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EPIC MONSTERS (G-W)

GENIUS LOCI

	Colossal Ooze
Hit Dice:	70d10+1,400 (1,785 hp)
Initiative:	-2 (Dex)
Speed:	5 ft., burrow 5 ft.
AC:	0 (-2 Dex, -8 size)
Base Attack/Grapple:	+52/+88
Attack:	Slam +64 (4d10+20) melee
Full Attack:	10 slam +64 (4d10+20) melee
Space/Reach:	Varies (see text)
Special Attacks:	Enslave, improved grab, constrict 4d10+30
Special Qualities:	Blindsight 200 ft., fast healing 50, ooze traits
Saves:	Fort +43, Ref +21, Will +30
Abilities:	Str 50, Dex 6, Con 50, Int -, Wis 24, Cha 26
Skills:	Jump +5
Climate/Terrain:	Any
Organization:	Solitary
Challenge Rating:	30
Treasure:	Standard
Alignment:	Usually any evil
Advancement:	None

A genius loci is difficult to spot, since it looks like any other section of landscape. A genius loci itself has no intelligence, but rather “emulates” the sentience of any creature it currently enslaves (see below), if any. Each genius loci has only a single enslaved creature at one time, though other creatures may also inhabit the surface of the genius loci. Any creature entering a genius loci who makes a successful Survival check (DC 31) realizes that something is amiss, though it is difficult to tell exactly what. Genius loci do not speak directly, though they may do so through their currently enslaved thrall.

COMBAT

A genius loci can directly attack any creature standing on its surface with animated parts of itself, delivering slam attacks. It also directs its enslaved thrall against those it attacks. If its slave is slain, it selects another of its foes as its next, newest slave. Once a genius loci animates a portion of itself to attack the boundaries of its form become clear, and the creature becomes open to attack (Survival checks to determine the extent of the genius loci are no longer necessary). The animated part of the genius loci has a reach of 15 feet.

Enslave (Su): A genius loci can use the epic spell *enslave* once per round as a free action until it successfully enslaves a foe (Will DC 53 to resist). The DC is Charisma-based. Once it has a slave, it cannot enslave another until its current slave dies, is *imprisoned*, or is otherwise incapacitated. A slave becomes free if its genius loci master is slain. A genius loci forces its slave to remain with it, though it may send its slave off to temporarily visit nearby locations in order to draw in unsuspecting victims. In fact, the “purposes” of the genius loci are to some degree influenced by the current slave. The genius loci has no Intelligence score of its own; thus, its emulation of its slave’s intelligence sometimes transfers attitudes and goals. However, a slave can only go so far in influencing its mobile master, and cannot knowingly attempt to free itself from the genius loci that keeps it close.

Improved Grab (Ex): If the genius loci hits a Gargantuan or smaller creature with a slam attack, it deals normal Damage and attempts to start a grapple as a free action without provoking an attack of opportunity. The genius loci has the option to conduct the grapple normally, or simply use the part of its body it used in the improved grab to hold the opponent. Each successful grapple check it makes during successive rounds automatically deals slam attack Damage, in addition to constriction Damage.

Constrict (Ex): A genius loci crushes its opponent, dealing 4d10+30 points of bludgeoning Damage, after making a successful grapple check.

Ooze Traits: An ooze is an amorphous or mutable creature. Oozes are immune to poison, *sleep*, paralysis, stunning, and polymorphing. They have no clear front or back and are therefore not subject to critical hits or flanking. Oozes are blind but have the blindsight special quality. They have no Intelligence scores and are therefore immune to all mind-affecting effects (charms, compulsions, phantasms, patterns, and morale effects).

GIBBERING ORB

	Huge Aberration
Hit Dice:	27d8+216 (337 hp)
Initiative:	+20 (+12 Dex, +8 Superior Initiative)
Speed:	5 ft., fly 20 ft. (good)
AC:	48 (+12 Dex, -2 size, +16 natural armor, +12 insight)
Base Attack/Grapple:	+20/+39
Attack:	24 eye rays +31 ranged touch, 12 bites +28 (2d8+5/19–20) melee
Full Attack:	24 eye rays +31 ranged touch, 12 bites +28 (2d8+5/19–20) melee
Space/Reach:	15 ft./10 ft.
Special Attacks:	Gibbering, improved grab, swallow whole, eye rays, spell-like abilities
Special Qualities:	All-around vision, flight, amorphous, SR 37, DR 10/epic
Saves:	Fort +21, Ref +21, Will +24
Abilities:	Str 32, Dex 35, Con 27, Int 40, Wis 24, Cha 22
Skills:	Concentration +38, Escape Artist +42, Jump -4, Knowledge (arcana) +37, Hide +34, Listen +37, Move Silently +34, Search +37, Speak Language (any five), Spot +37
Feats:	Flyby Attack, Improved Initiative, Improved Critical (bite), Iron Will, Multiattack, Weapon Focus (eye ray), Weapon Focus (bite)
Epic Feats:	Epic Fortitude, Polyglot, Superior Initiative
Climate/Terrain:	Any land and underground
Organization:	Solitary
Challenge Rating:	27
Treasure:	Standard
Alignment:	Usually chaotic evil
Advancement:	27–54 HD (Huge); 55–108 HD (Gargantuan)

A gibbering orb can speak all languages.

A gibbering orb's natural weapons are treated as epic for the purpose of overcoming damage reduction.

COMBAT

The gibbering orb has the ability to bite its foes by extending a pseudopod with one of its mouths protruding from the end. The orb can extend four of these at any one foe, or a total of twelve in any given round. At the same time, the legions of eyes have the ability to cast a host of spells at a rapid rate.

Gibbering (Su): The cacophony of speech emanating from the scores of mouths that make up the orb forces all within 60 feet of the creature to succeed at a Will save each round (DC 40) or suffer the effects of an *insanity* spell.

Improved Grab (Ex): To use this ability, the gibbering orb must hit with a bite attack. If it gets a hold, the orb automatically deals bite Damage and can attempt to swallow whole.

Swallow Whole (Ex): A gibbering orb can attempt to swallow a Large or smaller opponent by making a successful grapple check. Once inside, the opponent takes 4d8 points of constriction Damage plus 3d10 points of acid Damage per round. A swallowed creature can cut its way out by using claws or a light slashing weapon to deal 20 points of Damage in a single blow (AC 16, DR 10/epic still applies). Once the creature exits, the fluidlike body structure of the orb closes the wound; other swallowed opponents must cut their own way out. When a creature dies by being swallowed whole (or when a creature killed by the gibbering orb in some other fashion is eaten by it), the gibbering orb absorbs the creature's known spells, prepared spells, and spell-like abilities. The orb can use any two of those abilities per round as a free action. Each originates from an eye that is not producing an eye ray (see below) that round. Stolen spells and spell-like abilities are lost after 24 hours.

Eye Rays (Su): Two dozen of the eyes can each produce a magical ray each round, with each eye emulating a spell from among the list of spells below as if cast by a 27th-level caster. The save DCs, where applicable, are 16 + spell level. A gibbering orb has no directional limitations on where it can point its eye rays, because the eyes orbiting around its body drift and float wherever needed. However, a gibbering orb can never aim more than five rays at any single target, due to limitations of aiming. All rays have a range of 150 feet. Each of these effects functions as a ray, regardless of the normal parameters of the spell it resembles. That is, each is usable against a single target and requires a ranged touch attack. The eye rays are: *cone of cold*, *disintegrate*, *dominate monster*, *energy drain*, *feblemind*, *finger of death*, *flesh to stone*, *greater dispelling*, *harm*, *hold monster*, *horrid wilting*, *implosion*, *inflict critical wounds*, *lightning bolt*, *magic missile*, *mage's disjunction*, *irresistible dance*, *polymorph any object*, *power word blind*, *power word kill*, *power word stun*, *prismatic spray*, *slay living*, and *temporal stasis*.

Spell-Like Abilities: At will—Two stolen spells or spell-like abilities per round. Caster level 27th, save DC 16 + spell level.

All-Around Vision (Ex): The gibbering orb's many eyes give it a +4 racial bonus on Spot and Search checks.

Flight (Ex): The gibbering orb's body is naturally buoyant. This buoyancy allows it to fly as the spell, as a free action, at a speed of 20 feet. This buoyancy also grants it a permanent *feather fall* effect with personal range.

Amorphous (Ex): A gibbering orb is not subject to critical hits. It has no clear front or back, so it cannot be flanked.

GLOOM

	Medium-Size Monstrous Humanoid
Hit Dice:	25d8+225 (337 hp)
Initiative:	+26 (+18 Dex, +8 Superior Initiative)
Speed:	30 ft.
AC:	40 (+18 Dex, +12 insight)
Base Attack/Grapple:	+25/+36
Attack:	+10 <i>keen dagger of human dread</i> +54 (1d4+21/17-20) melee
Full Attack:	+10 <i>keen dagger of human dread</i> +54/+49/+44/+39 (1d4+21/17-20) melee
Space/Reach:	5 ft./5 ft.
Special Attacks:	Fear gaze, sneak attack +13d6
Special Qualities:	Blindsight 60 ft., opportunist, quiescence, spell-like abilities, SR 35, DR 10/epic
Saves:	Fort +17, Ref +32, Will +21
Abilities:	Str 32, Dex 46, Con 29, Int 26, Wis 25, Cha 30
Skills:	Bluff +38, Climb +39, Hide +46, Intimidate +38, Jump +39, Listen +35, Move Silently +66, Spot +35, Survival +35, Tumble +46
Feats:	Dodge, Improved Initiative, Improved Critical (dagger), Mobility, Spring Attack, Weapon Finesse, Weapon Focus (dagger)
Epic Feats:	Sneak Attack of Opportunity, Superior Initiative
Climate/Terrain:	Any urban
Organization:	Solitary
Challenge Rating:	25
Treasure:	Nonstandard (just its dagger)
Alignment:	Usually lawful evil
Advancement:	25+ HD (Medium-size)

In the hand of any other creature but a gloom, the dagger is a +5 *keen dagger*.

A gloom's natural weapons are treated as epic for the purpose of overcoming damage reduction.

COMBAT

Fear Gaze (Su): Viewing the gloom's face inspires terror. Creatures that meet the gloom's gaze must succeed at a Will save (DC 32) or suffer the effects of a *fear* spell as cast by a 20th-level caster. The DC is Charisma-based.

Opportunist (Ex): This ability functions like the rogue class feature of the same name.

Sneak Attack (Ex): A gloom is able to sneak attack as a 25th-level rogue, dealing 13d6 extra Damage.

Quiescence (Su): A gloom is constantly silent, as per the *silence* spell, although the area does not extend beyond the creature itself. This quality gives it a +20 racial bonus on Move Silently checks (it is still possible for a gloom to create noise, such as by bumping into something that scrapes on the floor or by sounding a chime). The gloom can lower this effect at will.

Spell-Like Abilities: At will—*shadow walk*; 3/day—*true strike*. Caster level 20th; save DC 20 + spell level. The DC is Charisma-based.

GOLEM

	Mithral Golem	Adamantine Golem
	Huge Construct	Huge Construct
Hit Dice:	36d10+40 (238 hp)	54d10+40 (337 hp)
Initiative:	+4 (Dex)	-1 (Dex)
Speed:	40 ft.	20 ft. (can't run)
AC:	42 (-2 size, +4 Dex, +26 natural, +4 haste)	37 (-2 size, -1 Dex, +30 natural)
Base Attack/Grapple:	+27/+49	+40/+68
Attack:	Slam +39 (4d10+14) melee	Slam +58 (6d10+20) melee
Full Attack:	2 slams +39 (4d10+14) melee	2 slams +58 (6d10+20) melee
Space/Reach:	15 ft./15 ft.	15 ft./15 ft.
Special Attacks:	—	Trample
Special Qualities:	Construct traits, magic immunity, DR 15/epic and adamantite, alacrity	Construct traits, magic immunity, DR 20/epic and adamantite
Saves:	Fort +12, Ref +16, Will +12	Fort +18, Ref +17, Will +18

Skills:	Jump +18	Jump +14
Abilities:	Str 39, Dex 19, Con –, Int –, Wis 11, Cha 1	Str 51, Dex 9, Con –, Int –, Wis 11, Cha 1
Climate/Terrain:	Any land	Any land
Organization:	Solitary	Solitary
Challenge	21	25
Rating:		
Treasure:	None	None
Alignment:	Always neutral	Always neutral
Advancement:	37–54 HD (Huge); 55–72 HD (Gargantuan)	55–82 HD (Huge); 83–108 HD (Gargantuan)

MITHRAL GOLEM

A mithral golem cannot speak or make any vocal noise, nor does it have any distinguishable odor. Unlike most golems, it can run just as well as a normal creature.

