

LEGENDS & LAIRS™

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MONSTER'S HANDBOOK™



A SOURCEBOOK FOR CREATING
AND CUSTOMIZING
D20 SYSTEM™ MONSTERS

Requires the use of the
Dungeons & Dragons® Player's Handbook,
Third Edition, published by Wizards of the Coast®

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AND CUSTOMIZING
D20™ SYSTEM MONSTERS

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BRAZ

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INTRODUCTION

I'm excited about the *Monsters Handbook* for several reasons. First, I think it's about time monsters got what was coming to them....and I don't mean more ways for PCs to kill them. It was interesting to work on this book in the middle of doing the *Path* series of character resource books because that is essentially what this tome is, a resource book for monsters.

Sometimes even the most interesting and challenging monsters become a bit mundane after years of adventuring, and one can only stock a world with so many before the menagerie starts to become absurd. This book is also a handy guide to creating mutations or new types of an old monster, which can have many campaign implications or be used to launch exploratory adventures. Part of the reason we develop products for the d20 System is to give players and DMs a fresh new experience, and this sourcebook is the perfect way to enhance any d20 System game.

Wil Upchurch
Fantasy Flight, Inc.

WELCOME

Fantasy Flight Games is pleased to present *Monster's Handbook*, the eighth volume in our Legends & Lairs line of sourcebooks for the d20 System. *Monster's Handbook* contains a plethora of new classes, feats, templates, and options for d20 System monsters.

Chapter 1 lays down the basics of this book. It provides rules for modifying existing d20 System creatures, and taken to its extreme could be used as a guide for creating entirely new and appropriate challenges for a party of any level. In addition, Chapter 1 includes an extensive list of special abilities that you can add to new or old monsters. Complete rules cover the effects of adding new abilities to a monster on CR and other game statistics. Rules and guidelines also describe how to create special abilities based on spells, common monster features such as poison and psionics, class abilities, and other sources.

Chapter 2 discusses monster tactics. It presents combinations of skills and feats that may go overlooked by players but are great resources for monsters. It presents many common feats and explains why some make good choices for monsters and others are less than optimal. Included in Chapter 2 is an extensive discussion of challenge ratings and encounter levels, with guidelines for how to create CRs based on the characters' abilities and why not all CRs are created equal. A section on ELs covers the best way to produce challenging encounters and why sometimes two encounters with the same EL can have wildly different effects on an adventure.

Chapters 3 through 11 are the meat of this book. Each covers a specific monster subtype, from aberration to undead. Each creature type is given tactics, new feats, new special abilities, prestige classes, templates, and a sample creature created using the rules from this book. After creating a creature in Chapter 1, flip to the appropriate chapter for its monster type and customize its feats and skills while granting it a few more special abilities.

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CHAPTER ONE

MODIFYING MONSTERS

CHAPTER ONE: Modifying Monsters

INTRODUCTION

In the course of running an adventure, have you ever witnessed an exchange like this:

DM: Around the corner comes a large, six-legged animal that looks a bit like a panther. Tentacles sprout from its shoulders, and it snarls as it notices your presence. Roll for initiative.

Player: Oh, a displacer beast. Bob, don't waste any magic missiles on it. It has an ability that may make them miss.

Part of the fun in fantasy roleplaying games is the sense of mystery that comes from exploring strange vistas, uncovering lost secrets, and battling strange monsters. Everyone fondly remembers their first dungeon, when an orc or a goblin was a strange, fearsome beast and there was always a sense that a terrible, fearsome monster could lurk around any corner.

But then, as time goes by and one dungeon fades into the next, that sense of mystery slowly withers. We take on dragons, liches, vam-

pires, and worse. We learn that a quick fireball is all it takes to drive away any doubt that orcs are nothing more than cannon fodder. Monsters stop being quite so monstrous.

Well, not any more. The *Monster's Handbook* is designed to supercharge the creatures in your game. The rules presented here allow you to quickly and easily take existing creatures and grant them new abilities. Two-headed dragons, 100-foot-tall giants, winged serpents that spit lightning bolts, and more are all possible with this system.

With the *Monster's Handbook*, you need never worry again about using stale, dull monsters in your game. You literally hold in your hands a book that contains a limitless supply of new monsters with which to challenge your players. The next time your players head down into a dungeon, they will not know what hit them. And best of all, unless you give them your notes, they never will.

The following section gives an overview of common abilities that can be granted to monsters of all types, including special abilities, movement, defense, and attacks.

ABOUT MONSTERS AND CHALLENGE RATINGS

Building monsters with this book allows you to add a lot of variety to your game, but new powers often come at the expense of a higher challenge rating. As with all challenge ratings in the d20 System, what one party may find extremely difficult another may easily defeat. DMs should be careful to tailor each creature or new ability to his party. For example, a demon that gains the ability to breathe fire is not much more challenging to a party of characters who all have fire resistance, but a party with no mage might find itself much more vulnerable to such a creature. The CR modifiers presented below are guidelines for increasing the CR of a creature against a standard party, and should always be compared with the challenges the creature will face when it comes up against a specific group of adventurers.

SPECIAL ABILITIES

Special abilities cover a wide range of magical and mundane talents available to creatures. From a medusa's petrifying gaze to a devil's immunity to fire, any ability that grants a creature additional powers not normally available to a character class counts as a special ability.

OVERVIEW

All special abilities are given a challenge rating value based on the powers and capabilities they grant a creature. This CR value is expressed in two different ways. Some abilities have relative CR values, while others have absolute CP (challenge point) values. Granting new abilities to a monster increases the creature's CR. This increase is determined by the CR value of the ability.

RELATIVE CR

Relative CR values apply to abilities that have the same game effect whether they are placed on a very powerful or very weak creature. An ability that allows a creature to cast *magic missile* as a 1st-level sorcerer deals the same damage if either a goblin or titan uses it. However, a goblin gains a lot more use from the ability, since *magic missile* is more dependable and deals almost as much damage as its normal attack. A titan, on the other hand, would rarely ever find a use for it. Its innate abilities overshadow a mere *magic missile*, especially one used at caster level 1. Thus, the goblin's CR

would increase if it were given that ability, but the titan's would not.

By the same token, the ability to cast *implosion* as a 20th-level sorcerer is somewhat handy for a titan. As a 9th-level spell, *implosion* is a good option in combat even with its other abilities. On the other hand, giving this ability to a goblin radically increases its power. One such creature could easily destroy an entire party of adventurers. Thus, the goblin with *implosion* may still have a lower CR than a titan granted the same spell, but the goblin's CR goes up much more relative to how much the titan's CR increases. Compared to a goblin with the ability to cast *magic missile*, the goblin's CR goes up far more.

Relative CRs allow you to design and use special abilities whose utility is determined in relation to the power of the creature that gains it. When determining the CR cost of these abilities, treat the relative CR ability and the base creature as two separate monsters paired together in an encounter. The EL of such an encounter is the creature's new base CR. This can be determined by looking under "Challenge Ratings and Encounter Levels" in the DMG.

Only the three most powerful relative CR abilities normally count towards a creature's CR. Any remaining abilities that do not have a cost equal to any of the three strongest are ignored when determining a creature's CR. Note that as a DM, you must exercise judgement in loading up additional abilities. As a rule of thumb, never add more than three free abilities in this manner.

INCREASED CRs AND Hit Dice

To keep a creature balanced, you should almost always grant it additional HD as its CR increases. The creature's increased CR means it must have the ability to face off against more powerful adventurers than before. Thus, it needs more hit points, skills, and feats to support its new special ability and make it a viable opponent. In the case of a creature with many dangerous special abilities, like the ogre mage, it may be appropriate to keep its HD low since the creature can challenge the party while avoiding damage and combat.

As a general rule, for every one point the creature's CR increases, grant it two additional HD as per the standard rules for advancing a creature. Do not increase the monster's size based on these CR increases. Under this system, only the size increment special ability may change a creature's size.

Some special abilities alter a creature's type. For example, granting an animal the ability to *teleport* turns it into a magical beast. In this case, keep the creature's base stats the same. When giving it additional HD, use the rules for granting a creature of its new type more HD. Thus, an animal given a teleport ability gains more HD as if it were a magical beast. Its base HD remain the same. It gains bonuses to its base attack, new feats, and other features based solely on its extra HD. Do not add in its starting HD when determining these bonuses. Creatures that remain the same type, on the other hand, use their full HD when computing these bonuses. Even if the two creature types use the same base hit die, keep them separate when determining the base attack bonus and feats gained for adding HD of the new creature type.

The table on the next page summarizes the effects of giving the various creature types additional HD.

CHALLENGE POINTS

Abilities with a CP cost increase a creature's power regardless of its power level. The ability to fly improves any creature's abilities, from a mere kobold to a towering frost giant. When granting these abilities to a creature, total the net worth of its CP abilities, divide by 100, and round decimals less than .5 down, those .5 or higher up. Add the total result to the creature's CR. So, a creature that adds 275 CP worth of abilities would increase its CR by 3. ($275/100=2.75$, rounded up to 3).

USING MULTIPLE ABILITIES

If you add more than one ability to a creature, follow these steps to determine its CR.

1. Relative CRs: Add these abilities first by treating them as multiple creatures teamed up with the monster's base CR in an encounter. The total EL is the creature's new CR as described above.
2. Absolute CRs: Total the CP cost of these abilities and divide the total by 100, rounding as appropriate. Add the result to the creature's CR from step 1, rounding down after completing all additions. This is the creature's new CR.

ADDING NEW ABILITIES TO CREATURES

Stacking new abilities onto existing creatures is a good way to surprise and challenge your PCs in new and interesting ways. You could, for example, grant a giant the ability to cast *lightning bolt* or create a race of arctic orcs who are immune to cold and deal frost damage with a touch attack.

The process of adding new abilities almost exactly follows the guidelines given above for determining the total CR modifier. Use steps 1 and 2 as normal. Choose the abilities you wish to grant a creature and determine the total increase to its CR.

NEW ABILITY DESCRIPTIONS

The abilities available to monsters are organized into several categories for ease of reference. These categories are:

EFFECTS OF ADDITIONAL HD

Type	Hit Die	Attack Bonus	Good Saves	Skill Points	Feats
Aberration	d8	HD x 3/4	Will	2/HD	1/4 HD
Animal	d8	HD x 3/4	Fort, Ref	None	None
Beast	d10	HD x 3/4	Fort, Ref	1/HD	None
Construct	d10	HD x 3/4	None	None	None
Dragon	d12	HD x 1	All	6+Int mod/HD	1/4 HD
Elemental	d8	HD x 3/4	Ref or Fort	2/HD	1/4 HD
Fey	d6	HD x 1/2	Ref, Will	2/HD	1/4 HD
Giant	d8	HD x 3/4	Fort	1/HD	1/4 HD
Humanoid	d8	HD x 3/4	As creature	1/HD	1/4 HD
Magical Beast	d10	HD x 1	Fort, Ref	1/HD	1/4 HD
Mnst Hmnd	d8	HD x 1	Ref, Will	2/HD	1/4 HD
Ooze	d10	HD x 3/4	None	None	Blindsight
Outsider	d8	HD x 1	All	8+Int mod/HD	1/4 HD
Plant	d8	HD x 3/4	Fort	None	None
Shapechanger	d8	HD x 3/4	All	1/HD	1/4 HD
Vermin	d8	HD x 3/4	Fort	None	None
Undead	d12	HD x 1/2	Will	2/HD	1/4 HD

Good Save: Saving throws use either the good or bad progressions listed below. In the case of humanoids and elementals, subtract the base creature's save modifiers to determine which ones it counts as good or bad based on its HD. For HD beyond 20, note the patterns for both good and bad saves. A good save repeats a value twice before increasing by one, while a bad one repeats it three times except at 1 or 2 HD.

Hit Dice	Good Save	Bad Save	Hit Dice	Good Save	Bad Save
1	+2	+0	11	+7	+3
2	+3	+0	12	+8	+4
3	+3	+1	13	+8	+4
4	+4	+1	14	+9	+4
5	+4	+1	15	+9	+5
6	+5	+2	16	+10	+5
7	+5	+2	17	+10	+5
8	+6	+2	18	+11	+6
9	+6	+3	19	+11	+6
10	+7	+3	20	+12	+6

Skill Points: A creature gains the listed skill points with each additional Hit Die. Unless otherwise noted, it may spend these ranks on any non-exclusive skill.

Feats: Creatures may select any feat for which they possess the prerequisites. For creatures that can gain feats, divide the total additional HD by four and round down to determine the number of feats they receive.

Spell-Like Abilities: These special traits all function exactly like spells. The creature has a caster level that corresponds to a character class, such as druid, cleric, sorcerer, or wizard. This class also determines which attribute plays a role in determining the spell-like ability's save DC.

Magical Abilities: Using spells as a base,

supernatural abilities are constant effects or other magical talents that mimic spells but are not activated like a spell-like ability. Some of these talents may even be naturally occurring, even though they have the same effects as a spell.

Defenses: These abilities prevent damage by methods other than increasing the creature's

AC. Damage reduction, immunities, and resistances fall into this category.

Movement Abilities: Alternate methods of movement that cover such abilities as flight, burrowing, and climbing.

Special Attacks: Any offensive ability that does not fit into the above categories.

Special Qualities: Any ability that fails to fit the other categories.

SPELL-LIKE ABILITIES

Built using arcane and divine spells as a base for their mechanics, these abilities form the bulk of the new qualities you can add to a creature. While on the surface it may seem dull to simply give an orc the ability to cast *magic missile*, normally you use the spell's mechanics as a baseline for creating a new supernatural talent. The actual description of the in-game effects does not have to match the spell, and can take on almost any form you can think of as long as it follows the spell's mechanics.

BUILDING SPELL-LIKE ABILITIES

Most spells have a relative CR cost. Low-level spells rarely offer much utility to powerful creatures, while high-level ones are so powerful compared to a weak creature that such a monster becomes a walking delivery system for the spell's effects.

To make the math in this section simpler and to make the system more precise, the values used to calculate a relative CR are expressed in units of challenge points (CP), where 100 CP equals a relative CR cost of 1.

Pick a spell you wish to grant a creature. Look up the spell's description and check what levels the spell is given for the various spellcasting classes. Determine the ability's spell level by finding the lowest level at which a class gains the spell. For example, *heal* would count as a 6th-level spell because it is on the cleric's list at that level, even though druids do not get it until 7th. The base point cost for spell-like abilities is given in the chart on the following page. No spell may cost less than 50 CP.

Next, determine the ability's caster level. An ability's starting caster level is the minimum caster level necessary to cast the spell, from



whichever class gets the spell earliest. You can choose any casting class to use the spell, even one that does not normally have that spell on its list or cannot use the spell at the caster level. The class you choose determines which ability, Intelligence (wizard), Wisdom (cleric, druid, paladin, ranger), or Charisma (bard, sorcerer), modifies the spell's save DC, but has no other effect. Even though a sorcerer cannot use *fireball* at 5th level, a monster can and should use that spell as a 5th-level sorcerer if its Charisma is higher than its Intelligence or Wisdom. The saving throw DC to resist the spell-like ability is 10 + the spell's level + the casting class's relevant ability modifier.

You can increase the caster level to make the spell more powerful. Raising the caster level by one for a spell that damages or directly affects others (such as *fireball* or *hold person*) costs 30 points. A spell that is useful in combat but does not directly affect others (*invisibility*) costs 20 points to raise, and spells that are not useful in combat (*change self*) cost 10 points. By the same token, you can reduce the caster level by one in order to cut the ability's point cost by 20. You can never reduce the caster level to below 1, and the cost for an ability can never be reduced to less than 50 CP.

TABLE 1-1: SPELL-LIKE ABILITIES

Spell Level	Base Cost
1	50
2	100
3	200
4	400
5	600
6	800
7	1000
8	1200
9	1400

Modifiers	Cost
Damaging/incapacitating spell	+0
Non-damaging but useful in combat	-100
Useless in combat	-200
Usable 3 times per day	+0
Usable at will	+100
Usable 1 time per day	-100
+1 caster level	var
-1 caster level	var
No save (damaging/combat only)	+200

A base spell-like ability is usable three times per day. You can make an ability usable at will, meaning there is no cap on the number of times a monster can use it, by increasing the spell's cost by 100. On the other hand, you can reduce the ability's cost by 100 by making it usable only once per day.

Spells that can damage the creature's opponents are, obviously enough, much more useful than ones that allow it to detect magic or fly over walls. Spells that are useful in combat but do not directly deal damage or incapacitate characters receive a -100 modifier to their base costs. Spells that are not useful at all in combat receive a -200 modifier to their base costs. Obviously, this step is a bit of a judgement call. If you plan to use the creature in your home campaign, consider how it uses the spell and use that to guide you. Generally speaking, defensive spells and those that grant bonuses to attack rolls or additional attacks qualify for the -100 modifier. Detection spells and most illusions qualify for the -200 modifier.

Damaging and offensive spells that do not allow a saving throw incur a +200 point modifier to their cost. These abilities are much more reliable against characters than other spells.

Features created in this manner follow all the standard rules for spell-like abilities. They can be dispelled, have a caster level, do not work in areas of dead magic, and require Concentration checks to use if the creature takes damage while casting.

No modifier can reduce a spell's cost below 50. When determining an ability's final cost apply any negative modifiers first, reducing the ability's cost to no less than 50. Then, add any positive modifiers. Once these modifiers are complete, divide the total point cost by 100, rounding any decimals below .5 down and anything else up. If an ability costs exactly 50 points, it counts as relative CR 1/2.

SPELL-LIKE ABILITIES SUMMARY

Table 1-1 summarize the relative CP costs for a variety of spell-like effects. It also summarizes the modifiers and options for spell-like abilities.

EXAMPLE: IMP OF THE 3RD CIRCLE

So, I've been harrasing my players with all sorts of nasty creatures from the frozen layer of the underworld, and I now want to confront them with the imp who is behind the whole plot. Since this imp is from a frozen plane, I want to give it an ability that mirrors this. I decide to give it the ability to cast *cone of cold* three times per day, thinking this will throw a bit of fear into my players. *Cone of cold* is a 5th-level spell that deals damage, so it costs 600 challenge points to add it to my imp. Luckily this is a relative CR cost, so it won't raise his CR by too much. This being the case, maybe I'll make it a breath weapon later on. He'll cast the spell as a 9th-level wizard, and it will have a save DC of 15 (10 + Int modifier + spell level).

MAGICAL ABILITIES

Any talent that uses a spell as a base for its rule effects but does not count as a spell-like effect qualifies as a magical ability. Things like a medusa's petrifying gaze fall into this category. The result of the medusa's attack copies a spell, but she only needs to look upon a foe, rather than cast a spell, to use it.

Magical abilities have relative CR costs. To determine a magical ability's cost, use the same process as outlined for spell-like abilities above with two extra steps. Magical abilities can have

their save DCs reduced or increased and they must have a delivery method, such as a gaze attack, a ray, touch, or perhaps the ability is constantly in effect. Calculate a spell-like ability's point value but do not convert it to its relative CR cost. Instead, note the total and proceed to the following steps.

A magical ability has a +100 point modifier simply because it is more versatile and robust than a spell-like ability. These abilities all count as supernatural effects. Since supernatural effects are magical in nature, they are nullified by areas of dead magic. However, they do not provoke attacks of opportunity, never require Concentration checks to use properly, and are not subject to spell resistance.

For each point you reduce the ability's save DC, drop the ability's point cost by 50. By the same token, you can increase its save DC by one point for a cost of 75. Point values for abilities that do not require a save cannot be modified in this manner. Note that the base save DC for a spell-like ability is equal to 10 + spell level + ability modifier.

You must now determine how the ability operates. The following list outlines your options:

Standard Effect: This option merely duplicates the spell's standard methods of operation. For example, you may choose to use *cone of cold* as the basis for an ice lizard's freezing, cone-shaped breath weapon. Since this duplicates the spell's normal effects, this option has no CR modifier.

Constant Effect: The ability constantly operates, essentially changing the spell's duration to infinite. Spells that have an instantaneous duration cannot be given this effect, nor can those that have a duration expressed in rounds. Increase the ability's cost by 200.

Cone Effect: The effect covers a cone-shaped area when used. The cone's length is 25 ft. + 5 ft./2 caster levels. Increase the ability's cost by 100.

Free Action: The ability is activated as a free action. This trait may be chosen in conjunction with the other use modes listed here. This option costs 250 points.

Gaze Attack: A gaze attack affects everything within 30 ft. of the creature's line of sight. Any ability may be given this effect by increasing its cost by 200. The spell now functions as a



MAGICAL ABILITY MODIFIERS SUMMARY

Effect	Modifier
Base supernatural effect	+100
Save DC -1	-50
Save DC +1	+75
Standard effect	+0
Constant effect	+200
Cone effect	+100
Free action	+250
Gaze attack	+200
Radius	+100/+150
Ray attack	+50
Standard attack	-100
Additional standard attacks	+ half cost/attack
Touch attack	+50

targeted effect against creatures that meet the creature's gaze. Spells that cause hit points of damage cannot be given this effect, but those that cause death effects, paralysis, confusion, and other states may gain it.

Radius: An effect with this trait works as an emanation in a 30-foot radius around the creature for a cost of 100 points. It may be converted to a burst effect that may be centered up to 200 feet from the creature for an extra 50 point cost, making the total +150.

Ray Attack: A ray requires a ranged touch attack against a target. The spell effect may only harm one creature, and the creature must make an attack roll for the ability to function. The point modifier for this option is +50. The ray has a range of 100 ft. + 10 ft./caster level.

Standard Attack: The creature must hit its opponent in melee for this ability to take effect. Reduce the CP cost of the ability by 100. If you wish to apply the spell effect to more than one attack, pay half the ability's total cost for each additional attack beyond the first. For example, a creature with eight tentacle attacks gains a paralyze ability worth 400 points. This ability applies only to one tentacle attack. It can add this ability to more tentacles by paying 200 points for each additional tentacle granted the attack.

Touch Attack: The creature must hit its opponent in melee with a touch attack. The CR modifier for this option is +50 points.

SPECIFIC ABILITIES

The magical abilities category covers a much wider range of powers than it may seem to at first glance. Here is a brief run down of common abilities that are covered by this category.

Breath Weapons: Choose a spell that has the appropriate damage type, give it a high enough caster level to deal appropriate damage, then apply it as a cone or ray attack to a creature.

Paralysis: *Hold person* or *hold monster* cover these attacks. Simply modify the save DC to bring its CR low enough for a creature's uses and apply it with a touch or standard attack.

Disease: A creature capable of inflicting diseases should use *contagion* as its base ability with a modified DC and coupled with a standard attack.

THE IMP OF THE 3RD CIRCLE CONTINUED

I think the imp should use his *cone of cold* as a breath weapon, which would make it more effective in combat. Since the imp isn't a huge challenge, though, I think I'll reduce the save DC to 11, making the ability less deadly but still just as scary. So, I'm adding 100 challenge points to the ability's cost for making it magical, but I get a 200 point reduction for dropping the save DC by 4. So, the final cost for adding this ability is 500 challenge points. I'm not going to calculate the imp's final CR just yet, though, as I may want to add some other abilities.

DEFENSIVE ABILITIES

This broad category covers damage reduction, spell resistance, turn resistance, immunities, natural armor, regeneration, fast healing, and other factors that prevent or repair damage. Defensive abilities are categorized as supernatural (Su), extraordinary (Ex), or spell-like (Sp) in their titles.

Cold Subtype (Ex): A creature with the cold subtype takes no damage from cold but double damage from fire attacks on a failed save.

Relative Cost: NA; *Absolute Cost:* 25 CP; *Prerequisite:* None.

Damage Immunity (Ex): This ability allows a creature to ignore or take less damage from a specific type of attack, either bludgeoning, piercing, or slashing. A creature can buy immunity to one attack type for 100 CP or take half damage from two types for 50 CP.

Relative Cost: NA; *Absolute Cost:* 100 or 50 CP; *Prerequisite:* None.

Damage Reduction (Su): The table below summarizes the various relative CR costs for various levels of DR.

DR	Relative CR Cost
15/silver	2
10/+1	3
15/+1	4
15/+2	6
20/+2	8
20/+3	10
25/+3	11
30/+3	12
35/+3	13

Energy Immunity (Ex): A creature may gain immunity to one of the following energy types: acid, cold, electricity, fire, and sonic. Each immunity type has an absolute CP cost of 100.

Relative Cost: NA; *Absolute Cost:* 100 CP; *Prerequisite:* None.

Energy Resistance (Ex): This ability allows a creature to reduce the damage it takes from specific sources. Energy resistance has an absolute CR cost based on its value. You may grant monsters immunity to acid, cold, electricity, fire, and sonic damage





Resistance Level	CP Cost
5	15
10	25
20	50

Fast Healing (Ex): This ability allows a creature to regain hit points each round through natural healing. This ability costs 100 CP, which gives the creature fast healing 1. Additional points of healing can be purchased for 25 CP per point.

Relative Cost: NA; *Absolute Cost:* 100 CP/25 CP; *Prerequisite:* None.

Fire Subtype (Ex): A creature with the fire subtype takes no damage from fire but double damage from cold attacks on a failed save.

Relative Cost: NA; *Absolute Cost:* 25 CP; *Prerequisite:* None.

Natural Armor Bonus (Ex): A thick skin, tough hide, or hardened shell grants a creature a bonus to AC. Creatures that can wear normal suits of armor pay a +1 relative CR cost for every 1 point of natural armor they have. Other creatures gain natural armor equal to their CR for free and pay +1 relative for every 2

additional points of natural armor. Thus, a +4 bonus costs a relative CR of 4 for a creature that wears armor. A CR 6 creature that cannot normally wear armor gains +6 natural armor for free, and gains an additional +4 for a relative CR cost of 4.

Relative Cost: See description; *Absolute Cost:* NA; *Prerequisite:* None.

Regeneration (Ex): A creature with this ability treats injuries as subdual damage which it can then quickly heal. This ability costs 100 CP, which gives the creature regeneration 1. Additional points of regeneration can be purchased for 25 CP per point. In addition, when choosing this ability you must select two energy types that the creature cannot regenerate from the following list: acid, cold, electricity, and fire. Creatures that are immune to subdual damage, such as undead, should not be given this ability!

Relative Cost: NA; *Absolute Cost:* 100 CP/25 CP; *Prerequisite:* None.

Spell Resistance (Ex): Spell resistance has an absolute CR cost determined by its total value. Purchasing a base spell resistance of 11+the creature's base CR costs 200 CP. Increasing the value of the SR costs 50 CP per point.

Relative Cost: NA; *Absolute Cost:* 200 CP/50 CP; *Prerequisite:* None.

Turn Resistance (Ex): This ability is available only to undead creatures. They add their turn resistance value to their HD when determining if a cleric's turning attempt affects them. Each +2 turn resistance is worth 50 CP.

Relative Cost: NA; *Absolute Cost:* 50 CP/+2 turn resistance; *Prerequisite:* None.

IMP OF THE 3RD CIRCLE CONTINUED

I think I'll give this imp the Cold subtype, which at 25 challenge points is a bargain, especially considering the imp's natural fire resistance. The addition makes sense given this imp's special home plane.

MOVEMENT

A monster needs to move if it wants to threaten the puny adventurers that threaten its lair. The following movement types are available to all creatures.

ABILITY DAMAGE COST

Temporary Damage	Permanent Damage	CP Cost
1d4	1d2	50
1d6	1d3	100
1d8	1d4	150

Base Movement: All creatures have a base movement of 30 feet. Increasing this movement rate by 10 feet has a CP cost of 50.

Relative Cost: NA; *Absolute Cost:* 50 CP/10 ft.;
Prerequisite: None.

Burrow: Creatures may burrow at up to half their standard speed. The base cost for this ability is 50 CP. Each additional 10 feet of speed in this particular mode costs another 50 CP.

Relative Cost: NA; *Absolute Cost:* See above;
Prerequisite: None.

Climb: Creatures with this ability can move along walls and ceilings at a rate equal to half their standard speed. The base cost for this ability is 50 CP. Each additional 10 feet of speed in this particular mode costs another 50 CP.

Relative Cost: NA; *Absolute Cost:* See above;
Prerequisite: None.

Fly: A creature may gain the ability to fly with an average maneuverability class for 100 CP. The base speed for flight equals 1.5 times the creature's standard speed. Each additional 20 ft. of flying speed costs 50 CP. You can increase the creature's maneuverability class for 50 CP or decrease it and reduce the cost of this ability by 25 CP.

Relative Cost: NA; *Absolute Cost:* See above;
Prerequisite: None.

Swim: Creatures with this movement ability can breathe underwater. They swim at a speed equal to their standard movement rate. The base cost for this ability is 50 CP. Each additional 10 feet of speed in this particular mode costs an additional 50 CP.

Relative Cost: NA; *Absolute Cost:* See above;
Prerequisite: None.

SPECIAL ATTACKS

This category covers a wide variety of abilities that allow a monster to deal damage against its foes. Many of these abilities can be modeled using magical abilities as described above. Breath weapons, petrifying attacks, fear-based effects, and others can all be modeled using spells as their base. Instead, this section focuses on specific attack types, such as improved grab, constriction, and others.

Ability Damage (Su): Creatures with this special attack can cause temporary or permanent ability score damage. Pick an ability score you want the creature to injure and a range of damage from the table above. A creature may take this ability multiple times to damage more than one score with an attack, but each ability counts separately for purposes of determining its CR value.

Relative Cost: NA; *Absolute Cost:* See above;
Prerequisite: None.

Constrict (Ex): A creature with this ability may deal crushing damage after making a successful grapple check. This damage equals either the creature's slam or claw attack damage (whichever is higher) or is based on its size. This ability has a CP cost of 100.

Size	Constrict Damage
Medium-size	1d6
Large	1d8
Huge	2d6
Gargantuan	2d8
Colossal	4d6

Relative Cost: NA; *Absolute Cost:* 100 CP;
Prerequisite: Medium-size or larger.

Energy Drain (Su): This feared ability grants negative levels to opponents the monster strikes with its natural attacks in melee. The Fortitude DC to remove a negative

Poison Cost

Initial Damage	Secondary Damage	Fort DC	CP Cost
1d3	1d3	11	50
1d4	1d4	15	100
1d6	1d6	18	150
1d8	1d8	26	200
2d6	2d6	36	400

level is $10 + 1/2$ the creature's HD + its Charisma modifier. This ability costs 100 CP if it drains one level per hit, or 300 CP if it drains two levels per hit. This ability must be bought separately for each attack to which it applies.

Relative Cost: NA; *Absolute Cost:* 100 CP or 300 CP; *Prerequisite:* None.

Improved Grab (Ex): The creature gains the improved grab special attack as per the core d20 System monster rules.

Relative Cost: NA; *Absolute Cost:* 50 CP; *Prerequisite:* Size Small or greater.

Poison (Ex): The bane of many an adventurer, poison is not an attack of its own but is instead added to other attacks to make them more dangerous. Each time you purchase this ability, you may add poison damage to any one of the creature's attacks. So, if you wish to make both a creature's claws poisonous, you must purchase this ability twice.

Poison has an absolute CR cost determined by the type of poison used. See the table above. When you choose this ability, pick an ability score the poison damages.

Rend (Ex): Creatures with this ability can tear apart their enemies, ripping them limb from limb. If the creature hits with both its claw attacks, it immediately deals additional damage equal to twice its claw damage. This multiplier works just like a critical hit.

Relative Cost: NA; *Absolute Cost:* 100 CP; *Prerequisite:* Two claw attacks, Medium-size or larger.

Second Head (Ex): A creature with a second head may take the Multidexterity feat in order to make attacks with its off-hand without penalty and at its full Strength bonus to damage. In addition, it gains a +4 bonus to

Spot and Listen checks.

Relative Cost: NA; *Absolute Cost:* 50 CP; *Prerequisite:* None.

Squeeze (Ex): A creature with this special attack can use its claws, pincers, or other limbs to automatically inflict damage against creatures that it grapples. If it holds a creature, attacks with such limbs automatically hit and deal normal damage. Furthermore, it may use its secondary attacks, if any, without the standard -5 penalty.

Relative Cost: NA; *Absolute Cost:* 100 CP; *Prerequisite:* Improved Grab.

Swallow Whole (Ex): This feared attack allows a creature to swallow a grabbed opponent with a successful grapple check. The swallowed opponent takes 2d6 points of damage + the creature's Strength modifier each round plus acid damage equal to the creature's Strength modifier.

In order to escape, a swallowed foe must deal damage with a slashing weapon that totals one-quarter of the creature's maximum hit points. It must hit the creature's flat-footed AC in order to deal damage in this way. A monster can swallow foes who are two size categories smaller than it is, and may hold two creatures of that size in its gullet at once. For each size category smaller the victim is, double the number of creatures the swallowing monster can hold.

Relative Cost: NA; *Absolute Cost:* 100 CP; *Prerequisite:* Improved Grab.

Trample (Ex): Very large creatures can use their bulk and weight to smash their enemies underfoot. A trampling creature uses a standard action to move over a foe at least one size category smaller than itself. The trampler deals bludgeoning damage equal to the slam damage

inflicted by a creature of its size. Trampled creatures may take attacks of opportunity or may attempt a Reflex save (DC 10 + 1/2 trampler's HD + trampler's Strength modifier) for half damage. A creature may trample as many foes as it can move over in a round.

Relative Cost: NA; *Absolute Cost:* 100 CP;
Prerequisite: Size Large or greater.

Web (Ex): A creature with this ability can quickly create a web and catch its enemies within it. It may use this ability six times per day to make an attack as if with a net. It has a maximum range of 50 feet and a range increment of 10 feet. The web is effective against targets of up to the creature's size. The web traps its victim in place, allowing no movement.

A trapped creature can escape with an Escape Artist check (DC 20) or a Strength check (DC 26). The web has six hit points and takes double damage from fire.

A creature may gain two additional uses of this ability for 25 CP, with no limit on the total uses it may receive.

Relative Cost: NA; *Absolute Cost:* 100 CP;
Prerequisite: None.

Web Sheet (Ex): A web-producing creature can also create sheets of nearly invisible, sticky webbing. These sheets may range from 5 to 60 feet square. Noticing a sheet requires a Spot check (DC 20). Creatures that blunder into the web suffer as if hit by a web attack (see above). A creature attempting to escape receives a +5 bonus to checks if it can anchor itself against the floor while pulling free.

Relative Cost: NA; *Absolute Cost:* 50 CP;
Prerequisite: Web ability.

SPECIAL QUALITIES

A few special abilities do not fall into any of the categories described above. These few types are listed here.

Ability Score Bonus (Ex): A creature's ability scores can be increased by paying CP for the bonus. It costs 25 CP to raise an ability other than Strength by one point. Increasing Strength by one costs 50 CP.



Relative Cost: NA; *Absolute Cost:* 25 CP/point, 50 CP/Strength point; *Prerequisite:* None.

Alternate Forms (Ex): Creatures with this ability can polymorph into different shapes. This ability comes in two different versions. For 50 CP, the creature gains a specific alternate form. For example, a spider creature could transform into a human with this feature. A creature may take this ability multiple times to gain more than one alternate form.

Alternatively, a creature can gain the ability to change shapes as per a doppelganger or phasm by purchasing a magical ability to use *alter self* or *shapechange*. Use the standard rules for purchasing spell-like or magical abilities.

Relative Cost: NA; *Absolute Cost:* 50 CP/alternate form; *Prerequisite:* None.

Blindsight (Ex): The creature has blindsight with a 60-foot radius. It may increase this radius by 20 feet at a cost of 25 CP per increment.

Relative Cost: NA; *Absolute Cost:* 500 CP; *Prerequisite:* None.

Darkvision (Ex): The creature has darkvision with a 60-foot range. It may increase this range by paying 25 CP per each extra 40 feet.

Relative Cost: NA; *Absolute Cost:* 25 CP; *Prerequisite:* None.

Extra Hit Dice (Ex): A creature can gain two additional HD, incrementing its attack bonus, saves, feats, and skills as normal, for 100 CP.

Relative Cost: NA; *Absolute Cost:* 100 CP/2 HD; *Prerequisite:* None.

Extra Feat (Ex): The creature gains an extra feat. It must meet the feat's requirements as normal.

Relative Cost: NA; *Absolute Cost:* 25 CP; *Prerequisite:* None.

Incorporeal (Su): The creature is either constantly incorporeal or may turn incorporeal as a standard action.

Relative Cost: NA; *Absolute Cost:* 200 CP; *Prerequisite:* None.



NATURAL ATTACKS

Primary Attack	Secondary Attacks	CP Cost
Bite	None	0
Slam	None	0
2 claws or slams	None	0
Bite	2 claws	25
2 claws	Bite	25
2 claws	Bite, stinger	50
4 tentacles	Bite	25
8 tentacles	Bite	50
Additional primary attack		50
Additional secondary attack		25
Ranged attack*		50

*The ranged attack deals slam damage for the creature's size and has a range increment of 50 feet. The creature projects a spike, bolt, or similar projectile with this attack.

Low-Light Vision (Ex): The creature can see in starlight as well as a human can see during the day.

Relative Cost: NA; *Absolute Cost:* 25 CP;
Prerequisite: None.

Scent (Ex): The creature has the Scent special ability.

Relative Cost: NA; *Absolute Cost:* 25 CP;
Prerequisite: None.

Skill Bonus (Ex): Some creatures have the natural ability to blend into terrain, have padded feet that allow them to walk quietly, or are otherwise good at a specific skill. A creature may gain a +4 racial bonus to a single skill. This ability may be purchased up to twice for the same skill, granting it a +8 racial bonus in total.

Relative Cost: NA; *Absolute Cost:* 15 CP;
Prerequisite: None.

Telepathy (Su): The creature can contact others and speak with them via thought. This ability has a range of 100 feet and can only be used against creatures that have a language. It cannot be used to read a creature's mind.

Relative Cost: NA; *Absolute Cost:* 100 CP;
Prerequisite: None.

Water Breathing (Ex): The creature can breathe water as if it were air.

Relative Cost: NA; *Absolute Cost:* 15 CP;
Prerequisite: None.

NATURAL ATTACKS

As a default, a creature lacks natural attacks. It must wield a sword, club, or similar weapon to fight. A creature may purchase attacks for the absolute CR price listed in the table above. The damage a natural attack inflicts is determined by the creature's size, as shown under Size Increases in the MM. Secondary attacks are made at -5 to hit unless the creature has the Multiattack feat, in which case they are at -2.

FINISHING UP THE IMP OF THE 3RD CIRCLE

Ok, so I've added a breath weapon and given my creature the Cold subtype, now it's time to add it all up. The first thing I do is determine the effect of relative CR abilities, which in this case is the breath weapon. Looking at the appropriate table in the DMG, I see that adding a CR 5 to a CR 2 creature would put it somewhere between EL 5 and 6. I'll call it EL 5 for now, so that puts the imp at CR 5. Then I add his absolute CR abilities, which in this case is just the Cold subtype at +25 challenge points. This would normally put him at CR 5 1/4, which would round down to CR 5. Since the EL was in between 5 and 6, though, and since my party relies heavily on cold magic to take down its foes, I'm going to make the call to bump the creature up to CR 6. Since imps have such low hit points normally, I'm also going to increase its HD by eight

(two per point of increased CR) to give it some staying power against the PC fighters it will be facing. Without these extra HD it might not survive long enough to use its new breath weapon!

SAMPLE ABILITIES

Drawn from a variety of common monsters, the following abilities serve as examples for building your own monster features and allow you to quickly add traits to creatures. These features are organized by the creature that inspired them. Refer to the core d20 System rules for full information on these abilities. Most other specific abilities name a spell you can refer to when recreating it using these rules.

Aboleth: The aboleth's transformation ability functions as a specialized version of *contagion*. Build an ability with that spell to simulate it. Its mucous cloud counts as an ability with a relative CR cost of 2 and a save DC of 14 + the creature's Constitution modifier.

Achaierai: This beast's black cloud has a relative CR cost of 4 with a base DC of 12 + the creature's Constitution modifier.

Barghest: This horrid creature's feed ability costs 100 CP.

Chaos Beast: Corporeal instability works as per the description with a relative CR cost of 7.

Cloaker: Engulf as per this creature costs 100 CP, its moan is a relative CR 3 ability with a save of 13 + the creature's Wisdom modifier, while its shadow shift ability is a relative CR of 2.

Delver: The corrosive slime ability functions as per the creature's description. Its save DC is 17 + the creature's Constitution modifier and has a relative CR cost of 6.

Destrachan: This strange monster's destructive harmonics and reverberating harmonics come as a package together. This ability has a relative CR cost of 6 and a save DC of 13 + the creature's Charisma modifier.

Harpy: The captivating song ability has a relative CR cost of 2 and a save DC of 13 + the creature's Charisma modifier.

Howler: A creature can gain the howler's quills ability by paying a relative CR cost of 2 and with a save DC of 13 + the creature's Dexterity modifier.

Invisible Stalker: The stalker's natural invisibility feature has a relative CR cost of 9.

Mimic: This bizarre creature's adhesive ability has a relative CR cost of 1 and a save DC of 13 + the creature's Constitution modifier.

Mind Flayer: A creature may gain the mind flayer's mind blast as an ability with a relative CR cost of 5 and a save DC of 14 + the creature's Charisma modifier. Its extract feature may be taken by a monster with four or more tentacle attacks and improved grab at a cost of 100 CP.

Remorhaz: This fearsome ice creature's heat ability has a CP cost of 200. Its save DC is 13 + the creature's Constitution modifier.

Rust Monster: Feared by fighters everywhere, this creature's rust ability has an absolute CR cost of 5 and a save DC of 20.

Yrthak: This creature's sonic lance and explosion abilities count as a package of traits. They have an absolute CR cost of 6.

Xorn: The xorn's special burrow ability may be taken by any creature with a burrow movement mode for a cost of 150 CP.

CHAPTER TWO

MONSTER TACTICS

Now that you have the basics behind building monsters under your belt, you have only half the knowledge you need to make full use of this book. Tinkering with the system to produce an optimal package of abilities is one thing, using that creature in a game is another. This chapter covers all the non-game mechanics stuff that goes into making a good monster.

BUILDING COOL MONSTERS

Once you have your abilities selected, creature category chosen, and stat block finally created, the real work behind bringing a monster to life begins. After all, during a game a creature is so much more than its stat block. Unless you have no problem with boring your players to death with dull descriptions, you need to make your monsters come to life. With a little descriptive work you can turn monsters from jumbles of stats to terrifying monstrosities.

The most interesting and renowned monsters have distinctive looks and themes. Mind flayers, beholders, medusas, and trolls have all burned their images into the collective consciousness of fantasy gamers. That does not mean you need to commission an award-winning fantasy artist to create concept art for your

creatures, but it does mean that once the numbers are all set, you need to create a sufficiently scary, attention-grabbing look for your creature. The first step to doing this lies in a creature's abilities. Look over the special attacks, qualities, and other special traits you gave it. The most important ability should dominate the creature's look, even if it is not immediately apparent what that trait is to an observer. A creature that can breathe fire may drool gobs of lava from its mouth, while one that can deliver a poison touch attack may have small, fanged mouths growing on its palms. An orc that can breathe fire is an interesting monster, if it has red, scaly skin, a widened mouth, and charred, blackened fangs. If it just looks like a normal orc but happens to unleash 12-die *fireballs* at random intervals, your players are not likely to take the game seriously. It is easy to slap *finger of death* on a bunch of kobolds. The real work begins in describing those kobolds as the shambling, mindless heralds of the death gods who swarm like locusts across the land slaughtering all in their wake and dragging the dead back to their temples.

Write down each of the creature's special abilities and create a short description for each of them. These descriptions should



tie into the ability's effects and give clever players a chance to predict what a new monster can do. Each ability should have two portions of its description. First, it should have an organ or bodily feature that allows the creature to use it, unless it is a spell-like ability the creature can simply cast. Second, that organ or body part should in some way incorporate a feature that betrays its uses, if that is practical. A creature that breathes freezing energy may have icicles around its mouth, while one that spits acid might have drool that melts the floor. A creature with a gaze attack may have bizarre eyes, perhaps crafted from gems or featuring a single, hypnotic color. For creatures that can fly, burrow, or swim, look at pictures of real world animals and pick out interesting traits you see. Do not worry too much about traits that can betray a creature's abilities. After all, a nice surprise helps liven up an adventure.

Think about how the monster was created. Did a god produce the creature as a servant or as a curse upon the world? Was a mad scientist who tinkered with the basic forces of life behind them? What do the local human, elf, and other communities think of the monster? Have they heard of them before and have some useful lore to pass on to the PCs? Does the monster

have a reputation as a dangerous predator? Answering all these questions helps bring a monster to life in your campaign.

Using Cool Monsters

Now that you have a description, background, and history for your newly minted beast, you now need to use it in a game. If at all possible, find and buy a miniature for the creature, particularly one that was produced for a long out of print wargame that features lots of strange space monsters, fantasy creatures, and other beasts that look nothing like typical fantasy monsters. When you place that miniature on your gaming table and announce that the figure is exactly what the PCs see, your players have a chance to inspect the monster and wonder at its abilities.

To make the monster even more effective, refuse to describe its abilities in mechanical terms. Never tell a player a monster has poisoned him. Instead, describe the searing agony of the venom as it courses through his character's veins, then tell him he has taken ability damage. If a character is paralyzed, describe how he stands rigid in place, then tell that character's player to leave the room until someone

does something to heal him. Nothing strikes terror into a roleplayer's heart as being forced to wait in the kitchen while the other players may or may not be trying to save his character. Do the same for any abilities that incapacitate a character, such as sleep, being knocked below zero hit points, and similar states. If the character is in no position to offer advice, then neither is his player.

When molding a creature's abilities, try to move as far from a base spell's description as possible. Many times this is not practical, but the more you can do to cloak an ability's origins the more mysterious the creature will be to the players. Most of the time, this is rather easy to do. A creature that emits a gout of flame is unlikely to remind the players of *burning hands*, but simply describing the effect in terms of the spell can lead to a dull, uninteresting game. Like a good stage magician, never let the players in on your secrets. You might know the fearsome hell beast is merely a dinosaur with the ability to use *acid storm* as a breath weapon, but the players never need to hear it that way.

STRATEGY AND TACTICS

Once you have a monster built, or perhaps even before you put together its abilities, you should consider the monster's role in your game and how best to use its abilities.

Spellcasting monsters normally need to avoid melee. They should be positioned behind barriers that provide cover and make it difficult for fighters, barbarians, and paladins to move into melee with them. If possible, give them a chance to stand at a higher elevation than most of the encounter area, giving them unobstructed views to the party.

Creatures that rely on melee need clear paths to advance on the characters. Creatures that rely on numbers fight best in open areas that allow them to surround characters or attack from multiple directions. A *fireball* has the potential to kill large numbers of weak creatures, but only if it can catch them in its radius. The further you can spread out large numbers of weak creatures, the better.

Single, powerful creatures need an opposite environment. Since they may be outnumbered, they fight best in confined, tight places that

make it difficult for the party to surround or flank them. These creatures need cover against powerful spells that can destroy them with one failed save, such as *hold monster*, *disintegrate*, and similar magic. On the other hand, they need a clear path to move close to the party. Narrow, twisty corridors are the best option for these creatures. They force the characters to advance single file, give the creature cover against spellcasters and archers since the other party's fighters are undoubtedly between the monsters and the group's wizard, and allow the creature to move around a corner and attack without exposing it to ranged spells or missile fire.

Play to a creature's strengths while masking its weaknesses. When using a creature with area of effect attacks, force the party into areas that make it difficult to avoid such abilities. A creature that breathes a cone of acid can easily fill an entire narrow corridor with such an attack, while one with a gaze attack should dwell in a room that forces everyone within the chamber to stand within the gaze's range. Creatures immune to fire can stand within lava pools or blazing bonfires and attack with impunity, forcing the characters to take fire damage if they wish to attack in melee. On the other hand, a creature vulnerable to fire may keep barrels of water nearby to douse flames or may carry a magic item that grants it fire resistance.

Trickery is a DM's best tool for making an otherwise normal encounter much deadlier. Since adventuring parties rarely number more than six members, they normally lack reserves who can watch a corridor or prepare a defense against an attack from an unexpected quarter. Smart monsters should have reserves on hand who can move around a dungeon room to attack from behind. Secret passages, trap doors, and illusions can all mask the approach of a creature and allow it to storm into combat from the party's rear.

Finally, while the advice given here can prove quite useful, never overuse it. If every combat the characters wade into uses these tips they quickly grow old. Not every last goblin is smart enough to outthink the characters and come up with vicious tactics. Save these ideas for a critical battle in an adventure, such as a climactic struggle against an important villain. A monster with a poor Intelligence score should not be capable of concocting elaborate

tactics, but a powerful necromancer should have the brains to deploy his skeletons and zombies with some cunning. Your dirtiest, most lowdown tricks should come into play only during the most important parts of an adventure.

FINISHING TOUCHES

While magical abilities and powers play a big role in creating monsters, never overlook the utility offered by the skills and feats they can gain.

Feats: While these lack the punch of a *cloudkill* or similar spell, a few well chosen feats can spell the difference between a challenging creature and a merely adequate one. Fast monsters with good melee attacks need the Dodge, Mobility, and Spring Attack combination to get the most from their high speed. Those creatures that rely on physical attacks should take Weapon Focus, Blind-Fight, and Dodge to aid them in melee. Power Attack is useful for creatures with very high base attack bonuses, and Sunder can prove handy against characters. Expertise, combined with Improved Disarm, is an excellent choice if the monster has a high

enough Intelligence score. While Cleave and Great Cleave are normally quite useful for characters, avoid them for monsters. Both of these feats work best when a character faces large number of creatures with low hit points and poor ACs. The PCs tend to have very high ACs and good hit points compared to the monsters they fight, making both feats poor choices.

Skills: Most skills offer little to monsters involved in combat. Spot and Listen are key for preventing rogues from gaining sneak attacks or slipping past encounters. Bluff and Sense Motive are important for creatures that expect to negotiate with the characters or otherwise participate in roleplaying encounters. Creatures that rely on stealth or ones smaller than Medium-size should take ranks in Hide and Move Silently to outflank the characters and attack them with surprise. Tumble is an overlooked skill for monsters, but it is a great choice for a creature with good natural armor and a high speed. It can use this skill to evade the party's fighters and attack wizards, bards, and other poorly armed and armored characters or move into a flanking position.



CHAPTER THREE

ABERRATIONS

With their strange physical forms, alien intellects, and bizarre capabilities, aberrations are among the most unpredictable and dangerous creatures an adventuring party can face. Almost all aberrations have single attacks or abilities that can quickly spell an adventurer's demise, from the mind flayer's ability to feed on an opponent's brain to an umber hulk's capacity to bewilder enemies and pummel them into submission. Furthermore, most aberrations are capable combatants who are often quite comfortable wading into melee should their magical abilities fail them. In the d20 System rules, the following monsters fall into the aberration category: aboleth, athach, beholder, carrion crawler, choker, chuul, cloaker, dark naga, delver, destrachan, drider, ethereal filcher, ettercap, gibbering moulder, grick, guardian naga, mimic, mind flayer, otyugh, rust monster, skum, spirit naga, umber hulk, water naga, and will-o'-wisp.

BUILDING ABERRATIONS

Most aberrations have one of two modus operandi. The first type are merely strange beasts that rely on melee attacks, great strength, and perhaps one or two special abilities that enhance their combat abilities. For example, the umber hulk's confusion gaze

allows it to cut down on the number of opponents it must face, but since victims of confusion may attack anyone who strikes them this ability is poorly suited to disabling or defeating affected characters. Similarly, the athach, chuul, grick, otyugh, and similar monsters are primarily beasts with strange body forms and perhaps a special attack ability. These aberrations are at their best in melee. When giving them special abilities, it is best to focus on those that improve their attacks and damage.

On the other hand, some of the most notable aberrations rely on attacks that can take out a character with a single missed saving throw as well as a wide range of magical abilities that make them the equal of a powerful wizard. Beholders and mind flayers are the quintessential example of such aberrations. They have spell-like abilities that make them as dangerous as high-level wizards and sorcerers and both have attacks that can destroy a PC with one unlucky die roll. These aberrations need defensive improvements and abilities that allow them to maximize the use of their abilities. In stark contrast to athachs and chuuls, this sort of aberration fares poorly in melee and is at its best when it can keep the characters at a distance.



CLASSES

Aberations with a strong bent for melee combat thrive when given the barbarian class. These beasts rarely fight with weapons, preferring the claws, fangs, and other natural weaponry granted by their natural forms. The ability to rage improves their hitting power and accuracy while granting them additional hit points to help prolong an encounter. However, combat-focused aberrations with one or more magical abilities have little use for the rage ability. Since barbarians cannot cast spells while raging, by extension they cannot make use of spell-like abilities. Aberrations that automatically use their special abilities when making attacks, such as an atach's poison or a chuul's squeezing crush, are good candidates for barbarian. Others, such as the nagas, are better served with the fighter class. Taking levels in fighter gives them better combat abilities and allows them to improve their attacks and abilities with feats such as Weapon Focus and Power Attack.

At first glance, aberrations that rely on special, magical abilities seem like ideal candidates for spellcasting character classes. However, except at the highest levels these creatures gain little from arcane or divine casting ability. A mind flayer, for example, is better off using its *mind blast* each round than wasting time with *magic missile* or *burning hands*. Generally speaking, these creatures already have capabilities that trump any spells of 2nd level or lower. Unless you can invest five or more levels in a spellcasting class, it is generally a bad choice for an aberration. Instead, focus on classes that extend the aberration's chances of survival. The fighter class grants more hit points and the ability to gain feats such as Improved Initiative and Dodge. Rogue is a good choice for similar reasons. That class's selection of skills, particularly Hide and Move Silently, allow aberrations to move close to the party without being detected. Listen and Spot, on the other hand, prevent an aberration from falling victim to an ambush or surprise attack. Finally, class abilities such as evasion and uncanny dodge help aberrations withstand attacks and survive longer to use their abilities.

Many aberrations lack the necessary limbs and general body forms to use magical spells. Those that do not have arms, hands, or the equivalent body parts are incapable of using

spells that have somatic components. Obviously, a creature that cannot complete the gestures necessary to cast a spell makes a poor choice for a spellcaster.

The ranger class is a poor fit for most aberrations. Since most of these creatures lack the anatomy to handle any weapon, never mind two at the same time, this class's main combat ability is lost on most aberrations. The ranger's tracking, spells, and selection of skills may come in useful for an aberration normally found in wilderness areas, but generally speaking fighter and barbarian are better choices for aberrations.

Bards present a viable alternative to the rogue for aberrations built around stealth and surprise attacks. Their ability to use healing magic allows them to survive battles by simply fleeing, healing up, and returning to the fray. However unless the aberration has a very good opportunity to exploit the bard's singing ability, rogue is almost always a better choice.

