue one goal alone—discovering the meaning of their existence. They philosophize over the mysterious, fell purpose for which Rovagug brought them into being, searching for an answer in the agony of captives and the twisted secrets of deep caverns scarring the face of the world. Some sages suggest they pursue a greater and more deadly purpose, with far-reaching ramifications that could leave entire civilizations in ruins.

Before the Age of Lost Omens, the elven geographer, explorer, and bard Talsindro Yarmaht endeavored to map the known territory of ropers. His efforts, spanning 5 centuries, nearly consumed him. Shortly before his disappearance, strange letters and crazed, spiral-patterned maps claiming some “calamitous discovery” related to his work reached his granddaughter and her human husband Drelzarg Ice-Eyes, a noted Pathfinder of his day. These letters and the accompanying maps supposedly showed a series of chasms infested with ropers in the shape of some strange and ancient glyph; they are still locked away in the Grand Lodge of Absalom, and anyone who gazes upon these maps bleeds from the eyes ever after. Whether there is any truth to this long-spun yarn or not, roper gathering places remain a point of deep interest among many subterranean explorers and sages.

Perhaps even more disturbing are rumors of strange groups of ropers inhabiting ice caves in the Lands of the Linnorm Kings. Supposedly they are responsible for disappearing children and young warriors, and are called the Takers in the Ice. Worse, sometimes these disappeared folk return years later, shriveled and tortured, gone mad from cold and years of the demented ministrations of the icy ropers. Some crawl back with only one remaining limb, the others ending in chewed stumps and scar tissue. Most cannot speak, but those who can form words usually just blather bizarre trivia until their voices crack, their eyes filled with fear. The ropers do not kidnap folk from Irrisen, perhaps due to a pact with the ice trolls, or perhaps out of fear of Baba Yaga and her daughters.

In the Darklands region of Nar-Voth, a great cave called the Endless Gulf is home to vast numbers of ropers and other creatures that cling to its walls. In Sekamina, ropers prey on travelers trying to reach the Dying Sea.

**ROPER**

*This large stalagmite suddenly twists to life, revealing a circular mouth full of jagged rocky teeth. Rope-like strands extend from its sides, lashing out at everything nearby.*

**ROPER****CR 12**

CE Large magical beast

**Init** +5; **Senses** darkvision 60 ft., low-light vision; Listen +13, Spot +13

**DEFENSE**

**AC** 24, touch 10, flat-footed 23  
(+1 Dex, +14 natural, -1 size)

**hp** 85 (10d10 +30)**Fort** +10, **Ref** +8, **Will** +8**Resist** cold 10; **Immune** electricity; **SR** 30**Vulnerable** fire**OFFENSE****Spd** 10 ft.**Melee** bite +13 (2d6+6)**Ranged** 6 strands +11 ranged touch (drag)**Space** 10 ft.; **Reach** 50 ft.**TACTICS**

**Before Combat** Ropers conceal themselves among their rocky lairs and hold stock-still, waiting for interlopers to draw within range before springing their ambush.

**During Combat** Once as many targets as possible are in range, a roper lashes out with six strands and drags prey to its waiting maw, sapping its victims' strength as it does so.

**Morale** Ropers view humans as prey, and do not flee a fight with them any more than a man might run from a rat.

**STATISTICS****Str** 19, **Dex** 13, **Con** 17, **Int** 12, **Wis** 16, **Cha** 12**Base Atk** +10; **Grp** +18

**Feats** Alertness, Improved Initiative, Iron Will, Weapon Focus (strand)

**Skills** Climb +12, Hide +10, Listen +13, Spot +13.**Languages** Terran, Undercommon**SPECIAL ABILITIES**

**Drag (Ex)** If a roper hits with a strand attack, the strand latches onto the opponent's body. This deals no damage but drags the stuck opponent 10 feet closer each subsequent round (provoking no attack of opportunity for this movement) unless that creature breaks free, which requires a DC 23 Escape Artist check or a DC 19 Strength check. The check DCs are Strength-based, and the Escape Artist DC includes a +4 racial bonus. A roper can draw a

creature within 10 feet of itself and bite with a +4 attack bonus in the same round. A strand has 10 hit points and can be attacked by making a successful sunder attempt, but attacking a roper's strand does not provoke an attack of opportunity. If the strand is currently attached to a target, the roper takes a -4 penalty on its opposed attack roll to resist the sunder attempt. Severing a strand deals no damage to a roper.

**Strands (Ex)** Most encounters with a roper begin when it fires strong, sticky strands. The creature can have up to six strands at once, and it can strike up to 50 feet away (no range increment). If a strand is severed, the roper can extrude a new one on its next turn as a free action.

**Weakness (Ex)** A roper's strands can sap an opponent's strength. Anyone grabbed by a strand must succeed on a DC 18 Fortitude save or take 2d8 points of Strength damage. The save DC is Constitution-based.

**Skills** Ropers have a +8 racial bonus to Hide checks in stony or icy areas.





## Rust Monster

“The only warning we had was the vein in front of us melting away beneath our picks, and then they were upon us. They were hunched and armored, like cockroaches or lobsters, with scuttling legs and thrashing tails like bony fans. The noise of their chittering mandibles was bad enough, but the worst were those antennae. Soft and feathery, they caressed us all, and where they touched the metal rusted away to dust in seconds. Some of us ran, others lay still and let them take their fill. Garesk, though—he had three gold teeth.

“He was a good man. I’ll give his family the news.”

—Durg Stonehollow, dwarven mine captain

Adventurers of all races and creeds despise the rust monster—not because it’s especially horrifying in appearance, nor because it’s irredeemably evil, nor even because it’s particularly dangerous. Rather, most adventurers’ loathing for the strange creatures is strictly practical: by their very nature, rust monsters destroy treasure, and it’s not unheard of for an armored fighter or paladin to frantically backpedal away from a hungry rust monster, leaving only the wizard and his trusty staff to dispatch the beast.

### OVERVIEW

Since the dawn of humanoid civilization, man’s strength has always been in his tools. Put a sword in his hand, a shield on his arm, and a helm on his head, and whole continents will fall before him, great cities rising and thriving in his wake. Yet the wise man knows he’s never more than an ounce of sharpened steel away from the bottom of the food chain, with the beasts of the field ever waiting for his soft flesh to show itself. It’s for this reason that man fears the rust monster.