A mithral golem's natural weapons are treated as epic for the purpose of overcoming damage reduction.

Combat

Alacrity (Su): Once per round, the mithral golem may take an extra standard action (either before or after its other actions in the round).

Magic Immunity (Ex): A mithral golem is immune to all magical and supernatural effects, except as follows. A *slow* spell negates its alacrity for 1d4 rounds, while a *haste* spell restores 1d6 hit points per level of the caster (maximum 10d6) or restores its alacrity, if previously negated by a *slow* spell. Multiple *slow* spells simply extend the duration of the effect.

Construction

A mithral golem's body is sculpted from 8 1/2 tons of pure iron and is then polymorphed into mithral (using *polymorph any object*). A mithral golem costs 250,000 gold pieces to create, which includes 5,000 gp for the body. Assembling the body requires a successful Craft (armorsmithing) or Craft (weaponsmithing) check (DC 30). The creator must be 25th level, have the Craft Epic Magic Arms and Armor feat, and be able to cast arcane spells. Completing the ritual drains 5,000 XP from the creator and requires *geas/quest*, *haste*, and *wish*.

ADAMANTINE GOLEM

An adamantine golem cannot speak or make any vocal noise, nor does it have any distinguishable odor.

An adamantine golem's natural weapons are treated as epic for the purpose of overcoming damage reduction.

Combat

Trample (Ex): As a standard action during its turn each round, the adamantine golem can literally run over an opponent at least one size category smaller than itself. The trample deals 8d10+30 points of bludgeoning Damage. Trampled opponents can either attempt attacks of opportunity at a –4 penalty or Reflex saves (DC 57) for half Damage. The DC is Strength-based.

Magic Immunity (Ex): An adamantine golem is immune to all magical and supernatural effects.

Construction

An adamantine golem's body is sculpted from 45,000 pounds of pure iron and is then polymorphed into adamantine (using *polymorph any object*). The golem costs 500,000 gold pieces to create, which includes 25,000 gp for the body. Assembling the body requires a successful Craft (armorsmithing) or Craft (weaponsmithing) check (DC 40). The creator must be 30th level, have the Craft Epic Magic Arms and Armor feat, and be able to cast arcane spells. Completing the ritual drains 10,000 XP from the creator and requires *crushing hand*, *geas/quest*, and *wish*.

HA-NAGA

	Colossal Aberration
Hit Dice:	20d8+220 (310 hp)
Initiative:	+14 (Dex)
Speed:	60 ft., fly 120 ft. (perfect)
AC:	40 (–8 size, +14 Dex, +24 natural armor)
Base Attack/Grapple:	+15/+39
Attack:	Coil whip +21 (4d6+8) melee
Full Attack:	Coil whip +21 (4d6+8) melee, sting +19 (2d8+4 plus poison) melee, bite +13 (4d8+4) melee
Space/Reach:	30 ft./ 20 ft.
Special Attacks:	Charming gaze, poison, improved grab, constrict 4d6+12
Special Qualities:	Flight, SR 30, DR 5/epic
Saves:	Fort +17, Ref +22, Will +22
Abilities:	Str 27, Dex 38, Con 32, Int 35, Wis 31, Cha 36

Skills: Appraise +35, Concentration +34, Bluff +24, Diplomacy +38, Escape Artist +37, Hide +21, Jump +20, Knowledge (arcana, history, religion) +35, Listen +33, Move Silently +37, Search +35, Sense Motive +24, Spellcraft +37, Spot +33

Feats: Dodge, Flyby Attack, Lightning Reflexes, Mobility, Multiattack, Quicken Spell, Weapon Finesse

Climate/Terrain: Temperate and warm land or underground

Organization: Solitary or nest (2–4)

Challenge Rating: 22

Treasure: Standard

Alignment: Usually chaotic evil

Advancement: 21–40 HD (Colossal)

A ha-naga's natural weapons are treated as epic for the purpose of overcoming damage reduction.

COMBAT

Flight (Su): As per the *fly* spell, 120 ft. (perfect). This ability gives the ha-naga a +6 circumstance bonus on Move Silently checks.

Charming Gaze (Su): As *mass charm monster*, 90 ft., Will save (DC 33). The DC is Charisma-based.

Chameleon Ability (Ex): Ha-nagas can blend in with their surroundings, giving them a +8 circumstance bonus on Hide checks.

Improved Grab (Ex): To use this ability, the ha-naga must hit with its coil whip attack. If it succeeds, it can constrict.

Constrict (Ex): A ha-naga deals 4d6+12 points Damage with a successful grapple attack against Huge or smaller opponents.

Poison (Ex): Sting, Fort save (DC 31); initial and secondary Damage 2d8 temporary Con. The DC is Constitution-based.

Spells: Ha-nagas can cast spells as 21st-level sorcerers, and can also cast cleric spells and spells from the domains of Chaos and Evil as arcane spells (save DC 33 + spell level). The DC is Charisma-based.

HAGUNEMNON (PROTEAN)

Large Aberration (Shapechanger)

Hit Dice: 44d8+616 (814 hp)

Initiative: +17 (+13 Dex, +4 Improved Initiative)

Speed: 50 ft.

AC: 50 (–1 size, +13 Dex, +28 natural)

Base Attack/Grapple: +33/+58

Attack: Slam +54 (2d6+21/19-20) melee

Full Attack: 5 slams +54 (2d6+21/19-20) melee

Space/Reach: 10 ft./10 ft.

Special Attacks: Psionics, destabilize form

Special Qualities: Alter shape, DR 10/epic, darkvision 120 ft., immunities, regeneration 50, spell resistance 39

Saves: Fort +40, Ref +39, Will +32

Abilities: Str 53, Dex 37, Con 39, Int 20, Wis 23, Cha 34

Skills: Bluff +59, Diplomacy +53, Disguise +59, Hide +35, Intimidate +47, Jump +29, Listen +55, Move Silently +35, Sense Motive +29, Spot +55

Feats: Alertness, Cleave, Combat Reflexes, Endurance, Great Cleave, Great Fortitude, Improved Initiative, Iron Will, Lightning Reflexes, Multiattack, Power Attack, Weapon Focus (slam)

Epic Feats: Blinding Speed, Devastating Critical (slam), Overwhelming Critical (slam)

Climate/Terrain: Any

Organization: Solitary

Challenge Rating: 29

Treasure: Standard

Alignment: Always chaotic neutral

Advancement: 45–59 HD (Large); 60–74 HD (Huge); 75–89 HD (Huge)

A hagenemnon's natural weapons are treated as epic for the purpose of overcoming damage reduction.

COMBAT

Psionics (Sp): At will —*detect thoughts, dimension door, ethereal jaunt, knock, nondetection, plane shift, suggestion*. Caster level 20th, save DC 22.

Destabilize Form (Su): If a protean hits with two or more slam attacks in the same round, it partly destabilizes its foe's physical form, dealing an additional 4d6+31 points of Damage as well as 2 points of temporary Constitution Damage. If the victim is drained to 0 Constitution, its dead body is only so much clear fluid that drains away unless somehow preserved by friends of the victim.

Alter Shape (Ex): A protean can assume the shape of any combination of physical nondeific creatures at the same time as a

free action. In fact, a protean's form constantly boils, and it requires a move-equivalent action each round for a protean to maintain a certain shape (even if that shape is a combination of several shapes). Whatever its present form, the protean retains all its own special qualities. Plus, it gains the advantage of up to four extraordinary abilities from the forms it mimics (but not spell-like or supernatural powers). The assumed form can be no smaller than a flea and no larger than 200 feet in its largest dimension (make sure to take into account rules for reach and size modifiers to AC and melee attacks). Incorporeal traits can also be assumed, which counts as a single extraordinary ability. If a haguemnon assumes a partial form that confers an extraordinary ability already possessed by the creature, only the better of the two abilities is retained. No matter its form, the protean can never make more than five attacks using a full-round action. However, it may substitute a melee attack form for one of its slam attacks, using its own base attack bonus and Strength modifier to Damage, but dealing base Damage appropriate to the attack type.

HOARY HUNTER

	Hoary Hunter	Hoary Steed
	Medium-Size Fey (Cold)	Large Magical Beast (Cold)
Hit Dice:	46d6+598 (759 hp)	12d10+36 (102 hp)
Initiative:	+19 (+11 Dex, +8 Superior Initiative)	+8 (+4 Dex, +4 Improved Initiative)
Speed:	30 ft.	40 ft., fly 90 ft. (good)
AC:	46 (+11 Dex, +15 insight, +10 natural)	23 (-1 size, +4 Dex, +10 natural)
Base Attack/Grapple:	+23/+37	+12/+22
Attack:	+6 <i>keen longsword of binding</i> +46 (1d8+27/17-20 plus 1d6 plus <i>binding</i>) melee	Hoof +17 (3d6+6) melee
Full Attack:	+6 <i>keen longsword of binding</i> +46/+41/+36/+31 (1d8+27/17-20 plus 1d6 plus <i>binding</i>) melee	2 hooves +17 (3d6+6) melee, bite +15 (5d8+3) melee
Space/Reach:	5 ft./5 ft.	10 ft./5 ft.
Special Attacks:	Spell-like abilities	
Special Qualities:	Cold immunity, fire vulnerability, SR 36, DR 10/epic and cold iron	Cold immunity, fire vulnerability, air walk, astral projection and etherealness, magic circle against good, misty breath, SR 20, DR 5/magic and cold iron, immunities
Saves:	Fort +28, Ref +36, Will +31	Fort +11, Ref +12, Will +5
Abilities:	Str 38, Dex 33, Con 36, Int 21, Wis 23, Cha 26	Str 22, Dex 18, Con 17, Int 6, Wis 13, Cha 14
Skills:	Diplomacy +14, Hide +60, Intimidate +57, Knowledge (geography, nature) +54, Listen +55, Move Silently +60, Ride +60, Search +54, Sense Motive +55, Spot +55, Survival +55	Jump +10, Listen +8, Spot +13
Feats:	Blind-Fight, Cleave, Great Cleave, Improved Critical (longsword), Improved Initiative, Mounted Combat, Power Attack, Ride-by Attack, Spirited Charge, Track, Trample, Weapon Focus (longsword)	Alertness, Endurance, Flyby Attack, Improved Initiative, Multiattack
Epic Feats:	Dire Charge, Epic Weapon Focus (longsword), Overwhelming Critical (longsword), Superior Initiative	
Climate/Terrain:	Any cold	Any cold
Organization:	Solitary or company (2-5)	Solitary (with rider)
Challenge Rating:	25	9
Treasure:	None	None
Alignment:	Always neutral evil	Always neutral evil
Advancement:	47+ HD (Medium)	13-24 HD (Large); 25-36 HD (Huge)

A hoary hunter's natural weapons are treated as epic for the purpose of overcoming damage reduction.

COMBAT

A critical hit (or the blow that would kill or render a foe unconscious) from the hoary hunter's blade does not wound the hunter's prey. Instead, the victim is bodily transported as per a *soul binding* spell heightened to 16th level (DC 30) into a diamond at the end of the sword's hilt.