If the characters are high enough level that you can afford to grant an aberration five or more levels in a class, druid could be an off-beat, unexpected selection that catches the players by surprise. The druid's wild shape ability allows an aberration to disguise its true nature with ease. The low-level disguising illusions are not versatile enough to conceal an aberration, while polymorph self is not available to an arcane spellcaster until 7th level. Thus, with the druid class you can invest fewer levels into a creature and grant it the ability to almost perfectly disguise its true nature. A mind flayer, for example, could disguise itself as a dog or horse and effortlessly mingle with human civilization, picking off prey at its leisure. Best of all, the characters (and the players) may be quite surprised when a seemingly normal pony suddenly changes into a beholder and unleashes the power of its eye stalks. Even aberrations that rely on melee attacks, such as an umber hulk, can get a lot of mileage out of this tactic.

FEATS

The schism between aberrations that rely on physical attacks and those that utilize spell-like or supernatural abilities extends to feat selection as well. The former need feats that improve their combat abilities, while the latter rely on ones that help them avoid melee or sur-

vive it long enough to withdraw to a more favorable position.

The usual spread of feats used by fighters are all useful for aberrations that regularly wade into melee. Since some of these creatures have reach, Combat Reflexes is a good selection for many of them. In general, the advice given in Chapter 2 in regards to the utility offered by feats applies to these aberrations. Few of them have any special abilities that demand you cater to them with specific feat selections.

Aberations like aboleths and gibbering mouthers, on the other hand, have distinctly different needs with respect to feats. These creatures have powerful magical abilities that form the core of their combat capabilities. They are at their best when using these abilities but are not necessarily overpowering in melee combat. These creatures are best equipped with feats such as Dodge and Spring Attack. Dodge helps their AC, and since the party cannot usually bring more than one or two attacks to bear on a single creature it can prove very useful. Spring Attack is an excellent choice for creatures with few hit points, poor AC, but powerful melee attacks. This feat allows them to dart into melee, make an attack, then withdraw to a secure defensive position without worrying about coming under too many attacks.

Mind flayers, beholders, and other aberrations that use spell effects rather than melee attacks gain a lot from Dodge, Mobility, and the spread of feats that improve their saving throws. These creatures have special abilities that can destroy a character in a single shot. To maximize the danger these creatures pose, you must select feats that improve their ability to survive attacks by granting them better ACs and saves. Similarly, Combat Casting is a good choice for these creatures.

SKILLS

Aberations that rely on brute force to overwhelm their foes have little use for most skills. These creatures are at their best when charging directly into battle and tend to be too large to gain much from skills that grant them stealth. Spot and Listen are good standbys, as they help prevent ambushes and surprise attacks, but most other skills only rarely come in to play for these creatures.

For creatures that rely on special attacks, Tumble is an excellent skill. Imagine a lowly rust monster diving past unarmored characters, ignoring their attacks of opportunity, and launching itself straight for the poor, plate armor-wearing paladin. Even better, this skill allows a creature to approach within a reach weapon's threatened area without drawing attacks of opportunity. Some players may attempt to use longspears and spiked chains to deal with rust monsters, aboleths, and other creatures that deal strange effects with their attacks. Tumble neatly cancels the advantage offered by those armaments. Mind flayers also get a lot of use out of this skill, as they can use it to avoid party members that resist their *mind blast* and close in with those who failed their save.

EQUIPMENT

With their strange body forms that often lack humanoid limbs, aberrations have little use for most weapons, armor, and other pieces of equipment designed and used by the adventuring races. A beholder has little use for a battle axe, after all. Normally, aberrations are strong enough or have enough special abilities that they have little need for mundane items. As mentioned above, a mind flayer is much better served unleashing mind blasts than messing around with a crossbow, tanglefoot bags, and similar items. A few aberrations, such as the skum, can gain a lot from standard weapons and armor, but these creatures are the exception and not the rule. You are much better off spending an aberration's treasure and item allocation on magic items.

MAGIC AND MAGIC ITEMS

While mundane equipment offers little to an aberration, magic items can enhance their abilities and make them much deadlier foes. Both aberrations that rely on physical combat and those that feature powerful magical abilities can be made much tougher with a few carefully selected items.

For creatures that rely on physical attacks, any item that can improve their ability to enter melee and use their special abilities is a good choice. A *belt of giant strength* is wearable by most creatures with at least a vaguely humanoid form and it improves the wearer's attack and damage abilities. A *necklace of*

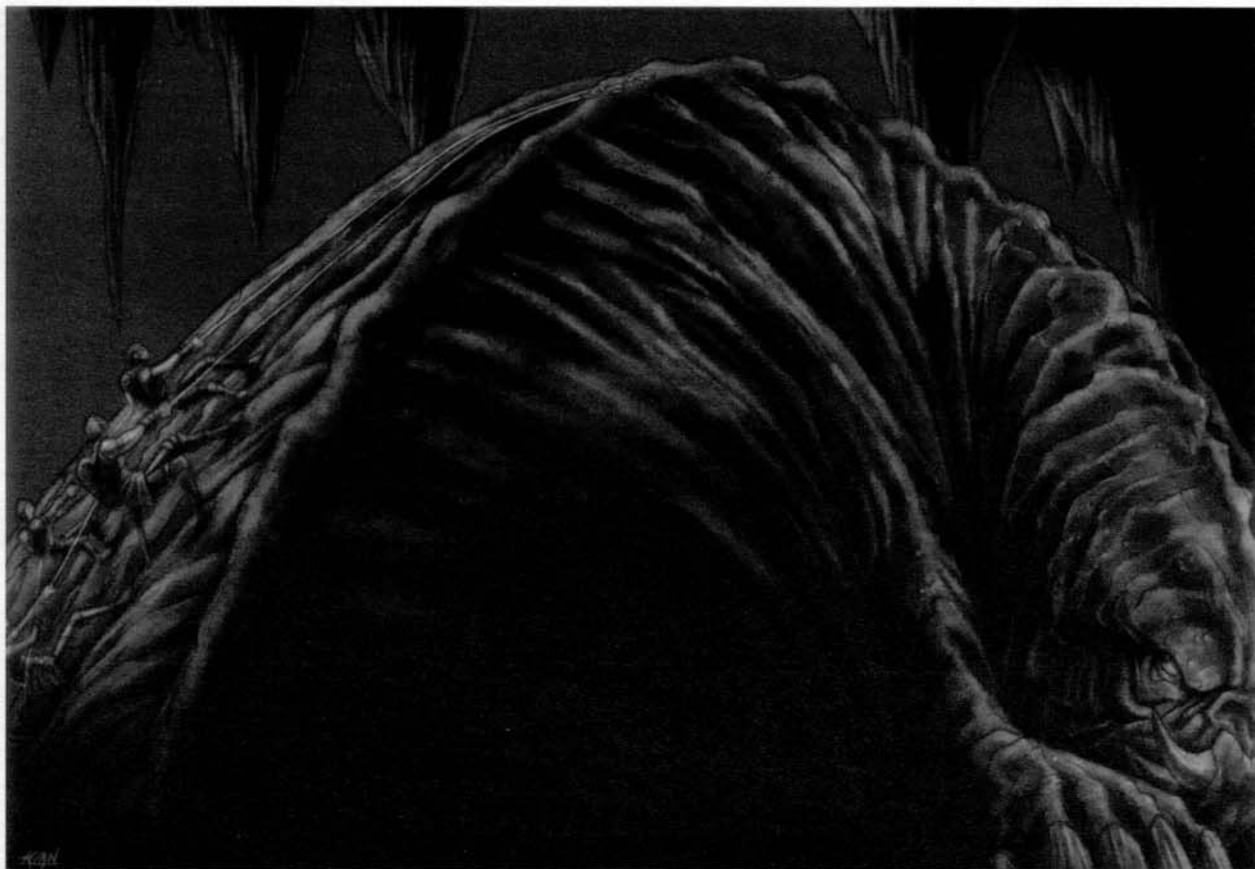
fireballs is useful for any creature with a distinguishable head and grants it a fair amount of ranged firepower without interfering with its melee abilities. *Ioun stones* are also a good choice for aberrations of all types, since these items do not demand the user feature a humanoid body type.

For creatures that rely on magical abilities, the *hat of disguise* is a simple but useful choice. Many experienced players know enough about the most dangerous aberrations, particularly mind flayers and beholders, to plan for their abilities. These creatures have such distinctive features that veteran players can quickly recognize them and prepare for their special attacks. The *hat of disguise* allows these beasts to catch the characters off their guard. Similar to how a druid's *wild shape* talent makes that class a good choice for aberrations, a powerful creature wearing a *hat of disguise* can unleash its true abilities and gain a critical round or two of surprise as the PCs struggle to deal with their foe's true nature.

Generally speaking, focus on items that are usable by the creature. Belts are rather easy for any corporeal creature to wear. Even a beholder can fit one around its spherical body. Rings and necklaces are also good choices, as they can be draped from an eye stalk, tentacle, or similar appendage.

Spells that disguise their user are also useful for these aberrations. Furthermore, illusions that can force the party to waste time dealing with them while the aberration continues to pound them with its special abilities can turn a mundane encounter into a deadly battle. *Invisibility* is an easy way for an aberration to duck out of melee, find a secure spot, and resume its attack. *Mirror image* forces the party's warriors to waste attacks against mirage opponents, while *blur* offers a similar level of protection. *Fly*, *gaseous form*, and *levitation* all allow a creature to move beyond the reach of fighters, paladins, and other melee specialists, though such spells still leave aberrations vulnerable to spells or can even prevent their abilities from working. Abjurations such as *protection from arrows* and *stoneskin* are more reliable than illusions in foiling attacks, though low-level versions of these spells are generally specific to one type of attack.

Most of the time, it is best to pick spells or



potions that focus on defensive abilities rather than offensive ones. Both general types of aberrations, melee combatants and those with magical abilities, have capabilities built into them that trump the power offered by all but the highest level spells. The only exceptions to this rule are low-CR aberrations that lack powerful melee attacks or useful special abilities, such as the skum or grick.

Some aberrations have no use for magic items and spells of any sort, generally because of their body shape. The gibbering moulder lacks the anatomy to make use of almost any item or spell. To help enforce the alien nature of many aberrations, create items for them that duplicate the effects of standard magical items but come in forms that are unusable to humanoid characters. Included below are examples for several common aberrations.

Aboleth: Some magic-users amongst this foul race create thick layers of mucous imbued with magical effects. The aboleths cloak themselves in this disgusting slime and gain the benefits of the magic stored within them. These items commonly replicate cloaks, rings, and other magic items normally found in the form of clothing. Non-aboleths that attempt to wear

these items gain their benefits but must save as if struck by this race's transformation power upon donning the membrane and again each hour they wear it.

Beholder: With their utterly alien physiology, beholders have little use for cloaks, staves, wands, and most other items. Instead, they use their *disintegration* ability to carefully craft jewelry from blocks of stone and metal. The beholder eye necklace is a set of loops connected by a thin chain. Each loop fits around an eye stalk, leaving the connecting chain suspended in the air between each eye.

Gibbering Moulders: Some of these creatures appear to manifest abilities tied to magic items thanks to brain canisters buried within their bodies. Via an unknown process, these creatures harvest the brain of a creature, encase it within a glass sphere, and absorb it into their body. These brains are rarely from terrestrial species and most are unrecognizable. A set of three holes in the sphere appears to allow the moulder to tap into the brain's energy. Any character putting a finger into each hole hears in his mind vague, psionic whispers spoken in an incomprehensible tongue.

ADEPT OF THE INNER POWER

Level	Attack	Fort	Ref	Will	Special
1	+0	+0	+0	+2	Power mastery
2	+1	+0	+0	+3	Arcane penetration, power boost
3	+1	+1	+1	+3	Improved power mastery, substitute effect
4	+2	+1	+1	+4	Power surge
5	+2	+1	+1	+4	Ultimate power mastery

ABERRATION PRESTIGE CLASS

The following prestige class is designed to enhance the abilities and powers of aberrations such as the mind flayer, beholder, and aboleth. The adept of the inner power gives mechanics for improving the save DC and effects of a creature's innate spell-like and supernatural abilities.

ADEPT OF THE INNER POWER

To humans, dwarves, elves, and other humanoid races, magic is an external power that can be mastered through rigorous study and practice. Even those few who have an innate ability for magic must tend to their talents and carefully shepherd them in order to realize their maximum potential. Thus, these races learn to channel magic and shape it. It exists apart from them.

Other races are granted arcane abilities from birth. Through magical manipulation of their bloodlines, a boon from the gods, or some other source, these creatures can cast a *fireball* or *levitate* with the same ease an elf walks through a forest or a dwarf wields a miner's pick. When these creatures study magic, they typically approach it with the same mindset as a more mundane race. However, some amongst them learn to take their arcane training and apply it to their innate talents. Just as a marathon runner may challenge himself to race farther and farther each day to enhance his natural abilities, so too does the adept of the inner power exercise and improve his natural talents. Using the principles of magic or arcane insight gained through the development of his sorcerous abilities, the adept unlocks his true potential and extends his natural gifts to levels of mastery far beyond those typical of his race.

Hit Die: d4.

REQUIREMENTS

To become an adept of the inner power, a character must fulfill all the following criteria:

Arcane spellcaster: Level 3+.

Skills: Knowledge (arcana) 8 ranks.

Feats: Any metamagic feat.

Special Attack or Quality: Any innate supernatural or spell-like ability.

CLASS SKILLS

The adept of the inner power's class skills (and the key ability for each) are Alchemy (Int), Concentration (Con), Craft (Int), Knowledge (any) (Int), Profession (Wis), Scry (Int), and Spellcraft (Int).

Skill Points at Each Level: 2 + Int modifier.

CLASS FEATURES

All of the following are class features of the adept of the inner power prestige class.

Weapon and Armor Proficiency: The adept of the inner power gains no additional proficiency with weapons, armor, or shields.

Spellcasting: At 2nd and 4th level, the adept of the inner power gains an additional level of arcane spellcasting ability. He gains additional spells per day, new spells, and improved casting ability for one of his previous arcane casting classes. He does not gain other benefits of gaining a level in that class, such as bonus feats.

Power Mastery (Ex): As part of the adept's intense mental and psionic exercises, he learns to unleash his innate powers using the methods

METAMAGIC FEATS

The following guidelines apply to using metamagic feats with abilities that do not correspond to a spell, such as a mind flayer's mind blast ability.

Empower Spell: Apply the 1.5 multiplier to all numerical values related to the ability. For example, an ability can deal more damage, affect more targets, cover a larger area and so on.

Enlarge Spell: Double the ability's range or extend the length of a cone-shaped area of effect.

Extend Spell: Double the effect's duration, whether it is randomly generated or of a set length.

Heighten Spell: Increase the save DC to resist the ability by the maximum spell level worth of metamagic feats the creature may use.

Maximize Spell: Any randomly determined value linked to the special ability counts as its maximum possible value.

Quicken Spell: Since adepts of the inner power cannot use metamagic feats that increase a spell's level by more than three, they cannot use this feat with their innate abilities.

Silent Spell: This feat generally has no effect on an innate ability. The adept does not need to make a Move Silently check when using an ability modified with this feat from hiding.

Still Spell: This feat allows an adept to use its innate abilities without provoking attacks of opportunity. The adept can remain on guard while using its talents.

and improvements he learned through his arcane training. Three times per day, the adept of the inner power may apply a metamagic feat to any supernatural or spell-like ability he possesses. This feat may not increase a spell's level by more than one. Improving an ability in this manner counts as a free action, though the adept must then immediately use the power as normal to gain the feat's benefits. If for some reason the adept uses a free action to activate this ability but then cannot use his ability, such as if its use is prevented by a failed Concentration check, the adept still burns one of his three daily uses of this ability.

The adept may only use metamagic feats in this manner that he may normally apply to his arcane or divine spells. The feat must have been chosen as part of the adept's normal allotment of feats.

Arcane Penetration: At 2nd level, the adept's arcane training gives him insights into how to overcome a creature's innate magical defenses with his special magical abilities. When using a supernatural or spell-like ability against a creature with spell resistance, the adept gains a +2

bonus to its caster level checks.

Power Boost: The adept's understanding of the principles and magical theory behind his innate abilities allows him to increase its power and effectiveness. He may now increase the save DC of one of his spell-like or supernatural abilities by 2. Once the adept of the inner power chooses a power to apply this ability to, he may not later select a new one to use it with. The +2 DC bonus is a permanent effect.

Improved Power Mastery (Ex): The adept of the inner power may now use metamagic feats that increase a spell's level by two with his power mastery ability. The adept may use multiple metamagic feats at one time whose total level increase equals two. Using more than one feat on one use of a special attack or quality counts as one use of this ability. Furthermore, he may now use this ability four times per day.

Substitute Effect (Ex): At 3rd level, the adept's understanding of his innate magical abilities allows him to modify the magical energies he creates to produce new effects. This ability takes two forms,

depending on how the adept's special attacks or qualities work. Regardless of how the adept uses this ability, he may only use it a total of three times per day.

If the supernatural or spell-like ability duplicates a spell, the adept may substitute a different spell of the same school and the same or lower level for that ability. Otherwise, the spell functions at the same caster level as the original effect.

If the ability does not duplicate a spell, the adept may convert the magical energy produced by his magical talent to raw magical force that injures his enemies. The adept may use a ranged touch attack to deal force damage against a single target. Subtract 10 from the effect's save DC to determine how many d4s of damage the adept inflicts.

Power Surge: At 4th level, the adept's increasing mastery of magical theory allows him to further refine the focus and potential of one of his innate abilities. He may now increase the save DC of the ability he improved with his power boost class ability by an additional +2, for a total bonus of +4 to its standard save DC.

Ultimate Power Mastery (Ex): At 5th level, the adept of the inner power masters the final set of skills necessary to modify and improve his innate abilities. He may now apply any metamagic feat he has to his supernatural and spell-like abilities as long as it does not raise the spell's level by more than three. In addition, the adept may use multiple metamagic feats at one time, but the total level increase may not exceed three. Using more than one feat on one use of a special attack or quality counts as one use of this ability. He may also use this ability a total of five times per day. Otherwise, the basic rules presented under the power mastery class ability apply.

ABERRATION FEATS

Since aberrations cover such a wide range of possible creature types, creating feats exclusively for the use of this monster category is rather difficult. Most of the feats presented here are designed for the use of a specific aberration or a small, focused group of monsters.

CHOKE SLAM [GENERAL]

When grappling opponents, your long reach allows you to slam them into walls, the floor, and ceiling without exposing yourself to attack.

Prerequisite: 10 ft. reach.

Benefit: When you choose to injure a grappled opponent, you deal an extra 1d6 points of damage. If you have the constrict or squeeze special ability, this bonus applies to the damage inflicted with that ability.

CONCENTRATED VENOM [GENERAL]

Some aberrations develop the ability to finely control the amount and potency of the poison they deliver to an opponent. When the aberration attacks a foe, it may decide to deliver a small amount of concentrated venom rather than its normal dose.

Prerequisite: Aberration, poison special attack.

Benefit: When using your poison attack, you may elect to reduce the damage you inflict by half in order to increase the save DC of your poison by two.

EXTRA PSEUDOPOD [GENERAL]

In combat, a mimic creates a pseudopod to slam its opponents. Some of these creatures learn to create a second, smaller limb with which to batter enemies.

Prerequisite: Mimic.

Benefit: In combat, a mimic with this feat may elect to form a second pseudopod in order to make an additional melee attack. When using the full attack action, the mimic may make a second attack in exchange for a -2 penalty to all its attacks for the round.

Special: A mimic may take this feat up to two times in order to gain three attacks per round at a total penalty of -4.

LIGHTNING BLINK [GENERAL]

While a beholder's antimagic cone is a powerful defensive feature, it can sometimes disrupt its offensive abilities. To work around this, some beholders learn to perfectly time their abilities to close their central eye for a brief

moment as they discharge their eye rays.

Prerequisite: Beholder.

Benefit: A beholder with this feat may use its eye beams in the same facing as its central eye's antimagic cone. The creature blinks its eye and discharges its beam at the same time.

Normal: A beholder without this feat must choose whether to keep its eye open or closed during a combat round. It lacks the timing necessary to effortlessly time its two abilities.

Special: When the beholder uses this feat, any character within the central eye's antimagic cone may use spells and items as normal if they hold their action until the beholder uses an eye ray with this feat. The spell or effect discharges when the beholder's central eye is closed.

QUICK EYE STALKS [GENERAL]

Through practice and training, some beholders learn to use their eye stalks in a more efficient manner. They can bring more eye powers to bear than normal against their enemies.

Prerequisite: Beholder.

Benefit: A beholder with this feat may use up to four of its eye rays in any one of its four arcs (forward, left, right, rear) per round.

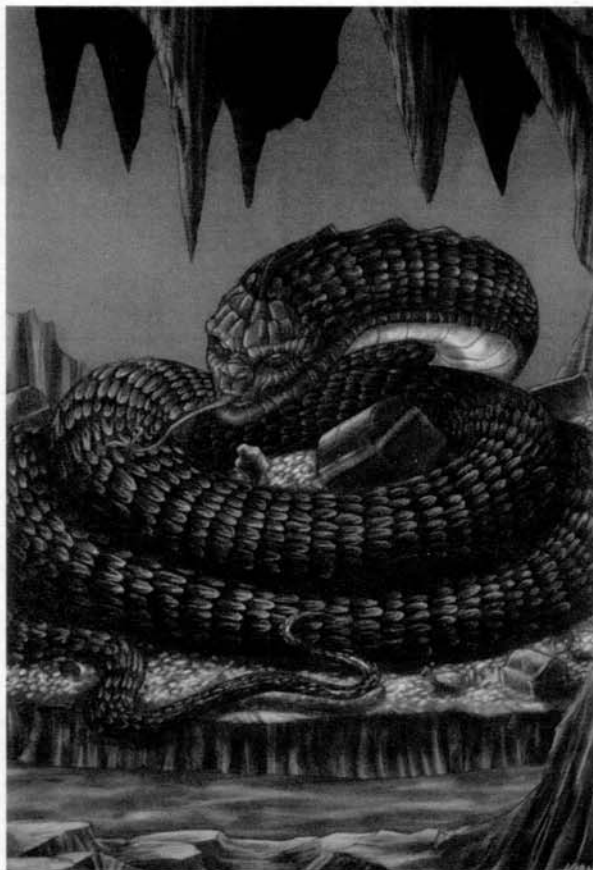
Normal: A beholder may only aim three of its smaller eyes in any direction other than directly upward.

SPARE-HANDED GRAPPLE [GENERAL]

With your spare hand or hands, you grab an opponent and hold him still while pummeling him with the weapons you grasp in your other hands.

Prerequisite: Any creature with three or more arms.

Benefit: When using the full-attack action, you may use one of your off-hand attacks to grapple your opponent. This attack does not draw an attack of opportunity. You make grapple checks at a -4 penalty, but if you succeed in grappling your opponent your remaining attacks strike with a +4 bonus to hit until your opponent escapes your grasp.



TENTACULAR GRAPPLING [GENERAL]

While most carrion crawlers simply lash at their opponents with their tentacles in hopes of paralyzing them as quickly as possible, some have learned to use their appendages to grab and immobilize an opponent.

Prerequisite: Carrion crawler or any creature with similar tentacles.

Benefit: In combat, the carrion crawler may attempt to grapple a single creature with up to four of its tentacles. For each tentacle beyond the first that hits, the crawler gains a +2 bonus to subsequent grapple checks. Note that a creature grappled in this manner need only make one saving throw against the crawler's paralytic touch.

TENTACULAR SPELL [METAMAGIC]

Some mind flayer spellcasters develop a unique form of magic that allows them to replace a spell's normal somatic components with motions and gestures completed by their tentacles. When casting spells in this manner, mind flayers can avoid attacks of opportunity and wear armor without penalty.

Prerequisite: Mind flayer.

Benefit: A tentacular spell may be cast without drawing an attack of opportunity. Furthermore, reduce the spell failure percentage due to armor by 30% when casting a spell with this feat. A tentacular spell takes up a spell slot one level higher than the spell's base level.

ABERRATION TEMPLATES

With their strange bodily forms and alien intellects, aberrations come in a wide range of shapes and sizes. As many of these creatures have magical origins, their basic capabilities often change from generation to generation. Compared to humans and other mundane races, aberrations exhibit a wide range of potential physical characteristics and mutations.

ALIEN ENTITY

Cast into the material plane by astral storms, dimensional rifts, and other planar disturbances, alien entities are creatures from realms far beyond the mortal realm. Some sages theorize that these creatures are the forebears of the races commonly labeled aberrations, such as beholders, chuuls, and mind flayers. These creatures share the same general body types and abilities as those monsters, yet in many ways they are vastly different. Contact with alien entities invariably leads to conflict, usually combat. These creatures either lack the capabilities or inclination to parlay with others and often launch a preemptive assault with little or no provocation.

Alien entities bear a resemblance to an aberration, but the details of their physical forms are very different. An alien entity may have oddly colored skin, vestigial organs or body parts that serve unguessable purposes, and often have exaggerated features. Alien entity mind flayers tend to have swollen, bulbous heads and puny bodies, while a beholder's eyes may resemble a spider's rather than a human's. Furthermore, owing to their origin from beyond the known planes, they are often cloaked in fields of crackling energy that defy any known arcane categorization.

CREATING AN ALIEN ENTITY

"Alien" is a template that may be added to any aberration. The base creature gains immunity to many forms of magic, new special

abilities, and modified ability scores. Generally speaking, creatures with this template have exaggerated characteristics. Their weak points become more obvious while their advantages grow even stronger.

An alien entity uses its base creature's characteristics except where noted below.

Speed: An alien entity gains the ability to either fly at a speed of 60 ft. (average maneuverability), swim at a speed of 40 ft., or burrow at a speed of 20 ft. Select one of these three modes. Owing to their otherworldly nature, these creatures can move through mundane materials in much the same way as a human walks through air. These creatures do not use obvious organs, such as wings or flippers, to achieve their new movement mode. Instead, they seem to either use raw mental power to move, emit strange energy or radiation, or otherwise employ bizarre, magical means.

Damage: Alien entities deal an additional two points of damage on a successful melee attack. The bizarre power that flows through them empowers their attacks and injures their foes.

Special Qualities: Alien entities are granted the following special qualities.

Damage Reduction: The energy that cloaks an alien creature heals its wounds and nullifies attacks made with mundane weapons. It gains DR 15/+1. If the base creature has damage reduction, the template creature gains the better of the two values.

Spell Immunity: Due to their strange intellects and incomprehensible motives, alien entities are immune to all mind-influencing effects and spells from the Enchantment school.

Spell Resistance: The alien entity is resistant to magical power that originates in the planar system. They have an SR of 10 + their HD. If the base creature has spell resistance, use the higher of the two values.

Abilities: Alien entities show exaggerated characteristics. Strong ones are even more physically powerful than their mundane cousins while witless ones are even stupider than normal. To determine an alien entity's ability scores, arrange the base creature's characteristics in order from highest to lowest. In

case of a tie, arrange them how you please. Apply ability modifiers as listed below. No ability score may be reduced below one because of these modifications.

Score	Rank Modifier
Highest	+6
2nd highest	+4
3rd highest	+2
3rd lowest	-2
2nd lowest	-4
Lowest	-6

Skills: The alien creature gains one skill rank per Hit Die for each point by which its Intelligence modifier improved over its base creature's score. If the alien's Intelligence modifier was reduced, it loses one skill rank per Hit Die for each point its modifier dropped.

Feats: The alien entity gains two bonus feats. Owing to its strange origin, it commonly exhibits abilities and techniques unknown in its cousins.

Climate/Terrain: Any. Alien entities are liable to appear anywhere in the prime plane.

Organization: Solitary.

Challenge Rating: As base creature +2.

Alignment: Any evil.

AWAKENED ABERRATION

While aberrations are generally clever, intelligent creatures, there exist amongst them a few powerful creatures with tremendous intellectual and psionic abilities. These creatures are commonly referred to as awakened aberrations. Just as their bodies have forms and functions wholly alien to those found in the natural order, so too do their minds develop strange, bizarre powers far beyond the mortal pale.

CREATING AN AWAKENED ABERRATION

"Awakened" is a template that may be added to any aberration. The base creature gains improved magical abilities, new special attacks and defenses, and other improvements relating to its magical nature.

An awakened aberration uses its base creature's characteristics except where noted below.



AC: Awakened aberrations cloak themselves in an invisible field of energy that deflects incoming attacks. Using the raw power of their minds, they turn aside blows and pluck arrows from the air. They gain a +2 deflection bonus to AC.

Special Attacks: Awakened aberrations gain the following special attack. In addition, the save DC to resist their supernatural and spell-like special attacks increases by two.

Psibolt (Su): The awakened aberration gains the ability to project bolts of raw mental energy that blast its enemies into submission. The aberration may make a ranged touch attack at its highest base attack bonus. On a hit, it deals 2d6 points of damage, with a Fortitude save (DC 12 + Charisma modifier) allowed for half damage.

Special Qualities: Awakened aberrations are granted the following special qualities. In addition, the save DC to resist their special qualities increases by two.

Bio Sense (Su): Awakened aberrations gain the ability to detect the thoughts and bio energy created by living creatures. They



automatically sense the presence of any living creature that comes within 60 feet of their position. Three inches of wood, one inch of stone, and a half-inch of metal block this ability.

Saves: With their increased intellects and alien physiology, awakened aberrations gain a +4 racial bonus on all Will saves.

Abilities: +4 Intelligence, +2 Wisdom, +4 Charisma. Awakened aberrations are much smarter and observant than their mundane kin. Furthermore, their improved mental abilities grant them greater personal magnetism.

Skills: Awakened creatures have an expanded set of knowledge and experiences. The minds absorb information like sponges. They gain an additional two skill ranks per Hit Die.

Feats: Awakened creatures gain one bonus feat due to their enhanced intellects. They learn to fight with greater effectiveness and master techniques far beyond their less talented kin.

Organization: Awakened aberrations normally lead groups or tribes of their normal race. These creatures are rarely found in groups, as the natural jealousies and rivalries

between them as they strive for leadership lead them to eliminate each other or seek out less crowded territory.

Challenge Rating: As base creature +1.

DEGENERATED ABERRATION

In the deepest portions of the world's dark caverns, isolated clutches of aberrations slowly devolve into simpler, stronger, more brutal versions of their more advanced kin. Whether due to inbreeding, magical radiations found deep within the under realms, or some other external factor, these creatures become slower and stupider, but far stronger, than their parent race. What they lack in subtle magics they more than make up for with raw physical power and ferocity. In some cases, degeneration produces creatures more powerful than their original, more commonly encountered forms.

CREATING A DEGENERATED ABERRATION

"Degenerated" is a template that may be added to any aberration. The aberration's creature type remains the same. It gains improved abilities in melee combat, gains strength and physical durability, but its magical abilities weaken.

A degenerated aberration uses its base creature's characteristics except where noted below.

Hit Dice: The degenerated creature's HD increases to a d12. Its hit points per HD become 6.5.

Speed: The stronger, tougher degenerate creatures move faster than their ancestors did. They gain +10 ft. to their base ground speed. Other modes of movement, such as flight or burrowing, remain the same.

AC: With their thicker muscles and enhanced skeletal structure, the degenerate aberration gains a +2 natural bonus to AC. This bonus stacks with the base creature's natural bonus.

Attacks: With their greater reliance on physical combat to overcome their foes, the degenerate aberration's base attack bonus equals its HD. The degenerate creature also learns to utilize its natural weapons in battle. If the creature has a recognizable mouth and hands, it gains claw and bite attacks. The damage dealt by these attacks is based on the creature's size. If

the base creature has claw or bite attacks, use the better damage value between the base creature's or the one listed here.

Size	Bite Damage	Claw Damage
Fine	1d4	1d2
Diminutive	1d6	1d4
Tiny	1d8	1d6
Small	1d10	1d8
Medium-size	2d6	1d10
Large	2d8	2d6
Huge	2d10	2d8
Gargantuan	4d8	2d10
Colossal	4d10	4d8

Special Attacks and Qualities: The degenerate aberration's supernatural or spell-like special abilities change slightly to reflect its reduced intellectual and magical abilities. Reduce the save DC to resist the creature's abilities by four. In addition, the equivalent caster level of its spell-like abilities is reduced by five to a minimum of one.

Saves: The degenerate aberration's saving throws are altered by its newly modified ability scores, but otherwise remain the same.

Abilities: The base creature's ability scores are modified as follows: +4 Strength, +2 Dexterity, +4 Constitution, -4 Intelligence, +2 Wisdom, -2 Charisma.

Skills: Degenerated creatures generally have skill ranks in Wilderness Lore, Spot, and Listen. Skills such as Alchemy, Knowledge (arcana), and Spellcraft are normally beyond their reckoning. Reallocate their skill ranks to reflect this.

Feats: The degenerate aberration automatically gains the Multiattack feat.

Climate/Terrain: Subterranean.

Challenge Rating: As base creature. If the base creature lacked supernatural or spell-like abilities, as base creature +1.

NEW RULES FOR ABERRATIONS

Due to their strange physiology, aberrations exhibit a wide range of special abilities relating to the unique mutations they can develop over successive generations. Compared to other monsters, aberrations have extremely unstable

patterns of trait inheritance and development. Many of these creatures are magical in nature, were produced via experimentation, or had their genesis in dark rituals or pacts. Thus, compared to other creatures they exhibit an incredible range of possible body types, abilities, and talents.

SPELL-LIKE ABILITIES

Several aberrations, notably aboleths and mind flayers, have a host of psionic powers that duplicate spells. When designing these creatures, you may opt to swap their listed spells for new ones. The following guidelines allow you to modify a creature's challenge rating in light of these alterations.

You must always choose a spell of the same or lower level as the creature's listed spell ability. Otherwise, if you wish to grant a creature a higher level ability use the rules presented in Chapter 1 for creating new special qualities and attacks.

When picking a spell, compare the old ability's effects to the new spell's capabilities. If the two spells are from the same school and have the same general application, the creature's CR remains the same.

If the original spell does not directly deal damage but was useful in combat while the new one directly (*fireball*) or indirectly (*summon monster*; *wall of fire*) causes damage, increase the creature's CR by one.

If the original spell had no use in combat and the spell you wish to use in its place can be used in combat, increase the creature's CR by 1/2. If the new spell causes damage, increase the creature's CR by one.

If the new spell is two levels lower than the original spell, reduce the CR penalty by 1/2. If the new spell is more than two levels lower than the original spell, reduce the CR penalty by one. However, this reduction does not apply if the new spell causes damage (directly or indirectly) and the old one did not.

When swapping out more than one spell, calculate the CR penalty for each one separately. Apply the highest CR penalty first, then reduce the penalties of the remaining spells by half.



Spells added to a creature in this manner are cast at the same level as its original ability. These new spell abilities are also cast as the same character class as the original ones and are usable at the same rate as the original ability.

NEW ABERRATION SPECIAL ATTACKS AND QUALITIES

The following special qualities are applicable to any aberration. If any other prerequisites apply to an ability, they are listed in its description.

Acidic Blood (Ex): Aberrations have such radically different biological processes compared to humans and other mundane creatures that substances normally inimical to life can serve as vital parts of their anatomies. Aberrations with acid for blood injure anyone foolish enough to close and engage in melee with them. Any time an aberration with this ability is hit in melee with a piercing or slashing weapon, the attacker must make a Reflex save (DC 10 + aberration's base CR) or suffer 1d6 points of acid damage. On a critical hit, the attacker suffers 2d6 points of damage on a failed save and 1d6 points of damage on a successful one.

Relative Cost: CR 2; *Absolute Cost:* NA; *Prerequisites:* Aberration.

Alien Anatomy (Ex): Some aberrations have internal organs and biological processes so radically different from a normal living creature's that they are immune to critical hits. Dissection and other investigations reveal no rhyme or reason to these monsters' internal structure, and internal injuries seem to have little effect on them.

Relative Cost: NA; *Absolute Cost:* 50 CP; *Prerequisites:* Aberration.

Alien Mind (Ex): An aberration's strange anatomy can also extend to its mental and psychological functions. Creatures with this special ability are immune to all mind-influencing effects. Their minds are so radically different from the norm that spells such as *charm monster* cannot affect them.

Relative Cost: NA; *Absolute Cost:* 25 CP; *Prerequisites:* Aberration.

Arcane Sight (Su): Not only does an aberration have a strange physical form, but its senses can also operate far beyond the range of natural abilities. An aberration may select this ability multiple times, gaining a new type of arcane sight each time it takes it.

Detect Chaos/Evil/Good/Law: A creature with this ability may use the appropriate spell at will an unlimited number of times per day. The creature's caster level is equal to its HD. You may choose for the aberration to cast the spell as a cleric, sorcerer, or wizard. Once this choice is made, it cannot be altered.

Relative Cost: NA; *Absolute Cost:* 25 CP; *Prerequisites:* Aberration.

Detect Magic: Some aberrations have an innate sense that allows them to detect magical auras and emanations. The creature may use *detect magic* at will with a caster level equal to its HD. You may choose for the aberration to cast the spell as a cleric, sorcerer, or wizard. Once this choice is made, it cannot be altered.

Relative Cost: NA; *Absolute Cost:* 25 CP; *Prerequisites:* Aberration.

Ethereal Sense: Some aberrations have the

ability to pierce the veil that separates the prime plane from ethereal space. Creatures with this special ability may perceive creatures that lurk in the ethereal. This spell functions as the spell *detect good* except it reveals creatures that are within the ethereal plane or are traveling in ethereal form. The creature's caster level equals its HD. You may choose for the aberration to cast the spell as a cleric, sorcerer, or wizard. Once this choice is made, it cannot be altered.

Relative Cost: NA; *Absolute Cost:* 25 CP;
Prerequisites: Aberration.

See Invisible: The creature may use the spell *see invisible* at will as often as it wishes per day. The creature's caster level equals its HD. You may choose for the aberration to cast the spell as a cleric, sorcerer, or wizard. Once this choice is made, it cannot be altered.

Relative Cost: NA; *Absolute Cost:* 50 CP;
Prerequisites: Aberration.

Overpowering Aura (Su): Many aberrations have innate psionic abilities, prompting some academics to posit that these creatures' strange body forms and alien natures are a symptom, rather than a cause, of these abilities. Even the crudest, most violent aberrations such as chuuls and otyughs sometimes exhibit a primitive form of psionic potential. Creatures with this ability emit a continuous, painful psionic buzz. Any creature susceptible to mind-influencing effects that comes within 30 feet of a creature with this ability must make a Will save (DC 14 + the creature's Intelligence, Wisdom, or Charisma bonus) or suffer a -2 penalty to all attack rolls and skill checks. In addition, spellcasters that fail their save must make a Concentration check (DC 15) in order to focus on and complete their spells. On a failed check, the spell is lost. A character who successfully saves is immune to this ability for the next 24 hours.

Relative Cost: NA; *Absolute Cost:* 50 CP;
Prerequisites: Aberration.

Stench (Ex): Sages who study aberrations often note that these creatures have the capacity to eat and drink substances that normally fail to provide sufficient nutrition for a mundane animal. Otyughs, for instance, devour waste

material, while mind flayers gain sustenance solely from the brains of intelligent creatures. Similarly, some aberrations emit natural odors that cause nausea in other creatures while leaving the aberration unharmed. Any creature that approaches within 10 feet of an aberration with this ability must make a Fortitude save (DC 15) or suffer a -1 penalty to attack and damage rolls for 2d4 rounds.

Relative Cost: NA; *Absolute Cost:* 25 CP;
Prerequisites: Aberration.

Weapon Immunity (Ex): Some aberrations develop bodies that are proof against one type of weapon. For example, a mind flayer's body may be soft and gelatinous, allowing it to easily absorb the force of a blunt weapon. Others have mushy interiors that limit a piercing weapon's effectiveness, while the dense, dead hides of others render slashing weapons useless. An aberration with this ability may choose one type of weapon, bludgeon, piercing, or slashing. The aberration does not take damage when hit by weapons of its chosen type.

Relative Cost: NA; *Absolute Cost:* 100 CP;
Prerequisites: Aberration.

SAMPLE ABERRATION

This sample creature, the cave stalker, was constructed by giving a grick the degenerate template and the acidic blood and stench abilities.

CAVE STALKER

Medium-Size Aberration

Hit Dice:	4d12+8 (34 hp)
Initiative:	+3 (Dex)
Speed:	40 ft., climb 20 ft.
AC:	19 (+3 Dex, +6 natural)
Attacks:	4 tentacle rakes +8 melee, bite +6 melee
Damage:	Tentacle rake 1d4+4, bite 2d6+2
Face/Reach:	5 ft. by 5 ft./5 ft.
Special Qualities:	Scent, damage reduction 15/+1, acidic blood, stench
Saves:	Fort +2, Ref +4, Will +7
Abilities:	Str 18, Dex 16, Con 15, Int 1, Wis 16, Cha 3
Skills:	Climb +12, Hide +9*, Listen +8, Spot +8
Feats:	Alertness, Dodge, Multiattack



Climate/Terrain: Underground
Organization: Solitary or swarm (2 – 12)
Challenge Rating: 5
Treasure: Standard
Alignment: Usually neutral
Advancement: 6–7 HD (Medium-size);
 8–9 HD (Large)

Foul scavengers of the deep realms, cave stalkers are slithering, serpentine creatures with a fanged maw surrounded by a cluster of writhing tentacles. Stalkers feed on decayed corpses, piles of garbage, and other refuse that builds up in inhabited cavern complexes. While these creatures rarely attack animals and monsters native to the subterranean realms, they have a fondness for the flesh of surface dwellers and have been known to ambush and kill adventurers and other explorers. Cave stalkers prefer to attack by dropping down on creatures from above or perching on cave walls and attacking passers-by with their tentacles.

COMBAT

A cave stalker usually fights on the ground after initially surprising its opponents by dropping down from the walls or ceiling. It prefers to attack creatures who wield slashing or piercing weapons so that its acidic blood can go to work on its foe. Once a cave stalker initiates combat, it rarely leaves as its hunger and primal instincts drive it to fight to the death for its food and territory.

Acidic Blood (Ex): Any time a cave stalker is hit in melee with a piercing or slashing weapon, the attacker must make a Reflex save (DC 14) or suffer 1d6 points of acid damage. On a critical hit, the attacker suffers 2d6 points of damage on a failed save and 1d6 points of damage on a successful one.

Stench (Ex): Any creature that approaches within 10 feet of a cave stalker must make a Fortitude save (DC 15) or suffer a –1 penalty to hit and damage for 2d4 rounds.

Skills: *Their coloration affords cave stalkers a +8 racial bonus to Hide checks when in natural rocky areas.

CHAPTER FOUR

DRAGONS

Amongst the most powerful and popular monsters in the game, dragons instill fear in both the characters who fight them and the players that must plan attacks against them. Dragons have no weaknesses. Their senses allow them to detect intruders, their spell resistance cancels spells cast against them, their high AC renders all but the most skilled warriors useless, and their hundreds of hit points allow them to absorb the attacks that manage to penetrate their defenses. Dragons are the total package, and as such should be reserved for use as major villains or obstacles in your campaign. In the core d20 System rules, the following monsters fall into the dragon category: chromatic dragons (black, blue, green, red, white), metallic dragons (brass, bronze, copper, gold, silver), dragon turtle, and wyvern. The dragon turtle and wyvern are exceptions to almost all of the rules and thoughts presented here. They are best treated as magical beasts, as they combine a few special abilities, such as poison or a breath weapon, with excellent combat skills for their challenge rating.

BUILDING DRAGONS

Chromatic and metallic dragons are perhaps the most flexible creatures in the game. Their

various age categories make dragons appropriate, though dangerous, foes for characters of almost any level. Their special attacks, feats, and abilities give them a huge array of options against the characters. In many cases, dragons almost suffer from having too many options. The dragon's centerpiece is its breath weapon. In movies, comics, and books, this ability is consistently depicted as a dragon's mightiest power, and the wyrms in the d20 System are no exception. Their melee attacks are similarly impressive, relegating their magical abilities to a supporting role.

CLASSES

Levels in core classes or prestige classes are almost invariably a bad deal for a dragon. Rather than increase a wyrm's CR by giving it class levels, bumping up its age category gives it more hit points, a better attack bonus, and more special abilities. The CR between age categories goes up by one or two in most cases, leaving class levels a distant second to this option.

Compounding matters, few of the classes offer much of use to a dragon. With their innate sorcerer spellcasting abilities,

arcane classes merely duplicate a dragon's granted abilities. Optionally, you may allow a dragon with levels in sorcerer to stack those levels with the casting ability it gains at its age category. The wizard class offers few spells that can equal a dragon's breath weapon until high levels, making it useful only for low CR dragons who can afford many levels in a class. Of course with the dragon's innate sorcerer abilities, levels in wizard are redundant. For similar reasons, the druid and cleric classes offer little to a dragon.

The barbarian class offers the ability to rage, but in that state a dragon loses the ability to employ its extraordinary, supernatural, or spell-like abilities. A bonus to attack rolls and a few extra points of damage are a poor trade for a breath weapon attack. The ranger class offers little of value to dragons, since weapons are poor substitutes for its natural claws and bite.

The fighter class's bonus feats can come in handy for a dragon, making it the only class that holds some real value to a wyrm. Even in this case, a dragon is best limited to one or two levels in fighter in order to take a few useful feats.

Rogue may be useful to dragons who need extra skill ranks, but sneak attack damage does not compensate for the potential extra damage dealt by an older dragon's attacks at the same CR increase. However, this class works well with younger dragons. Most experienced players rarely expect a young dragon to hide in its lair and strike from ambush. The evasion ability also allows weaker dragons to better withstand *fireballs* and *lightning bolts* that it can expect to see from the characters.

FEATS

The best feat to take for a dragon that is normally encountered outdoors is Flyby Attack. Note that this feat allows a dragon to use a partial action while moving, rather than an attack. Thus, a dragon can use its breath weapon and spells while swooping past the characters, allowing it to make hit and run strikes that can quickly overwhelm most characters. The Hover feat is a good choice for a dragon with excellent physical attacks that does not mind exposing itself to attacks for a few rounds. Snatch generally holds little use for all but the largest dragons. Its limit to use against creatures

four size categories smaller than the dragon leaves only Colossal wyrms capable of using it against Medium-size opponents.

For dragons designed to be fought in a lair or dungeon, Weapon Focus, Improved Critical, and any of the feats that improve saving throws (Iron Will, Lightning Reflexes, Great Fortitude) are all good picks. In an enclosed environment, the dragon cannot use its flying ability to evade attacks and spells and must rely on its melee attacks between bursts of its breath weapon.

Improved Initiative, Combat Reflexes, Combat Casting, and Quicken Spell-Like Ability are all general use feats that serve a dragon well no matter the environment. Improved Initiative allows a dragon to take out pesky spellcasters before they get off any save or be defeated spells, such as *charm monster*, *flesh to stone*, and similar spells. It also prevents a rogue from making any sneak attacks. Combat Reflexes is a natural choice for any creature with reach, though most dragons with their poor Dexterity scores have no use for it. Quicken Spell-Like Ability is a bit of a hidden gem, allowing a dragon to use its innate abilities without forcing it to delay a breath weapon a round or give up an attack. In essence, the dragon gets the equivalent of the Quicken Spell feat without paying an increase in the spell ability's level.

SKILLS

Bluff and Sense Motive are two skills that no dragon should be without. Since dragons are intelligent creatures, you can expect the party to attempt a parlay with them on occasion. Bluff helps a dragon doublecross PCs foolish enough to trust it, while Sense Motive allows a dragon to detect the characters' own deceptions. Most other skills offer little to a dragon. Move Silently is a better choice for stealthy dragons, as Hide suffers increasing penalties as a dragon grows larger. Scry is an obvious choice for powerful dragons who take *scrying* with their selection of sorcerer spells. This combination is quite useful for evil dragons who want to keep track of their enemies or good ones who ward over an area. Spellcraft is a handy skill for dragons who take *dispel magic* as one of their sorcerer spells. While holding an action to counterspell is normally a waste of a dragon's time, it may prove useful in non-combat situations.



EQUIPMENT

Compared to other creatures, dragons have little use for mundane equipment. They may hire other races to build traps for their lairs (and more than likely evil dragons devour such workers) but weapons, armor, and other items hold little use for them. Dragons can do well enough by relying on their natural abilities.

MAGIC

Since dragons gain innate sorcerer casting ability, selecting a good spread of arcane spells can mean the difference between an average dragon and an exceptionally tough one. Dragons should rely on their breath weapon and physical attacks rather than their spells, since even the most powerful wyrms casting ability pales in comparison to its breath weapon and melee attacks. However, that does not mean that a dragon's spells are useless. Instead, it means they should support the dragon's primary attacks or improve its defenses.

The key to choosing dragon spells is to select those that have long durations, preferably in the hour per level range. A dragon can cast these

spells long before combat erupts and still gain their benefits. *Mage armor*, *bull's strength*, *cat's grace*, and *endurance* all improve a dragon's combat abilities without forcing it to waste rounds casting spells that could be spent attacking its enemies.

Other incantations can help counter the characters' preparations and abilities. Spells that nullify magic, such as *dispel magic* or *globe of invulnerability* can save a dragon from spells that can take it out in a single shot or strip away the party's defenses. Offensive spells rarely muster as much firepower as a breath weapon, but in the face of spells cast to counter a dragon's main weapon they can fill a nice role. Choose attacking spells that deal damage different from the dragon's breath. For example, the party's efforts to protect themselves from a red dragon's fire breath mean little when the wyrm hits them with an *ice storm*, *lightning bolt*, or *cone of cold*.

DRAGON PRESTIGE CLASS

The general advice given for core classes also applies to prestige ones. Generally speaking, a dragon is better served increasing its age category rather than taking levels in a class of any sort. This extends to prestige classes, which offer roughly the same measure of added abilities and bonuses compared to core classes. The mini-prestige class presented here, the draconic tyrant, has only five levels. It focuses on granting a dragon abilities similar to the Leadership feat that allow it to gather followers through the force of its personality and fame. Orcs, ogres, and other evil humanoids flock to a draconic tyrant's banner, lured by the promise of easy gold and a leader who can stand against and defeat the most powerful heroes of good.

DRACONIC TYRANT

Lording over a region with an iron fist, the draconic tyrant uses its personality and reputation to gather an impressive array of followers to its banner. Evil humanoids, cultists, and others eager to expand their personal wealth and power at the cost of others eagerly seek out the tyrant and swear fealty to its cause.

Hit Die: d12.

REQUIREMENTS

To become a draconic tyrant, a dragon must fulfill all the following criteria:

Race: Dragon.

Age: Young adult or older.

Skills: Diplomacy 8 ranks, Intimidate 8 ranks, Sense Motive 8 ranks.

Feat: Leadership.

CLASS SKILLS

The draconic tyrant's class skills (and the key ability for each) are Bluff (Cha), Concentration (Con), Decipher Script (Int), Diplomacy (Cha), Innuendo (Wis), Intimidate (Cha), Read Lips (Int), and Sense Motive (Wis).

Skill Points at Each Level: 4 + Int modifier.

CLASS FEATURES

All of the following are class features of the draconic tyrant prestige class.

Weapon and Armor Proficiency: Draconic tyrants gain no additional proficiency with weapons, armor, or shields.

Tyrant: The draconic tyrant draws followers to its banner. For each level in this prestige class, it gains a +2 bonus to its Leadership score. For purposes of that feat, the dragon's character level equals its total challenge rating.

The tyrant may pick a dragon of the same alignment as a cohort. The dragon's total CR must be less than or equal to the tyrant's allowed cohort level. His followers are drawn from various monster and humanoid races. No longer limited to warriors, experts, and other classes, he may choose any monster as a follower. Subtract one from each listed follower level to determine the number and challenge rating of the followers he may gain. Count 1st-level followers as worth 1/2 CR creatures.

Eye of the Dragon: At 3rd level, the tyrant's reputation grows to the point that it gains a +2 bonus to Intimidate checks. The Will save DC to resist its frightful presence ability also increases by 2.

Inspiring Presence: While the tyrant strikes fear into its foes, its allies draw courage and confidence from its presence. Any creature allied with the tyrant gains a +2 bonus to attack rolls and Will saves while within the area of effect of the tyrant's frightful presence ability.

DRAGON FEATS

Owing to their unique forms, high Intelligence, and great age, dragons have developed a wide range of feats that enhance their fighting ability, alter their special abilities, and allow them to adapt to a wide range of circumstances.

ALTER BREATH WEAPON [GENERAL]

A dragon's breath weapon is normally generated by a combination of its physical organs and its innate arcane nature. Some dragons combine their magical abilities with their knowledge of magical lore to learn how to alter their breath weapon, producing blasts of icy cold, sheets of flame, and other effects.

DRACONIC TYRANT

Level	Base Attack	Fort	Ref	Will	Special
1	+0	+0	+0	+2	Tyrant
2	+1	+0	+0	+3	
3	+2	+1	+1	+3	Eye of the dragon
4	+3	+1	+1	+4	
5	+3	+1	+1	+4	Inspiring presence

Prerequisite: Dragon.

Benefit: When a dragon takes this feat, it must select one of the following energy descriptors: acid, cold, electricity, or fire. Three times per day, the dragon may use a breath weapon that inflicts damage of its chosen type.

Special: Each time a dragon takes this feat, it may select a different energy type and gain three uses of it per day. A dragon may not select the same energy type twice, and it may not select the type of its natural breath weapon.

BREATH WEAPON BURST [GENERAL]

Some dragons learn to focus their breath weapon into a single, quick burst of energy that can strike a foe without endangering its allies. This feat is common amongst good dragons who fight alongside dwarves, elves, and good-aligned humans.

Prerequisite: Dragon.

Benefit: A dragon with this feat may target its breath weapon against a single target rather than use his weapon as an area of effect. The save DC and damage for the breath weapon remains the same, only the area struck by the breath weapon is changed.

CONTINUOUS BREATH WEAPON [GENERAL]

By moderating the intensity of its breath weapon, a dragon can cause it to have an extended duration.

Prerequisite: Dragon, Sweeping Breath Weapon.

Benefit: A dragon with this feat may take a full round action to breathe a continuous spray of its breath weapon. This attack affects anyone within a semi-circle with a radius equal to the

length of its standard breath weapon.

The attack deals only half damage to anyone within its area, and continues to affect the area until the dragon's next turn, during which time the dragon may take no other action. Creatures within the area must move out of it as their first action or suffer the effects of the breath weapon again. Anything entering the area of effect during the round also suffers damage from the breath weapon; this includes missile weapons and other projectiles.

Special: A dragon that uses this feat rolls 2d4 to determine the length of time it takes to recharge its breath weapon.

DEBILITATING BREATH WEAPON [GENERAL]

The dragon's breath weapon is so intense it causes physical debilitation to anything it touches.

Prerequisite: Dragon.