Hunched and armor-plated, the average rust monster is roughly 5 feet long and 200 pounds, its orange or rust-red bulk supported by four clawed legs that skitter with surprising speed when it charges. While its appearance, with constantly moving fly-like mandibles and twitching propeller tail, would be alien and frightening on its own, most who delve into the mountain crevices and mineshafts where rust monsters are most commonly found quickly recognize the creatures for what they are: voracious consumers of anything metallic. Called “locusts of the Darklands” by some dwarves, rust monsters prefer iron, steel, and other ferrous alloys, but are capable of instantly oxidizing and devouring any metal objects merely by brushing them with their moth-like antennae. How exactly this process works is a mystery to scholars and magi alike, but not even arcane items or godly relics are capable of withstanding the alien creature’s unique ability. Many are the heroes who, after seeing their holy or enchanted broadswords rust and disintegrate in their hands, would rather face a dragon’s wrath than the blank-eyed rust monster’s mindless hunger.

## ECOLOGY

Ancient beyond compare, the rust monster’s origins are lost to the sands of prehistory. While most speculate that they somehow evolved from the giant isopods and crustaceans who roam the ocean floors near geothermal vents, others posit that they might have evolved on the Elemental Plane of Earth, their endless tunneling providing younger elemental races with space to live and grow. Still others suggest that, given its supremely alien nature, the rust monster might have been introduced to Golarion by visitors from another world—possibly as an act of aggression designed to slow the march of technology by limiting younger races’ access to metals, or as living power generators for some unknown future project. Whatever the case, rust monsters stand alone in their family, bearing similarities to crustaceans, insects, and mammals, but kinship to none.

The ability from which the rust monster gains its name is one of the strangest in the animal kingdom, more unusual than even the medusa’s stare or the mimic’s shapeshifting. Like the purple worm or the xorn, rust monsters gain their nourishment from consuming minerals instead of organic matter, but the manner in which they accomplish this is completely unique.

Like the electric eel, the rust monster’s body acts like a giant battery, capable of storing vast amounts of energy and manifesting it as a unique and powerful electromagnetic field. While this field passes through the flesh of most living creatures without notice, its effect on metals is profound. When metal is contacted by the rust monster’s body—particularly its feathery antennae—a

circuit is closed and vast amounts of electrical current pour through the object, this supernaturally augmented electrolysis exponentially accelerating the normal rate of oxidization. To the outside observer, the metal simply disintegrates into uselessness. Inside the rust monster, however, a different story plays out.

The process of oxidization—called rusting, in ferrous metal—releases vast amounts of energy in the form of heat. This energy, gathered by the charged fields focused on the rust monster’s antennae, is the true source of the rust monster’s life force. Unlike most creatures, the rust monster gains no sustenance from the digestion process, having evolved to absorb energy only in its purest form. While rust monsters are frequently observed gobbling up the rust left behind after a metallic item is destroyed, this consumption serves a different function, providing the animal with key minerals it needs to form its highly metallic bones and blood. Excess metals go to form the protective carapace on its back and tail—the plates armoring a rust monster’s back are made up almost exclusively of processed iron, giving the beast its typical red-orange coloration.

While the rust monster’s feeding process is singularly elegant, it does not provide well for energy storage when compared to creatures who can transform excess food into fat stores. Instead, the rust monster is born with the instinctual knowledge that its biological clock is ticking—when its internal battery runs down, it dies. As a result, the rust monster exists in a state of constant and extreme hunger, going to any lengths to ensure that it consumes as much metal as possible. This can occasionally lead to the hungry beasts taking in more energy than they can actually accommodate, giving rise to another unique trait: the creature’s strange propeller tail. After stymieing naturalists for hundreds of years, the fan-shaped appendage is now believed by researchers to be used to shed excess heat, much like a desert hare’s long ears, its shape uniquely suited to dispersing excess energy in the form of radiated heat before the overzealous rust monster cooks itself.

This manipulation of electromagnetic fields is also responsible for the rust monster’s ability to “smell” metal at a distance. In reality, this ability to locate even miniscule metal objects up to 90 feet away is part of a greater ability to see the complex twisting of Golarion’s own magnetic fields. Around any metallic object, these natural fields distort, creating a beacon that shines bright through wood, stone, and flesh, showing the hungry monsters where to find their next meal. While their eyes are perfectly functional, able to see even in the total darkness of their subterranean homes, the weaving of the magnetic fields so overrides a rust monster’s other senses that clever adventurers can frequently escape by

distracting them with large chunks of metal armor and fleeing the other way. In places where metal is scarce, however, some rust monsters have been known to hunt and kill unarmored creatures in order to harvest the iron from their blood.

**HABITAT & SOCIETY**

Though heated competition for any and all available food sources makes rust monsters solitary by nature, areas rich enough with metal ore can sometimes attract swarms of them, the pugnacious beasts clashing violently whenever they come into conflict over a given delicacy but otherwise content to ignore each other. The exception to this is mating—when a rust monster comes upon enough metal that it feels consistently well fed for several weeks, it enters estrus and begins searching for a mate. Fully hermaphroditic, rust monsters choose their mates based on carapace size (a direct indicator of how well nourished a beast is) and band together just long enough to couple and raise their respective broods, with both parties carrying their young to term.

Unlike most insectoid creatures, rust monsters do not lay eggs; young are born live in litters of 10 to 12 juveniles, called “nymphs.” At birth, rust monsters are soft and partially transparent, completely boneless but already possessing long prehensile antennae—this lack of bones helps the young pass through the parent’s narrow and armored birth canal. Young are born already able to sense and consume metal, and by a year old most have already consumed enough ore to build themselves bones and carapace identical to an adult’s. (Possessing the same powers but easier to manipulate than adults, rust monster nymphs can be extremely valuable in the right markets.)

Rust monsters live almost exclusively underground, and frequently inhabit iron-rich mountain regions, though they have been known to sometimes wander into populated areas and wreak havoc by consuming vast quantities of urban infrastructure. (A city with a rust monster loose in its sewer system does not quickly forget the ensuing unpleasantness.) Even in the wild, an infestation can be extremely destructive, as rust monsters burrowing through a region in search of metals can greatly increase erosion, with whole mountainsides collapsing and sloughing away as their metallic foundations are rotted out from within.