Spell-Like Abilities: At will—*discern location, true strike, fog cloud, hold monster, plane shift*; 3/day—*dimensional anchor, dominate monster, greater dispel magic*; 1/day—*mage's disjunction, contingent recall and resurrection**. Caster level 23rd;

save DC 18 + spell level. **Contingent recall and resurrection* is a variation on an epic spell. When slain, the hoary hunter is actually transported, with its mount, back to the fey realm, where it is resurrected. The only way to truly slay the hoary hunter is to defeat it in its home realm after this epic spell has been exhausted for the day.

HOARY STEED

A hoary steed's natural weapons are treated as magic for the purpose of overcoming damage reduction.

Combat

Air Walk (Su): A hoary steed can ride through the air as well as on the ground, as though affected by a permanent *air walk* spell.

Astral Projection and Etherealness (Su): These abilities function just like the spells of the same names as cast by a 20th-level caster.

Magic Circle Against Good (Su): This ability continuously duplicates the effects of the spell. A hoary steed cannot suppress this ability.

Misty Breath (Su): The breath of a hoary steed functions like a constant *obscuring mist* spell.

Immunities (Ex): A hoary steed is immune to all *charm* and *hold* spells or abilities.

HUNEFER

Medium-Size Undead

Hit Dice:	50d12+3 (603 hp)
Initiative:	+16 (+12 Dex, +4 Improved Initiative)
Speed:	100 ft.
AC:	52 (+12 Dex, +20 natural, +10 insight)
Base Attack/Grapple:	+25/+43
Attack:	Slam +44 (3d6+18/19–20 (+1d6 on critical hit) plus hunefer rot)
Full Attack:	2 slams +44 (3d6+18/19–20 (+1d6 on critical hit) plus hunefer rot)
Space/Reach:	5 ft./5 ft.
Special Attacks:	Despair, hunefer rot, spell-like abilities
Special Qualities:	Blindsight 300 ft., DR 10/–, fast healing 30, SR 37, undead traits, fire vulnerability
Saves:	Fort +18, Ref +30, Will +41
Abilities:	Str 47, Dex 35, Con –, Int 18, Wis 38, Cha 36
Skills:	Concentration +66, Jump +46, Knowledge (religion, the planes) +57, Listen +67, Search +57, Sense Motive +67, Spellcraft +57, Spot +67
Feats:	Cleave, Combat Reflexes, Dodge, Expertise, Great Cleave, Great Fortitude, Improved Critical (slam), Improved Disarm, Improved Initiative, Lightning Reflexes, Mobility, Power Attack, Toughness, Weapon Focus (slam)
Epic Feats:	Devastating Critical (slam), Overwhelming Critical (slam), Spell Stowaway (<i>greater teleport</i>)
Climate/Terrain:	Any
Organization:	Solitary, pair, or court (5–9)
Challenge Rating:	25
Treasure:	Standard
Alignment:	Always lawful evil
Advancement:	51–56 HD (Medium-size); 57–60 HD (Large); 61–66 HD (Huge); 67–70 HD (Gargantuan); 71+ HD (Colossal)

Hunefers speak all spoken languages, though it takes one 1d4 rounds to switch between languages.

COMBAT

Despair (Su): The mere sight of a hunefer requires viewers to succeed at a Will saving throw (DC 48) or be paralyzed with fear for 1d4 rounds. Regardless of the outcome of the save, a subject is not again vulnerable to that hunefer's despair ability for 24 hours. The DC is Charisma-based.

Hunefer Rot (Su): Supernatural disease—slam, Fort save (DC 35), incubation period instantaneous; Damage 1d6 temporary Con. Unlike normal diseases, hunefer rot requires a victim to make a successful saving throw every round or take another 1d6 points of temporary Constitution Damage. The rot continues until the victim reaches Constitution 0 (and dies) or receives a *remove disease* spell or similar magic. An afflicted creature that dies shrivels away into sand unless both *remove disease* and *raise dead* (or better) are cast on the remains within 2 rounds. If the remains are not so treated, on the third round the dust swirls and forms an 18 HD mummy with the dead foe's equipment under the hunefer's command. (The *mummy dust* epic spell has statistics for an 18 HD mummy.)

Spell-Like Abilities: At will—*chain lightning*, *displacement*, *haste*, *knock*, *greater dispel magic*, *passwall*, *screaming*, *greater teleport*, *true seeing*, *unholy aura*, *weird*; 1/day—*ruin* (epic spell). Caster level 27th; save DC 23 + spell level. The DC is

Charisma-based.

Undead Traits: Immune to poison, *sleep*, paralysis, stunning, disease, death, effects, necromantic effects, mind-affecting effects, and any effect requiring a Fortitude save unless it also works on objects. Not subject to critical hits, subdual damage, ability Damage, ability drain, or energy drain. Negative energy heals. Not at risk of death from massive Damage, but destroyed at 0 hit points or less. Darkvision 60 ft. Cannot be raised; resurrection works only if creature is willing.

LAVAWIGHT

	Medium-Size Undead (Fire)
Hit Dice:	32d12 (208 hp)
Initiative:	+12 (+8 Dex, +4 Improved Initiative)
Speed:	60 ft.
AC:	46 (+8 Dex, +28 natural)
Base Attack/Grapple:	+16/+37
Attack:	Claw +40 (3d8+21/19-20 (+1d6 on critical hit) plus blazefire) melee
Full Attack:	2 claws +40 (3d8+21/19-20 (+1d6 on critical hit) plus blazefire) melee, 1 skull butt +32 (2d6+10 plus blazefire) melee
Space/Reach:	5 ft./5 ft.
Special Attacks:	Rend 6d8+31, blazefire, spell-like abilities
Special Qualities:	Undead traits, fire subtype, heat aura, SR 34, DR 10/–, fiery hardness
Skills:	Jump +33, Knowledge (religion) +33, Listen +41, Search +35, Spot +41
Feats:	Cleave, Great Cleave, Great Fortitude, Improved Critical (claw), Improved Initiative, Power Attack, Weapon Focus (claw)
Epic Feats:	Blinding Speed (x2), Epic Weapon Focus (claw), Overwhelming Critical (claw)
Saves:	Fort +12, Ref +18, Will +24
Abilities:	Str 52, Dex 27, Con –, Int 10, Wis 22, Cha 28
Climate/Terrain:	Any
Organization:	Solitary or pair
Challenge Rating:	23
Treasure:	Standard
Alignment:	Chaotic evil
Advancement:	33–42 HD (Medium-size); 43–55 HD (Huge)

Lavawights speak Common and Infernal.

COMBAT

Rend (Ex): If the lavawight hits with both of its claws, it latches onto the opponent's body and tears the flesh. This attack automatically deals an additional 6d8+31 points of Damage.

Blazefire (Su): Living creatures taking Damage from a lavawight's attack find themselves ignited with blaze-fire; they must succeed at a Fortitude save (DC 35) or permanently lose 4 hit points. The DC is Charisma-based. The opponent must continue to save every round for the next 6 rounds (7 rounds total) to avoid being permanently drained of 4 more hit points each round. The lavawight heals the same amount of Damage whenever a creature is drained of hit points, gaining any excess as temporary hit points. These temporary hit points last a maximum of 1 hour. If an opponent is slain by blazefire, only blackened ash remains of the victim. Hit points lost to the blazefire never heal naturally and cannot be magically restored—they are gone for good.

Spell-Like Abilities: At will— *dimension door*, *flame arrow*, *spell immunity (sleet storm)*, *fireball*, *wall of fire*. Caster level 22nd; save DC 19 + spell level. The DC is Charisma-based.

Undead Traits: Immune to poison, *sleep*, paralysis, stunning, disease, death, effects, necromantic effects, mind-affecting effects, and any effect requiring a Fortitude save unless it also works on objects. Not subject to critical hits, subdual Damage, ability Damage, ability drain, or energy drain. Negative energy heals. Not at risk of death from massive Damage, but destroyed at 0 hit points or less. Darkvision 60 ft. Cannot be raised; resurrection works only if creature is willing.

Heat Aura (Su): A 10-foot-radius spread heat aura surrounds a lavawight. All creatures of the fire subtype in the field (including the lavawight) are treated as if having turn resistance +6 (if undead) and fast healing 10. Creatures subject to fire Damage take 2d10 points of fire Damage each round they remain within the heat aura.

Fire Subtype: Fire immunity, cold vulnerability..

Fiery Hardness (Ex): The lavawight's molten skin provides it with Damage reduction of 10/–.

LEGENDARY ANIMAL

Legendary Bear

Legendary Tiger

	Large Animal	Large Animal
Hit Dice:	20d8+140 (230 hp)	26d8+188 (305 hp)
Initiative:	+6 (+2 Dex, +4 Improved Initiative)	+8 (+4 Dex, +4 Improved Initiative)
Speed:	50 ft.	50 ft.
AC:	21 (-1 size, +2 Dex, +10 natural)	23 (-1 size, +4 Dex, +10 natural)
Base Attack/Grapple:	+15/+32	+19/+34
Attack:	Claw +27 (2d6+13) melee	Claw +29 (2d6+11) melee
Full Attack:	2 claws +27 (2d6+13) melee, bite +22 (4d6+6) melee	2 claws +29 (2d6+11) melee, bite +24 (2d8+5) melee
Space/Reach:	10 ft./5 ft.	10 ft./5 ft.
Special Attacks:	Improved grab	Pounce, improved grab, rake 2d6+5
Special Qualities:	Scent	Scent
Saves:	Fort +19, Ref +14, Will +11	Fort +22, Ref +19, Will +12
Abilities:	Str 36, Dex 14, Con 24, Int 2, Wis 16, Cha 12	Str 32, Dex 18, Con 24, Int 2, Wis 14, Cha 10
Skills:	Climb +15, Jump +21, Listen +14, Spot +14, Swim +20	Climb +13, Hide +15, Jump +19, Listen +12, Move Silently +15, Spot +12, Swim +16
Feats:	Alertness, Athletic, Endurance, Improved Initiative, Iron Will, Run, Track	Alertness, Athletic, Endurance, Improved Initiative, Iron Will, Run, Toughness(x2), Track
Climate/Terrain:	Any forest, hill, mountains, plains, and underground	Any forest, hill, mountains, plains, or underground
Organization:	Solitary or pair	Solitary or pair
Challenge Rating:	9	10
Treasure:	None	None
Alignment:	Always neutral	Always neutral
Advancement:	21–40 HD (Large)	27–48 HD (Large)

LEGENDARY BEAR

COMBAT

Improved Grab (Ex): To use this ability, a legendary bear must hit with a claw attack.

LEGENDARY TIGER

COMBAT

Pounce (Ex): If a legendary tiger leaps upon a foe during the first round of combat, it can make a full attack even if it has already taken a move action.

Improved Grab (Ex): To use this ability, the legendary tiger must hit with a bite attack. If it gets a hold, it can rake.

Rake (Ex): A legendary tiger can make two attacks (+30 melee) against a held creature with its hind legs for 2d6+5 points of Damage each. If the legendary tiger pounces on an opponent, it can also rake.

Skills: Legendary tigers receive a +8 racial bonus on Hide and Move Silently checks. *In areas of tall grasses or heavy undergrowth, the Hide bonus improves to +16.

LESHAY

	Medium-Size Fey
Hit Dice:	50d6+650 (825 hp)
Initiative:	+21 (+17 Dex, +4 Improved Initiative)
Speed:	40 ft.
AC:	52 (+17 Dex, +20 insight, +5 natural armor)
Base Attack/Grapple:	+25/+30
Attack:	+10 <i>keen brilliant energy bastard sword</i> +53 (1d10+15/17-20) melee
Full Attack:	2 +10 <i>keen brilliant energy bastard swords</i> +53/+48/+43/+38 (1d10+15/17-20) melee
Space/Reach:	5 ft./5 ft.
Special Attacks:	Gaze, spell-like abilities, leShay weapons
Special Qualities:	Superior two-weapon fighting, DR 15/epic and cold iron, elf traits, immune to poison and disease, low-light vision, SR 42, fast healing 10
Saves:	Fort +29, Ref +44, Will +35

Abilities:	Str 21, Dex 45, Con 37, Int 33, Wis 23, Cha 47
Skills:	Bluff +71, Concentration +66, Diplomacy +77, Disguise +71, Escape Artist +70, Gather Information +24, Hide +70, Intimidate +24, Jump +5, Knowledge (local, nature) +59, Listen +59, Move Silently +70, Search +59, Speak Language (any five), Spot +59
Feats:	Blind-Fight, Cleave, Dodge, Expertise, Improved Critical (leShay weapon), Improved Initiative, Iron Will, Mobility, Power Attack, Quick Draw, Spring Attack, Weapon Finesse, Weapon Focus (leShay weapon), Whirlwind Attack
Epic Feats:	Blinding Speed, Polyglot, Spell Stowaway (<i>heal</i>)
Climate/Terrain:	Any
Organization:	Solitary
Challenge Rating:	28
Treasure:	Standard
Alignment:	Any
Advancement:	None

A leshay's natural weapons are treated as epic for the purpose of overcoming damage reduction.