Benefit: A dragon with this feat deals ability damage with its breath weapon in addition to normal damage. The damage dealt is equal to one point per age category to one physical ability (Str, Dex, or Con), which is chosen at the time the feat is selected. A successful save halves this damage.

DIVINE DRAGON [GENERAL]

Some dragons are charged or selected by the gods to work on their behalf. These wyrms defend temples, crusade against their deity's enemies, or ride into battle alongside paladins or blackguards.

Prerequisite: Dragon.

Benefit: A dragon with this feat replaces the sorcerer spellcasting levels it gains as it ages with levels of divine spellcasting,

as per the cleric class. It selects two domains as per a cleric and may turn or rebuke undead as a cleric whose level equals its divine casting level.

DRACONIC BARRIER [GENERAL]

A dragon's keen senses allow it to ward off opponents who attempt to move close to it while avoiding its attacks of opportunity. With a quick lash of its tail, the dragon sends an opponent stumbling to the ground.

Prerequisite: Dragon.

Benefit: When a creature attempts to use the Tumble skill to move through or past a dragon, the DC to successfully use that skill equals $1d20 +$ the dragon's base attack bonus, unmodified by Strength or size.

ELEMENTAL AFFINITY [GENERAL]

All dragons have a strong connection to a particular type of energy, such as a red dragon's connection to fire or a white dragon's links to the frigid cold. Some wyrms develop a talent for using magic related to their elemental traits.

Prerequisite: Dragon.

Benefit: When casting spells that share a descriptor with the dragon's creature subtype, the dragon counts as being a caster one level higher than normal. For example, a red dragon with seven levels of sorcerer casts *fireball* as an 8th-level sorcerer.

EXTENDED BREATH WEAPON [GENERAL]

By moderating the intensity of its breath weapon, a dragon can make two attacks with it instead of one.

Prerequisite: Dragon.

Benefit: A dragon with this feat may break up its breath weapon into two separate attacks, which must take place within one round of each other. Each use causes only half damage, and both blasts can be targeted separately.

Special: A dragon that uses this feat must recharge its breath weapon as normal, only rolling after the second attack has been made.

EXTRA BREATH WEAPON [GENERAL]

In battle, a dragon must pause for a few moments before using its breath weapon again as its internal arcane energies accumulate in its gullet. Some dragons keep a reserve of energy that they can use to activate their breath weapon after they have exhausted it.

Prerequisite: Dragon.

Benefit: Once per day after using its breath weapon but before it may use it again, a dragon with this feat gains a free use of its ability. The dragon must then wait the standard interval before it can once again use its breath weapon ability.

Normal: After using its breath weapon, a dragon must wait 1d4 rounds before employing it again.

Special: A dragon may take this feat more than once, gaining one additional use of it per day each time.

IMPROVED CRUSH ATTACK [GENERAL]

Through practice and experience, a dragon learns to better use its great bulk and weight to crush smaller foes.

Prerequisite: Dragon.

Benefit: When using its crush attack, the dragon deals double damage on the first round of the attack. On subsequent rounds, the dragon gains a +4 bonus to grapple checks made against its crushed opponents.

IMPROVED FEAR AURA [GENERAL]

The dragon's appearance and personality augment the terror it inspires in all who approach it, causing many warriors to flee in fear from its presence.

Prerequisite: Charisma 14+.

Benefit: The save DC to resist the fear aura of a dragon with this feat increases by 4.

Special: A dragon may take this feat only once.

SWEEPING BREATH WEAPON [GENERAL]

By slowly channeling its breath weapon rather than expending it in one burst of energy, a dragon can sweep a wide area with its flame or acid.

Prerequisite: Dragon.

Benefit: A dragon with this feat may use its breath weapon in a semicircle with a radius equal to the length of its standard breath weapon. When using this attack in this manner, the dragon deals half normal damage.

DRAGON TEMPLATES

The templates presented in this chapter are meant to cover a wide range of dragons. Most of them are best suited for use with the chromatic and metallic dragons, though wyverns and dragon turtles may get some limited use from them. These templates are particularly suited to being stacked together. You can apply two or more templates to a single dragon in order to produce a unique wyrm.

CHAOS DRAGON

Over the course of history, the divide between the various draconic sub-species has remained relatively stable. While occasionally a half-breed may arise that displays traits of two dragon races (see the half-breed template, below), dragons normally fit within a tightly bound category marked by the color of their hides.

Occasionally, though, a dragon is born that combines traits from a wide range of dragonkind. Some sages postulate that these births are the result of ancient crossbreeding, while others believe that some trick of fate or magic produces these creatures. A few sages theorize that these creatures are the result of a slaad experiment in dragon breeding. Known as chaos dragons, these beasts are amongst the most powerful, domineering, and dangerous of the dragonkind. They combine the traits of all evil dragons with a strong bond to the forces of chaos. Wherever a chaos dragon roosts, the region around it soon turns into a ravaged wasteland. These beasts scour their territory with their breath of fire, ice, and acid, hunting down and slaughtering every living thing they encounter.

Chaos dragons have mottled hides with striped patterns in red, white, blue, black, and green. Normally, one of these colors dominates the creature's scales, with the rest appearing as dots and stripes. The dominant color indicates the dragon's heritage. When the dragon is excited, such as during combat, this pattern shifts and changes, causing confusion in those who view it.



CREATING A CHAOS DRAGON

“Chaos” is a template that may be added to any chromatic dragon. The dragon’s creature type remains unchanged. It gains resistance to a wide range of energy and conditions, several new breath weapons, and a set of magical abilities relating to its close allegiance to the forces of pure chaos.

A chaos dragon uses its base creature’s characteristics except where noted below.

Hit Dice: Chaos dragons are hardier than their normal kin, gaining four extra Hit Dice.

AC: A chaos dragon’s natural armor bonus increases by two due to its thick, magical hide.

Special Attacks: Chaos dragons gain the following special attack.

Breath Weapon (Su): A chaos dragon’s breath weapon retains the shape, save DC, and damage of its base dragon’s type. However, its breath now deals acid, electricity, fire, and cold damage. Its breath weapon appears as a scintillating rainbow of rapidly shifting colors that in turn ignite, freeze, melt, and shock its victims. It deals +2 points of damage per die rolled when determining its breath’s damage, but it becomes much more vulnerable to defensive powers. Energy resistance of any of the four types will fully apply to up to one quarter of the damage caused by this breath weapon. The other three quarters remain unaffected.

Dragon of all Colors (Su): In combat, the dragon’s hide shifts colors rapidly, causing those who look upon it to be affected as if hit by a *color spray* cast by a 10th-level sorcerer. The save DC against this effect is 11 + the dragon’s Charisma modifier. Activating this ability is a standard action.

Special Qualities: Chaos dragons are granted the following special qualities.

Immunities (Ex): Chaos dragons gain acid, cold, electricity, and fire immunity. Furthermore, if their base dragon is a cold or fire subtype creature, they lose the weakness to fire and cold, respectively, associated with that trait. Their chaotic immunities (obviously) cancel it out.

Spell-Like Abilities (Sp): As chaos dragons age, they gain access to spells that draw upon the power of raw chaos to smash their enemies. A dragon gains spells based on its age-based caster level. It may use each spell once per day with a caster level equal to its sorcerer casting level. The DC to resist these spells is 10 + the spell’s level + the dragon’s Charisma modifier.

Caster Level	Bonus Spell
1st	<i>entropic shield</i>
3rd	<i>protection from law</i>
5th	<i>magic circle against law</i>
7th	<i>chaos hammer</i>
9th	<i>dispel law</i>
11th	<i>mislead</i>
13th	<i>word of chaos</i>
15th	<i>cloak of chaos</i>

Saves: Chaos dragons gain a +2 bonus to all saving throws. The raw stuff of chaos that flows in their veins disrupts spells, counters poisons, and otherwise provides a staunch resistance against all effects.

Abilities: Chaos dragons gain a +2 bonus to Strength and Wisdom but a –2 penalty to Intelligence. Chaos warps their bodies and gives them insane insights into the world, but at the price of their deductive abilities.

Climate/Terrain: Any. As beasts of chaos, these dragons are capable of roosting nearly anywhere.

Organization: Solitary. Luckily for humanoid races, chaos dragons hate each other almost as much as they hate other living things. When two of these wyrms cross paths, they inevitably duel to the death.

Challenge Rating: As base creature +3.

Treasure: Double standard.

Alignment: Always chaotic evil.

DEEP DRAGONS

While the classic dragon is depicted soaring through the sky on great wings, not all dragons live upon the surface world. Some lurk deep within the world’s dark caves and forgotten galleries. These dragons’ unique abilities and adaptations allow them to slide through otherwise impassable dungeon corridors, lurk with-

in the shadows of a great cavern, and stalk prey in the underworld's endless night. Deep dragons have duller hides and longer, more serpentine bodies in comparison to their surface kin.

CREATING A DEEP DRAGON

"Deep" is a template that may be added to any dragon. The dragon's creature type remains the same, though it gains the earth subtype. It gains improved stealth abilities, the capacity to squeeze within passages and caves otherwise too small for its bulk, improved abilities for fighting in the dark, and enhanced stealth abilities.

A deep dragon uses its base creature's characteristics except where noted below.

Speed: Deep dragons cannot fly, as they lack wings. They lose this mode of movement. In its place, they gain the ability to burrow through dirt and rock at half their normal speed.

AC: Deep dragons develop thick, rocky plates upon their hides. Their natural bonus to AC improves by 2.

Damage: A deep dragon counts as being one size category larger when determining the dam-

age it inflicts with its claw attacks. Its thick, long, sharp talons are suited to sundering rock as it burrows and cleaving through flesh and armor.

Face/Reach: With their serpentine, winding bodies, deep dragons have longer but narrower bodies than other wyrms. Their face and reach depend on the base dragon's size.

Size	Face	Reach
Tiny	2 1/2 ft. by 2 1/2 ft.	5 ft.
Small	5 ft. by 5 ft.	5 ft.
Medium-size	5 ft. by 5 ft.	5 ft.
Large	5 ft. by 10 ft.	10 ft.
Huge	5 ft. by 20 ft.	10 ft.
Gargantuan	10 ft. by 50 ft.	15 ft.
Colossal	10 ft. by 100 ft.	15 ft.

Special Attacks: Deep dragons gain the following special attack.

Fiery Spittle (Su): All deep dragons have a thick, gooey spittle that is hot enough to sear flesh and slowly melt rock. Normally, as they tunnel through the earth they secrete this fluid to soften stone. In battle, the deep dragon deals an additional 1d8 points of fire damage on a bite attack as its spittle flows over its foe and burns him.



Special Qualities: Deep dragons are granted the following special qualities.

Darkvision (Ex): Deep dragons can see in utter darkness 500 feet farther than normal dragons of their age category.

Resistance (Ex): If the deep dragon does not already possess fire immunity, it gains fire resistance 10.

Shadowy Form (Su): Deep dragons gain a +10 racial bonus to Hide checks. Shadows cluster around them, allowing them to lurk unobserved in a dark cave corner.

Abilities: Deep dragons gain a +2 bonus to Strength and a -2 penalty to Charisma. These creatures are stronger but duller than their surface kin.

Climate/Terrain: Any subterranean.

Organization: As base dragon.

Challenge Rating: As base dragon +1.

Treasure: As base dragon.

Alignment: As base dragon.

FERAL DRAGONS

While dragons are typically thought of as cunning, intelligent creatures, some amongst them are mere unthinking brutes that use their raw physical power and supernatural abilities to hunt for prey and dominate a region. These feral dragons are essentially wild animals that pick out a hunting ground and quickly rise to the top of its pecking order. Though compared to other dragons they are unintelligent animals, their magical abilities and raw physical power make them very dangerous animals indeed.

CREATING A FERAL DRAGON

“Feral” is a template that may be added to any dragon. The dragon’s creature type remains the same, though it loses any alignment subtypes it has, if any. It gains superior physical attacks, faster speed, and better damage at the cost of its wits and some of its magical abilities.

A feral dragon uses its base creature’s characteristics except where noted below.

Hit Dice: Bigger and tougher than their more refined cousins, a feral dragon gains four HD.

Speed: Feral dragons are swifter on the ground and on the wing compared to their cousins. Some of these beasts fly for days at a time, while others range across mountains, plains, and forests for months in search of meals. Feral dragons gain a +10 ft. bonus to their ground speed and a +20 ft. bonus to their flying speed.

Attacks: All feral dragons gain a +4 bonus to their base attack. In addition, they have long, sharp horns that allow them to make a gore attack at their best base attack bonus in addition to their bite, claw, and other attacks.

Damage: A feral dragon counts as one size larger when determining the damage it inflicts with its physical attacks and which physical attacks it may use. Furthermore, its gore attack deals damage according to its size, as shown below.

Dragon Size	Gore Damage
Tiny	1d4
Small	1d6
Medium-size	1d8
Large	2d6
Huge	2d8
Gargantuan	4d6
Colossal	4d8

Special Qualities: Feral dragons lack the sorcerer spellcasting ability of other wyrms. They gain their dragon type’s innate spells but not levels of sorcerer casting ability.

Feral Rage (Ex): Once per day, a feral dragon can enter a blood frenzy that grants it tremendous physical power at the cost of its special abilities. As a free action, the dragon enters a state of unthinking fury. It gains a +6 bonus to Strength and Constitution and a +4 bonus to all Will saves, but it suffers a -4 penalty to AC and cannot use any of its supernatural or spell-like abilities. This rage lasts five rounds + the dragon’s rage enhanced Constitution modifier.

Abilities: Feral dragons are stronger and tougher, but also denser, than their normal kin. They gain +2 Strength, +4 Constitution, -6 Intelligence, and -6 Charisma.

Feats: All feral dragons gain one bonus feat that may be chosen from the following: Flyby



Attack, Hover, Multiattack, Snatch, and Wingover.

Climate/Terrain: As base dragon.

Organization: As base dragon.

Challenge Rating: As base creature +1.

Treasure: Half standard.

Alignment: As base creature.

HALF-BREED

Just as dragons are capable of breeding with almost any creature they encounter, so too are they able to breed across dragon types. Typically, the result of such unions takes after its mother, yet its father's heritage shines through in its appearance and abilities. Half-breed dragons gain traits and spell abilities associated with both of their parents. They may alternate breath weapons between both sides of their family tree and they gain more immunities and special abilities than other dragons.

CREATING A HALF-BREED

“Half-breed” is a template that may be added to any dragon. The creature's type remains the same, though it may gain new subtypes. It gains abilities based on the dragon types from which it is descended.

A half-breed uses its base dragon's characteristics except where noted below. In addition, pick a second dragon type that provides the other half of its heritage. This dragon type is referred to as its sire.

Special Attacks: A half-breed dragon's breath weapon is altered to reflect its heritage.

Breath Weapon (Su): When using its breath weapon, the half-breed deals damage according to the better listed range for a dragon of its age category for either half of its heritage. For example, a white/red crossbreed deals damage as a white or red dragon of its age category, whichever is greater. In addition, the dragon may choose for its breath weapon to function as either its base dragon or its sire. For example, the white/red crossbreed can use either a cone of fire or a cone of cold. It may choose each time it uses its breath weapon.

Special Qualities: Half-breeds gain the special abilities of both their base and sire dragon's types based on their age. They gain the better of the two's spell resistance and caster level. They gain all the innate supernatural and spell-like abilities from both halves of their heritage. For example, a young adult white/red cross-breed would have the young adult red dragon's fire subtype, *locate object*, damage reduction, and 5th-level spellcasting ability. It would also gain the white dragon's cold subtype, icewalking, and *fog cloud* ability. The half-breed has both its base and sire's listed creature subtypes.

Abilities: The half-breed uses the higher of the ability scores listed for a dragon of its base and sire's type at its current age.

Climate/Terrain: As base and sire dragon.

Organization: As base dragon.

Challenge Rating: As base creature +1.

Treasure: Double standard.

Alignment: As base dragon.

PLANAR DRAGON

Some dragons grow bored of the mortal realm and seek to travel to distant worlds, alien dimensions, and other strange vistas. Over the centuries, these plane-hopping wyrms have developed into a unique sub-species with magical abilities well suited to aid them in their travels. Planar dragons have the outward appearance and mannerisms of their standard kin. However, in battle they quickly put to use their abilities to enter the ethereal plane, catching their foes off guard and springing a nasty surprise upon them.

CREATING A PLANAR DRAGON

"Planar" is a template that may be added to any dragon. The dragon's creature type remains the same. It gains magical abilities that allow it to move between the planes and travel great distances in a split second.

A planar dragon uses its base creature's characteristics except where noted below.

Special Attacks: Planar dragons gain the following attack form.

Plane Shifter's Charge (Ex): When using *dimension door* or *teleport*, a planar dragon may take a partial action to make a melee attack immediately after arriving at its destination if it has not yet used its move-equivalent action for the round. The dragon's foe loses his Dexterity bonus to AC.

Special Qualities: Planar dragons gain a set of special abilities that allow them to travel across the boundaries that separate the mortal realm from the divine realms and other dimensions. They gain these abilities based on their age. All of these spells are cast as a sorcerer whose level equals the planar dragon's Hit Dice.

Age	Ability
Wyrmling	<i>Detect chaos/evil/good/law</i> at will
Juvenile	<i>Dimension door</i> at will
Adult	<i>Ethereal jaunt</i> at will
Old	<i>Teleport without error</i> at will
Ancient	<i>Gate</i> 3/day
Great Wurm	<i>Astral projection</i> at will

Saves: Exposure to planar energies gives these dragons a +2 bonus on all saving throws against spells and spell-like effects.

Abilities: Planar dragons have a keener sense of their surroundings and stronger personalities than other dragons, giving them a +2 bonus to Wisdom and Charisma. Their experience from a young age in the grand vista of the planes instills in them a regal bearing and teaches them the value of alertness and a keen eye.

Climate/Terrain: Any.

Organization: As base dragon.

Challenge Rating: As base creature +1.

Treasure: As base dragon.

Alignment: As base dragon.

UNDEAD DRAGON

Called forth from beyond the mortal realm to once again fly through the night, undead dragons are amongst the most powerful creatures a necromancer or evil high priest can bring to unlife. Combining the ferocity of a dragon with the unholy energy of the living dead, undead dragons are the bane of all good creatures—relentless, implacable machines of destruction. These creatures appear as skeletal dragons with

a few, key organs still in place. Typically, the dragon's heart and eyes remain intact, kept in place with rope, ligaments, tendons, and other materials. More than a few travelers have mistaken an undead dragon for a simple skeleton right up until the beast unleashed its fearsome breath weapon.

CREATING AN UNDEAD DRAGON

"Undead" is a template that may be added to any evil dragon. The creature's type becomes "undead," though it retains its subtypes. It gains a new breath weapon to replace its previous one, resistances to some forms of magic, and new abilities that draw on necromantic energy to defeat its foes.

An undead dragon uses its base creature's characteristics except where noted below.

Hit Dice: The undead dragon loses its Constitution bonus to hit points, as it no longer possesses that score.

AC: Undead dragons gain a +4 bonus to their natural AC modifier. Their thick, iron-hard bones repel blows with ease.

Attacks: An undead dragon retains its base creature's attack forms and damage.

Special Attacks: Undead dragons have a modified breath weapon attack that replaces their old one.

Breath Weapon (Su): Undead dragons have two breath weapons. The first is a cone of ebony black energy that deals damage as per the base dragon's breath weapon. Creatures that fail their save against this breath weapon are also blinded for 1d4 rounds. The second form is a line of gray, acidic fluid. This weapon deals acid damage. In addition, any creature killed by this weapon arises as an undead creature in 2d6 minutes. Humanoids and other living creatures arise as wights, while wyrms animate as undead dragons under the control of the dragon that killed them.

Special Qualities: Undead are granted the following special qualities.

Spellcasting: Undead dragons retain their sorcerer casting abilities, but they may only use necromancy spells with this ability.

Innate Abilities: Creatures granted this tem-

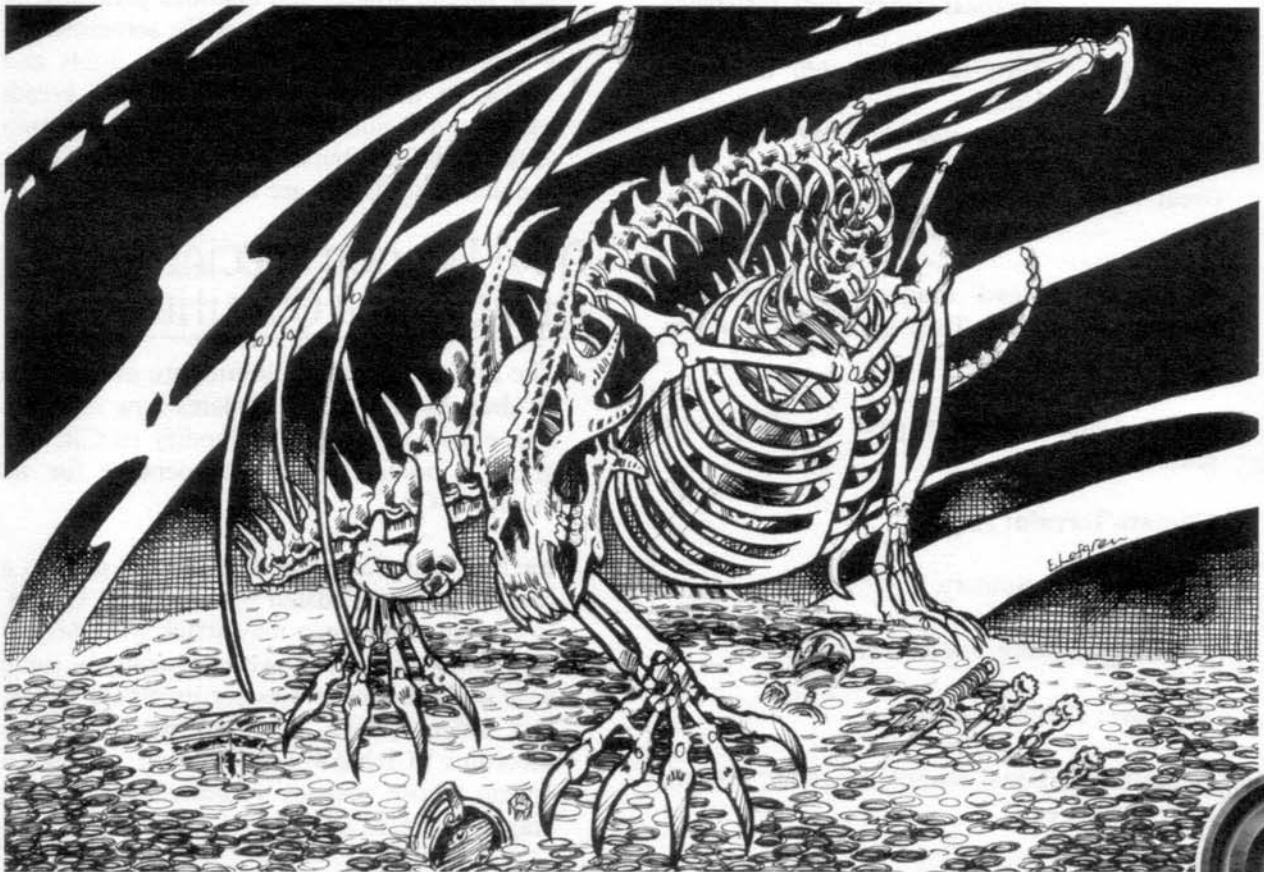


TABLE 4-1: BARBED TAIL POISON AND DAMAGE

Size	Damage	Fort DC	Initial/Secondary Damage
Tiny	1d2	11	1d2 Str/1d2 Str
Small	1d3	13	1d3 Str/1d3 Str
Medium-size	1d4	15	1d4 Str/1d4 Str
Large	1d6	17	1d6 Str/1d6 Str
Huge	1d8	19	1d8 Str/1d8 Str
Gargantuan	2d6	23	1d10 Str/1d10 Str
Colossal	2d8	27	2d6 Str/2d6 Str

plate lose all the supernatural and spell-like abilities their dragon type grants them except for damage reduction. In their place, the undead dragon gains new abilities based on its age. Note that turn resistance does not stack. Use the highest listed bonus for the undead dragon's age. When using these abilities, the dragon casts spells as a 17th-level cleric or a cleric whose level equals its Hit Dice, whichever is lower.

Age	Ability
Wyrmling	Cold immunity, <i>curse water</i> 3/day, turn resistance +2
Juvenile	<i>Desecrate</i> 3/day
Adult	<i>Animate dead</i> 1/day, <i>deeper darkness</i> 1/day, turn resistance +4
Old	Turn resistance +6, <i>unhallow</i> 1/day
Ancient	<i>Create undead</i> 1/day, turn resistance +8
Great Wurm	<i>Create greater undead</i> 1/day, turn resistance +10

Abilities: Undead dragons do not have Constitution scores. They gain a +2 bonus to Charisma and Wisdom.

Feats: Undead dragons gain the Toughness feat for free.

Climate/Terrain: Any.

Organization: Solitary.

Challenge Rating: As base creature +1.

Treasure: Double standard.

Alignment: Equal chance of lawful, neutral, or chaotic evil.

NEW RULES FOR DRAGONS

As dragons are amongst the most powerful and dangerous creatures in fantasy gaming, every encounter with one should be a memorable experience. When a dragon shows up on the scene, the players pay attention. For veteran players, though, dragons can become a little repetitious. Aside from differences in their breath weapon, most dragons are more alike across the different colors than they are distinct. While a dragon's feats and skills are customizable, these abilities play only a small role compared to the impact its breath weapon, attacks, and spells have on an encounter. The new special attacks and qualities presented in this section allow you to modify, sometimes in a very basic way, how a dragon fights and works. In addition, a listing of new breath weapon types allows you to add some variation to the traditional bursts of fire, lightning, cold, and acid that players are used to seeing.

NEW DRAGON SPECIAL ATTACKS AND QUALITIES

The following special abilities are available to all dragons. Chapter 1 explains how to add a new ability to a creature, modify its CR, and grant it bonus HD to compensate for its increased CR.

Barbed Tail (Ex): The dragon's tail ends in a long, sharp point coated with a deadly venom. In combat, the dragon may attack with this tail as if it was a secondary weapon, using the same base attack bonus it uses for its claws, wings, and other attacks. The tail deals damage according to Table 4-1. In addition, it injects a poison whose potency is determined by the dragon's size, as shown in the table above.

TABLE 4-2: ENERGY RADIANCE DAMAGE

Size	Damage	Fort DC	Radius
Tiny	1d2	12	5 ft.
Small	1d3	14	10 ft.
Medium-size	1d4	16	15 ft.
Large	1d6	18	20 ft.
Huge	1d8	20	30 ft.
Gargantuan	2d6	24	50 ft.
Colossal	2d8	28	80 ft.

Relative Cost: NA; *Absolute Cost:* 100 CP;
Prerequisite: Dragon.

Energy Radiance (Ex): The dragon's inner gullet is alive with the energy and liquids it uses to produce its breath weapon. Any creature that moves close to the creature takes damage from the energy radiated by the dragon's internal processes. The radius, damage, and Fortitude save DC to avoid this damage are all based on the dragon's size, as shown in Table 4-2. This damage counts as the same type as one of the dragon's breath weapons, typically acid, cold, fire, or electricity.

Relative Cost: NA; *Absolute Cost:* 100 CP;
Prerequisite: Dragon.

Extra Dragon Head (Ex): A dragon with this ability has two or more heads, each of which is capable of using a breath weapon or attacking in combat. When the dragon takes its action, each additional head is allowed a partial action in addition to the dragon's normal action. This action may either be a spell cast using the dragon's normal arcane or divine casting abilities, a bite attack using the dragon's base attack bonus and dealing damage as per a dragon of its size, or a breath weapon. Each head uses the dragon's normal breath weapon, and each may breath once every 1d4 rounds. Keep track of each head's use of this ability separately. If a dragon is granted an additional breath weapon type, each new type must be purchased separately for each head that wishes to use it.

In addition to these extra attacks, a dragon gains a +4 bonus to all Spot and Listen checks for each additional head. Dragons may be given a maximum number of heads based on their size.

Dragon Size	Maximum # of Heads
Large	2
Huge	3
Gargantuan	4
Colossal	6

Relative Cost: NA; *Absolute Cost:* 300 CP;
Prerequisite: Dragon.

Fiery Innards (Ex): Within many dragons, fiery hot blood, intensely frigid gases, and streams of bitter acid flow through their veins and between their organs. When a warrior strikes such a wyrm, his weapon cleaves open a hole that allows this deadly energy to rush out and engulf, potentially causing a serious wound. When a dragon with this ability is struck in melee, the attacker must make a Reflex save with a DC equal to the damage he inflicted. On a failed save, he takes damage according to the dragon's size. This damage is of the same type (fire, cold, electricity, acid) as the dragon's breath weapon. If the dragon has more than one breath weapon, choose one energy type appropriate to its breath weapons to apply to this ability. Any extra effects caused by a breath weapon beyond the energy descriptor do not apply to this ability.

Size	Damage
Tiny	1d2
Small	1d3
Medium-size	1d4
Large	1d6
Huge	1d8
Gargantuan	2d6
Colossal	2d8

Relative Cost: NA; *Absolute Cost:* 50 CP;
Prerequisite: Dragon.



Sonic Roar (Su): With an ear-splitting scream, a dragon can unleash a fearsome sonic attack using its roar. Three times per day, a dragon with this ability can make a sonic attack against all creatures in its immediate area. The radius, damage, and Fortitude save to resist this ability are based on the dragon's size. A successful save halves the damage. On a failed save, a victim is struck deaf for 1d4 hours.

Size	Damage	Fort DC	Radius
Tiny	1d4	12	5 ft.
Small	1d6	14	10 ft.
Medium-size	1d8	16	15 ft.
Large	2d6	18	20 ft.
Huge	2d8	20	30 ft.
Gargantuan	4d6	24	50 ft.
Colossal	4d8	28	80 ft.

Relative Cost: NA; *Absolute Cost:* 100 CP;
Prerequisite: Dragon.

NEW BREATH WEAPONS

In addition to the standard breath weapons dragons use, the following new breath weapon types may be added to any dragon. If a creature does not possess a breath weapon ability, increase the CR cost of the first breath

attack it purchases by three. The breath weapon's size is determined by the creature's size, as per normal dragons. Its damage and save DC equals either the values used for the dragon's standard breath attacks or, if the creature does not already have this attack form, are determined by the table below.

Size	Damage	Reflex DC
Tiny	1d6	12
Small	2d6	13
Medium-size	4d6	16
Large	8d6	18
Huge	10d6	24
Gargantuan	12d6	30
Colossal	16d6	34

When purchasing multiple breath weapons for a dragon, it may choose which weapon to use each time it breathes. As standard for dragons, after breathing it must wait 1d4 rounds before it can breathe again, even if it possess two or more versions of this attack.

Fog Cloud: This breath weapon produces a thick cloud of water vapor that blocks sight as per the spell *obscuring mist*. It covers an area centered on the dragon with a radius equal to the length of a line breath weapon.

Relative Cost: NA; *Absolute Cost:* 50 CP;
Prerequisite: Dragon.

Force Wave: A force wave is a concentrated wall of energy that slams into opponents, dealing damage and knocking them over. This breath weapon is cone shaped and deals damage with a save DC equal to the dragon's standard breath attack. On a failed save, a character is also knocked prone.

Relative Cost: NA; *Absolute Cost:* 100 CP;
Prerequisite: Dragon.

Hallucinogenic Gas: This cone-shaped breath weapon deals no damage, but creatures caught within it must make a Will save (DC as standard for the dragon's breath weapon) or be affected by the spell *confusion* for 2d4 rounds.

Relative Cost: NA; *Absolute Cost:* 75 CP;
Prerequisite: Dragon.

Holy Energy: This breath weapon takes the form of a cone of blinding light. Good creatures take no damage from it, while neutral ones take half damage. Evil creatures take normal damage and are blinded for 2d4 rounds on a failed save. Undead take double damage on a failed save and are blinded for 2d8 rounds. These creatures take half-damage, as normal, on a successful save.

Relative Cost: NA; *Absolute Cost:* 100 CP;
Prerequisite: Dragon.

Scouring Sand: A favorite of dragons that dwell in deserts and other dry areas, this breath weapon is a cone that deals damage as normal and causes a -2 penalty to attacks and skill checks for 2d6 rounds on a failed save. The scouring sand shreds flesh, leaving its victims in agony and hampering their attacks and skill checks.

Relative Cost: NA; *Absolute Cost:* +100 CP;
Prerequisite: Dragon.

Sticky Spew: With a great heaving of its stomach, the dragon belches forth a sickening combination of digestive juices that hampers and slows its victims. Any creature caught in this cone breath weapon's area of effect suffers from the effects of *slow* for 2d6 rounds. A character can spend a partial action that provokes an attack of opportunity to clean himself

off, removing this effect. Furthermore, any character who takes a double move or attempts to run across an area hit by this breath weapon must make a Balance check (DC 20) or fall prone and lose the rest of their movement action. The goo remains in place for 1d4 minutes. Dragons with this breath weapon ignore the Balance check but are still affected by its *slow* effect as normal.

Relative Cost: NA; *Absolute Cost:* 75 CP;
Prerequisite: Dragon.

Unholy Energy: This cone of utterly black energy inflicts a negative level on all good or neutral creatures caught within it who fail their Fortitude save. The save DC to remove this negative level equals the DC needed to avoid this effect.

Relative Cost: NA; *Absolute Cost:* 100 CP;
Prerequisite: Dragon.

SAMPLE DRAGON

Gyrthax the Earth Serpent is an example of how you can use multiple templates and a few special abilities to make a wholly unique dragon. He was built using a juvenile red dragon as his base, with the chaos and deep templates added to him. He was then given an extra head to give him a stronger punch against adventurers and other enemies.

GYRTHAX THE EARTH SERPENT

JUVENILE CHAOS DEEP RED DRAGON

Large Dragon (Fire)

Hit Dice:	26d12+104 (273 hp)
Initiative:	+4 (Improved Initiative)
Speed:	40 ft., burrow 30 ft.
AC:	28 (-1 size, +19 natural)
Attacks:	Bite +32 melee, 2 claws +27 melee, 2 wings +27 melee, and tail slap +27 melee
Damage:	Bite 2d6+1d8+11, claws 2d6+5, wings 1d6+5, tail 1d8+5
Face/Reach:	5 ft. by 10 ft./10 ft.
Special Attacks:	Breath weapon, fiery spittle, extra head
Special Qualities:	<i>Locate object</i> , <i>entropic shield</i> , <i>protection from law</i> , fire subtype,

	spells, acid, cold, electricity, and fire immunity, dark-vision 900 ft., shadowy form
Saves:	Fort +19, Ref +17, Will +17
Abilities:	Str 33, Dex 10, Con 19, Int 12, Wis 17, Cha 13
Skills:	Appraise +10, Bluff +12, Concentration +14, Hide +14, Knowledge (arcana) +7, Listen +17, Move Silently +7, Search +15, Sense Motive +9, Spot +17.
Feats:	Expertise, Extra Breath Weapon, Improved Initiative, Improved Trip, Lightning Reflexes, Power Attack.
Climate/Terrain:	Any subterranean
Organization:	Solitary
Challenge Rating:	16
Treasure:	Triple standard
Alignment:	Chaotic evil

Gyrthax is a feared marauder of the deep. The dwarf kings of the Spine Mountains are torn between fearing an attack by this burrowing beast in the near future or dealing with the monstrous wyrm it will one day grow into. Gyrthax looks like a long serpent with a colorful hide that seems to undulate and pulse with a rainbow pattern of colors. It slides along on its belly, rising up to attack with the two heads

that sprout from its body and rake foes with its long, obsidian claws. Few creatures can survive blasts of energy from Gyrthax's twin heads.

Breath Weapon (Su): As a chaos dragon, Gyrthax's breath deals acid, electricity, fire, and cold damage. Its breath weapon appears as a scintillating rainbow of rapidly shifting colors that in turn ignite, freeze, melt, and shock its victims. This breath weapon deals 8d10+16 damage in a 40 ft. cone with a save DC of 22.

Dragon of All Colors (Su): In combat, Gyrthax's hide shifts colors rapidly, causing those who look upon it to be affected as if hit by a *color spray* cast by a 10th-level sorcerer. The save DC against this effect is 12.

Fiery Spittle (Su): In battle, Gyrthax deals an additional 1d8 points of fire damage on a bite attack as its spittle flows over its foe and burns him.

Extra Head (Ex): Gyrthax's second head may use its breath weapon independently of his first head. It also gains a partial action that it may use to use a breath weapon. Thus, he may breathe twice in a round, rolling 1d4 to determine the interval before each head may breathe again. The second head attacks with a total +32 on attack rolls, dealing 2d6+1d8+11 damage.

CHAPTER FIVE

ELEMENTALS

Representing the pure expression of the fundamental building blocks of the multiverse, the elementals can be considered equal parts creature and force of nature. Elementals use special attacks and magical abilities that draw on their affinity for a specific type of material. Most elementals are best suited to melee combat. Their abilities augment their combat skills, granting them additional damage or extra options in battle. Few have special attacks or qualities that allow them to function as spellcasters, and none have magical abilities that duplicate powerful spells or can destroy a character with a single failed saving throw. In the core d20 System rules, the following creatures fall into the elemental category: air elemental, belker, earth elemental, fire elemental, invisible stalker, magmin, thoqqua, and water elemental.

BUILDING ELEMENTALS

Since the four primary elemental creatures (air, earth, fire, and water) come in a wide range of sizes, it is quite possible to continue using elementals throughout a campaign. However, this poses the problem that elementals quickly become predictable. After all, the smallest version of an elemental has essentially the same abilities and tricks as the largest elemental type.

However, this does not pose much of a problem considering elementals are best suited for use in melee. They have fairly strong physical attacks that are often given an extra punch by the creature's elemental abilities. Even the belker's *gaseous form* ability essentially serves to improve its fighting capabilities. When building an elemental, you face two possible paths. You can pick skills and abilities that improve its melee ability, opting for feats such as Weapon Focus and classes such as fighter or barbarian. Alternatively, you can stack an elemental with the special abilities presented in this chapter to enhance their range of use. The rules outlined here allow you to customize elementals and give them much greater abilities to manipulate and control energy and phenomena associated with their elemental type. This allows you to build elementals that have talents beyond simply charging and attacking the characters.

CLASSES

Since the core elementals come in a variety of sizes, it is relatively easy to stack plenty of character levels onto these creatures. Aside from the largest elementals, most have CRs that range from 2 to 6. Even the most powerful creatures of this type, elder ele-



mentals, have a CR of 11. Thus, you have a lot of leeway in assigning class levels to elemental creatures at a wide range of base CRs.

The standard elementals benefit most from the fighter and barbarian class. Since these creatures lack abilities that supercede their physical attacks, it makes the most sense to go with classes that enhance and support their melee abilities. Both of these classes give elementals improved base attack bonuses, feats, and improved hit points.

The rogue class is tailor made for the invisible stalker. The stalker's natural ability to remain invisible allows it to make maximum use of the rogue class's sneak attack ability. Skills such as Open Lock and Search give the stalker the capability to evade traps and breach other security measures. Even better, after a few levels of rogue the stalker can gain levels in the assassin class. That prestige class's death attack ability coupled with the stalker's invisibility yield a dangerous foe.

The spellcasting classes generally make a poor choice for high CR elementals, but smaller ones can gain quite a bit of use from them.

While the standard elemental ability scores

cripple their spellcasting abilities, a few tweaks to those numbers can solve that problem. Small elementals make good casters, as they have a low enough standard CR that they can accept many spellcasting levels without leaving them too powerful to use in your adventures. These elementals have good defensive abilities, particularly their natural AC and innate immunities, that allow them to survive longer in battle. Additional rules for elemental spellcasters are presented later in this section.

Between the four core spell-using classes (cleric, druid, sorcerer, wizard) elementals work best as wizards and sorcerers. These two classes have access to plenty of offensive spells that work well with an elemental's abilities and immunities. For example, a fire elemental wizard can use spells such as *fireball* or *flaming sphere* in close proximity to its position without fear of injury. Illusions help cloak an elemental's nature, a particularly useful defense since experienced or clever players know how to take advantage of an elemental's weaknesses. For instance, a fire elemental disguised as an elf, or perhaps even a water elemental, can lure the characters into wasting spells such as *flame arrow* on it.

Elemental clerics and druids can be effective, though they work best when supporting other creatures and elementals. Since these monsters already have solid melee abilities, the cleric and druid classes present a nice combination of combat and spellcasting abilities. If you want to build an elemental that faces the party alone, both druid and cleric are good choices. The elemental gains a solid base attack bonus progression when the characters wade into melee with it. The cleric spell list has options an elemental can use to buff itself up before an encounter such as *bull's strength*, while the druid gains a fair selection of healing and offensive spells.

An elemental bard can be useful if you design an encounter with several elementals working in concert, but elementals have no features that make them particularly suited to this class. On the other hand, a bard invisible stalker could be a troublesome thorn in a party's side, since it can use its music abilities to support other monsters while remaining hidden from view. While this combination lacks the hitting power of a rogue stalker, it can be a good choice if you want to use a stalker as a scout and supporting monster for a more powerful creature.

FEATS

The usual selection of combat feats, Weapon Focus, Improved Critical, and so forth, are all solid choices for an elemental that is intended to fight the party in melee. Furthermore, feats such as Sunder and Improved Bull Rush can be very handy for Large elementals and very strong ones, such as earth elementals. Compared to most humanoids, the high CR elementals are strong and big enough to make good use of these feats.

Elementals that are vulnerable to particular attacks, such as fire elementals, are good candidates for Lightning Reflexes and Great Fortitude. These feats allow elementals to avoid the double damage they may sustain for missing a saving throw against effects that deal damage inimical to their elemental subtype.

Some elementals that have Dexterity scores higher than their Strength should select Weapon Finesse for their natural attacks. Most such elementals gain this feat as a default, but it is a good idea to keep the gulf between those two scores in mind.

SKILLS

Few skills stand out as particularly useful for elementals. For air and fire elementals, Tumble allows them to evade powerful melee characters and focus on wizards and other spellcasters. Since both of these monsters have excellent Dexterity scores, even at low level or when purchased as a cross-class skill, Tumble serves them well. As usual, Spot and Listen are good choices to help prevent ambushes and to keep rogues, monks, and bards from sneaking past an elemental.

EQUIPMENT

Elementals have little need for most mundane items. Swords, axes, and other weapons pale in comparison to an elemental's natural attacks. However, elementals can gain quite a bit from armor forged and sized for their use. While most lack the necessary feats to use armor and some do not have bodily forms that could logically accept suits of armor, those elementals that qualify to wear armor can quickly push their AC up close to 30. Elementals have natural AC bonuses, thus any armor they wear stacks with their standard AC.

MAGIC AND MAGIC ITEMS

Elementals are innately magical creatures when compared to mundane animals and humanoids. As little more than elemental matter given sentience, their fundamental nature relies on the cosmic forces that bind the planar system together. Most elementals have abilities that allow them to control or alter materials that relate to their elemental nature. As such, elementals have a natural affinity for spells that relate to their planar origin.

ELEMENTAL SPELLCASTERS

When an elemental uses magic it has a much easier time mastering complex spells that relate to its nature. The table below summarizes each elemental subtype and the spell descriptors linked to it. When casting a spell that has one of the listed descriptors, the elemental counts as a caster one level above his actual caster level. Factors such as range, damage, and duration are all calculated according to the modified caster level. In addition, some specific spells are suited to elemental casters. The second table lists specific spells linked to each of the four elemental types. When casting these spells, elementals of the listed subtype count as a caster one level higher than their own.

Elemental Subtype	Spell Descriptor
Air	Electricity, sonic
Earth	Acid
Fire	Fire
Water	Cold

Elemental Subtype	Specific Spells
Air	<i>Control weather, control winds, gaseous form, gust of wind, whirlwind, windwall</i>
Earth	<i>Earthquake, iron body, magic stone, spike stones, stone shape, stonemin, wall of stone</i>
Fire	<i>Heat metal</i>
Water	<i>Control water, water breathing</i>



SUMMONING AND CONJURATION

In addition to their affinity for the listed spells, elementals are adept at summoning creatures from their home planes. When using any sort of Conjunction that creates or summons either creatures native to an elemental's home plane or elementals that share the caster's subtype descriptors, the elemental counts as a caster two levels higher than its regular caster level. Elementals' knowledge of planar structure and innate magical natures allow them to call creatures to serve them for longer than usual. On the other hand, if an elemental spellcaster summons a creature from an elemental plane other than its own or an elemental that does not share any of its descriptors, it counts as a caster two levels below its normal caster level. The same traits that enable an elemental to call creatures similar to it restrict its ability to summon those from different planes. If this penalty would reduce an elemental's caster level below one, the elemental cannot summon creatures from elemental planes other than its own.

ELEMENTAL DRUIDS AND RANGERS

With their natural affinity for creatures from their home domains, elemental rangers and druids may use *animal friendship* to gain planar creatures as companions. Both classes may have up to half their HD in elemental creatures that share a subtype designator with them as companions. Otherwise, use the standard rules for animal companions.

Rangers that select elemental as a favored enemy may opt to narrow that category down to a specific subtype in exchange for an additional bonus. If an elemental ranger selects a specific creature subtype, he gains an additional +1 bonus against that favored enemy as per the class ability. However, he gains no bonuses against elemental creatures that do not match his chosen subtype. The elemental ranger gains his additional bonus so long as one of the creature's listed subtypes matches his chosen one.

MAGIC ITEMS

Most elemental creatures lack the body form necessary to make use of magical items. Water elementals, fire elementals, and air elementals all have relatively immaterial bodies. In order

to fully utilize magical items, they must develop and use items that are completely alien to humanoids. The following new magic item types allow elementals to make use of items such as potions, cloaks, and other enchanted gear that they cannot normally utilize.

Air Elementals: In place of potions, air elementals use magical gases. Each of these items is kept in a glass or ceramic container. When the air elemental wishes to use the gas potion, it uncorks the container and absorbs the enchanted mist that flows forth from it. Aside from this difference in delivery method, the potion functions exactly as normal. Any air subtype elemental creature with the Brew Potion feat may create potions in this manner. Use the rules for brewing potions as normal.

Air elementals are also capable of using a few other normal magic item types. They may wear cloaks as normal merely by grasping the article of clothing within their airy forms and lifting it aloft within them. Other items air elementals may use include ioun stones, woodwind instruments, such as pipes and horns, pearls, periapts, and other small trinkets.

Earth Elementals: Composed of solid rock and dirt, creatures of elemental earth can use items created for humanoids as normal. Most of these creatures have body forms that correspond to a humanoid shape, allowing them to don cloaks, rings, and other items as normal. In place of potions, earth elementals infuse their potions into small crystal shards that contain magical energy. An earth creature either eats the shard or drives it into its body and absorbs its energy. Otherwise, it functions exactly like a normal potion. Elemental creatures with the earth subtype may create these shards as per the standard rules for potions. Such a creature with the Brew Potion feat may opt to produce shards and/or potions.

Earth elementals may use almost any item as normal. Their body forms allow them to use any item of clothing or manipulate magical items as a humanoid.

Fire Elementals: As creatures of pure flame, fire elementals and those with the fire subtype rely on magical fuel to infuse themselves with enchantments. In place of potions, these creatures use small shafts of wood infused with magical power. When the fire creature burns

the shaft in its flames, the magical potential within it is released and grants the fire creature its properties. Any potion may be prepared in this manner. Fire creatures pay no additional gp or XP cost to create potions in this manner, as this method is the standard method for preparing these items on their home plane. Any fire subtype, elemental creature with the Brew Potion feat may produce these items.

Fire elementals are at a major disadvantage compared to most other elemental creatures when it comes to magic items. Unless they have a physical body, such as a magmin does, they cannot use magical items aside from the shafts described above. Not only does a fire elemental lack a material body, the energy that sustains it burns to ash most items it attempts to use.

Water Elementals: Water elementals may use potions as normal. By spilling the potion into its watery body, the creature absorbs its magical effect and gains its benefits as normal.

Water elementals can use the same general spread of items available to air elementals. They can utilize ioun stones, pearls, periapts, and other small trinkets that they can absorb into their watery forms and swirl through their internal currents. Other items are simply too alien for water and water subtype elementals to effectively employ.

ELEMENTALS AND SPELLS

When choosing spells for elementals, focus first on selecting defensive spells that can mask an elemental's weaknesses. For example, fire elementals are well served by defensive spells that prevent cold damage, such as *endure elements*. If the characters opt to exploit an elemental's weakness, these spells can at the very least mollify the effects of such attacks. Otherwise, one failed saving throw can destroy even the most powerful elemental creature. This advice is most applicable to fire elementals.

A simple *levitate* spell can radically increase the effectiveness of an air elemental. When cast upon an opponent, this spell allows the elemental to force an opponent into the air where the air elemental gains bonuses to its attacks and damage. For similar reasons, *telekinesis* helps earth elementals deal with creatures that manage to avoid contact with the earth.

Spells that enhance a creature's melee abilities, such as *bull's strength* or *haste*, prove quite useful to most elementals. Since these creatures normally rely on melee attacks to defeat their opponents, any spell that improves their combat abilities can make them deadlier foes. *Mage armor* is a great choice for elementals as they do not need armor proficiency to use it and the bonus it provides stacks with their natural AC bonuses.

Your general spell selection should be dictated by the elemental's base CR relative to the characters. If you can give an elemental only a few casting levels, the creature is best served with defensive spells and those that augment its already respectable combat abilities. Chances are that a low-level elemental wizard is better served using melee attacks than launching a single *magic missile* or a one-round *acid arrow* at the characters. On the other hand, as an elemental gains caster levels it is much better served with offensive spells that can replace its physical attacks. In particular, spells that take advantage of the elemental spellcaster rules given above are excellent choices for these casters. A summoning spell can play havoc with the party's tactics, especially if the elemental can call creatures of its same basic type and size. For example, a Medium-size fire elemental that summons other fire elementals of the same size can quickly become lost in the crowd of seemingly identical creatures. As an optional rule, the elemental is allowed a Bluff check opposed by a character's Spot skill to mingle with similar elementals. In such a case, randomize attacks made against the spellcaster in a manner similar to *mirror image*. When a character attacks an elemental, randomly determine if the one he designates as a target is the spellcaster or a mundane elemental. If the character's Spot check beats the elemental's Bluff, the character automatically knows which elemental is the spellcaster.

ELEMENTAL PRESTIGE CLASS

Most elemental creatures live out their lives on their native planes without ever traveling to other realms. These creatures hear rumors of the material plane and may even know a powerful spellcaster or wanderer who has visited them, but generally speaking the elemental natives think of the material plane as a strange, hostile realm. The thought of all four elemental materials co-existing in a relatively

stable, peaceful environment strikes most of these creatures as an absurd rumor. However, some elementals seek out gates to the material plane in order to explore and study it. These creatures become so accustomed to the material plane that they learn to manipulate the elemental energies that form the underpinnings of the entire inner planes. With practice and study, they develop innate abilities that rival the powers of accomplished spellcasters.

ELEMENTAL ADEPT

On their native plane, elemental creatures learn to use ambient magic to manipulate and shape their environment. A fire elemental can shape tunnels and passages through molten lead, while an earth elemental fuses lumps of coal into diamonds. What passes for a relatively mundane activity in those realms appears to be a wondrous, magical ability on the material plane where the ambient elemental energies are much reduced. The proximity of all four elemental planes makes it quite difficult for a creature used to dealing with only one of those forces to focus his thoughts and channel his energy. However, some elemental creatures spend enough time on the material plane that they learn to shuffle through the various elemental forces and focus on those they are familiar with and have learned to manipulate.

The elemental adept has either spent much time on the material plane or has studied its composition and arcane tides. Through study or practice, he learns to replicate the deeds he takes for granted on his home plane. A fire adept can call into existence searing sheets of flame, while an earth adept effortlessly burrows through the ground. Compared to mundane elementals, these creatures are accomplished spellcasters and experts on planar travel.

Hit Die: d6.

REQUIREMENTS

To become an elemental adept, a character must fulfill all the following criteria:

Spellcaster: Level 3+.

Skills: Knowledge (arcana) 8 ranks, Knowledge (the planes) 8 ranks.

Feat: Skill Focus (Knowledge (the planes)).

ELEMENTAL ADEPT

Level	Base Attack	Fort	Ref	Will	Special
1	+0	+0	+0	+2	Elemental path, spellcasting
2	+1	+0	+0	+3	Elemental mastery
3	+1	+1	+1	+3	
4	+2	+1	+1	+4	
5	+2	+1	+1	+4	

CLASS SKILLS

The elemental adept's class skills (and the key ability for each) are Alchemy (Int), Concentration (Con), Craft (Int), Knowledge (any) (Int), Profession (Wis), Scry (Int), and Spellcraft (Int).

Skill Points at Each Level: 2 + Int modifier.

CLASS FEATURES

All of the following are class features of the elemental adept prestige class. When an elemental enters this class, it must select one of the ability packages listed below for the four elemental subtypes. The elemental may only select a subtype of its base creature race. For example, a thoqqua has the earth and fire subtypes. It could select either the earth or fire path in this prestige class. Once a creature has selected a path, it cannot alter its choice nor can it start this prestige class at 1st level in order to gain a second path.

Weapon and Armor Proficiency: Elemental adepts gain no additional proficiencies with weapons, armor, or shields.

Elemental Path (Su): Adepts of this class learn to use various spells as supernatural abilities. By tapping into the ambient elemental energies of the multiverse, these creatures call upon effects that manifest in a manner similar to a magical spell. The adept chooses to manifest these abilities as a cleric, sorcerer, or wizard whose caster level equals his total caster level in the appropriate class. These abilities all count as supernatural effects whose use provokes attacks of opportunity.

Each of the four paths listed below lists the abilities they grant at each of this prestige class's five levels. Note that if you use the optional rules granting elemental casters profi-

ciency with spells based on their subtype, those rules apply to the special abilities granted by this class.

AIR

The path of air allows an elemental to manipulate the weather, call upon ferocious gusts of wind, and send others hurtling into the air.

1st: At 1st level, the air elemental adept learns to call upon the winds to lift his opponents into the sky. He may cast *levitate* three times per day.

2nd: The air elemental adept's increasing mastery of his element allows him to direct focused blasts of wind at his opponents. He may cast *gust of wind* three times per day.

3rd: The adept learns to better focus and control the winds. He can direct them to carry others and obey their commands. He may cast *fly* three times per day at 3rd level.

4th: At 4th level, the air elemental adept learns to control winds over a wide area. He may use *control weather* once per day.

5th: At 5th level, the air elemental adept masters the manipulation of elemental magic on the material plane. Once per day, he may use *summon monster VII* to call air elementals from his home plane. This spell may only be used to summon elemental creatures with the air subtype.