Due to their chosen environment, rust monsters are a notorious threat to dwarven societies, with the stout

folk’s famous forges an irresistible prize to the hungry beasts. While not an everyday occurrence, the problem of rust monster attacks is common enough that most dwarven communities of a given size keep a supply of stone weapons close at hand for just such an occasion. These hunts, when they happen, are impressive and highly ritualized affairs with a history dating back well before the dwarves emerged onto Golarion’s surface. In them, young dwarven men prove their bravery by stripping naked, painting their bodies with fungus pigments, and stalking the insectoid creatures with stone spears and axes. Not all interactions between the two groups are violent, however—though rust monsters are nearly impossible to domesticate, many groups of dwarven miners use leashed specimens to lead them to the best ore deposits.

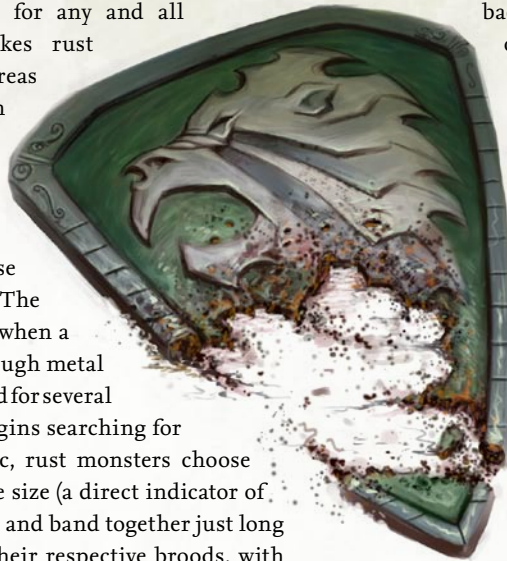
With their formidable dietary requirements, rust monsters tend to be transient, and rarely stay in one place long enough to make a proper lair. In those cases where a given rust monster finds a vein of ore rich enough to support it for a long time, the chambers it creates are jagged and random, pitted natural caverns connected by long, thin cracks and chasms where the beast has sucked a vein dry. These narrow passages, which can stretch for miles, also present convenient hiding places for rust monsters and their young in the face of outside threats.

It is unclear how long a rust monster’s natural lifespan is, as most eventually die from starvation or violence, but accounts of famous rust monsters indicate that they can live for several centuries, if not longer.

**CAMPAIGN ROLE**

Rust monsters are one of the most feared opponents in the game’s history, chiefly because they target the one resource which can’t be easily restored by magic: a party’s gear. As such, they make a great tool for putting fear into even the cockiest party, bringing terror far out of proportion to their challenge rating. Even aside from the threat they represent, rust monsters’ unique abilities mix combat up by forcing the party members to modify their standard tactics and think in new ways. It should be noted, however, that rust monsters are best used sparingly and carefully, as it’s easy for a player whose best weapon or quest object gets consumed by a wandering rust monster to feel “punished” by the GM.

Rust monsters don’t have to be just random dungeon encounters, though. They’re also perfect tools for PCs looking to destroy cursed magic items or even artifacts, and





druids face an interesting conflict in that the monsters, while aberrations and inherently an affront to nature, are also the natural enemies of corrupt modern society and technological advancement. The druid who manages to control a rust monster—perhaps even a whole pack—is capable of defending or retaking vast tracts of land from enemies who are likely to rely solely on metal weapons.

### TREASURE

Though rust monsters themselves have no appreciation for treasure or material wealth beyond those metallic objects which can be immediately consumed, their lairs are often strewn with valuable items cast aside by the beasts in their quest for food. Loose gems and precious stones are particularly common, as once the metal in a gem-encrusted sword or diadem is consumed, the stones that remain are ignored by the rust monster. In fact, those adventurers who succeed in cutting open a deceased rust monster often find small gems in its gizzard as well, accidentally ingested in the monster's race to devour their corroding metallic settings.

Due to their positions near or within natural metallic veins, gems are the only valuables a rust monster might come by naturally. After them, the most common items are those stripped from fleeing or deceased adventurers and other victims. Scrolls, books, and potions are all completely safe from rust monsters, as are bows, many staves and wands, magical clothing, and other such items. In areas where rust monsters regularly clash with civilized races, these items can sometimes be found trampled and gathering dust in forgotten corners, worthless to the rust monster and left wherever they have fallen.

### VARIANTS

Though most rust monsters are roughly identical save for size and the unique patterns of plates that armor their backs, several variants can be found throughout the distant corners of Golarion, some even more dangerous than the common variety. Deep below the sea, weaker cat-sized rust monsters prowl the ocean floor devouring shipwrecks, trash, and other detritus, posing a threat only to those salvage divers who seek to rob them of their valuable meals. In Sargava and lands farther south, many rust monsters have evolved an advanced way to disperse the excess energy generated by their feeding, discharging it onto opponents for 1d6 electricity damage each time they successfully consume an object carried by that character.

By far the most feared variant known, however, is the notorious beast called the rust lord, found primarily in areas where metal is scarce or has been depleted, such as the deserts of Osirion or the jungle caves of the Mwangi Expanse. These hulking monstrosities are so regularly

### THEY'RE NOT ALL BAD...

Rust monsters may be terrifying to encounter in the wild, but when carefully tended and confined to wooden and stone enclosures, their unique abilities can make them extremely useful. In addition to druids and other environmental activists who might use them to disrupt the march of civilization, they can prove devastatingly effective juggernauts in warfare, especially if turned loose on fragile supply lines or used to instantly chew through portcullises and steel-bound gates to capture fortifications.

Rust monsters (or at least their antennae) can also be useful in numerous arcane practices, ranging from destroying cursed magic items to assisting in delicate healing procedures by dissolving shrapnel or steel arrowheads without exacerbating the wounds. In some extremely experimental cases, wizards and tinkers specializing in transmutation have discovered ways to siphon away a portion of the massive amount of energy produced by a rust monster's feeding, leaving the unfortunate monster just enough to survive and using the rest of the energy to power massive constructs and magnificent magical rituals.