COMBAT

Spell-Like Abilities: At will—*alter self, detect thoughts, displacement, freedom, greater dispelling, heal, greater invisibility, knock, speak with plants, spell turning, greater teleport, water breathing*. Caster level 28th; save DC 28 + spell level. The DCs are Charisma-based.

LeShay Weapons (Su): Each leShay carries two personal melee weapons that he or she manifests from his or her own life essence. The weapon can change form as he or she shifts from class to class, typically appearing as a bastard sword (one in each hand). When not in combat, the weapons simply do not exist, but leShay can “draw” their weapons from nowhere as a free action. LeShay weapons are considered light weapons for a leShay, regardless of their size.

Superior Two-Weapon Fighting (Ex): A leShay fights with a leShay weapon in each hand. Because these weapons are extensions of its own body, the leShay does not take an attack or Damage penalty for attacking with two weapons.

Gaze (Su): All creatures within 30 feet who meet the gaze of a leShay become affected as if by *charm monster*. A Will save (DC 53) negates the effect. Each opponent within range of a gaze attack must attempt a saving throw each round at the beginning of his or her turn in the initiative order. A leShay can also actively gaze as an attack action by choosing a target within range, who must then attempt a saving throw. LeShay are immune to their own gaze. The DC is Charisma-based.

Elf Traits: Immune to magic *sleep* spells and effects; +2 racial bonus on Will saves against enchantment spells or effects; low-light vision (can see twice as far as a human in low-light conditions); entitled to a Search check when within 5 feet of a secret or concealed door as though actively looking for it; Martial Weapon Proficiency (composite longbow, composite shortbow, longbow, longsword, and rapier) as bonus feats; +2 racial bonus on Listen, Spot, and Search checks (already figured into the statistics given above).

LIVING VAULT

	Colossal Construct
Hit Dice:	96d10+80 (608 hp)
Initiative:	-2 (Dex)
Speed:	10 ft. (can't run)
AC:	60 (-8 size, -2 Dex, +60 natural)
Base Attack/Grapple:	+72/+123
Attack:	Slam +99 (10d6+35) melee
Full Attack:	2 slams +99 (10d6+35) melee
Space/Reach:	30 ft./20 ft.
Special Attacks:	<i>Imprisonment</i>
Special Qualities:	Recognition, <i>safekeeping</i> , construct traits, magic immunity, DR 15/epic and adamantine
Saves:	Fort +32, Ref +30, Will +33
Skills:	Jump +0
Abilities:	Str 80, Dex 7, Con -, Int -, Wis 12, Cha 1
Climate/Terrain:	Any
Organization:	Solitary
Challenge Rating:	33
Treasure:	Standard (see text)
Alignment:	Neutral
Advancement:	None

To access a vault, its creator must call the vault from where it is sequestered through the use of a *sending* spell. The vault has

no obvious opening; however, items can be stored and retrieved by naming them (the living vault provides an inventory to its creator on request). The item to be stored appears to sink into the living vault's form as if made of mud. Likewise, items retrieved pop out of the living vault's form. Storing and retrieving items in this fashion takes one round per transaction. Creatures other than the vault's master who wish to access the inventory must destroy the vault to do so. If a vault is destroyed, all the objects and creatures stored within immediately emerge.

A living vault's natural weapons are treated as epic for the purpose of overcoming damage reduction.

COMBAT

Imprisonment (Sp): As a free action twice per day, a living vault can project a 60-foot cone. Creatures caught in the cone must make a Will save (DC 58) or be affected as by the *imprisonment* spell, except creatures are stored within the vault's interior. The living vault can hold two Gargantuan creatures, eight Huge creatures, thirty-two Large creatures, one hundred twenty-eight Medium-size creatures, and so on. This assumes that the rest of the vault is also relatively empty, so a large hoard of treasure reduces the number of creatures a living vault can hold at any one time. If *freedom* is later cast upon the very spot where the victim of *imprisonment* disappeared, the victim is freed, though it doesn't appear where it disappeared, but in a space adjacent to wherever the living vault is currently physically located.

Recognition (Ex): Once made, a living vault responds only to its owner; no other being can access the vault's interior. The vault is not fooled by disguised creatures, and can distinguish between its true master and false duplicates, even penetrating disguises used in conjunction with *shapechange*, *alter self*, *disguise self*, *polymorph*, *seeming*, and *simulacrum* and similar effects. The vault does, however, respond to the product of a *clone* spell.

Safekeeping (Sp): At will, a living vault can use a power that combines the effects of *sequester* and *plane shift* to render the vault invisible to any form of sight or divination, and at the same time transfer it to a random portion of the Astral Plane. When in safekeeping mode, the living vault responds to a *sending* by its master, returning to the location from which it left and becoming tangible once again. Creatures and objects that are stored within the vault are treated as if under the effects of *sequester*, whether the vault itself is or not. Often, creatures are brought into the vault via *imprisonment*, but sometimes unconscious or otherwise subdued creatures are stored as an object, in which case they receive no saving throw to resist the effect.

Construct Traits: Immune to mind-affecting effects (charms, compulsions, phantasms, patterns, and morale effects), and to poison, *sleep*, paralysis, stunning, disease, death effects, necromantic effects, and any effect that requires a Fortitude save unless it also works on objects. Cannot heal Damage (though regeneration and fast healing still apply, if present). Not subject to critical hits, subdual Damage, ability Damage, ability drain, or energy drain. Not at risk of death from massive Damage, but destroyed when reduced to 0 hit points or less; cannot be raised or resurrected. Darkvision 60 ft.

Magic Immunity (Ex): A living vault is immune to all magical and supernatural effects, except as follows. A *freedom* spell cast on it causes it to defer the use of its own *imprisonment* power for 10 rounds.

MERCANE

	Large Outsider
Hit Dice:	7d8+21 (52 hp)
Initiative:	+2 (Dex)
Speed:	30 ft.
AC:	15 (-1 size, +2 Dex, +4 natural)
Base Attack/Grapple:	+7/+13
Attack:	Masterwork falchion +9(2d4+3) melee
Full Attack:	Masterwork falchion +9/+4 (2d4+3) melee
Space/Reach:	10 ft./10 ft.
Special Qualities:	SR 25, spell-like abilities, telepathy
Saves:	Fort +8, Ref +7, Will +8
Abilities:	Str 15, Dex 15, Con 16, Int 20, Wis 17, Cha 15
Skills:	Appraise +19, Bluff +12, Diplomacy +12, Gather Information +12, Intimidate +12, Knowledge (arcana) +15, Knowledge (the planes) +15, Listen +13, Profession (bookkeeper) +13, Sense Motive +13, Sleight of Hand +14, Spellcraft +15, Spot +12
Feats:	Expertise, Improved Disarm, Improved Feint
Climate/Terrain:	Any land and underground
Organization:	Company (1–4 mercanes and 3–18 5th-level fighter bodyguards) or progression (1 mercane, 3 14th-level fighters, 1 21st-level fighter/2nd-level Union Sentinel)
Challenge Rating:	5
Treasure:	Double standard
Alignment:	Always lawful neutral
Advancement:	By character class

Level Adjustment: +7

Mercanes speak Abyssal, Celestial, Draconic, Infernal, and at least two other languages.

COMBAT

Spell-Like Abilities: 3/day—*dimension door, invisibility*; 1/day—*secret chest, plane shift*. Caster level 14th; save DC 12 + spell level.

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

Skills: Mercanes receive a +4 racial bonus on Appraise checks.

MERCANE CHARACTERS

A mercane's favored class is wizard. Player character mercanes have a level adjustment of +7.

MU SPORE

	Colossal Plant
Hit Dice:	35d8+315 (472 hp)
Initiative:	+5 (-3 Dex, +8 Superior Initiative)
Speed:	40 ft.
AC:	27 (-3 Dex, -8 size, +28 natural)
Base Attack/Grapple:	+26/+55
Attack:	Tendrils +31 (2d6+13/19-20) melee
Full Attack:	4 tendrils +31 (2d6+13/19-20) melee, 1 bite +26 (4d6+6/19-20) melee
Space/Reach:	30 ft./30 ft.
Special Attacks:	Spore cough, improved grab, swallow whole
Special Qualities:	Acid resistance 20, blindsight 210 ft., DR 10/epic, fast healing 10, plant traits, sticky
Saves:	Fort +28, Ref +8, Will +20
Abilities:	Str 36, Dex 5, Con 29, Int 18, Wis 28, Cha 28
Skills:	Bluff +47, Diplomacy +13, Gather Information +13, Hide +35, Intimidate +13, Jump +13, Knowledge (local, nature) +42, Listen +47, Spot +47
Feats:	Cleave, Great Cleave, Improved Critical (bite), Improved Critical (tendrils), Improved initiative, Lightning Reflexes, Power Attack
Epic Feats:	Epic Reflexes, Epic Toughness (x3), Superior Initiative
Climate/Terrain:	Any
Organization:	Solitary, pair, or polyp (3-7)
Challenge Rating:	21
Treasure:	Standard
Alignment:	Usually chaotic neutral
Advancement:	36+ HD (Colossal)

Mu spores speak Common and Terran.

A mu spore's natural weapons are treated as epic for the purpose of overcoming damage reduction.

COMBAT

Spore Cough (Su): Once every 1d4 rounds a mu spore can release a cloud of burrowing spores. This spore cough is treated as a 100-foot-cone breath weapon. The burrowing spores deal 20d8 points of Damage to all creatures and structures in the area, or half Damage to any creatures that make a Reflex save (DC 36). The DC is Charisma-based.

Improved Grab (Ex): If a mu spore hits with a tendril, it deals normal Damage and attempts to start a grapple as a free action without provoking an attack of opportunity. Improved grab works only against Gargantuan and smaller opponents. The mu spore has the option to conduct the grapple normally, transfer the victim to its mouth as a free action, or simply use its tendril to hold the opponent. Each successful grapple check it makes during successive rounds automatically deals the Damage given for the tendril.

Swallow Whole (Ex): If the mu spore begins its turn with an opponent held in its mouth, it can attempt a new grapple check (as though attempting to pin the opponent). If it succeeds, it swallows its prey and the opponent takes bite Damage. A swallowed creature takes the twice the Damage given for the mu spore's bite every round. A swallowed creature is considered grappled, while the creature that did the swallowing is not. A swallowed creature can try to cut its way free with any light piercing or slashing weapon, if it can deal 33 points of Damage in this fashion, or it can just try to escape the grapple. If the swallowed creature chooses the latter course, success puts it back in the mu spore's mouth, where it may be bitten or swallowed again.

Sticky (Ex): Sticky tendrils cover a mu spore, many more than the four main tendrils it uses for combat. Any creature that

touches or successfully attacks a mu spore with a melee weapon is subject to a free improved grab check by the mu spore, as if the mu spore had successfully attacked the creature with a tendril. A creature wielding a melee weapon must immediately relinquish its grip on its weapon, or proceed with the grapple check. If the subject relinquishes its grip on its weapon, the weapon is swallowed the following round. Creatures who attack the mu spore in melee without a weapon they can release (such as those with natural attacks only) do not have this option.