EARTH

The path of earth grants its followers the ability to shape and mold stone and dirt, transmute objects into earthly material, and call elementals to their aid.

1st: The first magical talent the earth ele-



mental adept masters is the ability to infuse mundane rocks with magical energy. At 1st level, he may cast *magical stone* three times per day.

2nd: On the plane of earth, creatures can move through rock and dirt with the same ease that a fish swims through water. On the prime plane, an earth adept can never achieve quite that level of mastery but gains a power that functions along those lines. At 2nd level, the adept may cast *stone shape* three times per day.

3rd: As the adept grows comfortable on the material plane he learns to channel matter from his home realm to his location. He may cast *wall of stone* twice per day.

4th: The talents the adept developed that allow him to alter the shape and form of stone grow more refined and powerful with experience. At 4th level, he may cast *move earth* twice per day.

5th: At 5th level, the earth elemental adept's arcane studies allow him to transform organic material into stone and back again. He may cast *stone to flesh* and *flesh to stone* once per day each.

FIRE

The destructive energy of fire is a common tool arcane casters use to smite their enemies. The fire elemental adept uses his mastery to generate sheets of flame to scatter and maim his foes.

1st: At 1st level, the fire elemental adept can produce a small ball of fire that moves at his command. He may cast *flaming sphere* three times per day.

2nd: The fire elemental adept's continuing mastery of fire magic grants him the ability to cast *flame arrow* twice per day.

3rd: Similar to the earth adept, the fire adept learns to channel energy from his home plane to create a shimmering, searing barrier of flame. He may cast *wall of fire* twice per day.

4th: The fire adept's talents with flame allow him to transform his very physical nature. He becomes wreathed in searing heat that injures his opponents when they attempt to strike him. The adept may cast *fire shield* once per day.

5th: At 5th level, the adept's mastery of elemental forces allows him to open a gate to his home plane and call forth allies to aid his efforts. Once per day, he may cast *summon monster VI* to summon elemental creatures with the fire subtype.

WATER

With their affinity for water, these adepts prefer to take to the seas or travel along rivers and streams. Their abilities are best suited to such environments, as on land most water creatures are at a disadvantage.

1st: Water adepts learn to combine their elemental nature with the airy environment they normally find on the elemental plane. Three times per day, the adept may cast *fog cloud*.

2nd: At 2nd level, the water elemental adept learns to channel matter from his home plane to his current location. He may cast *wall of ice* twice per day. In addition, he learns to enchant others to allow them to survive in his native environment. He may cast *water breathing* six times per day.

3rd: The elemental adept learns to manipulate his home environment. Whether he is on the

material or elemental plane, he can exert a powerful control over his surroundings. He may cast *control water* twice per day.

4th: At 4th level, the adept dispenses with any thoughts of subtlety and learns to focus the freezing energy of ice on his opponents. He may cast *cone of cold* once per day.

5th: At 5th level, the adept learns to call on the minions of his home plane to aid him in battle. He may cast *summon monster VII* to call elemental creatures with the water subtype.

Spellcasting: For each level gained in this prestige class, the elemental adept gains an additional caster level in any divine or arcane class in which he previously gained levels. The adept gains more spells per day, new spells, and increased caster potency but none of the other features of his previous classes.

Elemental Mastery (Su): The adept's abilities extend beyond controlling and manipulating his native element to seizing control of the creatures native to his home realm. Furthermore, he learns to use his magical abilities to strike down elemental creatures whose fundamental nature is vulnerable to the forces of his native realm. The adept gains the clerical domain special ability granted by the domain associated with his elemental subtype. The adept may use this turning ability three times plus his Charisma modifier per day. He turns as a cleric whose level equals the highest of his arcane or divine caster level. Otherwise, resolve this ability using the rules for turning as normal.

ELEMENTAL FEATS

The special talents and tricks presented here allow an elemental to exert greater control over its special abilities, gain new talents that take advantage of its nature, and expand the scope of its skills. Some feats are only open to elementals of a specific subtype, while others have different effects depending on the subtype of the elemental that selects them.

ANCHOR [GENERAL]

Earth elementals have such a strong connection to the planar energies that spawned them that they can partially fuse themselves into the earth. When in this position, they are tremendously difficult to dislodge. Furthermore, when

in this position the earth elemental's natural affinity for fighting on solid ground is slightly amplified.

Prerequisite: Earth subtype, elemental.

Benefit: As a full round action that draws an attack of opportunity, an earth elemental can partially submerge itself into the ground. While in this state, the elemental cannot move and suffers a -4 circumstance penalty to all Reflex saves. However, the elemental gains a +1 circumstance bonus on attack rolls and a +2 bonus to damage. The earth elemental can dislodge itself as a standard action that provokes attacks of opportunity.

ELEMENTAL SURGE [GENERAL]

Some elementals learn to burn off the raw elemental magic and matter that forms them, buffeting those around them with searing energy.

Prerequisite: Elemental.

Benefit: Once per day, an elemental with this feat can burn off part of its material form in order to convert it into energy that injures those around it. The elemental takes 1d8 points of damage and causes 2d6 points of damage to every creature within a 10-foot spread. The damage type corresponds to the elemental's subtype as summarized below.

Subtype	Damage Type
Air	Sonic
Earth	Acid
Fire	Fire
Water	Cold

FIERY ENTRAPMENT [GENERAL]

Some fire elementals learn to take advantage of the flickering, amorphous forms they take while on the material plane. These experienced creatures can bend their shape to assume the form of a scorching ring of fire that encloses and traps an opponent similar to a *wall of fire* spell.

Prerequisite: Elemental Surge, Fire elemental, size Large or greater.

Benefit: As a full-round action, a fire elemental can form a ring around a Medium-size or smaller creature. The fire elemental occupies the space surrounding the victim and

must begin its action standing in this area. This action provokes attacks of opportunity. If any opponents occupy the space the elemental must occupy to trap its foe, it cannot use this feat. The trapped creature may use the Tumble skill to move through the space occupied by the elemental. Otherwise, it must rely on flight or other alternate modes of movement to escape.

While in this form, the fire elemental may only use partial actions and cannot move. Furthermore, it suffers a -4 circumstance penalty to all Reflex saves. If the elemental uses its Elemental Surge feat, it can choose to damage only the creature it entraps. In this case, it deals 3d6 points of damage with that feat and the save DC to halve that damage is increased by two.

PLANAR INSTABILITY [GENERAL]

Some elementals cause a tremendous strain on the planar bindings of their immediate vicinity. The tie to their home plane is so strong that other dimensional rifts opened in the area may be overwhelmed and destroyed.

Prerequisite: Elemental.

Benefit: An elemental with this feat can scramble the planar connections in its immediate area. Any character attempting to use a *summon monster* spell within 60 ft. of the elemental must make a caster level check opposed by the elemental's Will save. The elemental creature is not subject to this effect.

STINGING WIND [GENERAL]

Air elementals are capable of kicking up dust and debris in an obscuring cloud. Some of these creatures learn to gather the debris they rise into the air and drive it forcefully at their enemies.

Prerequisite: Air subtype, elemental.

Benefit: Three times per day, the elemental can gather the winds it blows and collect them in a single burst that hammers its enemies with dirt, sand, and other small debris. The elemental creates a cone 20 feet long. Any creature in this area must make a Reflex save (DC 10 + elemental's Dexterity modifier) or suffer 1d6 points of damage and be blinded for 1d4 rounds. The feat only works in areas with loose dirt, sand, and other fine debris.

WATERY AURA [GENERAL]

Some water elementals maintain a strong link to their home plane, causing the air around them to saturate with watery vapor. In this environment, fire and heat attacks operate at a reduced capacity.

Prerequisite: Elemental, Elemental Surge, water subtype.

Benefit: The area within a 30-foot radius of the elemental is thick with cool water vapor. Any fire spell, attack, or effect deals one less point of damage per die against creatures in this area.

ELEMENTAL TEMPLATES

The template presented here has two uses. It can be applied to elemental creatures to represent monsters that result from the combination of two or more elemental forces. It can also be used with other monster types, such as humanoids, to create wholly new elemental creatures. It stands to reason that the elemental planes host a much wider range of creatures than those presented in the core d20 System rules. Thus, this template allows you to create creatures that range from sea serpents and flame ogres to wind lions and stone trolls.

ELEMENTAL

In the great planar system, the elemental planes are distinct, separate realms wherein their associated form of matter reigns supreme. The plane of water is dominated by a single, endless ocean, while the plane of fire features seas of burning oil, islands of molten lava, and mountain ranges composed entirely of volcanoes. Each plane's respective elemental type dominates the wildlife, terrain, and magical aura of the entire domain. Creatures from other realms, particularly other elementals, find these planes uncomfortable at best, deadly at worst. However, between these extremes lie domains where the powerful elemental energy contained within each plane spills over, mixes, and forms a distinctive realm. These paraelemental planes represent a bizarre fusion of two, three, and sometimes all four of the base elemental types. Each plane features a distinct junction of the elements. For example, the paraelemental plane of ice is a fusion of the planes of water and air, while the plane of magma exists at the juncture of the earth and fire realms.

TABLE 5-1: FIRE SUBTYPE CREATURE MELEE DAMAGE

Creature Size	Physical Attack Dmg	Melee Weapon Dmg
Fine	+1d2	+0
Tiny	+1d2	+0
Small	+1d3	+1
Medium-size	+1d4	+1
Large	+1d6	+2
Huge	+1d8	+3
Gargantuan	+2d6	+4
Colossal	+3d6	+5

Furthermore, a whole host of strange creatures, many of which have analogs on the material plane, dwell within the various elemental planes. The azer, for example, are but one example of the wide range of creatures that can be encountered on the elemental planes.

CREATING AN ELEMENTAL CREATURE

“Elemental” is a template that may be added to any animal, beast, elemental, humanoid, or vermin. The creature’s type changes to elemental and it gains a new subtype. It gains abilities relating to one or more elemental subtypes that stack with its current abilities and grant it an array of new abilities relating to its newly acquired elemental types.

When you choose to apply this template, pick one of the following descriptors: air, earth, fire, or water. When using the template, apply only those abilities that relate to the subtype you chose. In practice, the elemental type determines the creature’s final name. Air creatures are called wind monsters, earth creatures are normally referred to as stone creatures, fire ones are known as flame creatures, while water monsters are known as sea monsters. For example, an elemental water troll is commonly called a sea troll.

When applying this template to an elemental creature, consider what particular form of matter the fusion of two elements represents. For example, the combination of an earth elemental with the water subtype could create a mud paraelemental.

Note that it is possible to create creatures that incorporate two or three elemental types by applying this template to the same creature in successive iterations. If you opt to apply the template to a creature more than once, you

must choose a different elemental descriptor each time you use the template. Furthermore, a creature may not be given the elemental template that corresponds to its original subtype, if any. For example, you could not choose the earth option below when applying this template to an earth elemental.

An elemental uses its base creature’s characteristics except where noted below. Remember, apply only those modifications listed for the particular subtype you chose.

Speed: Depending on the subtype chosen for use with the template, the base creature may gain new movement modes.

Air: Creatures that gain this descriptor may fly at twice their walking speed with good maneuverability.

Water: This elemental subtype grants the base creature the ability to swim at twice its ground speed. If the base creature can fly, the template creature may opt to use this speed as its swimming speed.

AC: Creatures given the earth subtype gain a natural AC bonus of +4. This bonus stacks with the creature’s existing natural AC bonus.

Attacks: All paraelemental creatures gain a slam attack at their best base attack bonus if they do not already have this attack mode. The creature’s size determines the damage inflicted by this attack. A creature granted the earth subtype counts as one size larger when determining the damage its slam deals. Thus, Gargantuan earth creatures inflict 3d8 damage with a slam attack.

Size	Slam Damage
Fine	1d2
Tiny	1d3
Small	1d4
Medium-size	1d6
Large	1d8
Huge	2d8
Gargantuan	3d6
Colossal	3d8

Damage: Creatures granted the fire subtype gain the ability to inflict fire damage in addition to the normal damage inflicted with their physical attacks. When fighting with natural weapons, the creature deals damage listed in Table 5-1. When fighting with melee weapons, the creature also deals additional fire damage.

Special Attacks: The base creature gains special attacks determined by the elemental subtype it gains.

Air

Whirlwind (Su): Three times per day, a creature granted the air elemental subtype may create a small whirlwind. Treat this whirlwind as one created by an air elemental two sizes smaller than the base creature. If the base creature is Medium-size or Small, it cannot use this ability. The whirlwind lasts for five rounds. The elemental creature may command and direct the whirlwind as a free action. The whirlwind uses stats appropriate to the air elemental to which it corresponds.

Earth

Push (Ex): Creatures with the earth subtype are strong and dense enough to start a bull rush without provoking an attack of opportunity.

Fire

Burn (Ex): Any creature hit by a creature with the fire subtype must make a Reflex save or catch fire. This ability applies only to the fire creature's slam attack. The creature's size determines its save DC. Burning creatures take 1d6 points of damage per round for 1d4 rounds. A creature ignited in this manner may automatically douse its flames as a move-equivalent action that provokes an attack of opportunity.

Creature Size	Burn Reflex DC
Fine	6
Tiny	8
Small	10
Medium-size	13
Large	16
Huge	19
Gargantuan	22
Colossal	25

Water

Drench (Ex): A creature with the water subtype can extinguish torches, bonfires, and similar mundane conflagrations with a touch. This ability works on any fire of size Large or smaller. If the water creature attempts to douse a magical fire, it can dispel the flames as if it cast *dispel magic* as a sorcerer whose level equals its HD.

Vortex (Su): Three times per day, a water creature may generate a whirling vortex in a body of water. Treat this vortex as one created by a water elemental two sizes smaller than the template creature. Medium-size and smaller template creatures cannot use this ability. Otherwise, treat the vortex as a water elemental under its creator's mental control. The water creature may direct the vortex with a free action. The vortex lasts for 5 rounds.

Special Qualities: A creature granted this template gains the following special qualities based on its elemental type. In addition, all creatures granted this template are treated as elementals.

Elemental: Immune to critical hits, paralysis, poison, sleep, and stunning.

The following special qualities apply to a specific elemental subtype granted by this template.

Air

Air Mastery (Ex): Flying creatures, or any other airborne opponent, suffer a -1 penalty to attack rolls and damage rolls against an air elemental creature.

Earth

Earth Mastery (Ex): Earth subtype creatures created with this template gain a +1 bonus to attacks and damage if it and its opponent both stand upon the ground. If the earth creature's foe is airborne or waterborne, the earth creature suffers a -4 penalty to attack and damage.

FIRE

Fire Subtype (Ex): Creatures granted the fire version of this template gain immunity to fire but take double damage from cold except on a successful save.

WATER

Water Breathing (Ex): Creatures of the elemental plane of water can breath normally when submerged.

Water Mastery (Ex): Water subtype elemental creatures gain a +1 bonus to attack and damage if it and its foe are in water. If either creature is standing on solid ground, the water elemental suffers a -4 penalty to attack and damage.

Abilities: Some elemental creatures are stronger than their mundane counterparts, while others are quicker or tougher. Each of the four elemental subtypes grants a different set of modifiers to the base creature.

Air: +4 Dex

Earth: +4 Con

Fire: +4 Dex

Water: +2 Str

Climate/Terrain: Any land or underground.

Organization: As base creature.

Challenge Rating: As base creature +1.

Alignment: As base creature.

NEW RULES FOR ELEMENTALS

The following rules present a variety of new options for dealing with elementals in your game. In addition to a selection of new special attacks and qualities, this section presents new rules that allow characters using the *summon monster* suite of spells to call upon classed elementals and new uses for old skills as employed by elementals.

SUMMONING CLASSED ELEMENTALS

When using the *summon monster* spells, a caster may opt to call upon the services of an elemental with one or more levels in a character



class. When using these spells in this manner, the caster may summon an elemental whose CR and total class levels do not exceed the values listed below. In essence, a character may summon the standard elemental for the spell or one whose levels and base CR equal the standard elemental's base CR.

Note that, as standard for *summon monster*, the elemental attacks the nearest foe unless the caster can communicate with it and give it other orders. For example, a summoned earth elemental rogue does not search for traps or pick locks unless the caster can order it to do so. Summoned creatures never have equipment with them, except for spellcasters who carry material components necessary for their spells. These components cannot be shared with other creatures. If they are somehow taken from the elemental, both the elemental and its components disappear and the spell immediately ends.

Spell	Total CR + Levels
<i>Summon monster III</i>	1
<i>Summon monster IV</i>	2
<i>Summon monster V</i>	3
<i>Summon monster VI</i>	5
<i>Summon monster VII</i>	7
<i>Summon monster VIII</i>	9
<i>Summon monster IX</i>	11

ELEMENTALS AND SKILLS

Owing to their alien mindsets and physical forms, elemental creatures can use skills in a few different ways than the standard methods presented in the core d20 System rules.

BLUFF (CHA)

Normal Use: With a few carefully crafted lies, you make someone believe almost anything. In combat, you can misdirect and trick your enemies into dropping their guard.

New Use: *Blend with the crowd.* Most residents of the material plane, and even experienced planar travelers, have difficulty distinguishing one elemental from another. Whenever three or more elementals of the same size and type stand next to each other, an elemental with the Bluff skill can move through its allies' spaces as part of its move action and make a Bluff check opposed by its opponent's Spot. If the elemental succeeds in its check against its observers, the elemental has swapped places with one of its fellows.

Randomly determine which of the elementals is the one that just moved and swap their positions. Normally, it makes the most sense to use this ability after the elemental takes its standard action to attack or cast a spell. The players must guess which of their foes is the one that used Bluff to fool them.

HIDE (DEX)

Normal Use: You can blend into shadows or use camouflage to conceal yourself from view.

New Use: *Lurking elemental.* An elemental may attempt to hide in its natural medium. An air elemental can drift along like a cloud, a fire elemental can stand in a fire, or a water elemental can blend in with a stream or lake. When hiding in this manner, the elemental gains a +4 circumstance bonus to its Hide check. Note that earth elementals cannot use Hide in this manner since they normally cannot blend in with solid ground or rock.

NEW ELEMENTAL SPECIAL ATTACKS AND QUALITIES

The following new abilities may be added to any elemental creature. In addition, the system for creating new abilities based on spells and class abilities from Chapter 1 is particularly suitable to elementals. Fire elementals, for example, are a natural candidate for an enhancement that allows them to cast *fireball* and similar spells as a special ability. The spells listed above for the elemental spellcasters' caster level bonus are all excellent candidates for these abilities.

Elemental Aura (Ex): The area immediately around the elemental shimmers with energy that injures those who approach it. Fire elementals are cloaked in fire, while other elementals are surrounded by boiling water or howling winds, infused with magma, or otherwise composed of an elemental substance that can threaten a creature. Anyone entering the elemental's threatened area must make a Fortitude save (DC 12 + elemental's Charisma modifier) or suffer 2d4 damage. A successful save results in half damage. A character must only save against this ability once per combat.

Relative Cost: CR 2; *Absolute Cost:* NA;
Prerequisites: Elemental.

Elemental Blast (Ex): Some elementals can form projectiles composed of their elemental material and use them in combat as ranged weapons. In battle, an elemental with this ability gains a ranged attack with a maximum range of 240 feet and a range increment of 30 feet. This attack deals the same damage as the elemental's slam or most damaging melee attack.

Relative Cost: NA; *Absolute Cost:* 100 CP;
Prerequisites: Elemental.

Elemental Defense (Su): Elementals with this ability can snuff out spells that call upon energies associated with their subtype. When a caster attempts to use a spell from the list below within 60 feet of an elemental with this ability, the elemental may make a Will save opposed by the character's caster level check to prevent the spell's casting. A spell defeated with this ability is discharged harmlessly. Normally, the elemental must hold an action until the caster begins completing a spell in order to counter it.

Elemental Subtype	Spell Descriptor
Air	Electricity, sonic
Earth	Acid
Fire	Fire
Water	Cold

Elemental Subtype

Air

Specific Spells

Control weather, control winds, gaseous form, gust of wind, whirlwind, windwall

Earth

Earthquake, iron body, magic stone, spike stones, stone shape, stonesskin, wall of stone

Fire

Heat metal

Water

Control water, water breathing

Relative Cost: NA; *Absolute Cost:* 50 CP;
Prerequisites: Elemental.

Elemental Sense (Ex): Elemental creatures' home realms are composed almost entirely of their associated material. On the material plane, some of these creatures can turn this experience to their advantage. They retain part of their affinity for their home realm and can "listen" through certain materials. For example, an earth elemental could listen through a rock wall and hear a group of warriors on the other side discussing tactics. When using the





Listen skill, elemental creatures with this ability ignore objects made of substances associated with their subtype.

Air elementals gain no advantage from this special ability, since the Listen skill assumes that sound travels via air vibrations.

Subtype	Material
Earth	Rock, stone, dirt, metal.
Fire	Flames, any burning material, any molten material.
Water	Water, mud, snow, ice.

Relative Cost: NA; *Absolute Cost:* 25 CP;
Prerequisites: Any non-air subtype elemental.

Noble Elemental (Su): Powerful elementals often serve as nobles or chieftains amongst their folk. These creatures can call upon their courtiers to support them in battle. An elemental with this ability can cast *summon monster* to call elementals that share one of its subtypes into battle. This ability is usable three times per day. To determine which version of *summon monster* the elemental can use, consult the table below.

CR	Spell	Relative Cost
1	<i>Summon monster III</i>	CR 1
2	<i>Summon monster IV</i>	CR 3
3	<i>Summon monster V</i>	CR 5
5	<i>Summon monster VI</i>	CR 7
7	<i>Summon monster VII</i>	CR 9
9	<i>Summon monster VIII</i>	CR 11
11+	<i>Summon monster IX</i>	CR 13

Relative Cost: See above; *Absolute Cost:* NA;
Prerequisites: Elemental.

SAMPLE ELEMENTAL

The stone troll was created by giving a standard troll the elemental template with the earth subtype. In addition, with a bit of flavor text the troll's rending throw attack was created using the elemental blast special ability.

STONE TROLL

Large Elemental (Earth)

Hit Dice:	8d8+64 (100 hp)
Initiative:	+2 (Dex)
Speed:	30 ft.
AC:	22 (-1 size, +2 Dex, 11 natural)
Attacks:	2 claws +10 melee, bite +5 melee
Damage:	Claw 1d6+6, bite 1d6+3
Face/Reach:	5 ft. by 5 ft./10 ft.
Special Attacks:	Rend 2d6+9, push, rock hurl
Special Qualities:	Regeneration 5, scent, darkvision 90 ft., earth mastery
Saves:	Fort +16, Ref +4, Will +3
Abilities:	Str 23, Dex 14, Con 27, Int 6, Wis 9, Cha 6
Skills:	Listen +7, Spot +7
Feats:	Alertness, Iron Will
Climate/Terrain:	Any land and underground
Organization:	Solitary or gang (2 – 4)
Challenge Rating:	7
Treasure:	Standard
Alignment:	Always chaotic evil
Advancement:	By character class

Stone trolls lurk deep within the earth's bowels. Orcs, goblins, and other races love to recruit them as mercenaries, though stone trolls are too stupid to trust for long. Sooner or later, they grow uncontrollably hungry and devour the chief's harem or club the tribe's shaman to death.

A stone troll is a large, gray-skinned creature with a smooth, angular body. From a distance, it resembles a large statue carved from marble to resemble a troll.

Rock Hurl (Ex): Stone trolls tear chunks of their rocky bodies from their flesh and hurl them at their foes. When using this ability, the troll makes a ranged attack with a maximum range of 240 feet and a range increment of 30 feet that deals 1d6+6 damage.

Push (Ex): Stone trolls are strong and dense enough to start a bull rush without provoking an attack of opportunity.

Earth Mastery (Ex): A stone troll gains a +1 bonus to attacks and damage if it and its opponent stand upon the ground. If the stone troll's foe is airborne or waterborne, the troll suffers a -4 penalty to attack and damage.



CHAPTER SIX

FEY

Lurking within the shadows cast by towering, ancient trees in the dark heart of the wood, the fey are magical creatures who share a strong bond with the natural world. Sometimes, this bond is expressed with a tangible, magical connection between a fey creature and a specific tree or wooded glade. Other times, fey are merely creatures of the wilderness, the personification of the sometimes cruel, sometimes comforting spirit of the wilds. Fey typically have few hit points and poor combat skills, but their ability to create illusions and mislead travelers ranks second to none. In the core d20 System rules, the following creatures count as fey: dryad, nymph, satyr, and sprite (grig, nixie, and pixie).

BUILDING FEY

The fey creatures are amongst the most flexible monsters available in the game. Without the addition of class levels or extra abilities, they have low CRs, with the nymph topping out at CR 6. Since fey are depicted as good, or at worst indifferent, they normally work best as roleplaying encounters or as tricksters that can delay, frustrate, and annoy the characters in their quest to achieve an objective. Experienced players may find it a bit

strange to face off against creatures normally considered good. However, the dark fey template presented in this chapter gives you a simple mechanism to create logical combat encounters with fey and cast them as villains in your campaign.

With that in mind, the class best suited to using fey is the rogue. Since these creatures have poor combat skills but many magical abilities that can mislead or trick the characters, the rogue's sneak attack and abundant skills, particularly Hide and Move Silently, make a fey much more dangerous in combat. Almost every fey has a magical ability that augments the rogue's sneak attack. Dryads can use *dimension door* to flee from view and attack from an unexpected direction. A nymph can also use *dimension door*, while her *blindness* ability can leave foes who resist her death attack vulnerable to sneak attacks. Using their music, satyrs can split up a party with their fear ability, immobilize others with *sleep*, and neutralize the rest with *charm person*, allowing them the opportunity to attack disabled characters or spring a surprise attack on a charmed one. Grigs can turn invisible, while pixies can remain invisible even while attacking, a deadly combination with rogue class levels.

If you have a high enough EL to play with, consider stacking assassin levels on to rogue fey who qualify for that prestige class. All of the abilities described above can help a fey fulfill the requirements for the assassin's death attack ability. Pixie assassins are particularly deadly, as they can lurk in the area while invisible, make a death attack, and then withdraw to study a new opponent. A party without *see invisible* or *invisibility purge* is in deep trouble against such an encounter.

Second to the rogue are the spellcasting classes, with wizard, sorcerer, and druid slightly more useful than the cleric. The fey's copious defensive magic powers combined with their low CRs make spellcasting classes an excellent choice. A fey can use *invisibility* or *dimension door* to attack the PCs using hit and run tactics, unleashing a *fireball* or *acid arrow* before fleeing to safety through the use of their magical abilities. Again, the pixie is probably the most underrated monster in the game. Its copious magical abilities and CR 4 make it a worthy foe. A few low-level wizard pixies can harass a party from long range with *magic missile* and *lightning bolt*. Concealed by their invisibility and using innate abilities such as *permanent image* and *entangle*, they can quickly mire down a party and batter them with damaging spells.

Amongst the divine spellcasting classes, druid offers more useful abilities than cleric. *Wild shape* can improve a fey's innate combat abilities, while its animal companions provide a convenient bodyguard or screen behind which the fey can use spells such as *spike stones* or *flaming sphere* to harass and bog down the characters. The cleric's healing is not generally useful for monsters, but that class's ability to create and control undead can prove useful when combined with a fey's abilities.

Most of the combat classes, fighter, barbarian, and ranger, normally work against rather than with the fey's innate abilities. Fey rely far too much on their magic to take the barbarian class. The fighter's extra feats provide melee-focused fey with a much needed boost. However, ranger is the best fit for these creatures. Since fey are the most likely to speak with characters and serve as roleplaying encounters, the ranger's chosen enemy ability can help boost a fey's Bluff and Sense Motive checks.

FEATS

Fey generally have good movement rates and high Dexterity scores, making Dodge, Mobility, and Spring Attack very useful skills for them. Considering their normally low hit points, Spring Attack allows them to strike at characters without coming under multiple attacks from fighters and barbarians in the group.

Combat Casting is a must-have for fey that rely on their innate abilities or that take levels in spellcasting classes. To push their Concentration check bonus to +14, the minimum necessary to insure successful use of Combat Casting, Skill Focus (Concentration) is a very handy choice, especially for fey that have average or poor Constitution scores.

The Spell Focus feat is critical for any fey that focuses on spellcasting, as the fey's CR normally leaves them with fewer spellcasting levels than the party's average level. Thus, the characters normally have save bonuses that outstrip the fey's save DC. Spell Focus helps tilt that back in the fey's favor and makes all or nothing spells such as *charm person* much more useful.

Fey spellcasters should have the Still Spell and Silent Spell metamagic feats. Both of these feats grant a fey creature the ability to cast spells from hiding, allowing them to unleash summoned monsters and area of effect spells without giving away their position.

SKILLS

For fey that you plan to use in roleplaying encounters, Bluff and Sense Motive are the two most important skills you can give them. While Diplomacy may seem like a logical skill choice, in the course of a game it has little effect on a creature's interactions with the characters. The players tend to judge a creature based on how you portray it. Leaving something like that to a Diplomacy skill check is best used if you prefer not to act out a creature's dialogue. Bluff and Sense Motive allow a fey to tell convincing lies by resisting a character's Sense Motive check or defeating a character's Bluff check, respectively.

Obviously, Hide and Move Silently are critical skills for fey that take levels in

rogue or rely on ambush and trickery to overcome their enemies. The fey's normally high Dexterity augments these skills and makes them good choices for almost all fey.

Tumble is a very good choice for fey that expect to use touch spells and melee attacks, as it allows them to focus on the weaker members of the party, such as bards, rogues, and wizards. However, fey that have the ability to fly can simply soar above the party's warriors and dive down upon spellcasters.

Escape Artist is an often overlooked skill that helps out spellcasters and other magical creatures in the face of fighters or barbarians who opt to use grappling attacks as a quick way to silence a spell user. Combined with the fey's good Dexterity, Escape Artist helps overcome the fey's size and Strength disadvantages against half-orc or dwarf combatants.

EQUIPMENT

Since most fey rely on their magical abilities to overcome or avoid opponents, they have little use for most mundane weapons and armor. Normally, a fey that must rely on a weapon or suit of armor is one that has already lost a fight. Aside from the obvious need to equip fey who expect to engage in melee with weapons and armor, most of these creatures have little need for mundane items. For fey that are equipped with a dagger as a default weapon, a missile weapon or a longsword is a nice alternative.

MAGIC AND MAGIC ITEMS

Fey thrive on deception, and items that help them trick adventurers should sit high on the list of resources you purchase for them. Combined with their illusion and enchantment abilities, such items turn fey into much more difficult encounters to handle.

When equipping fey with magical armor, the *glamered*, *shadow*, *silent moves*, and *slick* special abilities are all excellent choices. A nymph blackguard's shift can transform into a suit of full plate, while a sprite can sneak close to the party's camp while in banded mail without ruining its ability to hide. The *slick* feature is good for small fey that would otherwise be vulnerable to grappling attacks from larger characters.

Any weapon feature that increases an item's damage, such as *flaming*, *frost*, or *shock* is a good choice for fey that have poor Strength scores. The additional damage gives them an extra punch and if combined with the Weapon Finesse feat masks a poor Strength score in melee.

Magical items that grant a fey additional protection without ruining its stealth or magical abilities, particularly if the creature has poor hit points, help keep it around longer in an encounter and allow it to make more uses of its spell-like abilities and special qualities. An *amulet of natural armor* combined with a *ring of protection* stacks with armor and allows a fey to better survive a round or two of melee attacks.

When selecting wondrous items for fey, go with those that offer additional abilities to evade attacks and steer clear of melee without needlessly duplicating a fey's abilities. The *cape of the mountebank* is a handy item, but it offers an ability that many fey innately possess. Items that can help a fey evade detection, such as *boots* and *cloaks of elvenkind*, avoid attacks in melee, such as a *cloak of displacement*, or slow down and neutralize characters, such as a *rope of entanglement*, all support a fey's strengths and help to make it a more effective monster.

SPELLS

When picking out spells for a fey, focus on those that cover areas left open by its innate abilities. A fey that has a *charm* ability has little use for a prepared *charm person*, *charm monster*, or *suggestion*. On the other hand, most fey lack damaging abilities. They have good illusion and enchantment spell-like talents but fall flat when it comes to dishing out physical punishment to their enemies.

Evocation and Necromancy both offer spells that widen a fey's magical capabilities. Not only do these spells catch experienced players off guard, but they also work well when used with illusions and charms. A well-placed illusory item can draw the party into a small room to catch them within a spell's area of effect, while a phantom lich can be used as a target dummy to draw the character's attacks when an evil fey unleashes *cause fear* or *finger of death*.

Conjuration spells also allow fey to call creatures to fight for them, springing combatants on to the party while the fey watches from a safe, concealed spot. They also function well with illusions. For example, one fey could create an illusory monster that duplicates the appearance and actions of another fey's summoned creature. The false monster can draw the characters into an ambush or cause them to ignore or overlook the real creature as it moves to attack.

Defensive spells such as *protection from arrows* and *stoneskin* completely nullify attacks, allowing fey to move up close to fighters, paladins, and other combatants to unleash touch spells and other short ranged effects. Not only is an invisible sprite difficult to hit, but one under the effects of *stoneskin* or *protection from elements* can shrug off many spells and attacks. Fey have few enough hit points that these spells can preserve them for a few extra rounds in combat. Furthermore, their defensive abilities combined with such spells can frustrate the characters and neutralize the advantage they enjoy in physical combat.

FEY PRESTIGE CLASSES

The two prestige classes presented here represent two distinct roles within fey society. The gossamer armiger is a knight and defender amongst the fey, charged with facing down and defeating physical threats to the wood. These warriors rely on magic and quick strikes to avoid their larger foes' powerful blows while delivering deadly cuts of their own. The verdant overseer is a noble of sorts, a charismatic fey whose social and magical influence extends over the plants, animals, and other natural life in the region she claims.

GOSSAMER ARMIGER

While fey creatures normally attempt to avoid physical conflicts, preferring instead to use their magical talents to persuade or mislead intruders, there invariably comes a time when a group of fey must stand in battle against their enemies. The gossamer armiger stands at the forefront of such conflicts. In battle, he uses his innate magical talents and natural affinity for illusions to confuse and defeat his enemies.

Gossamer armigers create illusions to mislead their opponents, causing them to strike at phantom targets or react to illusory attacks. Furthermore, they learn to use their small size



to their advantage in combat, stepping within an opponent's weapon and exposing the gaps in his armor.

Hit Die: d8.

REQUIREMENTS

To become a gossamer armiger, a character must fulfill all the following criteria:

Base Attack Bonus: +5.

Race: Grig, nixie, pixie, or other Small or tinier fey.

Skills: Tumble 8 ranks.

Feat: Spring Attack.

Special: Innate ability to cast any Illusion or Enchantment spell.

CLASS SKILLS

The gossamer armiger's class skills (and the key ability for each) are Climb (Str), Escape Artist (Dex), Handle Animal (Cha), Hide (Dex), Jump (Str), Listen (Wis), Pick Pocket (Dex), Ride (Dex), and Tumble (Dex).

GOSSAMER ARMIGER

Level	Base Attack	Fort	Ref	Will	Special
1	+1	+0	+2	+0	Nimble fighter
2	+2	+0	+3	+0	Distracting illusions
3	+3	+1	+3	+1	Close range fighter
4	+4	+1	+4	+1	Befuddle
5	+5	+1	+4	+1	Darting strike

Skill Points at Each Level: 4 + Int modifier.

CLASS FEATURES

All of the following are class features of the gossamer armiger prestige class.

Weapon and Armor Proficiency: Gossamer armigers gain proficiency with all armor, shields, and simple and martial weapons.

Nimble Fighter (Ex): The gossamer armiger attacks by dancing about his targets, either on foot or on wing, using a rapid series of cuts to overwhelm them. In game terms, an armiger uses the standard number of attacks based on his attack bonus. However, he applies his Dexterity modifier to damage rather than Strength. The armiger's rapid attacks rely on speed and aim rather than brute force. Four quick cuts from an armiger are the equal of a single hack from a barbarian's axe.

Distracting Illusions (Su): As a supernatural ability, the gossamer armiger gains a bonus to his AC. He creates phantom images, shimmering lights, and other distracting illusions that grant him a +2 dodge bonus to AC. The armiger may use this ability for a total of 10 rounds per day. These rounds need not be consecutive. This effect counts as a 3rd-level spell cast by a sorcerer whose level equals the armiger's total HD.

Close Range Fighter: Armigers learn to move close to larger opponents so that their enemies' weapons overreach their position. A human warrior has a difficult time using a battle axe against a gossamer armiger that stands between his legs. If the armiger uses a full attack action to take a single strike against an opponent in melee, he may move into a space occupied by an opponent who is at least one size category larger than the armiger. His foe suffers a -4 penalty to hit the armiger unless he fights

with a weapon that counts as light. If the armiger's foe moves at least 10 feet before attacking, he may strike the armiger as normal. A 5-foot move is too slow to disengage the armiger. Note that in such a case, the armiger retains his position on the battlefield but his foe still sustains his penalty to hit.

Befuddle (Ex): Three times per day, the armiger may combine his innate talents for illusion and enchantment to confuse his opponent and leave him vulnerable to an attack. As a move equivalent action, the armiger may force his target to make a Will save (DC 10 + half armiger's HD + armiger's Charisma modifier) or suffer a -2 penalty to all attacks against the armiger for the rest of the encounter.

Darting Strike (Ex): When using his Spring Attack feat, the armiger does not draw any attacks of opportunity for moving as long as he does not begin his action within an opponent's threatened area. The armiger darts into melee, delivers a blow, then flits back to safety.

VERDANT OVERSEER

Bound into the ambient magic of an isolated forest or other secluded, natural area, the verdant overseer is intimately tied to the health and well being of an area of wilderness. Many fey have a symbiotic relationship with their environment, but the verdant overseer takes this magical bond to a deeper level. While other fey are tied to a specific tree, glade, or lake, the verdant overseer's life force is linked to an entire region. Furthermore, rather than simply draw energy from the forest the verdant overseer learns to manipulate nature in order to better tend to it and defend her home region from intruders. The overseer calls upon the spirits of the forest to animate trees, bind animals to her command, and alter the forest's magical nature to disrupt the efforts of other spellcasters.

VERDANT OVERSEER

Level	Base Attack	Fort	Ref	Will	Special
1	+0	+2	+0	+2	Animate trees, overseer of the wilds
2	+1	+3	+0	+3	Disrupt magic, wilderness companions
3	+2	+3	+1	+3	Defender of the wilds
4	+3	+4	+1	+4	Greater disrupt magic
5	+3	+4	+1	+4	Protector of the wilds

Hit Die: d6.

REQUIREMENTS

To become a verdant overseer, a character must fulfill all the following criteria:

Race: Any fey.

Skills: Animal Empathy 8 ranks, Knowledge (nature) 8 ranks.

CLASS SKILLS

The verdant overseer's class skills (and the key ability for each) are Animal Empathy (Cha), Concentration (Con), Craft (any) (Int), Handle Animal (Cha), Heal (Wis), Hide (Dex), Intuit Direction (Wis), Knowledge (nature) (Int), Listen (Wis), Scry (Int), Spellcraft (Int), and Wilderness Lore (Wis).

Skill Points at Each Level: 4 + Int modifier.

CLASS FEATURES

All of the following are class features of the verdant overseer prestige class.

Weapon and Armor Proficiency: Verdant overseers gain no additional proficiencies with weapons, armor, or shields.

Animate Trees (Su): Once per day, the verdant overseer may use a full-round action to awaken the spirits of the trees and call them to defend their realm. She may animate four times her level in this prestige class HD worth of animated trees that obey her commands. These animated trees may be any size, based on the available trees, and remain active for 10 minutes per level in this prestige class. These trees do not have hardness ratings while animated and gain none of the possible special abilities listed for an animated object.

Overseer of the Wilds (Ex): The verdant overseer shares a powerful bond with the region she protects and watches. She may claim any wilderness area with a radius of 10 miles as her domain. She may cast *scrying* at will against any location or creature within this area. Furthermore, while in this region she gains a +2 bonus to all attacks, damage, saves, and skill checks.

Disrupt Magic (Sp): To better shield her chosen region from attackers, the overseer gains the ability to alter the magical aura of her domain in order to cut off and destroy arcane and divine spells. Three times per day, she may use *dispel magic* to counterspell an opponent's incantation. Her caster level equals her HD for purposes of using *dispel magic* in this manner.

Wilderness Companions: The verdant overseer gains four HD per level in animal allies that obey her as per the spell *animal friendship*. The overseer may choose any creature that falls into the animal category, including dire ones.

Defender of the Wilds (Sp): At 3rd level, the verdant overseer may use *calm animals*, *magic fang*, *summon swarm*, and *purify food and drink* at will. In addition, she may cast *entangle* three times per day. The overseer uses these spells as a sorcerer whose caster level equals her total HD.

Greater Disrupt Magic (Sp): When using her disrupt magic power, the verdant overseer counts as using *greater dispelling* rather than *dispel magic*.

Protector of the Wilds (Ex): At 5th level, the overseer becomes the unquestioned ruler of her forest realm. No animal attacks her while she is within this area, even those summoned or compelled by magic. Any animal in this area always treats her with deference and



aids her whenever possible, though only animals gained through the wilderness companion abilities fight on her behalf. When using her overseer of the wilds ability, she gains a +5 bonus to her Scry check as the animals of the wood pass information to her.

FEY FEATS

Drawing on their innately magical nature, the fey are capable of mastering abilities that seem quite incredible to humans and other mundane creatures. To the fey, these abilities are little more than natural outgrowths of their inherent talents. These creatures consider learning to cast a simple spell or speak to animals on the same level a human may look upon mastering a new language or learning how to handle a bastard sword.

BEGUILING VOICE [GENERAL]

Some fey speak with lyrical, soothing voices that mortals find irresistible. Such fey find men and elves drawn to them and willing to obey their commands.

Prerequisite: Fey.

Benefit: Fey with this feat gain a +2 bonus to all Diplomacy checks and a +2 bonus to the save DC of any Enchantment spells they cast against humanoids.

FEARFUL VOICE [GENERAL]

While a fey's voice may drip with soothing honey, it can also be turned into a vicious weapon. A creature with this feat can stop a mortal in his tracks and strike terror into his heart.

Prerequisite: Beguiling Voice, fey.

Benefit: A fey with this feat may use its Intimidate skill to harass and terrify humanoids. Once per day for every three full HD, with a minimum of one use, the fey may use a standard action to make an Intimidate check against a single creature. The victim is allowed an opposed Will save. If the fey succeeds, he may either inflict a -1 morale penalty to attacks and saves for the duration of the encounter or force his victim to miss his next action as per the *daze* spell.

GLAMOUR [GENERAL]

Enchantment and illusions go hand in hand with the fey's magical nature. Many of these creatures have the innate ability to produce spectral images, alter a creature's thoughts, or pull a mortal under their spell.

Prerequisite: Fey, Cha 13+.

Benefit: Three times per day, the fey may cast a 0-level spell from the Illusion or Enchantment schools as a 1st-level sorcerer. The fey must pick this spell when taking this feat and may take this feat again, picking a different spell each time.

MAJESTIC SPIRIT OF THE WOOD [GENERAL]

Fey dwell within the natural world, but some stand above it as nobles, leaders, and guardians. These fey look after the natural world in much the same way that a druid guards his groves or a paladin may defend his lord's castle.

Prerequisite: Fey, Cha 13+, Voice of the Wood.

Benefit: If the fey is ever attacked by an animal, other than one under the effects of a magical compulsion such as summoning, he may make a Diplomacy check with a DC equal to three times the animal's HD. On a successful check, the animal refuses to attack the fey and his companions. This ability may be used twice per day. A fey may take this feat multiple times, gaining two additional uses of it each time.

MINOR SPELL ABILITY [GENERAL]

Some fey enjoy exercising their natural capacity for magic, learning to expand their innate capacity for magic and master more advanced spells.

Prerequisite: Fey, Glamour.

Benefit: Three times per day, the fey may cast a 1st-level spell from the Illusion or Enchantment schools as a 1st-level sorcerer. The fey must pick this spell when taking this feat and may take this feat again, picking a different spell each time.

MAJOR SPELL ABILITY [GENERAL]

A few fey have the innate talent and drive to master progressively difficult spells, allowing them to master advanced magic.

Prerequisite: Fey, Minor Spell Ability.

Benefit: Three times per day, the fey may cast a 2nd-level spell from the Illusion or Enchantment schools as a 3rd-level sorcerer. The fey must pick this spell when taking this feat and may take this feat again, picking a different spell each time.

MASTER'S SPELL ABILITY [GENERAL]

After years of practice, a fey may eventually learn to naturally shape a spell that a human apprentice may spend decades trying to master.

Prerequisite: Fey, Major Spell Ability.

Benefit: Three times per day, the fey may cast a 3rd-level spell from the Illusion or Enchantment schools as a 5th-level sorcerer. The fey must pick this spell when taking this feat and may take this feat again, picking a different spell each time.

VOICE OF THE WOOD [GENERAL]

Owing to their supernatural ties to the natural world, some fey develop the ability to speak in the language of a particular type of animal.

Prerequisite: Fey, Int 15+.

Benefit: Pick a single type of animal. You may speak with that animal, though you must use a Gather Information check in a woodlands area to learn of recent events in the area. The table below summarizes Gather Information DCs when using this feat to serve as a guide to using this skill.

Information	DC
Presence of travelers	10
Specific details of travelers	15
Exact details (equipment)	20
Fleeting details (conversations)	25
Exact details (names)	30

Special: Anyone capable of using the spell *speak with animals* for at least six hours a day may make Gather Information checks in this manner.



WOODLANDS SNIPER [GENERAL]

While in many situations a small fey's size is a disadvantage, the archers amongst them are adept at picking out small chinks in their opponent's armor. Their tiny size gives them a better view of slits, gaps, and holes that seem tiny to humanoid.

Prerequisite: Base attack bonus +3, size Small or lower fey.

Benefit: As a full attack action, the fey may scan an opponent and take a single shot with a ranged weapon. The fey first makes a Spot check with a DC equal to his target's AC. On a successful check, the fey ignores half of his target's armor bonus to AC.

Special: This feat only functions against targets that are at least one size category larger than the fey.

FEY TEMPLATES

The core fey creatures presented in the core d20 System rules depict magical creatures that share a close bond to the natural world. However, there exist fey that grow and

flourish in environments far beyond the rolling meadows, shaded forests, and sunny glades of the surface world. The dark fey and deep fey templates presented here represent magical spirits endemic to areas tainted by evil and caverns deep beneath the earth's surface. Furthermore, some fey enjoy tempting and seducing mortals with their otherworldly charms. The products of these unions are the half-fey, a template that may be added to any humanoid or animal creature.

DARK FEY

Lurking at the edges of the forest's dark shadows, these fey are the moral and spiritual opposites of their more traditional kin. While other fey seek to exist within nature and prefer to use non-lethal magic to deal with intruders, dark fey see themselves as the sovereign lords and dictators of their domains. They greet humans, elves, and other interlopers with open war, preferring to rely on their magical abilities and innate powers to mislead, ambush, and kill their enemies. When dark fey and dryads, sirines, and other, normal fey cross paths, war is inevitable. More than one previously verdant, bountiful forest has transformed into a dank, gloomy wood when the region's previous fey caretakers were driven forth by a band of invading dark fey.

CREATING A DARK FEY

"Dark fey" is a template that may be added to any fey or animal. An animal's creature type becomes "fey." The dark fey gains the ability to create darkness, disrupt the natural ecosystem of a region, and use poison against its enemies.

A dark fey uses its base creature's characteristics except where noted below.

Hit Dice: Dark fey use a d8 Hit Die type. They are stronger, more durable, and much more eager to fight than other fey.

Attacks: Dark fey have a base attack bonus equal to +1 per Hit Die. Warlike and vicious, they learn from an early age to handle tiny swords, bows, and other weapons.

Damage: With their appetite for violence, dark fey carry battle axes, longswords, and other larger weapons rather than the simple dagger carried by satyrs, dryads, and other fey.

Special Attacks: Dark fey gain the following special attack.

Poison (Su): In their struggles against humans and other big folk, the dark fey rely on poison to defeat their enemies. The raw essence of a dark fey is deadly to other beings. As a standard action, a dark fey may coat a weapon it carries with its own blood (Fort save DC 14, damage 1d4 Str/1d6 Str).

Special Qualities: Dark fey are granted the following special qualities.

Dark Magic (Su): Dark fey may use the following spells at will as a 12th-level sorcerer: *dancing lights*, *darkness*, *fog cloud*, and *minor image*.

Baneful Influence (Su): After a colony of dark fey has inhabited an area for more than a month, the region becomes gloomy and dark. Rain storms become more prevalent, fog banks gather each morning, and slowly hunting and farming yields less and less food. Permanent residents of this area with three or fewer HD must make a Will save each week (DC 20) or suffer a -2 morale penalty to all attacks, saves, and checks. This penalty persists for one week after the dark fey are driven off or the victim moves to a new area. This effect extends in a 10-mile radius from any lair, grove, or other settlement that consists of 30 or more total HD of dark fey.

Abilities: Due to their violent, warlike nature, dark fey gain +2 to Strength and Constitution but a -2 penalty to Intelligence and Charisma.

Skills: All dark fey gain six ranks in Hide and Move Silently.

Feats: Dark fey gain Blind-Fight as a free feat.

Climate/Terrain: Any.

Organization: Solitary or band (2 - 12).

Challenge Rating: As base creature +1.

Treasure: Double standard.

Alignment: Usually chaotic evil.



DEEP FEY

Hidden within the galleries, vaults, and caves of the underworld, small colonies of deep fey tend to the underworld's wilderness areas and claim stewardship over mushroom forests, mossy caverns, and other tracts of virgin, subterranean wilderness. Deep fey tend to be wrier of strangers than their surface relatives. In a region where drow, dark dwarves, mind flayers, and other horrors are commonplace predators, the deep fey greet visitors with weapons first, but gladly extend friendship to those who meet them in peace.

A greater proportion of deep fey revel in evil than their surface cousins. These dark fey prey on any and all creatures that stumble into their caverns, gleefully using illusions to lure them into an ambush before falling upon them with poisoned axes.

CREATING A DEEP FEY

"Deep fey" is a template that may be added to any fey. The fey's creature type remains the same. Deep fey have the ability to alter earth and rock. They have an intuitive, supernatural awareness of all events that occur in their home caverns, allowing them to

ambush intruders or flee from a more powerful monster.

A deep fey uses its base creature's characteristics except where noted below.

Speed: Deep fey are adept at carving new tunnels and chambers from their rocky domains. They can burrow at a speed equal to a quarter of their walking movement rate.

AC: Owing to the magical influence of their natural environment, deep fey are partially composed of stone and earth. This grants them a +2 natural bonus to AC. This bonus stacks with any existing natural bonus the base fey may enjoy.

Attacks: Deep fey have thick, sharp claws they use to tunnel through the earth. They gain two claw attacks made at their best base attack bonus that deal damage based on their size.

Creature Size	Claw Damage
Tiny	1d3
Small	1d4
Medium-size	1d6
Large	1d8
Huge	2d6
Gargantuan	2d8
Colossal	4d8

Special Qualities: Deep fey are granted the following special qualities.

Cavern Sense (Su): A colony of deep fey with a total of 20 or more HD create a subtle magical aura within and around the cavern they inhabit. The fey gain a +2 bonus to Hide, Listen, Move Silently, and Spot checks made within their cave. Furthermore, each deep fey is allowed a free Listen check to detect the presence of any intruders. Treat the fey as if they were 20 feet away from any creature that enters the cavern. Creatures who sneak into the cave may attempt Move Silently checks opposed by the fey's Listen skill. Check once for each creature that enters a cavern. The fey may cover an area with a maximum radius in feet of 10 times the community's total HD with this ability.

Darkvision (Su): Deep fey can see in the dark up to a range of 120 feet.

Earth Magic (Su): Deep fey may use the fol-

lowing spells at will: *daylight*, *darkness*, *magic stone*. They may use the following spells once per day: *stone shape*, *summon swarm*.

Abilities: Deep fey are stronger and heartier than their surface kin, granting them a +4 bonus to Strength and +2 to Constitution.

Skills: Deep fey gain a +4 racial bonus to Hide and Move Silently checks made while beneath the earth.

Climate/Terrain: Any subterranean.

Organization: Solitary or colony (4 – 24).

Challenge Rating: As base creature +1.

Treasure: Standard.

Alignment: As base creature.

HALF-FEY

Sometimes, the union of a mortal and a fey creature produces a viable child. In many cases, the child takes fully after his mortal or fey heritage. In some rare instances, the youngster displays traits of both halves of his heritage. These half-fey combine the physical forms of their mortal parents with the magical talents of their fey ones. Half-fey must deal with the same prejudices and hurdles facing half-elves and half-orcs. Even worse, in some settlements they may be treated as demon-tainted beasts of evil and abandoned to fend for themselves at a young age.

Half-fey appear similar to creatures of their base type. A half-fey invariably has some minor but noticeable physical characteristics that reveal his true heritage, such as tiny horns upon his forehead, strangely tinted eyes that have an elven shape to them, and skin colored a light shade of green, blue, or red.

CREATING A HALF-FEY CREATURE

"Half-fey" is a template that may be added to any humanoid. The creature's type becomes "fey." A half-fey is resistant to Enchantment magic, has some minor arcane abilities of its own, and a natural affinity for the wilderness.

A half-fey uses its base creature's characteristics except where noted below.

Special Qualities: Half-fey are granted the following special qualities.

Glamour Magic (Su): Half-fey gain the ability to use the following spells once per day as a 1st-level sorcerer: *dancing lights*, *mage hand*, and *flare*.

Low-Light Vision (Ex): Half-fey can see under starlight as well as a human can see during the day.

Saves: Half-fey gain a +4 bonus to all saves versus mind-influencing effects and spells or spell-like effects from the Enchantment school.

Abilities: Half-fey have strong radiant personalities, granting them a +2 bonus to Charisma. They also tend to be rash and hot-tempered, leaving them with a -2 penalty to Wisdom.

Skills: Half-fey have an intuitive sense for nature. They gain a +2 racial bonus to Intuit Direction and Wilderness Lore.

Climate/Terrain: Any temperate.

Organization: As base creature.

Challenge Rating: As base creature + 1.

Treasure: Standard.

Alignment: Usually chaotic neutral.

HALF-FEY CHARACTERS

Driven by a sense of isolation, curiosity, or prejudice in their home communities, half-fey take to the road as adventurers more often than other members of their base race. Fey-human crossbreeds are considered the equivalent of the core character races such as dwarf, elf, or halfling. They lose the human's bonus feat and skill ranks, but gain the abilities described above in the template. A half-fey's preferred character class is sorcerer and he may take any tongues as his bonus languages.