### RUST MONSTER ANTENNA WHIP

**Aura** moderate transmutation; **CL** 7th  
**Slot** hand; **Price** 56,000 gp; **Weight** 2 lbs.

#### DESCRIPTION

Crafted from a preserved rust monster antenna, this item works similarly to a *gauntlet of rust*, with the exceptions that you can make a *rusting grasp* touch attack with the whip at will, you can use it on all nonmagical metallic objects (not just ferrous ones), and it does not protect you from other rusting attacks. This item counts as a whip for the purposes of proficiency and weapon feats.

#### CONSTRUCTION

**Requirements** Craft Wondrous Item, *rusting grasp*; **Cost** 28,000 gp (24,000 gp if deceased rust monster is provided), 2,240 XP

starved for nutrients that they have evolved to prey specifically on other living creatures, consuming the iron in their blood and tracking them by the twisting wake of their magnetic fields.

### RUST LORD

CR 7

N Large aberration

**Init** +3; **Senses** metalsense 100 ft., darkvision 60 ft.; **Listen** +7, **Spot** +7

#### DEFENSE

**AC** 22, **touch** 12, **flat-footed** 19

(+3 Dex, +10 natural, -1 size)

hp 85 (10d8+40)  
**Fort** +9, **Ref** +6, **Will** +6  
**Resist** fire 10; **SR** 16

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**OFFENSE**


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**Spd** 40 ft., burrow 20 ft., climb 20 ft.  
**Melee** 2 antennae +14 touch (rust or bloodrust) and bite +10 (1d8+8)  
**Space** 10 ft.; **Reach** 5 ft. (15 ft. with antennae)  
**Special Attacks** bloodrust, rust

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**TACTICS**


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**During Combat** Rust lords charge headlong into combat at the first hint of metal or other living beasts. Mad with hunger, they focus first on consuming any large metal objects with their rust ability before moving on to the comparatively small amounts of metal in their enemies' blood, but they aren't opposed to using their bite and bloodrust abilities to incapacitate foes who look like they're attempting to escape.

**Morale** A rust lord never surrenders, and fights to the death.

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**STATISTICS**


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**Str** 27, **Dex** 17, **Con** 19, **Int** 2, **Wis** 13, **Cha** 8  
**Base Atk** +7; **Grp** +19  
**Feats** Alertness, Great Fortitude, Multiattack, Track  
**Skills** Listen +7, Move Silently +8, Spot +7  
**Languages** none  
**SQ** metalsense

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**SPECIAL ABILITIES**


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**Rust (Ex)** A rust lord that makes a successful touch attack with an antenna causes the target metal to corrode, falling to pieces and becoming useless immediately. The touch can destroy up to a 10-foot cube of metal instantly. Magic armor and weapons, and other magic items made of metal, must succeed on a DC 23 Reflex save or be dissolved. The save DC is Constitution-based and includes a +4 racial bonus. A metal weapon that deals damage to a rust lord corrodes immediately. Wooden, stone, and other nonmetallic weapons are unaffected.

**Metalsense (Ex)** A rust lord can sense the twisting magnetic fields around metal objects to such a fine degree that it can perfectly discern the location of any metal object or creature with metallic blood (such as most humanoids) as if it could see it clearly, out to a range of 100 feet. Stone, wood, invisibility, and magical barriers are incapable of blocking this sense, and only an object containing significantly more metal, placed between the rust lord and its target, provides concealment or total concealment for this sense. For example, a man hiding behind a suit of discarded full plate has concealment, and one hiding behind a *wall of iron* has total concealment, though the rust lord might still be able to see him with its darkvision.

**Bloodrust (Ex)** A brush from a rust lord's antennae against flesh or thin clothing instantly draws forth the iron and other metallic minerals inside a creature's blood, tearing through the skin in a fine mist and causing 1d4 points of Con damage.

## RUST MONSTERS ON GOLARION

Rust monsters have existed on all of Golarion's continents throughout recorded history, though in ages past they were primarily a subterranean phenomenon. For countless generations before the Quest for Sky, they competed fiercely with the dwarves for metals, and some believe that the increase in surface encounters over the last several thousand years is the result of the hungry beasts following the dwarves up from their ancient hunting grounds. Others worry that this is a result of them depleting all the metals farther down, in which case Golarion's ability to support modern metal-based societies might be dangerously close to exhaustion. Certainly, the beasts seem especially common in areas where dwarves first emerged onto the surface, and are a constant problem for the remaining Sky Citadels. Urgir, the fallen citadel in the Hold of Belkzen, already suffers from regular earthquakes and collapses due to the orcs being unaware (or heedless) of the swarm of beasts gnawing away at the city's subterranean foundations.

In Avistan, rust monsters are primarily found in the major mountain chains such as the Five Kings, the Menadors, and of course Varisia's Iron Peaks, whose deep roots are metal-rich enough to keep the creatures from venturing into more populated regions. In Garund, the creatures are far less common, especially outside of the Shattered Range in the south. Beneath the planet's surface, however, rust monsters can be found at any given depth in the Darklands, burrowing freely without regard to what lies above them. Those explorers who have attempted to chart the sea bottoms have even reported finding smaller versions there around mineral-rich geothermal vents, which combined with their similarities to existing bottom-feeding sea creatures lends credence to the hypothesis that these may be ancestors of the terrestrial rust monster.

Despite their uses as mining aids or beasts of war, few of Golarion's civilized races are willing to tolerate the presence of a rust monster for long. For most, this is simply a reaction to the creature's crazed hunger and tendency to destroy material wealth, but for some it takes on religious overtones. A new theory, growing popular in areas where rust monsters are most common, holds that the beasts are actually part of an infernal plot to release Rovagug from his prison in the center of the earth, the hungry monsters sent down into the depths to eventually locate and devour the mad god's chains and bring about the end of the world. While this is currently still a fringe belief, the church of Sarenrae has been known to offer bounties for each rust monster head presented, and acolytes of Gorum, Torag, and even Droskar similarly see the creatures as abominations intent on undermining their power.