Plant Traits: Immune to poison, *sleep*, paralysis, stunning, and polymorphing; not subject to critical hits or mind-affecting effects.

NEH-THALGGU (BRAIN COLLECTOR)

	Huge Aberration (Extraplanar, Incorporeal)
Hit Dice:	32d8+192 (336 hp)
Initiative:	+12 (+4 Dex, +8 Superior Initiative)
Speed:	60 ft. or via <i>dimension door</i>
AC:	35 (-2 size, +4 Dex, +3 deflection, +20 insight)
Base Attack/Grapple:	+24/-
Attack:	Bite +26 (4d10 + 12 plus poison) melee
Full Attack:	Bite +26 (4d10 + 12 plus poison) melee, 10 head-tentacles +21 (2d10 plus ability drain) melee touch attack
Space/Reach:	15 ft./10 ft.
Special Attacks:	Extract brains (ranged attack), poison, spells
Special Qualities:	<i>Dimensional travel</i> , DR 10/epic, incorporeal traits, amorphous physiology, manifest maw, SR 30, darkvision 60 ft.
Saves:	Fort +16, Ref +14, Will +23
Abilities:	Str -, Dex 19, Con 22, Int 20, Wis 20, Cha 17
Skills:	Concentration +41, Hide +39, Knowledge (arcana, the planes) +40, Move Silently +39, Search +40, Spellcraft +40
Feats:	Blind-Fight, Combat Reflexes, Dodge, Eschew Materials, Expertise, Improved Initiative, Maximize Spell, Mobility, Power Attack, Spring Attack
Epic Feats:	Superior Initiative
Climate/Terrain:	Any
Organization:	Solitary
Challenge Rating:	26
Treasure:	Triple standard
Alignment:	Usually chaotic neutral, neutral evil, or chaotic evil

Advancement: 33–66 HD (Gargantuan); 67–112 HD (Colossal)

A creature whose brain has been harvested by a brain collector cannot be raised, reincarnated, or resurrected while the brain is in the creature, because the collector preserves and draws upon the soul and basic personality of the creature for as long as it retains the brain. Neh-thalggus' own language is a silent sign language "spoken" with their writhing head-tentacles. They can also communicate telepathically with any creature that has a language within 100 feet.

A neh-thalggu's natural weapons are treated as epic for the purpose of overcoming damage reduction.

COMBAT

Poison (Ex): A neh-thalggu's bite injects a debilitating poison (DC 32) that Damages the victim's Constitution. He or she loses half his or her current Constitution immediately on a failed save and must save again 1 minute later or lose half of his or her remaining Constitution. If the character survives, he or she heals the ability Damage at the normal rate (1 point per day). The save DC is Constitution-based.

Head-Tentacles (Ex): The long, whiplike tentacles that frame either side of a brain collector's face can deliver a dangerous touch attack that, if successful, causes the target to dehydrate and wither (2d10 points of desiccation Damage). In addition, each successful tentacle attack drains 1 point of Strength, 1 point of Dexterity, and 1 point of Constitution. This is permanent ability drain and may only be reversed by spells such as *restoration* and *greater restoration*. It can bring all ten tentacles to bear on a single target facing it or divide its attacks against up to ten targets that it threatens.

Extract Brains (Sp): Once every 1d4 rounds, as a full-round action, a brain collector can extract the brain from a target creature in line of sight. This attack is psionic in nature and can be blocked by a *dimensional anchor* currently in force on the target. The target gets a Will save (DC 31) to resist the extraction. The save DC is Intelligence-based. If the save fails, his or her brain is drawn out intact through the skull by extradimensional means and sucked up by the brain collector, lodging in an unused storage sac above and behind its eyes. If the save succeeds, he or she takes 9d6 points of Damage and is stunned for 1d4+1 rounds. A brain collector prefers to absorb brains of high-level arcane spellcasters but is fully capable of extracting those of other foes as a highly effective attack. When encountered, assume a neh-thalggu has a full retinue of thirteen stolen

brains. Each brain less than the full thirteen bestows one negative level on the neh-thalggu (though these never convert to actual level loss), which is a powerful incentive for the creature to always keep its brain-sacs filled. A neh-thalggu is free to draw on all the Knowledge skills of each brain it currently stores, using the base ranks in a skill possessed by each brain, and adjusted by the neh-thalggu's own skill modifiers for the Knowledge skill in question (or its Intelligence modifier, for a skill it has no ranks in).

Dimensional Travel (Sp): A brain collector's preferred method of locomotion is via *dimension door*, which it can do as a quickened action, once per round. It can also use *teleport without error* or *plane shift* at will as a move-equivalent action.

Spells (Sp): A fully grown brain collector can cast arcane spells as a 13th-level sorcerer (one level of spell-casting ability per brain).

Incorporeal: A neh-thalggu is not wholly in our reality but always remains partially extradimensional. Thus it can be harmed only by other incorporeal creatures, +1 or better weapons, magic, or psionics, with a 50% chance to ignore any Damage from a corporeal source. It can pass through solid objects at will, and its own attacks pass through armor (except for its bite attack, which is treated as if a corporeal attack). It always moves silently unless it chooses otherwise.

Amorphous Physiology (Ex): A brain collector does not have fixed organs. As such, it is immune to critical hits, death from massive Damage, sneak attacks, and coup de grace.

Manifest Maw: Though it is an incorporeal creature, a neh-thalggu can manifest its mouth in corporeal form as a standard action. While so manifested, the mouth can deliver bite attacks against corporeal creatures or pick up objects. The mouth bites as if it had Str 35.

Feats: A neh-thalggu gains Power Attack as a bonus feat, even though it has no Strength score.

PARAGON CREATURE

CREATING A PARAGON CREATURE

"Paragon" is a template that can be added to any creature (referred to hereafter as the base creature).

The base creature's type remains unchanged. The paragon creature uses all the base creature's statistics and special abilities except as noted here.

HD: A paragon creature always has maximum hit points. Paragon creatures also gain an additional 12 hit points per HD.

Speed: A paragon creature's speed triples, for all movement types.

AC: Paragon creatures gain a +12 insight bonus to AC and a +12 luck bonus to AC. They also gain a +5 natural armor bonus (if the creature already has natural armor, use whichever is better).

Attacks: A paragon creature makes all its attacks with a +25 luck bonus on the attack roll.

Damage: A paragon creature gains a +20 luck bonus on Damage rolls for all melee and thrown ranged attacks.

Special Attacks: A paragon creature's special attacks, if any, all gain a +13 insight bonus, if applicable. The +13 insight bonus may only be applied to a given special ability once.

Spell-Like Abilities (Sp) or Psionics (Sp): If the base creature has spell-like abilities, it gains +15 to its caster level to use those abilities. A paragon creature also gains the ability to use *greater dispel magic*, *haste*, and *see invisibility* three times per day, even if it did not have spell-like abilities before, at 15th caster level.

Special Qualities: A paragon creature retains all the special qualities of the base creature and also gains the following.

- Fire and cold resistance 10. If the creature already possesses such resistance, use whichever is better.
- Damage reduction 10/epic. If the creature already possesses Damage reduction, use whichever is better.
- Spell resistance equal to the paragon creature's CR +25. If the creature already possesses spell resistance, use whichever is higher.
- Fast healing 20. If the creature already possesses fast healing, use whichever is better.
- A paragon creature's natural weapons are treated as epic for the purpose of overcoming damage reduction.

Saves: The paragon creature gains a +10 insight bonus on all its saving throws.

Abilities: All ability scores are 15 points higher than those of the base creature.

Skills: The paragon creature gains a +10 competence bonus on all its skill checks.

Feats: Same as the base creature, plus one bonus feat.

Climate/Terrain: Any land and underground.

Organization: Same as the base creature.

Challenge Rating: As base creature +15.

Treasure: Standard for a creature of the adjusted CR.

Alignment: Same as the base creature.

Advancement: Same as the base creature.

PRISMASAURUS

Huge Magical Beast

Hit Dice: 60d10+620 (950 hp)

Initiative:	+15 (+7 Dex, +8 Superior Initiative)
Speed:	30 ft.
AC:	55 (-2 size, +7 Dex, +40 natural)
Base Attack/Grapple:	+60/+79
Attack:	Bite +72 (8d10+11/ 19-20 (+1d6 on critical hit)) melee
Full Attack:	Bite +72 melee (8d10+11/ 19-20 (+1d6 on critical hit)), tail +67 (10d6+5) melee
Space/Reach:	15 ft./10 ft.
Special Attacks:	Prismatic emanations
Special Qualities:	Immunities, prismatic blur, SR 38, DR 10/-
Saves:	Fort +41, Ref +39, Will +24
Abilities:	Str 32, Dex 25, Con 29, Int 4, Wis 19, Cha 10
Skills:	Listen +37, Spot +38
Feats:	Alertness, Cleave, Combat Reflexes, Dodge, Endurance, Great Cleave, Improved Critical (bite), Improved Initiative, Power Attack, Weapon Focus (bite), Weapon Focus (tail)
Epic Feats:	Devastating Critical (bite), Epic Endurance, Epic Toughness (x4), Epic Weapon Focus (bite), Epic Weapon Focus (tail), Overwhelming Critical (bite), Superior Initiative
Climate/Terrain:	Any sunny land
Organization:	Solitary or pair
Challenge Rating:	28
Treasure:	None
Alignment:	Always neutral
Advancement:	61-90 HD (Huge); 91-150 HD (Gargantuan)

COMBAT

Prismatic Emanations (Su): The reflected and refracted light from the prisma-saurus's crystalline ridge functions very similarly to the *prismatic spray* spell. Any creature of less than 8 HD that is within 30 feet of the creature is automatically blinded for 2d4 rounds. In addition, any creature within 20 feet of the prisma-saurus is randomly struck by one or more rays of light, as determined by the table that accompanies the *prismatic spray* spell. This effect is as the *prismatic spray* spell in a 30-foot-radius spread, but is otherwise as cast by a 20th-level caster. The save DC for the *prismatic spray* effects is 49.

Immunities (Su): It is immune to poison, gases, petrification, and mind-affecting attacks.

Prismatic Blur (Ex): The reflected and refracted light that constantly surrounds the creature blurs the creature's outline and makes it difficult to properly target. All melee and ranged attacks against the creature have a 50% miss chance.

PSEUDONATURAL TROLL

	Large Outsider (Extraplanar)
Hit Dice:	6d8+66 (114 hp)
Initiative:	+7 (Dex)
Speed:	60 ft.
AC:	51 (-1 size, +7 Dex, +35 natural)
Base Attack/Grapple:	+4/+40
Attack:	Tentacle rake +35 (2d8+17) melee
Full Attack:	5 tentacle rakes +35 (2d8+17) melee
Space/Reach:	10 ft./10 ft.
Special Attacks:	Constant insight, improved grab, rend 4d8+25, rotting constriction
Special Qualities:	DR 5/epic, SR 30, acid and electricity resistance 20, regeneration 5, scent, spell-like abilities, darkvision 90 ft.
Saves:	Fort +16, Ref +9, Will +8
Abilities:	Str 45, Dex 24, Con 33, Int 6, Wis 19, Cha 6
Skills:	Climb +26, Hide +16, Jump +38, Listen +15, Move Silently +16, Spot +15
Feats:	Alertness, Iron Will, Track
Climate/Terrain:	Any
Organization:	Solitary or gang (2-4)
Challenge Rating:	21
Treasure:	Standard
Alignment:	Always chaotic evil
Advancement:	By character class

Pseudotrolls speak Giant.

A pseudotroll's natural weapons are treated as epic for the purpose of overcoming damage reduction.

COMBAT

Constant Insight (Su): A pseudotroll makes all its attacks (including grapples) with a +15 insight bonus (calculated into the above statistics). The creature is not affected by the miss chance that applies to attacks against a concealed target.

Improved Grab (Ex): If a pseudonatural troll hits an opponent smaller than it with a tentacle, it deals normal Damage and attempts to start a grapple as a free action without provoking an attack of opportunity.