NEW FEY SPECIAL ATTACKS AND QUALITIES

The following list of new special attacks and qualities are designed with the fey's magical nature and connection to the wilds in mind. They are meant to help better reflect the fey's nature as a fusion between unknowable, magical forces and the mundane, everyday reality of the natural world.



Aura of Beauty (Su): Infused with the primal, animalistic magic of the wilderness, some fey take on aspects of unearthly beauty that prevent other creatures from harming them. As a standard action, a fey may exert an aura of magic that enhances its attractiveness. Any creature within a 60 foot radius of the fey must make a Will save (DC 12 + half the fey's HD + the fey's Charisma modifier). Those who fail may take no action to harm the fey in any way, shape, or form. They may not use spells, attacks, or other actions that directly or indirectly cause the fey harm. Furthermore, as a free action each round the fey may speak a single word to *command* those who failed their save as per the spell. The fey may only issue one *command* per round that all of her victims must heed. The effects of aura of beauty linger until a creature leaves this ability's area of effect. However, victims of this power never willingly leave the fey's side, even going so far as to leap off cliffs to pursue a fey under the effects of *fly* or a similar spell.

A fey may use this ability at will. However, once a mortal succeeds with a Will save against it, he is never again subject to this ability from the particular fey he saved against.

Relative Cost: NA; *Absolute Cost:* 100 CP;
Prerequisite: Fey.

Aura of Wretched Horror (Su): Just as a fey can alter its appearance to transform itself into a creature of startling beauty, so too can it twist its appearance to become a horrifyingly ugly beast. All opponents within 60 feet of the fey must make Fortitude saves (DC 12 + half the fey's HD + the fey's Charisma modifier) or be paralyzed for 2d4 rounds with the revolting horror of the fey's appearance. A fey may use this ability once per day.

Relative Cost: NA; *Absolute Cost:* 50 CP;
Prerequisite: Fey.

Dreaming (Sp): A dreaded power that can sap a man's will and leave him a wasted, lifeless husk, the Dreaming is a bizarre offshoot of fey magic that these creatures find wholly enjoyable but can prove deadly to a mortal caught within its weave. The Dreaming is a sort of shared hallucination, a set of illusions that deeply immerse those caught within them in a fantasy world of chocolate rivers, sugary hills, and gentle, perfumed breezes. To the

fey, this dream world is a relaxing, soothing reverie akin to mortal sleep. To humans, elves, and others caught within it, it is an entrancing mirage that leaves them drooling, senseless idiots. A fey may use this ability to a range of 100 feet. A creature targeted by it must make a Will save (DC 10 + the fey's HD) or be engulfed in the Dreaming's captivating vistas. While in this state, a character counts as stunned. This condition may only be removed via *remove curse* or *dispel magic*. A fey may use this ability three times per day.

Relative Cost: NA; *Absolute Cost:* 100 CP;
Prerequisite: Fey.

Life Stealer (Su): Some dark, evil fey sustain themselves with the raw life essence of living creatures. They capture and torment mortals for a time before draining them of their life energy, distilling it into a gruesome liquid, and drinking it to sustain themselves. A few of these horrible monsters can draw the life force straight from an opponent rather than using the arcane processes employed by most fey. A creature with this ability inflicts one negative level on any living opponent it strikes with a physical attack, such as a claw or bite, or with a single unarmed attack that deals no damage other than the negative level but does not provoke an attack of opportunity. A fey may only use this ability once per round, even if it receives multiple attacks. The Fortitude save to remove the negative level is 12 + the fey's Charisma modifier.

Relative Cost: NA; *Absolute Cost:* 100 CP;
Prerequisite: Fey.

Song of Blood Dancing (Su): By intoning a short tune, a fey can awaken rage, bloodlust, and battle fury within its allies. As a standard action, the creature sings a short refrain in its native tongue. All fey within 60 feet gain a +1 morale bonus to hit and a +2 morale bonus to damage for the duration of the encounter. Dark fey commonly exhibit this ability.

Relative Cost: NA; *Absolute Cost:* 50 CP;
Prerequisite: Fey.

Song of Nature's Desire (Su): Once per day, a fey may sing a short, lilting tune as a standard action. The fey selects one target within 60 feet that must make a Will save (DC 10 + half the fey's HD + the fey's Charisma modifier) or suffer a -4 penalty to all Will saves, Wisdom

checks, and Wisdom-based skills for the next 1d6 minutes. The song of nature awakens the victim's inner, animal desires, clouds his judgment, and leaves him reeling.

Relative Cost: NA; *Absolute Cost:* 25 CP;
Prerequisite: Fey.

Tree Spirit (Ex): A fey with this characteristic shares more traits with plants than animals. It has green skin, long, leafy vines in place of hair, and an affinity for plant creatures rather than animals. The fey gains the abilities endemic to monsters of the plant subtype. It is immune to poison, sleep, paralysis, stunning, and polymorphing, and is not subject to critical hits or mind-influencing effects. However, the fey's own Enchantment school spells and spell-like abilities ignore a plant's immunities and may affect them as normal.

A fey with this ability may call forth plant creatures with the woodland allies ability below.

Relative Cost: NA; *Absolute Cost:* 75 CP;
Prerequisite: Fey.

Woodland Allies (Su): The fey's strong connection to the natural world allows them to call upon the primordial bounds of their environment and summon forth beasts to fight on their behalf. Unlike summoning spells, this ability calls on natural animals who live in the region. The fey sends out a whistle or yell as a standard action to bring forth its ally. The creature serves the fey until the end of combat. The relative CR cost of this ability equals the EL of the creatures called minus one. Creatures brought forth with this ability may be animals, beasts, or magical beasts appropriate to the area. Note that the fey must be able to call to its allies. Silence and similar effects foil this ability. A fey may call on its allies once per day.

Relative Cost: See above; *Absolute Cost:* NA;
Prerequisite: Fey.

EXAMPLE CREATURE

Most of the fey creatures presented in the core d20 System rules are either good or neutral, making them poor choices for combat encounters. The creature presented here combines the dark fey template with a few special abilities to create a malevolent fey worthy of facing off against a crusading paladin or heroic wizard.

GLOOM DRYAD

Medium-Size Fey

Hit Dice:	4d8+4 (22 hp)
Initiative:	+6 (+2 Dex, +4 Improved Initiative)
Speed:	30 ft.
AC:	12 (+2 Dex)
Attacks:	Longsword +5 melee
Damage:	Longsword 1d8+1 + poison
Face/Reach:	5 ft. by 5 ft./5 ft.
Special Attacks:	Spell-like abilities, poison, dreaming, life stealer
Special Qualities:	Symbiosis, dark magic, baneful influence
Saves:	Fort +2, Ref +6, Will +6
Abilities:	Str 12, Dex 15, Con 13, Int 12, Wis 15, Cha 16
Skills:	Animal Empathy +9, Craft (woodworking) +6, Escape Artist +7, Hide +13, Listen +9, Move Silently +13, Sense Motive +7, Spot +9, Tumble +6, Wilderness Lore +7
Feats:	Alertness, Blind-Fight, Dodge, Improved Initiative
Climate/Terrain:	Swamps
Organization:	Solitary or band (2 – 12)
Challenge Rating:	4
Treasure:	Double standard
Alignment:	Usually chaotic evil
Advancement:	By character class

Deep within the foul heart of a blighted swamp dwell the vicious, predatory gloom dryads. These nature spirits appear as tall, slender elf women with pale green hair and bone white skin. Their very presence in a swampy region heralds the area's eventual descent into a fog-filled, disheartening mire. Gloom dryads are the personification of the forces inimical to standard dryads. They exult in decay, death, and the slow transformation of wilderness into lifeless wasteland. These creatures sustain themselves through death and destruction, feasting on the very life force of those travelers and animals hapless enough to fall into their grasp. Gloom dryads commonly enter a region at the behest of an evil druid or dark god who wishes to drive back civilization's progress. Though they typically roost in a single spot and allow their malign influence to do its work, they sometimes venture out to aggressively track down prey.



In battle, a gloom dryad uses its dreaming ability to lure opponents into a vacuous, defenseless state. If any of their foes withstand this attack, they use their poison to disable the rest or cast *charm person* to bid the foes to seek out aid to help their friends who have “accidentally” come under the gloom dryad’s dreaming ability. The dryads of course direct charmed creatures to a path through quicksand or towards a dangerous predator. The dryads then drain the life energy from their disabled foes at their leisure, often keeping their victims around for a few days to make their supplies last as long as possible.

Poison (Su): As a standard action, a gloom dryad may coat a weapon it carries with its own poisonous blood (Fort save DC 14, damage 1d4 Str/1d6 Str).

Dark Magic (Su): Gloom dryads may use the following spells at will as a 12th-level sorcerer: *dancing lights*, *darkness*, *fog cloud*, and *minor image*.

Baneful Influence (Su): See the dark fey template for an explanation of this ability.

Dreaming (Sp): The Will save DC to resist the gloom dryad’s dreaming is 14. Dreaming is explained in the new special abilities section above.

Life Stealer (Su): The gloom dryad may inflict a negative level with a melee attack that deals no damage other than the negative level. The Fortitude save to remove the gloom dryad’s negative level is DC 15.

Spell-Like Abilities: Gloom dryads can communicate with plants at will (as *speak with plants*). They can also, at will, step inside any tree and use *dimension door* as cast by a 7th-level sorcerer to reach their own tree. A gloom dryad can use *charm person* three times per day, as cast by a 4th-level sorcerer; targets must succeed at a Will save (DC 14) or be charmed for 4 hours.

Symbiosis (Su): Each gloom dryad is mystically bound to a single, stunted, diseased tree and must never stray more than 300 yards from it. Any who do become ill and die within 4d6 hours. A gloom dryad’s tree does not radiate magic.

CHAPTER SEVEN

GIANTS

Towering above adventurers, using their great strength and endurance to crush those who oppose them, and striking terror into their foes, giants make excellent raw physical challenges for characters. Their reach, great strength, and many hit points serve them well in combat. The huge weapons they wield deal massive damage to adventurers who stand against them. In the core d20 system rules, the following monsters fall into the giant category: ettin, hill giant, stone giant, frost giant, fire giant, cloud giant, storm giant, ogre, ogre mage, and troll. Of these, only the ogre mage favors magic and special abilities over brute force.

BUILDING GIANTS

Even without class levels, giants are formidable opponents. Their many Hit Dice grant them good base attack bonuses and saving throws, while their high Strength and Constitution scores improve their melee abilities. Many giants can throw huge stones to batter their enemies. While this is a handy ability, giants are at their best in melee. Furthermore, giants have high challenge ratings. Aside from ogres (CR 2), their lowest CR is 5. Against low-level parties, you can only use a few giants without inflating the EL too high. When adding class

levels to a giant, you do not normally have the option to grant them too many levels before you create a monster too powerful for the PCs' abilities. Thus, when designing a giant remember that it needs to stand well on its own, it cannot afford too many class levels, and it should focus on melee ability.

CLASSES

Barbarian is the obvious choice for a class when outfitting a giant. Giants have high Constitution scores, allowing them to rage for the complete duration of all but the longest encounters. At higher levels, the barbarian's damage reduction makes an already durable creature even tougher. Do not underestimate the utility of the uncanny dodge abilities. Giants are usually powerful enough that you cannot field too many of them in a single encounter. When alone or in pairs, giants get a lot of use out of the uncanny dodge ability against a party of adventurers.

Of the other combat classes, ranger is a very good choice for these creatures. Giants are large enough to carry longswords, battleaxes, and warhammers as light weapons in their offhand. Teamed up with a



greatsword as the giant's primary weapon, the duo forms a powerful one-two punch. Select a PC race as the giant ranger's chosen enemy to boost its attacks, and remember that at higher levels the giant ranger's animal companions do not apply to its EL, as they are part of its class abilities.

The spellcasting classes make surprisingly good choices for giants if you give them a good selection of spells. In most cases, a giant's physical attacks do more damage than spells it could attain without boosting its CR too high to fit into an adventure. However, a level or two of wizard, sorcerer, cleric, or druid can catch the party off their guard. Avoid damage spells for the reason given above and instead focus on enhancements that improve the giant's melee ability. Minor spells such as *bull's strength*, *haste*, *fly*, *spider climb*, *shield*, and *protection from arrows* can tip the balance in a giant's favor. Generally speaking, opt for spells that improve the giant's ability to attack, increase its damage, or force the characters to engage it in melee. On the other hand, while evocations cannot consistently stack up to a giant's huge greatsword, enchantments such as *tasha's hideous laughter* or *hold person* can put a character out of commission long enough for a giant to finish him off.

Giant clerics are very effective against adventurers. Their combination of solid combat skill, hit points, and supporting spells make them good alone or as part of a group. Giant divine spellcasters should avoid *cure* spells and instead stock up on *dispel magic* to remove effects that can take out a giant in one failed save. However, keep in mind that the giants' excellent Fortitude saves make poison and paralysis unlikely to harm them. *Dispel magic* is preferable to spells designed to counter specific threats.

The stealthy classes, such as bard and rogue, make poor choices for giants. These creatures are generally too clumsy and dim to make use of those classes' skills, while their great size hinders their ability to hide and strike from ambush. The rogue's defensive abilities can improve a lone giant's survivability against a party, but the barbarian class offers those abilities and better combat skill. Finally, sneak attacks simply do not add enough extra damage at low levels when compared to a giant's already impressive damage abilities.

As an optional rule, you may allow giant druids and rangers to take on more powerful than normal animal companions. It would be a bit silly

for a 15-foot tall stone giant druid to consort with a tiny serpent or a wolf. Instead, you may allow giants to take on companions whose HD equal half the giant's base HD plus its level in the appropriate spellcasting class. However, to keep encounters balanced you should count the companion's CR when determining the EL of encounters involved the giant ranger or druid. Normally, companions do not count in this manner as they are gained via a class ability.

FEATS

When selecting feats for a giant, focus on choices that increase its chances to hit and give it as many attacks as possible in a round. Feats such as Power Attack and Cleave are good places to start. Power Attack allows a giant to deliver additional punishment without hurting its chances to hit much, as giants generally have excellent attack bonuses. Cleave is good for giving giants an extra attack, though against high-level characters they do not often get a chance to use it. On the other hand, giants do tremendous damage and could very well take down a high-level fighter in two or three rounds.

While rock throwing is not a giant's most potent attack, feats such as Rapid Shot and Precise Shot make giants much more effective with their missile weapons without harming their melee abilities. Stone giants, in particular, gain a lot from this change. Their high Dexterity allows them to take the Rapid Shot feat in place of Power Attack, granting them a ranged attack bonus of +10/+10/+5 rather than +12/+7. With damage of 2d8+8, that's a nice trade against poorly armored targets such as rogues and wizards. If you design an encounter with large numbers of rock-throwing giants, have roughly half the giants swap out Power Attack and Cleave (or similar feats) for Point Blank Shot and Precise Shot. While Point Blank Shot does not provide much of a bonus to giants (if they're that close they should get into melee) Precise Shot can turn a band of six hill giants into an efficient, character-destroying machine.

While most giants lack the Intelligence to gain Expertise, the Improved Trip feat is a sensational choice for giants. Their size and Strength make it a trivial matter to knock a character prone without giving up an attack. Combat Reflexes is a necessity for any giant that has a

Dexterity above 11, as their reach allows them to hit multiple attackers who close to strike them. Remember, the key to getting the most out of a giant is to make sure it attempts as many melee attacks as possible in the shortest amount of time.

SKILLS

As creatures who are best used in combat, there are few skills that suit giants particularly well. When designing a giant, your choices of feats and equipment most likely play a larger role in its success than its skills. That said, there are a few basic skills that can help any giant. Spot and Listen are obvious choices for foiling rogues, bards, or monks who try to sneak past giant sentries. These skills also help giants avoid surprise, allowing them to get in as many strikes as possible during a battle. If a giant ever spends a round doing anything but attacking, its abilities are wasted. Tumble can sometimes be useful for evading a line of combatants to assault wizards and other spellcasters, but generally speaking a giant's poor Dexterity forces it to take many levels in rogue to gain it as a reliable skill.

EQUIPMENT

All giants have excellent natural armor class bonuses. Since natural bonuses stack with ones provided by armor, be sure to equip your giants with the heaviest armor they can afford. A good AC allows a giant to survive a fight long enough to pound the party's fighters, paladins, and other warriors into submission. A giant's forte is its melee attacks. A good AC allows it to weather missile attacks and other hazards as it makes its way to engage the PCs.

Reach weapons can improve a giant's already considerable reach, allowing them to force characters to absorb attacks of opportunity in order to engage a giant and to foil the use of reach weapons such as spiked chains and longspears. Weapons such as greataxes and greatswords work very well with giants, as they can wield them in one hand while carrying a shield in the other. Giants have high enough Strength scores that they do not need to rely on two-handed weapons to deliver high amounts of damage.

MAGIC AND MAGIC ITEMS

With their skill in combat, most magic items designed for giants are built to improve their combat abilities and crush their enemies. Of the standard magic items, enchanted weapons and armor are the most useful items for giants. They improve giants' ability in combat and allow them to absorb more attacks. *Animated* shields allow giants to fight with two-handed weapons without giving up the protection offered by a shield, improving both their offensive and defensive abilities at the same time. *Invulnerability* does an excellent job of preserving a giant, while *spell resistance* armor makes up for a giant's poor Will saves. As for weapons, almost all of the qualities work well for giants. Only *dancing* and *defending* fit poorly with these creatures. A giant's Strength goes to waste on a *dancing* weapon, while a *defending* one impairs its potential combat ability at the cost of its attack ability.

Comet Stone: This large, 50 lb. boulder is quite warm to the touch. If tapped with a pick or chisel, it sounds a distinctly metallic twang. While the outer core of this item is crafted from rock, its inner core is an iron sphere filled with raw energy from the elemental plane of fire. When thrown by a creature capable of hurling rocks, it deals damage as a thrown boulder. In addition, it explodes as a *fireball* cast by a 12th-level sorcerer. While in flight, the comet stone is encased in a halo of fiery energy that leaves a bright tail in the item's wake. If the comet stone misses, treat it as a grenadelike weapon to determine where it detonates. Once used, a comet stone is destroyed.

Caster Level: 12th; *Prerequisites:* Craft Wondrous Item, *fireball*; *Market Price:* 2,000 gp.

Net of Leaden Weight: This huge net measures 10 feet along each edge. While this item is crafted from rope, it is magically enhanced to make it as heavy as if it was crafted from lead. When used, this item expands to cover a 10-foot by 10-foot area. Any creature in this area must make a Reflex save (DC 15) or be covered and trapped within the net. To escape from the net, a character must make an Escape Artist check (DC 20) as a full-round action to wriggle free. The net's material is unbreakable, making it impossible to saw through or break free. Any creature trapped within the net

suffers a -4 penalty to Dexterity and a -2 penalty on attack rolls. It moves at half speed and may not leave the net's area until it makes its Escape Artist check. Creatures that attempt to cast spells while trapped within the net must make a Concentration check (DC 15) to successfully cast the spell. The net of leaden weight is so large and heavy that only a Large creature with a Strength of 20 or more may use it.

Caster Level: 15th; *Prerequisites:* Craft Wondrous Item, *polymorph any object*; *Market Price:* 5,000 gp; *Weight:* 80 lb.

Ring of Human Form: This plain gold ring was specially forged by a powerful giant sorcerer who wished to travel amongst humans in order to spy upon their realms. Over the years, this magical item has proven popular with giants, as it allows them to spy on their enemies without relying on hired agents. While a giant's great size is an asset on the battlefield, it is quite a hindrance when stealth rather than brute force is necessary. While worn, this ring causes a Large or Huge creature to become Medium-size. Its gear changes in proportion to its new size. The creature's outward appearance remains unchanged. It simply appears as a smaller version of itself. This enchantment ends when the ring is removed.

Caster Level: 12th; *Prerequisites:* Forge Ring, *reduce*, *polymorph self*; *Market Price:* 25,000 gp.

GIANT PRESTIGE CLASSES

The following prestige classes are designed to help customize the giants you design. Since most giants have CRs too high to allow them to gain many class levels against mid-level characters, these prestige classes are accessible to most giants without additional class levels. The rock hurler provides mechanics for building a giant focused on ranged combat, while the thunder hammer uses the giants' tremendous strength to wreak havoc with his foes and attain supernatural powers.

ROCK HURLER

Amongst the dim and brutal giant races, the simple act of rock throwing has advanced to an art form, sport, and ritual all rolled into one. The various giant sub-types, such as fire, frost, and stone, all have long traditions of using

ROCK HURLER

Level	Base Attack	Fort	Ref	Will	Special
1	+1	+0	+2	+0	Accomplished thrower
2	+2	+0	+3	+0	Skipping stone
3	+3	+1	+3	+1	Pinning throw
4	+4	+1	+4	+1	Pillar throw
5	+5	+1	+4	+1	Brute force

thrown boulders not merely as weapons, but as tests of skill, social standing, and in some cases as critical parts of religious observances. The rock hurler prestige class is the product of these cultural mores. Amongst the giants, some devote countless hours of practice to throwing boulders to better their status within their clans. Others are adepts driven by the demands of their religious teachings to emulate their gods' prowess with thrown boulders.

The stone giants produce the majority of rock hurlers. Amongst these creatures, hurlers are known as Stone Bolts. According to their legends, the stone giants were born when the great titan Bellarmaug sundered a mountain of living rock with a titanic stone he hurled into the material world from his great stone peak in the elemental plane of earth. The giants arose from the fragments of the living rock's spirit, released from their immobile, boring existence. In celebration of this legendary event, once a year the stone giants gather to compete amongst themselves and display their talents with thrown boulders. Those who exhibit the greatest skill are given treasure, religious icons, and positions of respect within the community.

Over the years, other giants have learned the trick shots and special techniques perfected by their stone giant kin. While hill giants and other brutes know nothing of this fighting style's origins, their ignorance does not prevent them from using it against their enemies.

Hit Die: d10.

REQUIREMENTS

To become a rock hurler, a character must fulfill all the following criteria:

Base Attack Bonus: +8.

Strength: 25+.

Special Abilities: Rock Throwing, Rock Catching.

Special: A character who gains the ability to throw and catch boulders through the acquisition of a magical item, special ability, or other source may qualify for this prestige class at the DM's discretion.

CLASS SKILLS

The rock hurler's class skills (and the key ability for each) are Climb (Str), Craft (Int), Jump (Str), and Spot (Wis).

Skill Points at Each Level: 2 + Int modifier.

CLASS FEATURES

All of the following are class features of the rock hurler prestige class.

Weapon and Armor Proficiency: Rock hurlers gain no additional proficiencies with weapons, armor, or shields.

Accomplished Thrower: At 1st level, the rock hurler's dedication to and study of the sport of rock throwing allows him to elevate his skills. He gains the feats Weapon Focus (thrown boulder) and Weapon Specialization (thrown boulder). Furthermore, the rock hurler may make ranged attacks with his rocks at targets who are threatening him without drawing attacks of opportunity. The rock hurler slams a stone into his foe with a single, fluid motion that does not force him to drop his guard.

Skipping Stone: At 2nd level, the rock hurler masters the first of his specialized throws. When hurling a stone, he aims it towards his target at a shallow angle, causing it to skip off the ground, hit his target, and continue forward to smash through his enemies. The rock hurler may use a full-attack action

to throw a rock in this manner. All creatures in a rectangular area 10-feet wide and a number of feet long equal to the thrower's Strength score must make a Reflex save (DC 12 + hurler's level in this prestige class) or suffer half the normal damage dealt by the hurler's thrown rock. Those who make their save take no damage as they dodge the boulder.

Pinning Throw: As the rock hurler practices his art and perfects his aim, he learns to toss a boulder so that it drops directly down upon a target, pinning it in place. The hurler launches a stone much heavier than the ones he normally uses. This attack has a much shorter range than his normal throw, but it can pin a target in place and leave him helpless. The giant throws a stone using only half his normal range increment. On a hit, the target must make a Strength check with a DC equal to half the damage dealt by this attack or be pinned in place. The target is trapped beneath the rock and may not move, suffers a -4 penalty to Dexterity and a -2 penalty to attacks, and loses his Dex bonus to AC. The target may escape with a Strength or Escape Artist check (DC half damage dealt) as a standard action each round. Using this ability counts as a full-attack action. Large or greater creatures are not subject to this attack.

Pillar Throw: The giant game of ten stones requires each player to hurl long, log-shaped stones into the air with such force and skill that they drive into the ground and stand straight up in the air. Most rock hurlers carry a half-dozen of these pillar stones to show off their skill and trap their prey within impromptu cages. With any thrown stone attack, a rock hurler may opt to launch one of his pillar stones. The giant selects a 5 ft. by 5 ft. area as his target and resolves a ranged touch attack against it. On a hit, the stone drives into the ground and fills that area with a 6-foot-tall stone barrier. This attack causes standard damage against any character caught in the targeted area and prevents the stone from forming a barrier. On a miss, the stone strikes the ground at a bad angle and fails to form a barrier. Hurlers love to use this attack to trap their enemies or form barriers that allow them to strike with their reach while keeping their smaller enemies at bay.

Brute Force: At 5th level, the rock hurler masters the art of substituting raw power and force for precision and grace with his ranged attacks. He may now use his Strength mod-

ifier rather than his Dexterity with his thrown rock attacks.

THUNDER HAMMER

Amongst the giant races, strength and raw physical fury stand above intellect, compassion, daring, and other values held dear by civilized, benevolent realms. These brutes pray to simple deities who embody the traits they value in themselves and others. Those few giants who are capable of remembering enough about their deities to worship them as clerics or adepts can unlock the inner, divine secrets of godly physical power. Commonly known as thunder hammers by the dwarves who have stood against these terrible foes, these divinely inspired brawlers summon physical power that rival that of a god. Their fists deliver bursts of sonic energy, while the most accomplished amongst them can cause a cavern to collapse or a mountain to slide into ruin with a few powerful blows.

Thunder hammers are known by many names amongst the giants. Ogres call them the gods' men, while trolls dub them those-who-sunder. Each of the giant subtypes, such as fire giants or frost giants, has a name that ties into their nature. For example, the frost giants call their thunder hammer cult the Brotherhood of Choking Ice. While the details differ across giant races, all share the same basic traits. The thunder hammers dwell in isolated settlements, meditating on their god's teachings and testing their strength. Each year, those who wish to join the order are gathered, stripped of weapons, armor, and clothes, and herded into a large valley. After a week of endless brawling, wrestling, and fighting, one giant is allowed to leave this valley alive. Chosen by the gods, he is then taken to an isolated, sacred place and left chained in place for one month. If the petitioner dies of thirst or hunger, his corpse is left to rot. Otherwise, if the gods favor him he is struck by lightning, engulfed in a ferocious blizzard, or otherwise caught in a natural phenomenon that reflects the thunder fist's particular cult. This event imbues him with great strength and heralds his induction into this order.

Hit Die: d8.

REQUIREMENTS

To become a thunder hammer, a character must fulfill all the following criteria:

Base Attack Bonus: +8.

Divine Spellcaster: Level 1+.

Strength 25+.

Skills: Knowledge (religion) 2 ranks.

Feat: Improved Unarmed Strike.

Special: This prestige class is normally available only to those who worship a god of strength, thunder, earth, or a similar deity. To represent this, the would-be thunder hammer must have access to a domain that entails these traits, such as the Destruction, Earth, or Strength domain. Other domains may be applicable depending on your campaign.

CLASS SKILLS

The thunder hammer's class skills (and the key ability for each) are Concentration (Wis), Craft (Int), Heal (Wis), Knowledge (religion) (Int), and Profession (Wis).

Skill Points at Each Level: 2 + Int modifier.

CLASS FEATURES

All of the following are class features of the thunder hammer prestige class.

Weapon and Armor Proficiency: Thunder hammers gain no additional skills with weapons, armor, and shields.

Savage Brawler: Thunder hammers are accomplished wrestlers and brawlers. When making unarmed attacks, they deal normal rather than subdual damage.

Thunder Fist (Ex): The thunder hammer may opt to deal sonic damage with his unarmed attacks. When he strikes his foes, loud blasts of thunder echo through the air.

Thunder Stomp (Ex): Drawing on his reserves of incredible physical power and his gods' blessings, the thunder hammer stomps the ground and causes a small, localized earthquake. The ground shudders violently, causing all creatures within 60 feet of the thunder hammer to make Balance checks (DC 20) or immediately fall prone. The thunder hammer may use this ability as a free action three times per day.



THUNDER HAMMER

Level	Base Attack	Fort	Ref	Will	Special
1	+0	+2	+0	+2	Savage brawler, thunder fist, thunder stomp
2	+1	+3	+0	+3	Force wave
3	+2	+3	+1	+3	Thunder's fury, thunder's strength
4	+3	+4	+1	+4	Thunder strike
5	+3	+4	+1	+4	Earthquake

Force Wave (Ex): With a great bellowing roar the thunder fist slams the ground before him with his two fists, generating a tremendous wave that ripples through the ground and tosses aside all caught within it. The thunder hammer creates a cone 10 feet long per level in this prestige class. All creatures caught within this area suffer 2d8 points of damage unless they succeed at a Reflex save (DC 17). Using this ability is a standard action.

Thunder's Fury (Ex): At 3rd level, the thunder hammer's unarmed attacks deliver powerful jolts of sonic energy. Those struck in combat by his fists must make a Fortitude save or be deafened as per the spell *blindness/deafness* cast by a 13th-level sorcerer.

Thunder's Strength (Su): Once per day the thunder hammer may call upon the divine power of his gods. The air smells of ozone and the thunder hammer becomes surrounded by a blue, crackling nimbus of energy that strengthens and fortifies him in battle. For six rounds + the thunder hammer's Constitution modifier, he gains +4 Strength and Constitution. In addition, anyone who delivers a physical attack against him in melee combat must make a Reflex save (DC 12) or suffer 2d4 points of electricity damage from the energy that surrounds him. Attackers who strike with metal weapons suffer a -3 penalty to their saves. Note that as unnamed bonuses the modifiers gained from this ability stack with those provided by the barbarian's rage ability.

Thunder Strike (Ex): At 4th level, the power and fury contained within the thunder hammer allow him to smash walls, barricades, and other fortifications with ease. When attacking any inanimate object, he ignores its hardness rating when determining damage his unarmed attacks deal. Furthermore, once per day the thunder hammer may strike a foe with an unarmed

attack so ferocious that it creates a shockwave that affects every enemy within 10 feet of the thunder hammer's target. Those opponents within this area suffer damage equal to half that rolled against the thunder hammer's target, with no saving throw allowed. The thunder hammer must announce he intends to use this attack before rolling his attack roll.

Earthquake (Sp): At the pinnacle of his abilities, the thunder hammer may use his unearthly strength to cause an earthquake in his immediate area. By stomping his feet, pummeling cavern walls or a cliff face, or forcefully jumping up and down, the thunder hammer casts the spell *earthquake* as a 15th-level cleric. The thunder hammer may use this ability once per day. Activating it requires a full-round action that draws attacks of opportunity.

GIANT FEATS

In battle, giants rely on their tremendous size and strength to batter their enemies into submission. The feats presented here are designed to augment both of those traits. Most have a minimum size listed as a prerequisite and many are designed for use in combat. While some giants may have magical abilities, in general this monster type is best suited for use as a combatant who stands between the characters and their goal.

All giants may use the bonus feats provided by the fighter class to select these feats. Other creature types may not, though at the DM's discretion any Large or greater monster may take them with fighter feats.

IMPROVED REND [GENERAL]

When you rend your opponents with your claws, you maintain your hold of him and continue to rend him on later rounds.

Prerequisite: Rend special attack.

Benefit: You gain the use of the improved grab special attack. When you deal damage with your rend attack, you may initiate a grapple as a free action as per the improved grab ability. Should you choose to inflict damage against an opponent grappled in this manner, you deal your rend damage. In addition, you may attack a grappled creature with your bite attack.

Normal: Rend is an additional attack that deals damage when both of your claws hit but has no other effect.

IMPROVED ROCK THROWING [GENERAL]

You can hoist and throw much larger rocks than normal for a giant of your size. These stones strike your enemies with greater force.

Prerequisite: Rock throwing special ability.

Benefit: When attacking with a thrown rock, you can pick up and throw larger rocks that deal greater damage. The rocks you throw deal a base 2d10 points of damage plus your Strength modifier.

Normal: Thrown rocks deal 2d6 or 2d8 points of damage, depending on your size and Strength.

LOW CUNNING [GENERAL]

Like most giants, your intellect is stunted and rarely used. However, you possess a flair for tactics and planning. While giants are rarely educated and are too impatient to use logic to think through a situation, some have an intuitive understanding of tactics and ambushes.

Prerequisite: Giant creature type.

Benefit: Your intuitive awareness of tactical positioning and sudden, unexpected insights grant you a +2 bonus to initiative. In addition, you gain a +4 bonus on attack rolls when you flank an enemy.

Normal: When you flank a creature, you and the ally who forms the flank receive a +2 bonus to hit.

OVERWHELM [GENERAL]

You literally walk through enemy formations, smashing them beneath your feet as you move

towards your true enemies.

Prerequisite: Size Large or greater, Towering Attacker.

Benefit: You can use the overrun action without making a charge. You simply stomp through, around, or on your enemies. Any creature at least one size category smaller than you takes 1d6 + your Strength modifier in damage if you trip them; rather than knock them aside, you stomp on the puny humans.

Normal: Smaller, weaker creatures can merely knock over those they overrun rather than drive them into the ground.

SCATTER FOES [GENERAL]

Using your great size and physical power, you slam through smaller opponents with a flurry of attacks that leave them reeling.

Prerequisite: Size Large or greater, Towering Defender.

Benefit: With a great stomping, jumping, bellying tantrum you scatter the puny humans (or other creatures) that surround you. With a standard attack action, you flail your arms and scatter anyone in your threatened area whose size is one class or lower below yours. Make a touch attack against each applicable creature you threaten. Those you hit must either move 10 ft. away from you or suffer a hit dealing 1d6 points of damage + half your Strength bonus. You may then take a move action as normal.

Special: The movement provoked by this attack does not count against a creature's movement allowance.

STOMP ATTACK [GENERAL]

You are adept at the fine art of kicking and flattening the tiny creatures that dare to attack you.

Prerequisite: Towering Attacker.

Benefit: When using the full-attack action, you gain a stomp attack in addition to your normal attacks. You gain an extra attack at your highest base attack bonus. This attack and all others you make suffer a -2 penalty if you strike a creature whose size equals or is greater than your own. Against smaller creatures, you do not suffer this penalty. The stomp

attack deals 1d8 points of damage + your Strength modifier. Your stomp counts as an unarmed attack, though it does not provoke an attack of opportunity if none of the creatures that threaten you are your size or greater. You wait for an opportune moment to deliver a kick or stomp down on your foe, but this attack leaves you open to bigger creatures.

TOWERING ATTACKER [GENERAL]

You have fought many smaller foes, such as humans, dwarves, and orcs. Through training or raw experience, you have learned to maximize your height and power advantage against such foes.

Prerequisite: Giant creature type.

Benefit: When fighting Medium-size or smaller creatures, you gain a +1 bonus on attack rolls with melee attacks. You are able to put greater force behind your attacks against such creatures, as you use greater overhand swings to pound your foes into pulp. You deal +2 damage against Medium-size or smaller creatures in melee.

Special: These bonuses do not apply against flying creatures, creatures on higher elevation relative to you, or other smaller creatures who stand at a height above your waist when you attack them.

TOWERING DEFENDER [GENERAL]

You have fought many smaller creatures, such as hobgoblins, elves, and humans. In battle, you have learned to defend your knees and lower legs against their tiny swords.

Prerequisite: Giant creature type.

Benefit: When a Medium-size or smaller creature attacks you in melee, you gain a +2 circumstance bonus to AC. You keep your legs moving and stomp down towards attackers to keep them from making effective strikes against your lower extremities.

Special: These bonuses do not apply against flying creatures, creatures on higher elevation relative to you, or other smaller creatures who stand at a height above your waist when you attack them.



GIANT TEMPLATES

Amongst the giants, there sometimes arise great champions who rally their fellows together in crusades of conquest, raiding, and pillaging. Giants value strength and size above all else. In spite of this, amongst their kind a smart, wily giant can advance much farther than a big but stupid one. While giants value strength, they value victories against the dwarves, humans, and elves much more. The templates presented here, the giant lord and the half-titan, are presented to ease the burden of creating a giant leader. The giant lord template yields a wily chieftain with the skill and brains to lead his people, while the half-titan relies on his near-divine heritage to demand respect and obedience.

GIANT LORDS

Amongst the giants, the vast mass of their numbers are slow, dull-witted brutes. While many possess the intellectual capacity of the average human, giants value strength over thoughts. Yet, there occasionally arises a powerful giant who combines a keen mind with his massive bulk. Known as giant lords, these creatures serve as chieftains, spellcasters, and warleaders amongst their people.

Giant lords are smarter and craftier than their fellows. They also have magnetic personalities that allow them to command the respect and obedience of their fellows. When a giant lord arises, he soon has his tribe launching devastating raids on nearby communities.

CREATING A GIANT LORD

“Lord” is a template that can be added to any giant, such as a troll, ettin, or frost giant. The creature uses its base stats and abilities except as noted here.

Abilities: +8 Intelligence, +6 Charisma, +4 Wisdom. Giant lords are much smarter, perceptive, and commanding than their fellows.

Skills: Giant lords gain an additional four ranks to spend on skills as they wish.

Feats: Cunning fighters and tacticians, giant lords gain an additional two feats.

Organization: All but the largest tribes of giants boast no more than one giant lord.

Challenge Rating: As base creature.

Advancement: The vast majority of giant lords are either fighters or spellcasters. With their boosted intellects, giant lords master fighting skills normally beyond their fellows' capacities, such as the Expertise feat, or study magic to augment their size and power.

HALF-TITAN

Sometimes, a traveling titan journeys to the material plane and stays a while with a giant clan or tribe. Occasionally, this visit yields a much more lasting memento after the titan is gone: the birth of a half-titan. While titans are outsiders with many magical abilities, sages theorize they share an ancient connection with the various giant races. Some say that giants are nothing more than human-titan crossbreeds. Thus, it comes as no surprise that the titans can breed with their lesser, mortal descendants.

While most titans are good, there do exist a number of evil ones who dwell within the lower planes. These creatures commonly act as emissaries between demonic or diabolic powers and the giants that serve them.

CREATING A HALF-TITAN

“Half-titan” is a template that can be added to any giant. The creature's type changes to outsider. It uses its base statistics and abilities except as noted below.

Special Attacks: Half-titans gain a variety of spell-like abilities from their titan parent. They may at will cast the following spells: *alter self*, *invisibility*, *levitate*, *mirror image*. Treat these spells as cast by a 20th-level sorcerer.

Special Qualities: A half-titan's heritage grants it resistance to mundane damage and spells. The half-titan has damage reduction 10/+1 and spell resistance 15.

Abilities: The half-titan gains the physical power and mental capacities of its titan parent. Half-titans gain +6 Strength, +4 Constitution, +6 Intelligence, +4 Wisdom, +2 Charisma.

Feats: Half-titans gain Alertness and Blind-Fight.

Challenge Rating: As base creature +2.

A NEW CHARACTER RACE: HALF-OGRES

While many sages theorize that humans can cross-breed with the majority of giant species, few short of madmen and heartless researchers have attempted to force such a union. Sometimes, though, in the borderlands where civilization regularly comes into contact with the wild, untamed realms of ogres, frost giants, and other creatures, half-ogres arise. As their origins are normally questionable at best, amongst humans half-ogres are scorned and feared. Amongst ogres, they serve as chieftains, commanders, and shamans. While smaller than their monstrous kin, half-ogres' increased intellectual abilities more than compensate for this shortcoming.

Half-ogres look like smaller, awkward ogres. Their skin runs a wide range of hues, from a variety of human colors to a dull yellow found in ogres. Their teeth are yellowed and overly large for their mouths, and their hair is dark, greasy, and stringy. Their arms and legs are gnarled, awkward, and usually slightly too long for their frames.

CREATING A HALF-OGRE

The rules presented here present modifiers and other rules for creating a half-ogre with one or more levels in a character class. The example half-ogre is a 1st-level warrior and represents the typical member of this race that adventurers may encounter in the untamed wilderness or the dungeon depths.

- +4 Strength, -2 Dexterity, +2 Constitution, -2 Intelligence, -2 Charisma. Half-ogres are powerfully built and tough as nails, though they tend to be clumsy and dim. Their mixed ancestry makes them quite ugly, though not quite so horrid in comparison to ogres.

- Medium-size: Half-ogres average around 7 feet in height. However, their longer than normal limbs and great girth allow them to act as Large creatures for determining the weapons they may wield in one or two hands.

- Half-ogre base speed is 30 feet. Though larger than other Medium-size creatures, their awkward limbs and clumsy natures grant them average speed.

- +2 natural armor. Half-ogres have tough, thick hides that allow them to shrug off attacks. However, their large bodies and awkward forms force them to buy armor sized for Large creatures.

- Automatic Languages: Common and Giant. Bonus Languages: Goblin, Gnome, and Orc. Half-ogres learn to speak the languages of both halves of their ancestry. They also commonly work as mercenaries with orcs, goblins, and other humanoid races, allowing them to pick up their languages.

- Favored Class: None. Half-ogres excel at using their raw strength to pummel opponents into submission, but they lack the cultural and intellectual tradition to form any affinity for a character class. Their ogre tendency to laziness cancels out their human ancestors' inventiveness and flexibility.

HALF-OGRE

Medium-Size Giant

Hit Dice:	2d8+4 (13 hp)
Initiative:	-1 (Dex)
Speed:	30 ft.
AC:	16 (-1 Dex, +2 natural, +3 studded leather, +2 large wooden shield)
Attacks:	Greatsword +5 melee; or +0 composite longbow ranged
Attacks:	Greatsword 2d6+3; or composite longbow 1d8
Face/Reach:	5 ft. by 5 ft./5 ft.
Saves:	Fort +4, Ref -1, Will +0
Abilities:	Str 16, Dex 8, Con 14, Int 8, Wis 10, Cha 8
Skills:	Intimidate +3
Feats:	Weapon Focus (greatsword)
Climate/Terrain:	Any land or underground
Organization:	Solitary, gang (3 - 12)
Challenge Rating:	1
Treasure:	Standard
Alignment:	Usually chaotic evil
Advancement:	By character class

In the wild, half-ogres serve as scouts, war-leaders, and strategists for ogre bands. Sometimes, they form their own small bands that group together for mutual protection and to launch raids on both ogre and human settlements. While most half-ogres find a place in ogre or human society, some create isolated

enclaves of their own that stand apart from both halves of their ancestry.

Half-ogres combine the appetites and greed of ogres with the industrious adaptability of humanity. Thus, they tend to become bandits and raiders when forced to survive on their own. Half-ogres amongst ogres become adepts and clerics, using their superior brainpower to master spells far beyond ogres. In human society, half-ogres serve as warriors. Their strength makes them excellent mercenaries and gladiators, though few paymasters trust them with sensitive duties.

COMBAT

Half-ogres prefer to strike from ambush, more out of a sense of survival than anything else. Amongst ogres, they issue orders and plan attacks. When fighting alongside humans, they are counted on to hold the line and serve as shock troops. Half-ogres prefer to wield Large weapons, such as greatswords and greataxes, one-handed in battle with a large shield in their other hand.

NEW COMBAT RULES FOR GIANTS

With their great size and humanoid forms, giants have quite a few more options in combat than human-size combatants. The core combat rules were designed to accommodate adventurers and the monsters they commonly fight. However, there are a few gaps with regards to the maneuvers a towering giant could attempt in battle. The following rules present a set of combat maneuvers that giants, and only giants, may normally attempt. Optionally, you may determine that a creature fighting an opponent significantly smaller than itself may use these combat options. For example, a human fighting a pixie could attempt to grab the faerie and hold it tight in his hand.

PICK UP

Picking up an opponent in battle works exactly like it sounds. You bend over to grab a smaller creature and hold it tight in your hands. Creatures held in this way are easier to hit and are at your mercy should you choose to crush them in your hands, but they have a much easier time striking you.

You may attempt to pick up a creature that is



one size category smaller than you are with two hands. You may grasp smaller creatures with only one hand. To initiate a pick up attack, make a melee touch attack against your target. This attack takes the place of a normal attack and you may make multiple attempts if you have more than one attack per round. This attack draws attacks of opportunity from your target and any other creature that threatens you. If your touch attack hits, you then make an opposed grapple check to grab your target. If you are hit by the attacks of opportunity drawn by this action, your pick up maneuver is not ruined. However, the target of this attack may add the damage it deals via its attack of opportunity, if any, to the grapple check it makes to avoid your grasp.

Spiked armor is the bane of giants who like to grasp and crush their enemies. A giant automatically takes full damage from armor spikes, plus the victim's Strength modifier as he twists, struggles, and digs the spikes into the giant's hand. This damage modifies the target's grapple check along with the damage the victim dealt with its attack of opportunity, if any. Each round the giant holds a creature in spiked armor it automatically takes full damage from the spikes on its action.

Once a creature is in your grasp, you have several options to choose from.

Squeeze: Once per round, in place of a standard attack you may make an opposed grapple check to squeeze an opponent grasped in your hand. If your check succeeds, you deal your unarmed damage as normal damage, rather than subdual, against your target. You do not deal any additional damage for using two hands if you grasp a creature in both hands. If you fail the grapple check, the creature wriggles in your grasp and forces you to adjust your hold on him rather than crush him.

A giant that squeezes a creature in spiked armor automatically takes maximum damage from the spikes immediately after declaring this action.

Stow: Some giants like to grab choice bits of meat off the battlefield and stuff them into a bag for later snacking. Make a grapple check against the creature you carry. This check requires a full-attack action, as you must take care to open your pouch, secure your victim, and then close your pouch back up again. If you succeed, you may place him in a belt pouch, sack, or backpack large enough to hold him and then close the container. The creature is still free to cut itself loose or attack you. Most giants prefer to squeeze their would-be morsels a few times to quiet them down. On a failed grapple check, the creature grabs hold of the pouch's edge and prevents you from stuffing him into it or distracts you enough that you cannot open it.

Throw: With a successful grapple check that counts as a single attack, you may toss aside your puny foe. The creature sails 10 feet + your Strength modifier for each size category below yours. The creature takes damage as if it fell a distance equal to your height + the distance you threw it, in addition to any falling damage it should normally take. For instance, Ogrek the 10-foot-tall hill giant throws poor Fissarus the kobold down a 30-foot-deep well. The kobold takes damage for falling 40 feet, 10 feet for the giant's height and an additional 30 feet for the well. If Ogrek had thrown Fissarus to the ground, he would have taken damage for falling 10 feet, the giant's height. If the well had been 20 feet away from the giant rather than right next to him, the kobold would take damage for falling an additional 20 feet.

Optionally, you may decide to throw the weakling you carry at one of his tiny friends. Make a grapple check to throw your opponent as normal. If you succeed, make a ranged touch attack against an opponent who is within the range you can throw the creature you carry. If you hit, both the thrown creature and your target take half the falling damage caused by your throw. On a miss, the thrown creature scatters as per a grenadelike weapon attack. If it hits a different target, both take damage. Otherwise, the thrown creature takes damage as normal.

Trapped Creatures: A creature has a few options to escape a giant's clutches. You may attempt to break free with an opposed grapple check or an Escape Artist check opposed by the giant's grapple check. If you succeed, you fall a distance equal to half the giant's height but are now free from its grasp. This counts as a standard action, leaving you with a move-equivalent action to crawl away or stand up. While trapped, you may also attack with any one-handed (Small or Medium for Medium-size characters) weapon you carry. These attacks gain a +2 bonus and the giant does not gain its Dexterity bonus to AC, if any, even if a class ability specifically states the giant never loses its Dex bonus to AC. If you hit, the giant must make a Fortitude save with a DC equal to the damage you dealt. If it fails, it immediately drops you and you take damage for falling half the giant's height.

SLAM ATTACKS

This optional rule allows you to model the great, brutal strength and size giants use to smash their foes to pulp. When attacking with a club, fist, or other blunt weapon, a giant may hammer his opponent and send him flying through the air. On a confirmed critical hit, the giant may opt to deal regular rather than critical damage. Instead, the giant hits his foe with enough force to send him sprawling. The giant makes a Strength check. For every full 10 points of this result, he moves his opponent 10 feet in any direction. All of this movement must be in a straight line. The victim suffers 1d6 points of damage per 10 feet he moves and is considered prone. Obviously, if the target is slammed into a pit, off a cliff, or into a river of lava, he takes the appropriate damage for the environmental hazard.

Slam attacks may only be made against creatures at least one size category smaller than the

giant. In addition, the giant must have a Strength of at least 20 and attack his target with a blunt weapon.

NEW GIANT SPECIAL ATTACKS AND QUALITIES

The following special abilities are available to all creatures of the giant monster type. The rules from Chapter 1 explain how to add these new abilities to existing creatures. All of these abilities are available to giants, though you may use them with other creature types if you wish.

Extra Arm (Ex): A common mutation amongst trolls and ettins, some strange force causes them to sprout an additional short but strong arm that they may use to attack in melee. A creature with an extra arm gains an additional attack each round at its best base attack bonus using this arm, with a -2 penalty. This arm may wield a single weapon or deal unarmed or claw damage. The extra arm may not be used to initiate a rend attack. A creature may only gain this special quality once.

Relative Cost: CR 3; *Absolute Cost:* NA;
Prerequisite: Giant or regeneration.

Increased Size (Ex): Some giants grow to a much larger than normal size. These brutes serve as chieftains, commanders, and bullies amongst their kin. A giant with this special quality is one size category larger than other giants of its type. It gains three HD and a +2 increase to its base attack bonus. Its reach extends by 5 feet. A giant may gain this special quality multiple times.

Relative Cost: NA; *Absolute Cost:* 100 CP;
Prerequisites: Giant.

Old Stone Bones (Ex): A giant's body is strong and durable enough to absorb massive amounts of damage. Some are so fat, have such incredible dense bones, or are so tough that they can shrug off what should be a traumatic injury. A giant with this ability is so durable or huge that it is immune to critical hits dealt by Medium-size or smaller weapons. Whether because of its tough bones or massive rolls of fat, such weapons simply cannot pierce its vital organs.

Relative Cost: NA; *Absolute Cost:* 50 CP;
Prerequisite: Giant.

Towering Brute (Sp): Some giants have learned to use their tremendous size to strike terror into their enemy. With a great bellow, a few tremor-causing stomps, and a menacing swing of an oak tree, the giant sends smaller creatures running in terror. Once per day, a giant with this special ability may cast the equivalent of the spell *scare* as a standard action. The save DC against this effect is 13, or 12 + the giant's Charisma modifier, whichever is greater.

Relative Cost: CR 3; *Absolute Cost:* NA;
Prerequisite: Giant.

SAMPLE GIANT

The mountain brute is a hill giant given the increased size and old stone bones abilities.

MOUNTAIN BRUTE

Huge Giant

Hit Dice:	19d8+76 (161 hp)
Initiative:	+1 (-1 Dex, +2 Low Cunning)
Speed:	40 ft.
AC:	19 (-2 size, -1 Dex, +9 natural, +3 hide)
Attacks:	Huge greatclub +20/+15/+10 melee; or rock +11/+6/+1 ranged
Damage:	Huge greatclub 2d6+10; or rock 2d6+7
Face/Reach:	5 ft. by 5 ft./15 ft.
Special Attacks:	Rock throwing
Special Qualities:	Rock catching, old stone bones
Saves:	Fort +15, Ref +5, Will +6
Abilities:	Str 25, Dex 8, Con 19, Int 6, Wis 10, Cha 17
Skills:	Climb +10, Jump +10, Spot +9
Feats:	Cleave, Low Cunning, Power Attack, Weapon Focus (greatclub)
Climate/Terrain:	Northern mountains
Organization:	Solitary, gang (2 - 5)
Challenge Rating:	9
Treasure:	Standard
Alignment:	Always chaotic evil
Advancement:	By character class



Mountain brutes are twisted, oversized hill giants created by magical experiments conducted by the feared necromancer Rethoir Greybeard. In his efforts to form a kingdom in the northern mountains, Rethoir sought to collect an unsteady coalition of giants, orcs, and other monsters. To aid him in this endeavor, he created a magical process that caused the hill giants under his command to grow larger and more physically powerful. With their enhanced strength, these beasts beat Rethoir's minions into line and enforced the will of his rule. Today, with the necromancer long since dead, the legacy of his tyrannical rule lingers. Mountain brutes continue as chieftains and warlords, forcing hill giants and other creatures to serve them.

Old Stone Bones (Ex): A mountain brute is immune to critical hits dealt by Medium-size or smaller weapons. Whether because of its tough bones or massive rolls of fat, such weapons simply cannot pierce its vital organs.

CHAPTER EIGHT

HUMANOIDs & MONSTROUS HUMANOIDs

Some of the most common and popular creatures in d20 System fantasy games, such as orcs and goblins, fall into these two categories. Low-level adventures usually center on defeating humanoids, and their generally low CRs allow them to take many class levels to continue to pose a threat to the characters over the course of a campaign. Monstrous humanoids fill a role similar to humanoids, but their innate magical powers make them typically suited as foes for more experienced characters or as major villains for low-level PCs. Since monstrous humanoids are simple humanoids with a few supernatural or extraordinary abilities, they are grouped together in this chapter.

In the core d20 System rules, the following monsters count as humanoids: bugbear, dwarf, elf, gnoll, gnome, goblin, halfling, hobgoblin, kobold, lizardfolk, locathah, merfolk, orc, sahuagin, and troglodyte.

In addition, the following are all considered monstrous humanoids: centaur, grimlock, hag (sea, annis, green), harpy, kuo toa, medusa, minotaur, and yuan-ti (pureblood, halfblood, abomination).

BUILDING HUMANOIDs

Of all the monster types available to DMs, humanoids offer perhaps the most flexibility in options in designing them for use in adventures. The highest CR amongst both humanoids and monstrous humanoids is 7 for the yuan-ti abomination, with kobolds at the low end of CRs with 1/6. Thus, these creatures are easily augmented with class levels even against 1st, 2nd, or 3rd-level characters. In most cases, these creatures need class levels to pose a threat to characters or must be matched with powerful creatures that serve as their leaders or overseers.

Humanoids lack the extreme ability scores of most other creature types. They cannot approach magical beasts or giants in terms of Strength, while they lack the innate magical powers of aberrations or outsiders. Monstrous humanoids usually have a few abilities that give them an unexpected edge over the characters. Against low-level parties, they can serve as combatants without any additional feats or levels. Still, in order to use them against more powerful characters you must deploy them in great numbers or rely on class levels and abilities to toughen them up.