**RUST MONSTER**

*This insectoid monster is the size of a small horse, with four claw-tipped legs and a squat, humped frame. Its back is protected by a thick carapace of overlapping rust-colored plates, and its armored tail ends in a strange protrusion of fanned bone and hide. Two small black eyes perch above twitching mandibles, and from beneath each eye protrudes a long, feathery antenna.*

**RUST MONSTER**

**CR 3**

N Medium aberration

**Init** +3; **Senses** darkvision, scent; Listen +7, Spot +7

**DEFENSE**

**AC** 18, touch 13, flat-footed 15  
(+3 Dex, +5 natural)

**hp** 27 (5d8+5)

**Fort** +4, **Ref** +2, **Will** +5

**OFFENSE**

**Spd** 40 ft.

**Melee** antennae touch +3 (rust) and bite -2 (1d3)

**Special Attacks** Rust

**TACTICS**

**Before Combat** Rust monsters have little capacity for subtlety, and tend to charge straight into combat if they sense metal.

**During Combat** A hungry rust monster always targets the largest metal object available with its antennae, striking first at things like armor and shields before moving on to smaller items. While it employs its bite against any enemy actively damaging it or standing in its way, most rust monsters are concerned only with consuming as much metal as quickly as possible. As such, though rust monsters have frequently been known to pursue metal-bearing prey for long distances, they can often be distracted by large offerings of metallic items, giving characters a chance to escape.

**Morale** Rust monsters are notoriously single-minded, and will fight to the death as long as there's metal to be gained.

**STATISTICS**

**Str** 10, **Dex** 17, **Con** 13, **Int** 2, **Wis** 13, **Cha** 8

**Base Atk** +3; **Grp** +3

**Feats** Alertness, Track

**Skills** Listen +7, Spot +7

**Languages** none

**SPECIAL ABILITIES**

**Rust (Ex)** A rust monster that makes a successful

touch attack with its antennae causes the target metal to corrode, falling to pieces and becoming useless immediately. The touch can destroy up to a 10-foot cube of metal instantly. Magic armor and weapons, and other magic items made of metal, must succeed on a DC 17 Reflex save or be dissolved. The save DC is Constitution-based and includes a +4 racial bonus. A metal weapon that deals damage to a rust monster corrodes immediately. Wooden, stone, and other nonmetallic weapons are unaffected.

*“Good gods, it’s EATING the TREASURE!”*

*—typical adventurer reaction to a rust monster*





## Shambling Mound

“Humans call them shambling mounds or shamblers, a descriptive if not too imaginative name, but if they have any name for themselves, no one has ever heard it. Horrific in appearance and often savage in aspect, shamblers are no mere dumb brutes, attacking with cunning and stealth and withdrawing into the deepest, darkest mires. Though dimly intelligent, their thoughts and motives are entirely alien, as is their bizarre physiology, and even what passes for their society when these abominations band together around great wetland mounds for purposes beyond imagining. Yet there is something strangely familiar about them...”

—Jathalara Varenthis, elven druid-sage

Easily dismissed as mindless plant creatures, shambling mounds are actually intelligent and capable of forethought and planning. Blending perfectly with their swampy environs, they are able to evaluate a target’s strength, ambushing easy prey and quietly letting more dangerous creatures pass. More than once a heavily armored warrior has safely walked across a shambler’s prone form, mistaking it for a hillock rising out of the marsh, only to hear the screams behind him as the monster grabs his trailing wizard or rogue ally.

### OVERVIEW

Shambling mounds are almost universally disliked by every intelligent race, hated and feared not for their cruelty but for their remorselessness. They are a force of nature—a living storm of verdant flesh that rains death upon the just and unjust alike. Even animals, plants, and vermin are not safe from their predations. They are known to be intelligent, after a fashion, but rarely can they be reasoned with, bargained with, or even conversed with, and their cunning only makes them more dangerous. Blending

in as they do with the environment, they could be almost anywhere at any time, attacking without warning and not caring whether they leave survivors, so long as they acquire their next meal. Whether in the wilderness or in caverns beneath the ground, any pile of rot and fecundity, or any algae-filled backwater or ocean sargasso, might easily conceal a shambler lying in wait. Travelers' tales speak of the normally water-loving shamblers inhabiting even the driest of deserts; perhaps only the mountain peaks and high ice of the frozen north are free of their scourge.

Disturbing rumors persist of shamblers gathering in strange aggregations around great earthen mounds in the depths of marshes and jungles, and sages have long wondered whether there is some alien purpose at work. None have succeeded in conversing with these gathered shamblers, and the far more common solitary hunters seem to have no knowledge of the affairs of their brethren.

Many have speculated on the origins of this curious creature. While the existence of intelligent and carnivorous plants is no great mystery, the shambling mound is a puzzle indeed. Why is it so resistant to fire? Why the strange affinity for lightning? Why, as a plant, does it have a *brain*? Some sages theorize that the shambler is a product of fell sorcery, a strange mutational byproduct of uncontrolled magical residues, the realization of druidic experimentation in a new form of plant life, or perhaps a natural evolution of carnivorous plants. In truth, none of these are correct.

## ECOLOGY

Shambling mounds are strange creatures, more akin to an animate tangle of creeping parasitic vines than a single rooted plant. They are omnivorous, able to draw their sustenance from nearly anything, wrapping their creepers around living trees and drawing forth their sap, sending rootlets into the soil and drifts of rotting vegetation and sucking up raw nutrients, or even sinking their tendrils into deadfalls, snags, and logs to extract worms, insects, and other vermin by the hundreds from their nests. They are most feared, however, because of their affinity for flesh and blood. They are clever hunters, able to move with great stealth and lie for days on end without moving, waiting patiently for a potential meal, then lashing out with terrifying suddenness and catching their prey in their crushing grips. From there they literally pull the creature apart, drawing out fluids before breaking down flesh and bone over the course of days or weeks, leaving nothing behind.