Rend (Ex): If a pseudotroll hits with two or more tentacle rake attacks, it latches onto the opponent's body and tears the flesh. This attack automatically deals an additional 4d8+25 points of Damage, and can be used concurrently with its improved grab ability.

Rotting Constriction (Ex): Once a pseudotroll has hold of an opponent, each successful grapple check it makes during subsequent rounds automatically drains 2d4 points of Constitution. At the same time, the pseudotroll regains 10 lost hit points.

Regeneration (Ex): Fire and acid deal normal Damage to a pseudotroll. If a pseudotroll loses a tentacle or body part, the lost portion regrows in 1 minute. The creature can reattach the severed member instantly by holding it to the stump.

Spell-Like Abilities: At will—*blur, dimension door, shield, unhallow*. Caster level 20th; save DC 8 + spell level. The DC is Charisma-based.

Alternate Form (Su): At will, a pseudotroll can take the form of a grotesque, tentacled mass (or another appropriately gruesome form), but all its abilities remain unchanged despite the alien appearance. Changing shape is a standard action. Other creatures receive a –1 morale penalty on their attack rolls against a pseudotroll in this alternate form.

CREATING A PSEUDONATURAL CREATURE

“Pseudonatural” is a template that can be added to any corporeal creature (referred to hereafter as the base creature).

Size and Type: The creature's type changes to outsider (extraplanar). Do not recalculate base attack bonus, saves, or skill points. Size is unchanged.

HD: A pseudonatural creature always has maximum hit points.

Speed: A pseudonatural creature's speed doubles, for all movement types.

AC: Pseudonatural creatures gain a +35 natural armor bonus. If the creature already has an armor bonus, use whichever is better.

Attack/Full Attack: A pseudonatural creature substitutes tentacle rake attacks for its melee attacks while in pseudonatural form. These tentacle attacks always use the creature's best attack bonus. It also gains additional tentacle rake attacks (also at its best attack bonus) as noted on the table below.

Damage: Tentacle rakes from a pseudonatural creature deal Damage equal to 2d8 + Str modifier.

Special Attacks: A pseudonatural creature retains all the special attacks of the base creature and also gains the following.

Constant Insight (Su): The creature makes all its attacks with a +15 insight bonus. The creature is not affected by the miss chance that applies to attacks against a concealed target.

Improved Grab (Ex): If the creature hits an opponent smaller than it with a tentacle, it deals normal Damage and attempts to start a grapple as a free action without provoking an attack of opportunity.

Rotting Constriction (Ex): Once the creature has hold of an opponent, each successful grapple check it makes during subsequent rounds permanently drains 2d4 points of Constitution. At the same time, the creature regains 10 lost hit points.

Spell-Like Abilities: At will—*blur, dimension door, shield, unhallow*. Caster level 20th. The DCs are Charisma-based.

Special Qualities: A pseudonatural creature retains all the special qualities of the base creature and also gains the following.

- Electricity and acid resistance of a varying amount related to its Hit Dice (see the table below). If the creature already possesses such resistance, use whichever is better.
- Damage reduction of a varying amount related to its Hit Dice (see the table below). If the creature already possesses Damage reduction, use whichever is better.
- Spell resistance equal to the creature's HD x5. If the creature already possesses spell resistance, use whichever is higher.
- One extra tentacle rake attack (the creature can use another of its many tentacles to attack at no penalty while in pseudonatural form) for each 4 HD the creature has.
- A pseudonatural creature's natural weapons are treated as epic for the purpose of overcoming damage reduction.

Hit Dice	Electricity and Acid Resistance	Damage Reduction	Extra Tentacle Rake Attacks
1–3	15	5/epic	1
4–7	20	5/epic	2
8–11	25	10/epic	3
12–15	30	10/epic	4
16–19	35	15/epic	5
21–24	40	15/epic	6
each 4 more HD	+5	15/epic	+1

If the creature already has one or more of these special qualities, use the better value.

Alternate Form (Su): At will, a pseudonatural creature can take the form of a grotesque, tentacled mass (or another appropriately gruesome form), but all its abilities remain unchanged despite the alien appearance. Changing shape is a standard action. Other creatures receive a –1 morale penalty on their attack rolls against pseudonatural creatures in this alternate form.

Saves: Same as the base creature.

Abilities: Increase from the base creature as follows: Str +22, Con +10, Dex +10, Wisdom +10, Intelligence at least 3.

Skills: Same as the base creature.

Feats: Same as the base creature.

Climate/Terrain: Any land and underground.

Organization: Same as the base creature.

Challenge Rating: Up to 6 HD, as base creature +16; 7 HD to 15 HD, as base creature +13; 16+ HD, as base creature +10

Treasure: Same as the base creature.

Alignment: Same as base creature.

Advancement: Same as the base creature.

RUIN SWARM

	Tiny Vermin (Swarm)
Hit Dice:	50d8+500 (725 hp)
Initiative:	+16
Speed:	20 ft., climb 20 ft., fly 90 ft. (perfect)
Armor Class:	30 (+2 size, +16 Dex, +2 natural), touch 28, flatfooted 14
Base Attack/Grapple:	+37/—
Attack:	Swarm (5d6)
Full Attack:	Swarm (5d6)
Space/Reach:	10 ft./0 ft.
Special Attacks:	Blinding, distraction (DC 45)
Special Qualities:	Blindsense, fast healing 15, swarm traits, vermin traits
Saves:	Fort +37, Ref +34, Will +22
Abilities:	Str 3, Dex 42, Con 30, Int—, Wis 23, Cha 32
Skills:	—
Feats:	—
Environment:	Any
Organization:	Solitary, cloud (2–4 swarms), or plague (5–8 swarms)
Challenge Rating:	23
Treasure:	None
Alignment:	Always neutral
Advancement:	None

Combat

Blinding (Ex): Any living creature that begins its turn with a ruin swarm in its space must make a Fortitude save (DC 51) or be blinded for one round. The save DC is Dexterity-based.

Blindsense (Ex): The ruin swarm notices and locates creatures within 200 ft. Opponents still have 100% concealment against the swarm (but swarm attacks ignore concealment).

Distraction (Ex): Any living creature vulnerable to the swarm's damage that begins its turn with a swarm in its square is nauseated for 1 round; a DC 45 Fortitude save negates the effect. Even with a successful save, spellcasting or concentrating on spells within the area of a swarm requires a Concentration check (DC 20 + spell level). Using skills requiring patience and concentration requires a Concentration check (DC 20). The save DC is Constitution-based.

Swarm Traits: A swarm has no clear front or back and no discernable anatomy, so it is not subject to critical hits or flanking. A swarm made up of Tiny creatures takes half damage from slashing and piercing weapons.

Reducing a swarm to 0 hit points or fewer causes the swarm to break up, though damage taken until that point does not degrade its ability to attack or resist attack. Swarms are never staggered or reduced to a dying state by damage. Also, they cannot be tripped, grappled, or bull rushed, and they cannot grapple another.

A swarm is immune to any spell or effect that targets a specific number of creatures (including single-target spells such as *disintegrate*), with the exception of mind-affecting effects if the swarm has an intelligence score and a hive mind. A swarm

takes a –10 penalty on saving throws against spells or effects that affect an area, such as many evocation spells or grenadelike weapons. If the area effect attack does not allow a saving throw, the swarm takes double damage instead.

A swarm rendered unconscious by means of subdual damage becomes disorganized and dispersed, and does not re-form until its hit points exceed its subdual damage.

Vermin Traits: A ruin swarm is immune to all mind-affecting effects (charms, compulsions, phantasms, patterns, and morale effects). It also has darkvision (60-foot range).

SHADOW OF THE VOID

	Large Undead (Cold, Incorporeal)
Hit Dice:	35d12 (227 hp)
Initiative:	+17 (+9 Dex, +8 Superior Initiative)
Speed:	Fly 60 ft. (perfect)
AC:	48 (–1 size, +9 Dex, +10 deflection, +20 insight)
Base Attack/Grapple:	+17/–
Attack:	Incorporeal touch +25 (2d6 plus blightfire) melee
Full Attack:	Incorporeal touch +25 (2d6 plus blightfire) melee
Space/Reach:	10 ft./10 ft.
Special Attacks:	Blightfire, create spawn, spell-like abilities
Special Qualities:	Undead traits, incorporeal traits, turn resistance +6, cold subtype, cold aura, SR 36, DR 10/epic
Saves:	Fort +13, Ref +20, Will +26
Abilities:	Str –, Dex 29, Con –, Int 17, Wis 25, Cha 31
Skills:	Diplomacy +48, Hide +47, Intimidate +48, Listen +45, Search +41, Sense Motive +45, Spot +45
Feats:	Alertness, Blind-Fight, Combat Reflexes, Dodge, Expertise, Great Fortitude, Improved Initiative, Mobility, Spring Attack, Whirlwind Attack
Epic Feats:	Blinding Speed, Improved Combat Reflexes, Spellcasting Harrier, Superior Initiative
Climate/Terrain:	Any
Organization:	Solitary or gang (2–5)
Challenge Rating:	26
Treasure:	None
Alignment:	Always lawful evil
Advancement:	36–42 HD (Large); 43–70 HD (Huge)

A shadow of the void's natural weapons are treated as epic for the purpose of overcoming damage reduction.

Combat

Blightfire (Su): Living creatures taking Damage from a shadow of the void's incorporeal touch attack find themselves ignited with blightfire; cold, black flames cascade over their bodies, and they must succeed at a Fort save (DC 37) or permanently lose 6 points of Constitution. The opponent must continue to save every round for the next 6 rounds (7 rounds total) to avoid being permanently drained of 6 more Con points. The creature heals 30 points of Damage whenever it drains 6 points of Constitution, gaining any excess as temporary hit points. These temporary hit points last a maximum of 1 hour. If the opponent is slain by blight-fire, only icy fragments of the victim remain, until they reform as a winterwight. The save DC is Charisma-based.

Create Spawn (Su): Any humanoid slain by a shadow of the void becomes a winterwight in 1d4 rounds. Winterwights are under the command of the shadow of the void that created them and remain enslaved until its death. They do not possess any of the abilities they had in life, though they do possess general knowledge of the slain creature. This knowledge is used for evil purposes, if possible.

Spell-Like Abilities: 3/day—*deeper darkness*, *freezing sphere*. Caster level 24th; save DC 20 + spell level. The save DC is Charisma-based.

Incorporeal Traits: Can be harmed only by other incorporeal creatures, magic weapons, or magic, with a 50% chance to ignore any Damage from a corporeal source. Can pass through solid objects at will, and own attacks pass through armor. Always moves silently.

Undead Traits: Immune to poison, *sleep*, paralysis, stunning, disease, death, effects, necromantic effects, mind-affecting effects, and any effect requiring a Fortitude save unless it also works on objects. Not subject to critical hits, subdual Damage, ability Damage, ability drain, or energy drain. Negative energy heals. Not at risk of death from massive Damage, but destroyed at 0 hit points or less. Darkvision 60 ft. Cannot be raised; resurrection works only if creature is willing.

Cold Subtype: Immunity to cold. Vulnerability to fire, (takes half again as much (+50%) damage as normal from fire, regardless of whether a saving throw is allowed, or if the save is a success or failure).

Cold Aura (Su): A 10-foot-radius spread cold aura surrounds a shadow of the void. All creatures of the cold sub-type in the area (including the shadow of the void) are treated as if having turn resistance +6 (if undead) and fast healing 10. Creatures

subject to cold Damage take 2d10 points of cold Damage each round they remain within the cold aura.