CLASSES

Compared to other creature types, humanoids are a virtually blank canvas on which you can project nearly any class, feat combination, or special ability. With their low CRs, they can afford to take on quite a few class levels and tend to reap a much greater return on the increased CR. For instance, a CR 11 creature gains little from one or two class levels compared to its base abilities. On the other hand, humanoids function much like player character races in that they rely on class abilities and magic items as the sole source of fantastic, powerful abilities.

Just as a party of adventurers relies on a good mix of classes to overcome challenges, so too does a broad selection of divine and arcane casting ability, combat skill, and stealth make humanoids tougher obstacles for the characters. When designing encounters against higher level characters, distribute a few levels in several classes to a group of humanoids. A few orc fighters, for example, can form a defensive wall that allows a few orc sorcerers and clerics to rain spells down on the party. Meanwhile, a 1st-level orc bard can inspire confidence in the

monsters while a few low-level rogues circle around or use the Tumble skill to attack the party's spellcasters. No one character class can offer the same range of abilities and threaten the characters as well as a small group of classed humanoids working together.

The most overlooked class for humanoids is bard. Even a 1st-level one can offer a group of powerful humanoids an important boost in battle. While bards do poorly in combat and have a limited selection of spells, their music abilities make them excellent supporting elements. A 1st-level fighter leading a band of hobgoblins might pose a direct threat to the party, but a 1st-level bard with the same group can increase the danger posed by the entire group.

Druids are also commonly ignored when designing humanoids. They offer the advantage of adding creatures to an encounter without altering the total EL. Since animal companions gained via *animal friendship* are a class ability, they are not counted when determining an EL. The threat they pose is already covered by the druid's CR. A 3rd-level druid can cast spells such as *flaming sphere* to block off routes of escape, fight as well as a cleric, and call a small group of wolves to attack the party.



If you must design a single, powerful humanoid and cannot create a high enough level encounter to give him more than a few supporting creatures, cleric, fighter, and barbarian are your best choices for a character class. The barbarian's rage makes a dangerous melee fighter that much deadlier, while a fighter can take feats such as Sunder or Improved Disarm to help hinder the party's combatants. A cleric combines moderate fighting ability with good armor and spells, a solid combination of abilities when taking on an entire party alone. Spells such as *bull's strength* may not be as appealing as *hold person* but they can be much more useful over the course of an encounter.

FEATS

The best feat selections for humanoids and monstrous humanoids allow them to function well when they outnumber an opponent. Feats such as Cleave and Great Cleave are normally useless against adventurers, as only rarely will a humanoid have a high enough Strength and powerful enough weapon to drop a character in one blow and a have a good chance of delivering a deadly attack against a second PC. For similar reasons, any feat that reduces an attack's accuracy normally makes a poor choice. Power Attack and Rapid Shot are best left to humanoids with several class levels or a base attack bonus of around +5 or better. The one exception to this rule is if a creature needs a natural 20 using its normal base attack bonus to hit a PC. In this case, using Power Attack to its fullest or Rapid Shot makes no difference in terms of an attack's accuracy.

When building an encounter with a large number of humanoids or designing a tribe, alter the base creature's feats to focus on its role. Orcs that fight as archers should have Point Blank Shot and Precise Shot, while the tribe's main warriors need Weapon Focus and Dodge to help them out against the PCs. Never be afraid to alter the default choices given in a humanoid's standard stat block. Specialization is the name of the game when you have an encounter that features lots of creatures.

SKILLS

Spot and Listen are good skill selections for sentries, as they help to counter PC rogues, monks, and bards. Tumble is an oft-overlooked but very useful skill, as it allows humanoid

rogues and monks to slide past the fighters, paladins, and rangers who protect the party's wizards and sorcerers. Most other skills are necessary only in specific cases. A tribe's leader or spokesman should have plenty of Bluff and Sense Motive ranks, while a spellcaster needs a high Spellcraft to identify and counter the party's magic.

EQUIPMENT

Many DMs overlook the possibilities offered by simply equipping a humanoid or monstrous humanoid with the right gear. Ideally, in an encounter between a group of humanoids and a party of adventurers, no monsters should ever spend a round just standing there, waiting to move up into melee. Outfit your humanoids each with a melee weapon, reach weapon, and missile weapon. Crossbows pack a good punch and are best for creatures that only receive one attack per round. Longspears are the first reach weapon that come to mind, but never overlook guisarmes and ranseurs, both of which offer bonuses to trip or disarm attacks. The flail is probably the best weapon for a humanoid, as it can make both disarm and trip attacks without exposing its user to any undue danger.

For armor, go with a mix of light and heavy. Humanoids that you intend to use as frontline fighters need not worry about speed. Equip them with large shields and chainmail if the EL is high enough that you can spend part of their treasure allocation on it. Other humanoids, such as archers and scouts, should wear light armor to give them the best chance to surround the PCs or find lines of fire against them. The tower shield is probably the most overlooked item in the game for these creatures. A few hobgoblins toting them can form a mobile defensive wall for archers and spellcasters.

MAGIC AND MAGIC ITEMS

Since humanoids have such low CRs, any of the spellcasting classes is a good choice for them. When picking spells, you have two basic options. If the EL is high enough that you can add many low-level casters to the mix, spells that incapacitate a target on a failed save are a good choice. Normally, the characters have saves that outpace the spell DCs of low-level casters. However, you can make up for that by designing an encounter where a group of humanoids can cast the same spell



seven or eight times against the party in hopes that one or two failed saves takes them out.

For magic items, the same advice given earlier applies. Pick items that play into a humanoid's specialty. Sneaky ones should have *cloaks of elvenkind* and similar items, fighters need magic weapons, while *amulets of natural armor* are excellent choices for humanoids that can wear only light or no armor. Use the sample NPCs presented in the core rules as a guideline on how to equip a leveled humanoid.

HUMANOID PRESTIGE CLASSES

Of all the monster types, humanoids and monstrous humanoids have by far the greatest selection of prestige classes available to them. Many DMs overlook the potential of using strange or unique prestige classes with the creatures they design. More importantly, many monstrous humanoids fulfill the requirements to join a prestige class without taking levels in any of the core classes. For example, a medusa can qualify for the assassin class merely by reallocating a few of its skill ranks.

ARDENT PROTECTOR

Trained to stand by his employer and shield him from combat, the ardent protector is a highly specialized bodyguard who can bat away missile fire, trip up tumbling attackers, and shield his charge from melee attacks. Ardent protectors are as valued as they are rare. In some humanoid societies, the station of the ardent protector is a valued, respected station passed down from generation to generation. Other times, a wizard or high priest may recruit and train a monstrous creature to fulfill this duty. Amongst a powerful cult, a monster associated with the sect's deity is sometimes bound into service via an ancient, divine treaty and tasked with protecting high priests or holy shrines. Wizards and sorcerers, especially evil ones, employ spells such as *charm monster* to bind a servant and rely on specialist animal handlers and trainers to break and train a captured creature.

Hit Die: d10.

REQUIREMENTS

To become an ardent protector, a character must fulfill all the following criteria:

Base Attack Bonus +5.

Skills: Listen 5 ranks, Spot 5 ranks.

Feats: Combat Reflexes, Deflect Arrows, Shield Proficiency.

Optional: A humanoid creature that was raised to attain the position of an ardent protector in his tribe may ignore the requirements listed here. Long years of training have allowed him to immediately enter this prestige class. This option is available only to NPCs.

CLASS SKILLS

The ardent protector's class skills (and the key ability for each) are Climb (Str), Handle Animal (Cha), Intimidate (Cha), Jump (Str), Listen (Wis), Ride (Dex), Spot (Wis), and Swim (Str).

Skill Points at Each Level: 4 + Int modifier.

CLASS FEATURES

All of the following are class features of the ardent protector prestige class.

ARDENT PROTECTOR

Level	Base Attack	Fort	Ref	Will	Special
1	+1	+2	+2	+0	Defend area, rapid strike
2	+2	+3	+3	+0	Arrow catcher, watchful defender
3	+3	+3	+3	+1	Intercept opportunity attack, shield ally
4	+4	+4	+4	+1	Improved defender, living wall
5	+5	+4	+4	+1	Intercept attack

Weapon and Armor Proficiency: Ardent protectors are proficient with all simple and martial weapons, shields, and light, medium, and heavy armor.

Defend Area: The ardent protector is an expert at preventing attackers from reaching the person or creature he must protect. When making an attack of opportunity triggered by movement, he may choose to force his opponent to stop moving rather than inflict damage if his attack hits.

Rapid Strike: Watchful of his opponents and ready to strike the moment their guard drops, the ardent protector gains one additional attack of opportunity per round. This attack must be used as a standard attack of opportunity.

Arrow Catcher: At 2nd level, the protector learns to knock aside not only missiles fired at him but also those directed at an ally. He may use his Deflect Arrows feat to defend attacks made against one person he designates who stands within 5 feet.

Watchful Defender: Even a wily rogue or monk cannot slip past the ardent protector's watch. If an opponent attempts to use the Tumble skill to move past the protector's threatened area or the space he occupies, the skill check necessary to enter and leave this area is equal to an attack roll made with the protector's best base attack bonus and all relevant modifiers. Treat a missed check as normal for a failed Tumble attempt.

Intercept Opportunity Attack: Once per round, the ardent protector may foil an attack of opportunity made against an ally who stands fully within his threatened area. When the protector's friend draws that attack, the protector may make an attack roll using his best base attack bonus and all standard modifiers. If the

result of this roll is higher than the total attack result, the attack of opportunity automatically misses. Each time the ardent protector uses this ability, he expends one of his attacks of opportunity for the round.

Shield Ally: During his action on each round of combat, the protector may designate one person who stands within his threatened area as his ward. The target gains a +2 circumstance bonus to AC as long as he remains within the protector's threatened area.

Improved Defender: The ardent protector's experience and training combine to make him very good at tripping up attackers who try to slip by him. He may now use a trip attack with greater efficiency against anyone who draws an attack of opportunity from him due to movement. When using this ability, the protector's target does not have a chance to trip the protector should the trip attack fail.

Living Wall: If the protector does not move during his action, he counts as granting full cover to any creature or target if he stands between an attacker and a target whose size is equal to or less than his own. The protector stands resolute while his charge hides behind him. However, as the protector exposes himself to fire in an effort to block attacks, he suffers a -2 AC modifier while using this ability. The protector may opt to use this class feature any time he does not move and is standing, regardless of his other actions for the round.

Intercept Attack: If the protector devotes all of his energies to keeping his charge safe, none but the most skilled warriors can penetrate his defenses. As a full action, the protector may designate one person within his threatened area as his charge. Whenever that charge is attacked, the protector may make an attack roll using his best base attack



bonus and all relevant modifiers. If this total is higher than his opponent's attack roll, the attack against his charge misses. This ability applies only to melee attacks. Each time the protector attempts to block an attack in this way it counts as one of his attacks of opportunity for the round. The protector may only attempt to block attacks so long as his charge remains within his threatened area.

FERAL RAGER

Amongst orcs, hobgoblins, and other evil humanoids, promising young slave warriors are trained in the art of combat with equal measures of careful instruction with weapons and brutal torments to nurture a strong core of violent hatred within the beast. This combination produces warriors who use equal parts talent and raw fury to pound their foes into the ground.

Sometimes, a tribe lucks into capturing a medusa, minotaur, or similar creature. After a few months of torture, crude surgery, and conditioning, the tribe transforms its captive into a ferocious, utterly loyal warrior who gladly lays its life down for its master.

In battle, the feral rager lashes out at all who come near to it, exploding in a ball of fury to lay waste to its master's enemies. Few ragers survive long, as they pay little mind to such trifling matters as defense, but most take a few enemies down along with them.

Hit Die: d12.

REQUIREMENTS

To become a feral rager, a character must fulfill all the following criteria:

Base Attack Bonus +5.

Feats: Toughness.

Class Feature: Ability to rage as per the barbarian class ability.

Special: A feral rager must be raised in captivity by a tribe of evil humanoids or kept captive for a period of at least one year. The feral rager is trained to fight to the death on behalf of a tribe or a specific individual that raised or trained it.

CLASS SKILLS

The feral rager's class skills (and the key ability for each) are Climb (Str), Intimidate (Cha), Jump (Str), Listen (Wis), Spot (Wis), and Swim (Str).

Skill Points at Each Level: 2 + Int modifier.

CLASS FEATURES

All of the following are class features of the feral rager prestige class.

Weapon and Armor Proficiency: Feral ragers are proficient with all simple and martial weapons, shields, and light armor.

Conditioning: Torture and training combine to make the feral rager utterly loyal to a single creature or tribe that created it. When fighting on behalf of its master or tribe, the feral rager gains a +4 bonus to all Will saves.

Improved Rage (Ex): While using his rage ability, the feral rager gains an additional +2 bonus to Strength and Constitution. However, his AC receives an additional -2 penalty. The feral rager does not gain any additional uses of the rage ability for gaining levels in this class.

FERAL RAGER

Level	Base Attack	Fort	Ref	Will	Special
1	+1	+2	+0	+0	Conditioning, improved rage
2	+2	+3	+0	+0	Primal rage
3	+3	+3	+1	+1	Inspiring rage
4	+4	+4	+1	+1	Terrifying rage
5	+5	+4	+1	+1	Death rage

Primal Rage (Ex): The feral rager enters a more focused, longer lasting battle rage compared to other creatures with this ability. When in the midst of battle, the rager continues to fuel his attacks with raw fury. After the duration of his his rage elapses, he may continue to rage so long as the he makes an attack against a living creature each round.

Inspiring Rage (Ex): The feral rager can singlehandedly turn the tide of a battle in the favor of his allies. He charges forward into the fray, laying waste to his foes and carrying his allies forward to victory. While raging, he grants a +1 morale bonus to attacks and Will saves to all allies who stand within 60 feet of his position.

Terrifying Rage (Ex): In the grips of his battle madness, the feral rager strikes terror into his enemies and sends them fleeing before his vicious assault. While raging, his opponents suffer a -1 morale penalty to attack rolls against the rager. This is a fear-based effect that does not allow a saving throw against it. However, creatures and characters immune to fear are not subject to this penalty.

Death Rage (Ex): While raging, the feral rager may continue to fight after he has been reduced to 0 or fewer hit points. Even if he drops to -10 hit points, he may continue to fight. Each round he spends at or below 0 hit points, the feral rager must make a Fortitude save with a DC of 10 +2 per round he has been at or below 0 hit points. On a failed save, he immediately dies. Otherwise, he may fight as normal. Spells and effects that utterly destroy the rager's body, such as *disintegrate* or a tidal wave of lava, destroy him and prevent him from fighting. If the rager ever stops raging, he immediately dies if his hit points are at -10 or lower. Otherwise, he falls unconscious as standard for having 0 or fewer hit points remaining.

HUMANOID FEATS

In the typical adventure involving humanoids, these creatures rely on numbers to make up for their individual weakness compared to more powerful monsters. Most of the feats included here are designed to allow orcs, goblins, and other creatures to withstand attacks from more powerful foes such as ogres, giants, and high-level characters. Since monstrous humanoids cover so much ground, it is difficult to create feats for them that do not apply only to one specific monster.

CROUCHING FIGHTER [GENERAL]

In battle, you crouch low to the ground, allowing your allies to fire over you or use reach weapons without hindering their efforts.

Prerequisite: Dodge.

Benefit: When an ally attacks or fires through your space, reduce the cover AC you grant to your ally's target by two.

Special: A creature without this feat may duck down to avoid granting his enemies a cover bonus to AC. You may use a move-equivalent action to duck down in your space. You reduce the cover AC bonus you provide by two, but suffer a -4 penalty to your attacks and a -2 penalty to your own AC.

DISTANCE DISRUPTION [GENERAL]

You unleash a heavy stream of arrow fire at a spellcaster in an attempt to break his concentration and ruin his spells. Your attack has little chance to hit, but it buzzes past your target and wrecks his focus.

Prerequisite: Point Blank Shot.

Benefit: You may hold your action to fire a missile weapon at a spellcaster who attempts to use a spell. When your target begins casting, roll an attack against AC 10. If you hit, your target must make a Concentration check with a DC of 15 + the spell's level.

Normal: In order to force a Concentration check, you must hit and injure a spellcaster.

IMPROVED AID ANOTHER [GENERAL]

You are skilled at helping your allies evade enemy attacks. Less skilled fighters can only aid one of their friends, but you can help out several allies at once.

Prerequisite: Base attack bonus +1.

Benefit: When using the aid another action, you can opt to inflict a -1 penalty to the attack rolls of an opponent that you can normally attack in melee. You must hit AC 10 with an attack as normal in order to grant this bonus. Note that as an unlabeled modifier, this penalty stacks with anything. Thus, it is possible for a group of creatures to inflict a heavy penalty on one target.

PLAY DEAD [GENERAL]

Embracing a proven method for surviving combat amongst kobolds, goblins, halflings, and other cowardly races, you crumple to the ground and feign death immediately after an opponent strikes you.

Prerequisite: Bluff skill.

Benefit: If you hold an action to play dead immediately after being hit in combat, you may crumple to the ground and make a Bluff check. You gain a bonus to this skill check equal to the damage inflicted by the hit that prompted the use of this skill. Your opponents must make a Sense Motive check with a DC equal to your Bluff check in order to notice that you are not disabled. When using Bluff in this manner, you must fall prone.

Normal: You may use the Bluff skill to play dead, but you do not gain a bonus to your check equal to the damage inflicted upon you.

PRESS IN [GENERAL]

You are trained to fight in close ranks, allowing you to use your weight to support an ally's attack.

Prerequisite: Str 13+.

Benefit: In combat, you may use a full attack action to make an opposed Strength check against a foe if one of your allies stands immediately between you and the target of this check. If your check succeeds, your opponent is immediately pushed 5 feet backward, while you and the ally who stood between you and your target immediately move 5 feet forward. Until your next action, an opponent pushed back in this manner suffers a -1 penalty to AC.

RAIN OF ARROWS [GENERAL]

You fire your missiles at an upward trajectory, allowing you to rain arrows down on your enemy from above.

Prerequisite: Weapon Focus (longbow, shortbow, composite shortbow, or composite longbow).

Benefit: You may make a ranged attack with a bow at a target you are aware of but cannot see due to cover. If the target does not have cover above it, you fire an arrow into the air in a high arc. You suffer a -15 penalty to hit. You may use this feat against a target you can see that has cover. In this case, halve the AC bonus the target receives for cover.

If you and several allies with this feat combine to attack a target, you can soak an area with concentrated fire. One firer may attack, while each ally who fires at the same time using this feat grants his attack a +2 bonus to hit. The penalties above still apply as normal.

SHIELD WALL [GENERAL]

You stand in close quarters with your allies, allowing you to form a wall of shields that grants your allies an AC bonus.

Prerequisite: Shield Proficiency.

Benefit: You may use a move-equivalent action to stand in place and grant a +1 shield bonus to AC with your shield to an ally who stands immediately adjacent to you. Your ally

loses this bonus if he moves away from you or if you move away from him. You may use your standard action to attack as normal.

STORM OF ARROWS [GENERAL]

You let loose a swift flurry of arrows at a high trajectory against a target, filling an area with missile fire.

Prerequisite: Rain of Arrows, Rapid Shot.

Benefit: For each attack you may attempt using a full attack action, you may make an area of effect attack that fills two 5-foot-square areas as a standard action. If you use a full attack action, each additional attack beyond the first allows you to expand this area to an additional two 5-foot squares. These squares must all be adjacent. Make one attack against all opponents in this area at your best base attack bonus and compare it to each potential target's AC. Those you hit suffer normal damage.

A group of creatures with this feat may combine their efforts to saturate an area with fire. Each attacker beyond the first grants a +1 bonus to the damage inflicted by this attack.

TOWER SHIELDMAN [GENERAL]

You are skilled at bearing a tower shield in battle, allowing you to grant a cover bonus to allies who stand adjacent to you.

Prerequisite: Shield Proficiency, Shield Wall.

Benefit: Using a full attack action, you may grant a +4 cover bonus to the AC of any two allies who stand adjacent to you until your next action. If you or your allies move, they lose this AC bonus. While using a tower shield in this manner, it grants you full cover.

COMBAT SENTINEL [GENERAL]

You keep a watch over an ally in battle. When someone attacks him, you may immediately make a counter attack even if your target is not in your threatened area.

Prerequisite: Combat Reflexes, base attack bonus +1.

Benefit: Use a full attack action to designate an ally as the target of this feat. When an opponent makes a melee attack against your chosen ally, you may immediately make an attack of oppor-



tunity against your foe after he completes his attack. As long as the ally you designate with this feat is in your threatened area, you may attack as normal. You may not use this feat with ranged attacks.

HUMANOID TEMPLATES

The templates presented here take opposite approaches to improving humanoid monsters. The dire humanoid template makes a single creature stronger and more powerful in combat. The swarm template is used to group a large number of individually weak creatures into one stat block, allowing you to unleash 100 kobolds on a party of adventurers without miring the game in endless bookkeeping and hundreds of die rolls.

DIRE HUMANOID

In some forgotten, isolated regions, there dwell humanoid creatures that exist in a feral, animalistic state. Relying on their natural strength and abilities rather than weapons, armor, and other technological innovations, these primitive humanoids are stronger and tougher than their civilized kin. Much as a dire animal represents a larger, primitive version of a creature, so too does the dire humanoid template create savage, stronger, and bigger versions of standard humanoids. A dire humanoid can represent a caveman, a devolved offshoot of a race, or the results of magical experiments that increase a humanoid's physical abilities at the price of its mental faculties.

CREATING A DIRE HUMANOID

"Dire" is a template that may be added to any humanoid or monstrous humanoid. The base monster's creature type remains the same. It gains improved strength, endurance, better combat abilities, and natural attacks. However, its mental abilities are all reduced by this template. Dire humanoids excel in physical combat but make poor spellcasters.

A dire humanoid uses its base creature's characteristics except where noted below.

Hit Dice: Dire humanoids are bigger and tougher than their base races. They use a d12 for HD rather than a d8. In addition, dire humanoids gain two additional HD due to their increased size and toughness.

Speed: With their increased size and strength, dire humanoids are swifter on foot than their civilized cousins. They gain a +10 foot bonus to their ground speed. Other movement modes remain unchanged.

AC: Dire humanoids gain a +2 natural AC bonus. If the base creature already has a bonus of this type, increase it by two.

Attacks: Dire humanoids are natural born fighters. Their base attack bonus equals their base HD.

Most dire humanoids fight without weapons, though they use them when they can find them. They gain claw and bite attacks that deal damage according to their size. A dire humanoid may make two claw attacks at its best base attack bonus and one bite at a -5 penalty. The Multiattack feat reduces the bite attack's penalty to -2. A dire humanoid that fights with weapons may still use its bite in addition to its armed attacks. These claw and bite attacks count as armed strikes.

Damage: The tables below summarize the dire humanoids' claw and bite damage.

Size	Bite Damage
Tiny	1d3
Small	1d4
Medium-size	1d6
Large	1d8
Huge	2d6
Gargantuan	2d8
Colossal	4d6

Size	Claw Damage
Tiny	1
Small	1d2
Medium-size	1d3
Large	1d4
Huge	1d6
Gargantuan	1d8
Colossal	2d6

Face/Reach: As base creature.

Special Qualities: Dire humanoids are granted the following special qualities.

Animal Instinct (Ex): As near-wild animals, dire humanoids rely on raw physical strength to overpower their enemies. When pressed in combat, they may rage as per the barbarian

class once per day. The dire humanoid draws on its instincts and will to survive to transform itself into a frothing berserker.

Hunter's Stealth (Ex): Long years of stalking prey grant dire humanoids improved ability to sneak up on opponents. They gain a +4 racial bonus to Hide and Move Silently checks. Furthermore, they may move up to full speed while using these skills without penalty.

Saves: As base creature.

Abilities: Dire humanoids gain +4 Strength, +2 Dexterity, +4 Constitution, -6 Intelligence, and -6 Charisma. Though tougher than their civilized counterparts, they are simple creatures often barely above animal intelligence.

Skills: Dire humanoids gain none of their base creature's skills. Instead, they have a total of 10 ranks +2/HD to spend on skills. They may spend ranks on the following skills:

Climb (Str), Concentration (Con), Escape Artist (Dex), Handle Animal (Cha), Heal (Wis), Hide (Dex), Intimidate (Cha), Intuit Direction (Wis), Jump (Str), Listen (Wis), Move Silently (Dex), Spot (Wis), Swim (Str), and Wilderness Lore (Wis).

Feats: Dire humanoids gain none of their base creature's feats. Instead, they gain one feat plus an additional one for every 4 HD.

Climate/Terrain: Typically wilderness and frontier forests, jungles, and mountains.

Organization: Tribe (6 - 24).

Challenge Rating: As base creature +1.

Treasure: Half standard.

Alignment: As base creature.

SWARM

A horde of goblins charges down a corridor to overwhelm a dwarf shield wall, heedless of the crossbow bolts that rip through their ranks. A mass of kobolds piles on to an adventurer in hopes of dragging him down to the ground to finish him with daggers, piling over the fallen as the warrior hacks at them. Sometimes, humanoid creatures use the sheer weight of their numbers to overwhelm enemies. Kobolds,



goblins, and other small creatures typically lack the skill and strength to equal an ogre, dwarf, or troll. Instead, they attack en masse and hope to wear down the enemy with successive, relentless attacks. The swarm template represents this. Unlike other templates that apply to a single creature, this template allows you to group large numbers of small creatures into one stat block. Strengthened by their numbers, these humanoids gain a few special attacks to use against adventurers.

CREATING A SWARM

"Swarm" is a template that may be added to any large group of humanoids, monstrous humanoids, animals, beasts, or vermin of size Small or less. The group must number at least 10 and consist of creatures of the same race. The group's creature type remains the same. It gains a few special attacks that allow it to use its great numbers to overwhelm outnumbered foes.

A swarm uses its base creature's characteristics except where noted below.

Size: A swarm's size is determined by its total number of creatures.

Creatures in Swarm	Size
10 – 20	Large
21 – 40	Huge
41 – 100	Colossal
100+	Gargantuan

Hit Dice: A swarm's HD equal half the total HD of its members. Compute its hit points based on this HD total and the swarm members' average Constitution modifier.

Initiative: Swarms are slow to react to new threats, giving them a -2 competence penalty to all Initiative rolls.

Speed: Swarms move at the speed of their slowest member.

AC: Swarms use the most common AC of their members. Note that a swarm's size modifies this AC.

Attacks: A swarm may make one slam attack against each creature within its threatened area. This attack is made at the base creature's attack bonus with a +4 modifier due to the massive number of attacks made by the swarm members.

Swarms with ranged attacks may make one attack at a +4 bonus for every 10 creatures in the swarm.

Damage: As base creature.

Face/Reach: Swarms use the following facings based on their size. A swarm's reach is always 5 feet.

Size	Face
Large	5 ft. by 10 ft.
Huge	10 ft. by 10 ft.
Gargantuan	10 ft. by 15 ft.
Colossal	20 ft. by 20 ft.

Special Attacks: Swarms gain the following special attack.

Entrapment (Ex): If a creature shares a space with a swarm, it must make an opposed Strength check to move that round. The swarm gains a +4 bonus to this check. On a failed check, the creature uses its move-equivalent action and may not move that round. Special modes of movement, such as flying, jumping, or levitation, ignore this check but may draw attacks of opportunity.

Moving through a swarm automatically draws two attacks at the swarm's base attack bonus for each 5-foot space moved. These attacks do not count against the swarm's attacks of opportunity or other actions for that round.

Overwhelm (Ex): If on the swarm's action an opponent stands fully within its area, it may attempt to overwhelm its opponent through sheer numbers. As a full attack action, the swarm makes a grapple attack against its enemy. This grapple draws an attack of opportunity, but if this strike hits the grapple is not ruined. The swarm gains the special size modifier for a grappler of its size. Furthermore, it applies this bonus to the touch attack made to grab an opponent rather than the normal size penalty to its attacks. While grappling, the swarm may damage its opponent using its standard attack but gaining four attacks per round. It may also pin its target. If it does this, the swarm gets six attacks per round against its pinned foe with an additional +4 bonus to attacks in addition to the +4 for attacking a pinned foe.

Swarming Charge (Ex): A swarm that uses a charge action may move into spaces occupied by enemies. Opponents surrounded in this manner may make attacks of opportunity against the swarm as they move over them. When the swarm moves over an opponent in this manner, it immediately makes a single attack with a +4 bonus and deals double damage on a hit. This attack counts as a standard armed attack. A swarm may take no more than one of these attacks against a creature per round. There is no limit to the total number of attacks a swarm may make in this manner.

If the swarm moves into a creature's space, it may stop there and leave its opponent within its area. See the entrapment special attack above.

Special Qualities: Swarms are granted the following special quality.

Strength in Numbers (Ex): Since a swarm is a large collection of small creatures, it gains some immunities to spells and shrinks as it takes damage. All spells that deal hit points of damage affect the swarm as normal. Spells that deal special effects, such as sleep, paralysis, or ability score damage, affect the swarm if they are area of effect spells that cover at least half of the swarm's area. *Hold person* has no effect on a swarm, while *sleep* may. When determin-

TABLE 8-1: HUMANOID SIZE PROGRESSION

Size	Hit Dice	Face	Reach	Cost
Tiny	1/4	2 1/2 ft. by 2 1/2 ft.	0 ft.	-100 CP
Small	1/2	5 ft. by 5 ft.	5 ft.	-50 CP
Medium-size	1	5 ft. by 5 ft.	5 ft.	—
Large	4	5 ft. by 5 ft.	10 ft.	+100 CP
Huge	8	10 ft. by 10 ft.	10 ft.	+200 CP
Gargantuan	16	15 ft. by 15 ft.	15 ft.	+400 CP
Colossal	32	20 ft. by 20 ft.	20 ft.	+800 CP

ing if a spell can affect a creature of the swarm's HD, use the total HD of its smallest member. For example, a swarm of kobolds could be affected by *color spray* even if the swarm as a whole has 20 HD. Spells that affect a total number of HD worth of creatures must affect at least three-quarters of the swarm's total HD to work against the swarm as a whole.

As a swarm takes damage, it shrinks in size. When a swarm is reduced to half its starting hit points, it drops one size level. When it is reduced to a quarter of its starting hit points, it drops another level. When brought to less than one-eighth its starting hit points, the swarm is considered destroyed. Its surviving component monsters automatically scatter.

Using a coup-de-grace against a swarm requires one full-round action for each 5 ft. by 5 ft. square the swarm occupies.

Saves: Swarms are easy to target with area effect spells, as their members trip over each other to evade a spell or explosion. Swarms suffer a -4 penalty to all Reflex saves.

Abilities: As base creature.

Skills: As base creature.

Feats: A swarm is too large and unwieldy to coordinate its actions well enough to make use of its feats.

Climate/Terrain: As base creature.

Challenge Rating: A swarm's CR equals the EL of its component creatures +1.

Treasure: As base creature.

Alignment: As base creature.

NEW HUMANOID AND MONSTROUS HUMANOID SPECIAL ATTACKS AND QUALITIES

Humanoids tend to lack special abilities or magical powers. Those that do have them feature minor, extraordinary abilities, spell resistance, and innate magical talents that are all covered in Chapter 1. When customizing humanoids and monstrous humanoids, the general abilities listed there more than cover your needs.

HUMANOID SIZE PROGRESSION

Most humanoid races have a progression listed as by character class, making it difficult to judge the effects of granting them more HD and incrementing their size. The table above summarizes the effects of increasing a humanoid or monstrous humanoid's size. Use the standard rules for adding additional HD to a creature.

A humanoid increased to size Large or greater or a monstrous humanoid increased to size Huge or greater can be changed to a giant, at the DM's discretion, gaining all giant traits.

Size: The new size for a humanoid.

Hit Dice: Multiply the base creature's HD by this value to determine the minimum HD it should have to reach the listed size.

Face: The base face for a creature of the listed size.

Reach: The base reach for a creature of the listed size.



EXPERIMENTAL CREATURES

The new rules presented here cover the magical creation of new humanoid species. Unlike the monster creation rules, these guidelines are focused on modifying humanoid species that have few abilities of their own and serve best as long term enemies who grow in power via class levels over the course of a game. Fantasy literature is rife with instances of wizards creating new life forms to serve them as slaves and warriors. The rules presented here allow an evil spellcaster to develop humanoid life and bend it to his needs.

To create an experimental creature, a character must select the following feat:

ARCANE SURGEON [ITEM CREATION]

Your study of magic combined with your knowledge of nature, biology, and medicine allows you to construct living creatures from parts derived from and added to humanoid creatures. You stitch a viper's fangs into an orc's mouth, add gills to a human, or increase a gnoll's muscle mass by implanting organs taken from a carnivorous ape.

Prerequisite: Arcane spellcaster level 7+, Heal skill (5 ranks), Knowledge (arcana) (12 ranks), non-good alignment.

Benefit: You may modify living creatures using the system outlined below.

OVERVIEW

A caster must pick the new options he wishes to grant to a humanoid from the lists given below. These options work much like the special abilities detailed in Chapter 1 and in each creature-type chapter of this book. If you want to create a new humanoid for your campaign, the process works exactly as modifying a creature with new special abilities. If a character or NPC undertakes this process, he must then calculate the time and money needed to complete the modification.

Characters may opt to receive these abilities. If they choose to do so, they must pay twice the listed cost to pay a surgeon to modify them. In a campaign world where such modifications are common, an entire guild and industry could grow around custom-designed body modifications.

After picking out modifications, the arcane surgeon must then make a Heal check to successfully operate on his patient. A failure indicates a mishap. Full details for this process are given after the feature descriptions.

CREATURE MODIFICATION

When applying these changes to a humanoid, do not increment its HD as suggested in Chapter 1. The changes listed here are not radical enough to justify increasing both a creature's CR and its HD. None of them replicate attacks or spells. Each feature lists a CR modifier, the research cost paid by the arcane surgeon, and the market price for the package. Since the CP costs are paid by an existing creature, simply keep track of all modifications and adjust a creature's CR as soon as it gains enough modifications to warrant an increase.

Arctic Package: Creatures granted organs and traits taken from arctic animals receive cold resistance 5 and a +2 natural armor bonus due to thick fur. Polar bears, frost worms, and remorhazes all provide body parts necessary for these creatures.

Absolute Cost: 25 CP; *Research Cost:* 4,000 gp; *Market Price:* 8,000 gp.

Claws: By mounting steel razors on the upper ends of a humanoid's hands, a surgeon can grant an otherwise unarmed creature a useful natural attack. Creatures with this ability may attack twice per round with their claws at their normal attack bonus if they do not wield a weapon. They count as armed when fighting in this manner and deal damage according to the table below.

Size	Claw Damage
Small	1d3
Medium-size	1d4
Large	1d6
Huge	1d8

Absolute Cost: 25 CP; *Research Cost:* 2,000 gp; *Market Price:* 4,000 gp.

Fangs: Removing a humanoid's natural, simple teeth and replacing them with fangs taken from a great cat, serpent, or other creature allows it to bite in combat. It may fight with a weapon at its normal bonus and bite at a -5 penalty, or bite at its full attack bonus if it takes no other attacks. The Multiattack feat reduces the penalty to -2. A humanoid with this feature may be given a poison attack as per Chapter 1.

Size	Bite Damage
Small	1d3
Medium-size	1d4
Large	1d6
Huge	1d8

Absolute Cost: 25 CP; *Research Cost:* 1,200 gp; *Market Price:* 2,400 gp.

Horns: Careful modifications of the skull allow an experienced surgeon to add a pair of long, powerful horns to a humanoid. The creature may make a gore attack once per round that deals damage based on its size. Furthermore, if it charges into combat and attacks with its horns, it deals double damage. Only creatures of the sizes listed on the table below may gain this ability. A humanoid with this ability may attack with its horns at a -5 penalty in addition to fighting with its normal weapons. The Multiattack feat reduces this penalty to -2.

Size	Horn Damage
Medium-size	1d6
Large	1d8
Huge	2d6



Absolute Cost: 25 CP; *Research Cost:* 1,500 gp; *Market Price:* 3,000 gp.

Piscine Package: Using gills, flippers, fins, and other parts taken from water-going creatures, an arcane surgeon can grant a humanoid the ability to breathe underwater and gain a swim speed equal to one half its base speed.

Absolute Cost: 50 CP; *Research Cost:* 1,000 gp; *Market Price:* 2,000 gp.

Scales: Starting with the hide of a crocodile, rhino, or other thick-skinned creature, a surgeon can transplant fresh skin onto a humanoid in order to grant it improved protection from attacks. The recipient of this procedure gains a +4 natural armor bonus.

Absolute Cost: 50 CP; *Research Cost:* 16,000 gp; *Market Price:* 32,000 gp.

Scent: Alterations to the olfactory nerve can grant a humanoid the ability to track by scent much like a bloodhound or similar animal. A creature with this feature gains the scent special ability.

Absolute Cost: 25 CP; *Research Cost:* 2,000 gp; *Market Price:* 4,000 gp.

TABLE 8-2: ABILITY MODIFICATION COSTS

Stat Bonus	Research Cost	Market Cost	CR
+1	2,000 gp	4,000 gp	+1/10
+2	4,000 gp	8,000 gp	+1/5
+3	7,000 gp	14,000 gp	+3/10
+4	10,000 gp	20,000 gp	+1/2
+5	15,000 gp	30,000 gp	+2/3
+6	20,000 gp	40,000 gp	+1

Wings: The most complicated procedure possible under these rules, the surgeon transplants wings taken from a harpy, giant bat, or similar creature and implants them into a humanoid's back. The creature may fly at twice its base speed with a maneuverability class of clumsy. Its wingspan equals 10 feet.

Absolute Cost: 100 CP; *Research Cost:* 5,000 gp; *Market Price:* 10,000 gp.

ABILITY MODIFICATIONS

The process of altering a humanoid can also extend to granting it better reflexes, greater muscle mass, and a heartier form. A creature's Strength, Dexterity, and Constitution may all be increased by paying the costs listed below. Intelligence, Wisdom, and Charisma cannot be modified in this manner.

Table 8-2 lists the base cost for a total bonus. A creature that buys a +2 bonus and later opts for a +4 bonus must pay the full price, even though the bonuses do not stack. Buying a smaller bonus does not serve as a down payment on a later upgrade. Increases beyond +6 are not possible with these procedures.

SURGERY AND MODIFICATION RESULTS

The base Heal DC to implement a set of modifications is 10 + the total research cost of the modifications divided by 1,000. It takes one day of work for every 2,000 gp, or fraction thereof, in the total research cost of the treatments, during which the subject can do absolutely nothing other than endure his treatment.

Failed treatments have the potential to scar the subject permanently. On a failed roll, the subject must make a Fortitude save with a DC equal to the Heal check DC. On a failed

save, the subject permanently loses 1d4 points from a random ability. This score becomes the character's new maximum and cannot be restored with any magic short of a *wish*. The arcane processes behind these treatments subvert and alter the subject's fundamental nature.

SAMPLE CREATURE: BROLGASH'S ORCS

The half-orc archmage Brolgash has labored long and hard to produce these beasts, the pinnacle of orckind. Crafted from raw biological materials, he now harvests them in the caves beneath his tower and plans to unleash them on the world. Granting them great horns, sharp claws, and thick, tough hides, they rely on their natural weapons to overwhelm foes.

Brolgash's Orcs: CR 2; Large humanoid; HD 4d8; hp 18; Init +0; Spd 20 ft. (scale mail); base 30 ft.; AC 18 (+4 scale mail, +4 natural); Atk +5 melee (1d6+2, 2 claws), +3 melee (1d8+1, horns); Reach 10 ft.; SA Charge (double damage with horns); SQ Darkvision 60 ft., light sensitivity, body modifications (horns, claws, scales); SV Fort +4, Ref +1, Will +0; Str 15, Dex 10, Con 11, Int 9, Wis 8, Cha 8.

Skills: Listen +2, Spot +2, Wilderness Lore +2.
Feats: Multiattack.

CHAPTER NINE

OUTSIDERS

Hailing from realms, dimensions, and planar domains far beyond the mortal realm, outsiders are worthy opponents for high level characters and deadly enemies for those of lesser skill and power. Outsiders comprise a broad range of creatures, from unthinking, horrid chaos beasts and wily, scheming demons to heroic, crusading celestials. Most outsiders have a strong connection to a specific alignment type, elemental energy, or other theme. Alignment in particular is important to these creatures, as many act as servants to gods, demon princes, and other powerful figures. In the core d20 system rules, the following creatures fall into this category: aasimar, achainrai, arrowhawk, azer, barghest, celestials, chaos beast, couatl, demons, devils, formian, genie, hell hound, howler, lillend, mephits, night hag, nightmare, rakshasa, rast, ravid, salamander, shadow mastiff, slaadi, tiefling, titan, tojanida, triton, xill, xorn, and yeth hound.

The advice given in this chapter focuses on evil outsiders. While celestials and other good outsiders have a place in campaigns as allies, advisors, and friendly NPCs, this tome focuses on creating and modifying monsters. Most of the abilities in this book are tailored to serve creatures that fight against, rather than with, the characters.

BUILDING OUTSIDERS

Many outsiders are formidable opponents without class levels or feats specifically designed for their use. They combine good combat skills with a plethora of magical abilities, operating much like a fighter-wizard combination. Even the least powerful outsiders, such as hell hounds and howlers, can pose difficulties to low-level characters when encountered alone and high level ones when used to support a powerful creature or used in great numbers. Since these creatures have access to supernatural and spell-like abilities, even with relatively poor base attack bonuses they can still injure and threaten powerful characters.

CLASSES

Most outsiders have a CR ranging from 3 to 13, with most falling between 5 and 9. Thus, outsiders generally cannot take on too many class levels unless you have a game with very powerful characters. Generally speaking, feats and special abilities are much more useful for these creatures anyway, since they have solid combat skills and magical abilities to start with. A blue slaad that can cast *lightning bolt* at will has little use for 1st-level



arcane spells. When selecting a class for an outsider, in most cases it is best to select those that grant an outsider a few good, useful abilities at 1st level.

Barbarian is an excellent class for outsiders that excel in combat. At 1st level, this class grants its members improved speed and the ability to rage once per day. Since a monster normally appears in an adventure for one combat, gaining more uses of rage grants little to an outsider. For the cost of a +1 modifier to CR, the barbarian class offers some useful abilities without pushing an outsider beyond the capabilities of the player characters. This option is a great choice for outsiders that fight on their own or those that rely on melee ability rather than magic or spell-like abilities.

Bard is another class that grants some useful abilities to an outsider at 1st level. Since the bardic music ability is determined by a creature's ranks in Perform rather than its level, a bard outsider can gain this class's abilities by investing the skill ranks it gains based on its HD into Perform. Simply juggle the creature's skill ranks, and you can quickly build it into a formidable opponent without ratcheting up its challenge rating. However, since the bard's

forte is supporting other creatures, it is best to opt for this class when designing a group of outsiders, such as a gang of demons or slaad.

The spellcasting classes generally represent poor choices for outsiders. Unless the characters are 15th level or above, most outsiders have too high a base challenge rating to take on enough wizard, cleric, or sorcerer class levels to truly enhance their abilities. Most outsiders have innate magical abilities that are the equivalent of 2nd, 3rd, or higher level spells. Thus, adding on a few 1st-level spells makes little difference for these creatures. Unless you want to fill a few gaps that the creature's innate talents do not cover, such as defensive spells or detection abilities, the spellcasting classes simply do not offer enough additional power to outsiders.

Normally, rogue is a poor choice for outsiders. These creatures are generally too powerful to be found in large groups. However, those outsiders that can *teleport* at will, use *invisibility*, or otherwise have innate talents that grant them improved mobility or stealth capabilities work quite well with the rogue class. A vroock with a few rogue levels can *teleport* into a flanking position. Generally speaking, any outsider with

spell-like abilities that include illusions, spells designed to hide the creature, or teleportation abilities are good candidates for the rogue class. Even one or two levels can make a creature a more effective combatant.

The fighter class is a solid choice for outsiders whose alignment prevents them from taking levels in barbarian or for those that need a few extra feats and armor proficiency to improve their abilities. Outsiders that need additional defensive abilities, rather than an added offensive punch, should take levels in fighter rather than barbarian.

Of the standard prestige classes, blackguard and assassin both make excellent choices. Remember, a creature does not have to fulfill a prestige class's requirements through level advancement. Powerful outsiders may naturally have the base attack bonus, skills, and feats to join a prestige class. The assassin's death attack is a deadly combination with some outsiders' ability to *teleport without error* or employ similar magic to quickly move from place to place. An outsider could observe its victim from a safe distance before using magic to spring its attack.

FEATS

With their copious spell-like abilities, Combat Casting is an almost required feat for most outsiders. Without these abilities, most demons and devils are little more than middling combatants for their CR. Only through the creative and frequent use of their abilities can these creatures live up to their billing as some of the most dangerous monsters in the game.

Since an outsider must often fight on its own against a party of adventurers, skills that enhance its defensive abilities help prolong encounters and give them more chances to use their abilities. Dodge and Mobility both improve an outsider's AC. Spring Attack is also a good choice, though outsiders with flight and *teleport* abilities may not find much use for it.

Outsiders tend to have high Intelligence scores, especially demons and devils. For these creatures, Expertise and the feats associated with it can make the difference between an average combat encounter and a daunting one. Improved Trip allows outsiders, especially

Large ones, to gain an extra attack while inflicting an AC penalty on their foe. Furthermore, high level fighters and barbarians are stuck either wasting an action standing up or using the full attack action at a steep penalty.

Spell Focus can be quite useful for outsiders, even ones that lack levels in a spellcasting class. Outsiders that rely on spell-like abilities can use this feat to boost the save DCs of their talents.

Any outsider that relies on its natural attacks, such as claws and a bite, should take Multiattack to help reduce the penalty for attacking with a secondary, natural weapon. Some of the outsiders that rely on such attacks do not take this feat as a default selection. If you want to optimize such creatures for combat, drop one of their current feats in favor of Multiattack. Power Attack, Cleave, and similar feats rarely prove useful against the characters.

Feats that provide improved saving throws are good choices for outsiders that have an alignment subtype. These creatures are often particularly vulnerable to divine spells and effects that are tuned to deal extra damage to alignments opposite of the caster's. Since most PC clerics are good, evil outsiders such as devils and demons are prime targets for these spells. However, in many cases outsiders have spell resistance to deal with magic. These feats are best suited to creatures that lack SR or expect to face multiple PC spellcasters.

SKILLS

Just as Combat Casting is a handy feat for outsiders, Concentration is normally a skill they should focus on. Unless the outsider focuses exclusively on melee combat, chances are it has a few special abilities that duplicate spells. When caught in melee, the Concentration skill can prove critical to using an outsider to its full potential.

Bluff is a good skill for any outsider that wishes to act as a tempter, bargainer, or fill some other social role. Most outsiders are smart enough to negotiate with their enemies when the tide turns against them.

Most other skills fail to offer anything truly useful to an outsider. Creatures with innate spell abilities can use those to



supercede skills such as Hide or Tumble. Outsiders without such talents tend to rely on their melee ability, leaving skills a distinctly secondary concern in their design.

EQUIPMENT

Since outsiders have powerful attacks and spell-like abilities, most mundane equipment offers them few additional benefits. Normal weapons rarely do more damage than their natural attacks, while alchemical items only rarely prove better than their innate spell-like abilities.

Unless an outsider takes levels in classes such as fighter, cleric, or others that grant armor proficiency, most of these creatures must use feat selections to get the most out of armor and shields. Most outsiders rely on natural and Dexterity AC modifiers, making armor and shield a good choice for those that expect to wade into melee. While this investment may burn a few feats, it can prove an invaluable design choice for outsiders that must stand alone against an entire party or that need to keep the combat-focused PCs busy while other monsters rain spells and magic upon the party.

MAGIC ITEMS

Many of the most powerful outsiders are generally humanoid in form. Thus, they can use the full range of magic items produced and used by the player character races.

Some outsiders, such as azers and barbazus, normally fight with melee weapons rather than natural attacks. Naturally, you should outfit such monsters with masterwork weapons and magical armaments. When allocating treasure, invest the gp value of items the creatures guard into weapons they can use. A masterwork weapon is a lot handier for a creature than a few hundred gold pieces socked away in a burlap sack.

When picking magic weapons for an outsider, weapons that reflect that creature's alignment and abilities make sense for two reasons. First, they form a cohesive, believable theme for a creature. It makes sense that a race of fire creatures would wield blades wreathed in magical flame. Second, it makes sense that a creature carries weapons that bear little threat to it. A society of outsiders, particularly a lawful one, would prefer not to put weapons in their ene-

mies' hands that could prove to be a threat. Furthermore, a demon lord or devil prince would much prefer its followers be armed with weapons that cannot be turned against it should they revolt. Thus, outsiders that are immune to fire wield *flaming* or *flaming burst* weapons, while evil creatures bear *unholy* blades.

Armor, on the other hand, should reflect a creature's shortcomings. An outsider susceptible to fire attacks or another particular energy type should be equipped with *resistance* armor keyed to its vulnerabilities. Armor that merely duplicates an outsider's standard abilities, such as *invulnerability*, is generally a waste of resources.

For similar reasons, many wondrous items offer little to an outsider. While it may seem obvious, be sure to pick out items that enhance an outsider's abilities rather than duplicate them. An outsider should be able to get some use out of its treasure. *Bracers of armor*, *cloaks of resistance*, and similar items that provide defensive bonuses help fortify powerful outsiders and usually have low market values, making them accessible to all but the lowest CR creatures.

SPELLS

Many outsiders have innate spell abilities, superceding most arcane and divine spells they can gain via character levels. However, not every outsider enjoys such special abilities. For such creations, magic and levels in spellcasting character classes can improve their abilities and turn them into threats against higher level parties. Outsiders with at-will abilities such as *fly*, *invisibility*, or *levitation* are excellent candidates for casting ability, especially low-CR ones such as an imp or quasit. For such creatures, focus on spells that allow them to keep their defensive magic intact. For instance, a creature under the effects of *invisibility* cannot use magic or attacks that directly threaten an opponent. Thus, creatures that can use *invisibility* at will should focus on spells that present indirect damage for the characters. *Summon monster* fits that requirement perfectly. Its one round casting time is neatly offset by the caster's concealment and the spell's effects do not count as a direct attack. *Animate rope* is an oft-overlooked 1st-level spell that can hamper a character without breaking *invisibility*, since the spell's effects are targeted against the rope

rather than the target it attempts to entangle. In addition to offensive spells, those that improve the fighting ability of other creatures, such as *bull's strength*, *mage armor*, and *haste* make an encounter more dangerous. The invisible caster can give his allies a boost without fear of drawing too much attention from the characters.

Area effect spells that play into an outsider's immunities or resistances can help catch the characters off guard. For example, a mob of outsiders immune to fire can leap into melee and effortlessly absorb the *fireballs* their allied wizard launches at the party. Some players think wizards pose less of a threat against characters in melee or surrounded by enemies. After all, a wizard cannot sling *cones of cold* into the party's midst. If the monsters are capable of absorbing spells without harm, they should take that into account when casting.

Spells that grant extra hit points are particularly useful to outsiders, especially if you plan on using one powerful demon or devil against the characters. Since outsiders have so many special abilities, they tend to have fewer HD compared to other creatures of the same CR. For example, a CR 5 troll has 63 hit points on average, compared to 32 for a CR 6 osyluth. To keep these creatures around for as many rounds as possible, spells such as *endurance*, *shield*, and *blur* preserve outsiders and allow them additional rounds to use their spell-like abilities against the characters.

The spell-like ability to *teleport without error* is often overlooked or misused by DMs. This spell grants demons and devils almost perfect mobility. They can easily bypass defensive positions, fighters or paladins who seek to protect a wizard, and other obstacles. In a dungeon environment, allow creatures with this ability to thoroughly inspect their surroundings. Unless a demon or devil is newly arrived, they more than likely understand their own abilities and study a few, select locations they can teleport to in order to ambush or flank intruders.

OPTIONAL SPELLCASTING RULES

Outsiders are typically marked by a strong connection to an alignment or elemental subtype. As such, when using spells tied to their nature they enjoy greater power and flexibility compared to mundane casters. If an outsider shares a descriptor with a spell it

casts, the outsider gains +1 to his caster level for determining the spell's range, effects, and other variable features. Due to its affinity with magical energies of its specific nature, the outsider can more easily summon and shape the forces that comprise the spell.

OUTSIDER PRESTIGE CLASS

The godling presents a unique spin on the prestige class mechanic. Rather than rely on XP to gain power, the godling must convert mortals to its worship. Powerful demons, devils, and other planar entities can sometimes convert a tribe of primitive humanoids or a small sect of civilized folk to its worship. Ignorant of their patron's true nature as a minor servant of evil, they worship him like a god and through their devotion grant him more power. In many ways, this prestige class acts as a template with a series of staged power levels that you can increment to reflect an outsider's growing body of worshippers.

GODLING

A godling is an outsider that manages to grow a small cult or sect around its worship. These creatures, often demons or devils who have fled their realm or have designs on the mortal plane, grant favors, magical abilities, and blessings to their worshippers. In turn, their followers' belief and faith allows them to slowly gather tremendous power. Minor godlings gain the ability to grant their followers supernatural powers and abilities. Their priests gain divine spellcasting abilities and capabilities that mirror their own talents. Furthermore, the godling learns to use his personality to overwhelm and cow others. At the highest levels of this class, the godling gains tremendous magical abilities, the capacity to create an avatar, and near-immortality.

SPECIAL NOTE

The godling is not a prestige class in the traditional sense of the concept. Rather, it serves as a convenient tool for use in creating demonic cults, devil worshippers, and other small, fanatical religions. As the godling gains power, so too do his key followers. Thus, you can use this prestige class to track the rise and fall of a cult that opposes the characters in their adventures. When the characters finally stand directly against the object of the cult's worship, this class allows them to battle a truly epic, pow-

erful creature. Thus, this class is not balanced against traditional prestige classes.

Godlings do not gain levels in the traditional sense. Instead, assign levels in this prestige class based on the abilities, powers, and talents you wish to grant to a godling. Chances are that you wish to run a few adventures against the godling's followers before the characters face off against the outsider itself. Thus, simply pick a level that fits with your plans for the campaign. Godlings can gain or lose power as their cult waxes and wanes. Alter the being's level in this class over the course of the campaign in order to fit in with game developments. No hard and fast guidelines link a cult's size and accomplishments to the godling's level. As DM, you should alter its level and abilities based on what happens in the game, the CR of encounters you need to create, and the role you want a cult to play in your campaign. For example, just because the characters unroot and destroy a cult cell does not mean that the cult, in the grand scheme of things, loses power. Perhaps in a city on the other side of the continent the cult gains dozens of new members and overthrows a baron. The rules presented here are designed to answer to your needs and desires, not force you into a corner or hijack your campaign.