Shambling mounds are actually parasitic hybrid creatures whose origins lie far from the civilized parts of Golarion. The explorers who discovered this place are unknown, but fragments of their journals have been found in waterlogged chests retrieved from Azlanti ruins. Among

## SYMBIOTIC SWARM

Shambling mounds are themselves unpleasant opponents, but some shambling mounds live in symbiosis with swarms of insects, most often centipedes, skittering along the tendrils and vines that make up the shambler. Typically such a symbiotic swarm does not endanger creatures fighting a shambling mound, as too few of the centipedes run along the creature's surface to pose much of a threat. However, a target engulfed by the shambler's constrict attack is subject to the attack of a centipede swarm (MM 238), including physical damage, poison, and distraction. The swarm is considered to have total cover from attacks as long as the shambling mound is alive. If the shambling mound is killed, the centipede swarm boils up from its remains and attacks any creatures nearby. Add +1 to the CR of a shambling mound with a symbiotic centipede swarm.

the many places they sojourned, one they called "the Green Valley" seemed an idyllic setting, heavily overgrown with abundant forest and jungle, teeming with native fauna and yet seemingly easily tamed. The actual location of this place is lost—it might be another plane, a distant planet, one of the great Vaults of the Darklands, or possibly a pristine, untouched region deep in the Mwangi Expanse or a lush valley surrounded by snow in the Crown of the World. The explorers failed to realize that in this place they were an alien species, and an environment that appeared on its surface to be hospitable was far from it. Something in the area possessed a rudimentary sentience and awareness, and this strange intelligence perceived the intrusion of these visitors as a threat. Creeping vines embraced the travelers in their sleep, shedding psychoactive and mutagenic spores that infected the travelers' minds and bodies in an attempt to convert them into non-hostile symbiotic native lifeforms. Showing no outward signs of the psychic and physical seed growing within, the wanderers teleported freely back and forth to their home city, bringing back sketches, seeds, and other samples for further study.

Once they returned, however, a strange transformation began to occur. While in the Green Valley, the primal intelligence there slowed and guided the growth of the infecting spores; without this guiding mind, the impulses imprinted upon the seed took over and began to remake their hosts, mind and body. Many of those first explorers fled to the wilderness, partly out of an instinctive kinship for nature, partly in horror as the plant within began to devour and replace the flesh without. Humanoid features warped into twisted masses of vines and rot. Eventually, all semblance of the creatures they once were faded into a nightmare of vegetative horror, save their bipedal stance and vestiges

of their brains and nervous system. The remnants of thinking brains and fast-acting nerves transformed under the influence of the spores into a network of greenish-gray fibers of amazing conductivity and capacitance, enabling them to process and hold great stores of energy, rapidly dissipating excess heat and able to channel and store vast amounts of electricity. These brain-like plant fibers also retained a degenerated remnant of their hosts' minds, tortured with the tattered remains of their memories and dreams, and longing for communion with the now-absent intelligence of the Green Valley. These tortured creatures were the first shambling mounds.

**HABITAT & SOCIETY**

Shambling mounds are a strange amalgam of rootless parasitic plants, cursed with deeply ingrained instinctive drives and yet gifted with an inheritance of enough dim sentience to attempt to pursue these instincts, sometimes using bursts of creativity on the order of human-level intelligence.

Shambling mounds are primarily simple creatures, and their basic requirements are primitive and natural—sustenance, safety, and procreation. The first two are easily satisfied at a basic level, as shambling mounds are capable of drawing sustenance from decaying vegetable matter, from drifts of composting leaves and rotting trees to the fetid muck at the bottom of a swamp. Shamblers can also turn light into food in the manner of most plants, though their mass and activity level usually means this is insufficient for all their needs; likewise, they do not require light, and are equally at home amidst the fungi forests of dank cavern systems deep below the ground as they are on the surface. Few creatures consider them worthy of a meal, even if they dared to challenge their might, and the shamblers' ability to blend in with the natural landscape or hide underwater enables them to easily avoid those few who might prey upon them.

The fact that they can survive without hunting raises the question of why they do it at all, and the answer is found in the third basic impulse—procreation. The alien flora that birthed the shambling mounds is inherently parasitic, and cannot reproduce without animate living tissue. A shambler must consume vast quantities of flesh, blood, bone, and especially humanoid brain tissue, which it absorbs not so much for sustenance as to sprout new rootlets, cyst-like



tubercles, pulsing heartwood, and budded networks of plant-brain fibers. This last is what requires the greatest time and effort to create, both because its base components are such a small part of the body mass of its victims and because the high-capacitance tissue requires so much energy to be infused into it.

There is an exception to this limitation, and some shamblers have discovered it and in some way communicated this to their fellows. Elves, perhaps because of their inherent connection to nature or some link to the Green Valley, are a uniquely fertile medium for their growth—rather than having to grow an entirely new plant-brain out of digested matter, a shambler can directly convert an elf's brain and greater nervous system into plant-brain material, saving an enormous amount of time and energy. Where a shambling mound might need to consume literally a ton of humanoid tissue to bud an offspring, the fresh corpse of a single elf is sufficient for a shambler to create a full-size plant-brain, leaving only the (much less energy-intensive) process of growing the remaining body.

In any event, when a shambler has finally assembled enough stored base material to calve a new shambling mound, the “parent” finds a hiding place rich in vegetable matter and roots itself firmly, weaving and grafting the proto-shambler's vital elements into the available matter. After approximately a week, the new shambler detaches itself from the nest and leaves its parent behind. Within less than a day, the parent (now smaller by approximately a third) disentangles itself from the remains of the birthing mass and returns to its former activities. Each shambling mound is typically nomadic, wandering with the seasons and as it finds prey. Instinctively careful of overhunting a particular territory, shamblers tend to avoid each other. Chance encounters between them are rare, and shamblers usually ignore one another when they do meet.

Rarely, a shambler may possess an empathic affinity that draws other shamblers to it and enables them to work in concert. Some collections of shamblers simply repeat their usual imperatives on a larger scale, but others have a deeper purpose, trying to establish a connection with the foreign plant intelligence that created their forebears. They may seek this connection through meditation or through destruction of civilizations that they feel impede nature's ability to grow and thrive in its fullness. Some

shambling mounds engage cooperatively with intelligent creatures that can communicate with plants.

### CAMPAIGN ROLE

Shambling mounds are excellent stealth and ambush predators in caves or wilderness, particularly where water or vegetation (or both) are present. While not brilliant, shamblers are far more intelligent than most simple brute monsters and should be cunning and canny enough to attack, retreat, and use terrain to their advantage. A shambling mound is a horrifying change of pace as a “moat monster” around a ruined keep or in an underground lake. PCs could come across a newly calved shambling mound and defeat it, only to have its parent rise the next day and begin hunting them.