SHAPE OF FIRE

	Large Undead (Fire, Incorporeal)
Hit Dice:	35d12 (227 hp)
Initiative:	+17 (+9 Dex, +8 Superior Initiative)
Speed:	Fly 60 ft. (perfect)
AC:	48 (-1 size, +9 Dex, +10 deflection, +20 insight)
Base Attack/Grapple:	+17/-
Attack:	Incorporeal touch +25 (2d6 plus blazefire) melee
Full Attack:	Incorporeal touch +25 (2d6 plus blazefire) melee
Space/Reach:	10 ft./10 ft.
Special Attacks:	Blazefire, create spawn, spell-like abilities
Special Qualities:	Undead traits, incorporeal traits, turn resistance +6, fire subtype, heat aura, SR 36, DR 10/epic
Saves:	Fort +13, Ref +20, Will +26
Abilities:	Str -, Dex 29, Con -, Int 17, Wis 25, Cha 31
Skills:	Diplomacy +48, Hide +47, Intimidate +48, Listen +45, Search +41, Sense Motive +45, Spot +45
Feats:	Alertness, Blind-Fight, Combat Reflexes, Dodge, Expertise, Great Fortitude, Improved Initiative, Mobility, Spring Attack, Whirlwind Attack
Epic Feats:	Blinding Speed, Improved Combat Reflexes, Spellcasting Harrier, Superior Initiative
Climate/Terrain:	Any
Organization:	Solitary or gang (2-5)
Challenge Rating:	26
Treasure:	None
Alignment:	Always lawful evil
Advancement:	36-42 HD (Large); 43-70 HD (Huge)

A shape of fire's natural weapons are treated as epic for the purpose of overcoming damage reduction.

COMBAT

Blazefire (Su): Living creatures taking Damage from a shape of fire's incorporeal touch attack find them-selves ignited with blazefire; white-hot, lambent flames cascade over their bodies, and they must succeed at a Fort save (DC 37) or permanently lose 10 hit points. The opponent must continue to save every round for the next 6 rounds (7 rounds total) to avoid being permanently drained of 10 more hit points each round. The shape of fire heals the same amount of Damage whenever a creature is drained, gaining any excess hit points as temporary hit points. These temporary hit points last a maximum of 1 hour. If the opponent is slain by blazefire, only blackened ash remains of the victim. Hit points lost to the blazefire never heal naturally and cannot be magically restored—they are gone for good. The save DC is Charisma-based.

Create Spawn (Su): Any humanoid slain by a shape of fire becomes a lavawight in 1d4 rounds. Lavawights are under the command of the shape of fire that created them and remain enslaved until its death. They do not possess any of the abilities they had in life.

Spell-Like Abilities: 3/day—*fire storm, incendiary cloud*. Caster level 24th; save DC 20 + spell level. The save DC is Charisma-based.

Incorporeal Traits: Can be harmed only by other incorporeal creatures, magic weapons, or magic, with a 50% chance to ignore any Damage from a corporeal source. Can pass through solid objects at will, and own attacks pass through armor. Always moves silently.

Undead Traits: Immune to poison, *sleep*, paralysis, stunning, disease, death, effects, necromantic effects, mind-affecting effects, and any effect requiring a Fortitude save unless it also works on objects. Not subject to critical hits, subdual Damage, ability Damage, ability drain, or energy drain. Negative energy heals. Not at risk of death from massive Damage, but destroyed at 0 hit points or less. Darkvision 60 ft. Cannot be raised; resurrection works only if creature is willing.

Fire Subtype: Immunity to fire. Vulnerability to cold (takes half again as much (+50%) damage as normal from cold, regardless of whether a saving throw is allowed, or if the save is a success or failure).

Heat Aura (Su): A 10-foot-radius spread heat aura surrounds a shape of fire. All creatures of the fire subtype in the area (including the shape of fire) are treated as if having turn resistance +6 (if undead) and fast healing 10. Creatures subject to fire Damage take 2d10 points of fire Damage each round they remain within the heat aura.

SIRRUSH

	Large Magical Beast
Hit Dice:	40d10+680 (900 hp)

Initiative:	+23 (+15 Dex, +8 Superior Initiative)
Speed:	90 ft.
AC:	44 (+15 Dex, -1 size, +20 natural)
Base Attack/Grapple:	+40/+60
Attack:	Claw +56 (2d6+16/19-20 (+1d6 on critical hit)) melee
Full Attack:	4 claws +56 (2d6+16/19-20 (+1d6 on critical hit)) melee, bite +54 (4d6+8) melee
Space/Reach:	10 ft./5 ft.
Special Attacks:	Pounce, stunning roar
Special Qualities:	Blindsight 300 ft., DR 10/epic, darkvision 60 ft., fast healing 20, low-light vision, SR 39, scent; acid, cold, electricity, fire, and sonic resistance 10
Saves:	Fort +39, Ref +37, Will +27
Abilities:	Str 42, Dex 40, Con 44, Int 21, Wis 38, Cha 28
Skills:	Climb +59, Hide +58, Jump +83, Listen +57, Move Silently +58, Spot +57, Survival +57
Feats:	Cleave, Great Cleave, Improved Critical (claw), Improved Initiative, Multiattack, Power Attack, Weapon Focus (bite), Weapon Focus (claw)
Epic Feats:	Blinding Speed (x4), Overwhelming Critical (claw), Superior Initiative
Climate/Terrain:	Any
Organization:	Solitary, pair, or pack (4-9 sirruses and 1-2 three-headed sirruses)
Challenge Rating:	24
Treasure:	Standard
Alignment:	Usually chaotic neutral
Advancement:	41-50 HD (Large), 51-60 HD (Huge), 61+ HD (Gargantuan)

THREE-HEADED SIRRUSH

	Large Magical Beast
Hit Dice:	45d10+855 (1,102 hp)
Initiative:	+25 (+17 Dex, +8 Superior Initiative)
Speed:	120 ft.
AC:	50 (+17 Dex, -1 size, +24 natural)
Base Attack/Grapple:	+45/+67
Attack:	Claw +63 (3d6+18/19-20 (+1d6 on critical hit)) melee
Full Attack:	4 claws +63 melee, 3 bites +61 melee
Space/Reach:	10 ft./5 ft.
Special Attacks:	Pounce, stunning roar
Special Qualities:	Blindsight 350 ft., DR 10/epic, darkvision 60 ft., fast healing 25, low-light vision, SR 42, scent; acid, cold, electricity, fire, and sonic resistance 15
Saves:	Fort +45, Ref +43, Will +33
Abilities:	Str 47, Dex 45, Con 49, Int 26, Wis 43, Cha 33
Skills:	Balance +65, Climb +66, Hide +65, Intimidate +59, Jump +102, Listen +64, Move Silently +65, Search +56, Spot +64, Survival +64
Feats:	Cleave, Great Cleave, Improved Critical (claw), Improved Initiative, Multiattack, Power Attack, Weapon Focus (bite), Weapon Focus (claw)
Epic Feats:	Blinding Speed (x6), Overwhelming Critical (claw), Superior Initiative
Climate/Terrain:	Any
Organization:	Solitary, pair, or pack (1-2 three-headed sirruses and 4-9 sirruses).
Challenge Rating:	28
Treasure:	Standard
Alignment:	Usually chaotic neutral
Advancement:	46-55 HD (Large); 56-65 HD (Huge); 66+ HD (Gargantuan)

Sirruses speak Sylvan and Draconic.

A sirrush's natural weapons are treated as epic for the purpose of overcoming damage reduction.

COMBAT

Stunning Roar (Ex): Every 1d4 rounds, a sirrush can loose a sonic attack of such volume that it stuns all creatures in a 60-foot spread for 1d4 rounds if they fail a Fortitude saving throw (DC 47, or DC 51 for a three-headed sirrush). The DC is

Pounce (Ex): If a sirrush charges or leaps upon a foe during its first round of combat, it can make a full attack even if it has already taken a move action.

Headloss Resistance (Ex): A sirrush's thick bony plate protects its neck like a shield and provides resistance from effects that could normally behead it, such as a vorpal weapon. When a sirrush or three-headed sir-rush would otherwise lose its head, it instead makes a Fortitude saving throw (DC 10 + 1/2 HD of attacker + attacker's Str modifier). On a failed save, the sirrush's head leaves its shoulders normally, but on a successful save, the sirrush is unaffected by the beheading. A sirrush dies when beheaded; a three-headed sirrush goes on fighting until all its heads are lost (the only penalty it incurs is one or two fewer bite attacks when it makes a full attack).

TAYELLAH

Gargantuan Magical Beast	
Hit Dice:	34d10+448 (635 hp)
Initiative:	+27 (+19 Dex, +8 Superior Initiative)
Speed:	100 ft.
AC:	44 (+19 Dex, -4 size, +15 insight, +4 natural)
Base Attack/Grapple:	+34/+57
Attack:	Claw +52 (2d8+11) melee
Full Attack:	2 claws +52 (2d8+11) melee, 3 bites +47 (2d6+5) melee, sting +39 (3d6+5 plus poison) melee
Space/Reach:	20 ft./15 ft.
Special Attacks:	Pounce, improved grab, rake 4d6+15
Special Qualities:	SR 34, DR 10/epic
Saves:	Fort +31, Ref +38, Will +22
Abilities:	Str 32, Dex 48, Con 34, Int 14, Wis 32, Cha 19
Skills:	Hide +44, Jump +39, Listen +48, Move Silently +56, Spot +48
Feats:	Combat Reflexes, Improved Initiative, Iron Will, Track, Weapon Focus (bite), Weapon Focus (claw), Weapon Finesse
Epic Feats:	Epic Toughness (x2), Epic Weapon Focus (bite), Epic Weapon Focus (claw), Superior Initiative,
Climate/Terrain:	Any temperate or cold land
Organization:	Solitary or pair
Challenge Rating:	24
Treasure:	None
Alignment:	Always neutral
Advancement:	35–68 HD (Gargantuan); 69–102 HD (Colossal)

A tayellah's natural weapons are treated as epic for the purpose of overcoming damage reduction.

COMBAT

Poison (Ex): Sting, Fort save (DC 39); initial and secondary Damage 2d10 temporary Con. The save DC is Constitution-based.

Pounce (Ex): If a tayellah leaps upon a foe during the first round of combat, it can make a full attack even if it has already taken a move action.

Improved Grab (Ex): To use this ability, the tayellah must hit with two of its claw attacks. If it gets a hold, it can rake.

Rake (Ex): A tayellah that gets a hold can make two additional rake attacks (+44 melee) with legs it normally only uses for walking, dealing 4d6+5 points of Damage each. If the tayellah pounces on an opponent, it can also rake.

THORCIASID

Medium-Size Aberration	
Hit Dice:	29d8+348 (478 hp)
Initiative:	+22 (+14 Dex, +8 Superior Initiative)
Speed:	70 ft.
AC:	42 (+14 Dex, +18 natural)
Base Attack/Grapple:	+21/+27
Attack:	Forelimb +36 (0 plus ability drain) melee touch
Full Attack:	2 forelimbs +36 (0 plus ability drain) melee touch, 2 antennae +30 (antenna 0 plus energy drain) melee touch
Space/Reach:	5 ft./5 ft.
Special Attacks:	Ability drain, energy drain, cocoon
Special Qualities:	DR 10/epic, darkvision 240 ft., scent, SR 34, fire resistance 30
Saves:	Fort +21, Ref +25, Will +25
Abilities:	Str 22, Dex 38, Con 34, Int 25, Wis 29, Cha 31

Skills:	Bluff +42, Concentration +44, Diplomacy +38, Escape Artist +46, Hide +46, Intimidate +38, Jump +22, Listen +41, Move Silently +46, Spot +41, Survival +25
Feats:	Dodge, Expertise, Improved Disarm, Improved Initiative, Mobility, Spring Attack, Weapon Finesse, Weapon Focus (forelimb)
Epic Feats:	Blinding Speed, Superior Initiative
Climate/Terrain:	Any
Organization:	Solitary, pair, or infestation (4–7)
Challenge Rating:	22
Treasure:	Standard
Alignment:	Usually neutral
Advancement:	30–36 HD (Medium-size); 37–42 HD (Large)

Thorciasids speak Common, Elven, Dwarven, and Giant.
A thorciasid's natural weapons are treated as epic for the purpose of overcoming damage reduction.