Godlings and Your Campaign: The godling prestige class is designed to model the rise of a creature from relatively mundane origins to pseudo-godlike status. You can construct an entire campaign around the characters' efforts to crush an evil cult. With each victory or defeat the characters experience, alter the godling's level downward (if the PCs are victorious) or upward (if the cult withstands their efforts). As the campaign builds to the climax of a showdown with the godling, the power and nature of the being they face is determined in part by the results of their crusade against it.

Player Characters and Godlings: Rules for allowing PCs to take levels in this class and start the road to divinity are beyond the scope of this book. However, you may wish to allow a PC to join a cult and worship a benevolent godling. In this case, the PC may call upon his godling's aid in the form of the Divine Aura skill. However, each time a PC calls on his god and receives aid through its use of Divine Aura, the PC must sacrifice 500 gp worth of materials or 250 XP to his deity. The minor gods take

pains to protect their followers, but their aid comes at a price.

Hit Die: d10.

REQUIREMENTS

To become a godling, a character must fulfill all the following criteria:

Charisma 13+.

Creature Type: Outsider or spellcaster level 10+.

Special: Gain a cult dedicated to your worship that has at least 100 total members. After two years of existence, this cult's worship and prayer lends the godling limited divine powers and full access to this class.

CLASS SKILLS

The godling's class skills (and the key ability for each) are Bluff (Cha), Concentration (Con), Diplomacy (Cha), Divine Aura (Cha, exclusive skill) Intimidate (Cha), Knowledge (any) (Int), Perform (Cha), Scry (Int), Sense Motive (Wis), Speak Language (None), and Spellcraft (Int). Divine Aura is a new skill detailed below.

Skill Points at Each Level: 4 + Int modifier.

DIVINE AURA (CHA; TRAINED ONLY; GODLING ONLY)

As a godling gains worshippers and draws power from their devotion, he gains the ability to inspire his followers and strike terror into his foes. Divine Aura represents the godling's ability to draw on his status to influence others and alter his environment and the planar realms. As a godling gains in power, he develops a whole new set of abilities that are far beyond those typically available to mundane beings. This skill measures his talent for manipulating the divine energies that grow as his followers gain in number and power.

Check: Divine Aura has a variety of uses, each with a different DC. Each of the uses and their associated rules are detailed below.

Aid Worshipper: Unlike true divine beings, godlings rarely have more than a few priests who tend to their faith. Thus, they have a vested interest in directly aiding them whenever possible. However, godlings are loathe to appear on the material plane with any regularity, as over time such visits draw the attention of powerful beings on both the material and



divine planes. Instead, the godling attempts to focus his nascent divine powers to alter reality in his followers' favor. The godling may attempt a Divine Aura check (DC 10) to grant a specific follower who is at least a 2nd-level cleric a +1 divine bonus to attacks, saves, and skill checks for one hour. The godling may attempt to use Divine Aura in this manner once per hour for each of his eligible followers.

Blessings for the Faithful: Unlike normal divine beings, godlings have a vested interest in even the least of their followers. One small congregation can mean the difference between ascension to the next divine circle and a tumble back to mortality. Once per day, the godling may attempt to channel divine energy that mends their wounds. With a successful Divine Aura check (DC 15) the godling grants all followers within a 60 ft. spread of a single point on the material plane a burst of energy that serves as a *cure light wounds* spell cast by a 1st-level cleric. Only those who worship the godling gain the benefits of this spell.

Death Curse: If a cleric of 5th level or higher in the godling's service dies in combat, the godling may make a Divine Aura check (DC 25) to place a death curse on his slayer. Treat this as a *bestow curse* spell cast by a 12th-level cleric.

Divine Intervention: Once per week, the godling may use a single cleric spell of up to 5th level against his cult's enemies. The highest level cleric of a sect, cult, or cell must use a free action to call upon his god's name. The godling must make a Divine Aura check (DC 20 + 2 x the spell's level) in order to cast the spell. Treat the godling as a 10th-level caster who may target the spell as if the high priest who called his name cast it.

Inspire Fanaticism: When faced with crusaders who seek to destroy his followers, the godling can whisper encouragement, promises of reward, and other thoughts into his mundane followers' ears. Once per day, the godling may make a Divine Aura check (DC 15) to inspire fanatic rage in his followers. He may affect up to five times his level of HD worth of followers with this ability, which acts just like the barbarian's class ability.

Protecting Hands: In a dire situation that threatens the life of a key follower, the godling may attempt to open a rift from his planar realm to

the material plane in order to snatch his most powerful followers from harm's way. Once per week, the godling may attempt a Divine Aura check (DC 15) to use *teleport without error* on one of his followers who is a 5th-level or higher cleric. The godling only uses this power if his follower is in danger and can only use his home plane, temples, and other cult sites as destinations. The godling could not use this ability to send an assassin into the king's bedchambers.

Smite the Heretic: If five or more of the godling's followers spend a standard action to beseech him for aid against their enemies, he may make a Divine Aura check (DC 10) to direct a bolt of energy against a randomly determined enemy they face in combat. This bolt deals damage as a *cause light wounds* spell cast by a 1st-level cleric. The godling must succeed at a ranged touch attack to hit his target.

Retry: To a limited extent, yes. The godling is given a cap on the number of times he may use each of these abilities. On a failed check, the godling may try again in one hour.

Special: Godlings may only purchase ranks in this skill from those granted to them by this prestige class. A godling may never spend ranks from other classes on this skill.

Godlings may only take 10 or 20 on this check if the worshipper whom they wish to aid is capable of doing so on skill checks of their own. Normally, cultists gather in worship to contact their god and beseech him to use his talents. In this manner, a godling displays his divinity and gains more followers.

If the godling is in the physical presence of his followers, he gains a +10 circumstance bonus to all checks made with this skill.

When a godling uses this skill, he must make a divine manifestation on a successful check. He could appear in spectral form to rally his followers, create a clawed hand that reaches through a dimensional rift to carry off an imperiled high priest, and so forth.

Divine Aura in Your Game: This skill is meant to reflect the influence of a demonic being on its personal cult. While a major deity such as Thor is too busy dealing with more pressing matters to attend to his individual

GODLING

Level	Base Attack	Fort	Ref	Will	Special
1	+1	+2	+2	+2	Divine power, watchful eye, object of worship
2	+2	+3	+3	+3	
3	+3	+3	+3	+3	Divine immunities
4	+4	+4	+4	+4	Divine resistance
5	+5	+4	+4	+4	Greater blessings
6	+6	+5	+5	+5	Piercing eye
7	+7	+5	+5	+5	Weapon of judgment
8	+8	+6	+6	+6	
9	+9	+6	+6	+6	
10	+10	+7	+7	+7	Supreme blessings

worshippers, a minor demon with a few dozen cultists has both the resources and energy necessary to closely shepherd his followers. This skill should be used to help give cultists an edge against the characters. Furthermore, it helps give the players a sense that their characters can directly confront powerful, evil creatures even at low levels. While battling a group of cultists, they can witness the godling's interference and realize the true extent of their enemies' influence.

When you opt to allow a godling to use these skills to support its followers in an encounter, factor into the EL the addition of a creature whose level equals one-quarter of the godling's level in this class. The godling's abilities enhance his followers but they rarely give them a devastating edge.

Optional Rule: You may decide that the abilities granted by the godling prestige class do not fit in with your conception of how divinity works or the nature of a godlike being. For example, this class does not grant arcane spell-casting abilities and could weaken a lich or similar creature. You may opt to grant a powerful creature the Divine Aura skill and allow it to treat it as a class skill without giving it levels in this class. In this case, judge how many ranks in this skill you wish to grant a being based on its power and prestige in your campaign.

CLASS FEATURES

All of the following are class features of the godling prestige class.

Weapon and Armor Proficiency: Godlings gain proficiency with all armor, shields, and simple and martial weapons. In addition, the

godling may designate one weapon as its chosen armament. The godling gains the appropriate proficiency feat, Weapon Focus, and Weapon Specialization with this weapon.

Divine Power (Sp): Buoyed and supported by his worshippers' prayers, the godling begins to develop divine abilities that allow him to lend aid to his worshippers and defend himself from crusaders. With each level gained in this prestige class, the godling may choose any cleric spell of a level equal to or less than his level in this prestige class. The godling may use that spell once per day, with a caster level equal to his total HD. His caster level for these abilities equals twice his level in this prestige class.

Watchful Eye (Sp): To help aid his nascent cult, the godling gains the ability to cast *scrying* as a 20th-level sorcerer at will. However, he may only use this ability to view ground consecrated to his worship.

Object of Worship (Su): At 1st level, the godling has finally accumulated enough divine energy from his cult's followers to take the first step to godhood. He may now grant cleric spells to his priests. The maximum spell level his clerics may use equals his level in this class. Furthermore, the godling may select two domains associated with his cause that his clerics may choose to gain access to.

Divine Immunities (Ex): At 3rd level, the godling begins to develop immunities to many forms of magic and mundane threats. He gains immunity to poisons, all disease (including magical ones), mind-influencing effects, and death effects.

Divine Resistance (Ex): At 4th level, the godling gains spell resistance equal to 10 + his level in this class + his Charisma modifier. If the godling already has SR, he gains a bonus to it equal to half his level in this class.

Greater Blessings (Sp): As the godling's cult grows, he may now use his minor miracles more often. When using cleric spells granted by the divine power class ability, he may use any spell he selected of 3rd level or lower three times per day.

Piercing Eye (Sp): The godling's ability to peer into the material plane improves as the ranks of his worshippers swell. He may now use his ever-watching eye ability three times per day to view any location as per the *scrying* spell description.

Weapon of Judgement: Most deities and other divine figures are associated with a specific, named weapon. At 7th level, the godling's chosen weapon (as per Weapon and Armor Proficiency above) is granted a name and counts as a +6 weapon. These bonuses may be spent on weapon enhancements, such as *flaming burst*, or an enhancement bonus. If the godling is killed, this weapon crumbles into ash.

Supreme Blessings (Sp): At 10th level, the godling gains the ability to use all of the cleric spells gained through his divine power ability at least three times per day. He may use spells of 3rd level or lower five times each. With his first stage of ascension to godhood, arch-devildom, or demon lordship completed, the godling now begins the arduous task of ascending to the next strata of divine power.

OUTSIDER FEATS

The feats presented here are designed to take advantage of the unique abilities possessed by many outsiders. They either draw upon the outsider's origin or enhance supernatural or spell-like abilities common to these creatures.

CLOAK ALIGNMENT [GENERAL]

Many outsiders are closely tied to a specific alignment type, be it good, evil, law, or chaos. While they radiate an aura appropriate to their abilities, some learn to mask this signature in order to conceal their true natures. These beings understand the magical and elemental underpinnings of alignment due to their otherworldly nature and arcane studies.

Prerequisite: Outsider, chaos, evil, good, or law subtype.

Benefit: When an outsider with this feat is targeted with a spell, supernatural ability, or spell-like effect that would reveal its alignment, the creature is allowed a Will save (DC 10 + spell level + caster's attribute modifier, if applicable) to conceal its nature. On a successful save, the spell or ability fails to detect anything and automatically fails if used again for the next 24 hours. Note that this feat does not give a false result, such as falsely revealing an evil creature as good. It simply gives the user no information.

FEARSOME BEARING [GENERAL]

Outsiders' alien appearance combined with the many myths, legends, and stories of their ferocity combine to strike terror into the hearts of mortals they meet.

Prerequisite: Charisma 13+, Intimidate skill, Outsider.

Benefit: Once per combat as a free action, the outsider may make an Intimidate check. Any creature with half or fewer HD than the outsider must make a Will save (DC equal to the Intimidate check result) or suffer a -2 morale penalty to all attacks for the encounter's duration or until the outsider flees or is defeated.

GATE ATTACK [GENERAL]

Outsiders that rely on summoning allies and reinforcements sometimes practice their ability to such an extent that they can deliver their summoned minions onto the battlefield in a tactically advantageous manner.

Prerequisite: Ability to summon allied creatures as an innate ability.

Benefit: When using an innate ability to call an ally, those allies gain the pounce special attack on their first action in the encounter. Pounce allows a creature to use a full attack action even if it used a movement action, such as charging, during its round. The summoning creature opens a gate in such a manner that its allies may leap upon its enemies and attack in one motion. For example, the summoned creatures may appear above their foes or attack from an unexpected direction.



MIND WHISPERS [GENERAL]

Using its telepathic powers, a creature delivers a long, whispered malediction against its opponent. This distracts and frightens his foe, hindering his efforts in battle.

Prerequisite: Intimidate skill, telepathy.

Benefit: Once per encounter, a telepathic creature may use a free action on two consecutive rounds to whisper taunts and threats into an opponent's mind. On the creature's action after those two rounds, the victim must make a Will save opposed by the creature's Intimidate check or suffer a -2 morale penalty to attacks. This ability counts as a fear effect.

TELEPORT ATTACK [GENERAL]

Many outsiders have the ability to *teleport* at will, allowing them to journey across the planes with ease. Such creatures that regularly engage in battle learn to use this talent to out-flank opponents and catch them by surprise.

Prerequisite: Ability to *teleport* via spell or innate ability.

Benefit: A creature may use its *teleport* ability

to appear next to an opponent and deal a surprise attack against its foe. When using a standard action to teleport, the creature is allowed to take a partial action to make a melee attack, and only a melee attack, after arriving at a destination that is within its line of sight. The target of this attack loses his Dexterity bonus to AC. This partial action is in place of the creature's normal move-equivalent one.

Special: This feat requires the creature to use a standard action to teleport. Thus, the creature cannot take a five-foot step, teleport, then use this feat. You may only make a five-foot step as part of a full-round action.

OUTSIDER TEMPLATE

The templates presented here allow you to create a new type of evil outsider that uses its abilities to subvert and control mortals.

POSSESSING

Demonic possession and diabolic influence are two of the greatest threats that evil outsiders pose to mortals on the material plane. Some evil outsiders have the ability to assume an incorporeal form. While in this state,

they can overpower a mortal's conscious being and seize control of his body. In this guise, the possessor commits great evil while hiding behind the facade of his victim's name, reputation, and outward appearance.

CREATING A POSSESSING OUTSIDER

"Possessing" is a template that may be added to any evil outsider. The outsider's creature type remains the same. The possessor gains the abilities to assume an incorporeal form and take over a mortal's body. Much of this template describes the effects of this possession. The base creature's stats do not undergo many alterations. However, when this outsider possesses a mortal it gains new abilities and stats based on the creature it controls.

A possessing creature uses its base outsider's characteristics except where noted below.

Special Attacks: Possessors gain the following special attack.

Possession (Su): While in its incorporeal form (see below), the possessor can attempt to hijack a living creature's body by overpowering its intellect and personality. Constructs and undead are immune to this ability. Furthermore, it counts as a mind-influencing effect.

The possessor must be within 5 feet of its potential victim. As a standard action, it makes a Charisma check opposed by its victim's Will save. If the possessor succeeds, it gains control of its victim's body for one day for each point by which it beat its target's save. After this time, the possessor once again makes a Charisma check opposed by a Will save. This process continues until the creature fails its Charisma check.

Use the possessed template presented below to determine the possessor's stats while it controls its victim's body. Any spell that can force an outsider to return to the outer planes may be used to force a possessor out of its victim's body.

Using this ability drains the possessor's willpower and endurance. It may only use this ability once per day. As a standard action, the possessor may abandon the body it controls.

The victim immediately regains control but is unconscious for 1d4 minutes due to the psychic trauma of the possession. If the vic-

tim's body dies while the possessor controls it, the possessor dies along with it.

Special Qualities: Possessors are granted the following special qualities.

Incorporeal Form (Su): At will as a full-round action, the possessor may assume an incorporeal form. The creature partially enters the ethereal plane. While in this form, the creature can only be harmed by other incorporeal creatures, +1 or better weapons, spells, supernatural abilities, and spell-like effects. There is a 50% chance that the creature can ignore any damage inflicted by a corporeal creature via any source other than force effects such as *magic missile*. In this state, the creature loses its natural armor modifier but gains a deflection modifier equal to +1 or its Charisma modifier, whichever is higher.

While incorporeal, the possessor can pass through solid objects, cannot be heard unless it wishes to be, ignores natural and all physical armor, and has no Strength score. Its Dexterity modifier applies to both melee and ranged attacks.

Abilities: Possessors have stronger personalities and keener perception than their normal counterparts. They gain +4 Wisdom and +6 Charisma.

Climate/Terrain: Any.

Organization: Usually solitary.

Challenge Rating: As base creature +2.

THE POSSESSED

Once a possessing outsider seizes control of a victim, use this template to determine its statistics in its new form. This template refers to the victim as the base creature and the possessor as the possessing creature. Unless otherwise noted, use the base creature's statistics.

Hit Dice: The possessing creature cares little for its victim's body. The base creature's Hit Die type becomes a d12, as the possessor ignores the pain and other damage inflicted upon it.

Attacks: The base creature gains a slam attack that deals damage according to its size. This slam may be used in place of the base creature's natural attacks.

Creature Size	Slam Damage
Tiny	1d3
Small	1d4
Medium-size	1d6
Large	1d8
Huge	2d6
Gargantuan	2d8
Colossal	4d6

Huge	4d6
Gargantuan	4d8
Colossal	6d6

Special Attacks: The base creature gains the possessor's supernatural or spell-like special attacks. In addition, it gains the following special attack.

Special Qualities: The base creature is granted the possessor's supernatural and spell-like special qualities. In addition, it gains the following ability.

Hideous Spew (Su): The possessed creature can generate a massive flow of stomach acid, showering its enemies in a blast of acidic spray that can strip away their flesh. This ability affects all creatures in a 20-foot cone. They must make a Reflex save (DC 15 + the possessed's Dexterity modifier) or suffer damage based on the creature's size. A successful save halves this damage. The possessed may use this ability three times per day.

Undetectable Aura (Su): At will as a free action, the possessed may choose to use its own or its victim's alignment aura. Thus, spells such as *detect evil* may fail to uncover the presence of a possessing creature.

Creature Size	Spew Damage
Tiny	1d6
Small	1d8
Medium-size	2d6
Large	2d8

Abilities: Replace the base creature's Intelligence, Wisdom, and Charisma with the possessing creature's scores. The base creature gains a +4 bonus to Strength, +2 bonus to Dexterity, and a +4 bonus to Constitution. The possessor can manipulate its victim's body to draw improved physical power from it.

Skills: Use the possessing creature's skills. In addition, the possessing creature may choose up to 1 + its Intelligence modifier of the base creature's skills it may use.

Feats: Use the possessing creature's feats.





Climate/Terrain: As base creature.

Organization: Solitary.

Challenge Rating: Use the higher of the base or possessing creature's CR. If the two are equal, use the base creature's CR + 2. If the two are within one or two points of each other, use the higher creature's CR + 1.

Alignment: As possessing creature.

NEW OUTSIDER SPECIAL ATTACKS AND QUALITIES

The new rules presented here are designed to add more mystery and excitement to an encounter dealing with an outsider. Too often, experienced players can rattle off a demon, devil, or other strange creature's abilities based solely on its physical description. Outsiders should represent the unknown in a fantasy campaign. Orcs, ogres, and trolls are meant to be every day threats, but demon lords, avenging angels, and other travelers from distant planes are terrifying, horrible monsters from beyond. Never let them devolve into just another encounter. Make extensive use of

these abilities, the guidelines for constructing new special qualities, and the monster appearance modification suggestions from Chapter 1. Many of the generic modifications and abilities presented there are usable with outsiders.

Detection (Su): With their strong attunement to the various alignment poles, some outsiders feature the innate ability to sense a creature's inner moral stance. At will, a creature with this ability can use *detect chaos, evil, good, or law*. This ability may be taken more than once, with the outsider gaining a different detection ability each time.

Relative Cost: NA; *Absolute Cost:* 15 CP;
Prerequisites: Alignment subtype, outsider.

Keeper of the Dead (Su): Many outsiders traffic with undead creatures, using them as servants or leading them into battle in the name of a demon prince or duke of Hell. Three times per day an outsider with this ability may make a turning check to dispel turning or bolster undead. Resolve this check with the outsider's total HD as its cleric level.

Relative Cost: NA; *Absolute Cost:* 25 CP;
Prerequisites: Evil subtype, outsider.

Planar Radiance (Su): Born of the raw material of their planar homes, some outsiders exert a constant magical effect that alters their immediate surroundings to resemble their home plane. An outsider with this special ability radiates a constant *hallow* or *unhallow* effect with a 30-foot radius centered on the outsider. Resolve these spells as though they were cast by a sorcerer with a level equal to the outsider's HD, save for its area of effect.

Relative Cost: CR 5; *Absolute Cost:* NA;
Prerequisites: Alignment subtype, outsider.

Searing Aura (Su): Some outsiders are infused with such powerful divine, diabolic, or planar energies that the air around them crackles with lightning or is bathed in positive or negative elemental energy. Creature's with this ability automatically deal 1d6 points of damage per round against creatures that stand within their threatened area. This damage must be given one of the following descriptors: acid, chaotic, cold, electricity, evil, fire, force, good, lawful, or sonic.

Relative Cost: CR 6; *Absolute Cost:* NA;
Prerequisites: Outsider.

Smite Enemies (Su): In the ceaseless wars that rage between good and evil, law and chaos, the battle lines are inevitably draw along the lines of alignment. Untold eons of struggle have allowed some creatures to develop the ability to smite enemies with an opposite alignment, similar to a paladin's smite evil ability. When choosing this ability, select one alignment subtype. Once per day, the outsider gains a damage bonus equal to its HD (max +20) on a normal attack. This ability must be declared before making an attack roll.

Relative Cost: NA; *Absolute Cost:* 25 CP;
Prerequisites: Alignment subtype, outsider.

Summon Allies (Sp): Outsiders commonly use magical abilities and spells, such as *gate* or *teleport without error*, to move from one plane to another. By the same token, these creatures can use these abilities to manipulate the planar firmament and open rifts that allow allied creatures to come to their aid. Outsiders with this special ability may summon monsters to fight on their behalf. This ability comes in two versions. A creature may opt to summon a second creature of its own type with a 50% chance of

success, or it may choose to call lesser creatures who, as a group, have an EL equal to its own CR with a 35% chance of success. This ability grants both options. The outsider chooses when using this ability which version to attempt. An outsider may attempt to summon allies once per day.

The creatures summoned with this ability cannot have an alignment that opposes the summoning creature's ethos. For example, lawful creatures cannot call chaotic allies.

Relative Cost: NA; *Absolute Cost:* 100 CP;
Prerequisites: Outsider.

Unholy Crusader: Many outsiders serve as foot soldiers, heralds, and lieutenants in the name of an evil deity. These creatures are granted blessings by their foul lords to help counter the efforts of the benevolent gods of man and other races. Creatures with this special ability gain a +4 bonus to spell resistance against divine spells cast by good characters. Imbued with the divine energy of malevolent gods, these creatures live to crush clerics, paladins, and other heroic crusaders.

Relative Cost: NA; *Absolute Cost:* 50 CP;
Prerequisites: Evil subtype, outsider.

Weapon of Choice: Some outsiders carry weapons specially crafted to deal with their sworn enemies. Epic wars have long raged across the divine planes, and over the countless years some outsiders have made it common practice to mass produce magical weapons. These items are invariably keyed to an outsider's natural aura. When wielded by others, they are simply masterwork items. When the outsider of an appropriate race uses these armaments, their true powers awaken.

A weapon of choice may be given any qualities and enhancement bonuses as per the standard rules for magical weapons. The CR modification associated with this ability is determined by the total enhancement bonus given to an item, as shown on the chart below.

An outsider may be given this upgrade more than once, gaining a different item each time.

Enhancement Bonus	Relative CR Cost
+1	1
+2	2
+3	3
+4	4
+5	6
+6	7
+7	8
+8	10
+9	11
+10	13

Relative Cost: See above; *Absolute Cost:* NA;
Prerequisites: Outsider.

SAMPLE OUTSIDER

The razor imp is a tiny, malicious devil that wields a pair of daggers in battle. It delights in inflicting pain and misery on its opponents. In hell, these creatures are charged with tormenting the damned.

RAZOR IMP

Tiny Outsider (Evil, Lawful)

Hit Dice:	9d8 (40 hp)
Initiative:	+3 (Dex)
Speed:	20 ft., fly 50 ft. (perfect)
AC:	18 (+2 size, +3 Dex, +3 natural)
Attacks:	+1 flaming dagger +10/+5 melee, +1 flaming dagger +10 melee, sting +7 melee
Damage:	+1 flaming dagger 1d4+1d6+1, sting 1d4 and poison

Face/Reach:	2 1/2 ft. by 2 1/2 ft./0 ft.
Special Attacks:	Spell-like abilities, poison
Special Qualities:	DR 5/silver, SR 5, poison immunity, fire resistance 20, see in darkness, polymorph, regeneration 2
Saves:	Fort +6, Ref +9, Will +7
Abilities:	Str 10, Dex 17, Con 10, Int 10, Wis 12, Cha 10
Skills:	Hide +23, Listen +13, Move Silently +13, Search +13, Spellcraft +13, Spot +13
Feats:	Ambidexterity, Dodge, Two-Weapon Fighting, Weapon Finesse (dagger)
Climate/Terrain:	Any land and underground
Organization:	Solitary
Challenge Rating:	5
Treasure:	None
Alignment:	Always lawful evil
Advancement:	By character class

A razor imp is a small, vicious devil that fights with a pair of fiery blades that count as +1 flaming daggers. It has all the special abilities of a standard imp. Unlike their cousins, razorimps eagerly leap into battle. In hell's endless wars, they stalk the battlefield seeking out sorely wounded combatants who can no longer fight but are still alive. They gleefully torture such unfortunates to death. In addition, their main duty on the planes of hell is serving as the chief torturers of tormented souls. However, these foul creatures love journeying to the prime plane to find fresh victims.

CHAPTER TEN

SHAPECHANGERS

With their ability to adopt a variety of forms, shapechangers present a unique problem to adventuring parties. Normally, shapechangers strike from surprise. Their abilities allow them to disguise their true nature, wait for an opponent to drop his guard, then leap upon him. While some shapechangers are simple predators that wait until an opportune moment to strike, others are intelligent spies, informants, and observers. Using their abilities as the ultimate disguise, they gather information about the characters and in some cases they take the place of a trusted confidant. In the core d20 System rules, the following monsters fall into this category: aranea, doppelganger, and phasm. The lycanthrope template also produces shapechangers.

BUILDING SHAPECHANGERS

Shapechangers present some rather unique hurdles to both players and DMs. On one hand, the players must deal with a monster capable of appearing as something that it is not. A phasm can take on the form of almost any creature imaginable, while a doppelganger's unique abilities make it the ultimate spy. Werewolves, other lycanthropes, and aranea can easily surprise their opponents by shifting form. A party

could spend several days traveling with a wererat posing as a merchant and never realize the peril they face. On the other hand, shapechangers are difficult for DMs to customize. Since they are capable of such a wide range of abilities, the options available to them can sometimes be overwhelming. The key to building a good shapechanger lies in determining its strengths and the role it plays in your game. Once you have those determined, you can design an effective shapechanger.

Shapechangers fall into two basic categories. Spies are shapechangers that rely on their abilities to escape detection for long periods of time. They gather information about the characters, ally with other creatures to undermine the PCs' efforts, and wait for just the right opportunity to strike. On the other hand, shapechangers tend to do well in combat. They have good saving throws, good combat abilities, and their shapechanging skills often allow them to spring surprising abilities on the characters. Thus, shapechangers fall into two camps: those that rely on their abilities to keep them out of combat, and those that rely on them to achieve victory in battle.

CLASSES

The key to picking a great class for a shapechanger is finding one that offers abilities it can use no matter what form it adopts. If that is impossible, try to find a mix of class abilities that offer the greatest utility in as many situations as possible.

The fighting classes, barbarian, fighter, paladin, and ranger, are useful in roughly that order. A shapechanging barbarian can rage in any form it assumes. Lycanthropes in particular gain a lot of use from this ability, as their Strength and Constitution scores increase when they enter animal form. Their barbarian rages last longer and yield far more damage when they change shape. In addition, the barbarian's uncanny dodge abilities function normally regardless of the form it adopts. Fighters offer many feats that can prove useful in any form, though the true utility it offers depends a bit on the feats you select. Paladins have many abilities that prove useful when a shapechanger adopts a non-humanoid form, though he cannot use his spells and special mounts in animal form. The ranger's primary combat ability, fighting with two weapons, is useless in non-humanoid forms. The ability to track and favored enemies translate across all forms, but the class's spells are also unusable in most forms.

The rogue is probably the best class for shapechangers. This class's sneak attack ability comes in very handy for shapechangers that plan on attacking from surprise, while skills such as Hide and Move Silently help augment their ability to infiltrate secure locations and defeat the party's defenses. After all, a shapechanger that wants to replace an NPC needs to eliminate him first. While brute force can do the trick, a stealthy strike keeps suspicions at bay and helps establish the shapechanger's cover identity.

Spellcasting classes, such as sorcerer, cleric, bard, and wizard, offer a lot to shapechangers but suffer from the drawback that their spells are not usable in non-humanoid forms. However, a shapechanger that has a chance to cast a few spells before changing form can find many uses for its magic. Long-lasting spells that boost a shapechanger's combat abilities can all come in handy. *Mage armor* in particular is quite useful, as its armor bonus

augments a creature's natural AC modifier. Obviously, anything that increases the caster's ability scores, such as *bull's strength*, is handy to have in any form. Such spells tend to have durations measured in hours, allowing a shapechanger to cast them, change form, and still gain use from them. Similarly, divine spells that offer bonuses or protection such as *bless* or *righteous might* are usable in any form. Spells that mask the shapechanger's true nature, such as *misdirection*, are critical for any spellcasting creature of this type. However, in general a spellcasting shapechanger is at a disadvantage. He cannot maximize his selection of spells, as most of the useful offensive spells require that he be in humanoid shape. Generally, it makes the most sense to pick divinations, defensive spells, and transmutations for shapeshifter spellcasters.

FEATS

A shapeshifter's feats should enhance its ability to launch a stealthy attack from surprise or infiltrate a secure installation. Improved Initiative ensures that a shapechanger has a good chance of seizing the first action in a fight. This is very useful when one strikes from surprise, as it allows it to gain two attacks against potentially flatfooted opponents. For similar reasons, Quick Draw is very useful in situations where a shapechanger attempts to catch its opponents unaware, as it allows the shapechanger to pull a weapon and attack in one partial action. Skill Focus, normally a poor feat selection, can serve a shapechanger rather well. Since these creatures rely quite heavily on Charisma-based skills such as Bluff and Diplomacy to fool their victims, the bonus provided by that feat can come in very handy.

Feats that prove both useful in humanoid and other forms serve a shapechanger quite well. Since he can use these feats at all times, rather than only when he adopts a certain guise, they are very useful. Feats such as Blind-Fight, Combat Reflexes, Dodge, Expertise, Mobility, and Spring Attack are all applicable to creatures that rely on natural weapons rather than swords or axes. On the other hand, many feats that function only with a specific weapon have limited utility for shapechangers. Weapon Focus, Improved Critical, Point Blank Shot, and other feats help a shapechanger in humanoid form but not while he is in the shape of an animal or other creature. Otherwise, a

shapechanger could select these feats for bite or claw attacks, but that simply leaves the problem reversed.

A few skills are useless to shapechangers in non-humanoid form. The Armor Proficiency feats, Improved Unarmed Strike, most feats that improve a character's mounted fighting abilities, and Two-Weapon Fighting all have little or no use for a shapechanger. All are almost completely useless to a shapechanger once it changes forms.

SKILLS

With their reliance on trickery and deception, shapeshifters rely on the Bluff and Disguise skills to see them through most social encounters or to arrange for an opportune moment to strike. Disguise is probably the most important skill for doppelgangers, as it is critical in allowing them to take someone's place or infiltrate a location. For similar reasons, Bluff is a good skill in which to invest points. When a disguise fails, a few quick words may help a shapechanger evade detection. Chances are that if the characters are suspicious of a shapechanger but unable to pierce its disguise, they turn to their Sense Motive skill to interrogate the creature. A high bonus in Bluff helps defeat such tactics.

Skills that allow a shapechanger to enter an area unnoticed can all prove critical as it tries to use its abilities to trick the characters. Hide, Move Silently, and Open Lock can all prove useful to these creatures as they seek to stalk their prey or observe a target. For similar reasons, skills that seem useless to a shapechanger can prove quite useful in deflecting suspicion. A few ranks in a Craft, Knowledge, or Profession skill can help a shapechanger establish a cover identity or better assume the place of its victims. A doppelganger that replaces that town smith had better hope he is capable of forging simple items if he wants his disguise to last.

EQUIPMENT

Shapechangers must usually accept that a fair portion of the equipment they carry may prove useless in many situations. A weretiger in animal form has no use for a suit of chainmail, while a phasm that shifts from a human to a crocodile loses the benefits of its *headband of*



intellect. To help clear up which items remain active when a shapechanger assumes a new form and those that deactivate, the following guidelines break items down to each location they can be worn on and under which circumstances and shapes they cease to work.

Headbands, hats, helmets, goggles, and eye lenses only continue to function if the shapechanger's current form has an identifiable, humanoid head. For example, a dog's head is not the right shape to normally accept a hat but a centaur could wear a helmet.

Cloaks, capes, and mantles function only on humanoid creatures or those creatures that have humanoid torsos and heads. Otherwise, the creature lacks the proper form to wear these items. A beholder could not wear a cloak, but a mind flayer could.

Amulets, brooches, medallions, necklaces, periapts, and scarabs function on any creature that has a discernable neck. Most animals can wear these items around their throats, while truly strange creatures, such as a gibbering moulder, could not.

Armor, robes, vests, belts, and shirts may only be worn by humanoids or creatures with a humanoid upper body.

Bracers, bracelets, gloves, and gauntlets function only if a creature has humanoid hands. Paws, claws, and talons are not properly shaped to wear these items. Similarly, a creature must have relatively normal humanoid feet to wear boots.

Rings can work on a very wide range of creatures. If you assume that a ring magically alters to fit fingers of all shapes and sizes, then a ring can function on any creature that has claws, paws, or similar digits. Otherwise, the ring goes inactive. For example, a crocodile or dog could wear a ring, while an elephant could not.

MAGIC AND SHAPECHANGERS

Shapechangers are innately magical creatures, whether they be doppelgangers, phasms, or lycanthropes. The magical items they produce tend to support and enhance their ability to assume new shapes. Lycanthrope spellcasters craft weapons, armor, and other artifacts that protect them from the danger of exposure and help control their involuntary changes to animal form.

MAGIC ITEMS

The following magic items are specially designed to enhance shapechangers. They are normally produced by shapechanging wizards, clerics, and other spellcasters.

Amulet of the Beast: Normally crafted from wood or another simple, cheap material, these amulets are manufactured by naturally born lycanthropes to help control and torment the wercreatures they infect. The amulet is a cursed item that causes a -5 penalty on all Control Shape checks. When an evil wercreature hears of a person inflicted with lycanthropy, he may approach him under the guise of a wiseman or friendly priest and offer him this item to help control his transformations. Obviously, the item does nothing of the sort.

Caster Level: 3rd; *Prerequisites:* Craft Wondrous Item, *daze*; *Market Price:* 500 gp.

Amulet of Silver Repulsion: This plainly adorned neckpiece appears to be nothing more than a simple charm or keepsake. However, when the amulet's wearer is attacked in combat with a silvered weapon its true nature becomes apparent. The amulet exerts an invisible field of energy that wards away silver. Against weapons manufactured or coated with that material, the wearer gains a +4 deflection bonus to AC.

Caster Level: 5th; *Prerequisites:* Craft Wondrous Item, *mage armor*; *Market Price:* 1,000 gp.

ENCHANTED GEMS

A common form of magic item amongst doppelgangers and phasms, enchanted gems hold the magical potential of a specific item type such as *bracers of armor* or *boots of speed*. Gems are specifically designed to remain with a shapechanger as it assumes new forms. To use these items, a shapechanger alters his flesh to create a small pocket within his body where he places the gem. Once this cavity is enclosed, the gem's magic radiates through the shapechanger and grants him its benefits. A creature may gain the benefits of one gem at a time. Creatures incapable of altering their form cannot gain any use from these items, though sages gladly pay the listed market price to gain them. Any ring or wondrous item may be produced in a gem version by increasing its market price by 10%. Shapechangers commonly produce *gems of armor*, *gems of protection*, *gems of striding and springing*, and so forth.

Gem of Many Shapes: An item unique to doppelgangers, this scarlet crystal allows those creatures to take the form of an inanimate object. Each gem is encoded with three specific items that the bearer may transform into. These items' appearances are strictly and permanently defined. For example, a gem that allows a shapechanger to become a treasure chest, chair, or door lets him become three specific items. The chair he changes into looks the same every time he opts to take its form. The items selected must fall within the size parameters of the creature's shapechanging abilities.

Caster Level: 15th; *Prerequisites:* Craft Wondrous Item, *polymorph any object*; *Market Price:* 10,000 gp.

SHAPECHANGER PRESTIGE CLASSES

The following prestige classes are specifically designed to expand and alter the abilities employed by phasms and doppelgangers. Lycanthropes and other shapechangers that have access to a limited number of forms are best suited to using standard prestige classes that grant them additional abilities in their human and hybrid forms. Remember, though, that many talents granted by prestige classes are still usable in a werecreature's animal form. For example, a werewolf assassin could make a death attack even when it is in wolf form.

METAMORPHIC PARAGON

Amongst the shapeshifting doppelgangers and phasms, there exists a school of magic that seeks to tie transmutation spells to the innate ability to shift forms. While both of these races are accomplished shapeshifters, neither can gain the magical abilities of the creatures they mimic. The students of this school of magic, known as metamorphism, seek to combine their magical talents with their naturally occurring ability to assume new shapes. Through study and practice, they learn to use their magical knowledge to adopt the supernatural and spell-like abilities of the creatures they duplicate.

The disciples of this school of magic are known as metamorphic paragons. In phasm and doppelganger society, they are respected as the most powerful spellcasters and sages in the land. Amongst other races, they are highly valued as spies, assassins, and mercenaries. Paragons commonly travel to other lands and dimensions in search of fascinating new creatures to duplicate, leading them to come into contact with humans and other races quite often.

Hit Die: d4.

REQUIREMENTS

To become a metamorphic paragon, a character must fulfill all the following criteria:

Race: Doppelganger or phasm.

Skills: Knowledge (arcana) 8 ranks, Spellcraft 8 ranks.

Feat: Spell Focus (Transmutation).



CLASS SKILLS

The metamorphic paragon's class skills (and the key ability for each) are Alchemy (Int), Concentration (Con), Craft (Int), Disguise (Cha), Knowledge (any) (Int), Profession (Wis), Scry (Int), and Spellcraft (Int).

Skill Points at Each Level: 2 + Int modifier.

CLASS FEATURES

All of the following are class features of the metamorphic paragon prestige class.

Weapon and Armor Proficiency: The metamorphic paragon gains no additional proficiency with weapons, armor, or shields.

Metamorphic Initiate (Ex): At 1st level, the metamorphic paragon takes the first of many steps to enhancing and mastering his racial ability to alter his own shape and form. He learns to use his magical abilities and arcane knowledge to gain the supernatural powers of the creatures he mimics. At 1st level, he picks any three creatures with a CR 3 or lower. When he changes into those creatures, he gains the full use of their extraordinary, supernatural, and spell-like abilities. He

METAMORPHIC PARAGON

Level	Base Attack	Fort	Ref	Will	Special
1	+0	+0	+0	+2	Metamorphic initiate
2	+1	+0	+0	+3	Power manifestation
3	+1	+1	+1	+3	Metamorphic adept
4	+2	+1	+1	+4	Improved power manifestation
5	+2	+1	+1	+4	Metamorphic expert
6	+3	+2	+2	+5	Trained eye
7	+3	+2	+2	+5	Metamorphic master
8	+4	+2	+2	+6	Arch-metamorphic
9	+4	+3	+3	+6	Ultimate power manifestation
10	+5	+3	+3	+7	Metamorphic paragon

follows all rules for those abilities as if he was the monster of the listed type, though his own HD and ability scores apply as normal.

A paragon may only duplicate creatures he has encountered and observed. He may “save” his picks for later on in his adventuring career. After encountering a new creature, he may then elect to spend his choice on that monster or creature. The paragon may select any creature with this ability, even ones normally beyond his shapechanging abilities. Part of the paragon’s studies teaches him how to transcend the limits of his natural talents.

Power Manifestation (Ex): Three times per day, the metamorphic paragon may cause a slight change within himself that allows him to manifest the abilities used by the three creatures whose forms he has mastered. Regardless of his current form, the paragon adjusts his body to use one of the special abilities available to his chosen creature types. This ability either operates one minute per the paragon’s total level or has one use. For example, a paragon could make one attack using the ghoul’s touch ability or emit the troglodyte’s stench for as many minutes as his total character level. As a rule of thumb, any ability that requires an attack roll may be used once. Obviously, if the paragon is in one of his chosen forms his use of the appropriate abilities do not count against his daily limit.

Metamorphic Adept (Ex): At 3rd level, the metamorphic paragon’s ability to duplicate the abilities of specific creatures improves. He may now mimic the capabilities of more powerful creatures. On gaining this level, he selects three creatures of CR 5 or lower. He may

now duplicate any extraordinary, supernatural, or spell-like abilities they possess when he assumes their form. He must obey all rules for those abilities as if he was a member of the appropriate species. He uses his own HD, ability scores, and other statistics that his transformation does not modify when determining the effects of his newly gained capabilities. In addition, he may use his power manifestation ability to shift his body and use these powers in his alternate forms. Otherwise, the rules for selecting and using a creature type listed under the metamorphic initiate ability apply as normal.

Improved Power Manifestation (Ex): At 4th level, the metamorphic paragon learns to better control his chosen creature’s traits. He may now manifest them six times per day. Abilities that do not have an instantaneous duration now have a duration of 10 minutes per level. Otherwise, the rules for the power manifestation class ability apply as normal. The paragon may freely mix the use of the abilities he gained at 1st level and those he gained at 3rd level. This ability supercedes and replaces power manifestation. The paragon does not gain that ability’s three daily uses in addition to this one’s allotment of six.

Metamorphic Expert (Ex): At 5th level, the metamorphic paragon broadens his knowledge of creatures and their abilities. He may now duplicate the special abilities of any creature whose challenge rating is 3 or less. He may gain these powers when he uses his racial ability to change shape or with his power manifestation class ability.

Trained Eye (Ex): As the paragon studies the art of shapeshifting, he learns not only how to improve his own abilities but to spot the talent of shapechanging in others. When the paragon encounters a shapeshifter or a creature under the influence of a spell that altered its shape, such as *polymorph other*, he may make a Knowledge (arcana) check (DC 5 + the shapeshifter's HD or caster level, as appropriate) to recognize the change and identify its source. If the creature has the innate ability to change its form, the DC is 5 + its HD. If a spell or item altered the creature, the DC is 5 + the effect's caster level.

Metamorphic Master (Ex): At 7th level, the paragon gains the knowledge necessary to duplicate the abilities of three creatures with a CR 7 or lower. Otherwise, this ability functions exactly as metamorphic adept.

Arch-Metamorphic (Ex): At 7th level, the paragon gains the ability to use and duplicate the abilities of all creatures of CR 5 or lower.

Ultimate Power Manifestation: At 9th level, the paragon gains the ability to duplicate abilities he knows nine times per day. In addition, powers with a duration last one hour per level.

Metamorphic Paragon (Ex): At 10th level, the paragon attains the pinnacle of his studies. He may now select three creatures of challenge rating 10 or less. He gains the ability to duplicate those creatures' abilities when he assumes their form and adopt them for use with his power manifestation ability.

THE STUDENT OF 1000 FORMS

Amongst the doppelgangers and their allies the phasms, a few of the more serious minded and studious sages have studied the interplay between the martial arts practiced by humanoid races and their in-born ability to alter their shape and form. Centuries ago when the first monasteries formed, doppelganger infiltrators posed as initiates to learn the secrets of martial arts. After mastering the basics of unarmed fighting, these creatures returned to their homelands to spread the knowledge they learned. As doppelgangers and phasms often change shape for the fun of it or to deal with a specific mission, the prospect of a school of fighting that did away with weapons and armor proved quite intriguing. Doppelganger mercenaries in particular were attracted to the idea of a fighting

style that allowed them to travel incognito. After all, a swordmaster forced to travel as a peaceful hermit had best leave his weapons at home.

In the years since, a distinct style of martial arts has arisen amongst these races. Known as the school of 1000 forms, this martial art teaches a doppelganger or phasm to use his shapeshifting abilities to augment his martial arts training. The student of this school learns to use the martial arts no matter what form he takes, studies techniques to alter his body and improve his strikes, and learns to make specific adjustments in his form to aid him in combat. While the abilities displayed by a student of 1000 forms may be awe inspiring to humans, amongst doppelgangers and phasms they are merely a natural extension of the martial arts.

Hit Die: d8.

REQUIREMENTS

To become a student of 1000 forms a character must fulfill all the following criteria:

Race: Doppelganger or phasm.

Base Attack Bonus: +5.

Feats: Improved Unarmed Fighting, Stunning Fist.

CLASS SKILLS

The student of 1000 forms' class skills (and the key ability for each) are Balance (Dex), Climb (Str), Concentration (Con), Craft (Int), Diplomacy (Cha), Escape Artist (Dex), Hide (Dex), Jump (Str), Knowledge (arcana) (Int), Listen (Wis), Move Silently (Dex), Perform (Cha), Profession (Wis), Swim (Str), and Tumble (Dex).

Skill Points at Each Level: 4 + Int modifier.

CLASS FEATURES

All of the following are class features of the student of 1000 forms prestige class.

Weapon and Armor Proficiency: The student of 1000 forms gains no additional proficiency with weapons, armor, or shields.

Martial Artist: The student studies the martial arts in a manner quite similar to

STUDENT OF 1000 FORMS

Level	Base Attack	Fort	Ref	Will	Special
1	+0	+2	+2	+2	Martial artist, way of the beast
2	+1	+3	+3	+3	Student of the beast
3	+2	+3	+3	+3	Distant punch
4	+3	+4	+4	+4	Master of forms
5	+3	+4	+4	+4	Beast of war

the monk class. A student has the unarmed attack bonus, damage, armor bonus, and movement rate of a monk of the same level. If the student has levels in monk, the levels in this prestige class stack with his monk levels to determine his attacks, damage, AC, and speed.

Way of the Beast: The student of 1000 forms learns to blend his martial arts training with the natural attacks he acquires when he changes form. The student gains an additional attack with his current form's natural weapons at his best base attack bonus - 2. He only gains this bonus attack while in a non-humanoid form. The student may also replace any of the damage caused by his current form's natural attacks with his martial arts unarmed damage. The student applies his knowledge of unarmed fighting to his current form, performing maneuvers specifically crafted to the strengths and bearing of his form. Otherwise, he uses his unarmed attacks as normal, gaining additional strikes if he has levels in the monk class.

Student of the Beast (Su): At 2nd level, the student of 1000 forms learns to partially alter his form to combine the best natural traits and abilities from the variety of forms he has taken. The student partially transforms his body, granting himself the skin of an elephant, the claws of a bear, and the teeth of a tiger. This transformation is very draining on the student, and he may only use it a total number of rounds equal to $10 +$ his Constitution modifier per day. In this state, his unarmed attacks deal +4 damage as he sprouts claws, he gains a +4 natural bonus to AC as his skin transforms into rhino hide or a similar thick skin, and he gains a +2 bonus to Strength, Dexterity, and Constitution. While in this form, the student uses his humanoid unarmed strikes to make attacks. He must be in either his natural or humanoid form to use this ability.

Distant Punch: The student of 1000 forms slowly learns to unlock the inner potential of his shapechanging ability. Rather than change his body to match a creature he has previously seen, he now sculpts its form to fit his ends. In battle, the student throws punches that elongate his arms and strike distant targets. With a practiced kick, he rapidly grows his legs to slam into a target with full force before retracting them to establish his balance and prepare his defense. When making an unarmed attack or using his form's natural weapons, the student gains an additional 10 feet of reach.

Master of Forms (Ex): At 4th level, the student's control over his shapechanging abilities reaches a finer, more controlled form. He may now make precise changes in his body to deal with the opponents he faces. He may now opt to deal slashing, piercing, or bludgeoning damage with his unarmed strikes. When he assumes his student of the beast form, he may now dictate the exact changes he undergoes. For up to $10 +$ his Constitution modifier rounds per day, the student gains a total of 16 points to spread across his Strength, Dexterity, Constitution, natural armor, and damage bonus. He may spend no more than 8 points on any one of these at a time. Activating this ability is a free action, and the student may freely redistribute these bonus points before taking his actions during a combat round. The student does not need to use this ability on consecutive rounds. He may use three rounds of this ability in a battle, spend two more while resisting a poison, and the rest in battle against an assassin. The student must be in his natural or human form to use this ability. The student gains this ability in addition to his student of the beast class ability, but he may not use the two at the same time.

Beast of War: At 5th level, the student of 1000 forms masters the full potential of his esoteric martial art. He may now use his student of the

beast and master of forms abilities while in the guise of any creature. For example, a student could assume the form of a dire bear and then use his master of forms ability to enhance his natural armor class or boost his Strength.

SHAPECHANGER FEATS

When dealing with adventurers or trying to infiltrate a target area, the shapechangers' primary strength is its ability to disguise itself using its natural ability. When pressed into combat, shapechangers use this talent to surprise and overwhelm their foes with a rapid attack. The feats presented here introduce new uses for the basic shapechanging abilities. They allow a shapechanger to partially transform, fine tune his change, and otherwise exert a greater mastery over his talents.

BURST OF FURY [GENERAL]

You change form and attack in one motion, catching your opponents off their guard and allowing you to deliver a devastating blow.

Prerequisite: Shapechanger, Rapid Transformation.

Benefit: If you initiate combat by changing your form and attacking, you may use the full-attack action against your foe with a partial action. Your opponents are surprised by your change and stand gaping as your tear into them.

Normal: You may only make a standard attack using a partial action.

CONTROLLED HEALING [GENERAL]

Your shapechanging ability allows you to consciously knit wounds and repair damage to your body. You shift the injured portions of your body to close wounds and staunch bleeding.

Prerequisite: Shapechanger.

Benefit: Each day, you may heal a total number of hit points equal to your HD. Using this feat is a standard action that draws an attack of opportunity. You may use this ability multiple times per day, so long as the total damage you heal does not exceed your HD. For example, a 12 HD weretiger could heal a total of 12 hit points per day. This healing may only be applied to yourself.

DEFENSIVE SHAPESHIFTING [GENERAL]

By timing your shapechange, you can cause your opponents to misjudge your position and miss with their attacks.

Prerequisite: Shapechanger, Rapid Transformation, Shapeshifter's Dodge.

Benefit: You may hold your action to change your shape in response to an opponent's attack. On that attack, you change shape and cause your opponent to suffer a 50% miss chance against you. Just as your opponent lines up his attack, you change forms and leave him aiming at air.

IMPRINT TARGET [GENERAL]

By carefully studying a particular person, you learn his mannerisms, motions, and modes of speech. If you later use your shapechanging ability to duplicate him, you are difficult to spot as an imposter.

Prerequisite: Shapechanger.

Benefit: For each day you spend studying a person, you gain a cumulative +2 circumstance bonus to Disguise checks you make after using your shapechanging abilities to copy his appearance. You may gain a maximum bonus of +10 with this feat.

IMPROVED PARTIAL TRANSFORMATION [GENERAL]

You have learned to better fine tune your transformations. You may gain additional physical prowess by partially turning into your hybrid form.

Prerequisite: Lycanthrope, Partial Transformation.

Benefit: As Partial Transformation, but you gain half the ability score bonuses you normally gain for shifting into your hybrid or animal form.

Special: You gain a +10 circumstance bonus to Hide checks made to conceal your nature while using this feat.

PARTIAL TRANSFORMATION [GENERAL]

You have learned to master a great degree of control over your lycanthropic trans-



formations. Rather than turn into a hybrid or animal, you augment your physical abilities without revealing your condition.

Prerequisite: Lycanthrope.

Benefit: With a successful Control Shape check (DC 15) you can partially transform into your hybrid form. You gain one-quarter of the normal ability score modifiers applied to your base scores when you change shape. If your check fails by 10 or more, you involuntarily transform into your hybrid form. Otherwise, you may try again. Using Control Shape in this manner is a standard action that provokes attacks of opportunity.

Normal: A lycanthrope normally has only three forms, human, hybrid, and animal.

Special: While in this partially transformed state, you look mostly human. However, some traits of your lycanthropic form show through. A wererat may grow whiskers, while a werewolf may grow taller and wider. You may make a Disguise check with a +5 circumstance modifier to conceal your status as a werereature while using this feat.

RAPID TRANSFORMATION [GENERAL]

You have learned to take on a new form with incredible speed. While other shapechangers must concentrate on their transformations, you shift shape with barely a thought.

Prerequisite: Shapechanger.

Benefit: When using your shapechanging abilities, whether special abilities gained from your creature type or by a spell, you may change your shape as a free action. However, you may only change your form once per round.

SCENT OF THE BEAST [GENERAL]

Your animal nature shines through in social situations, allowing you to more easily navigate through social situations.

Prerequisite: Lycanthrope, Partial Transformation.

Benefit: You gain a +2 bonus to Intimidate skills as your animal fury lingers, barely restrained, beneath your normal facade. In addition, you gain Animal Empathy as a class skill. Your animal nature allows you to more easily relate to creatures.

SHAPESHIFTER'S DODGE [GENERAL]

You have honed your shapechanging abilities to such a degree that you can modify your form to dodge blows and roll with punches.

Prerequisite: Shapechanger, Dodge, Rapid Transformation.

Benefit: On your action, choose an opponent. Against that foe, you gain a +2 dodge bonus to Armor Class against all attacks from that opponent. On your action, you can select a new opponent against whom you gain this bonus.

Special: If you lose your Dexterity bonus to AC under any conditions, you also lose all dodge bonuses to AC.

ULTIMATE PARTIAL TRANSFORMATION [GENERAL]

You learn to acquire many of the traits of your animal form without changing your outward appearance. You gain an animal's physical prowess, special abilities, and skills while maintaining your human form.

TABLE 10-1: DIRE LYCANTHROPE CHARACTERISTICS

Size	New Size	Hit Dice	Base Attack	High Save	Low Save
Diminutive	Medium-size	+2	+1	+1	+0
Tiny	Medium-size	+2	+1	+1	+0
Small	Medium-size	+2	+1	+1	+0
Medium-size	Large	+2	+1	+1	+0
Large	Huge	+6	+4	+3	+2
Huge	Gargantuan	+10	+6	+6	+3

Prerequisite: Lycanthrope, Improved Partial Transformation.