A shambling mound might ally with druids or with intelligent races (such as lizardfolk) that venerate it or grant it offerings, while members of any race might beg heroes for help against a shambling mound preying upon their people. Sentient plant or fey creatures like dryads and treants might likewise request aid in ridding their forests of such a dangerous parasite, while an exceptional shambler may have discovered how to parasitically dominate such creatures and turn them to their cause.

### TREASURE

Shambling mounds are uninterested in treasure. What few baubles they keep are typically durable inorganic objects left over from their consumption of intelligent creatures. Fragile items end up smashed to pieces in their ungentle clutches, while organic items not torn apart or consumed by the shambling mound inevitably rot and decay swiftly in the muck and mire where shamblers live. As shamblers are usually nomadic, they rarely keep a lair in the traditional sense, so any coins or goods found nearby are generally from recent victims, or (rarely) lodged within the shambling mound’s body mass, tangled amidst its tendrils.

### VARIANTS

The majority of shambling mounds live outdoors, most commonly in marshes, swamps, jungles, and well-watered forests. A shambling mound may have one or more of the following variant abilities.

**Compressible Form (Ex):** These shamblers are difficult to harm with piercing or bludgeoning attacks, gaining DR 10/slashing and taking half damage from falls. A compressible shambling mound also never suffers penalties for squeezing into a 5-foot-wide space, and gains a +10 racial bonus to Escape Artist checks (+10 for squeezing through a tight space).

**Communion with the Green (Su):** This variety of shambling mound is instinctively attuned to the essence

### STORMSTRUCK SHAMBLER

You have been lashed by the power of the storm so many times that you retain a powerful affinity for it, able to draw upon your reserves of energy to strike enemies with living lightning.

**Prerequisite:** Shambling mound, must have been struck by lightning.

**Benefit:** As a free action, you may charge one of your limbs with electricity equivalent to a *shocking grasp* spell, dealing 5d6 electricity damage to a creature you touch, attack with an unarmed strike, or grapple. If making a touch attack, you get a +3 to your attack roll if the target is wearing metal armor. Each time you use this ability, you take 1 point of temporary Constitution damage; you regain these lost Constitution points at a rate of 1 per hour. You may use this ability a number of times per day equal to your hit dice.

### SHAMBLING MONOLITH

You are able to draw up available vegetation into your body mass and increase your size and strength.

**Prerequisite:** Shambling mound.

**Benefit:** As a full-round action, you may draw additional vegetable matter into yourself and increase your size, strength, and durability as if using an *animal growth* spell. At the beginning of each turn, you must succeed at a Fortitude save to maintain your increased size. The save DC is 10 if in forest or jungle and 15 if in a swamp or underground, and increases by 1 for each round that passes. If you fail the save, you collapse back to your normal size and are fatigued for 8 hours.

**Special:** You must be in forest, jungle, swamp, or underground terrain to use this feat. You cannot use this feat when you are fatigued or exhausted.

of nature. It gains a +4 bonus to Charisma-based checks with plants and animals and gains the following spell-like abilities (caster level 8th): At will—*detect animals or plants*, *spek with plants*; 1/day—*barkskin*, *blight*, *command plants*, *diminish plants*, *entangle*, *goodberry*, *plant growth*; 1/week—*commune with nature*. The saving throws are Wisdom-based.

**Greensward:** The most tragic variant shambler is outwardly identical to a normal shambling mound (though they often fashion some of their body mass into a makeshift head and face). They are extremely rare humanoids (usually elves) whose minds, spirits, and consciousnesses have somehow endured and remained intact after a shambling mound kills and eats them. Lacking the power of speech, many are slain by their humanoid comrades as they return home in hope of a cure, but some few have managed to avoid hostilities long enough to manage

### SUFFOCATING STRANGULATION

Your constriction attack forces the air out of your victim's lungs and leaves him helpless and gasping for breath.

**Prerequisite:** Improved grab, constrict

**Benefit:** By making a successful grapple check, you are able to coil your natural weapons around an opponent's throat (or other breathing apparatus), crushing the breath out of him. The opponent cannot hold his breath and must immediately begin making Constitution checks at the end of his turn each round, starting at DC 10 and increasing by 1 each round. Failure indicates he falls unconscious at 0 hit points. Once the opponent is unconscious, you may choose to either damage him (requiring a grapple check) or continue to suffocate him (no check required); if you maintain the chokehold, on your next turn he drops to -1 hit points and is dying. If you maintain the chokehold on the following turn, he suffocates and dies.

Creatures that do not need to breathe are unaffected by this ability.

peaceful communication. Those unable to secure a *miracle* or *wish* to return to their own form have sworn to use their new forms to become defenders of the woodlands. Greenswards are usually chaotic good. They retain the memories of their previous life, but they cannot speak or cast spells. A greensward's Intelligence is +2 higher than a common shambling mound. (CR +1)

**Spore Mound:** Some shamblers live in such close association with fungi and rot that they gradually become infested. These spore mounds look much like typical shamblers but are encrusted in morels, puffballs, and all manner of mushrooms. Whenever a spore mound is struck in combat, it discharges a cloud of yellow mold spores in a 10-foot radius (inhaled poison; Fortitude DC 15, initial damage 1d6 Con, secondary damage 2d6 Con). If exposed to direct sunlight, a spore mound's yellow mold is rendered dormant and does not discharge. Its spore discharge is suppressed for 1 round if the creature is struck by a fire attack that overcomes its fire resistance. (CR +1)

**Tanglethorn Mound:** Found only in arid regions, deserts, hills, and dry plains, tanglethorn mounds look like twisted masses of dry, thorny vines wrapped thickly around misshapen clumps of cacti. They deal slashing, piercing, and bludgeoning damage with their slam and constrict attacks, and their constrict attacks deal +1d6 damage. Tanglethorn mounds lack a swim speed but have a burrow speed of 10 feet and tremorsense out to a distance of 30 feet; they often lie in wait just below the surface, or with a portion of their body mass showing above ground, appearing like a normal thorny bush or cactus. Their racial bonus to Hide checks applies only in desert settings. (CR +1)

### SHAMBLING MOUNDS ON GOLARION

Shambling mounds have their origin with Azlanti explorers (or a rare alliance of Kyonin elves and Azlanti humans) who journeyed either to a primordial place on Castrovel—the Green Planet—a demiplane in the Ethereal Plane, or a remote region in Golarion, unwittingly bringing the seeds of their transformation back with them. Most shamblers on Golarion are solitary and nomadic, but there are several significant exceptions. In southern Kyonin, hundreds of shamblers have gathered under the banner of the demon Treerazer. It is unknown if he was the one who discovered the shambling mound's special affinity for creating spawn from elves, if one or more exceptionally intelligent shamblers discovered the link and offered their services to the great demon in hopes of exacting revenge upon the elves, or if they allied out of the belief that the demon can help them return to the Green Valley. PCs in Kyonin and surrounding lands might be surprised to find shambler shock troops intermixed with Treerazer's legions and minions.

Some shamblers eternally hunger for that lost sense of primal communion that instinct tells them was once theirs, casting their eyes to the skies, recognizing the green "star" Castrovel as significant, and pining for their lost home (whether or not that is actually their place of origin). Most, have no conscious recollection of the Green Valley, but nonetheless carry a terrible longing for the thing that was lost and a burning hunger that they must reach it once again for them to be made whole. These shamblers instinctively feel that to be at peace, they must build a community of plant-creatures on Golarion, awakening nature's heart and soul. To do this, balance must be restored, quelling all disruptions to the natural world and excising the tumors of civilization that wrack the health of the living planet.

The largest collection of shambling mounds, numbering in the thousands, lives in the Sodden Lands and the Mwangi Expanse. There, an exceptional shambling mound druid known as Zandghoreishi ("the Jade Prophet") has drawn great numbers of shamblers to his call. He has proclaimed that the annihilation of the nations of Lirgen and Yamasa and the flooding of their lands was but the first part of a cleansing wave that will clear the way for the planet's awakening. Large groups of shamblers have attacked and utterly destroyed many settlements throughout the region, and in each place they have formed the detritus of the devastated communities into large mounds in intricate shapes and forms. Whether these are intended as foci for primal natural energy or serve some stranger purpose is unknown. Thus far, the deserts of Garund appear to have contained the spread of the Jade Prophet's message and minions but there is quiet concern among some sages of the southlands as to the threat he might pose.



**SHAMBLING MOUND**

*Rising up on two trunk-like legs, a deliquescent mass of tangled vines drips with slime, reeking of rot and fresh-turned earth as it lashes out with tendrils like mooring ropes.*

**SHAMBLING MOUND****CR 6**

N Large plant

**Init** +0; **Senses** darkvision 60 ft., low-light vision; Listen +8, Spot +0

**DEFENSE**

**AC** 20, touch 9, flat-footed 20  
(+11 natural, -1 size)

**hp** 60 (8d8+24)**Fort** +9, **Ref** +2, **Will** +4

**Defensive Abilities** plant traits; **Immune** electricity; **Resist** fire 10

**OFFENSE****Spd** 20 ft., swim 20 ft.**Melee** 2 slams +11 melee (2d6+5)**Space** 10 ft.; **Reach** 10 ft.**Special Attacks** improved grab, constrict 2d6+7**TACTICS**

**Before Combat** Shambling mounds can lie quiescent for long periods of time, attacking from the cover of water or foliage when creatures wander too close. Surprisingly stealthy for their size, they hunt with tireless hunger, often attacking when their quarry is asleep.

**During Combat** Shambling mounds seek to grapple foes and drag them away to be consumed. They switch targets if a given foe seems resistant to grappling.

**Morale** Shambling mounds are driven by primitive urges, but withdraw if below 10 hit points or if all foes prove resistant to grappling.

**STATISTICS****Str** 21, **Dex** 10, **Con** 17, **Int** 7, **Wis** 10, **Cha** 9**Base Atk** +6; **Grp** +15

**Feats** Iron Will, Power Attack, Weapon Focus (slam)

**Skills** Hide +3 (+11 in swamps or forests), Listen +8, Move Silently +8

**Languages** Common, Elven, Sylvan; cannot speak

**SQ** plant traits**SPECIAL ABILITIES**

**Improved Grab (Ex)** To use this ability, a shambler must hit with both slam attacks. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and can constrict.

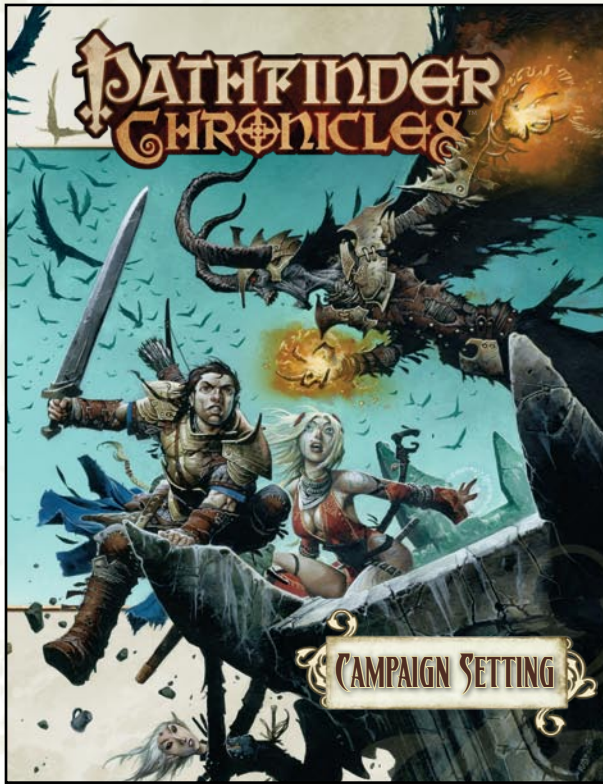
**Constrict (Ex)** A shambler deals 2d6+7 points of damage with a successful grapple check.

**Immunity to Electricity (Ex)** Shamblers take no damage from electricity. Instead, any electricity attack (such as *shocking grasp* or *lightning bolt*) used against a shambler temporarily grants it 1d4 points of Constitution. The shambler loses these points at the rate of 1 per hour.

**Skills** Shamblers have a +4 racial bonus on Hide, Listen, and Move Silently checks. The racial bonus on Hide checks increases to +12 when in a swampy or forested area.



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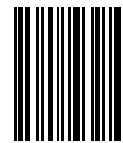
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