Benefit: While in humanoid form, you gain the ability score modifiers, special abilities, special qualities, feats, and skills of your animal form. You must make a Control Shape check (DC 15) to gain these benefits. Otherwise, use the rules described under Partial Transformation.

Special: While using this feat, observers may notice a subtle change about you. You gain a +5 bonus to Disguise checks to conceal your lycanthropic nature to observers while using this feat. You undergo very minor changes that observers may note.

SHAPECHANGER TEMPLATES

The two templates presented here have distinctly different uses. The dire lycanthrope template allows you to produce a host of werereatures, from wererats to weresharks. This template is designed to allow you to throw a host of new lycanthropes at the characters. The splintered shapechangers template allows you to build creatures whose class abilities change along with their form. A doppelganger may change to the form of an elf to cast a spell, then shift to human form to gain access to its martial arts skills. This template allows you to add an additional layer of the unexpected to your shapeshifters.

DIRE LYCANTHROPES

In the deepest regions of the wilderness, there run packs of wolves, tigers, and other creatures led by a coterie of monstrous animals with wit and intelligence to match their great strength. These great beasts demand servitude and tribute from the animals of the wilds, enforcing their rule with brutal strength and cunning tactics. While greenhorns may mistake them for bigger or stronger animals, experienced woods-

men know the signs of a dire lycanthrope. Unlike most werereatures, these animals are infected with a strain of lycanthropy that allows them to transform from animals into humans. In human form they are simple, burly brutes, yet compared to the typical animal of their species they are brilliant strategists and planners. Worse, their animal forms grow monstrously large, surpassing the power and ferocity of all but the largest members of their species.

CREATING A DIRE LYCANTHROPE

“Dire lycanthrope” is a template that may be added to any animal. The animal’s creature type becomes “shapechanger.” It gains the ability to transform into a human or a humanoid hybrid between its original and human forms. Furthermore, it becomes much stronger, faster, and tougher than the typical animal of its base type.

A dire lycanthrope uses its base animal characteristics except where noted in Table 10-1 above. Based on the animal’s size, it grows larger and gains more HD, a better attack bonus, and better saves.

Size: The base creature’s size.

New Size: The creature’s size after applying this template. Be sure to adjust the dire lycanthrope’s attacks and AC to account for its new size.

Hit Dice: The bonus HD added to the creature’s current total.

Attack: The bonus added to the creature’s base attack bonus.

High/Low Save: Subtract ability modifiers from the creature’s saves. The highest saves gain the high bonus. The lower



ones receive the low bonus. The creature's total saving throws are the newly modified values plus its ability modifiers.

Speed: Dire lycanthropes are larger and faster than their base animals, granting them a +10 bonus to their speed.

AC: A dire lycanthrope has a tougher than normal hide. Increase its natural AC bonus by +2.

Attacks: Dire lycanthropes use the attacks listed for their base creatures. However, with their larger claws and fangs, their natural attacks deal more damage. Increase the damage dealt by one die type. For example, if the base creature's bite does 1d4 points of damage, the dire lycanthrope version deals 1d6 points of damage. If the bite inflicted 2d6 points of damage, the templated creature's bite would deal 2d8 damage. Add modifiers for Strength as normal.

Face/Reach: Dire lycanthropes have a face and reach based on their new size, as summarized below.

Size	Face	Reach
Medium-size	5 feet by 5 feet	5 feet
Large	5 feet by 5 feet	10 feet
Huge	5 feet by 10 feet	15 feet
Gargantuan	20 feet by 20 feet	20 feet

Special Attacks: Dire lycanthropes gain the following special attack.

Curse of Lycanthropy (Su): An animal or humanoid bitten by a dire lycanthrope must succeed at a Fortitude save (DC 15) or contract lycanthropy and become a dire lycanthrope. Humanoids infected in this manner gain the ability to change into a dire lycanthrope version of the creature that infected them. In human form, they retain their own skills, abilities, and other statistics.

Special Qualities: Dire lycanthropes are granted the following special qualities.

Animal Magnetism (Su): The dire lycanthrope emits a palpable aura of strength, ferocity, and animal dominance. It gains a pack of animals whose total HD equals its own. These creatures are the same species as the lycanthrope's base form or are the dire equivalent. The animals in this pack obey the lycanthrope's every command, even suicidal ones.

Damage Reduction (Ex): Dire lycanthropes gain damage reduction 15/silver.

Lycanthropic Transformation (Su): As often as it wishes, a dire lycanthrope may change from its animal form, to a hybrid humanoid version of its animal form, or into a human. In human guise, the dire lycanthrope retains the size, ability scores, and other traits of its animal form. Thus, dire lycanthropes are often mistaken for giants or ogres.

Abilities: All dire lycanthropes gain a +4 bonus to Intelligence, Wisdom, and Charisma. In addition, they gain bonuses to their physical abilities depending on their size.

Size	Str	Dex	Con
Medium-size	+4	+4	+4
Large	+6	+2	+4
Huge	+8	+0	+6
Gargantuan	+10	-2	+8

Challenge Rating: As base creature +2.

SPLINTERED SHAPESHIFTER

Amongst the various sorts of shapeshifters, there exist individuals who not only change their physical form but also alter their personalities, skills, and memories when they assume a new guise. In some cases, this change is voluntary and merely represents the manifestation of the different side of a single personality. In others, the new form is a wholly different person. The two personalities know nothing of each other and cannot remember the deeds the other has committed. Many lycanthropes experience this state, especially when the infected victim's alignment is radically different from its animal form's ethos.

CREATING A SPLINTERED SHAPESHIFTER

"Splintered" is a template that may be added to any shapechanger. The creature's base type remains the same, as do most of its statistics save for one important detail. A splintered shapeshifter keeps track of class levels for one additional form aside from its standard one. For example, a splintered doppelganger may be a 5th-level rogue, but when in the form of a dwarf he becomes a 5th-level fighter. When creating a splintered shapeshifter, generate its abilities for each class as normal. Select one class as its default ability and choose a single, specific creature it must turn into in order to

gain access to its second class. The splintered shapeshifter uses the physical stats (Strength, Dexterity, Constitution) appropriate to its current form, but retains its Intelligence, Wisdom, and Charisma. Its remaining statistics are determined as follows.

Hit Dice: The splintered shapechanger uses the higher hit point total between its classes in all forms.

Initiative: The splinter gains the use of feats that modify its initiative only when in a form that has access to those feats.

Attacks: The splinter uses the base attack bonus appropriate to its current form's class.

Special Attacks and Qualities: The splintered shapeshifter gains the special abilities and attacks appropriate to its current form's class. For example, a phasm that is an 8th-level wizard when in the form of an elf cannot cast spells when it transforms into a cat or ogre.

Saves: Use the saving throw bonuses appropriate to the splinter's current form and character class.

Skills and Feats: The splinter always has access to the feats and skills that are normal for its race. It may only use skills and feats gained through a class if it has access to a class in its current form.

Challenge Rating: As base creature + 2. The splinter counts its highest class level from amongst its classes as its level for purposes of determining its CR.

Alignment: In some cases, a splintered shapeshifter has a different alignment and personality depending on its form. This is an optional modification you may make depending on the creature's role in your campaign. Most splinters exhibit slightly different personalities but stop short of exhibiting a wholly different ethos. For example, a phasm may be aggressive and pushy when in a form with barbarian levels and timid or cowardly when it assumes a guise with skill in the rogue class.

Advancement: When a splintered shapeshifter gains experience points, divide them equally between all its classes to determine its level. If the creature spends experience



for any reason, it divides the loss evenly between all classes. When dividing an experience gain, round down. When dividing an experience loss, round up.

NEW SHAPECHANGER SPECIAL ATTACKS AND QUALITIES

While this section presents a few special abilities exclusive to shapechangers, many of the abilities presented throughout this book are usable with shapechangers, particularly dop-pelgangers and phasms. With the control over their forms those two races enjoy, it stands to reason that they could modify their bodies to gain the abilities of other races. As a rule of thumb, any extraordinary (Ex) ability listed in this book may be purchased by those two races.

Adrenaline Surge (Ex): Some shapechangers have attained such a fine-tuned control over their bodies that they can activate quick bursts of strength and endurance when they need them. These creatures tune their bodies to release pain killing hormones, adrenaline, and other chemicals to grant them a short spurt of power. Once per day, the shapechanger gains a +4 bonus to Strength, Dexterity, and

Constitution for 3 + its new Constitution modifier rounds. Activating this ability is a free action.

Relative Cost: NA; *Absolute Cost:* 50 CP;
Prerequisite: Shapechanger.

Alien Intellect (Ex): The shapechanger's ability to assume new forms extends to its personality and psyche. The creature has a wholly alien way of viewing the world, making it immune to all mind-influencing effects. Magic designed to alter a creature's thought process is useless against their bizarre personalities, which mingle human, animal, and alien patterns.

Relative Cost: NA; *Absolute Cost:* 25 CP;
Prerequisite: Shapechanger.

Amorphous Innards (Ex): The shapechanger lacks true internal organs. Its ability to alter its form allows it to keep its internal organs in a state of continual flux. Its inner body is little more than a series of proto-organs floating within a pool of organic goop. Should an organ be pierced by a weapon, the creature quickly spawns a new one. As a result, the shapechanger is immune to critical hits.

Relative Cost: NA; *Absolute Cost:* 50 CP;
Prerequisite: Shapechanger.

Horrifying Transformation (Ex): Some shapechangers assume their form in a clean, simple manner. Their bodies flow like liquid and quietly change to a different shape. Others are not quite so subtle. Their bodies change with horrifying grinding, ripping, and pulpy tearing noises. Blood, bile, and other fluids pour from jagged holes torn in their bodies as new organs and limbs sprout from their bodies and old ones wither and die. When creatures with this ability change their shape, all creatures viewing the event must make a Fortitude save (DC 12 + the creature's Charisma modifier) or suffer a -2 morale penalty to all attacks and checks for 1d4 minutes. Targets of this ability need only make one save against it per encounter.

Relative Cost: CR 2; *Absolute Cost:* NA;
Prerequisite: Shapechanger.

Malleable Alignment (Su): Not only can some shapechangers alter their physical forms, but they also have the magical ability to modi-

fy their magical and psychic signature. When changing forms, shapechangers with this ability may opt to alter their effective alignment for purposes of all divinations. When targeted by a spell such as *detect evil*, the creature is allowed a Will save against the spell. Determine the save DC as normal (10 + spell level + ability modifier).

Relative Cost: NA; *Absolute Cost:* 15 CP;
Prerequisite: Shapechanger.

Spawn Twin (Ex): Some doppelgangers and phasms have such incredible control over their shapechanging abilities that each tiny portion of their bodies essentially counts as its own living creature. Normally, these bits of organic life can survive independently but lack the intelligence to take any useful actions. However, some shapechangers have the ability to spawn intelligence within their bodies. These creatures split a portion of their nervous system to take command of a section of their body and temporarily form a separate creature. Once per day, the shapechanger may split itself into two separate creatures. Each of these creatures has half the shapechanger's current hit points and is one size category smaller than the original creature. Otherwise, they use almost all the original creature's abilities as normal. However, when changing shape the creatures cannot take on the form of a creature that is larger than their current size. Using this ability is a full-round action that provokes an attack of opportunity.

Relative Cost: NA; *Absolute Cost:* 50 CP;
Prerequisite: Doppelganger or phasm.

Virulent Carrier (Su): Some clans of natural lycanthropes delight in spreading their curse to as many humans, elves, and other creatures as possible. These creatures move through an area, maul a few innocent farmers, then wait for the eventual chaos and murder to spread in their wake. The Fortitude save DC to resist contracting lycanthropy from these creatures is 20. Furthermore, these lycanthropes gain the ability to spread their curse through wounds inflicted via piercing or slashing weapons, as per a wererat.

Relative Cost: NA; *Absolute Cost:* 100 CP;
Prerequisite: Lycanthrope.

SAMPLE SHAPECHANGER

The doppelganger war fiend is a specialized shapechanger that serves as an elite warrior and assassin. Through training and focused meditation, the war fiend learns to focus its metabolism and transform itself into a howling devil in combat. Furthermore, in battle it can split into two creatures, allowing it to flank and destroy its foes.

DOPPELGANGER WAR FIEND

Medium-Size Shapechanger

Hit Dice:	6d8+18 (45 hp)
Initiative:	+1 (Dex)
Speed:	30 ft.
AC:	16 (+2 Dex, +4 natural)
Attacks:	2 slams +7 meleé
Damage:	Slam 1d6+3
Face/Reach:	5 ft. by 5 ft./5 ft.
Special Attacks:	Detect thoughts
Special Qualities:	Alter self, immunities, adrenaline surge, amorphous innards, spawn twin
Saves:	Fort +6, Ref +6, Will +7
Abilities:	Str 16, Dex 14, Con 16, Int 13, Wis 14, Cha 13
Skills:	Bluff +12, Disguise +12, Listen +11, Spot +8, Tumble +7
Feats:	Alertness, Dodge
Climate/Terrain:	Any land and underground
Organization:	Solitary
Challenge Rating:	4
Treasure:	Double standard
Alignment:	Usually neutral
Advancement:	By character class

Unlike most doppelgangers, the war fiend prefers to remain in its natural form. Taller, stronger, and slightly faster than its relatives, the war fiend belongs to a royal house amongst doppelgangers that serves as shock troops and knights in their distant realm. When traveling amongst other races, war fiends sell their services as warriors and assassins.

CHAPTER ELEVEN

UNDEAD

Powered by necromantic energy and relentless in their drive to destroy all that is good in the world, the undead are classic villains in fantasy games. At their root, they are evil creatures who crave violence and power, and their magical natures make them terrifying opponents. These abilities make them dangerous not only because they threaten a character's life, but they also weaken the party and make them much less capable of dealing with later encounters. Furthermore, many undead special attacks are binary abilities. They either leave their victims unaffected or leave him dead or completely crippled. A ghoul's paralyzing touch is the quintessential binary combat ability. A character's save against it can dictate whether he survives an encounter or perishes. Luckily for adventurers, the cleric's ability to turn undead and his spells specifically designed to destroy these monsters render them vulnerable to well-prepared parties.

In the core d20 System, the following monsters fall into the undead category: allip, bodak, devourer, ghast, ghoul, mohrg, mummy, night-crawler, nightwalker, nightwing, shadow, skeleton, spectre, vampire spawn, wight, wraith, and zombie. The following templates yield undead creatures: ghost, lich, and vampire.

BUILDING UNDEAD CREATURES

The undead's greatest asset is their wide range of special abilities, particularly attacks that deal permanent or potentially permanent damage to adventurers. Negative levels and ability drain are common amongst undead monsters. Aside from skeletons and zombies, who are little more than cannon fodder even in large numbers, undead creatures present roadblocks that could potentially derail an entire party with a few lucky (or unlucky, as the case may be) die rolls. The undead's greatest weakness is the cleric's turning ability. One flick of the holy symbol can send an undead creature running for cover or reduce it to a pile of ash. Thus, undead work best with classes, abilities, and feats that maximize their ability to deliver their special attacks and counteract the cleric's turning ability.

CLASSES

The cleric class is perhaps the most important one available to the undead. As evil clerics, they can bolster their fellow undead or even themselves against the turning attempts of good or neutral clerics. Remember, the cleric's ability to turn is the most important weapon the

characters have against the undead. An evil cleric, especially an undead one, is vital to preserving undead monsters in the face of a high-level cleric or one with a good Charisma score. The cleric's solid base attack bonus, good saves, and domain abilities make it the best option for most undead. Furthermore, many cleric spells are designed specifically to aid undead creatures. *Desecrate* is an excellent spell for undead spellcasters as it both bolsters undead and hinders turning attempts against them. As only a 2nd-level spell, it should be found on the lists of any evil cleric you build above 3rd level.

The fighter class is an excellent choice for undead creatures that deliver special effects with their melee attacks, such as ghouls and wights. These monsters benefit greatly from the good base attack bonus, bonus feats, and hit points provided by the fighter class. Feats such as Weapon Focus or Weapon Finesse allow an undead creature to hit more often and thus force more saving throws against their special abilities. Feats that grant additional attacks, such as Combat Reflexes, also allow an undead's special attacks to come into play more often than normal.

Of the remaining combat-focused classes, the barbarian is by far the worst choice for an undead monster. As the undead lack Constitution scores, they cannot rage for long and lose the advantage of gaining extra hit points while raging. With the barbarian class's primary ability crippled, it makes little sense to select that class for use with the undead. Rangers work best while armed with weapons. Since most undead rely on claws and bite attacks, they gain little from that class's combat abilities. Obviously, undead paladins are rather nonsensical in most campaigns.

The rogue and bard classes are both good choices for undead with good Dexterity scores. Both of these classes are good at sneaking up on their enemies, allowing them to attack from surprise and improve their chances of subjecting characters to their special attacks. Many undead creatures already have ranks in Hide and Move Silently. Gaining levels in either rogue or bard helps improve these already formidable talents. The rogue's sneak attack improves the damage potential of the undead's attacks, while evasion and uncanny dodge bolster their defensive abilities and help compen-

sate for their often low hit points. Since undead lack Constitution scores, they have fewer hit points on average than creatures with the same number of HD.

The arcane spellcasting classes are fair choices for the undead. While *fireball* may deal damage to the party, generally speaking an undead's energy drain or other abilities are more useful. An undead wizard's best choices are supporting spells such as *bull's strength* and *haste*. These make it easier to deliver energy drain or paralyzing attacks against the PCs and are also usable on minions. Generally speaking, though, most undead creatures have enough special abilities that spellcasting does not add useful, new dimensions to the creature. However, since undead are often designed to work in conjunction with a living necromancer or cleric it is worth noting a few spells that work well with them. The various wall spells, such as *wall of stone*, work very well with incorporeal undead. A spellcaster simply encases a character within a wall or uses one to separate him from the rest of the party or trap him in a dead end. The incorporeal undead then simply move through the barrier to attack. *Cone of cold* is an excellent spell when used in conjunction with skeletons, who can form a defensive wall and absorb blasts of cold energy without taking damage owing to their immunities. In general, spells that leave undead unharmed but threaten the characters are excellent choices for necromancers. Simply allow the wizard's undead minions to rush forward and keep the characters busy while the necromancer blasts the area with spells that cannot possibly injure his minions.

FEATS

As noted above, feats that improve an undead creature's accuracy in combat and number of attacks are good choices. Weapon Focus makes ghouls, wights, and similar creatures much more effective in combat, while Improved Initiative allows them to attack flat-footed characters or get in a few attacks before the party can destroy them. Dodge, Mobility, and Spring Attack form a nice chain for undead creatures. Considering their HD, most undead have poor base attack bonuses. These three feats allow undead to survive slightly longer in combat, while Mobility makes it easier for them to move past the heavily armored fighters and attack poorly armored spellcasters and rogues.

Most of the remaining feats have no special utility for undead creatures. Armor Proficiency can help them boost their protection, though against a cleric no amount of armor helps ward off turning checks. Blind-Fight has its obvious uses, and an encounter in a region of *deeper darkness* is quite appropriate to the undead's special abilities and background. Improved Unarmed Strike is a waste on most undead, as they tend to rely on natural weapons, but Stunning Fist and Deflect Arrows both require it as a prerequisite. Stunning Fist may sometimes prove useful to undead who rely on special attacks, as it adds an additional effect to their attacks that could potentially cripple a character. The stunning effect in and of itself is not dangerous, but it sets a character up for subsequent paralyzing touch and level drain attacks.

Power Attack and its cousins may seem like tempting picks, but most undead have little use for them. Unless you design a templated undead creature, such as a vampire with fighter levels, these feats force undead creatures to sacrifice accuracy or their special attacks in order to use them. A few extra points of damage are meaningless to a creature that can drain levels. Cleave and Great Cleave are tempting, as they grant bonus attacks, but the usual caveat that characters gain far more from these feats than monsters do still applies. Against high-level characters, Cleave or Great Cleave may come into play once per combat. In contrast, an undead creature can use Dodge once per round.

SKILLS

As undead creatures generally have powerful special attacks but poor hit points and base attack bonuses, the most appropriate skills for them allow them to move close to their targets without drawing attacks. The classic rogue skills Hide and Move Silently are excellent choices for the undead. Even if an undead creature must take cross-class ranks in these two, all but the most powerful creatures can gain use from them. Skills that allow the undead to attack from unexpected directions also allow them to strike with surprise. Balance, Climb, and Jump are good choices for giving undead creatures good positions at the start of an encounter or allowing them to approach the party from an unguarded quarter. Balance in

particular is an oft-overlooked skill. A few ropes suspended near a cavern ceiling may not draw much attention from the PCs, but a pack of ghouls could use them to tightrope walk over the characters and leap upon them from above and behind. Chances are that even the most experienced player may forget the Balance skill's application in that situation.

EQUIPMENT

While most undead have natural armor and Dexterity bonuses, they tend to have poor ACs. Light armor, such as a chain shirt, can go a long way toward improving their survivability in an encounter. While it may be tempting to outfit undead creatures in medium or even heavy armor, such a move may reduce their effectiveness. Creatures such as wights and ghouls need to close with the characters as quickly as possible to use their special melee attacks. Heavy armor slows these creatures and subjects them to more turning attempts, spells, and missile attacks than they normally must withstand. Some undead creatures, such as skeletons and zombies, are suited for heavy armor because they can appear in great numbers (as they have low CRs) and are fragile enough that a single blow can destroy them.

Similarly, weapons are useful only to the weakest undead. A devourer is much better served using its energy drain rather than wielding a greatsword or other weapon. If an undead creature has a special attack that activates when it hits in combat, it should not normally rely on a weapon. However, some armaments are quite useful to these creatures. Weapons that immobilize a PC or worsen a character's AC serve as excellent complements to an undead's energy drain attacks. Nets are perfect for this role, while flails used to make trip attacks also have their uses. While a net requires the Exotic Weapon Proficiency feat to wield normally, a net requires a touch attack to hit, offsetting the non-proficient penalty. A wight armed with a net can trap a fighter and either move past him to attack (and level drain) other characters or pounce on the immobilized warrior.

MAGIC AND THE UNDEAD

Channeled divine energy is the bane of the undead. A cleric can call upon his gods to dissipate the very energy the undead rely upon to maintain their existence. Undead clerics, and

those clerics who work with undead creatures, have developed a few spells to help counter the effects of divine energy.

FORTIFY TURN RESISTANCE

Necromancy

Level: Clr 3
Components: V, S
Casting Time: 1 action
Range: Touch
Target: Creature touched
Duration: 1 minute/level
Saving Throw: Will negates (harmless)
Spell Resistance: Yes (harmless)

As *imbue with turn resistance*, but this spell grants a +1 bonus for every three caster levels.

IMBUE WITH TURN RESISTANCE

Necromancy

Level: Clr 1
Components: V, S
Casting Time: 1 action
Range: Touch
Target: Creature touched
Duration: 1 minute/level
Saving Throw: Will negates (harmless)
Spell Resistance: Yes (harmless)

The subject of this spell gains a +1 enhancement bonus to his turn resistance rating. Creatures without turn resistance gain turn resistance 1. This bonus stacks with a creature's existing turn resistance but multiple enhancement bonuses do not stack.

MAGIC ITEMS

In addition to the spells listed above, some clerics opt to produce talismans, necklaces, and other adornments that permanently provide their minions with increased protection against the scourge of divine energies.

Talisman of the Grave: This necklace, crafted from finger bones and other fragments from the dead, grants its wearer an enhancement bonus to his turn resistance rating. A creature without turn resistance gains it at the listed bonus.

Caster Level: 5th; *Prerequisites:* Craft Wondrous Item, *fortify turn resistance*, creator's caster level must be three times bonus

granted by the talisman; *Market Price:* 500 gp (+1), 2,000 gp (+2), 5,000 gp (+3), 8,000 gp (+4), 14,000 gp (+5), 22,000 gp (+6).

TURNING AND UNDEAD CLERICS

While the turning rules do not specifically state this is the case, an undead cleric may use his bolster undead ability to bolster himself against turning attempts. Furthermore, a turned undead cleric has the option to dispel turning on himself, but no other targets, once he is turned. The cleric does not roll to see how many HD of undead he can affect with this ability. Instead, he automatically removes it from himself. Similarly, an undead cleric may use its dispel turning ability to counter an evil cleric's attempts to rebuke him, but he may not use it to remove the mental control an evil cleric has over him due to turning.

UNDEAD PRESTIGE CLASS

While vampires and liches very commonly follow prestige classes, few other undead have the intelligence and training to master a prestige class. Instead, most rely on their natural attacks and ferocity to defeat their enemies. However, in some cases an undead creature is so tightly bound to an area and infused with such powerful necromantic magic that he alters and warps the world around him. The result is a malignant overlord, an undead creature who commands the area he chooses to haunt.

THE MALIGNANT OVERLORD

Given their origin in necromantic magics and power drawn from the negative energy plane, undead creatures are invariably highly magical in nature. Arcane or divine power is their life's blood. It saturates their beings and is the source of their very existence. Some undead creatures grow so powerful that the magical energy that sustains them bleeds out to affect the world around them. Dungeons inhabited by these creatures twist and turn to reflect their grotesque desires and unwholesome nature. The cave walls twist and distort to reveal leering, skeletal forms. The water within the place goes foul and poisons anyone who drinks it. A mansion infested with an undead creature grows cold and drafty in the summer, while the place's inhabitants suffer bad luck, accidents, and fall ill.

MALIGNANT OVERLORD

Level	Base Attack	Fort	Ref	Will	Special
1	+0	+0	+0	+2	Haunting presence
2	+1	+0	+0	+3	Domain of terror I
3	+1	+1	+1	+3	Domain of terror II
4	+2	+1	+1	+4	Terrible presence
5	+2	+1	+1	+4	Domain of terror III

Undead creatures capable of exerting their will are thankfully rare, but when they manifest their powers are terrible to behold. Known as malignant overlords, these unliving monsters pervert the world around them and bend it to their will. Lesser undead creatures flock to their side in order to serve a powerful master, while their seemingly mundane lairs become powerful weapons in and of themselves. Malignant overlords arise when a powerful undead creature earns the favor of a blasphemous god or unlocks the secrets of necromantic magic. Other times, an undead rival may defeat a malignant overlord and inherit this class's mantle, gaining the powers and minions after proving himself a worthy successor to his conquered rival.

Hit Die: d12.

REQUIREMENTS

To become a malignant overlord, a character must fulfill all the following criteria:

Charisma 14+.

Creature Type: Undead.

Special: An undead creature that seeks to join this class must first either find and defeat a creature with levels in it or receive a boon from a fell deity. This boon may be granted in return for an oath of fealty or to help an undead creature fulfill a goal beneficial to the god's cause.

CLASS SKILLS

The malignant overlord's class skills (and the key ability for each) are Animal Empathy (Cha), Bluff (Cha), Hide (Dex), Intimidate (Cha), Listen (Wis), Move Silently (Dex), Read Lips (Wis), and Spot (Wis).

Skill Points at Each Level: 4 + Int modifier.

CLASS FEATURES

All of the following are class features of the malignant overlord prestige class.

Weapon and Armor Proficiency: Malignant overlords gain no additional proficiency with weapons, armor, or shields.

Haunting Presence (Su): The very air around a malignant overlord is saturated with baneful energy and necromantic magic. The area around the overlord is considered to be under the effects of the following spells at all times: *bane*, *desecrate*, and *magic circle against good*. For purposes of *desecrate*, the malignant overlord counts as a living altar or shrine to its deity. Each of these effects is a supernatural ability that operates as if cast by a 15th-level cleric. The malignant overlord continually emits these effects. If any of them are countered or dispelled by an opposing spell, the effects return once the malignant overlord leaves the canceling spell's area of effect. For example, an overlord targeted with a *consecrate* spell regains the bonuses of his *desecrate* ability when he moves away from the *consecrate* spell's area of effect.

Domain of Terror I: At 2nd level, the area around the malignant overlord changes to reflect his patron's power and the depths of his evil. The malignant overlord selects an area with a 100-foot radius. This region can be a building, a stretch of forest, a portion of a dungeon, or a similar space. Within this area, all food spoils, all water becomes fouled (Fortitude save DC 20 or suffer one point of temporary Constitution damage per drink), and turning becomes much more difficult. All turning attempts suffer a -3 penalty to the Charisma check made to determine the maximum HD of undead affected. The entire area becomes dark and malevolent. Lights cast a



faint, yellowed glow, trees and other plants slowly become twisted, thorny, and deformed, and natural animals leave the area. All creatures entering this area must make a Will save (DC 15) or suffer a -2 morale penalty to all attacks, checks, and saves.

Domain of Terror II: As the malignant overlord's evil aura grows stronger, his region of control becomes darker and more inimical to life. Any good-aligned creature in the overlord's lair must make a Will save (DC 25) or suffer delusions and temporary insanity while within the overlord's chosen area. This madness

causes a -2 penalty to Wisdom and a 10% chance that any divine spell cast by a good character fails to function as normal. Characters under the effects of this ability see horrible creatures out of the corner of their eyes, hear faint, distant screams and echoes, and have the oppressive feeling that they are being watched.

Terrible Presence (Sp): At 4th level, the malignant overlord becomes an avatar of necromantic magic and his god's unholy power. He gains the ability to cast *animate dead*, *unholy aura*, and *unholy blight* as a 15th-level cleric once per day each.

Domain of Terror III (Sp): At 5th level, the malignant overlord becomes the supreme master of his chosen lair. Nothing happens there without his knowledge, and his ability to manipulate and alter events there achieves its most potent level. The malignant overlord gains the ability to cast *telekinesis* as a 15th-level wizard while in his chosen lair. This spell ability may only be used against objects and creatures who are within his domain. Inanimate objects within the overlord's lair obey his bidding, lashing out to attack intruders and blocking their exit. In game terms, the malignant overlord may cast *animate objects* as a 15th-level cleric three times per day. Objects animated in this manner must stand within the overlord's lair and cannot leave it.

UNDEAD FEATS

While most undead lack the drive or intelligence to master advanced combat styles, some learn to use their undead status to their advantage in battle. The feats presented below arise from an undead creature's intuitive understanding of its nature and abilities. Few of them are taught in any formal manner. Most of these feats draw on the undead's unique status. As dead creatures, they feel neither pain nor weariness. Spellcasting undead find that their state grants them an increased ability to manipulate necromantic magic.

DEATH GRIP [GENERAL]

You are adept at using your claws to throttle your opponents. As an undead creature, you ignore the pain that causes other creatures to break their grapples and allow their foes to slip free. Thus, you can expose yourself to attacks while grappling that other creatures shrink away from.

Prerequisite: Relentless Grip, undead.

Benefit: While grappling a creature, you may opt to strangle your opponent. You latch your claws around his throat and squeeze. You automatically deal damage for one claw attack. In addition, your opponent suffers a -6 penalty to any Escape Artist checks or grapple checks to escape your hold.

DEATH'S MINION [GENERAL]

Terrible blows that would slay a living creature have little effect on your decaying, undead body. Your foes, seeing this, are overcome

with the fear that their feeble efforts are useless against you.

Prerequisite: Undead, Intimidation skill.

Benefit: When an opponent scores a critical threat against you, you may immediately make an Intimidate check against him. If this check succeeds, your opponent suffers a -1 morale penalty on all attacks against you.

FURY OF THE DEAD [GENERAL]

When you enter your battle rage, you draw on the unholy energies that provide for your existence. While the flesh and blood of the living may fail, the living dead battle on.

Prerequisite: Undead, ability to rage.

Benefit: When using the barbarian class's rage ability (or similar capabilities available to berserkers and other classes) you count your Constitution score as 20 when determining how long your rage lasts.

Normal: As undead do not have Constitution scores, they gain no bonus or penalty to their rage's duration.

Special: Your effective Constitution score only applies to determining how long you may rage. It does not grant you the extra hit points a living creature receives while raging.

GRIM FOCUS [GENERAL]

Your focus on your spells is sharpened in part by your undead state. Such trivial concerns of the living as hunger, emotions, and physical pain fade away when you complete a prepared spell or focus on a similar action that requires careful concentration.

Prerequisite: Undead.

Benefit: You gain a +4 racial bonus to all Concentration checks, including those made to successfully cast spells.

GRIM REAPER [GENERAL]

As an undead creature, you do not feel pain from most physical blows. In battle, you can ignore blows that would ruin another's focus and force them to go on the defensive. Instead, you press the attack.

Prerequisite: Undead.

Benefit: When making a melee attack, you may elect to take a -2 dodge penalty to AC in return for a +2 bonus to hit. This penalty lasts until your next action. Your attack bonus applies to all attacks you attempt that round.

Special: The bonus provided by this feat applies only to melee attacks, not ranged ones.

IRON GRIP [GENERAL]

You reach forth to grasp your opponent's weapon, tearing it from his hand while ignoring the pain such a maneuver causes you.

Prerequisite: Undead, Death Grip.

Benefit: You may make a grapple attack to seize an opponent's weapon. Initiate the grapple as normal, but rather than grab your opponent you grab his weapon. Make a melee touch attack at a -4 penalty. If you hit, you grasp the weapon and now may make an opposed Strength check to take the weapon into your hands. If you grasp an edged weapon, you take damage appropriate to the weapon's type. Your opponent's Strength modifier does not apply to this damage, but any other modifiers do.

LEGION OF THE DAMPED [GENERAL]

The powerful necromantic magic that created you allows you to control and command other undead creatures through the sheer force of your personality.

Prerequisite: Undead, HD 6+.

Benefit: You gain a coterie of undead creatures similar to the followers and cohort granted by the Leadership feat. Your Leadership score equals your challenge rating plus your Charisma modifier. Rather than gaining followers with class levels, you gain undead creatures based on their challenge rating. The table below summarizes the conversion between follower level and undead creature CR. Your cohort's CR may be no greater than the cohort level - 2 listed for your Leadership score.

Follower Level	Undead Follower CR
1	1/2
2	1
3	2
4	3
5	4
6	5





NEGATIVE ENERGY ATTUNEMENT [GENERAL]

Your undead status grants you a special alignment with necromantic energy. As a creature created by such spells, you have tremendous control over them and can wield them better than living casters.

Prerequisite: Spell Focus (Necromancy), Undead.

Benefit: When casting a spell from the necromancy school of magic, you count your caster level as one higher for all purposes of resolving the spell's effects.

RELENTLESS GRIP [GENERAL]

You are relentless when an enemy is in your grasp. While living creatures loosen their grip due to pain and injuries, you maintain your hold on an opponent.

Prerequisite: Undead.

Benefit: When initiating a grapple, you do not fail to start a grapple if your opponent's attack of opportunity hits you.

Normal: When attempting a grapple, the

target of your attack is allowed an attack of opportunity. If this attack hits, your grapple automatically fails.

SPEAKER OF THE DEAD [GENERAL]

While mortal casters cannot penetrate the minds of the undead, your experience and undead state allow your spells from the enchantment school to affect such creatures as normal.

Prerequisite: Undead, Spell Focus (Enchantment).

Benefit: Undead creatures lose their creature type immunity to mind-influencing effects, sleep, paralysis, and stunning caused by spells you cast. For example, you can use *charm monster* to gain the services of an allip or similar undead monster.

Special: Note that *charm person* and similar spells affect only humanoids. Thus, undead are still immune to them even if you possess this feat. Undead lose their explicit immunity, but as their creature type does not fall under the categories the spell affects they are immune to it. The undead's base creature type does not change to one vulnerable to spells due to this feat.

UNDEAD TEMPLATES

As products of an often directed, intentional process, the undead come in a wide range of forms. The templates presented here represent how a necromancer, cleric, or god may alter his minions in order to improve their already formidable abilities. In some cases, the products of these templates share little resemblance with their original forms.

THE BLOATED

Their bodies swollen with disease, rot, and the fell influence of necromantic magic, the bloated are undead, walking time bombs. Bloated undead are larger, swollen versions of their base creature. Their skin is pulled tight like a balloon and is barely capable of holding in the putrid gas and diseased fluids held within its body cavities. In battle, they absorb wounds that would destroy other undead creatures. When they are finally defeated, their bodies explode as the putrid, disease-ridden gases and fluids trapped within them violently escape.

CREATING A BLOATED UNDEAD

“Bloated” is a template that may be added to any undead creature that has a corporeal form. Undead creatures that do not have fleshy bodies, such as skeletons, may not receive this template. The DM should judge whether an undead creature has a body capable of developing extreme rot. The following undead creatures should normally qualify for this template: bodak, devourer, ghoul, ghast, mohrg, mummy, vampire, vampire spawn, wight, and zombie.

Hit Dice: Bloated undead gain two additional HD. Their swollen, rotted bodies can absorb a lot of punishment.

Speed: With their tortured, bulkier forms, bloated undead can only shuffle along slowly. They reduce their speed by 10 ft., to a minimum of 5 ft.

Special Attacks: In addition to their base special attacks, bloated undead gain the ability to spread disease and corruption.

Putrid Touch (Su): Any creature struck by a bloated undead’s claws, bite, or other natural attacks automatically becomes the target of a *contagion* spell as cast by a 10th-level sorcerer.

Special Qualities: All bloated undead gain damage reduction 2/-. This DR applies to all attacks, spells, and other effects. In addition to their base special qualities, they gain the following ability.

Death Blast (Ex): When a bloated undead is reduced to 0 hit points, the gases and fluids trapped within its body escape from its destroyed form in a violent explosion. All creatures within a 20-foot radius must make a Reflex save (DC 15) or suffer 1d6 points of damage for every two HD the bloated undead had. In addition, every creature within this area is affected by a *contagion* spell cast by a 10th-level sorcerer.

Abilities: Str +4, Dex -4. Bloated undead are stronger but slower and clumsier than normal.

Challenge Rating: As base creature + 2.



THE CLOAKED

Some necromancers are capable of preserving their subject’s body, granting the undead creature they create a seemingly normal outward appearance. A cloaked zombie appears as a slow moving, stumbling, but otherwise normal person. A cloaked ghoul walks openly on the city streets without fear of discovery. Cloaked undead are physically intact and bear no other telling traces of their true nature.

CREATING A CLOAKED UNDEAD

“Cloaked” is a template that may be added to any Medium-size undead creature with a physical body. At the DM’s option, certain creatures that rely on a strange or alien appearance may not receive this template. As a rule of thumb, the following undead qualify for this template: ghoul, ghast, mummy, vampire, vampire spawn, wight, and zombie. Other undead creatures such as skeletons or devourers are too fundamentally different in form from a living creature to gain this template.

Special Attacks: The cloaked undead retains its original special attacks and gains the following new one.

Unsuspecting Strike (Ex): When the cloaked undead attacks a surprised opponent, it may use its partial action to make a full attack. The undead creature's innocent appearance shocks its opponents and allows it to gain an extra moment to make its attacks.

Special Qualities: Cloaked undead retain all the base creature's special qualities. In addition, they gain the following:

Cloak of Deception (Ex): The cloaked undead appears to be a wholly normal, living member of its original race from mortal life. This ability is not magical in nature, as the creature's body is preserved in such a manner as to maintain its original form. However, a few minor traits belie this facade. For example, a cloaked undead may have a slight charnel smell or be extremely cold to the touch. Anyone attempting to study the cloaked undead's disguise must make a Spot check against the creature's Disguise check. The cloaked undead may opt to Take 10 on this check if it so chooses.

Gilded Tongue (Sp): Once per day, a cloaked undead may cast the following spells as a 10th-level sorcerer: *detect thoughts*, *hypnotism*, and *misdirection*.

Abilities: The cloaked undead gains a +2 bonus to its base Charisma score.

Skills: All cloaked undead gain six ranks in Bluff, Diplomacy, and Sense Motive. These ranks are in addition to those gained from class levels or possessed by the base creature.

Challenge Rating: As base creature + 1.

THE RELENTLESS

The undead are powered by the unending, baleful influence of necromantic magic. A severed limb may kill a man due to shock and blood loss. A zombie or skeleton merely shrugs off such a blow and continues fighting until it is hacked to pieces. The undead are, in essence, spirits or bundles of magical energy that use a physical body as a vehicle or container. Despite massive damage to an undead creature's physical body, it can continue to pursue its goals so long as its body is relatively intact and the malign influence that powers it is undisturbed.

The relentless dead are the embodiment of this principle. Whether through the influence of dark magic or some other process, their

bodies continue to fight on after they have been hacked to pieces. A relentless zombie's severed arm crawls across the floor to claw at its foes, while a relentless lich's skull continues to cast spells after it clatters to the floor.

CREATING A RELENTLESS UNDEAD

"Relentless" is a template that can be added to any corporeal undead. The creature uses its base stats and abilities except as noted here. A spellcaster who uses magic to produce undead creatures may grant them the relentless template by spending eight times the listed gp value for his spell's material components.

Hit Dice: Relentless undead can absorb more punishment than their normal cousins. They gain an additional two HD.

Special Attacks: If a relentless dead attacks the same target as one or more of its severed limbs (see below) both its attacks and its limbs' attacks count as flanking their target. The relentless dead can coordinate its attacks to catch its victim off guard and exploit gaps in his defenses.

Special Qualities: Relentless undead gain several abilities due to the extraordinary power of the magic that created them or the malign force of will that compels them to persist after death. Perhaps the most powerful ability they gain is fast healing 3.

The relentless undead's physical form is so utterly imbued with necromantic magic that the creature's limbs, including its head, continue to obey its will should they be severed from its body. In combat, a hit with an edged weapon that deals damage greater than or equal to twice the creature's HD severs one of its limbs. Use the table below to determine the exact effect of a lost limb and that limb's subsequent actions. Re-roll any nonsensical results. For example, a creature that has already lost both its arms cannot lose a third one. An independent severed limb retains the relentless undead's fast healing ability.

Once a relentless undead loses a body part, that part acts on the undead's initiative count and occupies a space adjacent to the undead creature. Optionally, you can use the grenadelike weapon rules to determine where the severed limb lands. Treat the limb as a thrown weapon that travels 2d6+3 feet from the space occupied by the relentless undead.

**d6 Limb Result**

1 – 5 Arm The creature's arm falls to the ground and begins clawing towards the nearest opponent. The arm acts as an undead creature with one-quarter the relentless undead's HD and hit points. If the undead creature had a claw attack, it may use that attack once per round at the creature's best base attack bonus. Its speed is half that of its base creature. A severed arm counts as a creature two size categories smaller than the relentless undead. Otherwise, it shares all the parent creature's statistics. Relentless undead capable of casting spells may still use their incantations, but on any round they do so their severed arms may take no action other than to perform any somatic spell components. The severed arm may deliver touch spells cast by the relentless undead. A spellcasting undead that has both its arms destroyed may not use spells with somatic components. Obviously, the relentless undead loses any attacks or abilities dependent on having the lost arm except as noted above.

d6 Limb Result

6 Head With a great swipe of a sword or axe, the relentless undead's head clatters to the ground. A decapitated relentless undead creature continues to fight as normal. It relies on its head for sight and hearing, but continues to act as normal. The head may bite any creature that enters its square, though it is immobile. If the relentless dead normally has a bite attack, the severed head may use it at the creature's best base attack bonus. Otherwise, the bite attack deals damage based on the undead creature's size. Creatures of Small size deal 1d4 damage, Medium-size inflict 1d6 damage, Large ones deal 1d8 damage, and anything larger inflicts 2d6 damage. The head may continue to speak normally and may cast spells provided that its body is intact and capable of completing somatic or material spell components. A severed head counts as a creature three size categories smaller than the relentless undead.

Skills: All relentless undead gain 8 ranks in Bluff. They may use this skill to disguise their true nature. For example, a severed limb may lie dormant until a character steps near it. If a severed limb remains motionless, it may use its Bluff skill opposed by a victim's Spot check. If the undead succeeds at this check, its victim loses his Dexterity bonus to AC against the limb's next attack. The undead creature's body may attempt this maneuver if, after losing its head, it spends a move-equivalent action collapsing to the floor and playing dead and a standard action to attempt a Bluff check.

Challenge Rating: As base creature + 2.

NEW UNDEAD SPECIAL ATTACKS AND QUALITIES

The following special abilities are available to all creatures of the undead monster type. These abilities represent the special advantages the undead can potentially enjoy over living creatures, while others are the result of a directed attempt by spellcasters to fortify the undead minions they create.

Blood Drinker (Ex): The life's blood of the living is a strong lure to many undead creatures who seek to destroy all living things they encounter. Some undead stalk and kill their victims not only to satisfy their evil urges but to drain sustenance from their victims. Undead creatures with this trait can drain blood from their opponents. A blood drinker that hits with a bite attack may attempt to draw blood from his victim, who must make a Fortitude save (DC 12 + the undead creature's Strength modifier) or suffer 1d4 points of temporary Constitution damage. The creature in turn gains two temporary hit points per HD after using this ability. While the creature may use this attack without limit, it may only gain temporary hit points from it once per day.

Relative Cost: NA; *Absolute Cost:* 50 CP; *Prerequisite:* Undead.

Breath of the Grave (Su): The rotting innards of an undead beast sometimes play host to a vast swarm of beetles, flies, and other foul insects mutated by the corrupting power of necromantic magic. The undead infested in this manner may, once per day, belch forth a swarm of insects that sting, bite, and otherwise harry the living. This breath weapon

takes the form of a line 5 feet wide and 20 feet long. Any creature caught within this area must make a Reflex save (DC 12 + the undead creature's Dexterity modifier) or take 1d8 points of damage and suffer a -2 circumstance penalty to all attacks, checks, and saves for one minute as the insects work their way into the folds of their clothes or chinks in their armor and continue to bite. Creatures who make their saving throw take half damage and are not subject to the circumstance penalty.

Relative Cost: NA; *Absolute Cost:* 50 CP; *Prerequisite:* Undead.

Horrifying Visage (Su): Some undead creatures have such ghastly appearances that they strike fear into even the most battle-hardened warrior. A zombie with this ability may be a shuffling pile of rotting flesh, while a vampire may develop a twisted body that repulses anyone who views it. Undead creatures with this special quality gain the ability to cause a -2 morale penalty on all attacks, saves, and checks against all creatures that fail a Will save (DC 14 + the creature's Charisma modifier) upon first seeing it. These effects last for the duration of the encounter.

Relative Cost: NA; *Absolute Cost:* 50 CP; *Prerequisite:* Undead.

Paralysis (Ex): An undead creature's touch can cause paralysis in its victims, leaving them frozen in place for the beast to consume at a leisurely pace. Any creature hit by the undead creature's unarmed physical attacks must make a Fortitude save (DC 11 + the creature's Charisma modifier) or be paralyzed for 1d6+2 minutes.

Relative Cost: NA; *Absolute Cost:* 50 CP per attack; *Prerequisite:* Undead.

Plague Bearer (Su): A common feature amongst undead that are the product of an epidemic or magical disease, this feat generates a 10-foot radius of corrupting disease magic fueled by the undead's necromantic origin. Any creature that moves within this area must make a Fortitude save (DC 15 + the undead's Charisma modifier) or contract a disease. A creature need only make one saving throw against this ability per encounter, even if it moves into and out of the area multiple times. As a default, this illness has an incubation peri-

od of one day, a Fortitude save DC of 12 + the undead's Charisma modifier, and deals 1d4 points of temporary Constitution damage per day. Otherwise, you may select an appropriate disease from your campaign.

Relative Cost: CR 3; *Absolute Cost:* NA; *Prerequisite:* Undead.

Soul Whip (Su): Blessed by the dark gods as a foul champion of their cause, the undead creature bears a whip of pure necromantic energy that can tear a mortal's soul to pieces. The whip appears as a long, pure black weapon that casts a sickly, gray nimbus. Treat this weapon as a normal whip with which the undead creature is fully proficient. In combat, the whip acts as a normal whip. In addition, it deals one special attack ability of the undead's choice on a hit. For example, a wight armed with a soul whip may deliver its energy drain attack with a hit. The soul whip is not a physical item. Instead, it is a magical construct formed by the dark magic that grants the undead its existence. This weapon cannot be disarmed and it dissipates into a cloud of foul-smelling smoke when the undead creature is destroyed.

Relative Cost: CR 4; *Absolute Cost:* NA; *Prerequisite:* Undead.

NECROMANTIC MODIFICATIONS

When constructing skeletons and zombies, some necromancers prefer to mix and match body parts before animating their undead servitors. In this manner, a skeleton may be granted additional arms, a zombie a second head, and so on. These modifications may also be made to other undead creatures that agree to undergo the required procedures. Unlike the standard special qualities and attacks, these modifications are available to any necromancer (or other spellcaster) who succeeds at Heal checks needed to modify the corpses and harvest usable body parts. On a failed Heal check, the skeleton or zombie animates but is a useless pile of undead flesh that can neither move nor attack. For other creatures, failure causes them to permanently lose one Hit Die. The necromancer may attempt the modifications as often as he wishes, but an undead creature reduced to 0 HD is permanently destroyed. The abilities listed here modify the creature's HD and CR. The bonus Hit Die listing details the Hit Die increase for the creature's base form. These HD

grant an undead creature more hit points but also count against the maximum a caster may animate.

Armor Plating (Ex): To bolster his undead servitors' defensive abilities, a necromancer may sometimes bolt steel or iron plates to their bodies. The necromancer simply selects a few anchor points on the creature's body and nails armor plates to them. This modification requires a Heal check (DC 10) and one day of work to properly install. Undead with this enhancement gain a +4 armor bonus. Unlike standard armor, this modification does not require armor proficiency nor does it impose spellcasting failure or armor check penalties. This ability may be taken only once.

Relative Cost: CR 1/2; *Absolute Cost:* NA; *Bonus Hit Dice:* 0.

Body Weapons (Ex): A common modification for skeletons and zombies, this alteration removes an undead creature's hand and lower arm, replacing them with a weapon. The undead creature must be capable of wielding the weapon installed in this manner with one hand. This weapon counts as a natural attack for determining the creature's attack bonuses. A creature with a weapon installed in this manner may not be disarmed.

Relative Cost: CR 1/2; *Absolute Cost:* NA; *Bonus Hit Dice:* 0.

Elongated Limbs (Ex): This delicate, complex operation inserts additional bones and joints into an undead creature's limbs. As a result, its arms, legs, or neck attains an extraordinary length. An arm or head given this ability grants the undead creature an additional 5 feet of reach with attacks made with that limb. If every set of legs the creature has are given this ability, its speed increases by 10 feet. Each limb (or set of legs) may be given this ability only once. The work necessary to complete this ability is both long and intricately involved. A Heal check (DC 25) and four days of work are necessary to elongate each limb.

Relative Cost: NA; *Absolute Cost:* 50 CP per limb; *Bonus Hit Dice:* 0.

Extra Head (Ex): By splitting a creature's spine and fusing an additional neck on to it, a necromancer may add one additional head to an undead creature. The creature gains a +4 bonus to all Spot and Listen checks per extra head. In addition, the extra head may be given control of an additional arm, allowing it to attack without penalty. See below for rules on adding fighting arms and their function in combat. To complete this modification, a necromancer must make a Heal check (DC 20) and work for two days to harvest a second head and properly bind it to an animated corpse. An undead creature may gain this modification up to four times. Creatures with bite attacks do not gain an additional bite with their second head, as it is not flexible enough to reach forward and make attacks. Extra heads are normally mounted on the shoulders, but some of the more artistically adventurous necromancers mount heads on the chest, back, or other spots along an undead creature's body.

Relative Cost: CR 1/2; *Absolute Cost:* NA; *Bonus Hit Dice:* +1.

Fighting Arm (Ex): Additional arms can be mounted at a surprising number of locations on an undead creature's body. Some necromancers prefer to place extra arms at the shoulders, but others opt for non-traditional locations such as the back, hips, and even legs. Regardless, each fighting arm can wield a weapon one size category below the animated creature's size. In addition to its normal attacks, the undead creature may make one additional attack with each of these arms at its best base attack bonus. Each strike made with these arms causes a -2 penalty to all of the creature's attacks. However, if the creature has an extra head then it reduces the total penalty for attacking with fighting arms by two. This penalty may never be reduced below 0. For example, a zombie with three heads and two arms does not gain a +2 bonus to hit for having more heads than extra limbs.

These arms do not gain the creature's special attack abilities. They do, however, inflict claw damage as normal for the creature. Commonly, these arms wield short swords, daggers, and similar weapons. An undead creature may be fitted with up to four fighting arms. A Heal check (DC 20) and one day of work is necessary for each arm added in this manner.

Relative Cost: NA; *Absolute Cost:* +1/2 CR per arm; *Bonus Hit Dice:* +1/2 per arm.

Multiple Legs (Ex): By splicing an undead creature's lower spine and attaching an additional hip bone and legs, a necromancer can grant a creature faster speed. An additional set of legs increases an undead creature's speed by 10 feet. A third set increases its speed by a further 5 feet. No more than two sets of extra legs may be added to an undead creature. Adding legs to a creature is a long, involved process. Each set requires a Heal check (DC 25) and three days of work.

Relative Cost: NA; *Absolute Cost:* +1/2 CR per set of legs; *Bonus Hit Dice:* +1 per set of legs.

SAMPLE UNDEAD

The necromancer Rethoir Greybeard researched methods for enhancing the combat abilities of his undead minions. The bone guardian is his specially crafted skeleton designed for sentry duty at his castle. Though Rethoir is long dead, some of his creations continue to stalk the northern mountains.

BONE GUARDIAN

Medium-Size Undead

Hit Dice:	4d12 (26 hp)
Initiative:	+5 (+1 Dex, +4 Improved Initiative)
Speed:	30 ft.
AC:	17 (+1 Dex, +2 natural, +4 armor)
Attacks:	2 short swords +2 melee
Damage:	Short sword 1d6
Face/Reach:	5 ft. by 5 ft./5 ft.
Special Qualities:	Undead, immunities, horrifying visage, armor plating (+4 armor bonus), body weapons (2 short swords), extra head
Saves:	Fort +1, Ref +2, Will +4
Abilities:	Str 10, Dex 12, Con -, Int -, Wis 10, Cha 11
Skills:	Listen +4, Spot +4
Feats:	Alertness, Improved Initiative
Climate/Terrain:	Any land and underground
Organization:	Solitary, squad (2 - 5)
Challenge Rating:	2
Treasure:	None
Alignment:	Always neutral

The bone guardian is a Medium-size skeleton modified to serve as a sentry. A second skull is fused into its chest and its lower arms are replaced with two short swords. Normally, these creatures are designed by necromancers and set to watch over portals, gates, and other sensitive areas within their lairs.

Horrifying Visage (Su): The bone guardian's strange appearance unsettles those who fight against it. It causes a -2 morale penalty on all attacks, saves, and checks to all creatures that fail a Will save (DC 14).

Body Weapons (Ex): The bone guardian's hands have been replaced with two bronze short swords. It treats these weapons as if they were natural parts of its body.

Extra Head (Ex): The bone guardian gains a +4 bonus to all Spot and Listen checks.



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