COMBAT

Cocoon (Ex): A thorciasid can eject a stream of noxious goo that hardens on contact, potentially fixing a subject in place and hindering its movement and actions. Using a standard action, the thorciasid makes a ranged touch attack against any foe it can see up to 60 feet away. If it succeeds at the ranged touch attack, the subject makes a grapple check against the cocoon. This is accomplished as if the thorciasid itself were making the grapple check with a competence bonus of +10, for a total check modifier of +37. On a failed check for the subject, the goo hardens into a partial cocoon, and the victim is treated as if grappled (even though the thorciasid is free to do as it desires). The subject can attempt to break the grapple of the cocoon (or use Escape Artist) each round, making an opposed grapple check against the cocoon (check modifier +37 for the cocoon). A thorciasid can reinforce a partial cocoon by spending a standard action secreting additional goo. Each action so spent provides an additional +5 to the cocoon's grapple check modifier. Visually, the victim becomes more and more covered and is finally completely encased in a cocoon. Even fully encased victims can still breathe, and a thorciasid can drain a victim's life force at its leisure.

Ability Drain (Su): On a successful melee touch attack with a forelimb, the thorciasid permanently drains 1d4+1 points of Strength, 1d4+1 points of Dexterity, and 1 point of Constitution from the victim. The thorciasid regains 20 lost hit points with each successful ability drain.

Energy Drain (Su): On a successful melee touch attack with an antenna, the thorciasid gives the victim one negative level. Each negative level bestowed upon a victim gives the thorciasid +1 bonus to its Constitution that lasts for 24 hours. The negative levels similarly last for 24 hours, at which time the victim must make a Fortitude saving throw (DC 34) to avoid level loss. The save DC is Charisma-based.

TITAN, ELDER

	Colossal Outsider (Extraplanar)
Hit Dice:	70d8+700 (1,015 hp)
Initiative:	+0
Speed:	150 ft.
AC:	58 (–8 size, +32 natural, +24 insight)
Base Attack/Grapple:	+70/+104
Attack:	<i>Colossal</i> +5 warhammer +87 (4d8+30/19–20 (+2d6 on critical hit)) melee; or <i>Colossal</i> +5 javelin +70 (2d10+22/19–20) ranged
Full Attack:	<i>Colossal</i> +5 warhammer +87/+82/+77/+72 (4d8+30/19–20 (+2d6 on critical hit)) melee; or <i>Colossal</i> +5 javelin +70/+65/+60/+55 (2d10+22/19–20) ranged
Space/Reach:	30 ft./30 ft.
Special Attacks:	Spell-like abilities, spells
Special Qualities:	DR 20/epic, SR 40
Saves:	Fort +47, Ref +37, Will +50
Abilities:	Str 45, Dex 10, Con 31, Int 33, Wis 37, Cha 26
Skills:	Concentration +83, Craft (any five) +45, Decipher Script +84, Diplomacy +45, Gather Information +87, Intimidate +56, Jump +90, Knowledge (all) +66, Listen +86, Sense Motive +86, Speak Language (any five), Spellcraft +90, Spot +86
Feats:	Blind-Fight, Cleave, Expertise, Great Cleave, Improved Critical (warhammer), Improved Critical (javelin), Improved Sunder, Power Attack, Silent Spell, Still Spell, Weapon Focus (warhammer), Weapon Focus (javelin)
Epic Feats:	Automatic Silent Spell (0- through 9th level spells), Automatic Still Spell (0- through 9th level spells), Devastating Critical (warhammer), Epic Spellcasting, Epic Weapon Focus (warhammer),

Epic Weapon Focus (javelin), Overwhelming Critical (warhammer), Polyglot

Climate/Terrain:	Any
Organization:	Solitary
Challenge Rating:	30
Treasure:	Standard
Alignment:	Always neutral
Advancement:	71–140 HD (Colossal)

An elder titan's natural weapons are treated as epic for the purpose of overcoming damage reduction.

COMBAT

Spell-Like Abilities: At will—*alter self, analyze dweomer, commune with nature, cure critical wounds, eyebite, freedom of movement, fly, fog cloud, produce flame, protection from energy, read magic, remove curse, sanctuary, sending, speak with animals, soften earth and stone, speak with plants, summon monster VI, greater teleport, wind wall*; 3/day—*antilife shell, astral projection, contact other plane, greater dispel magic, greater scrying, invisibility purge, plane shift*. Caster level 29th; save DC 18 + spell level. The save DCs are Charisma-based.

Spells: An elder titan can use arcane spells as a 29th-level wizard or divine spells as a 29th-level cleric, from the cleric list and from the Knowledge and Magic domains. He will also possess the knowledge of at least three epic spells and the means by which to develop them, though he may not have done so himself.

TREANT, ELDER

Colossal Plant

Hit Dice:	50d8+880 (1,105 hp)
Initiative:	+3 (–1 Dex, +4 Improved Initiative)
Speed:	60 ft.
AC:	41 (–1 Dex, –8 size, +40 natural)
Base Attack/Grapple:	+37/+72
Attack:	Slam +51 (10d6+19/19–20(+1d6 on critical hit)) melee
Full Attack:	2 slams +51 (10d6+19/19–20 (+1d6 on a critical hit)) melee
Attacks:	2 slams +49 melee
Damage:	Slam 10d6+19/19–20
Space/Reach:	30 ft./30 ft.
Special Attacks:	Animate trees, trample, triple Damage against objects, spell-like abilities
Special Qualities:	Plant traits, SR 29, DR 10/–
Saves:	Fort +45, Ref +17, Will +33
Abilities:	Str 48, Dex 8, Con 42, Int 19, Wis 33, Cha 35
Skills:	Diplomacy +61, Hide –12, Intimidate +62, Jump +31, Knowledge (any one) +57, Listen +63, Sense Motive +56, Spot +43, Survival +51
Feats:	Alertness, Endurance, Great Fortitude, Improved Critical (slam), Improved Initiative, Iron Will, Lightning Reflexes, Power Attack, Weapon Focus (slam)
Epic Feats:	Epic Endurance, Epic Reflexes, Epic Toughness (x4), Epic Weapon Focus (slam), Epic Will
Climate/Terrain:	Any forest
Organization:	Solitary or with grove of treants
Challenge Rating:	25
Treasure:	Standard
Alignment:	Always neutral good
Advancement:	51–150 HD (Colossal)

Elder treants speak the language of treants, plus Common and Sylvan.

COMBAT

Animate Trees (Sp): An elder treant can animate trees within 500 feet at will, controlling up to six trees at a time. It takes a full round for a normal tree to uproot itself. Thereafter it moves and fights as a treant in all physical respects. Animated trees lose their ability to move if the elder treant who animated them is incapacitated or moves out of range.

Trample (Ex): An elder treant can trample Gargantuan or smaller creatures for 8d20+40 points of Damage. Opponents who do not make attacks of opportunity against the elder treant can attempt a Reflex save (DC 54) to halve the Damage. The save DC is Strength-based.

Triple Damage against Objects (Ex): An elder treant that makes a full attack against an object or structure deals triple Damage.

Plant Traits: Immune to poison, *sleep*, paralysis, stunning, and polymorphing; not subject to critical hits or mind-affecting effects.

Skills: Elder treants receive skills as though they were fey. *They have a +24 racial bonus on Hide checks made in forested areas.

Spell-Like Abilities: At will—*animal messenger, command plants, speak with plants, stone tell*; 3/day—*mass cure light wounds* (plants only), *plant growth, sunburst, wall of thorns*; 1/day—*shambler*. Caster level 23rd; save DC 22 + spell level. The save DCs are Charisma-based.

UMBRAL BLOT (BLACKBALL)

	Medium-Size Construct
Hit Dice:	57d10 +120 (433 hp)
Initiative:	+18 (+10 Dex, +8 Superior Initiative)
Speed:	Fly 90 ft. (perfect)
AC:	40 (+10 Dex, +20 natural)
Base Attack/Grapple:	+42/+42
Attack:	Disintegrating touch +42 (5d6 plus disintegrating touch (Fort DC 38)) melee touch
Full Attack:	Disintegrating touch +42 (5d6 plus disintegrating touch (Fort DC 38)) melee touch
Space/Reach:	5 ft./5 ft.
Special Attacks:	Disintegrating touch, vortex
Special Qualities:	Blindsight 200 ft., construct traits, fast healing 10, planar travel, SR 44; acid, cold, electricity, fire, and sonic resistance 30
Saves:	Fort +19, Ref +29, Will +29
Abilities:	Str 10, Dex 30, Con –, Int 14, Wis 30, Cha 30
Skills:	Hide +62, Listen +52, Move Silently +62, Sense Motive +43, Spot +52, Survival +43
Feats:	Alertness, Combat Reflexes, Improved Initiative, Skill Focus (Sense Motive), Skill Focus (Survival), Stealthy, Track
Epic Feats:	Epic Prowess (x3), Epic Skill Focus (Hide), Epic Skill Focus (Listen), Epic Skill Focus (Sense Motive), Epic Skill Focus (Spot), Epic Toughness (x5), Superior Initiative
Climate/Terrain:	Any
Organization:	Solitary
Challenge Rating:	32
Treasure:	None
Alignment:	Always neutral
Advancement:	58–63 HD (Medium-size); 64–79 HD (Large); 80–95 HD (Huge); 96–171 HD (Gargantuan)

COMBAT

Disintegrating Touch (Ex): Any material object that comes into contact with a blackball is immediately disintegrated unless it succeeds at a Fortitude save (DC 38). A character or object that has been disintegrated by an umbral blot disappears completely, leaving behind not even dust to mark its passing. Those who make a successful saving throw still take 5d6 points of Damage from the disintegrating touch. Likewise, weapons or objects that save take a like amount of Damage. (Remember, tended or held objects save with the same bonus as their owners.)

Vortex (Ex): Normally a blackball insulates itself somehow from the air around it (otherwise it would perpetually be at the center of a howling wind-storm). If it chooses, instead of allowing the air to bend around it, the blackball can suspend this insulation, causing a sudden rush of wind to pour toward the blackball from all directions. This vortex sucks all the air from a 30-foot-by-30-foot-by-30-foot room in a single round, creating a sudden influx of air in its direction. All flying or floating creatures within 30 feet of the umbral blot who fail a Reflex save (DC 38) are swept along with the wind into contact with the blackball. Nonflying creatures within 30 feet who fail a Reflex save (DC 19) are pulled into contact with the umbral blot. Contact with an umbral blot could lead to disintegration, as noted above.

Spell Immunities (Ex): In addition to the spells that an umbral blot is immune to because of its construct traits, it is immune to *disintegration* spells and variations thereof.

Planar Travel (Ex): A blackball can fold space at will, allowing it to use *ethereal jaunt, dimension door, greater teleport*, or *plane shift* at will as a standard action.

Construct Traits: Immune to mind-affecting effects (charms, compulsions, phantasms, patterns, and morale effects), and to poison, *sleep*, paralysis, stunning, disease, death effects, necromantic effects, and any effect that requires a Fortitude save unless it also works on objects. Cannot heal Damage (though regeneration and fast healing still apply, if present). Not subject to critical hits, subdual Damage, ability Damage, ability drain, or energy drain. Not at risk of death from massive Damage, but destroyed when reduced to 0 hit points or less; cannot be raised or resurrected. Darkvision 60 ft.

UVUUDAUM

	Large Outsider (Evil, Extraplanar)
Hit Dice:	38d8+646 (817 hp)
Initiative:	+14 (Dex)
Speed:	80 ft., climb 40 ft.
AC:	52 (+14 Dex, -1 size, +29 natural)
Base Attack/Grapple:	+38/+56
Attack:	Head spike +51 (10d6+21/19–20 plus Wisdom drain) melee
Full Attack:	Head spike +51 (10d6+21/19–20 plus Wisdom drain) melee
Space/Reach:	10 ft./10 ft.
Special Attacks:	Confusion aura, spell-like abilities, Wisdom drain
Special Qualities:	Blindsight 500 ft., DR 10/epic and good, electricity resistance 30, fast healing 20, regeneration 5, SR 39
Saves:	Fort +40, Ref +37, Will +41
Abilities:	Str 39, Dex 38, Con 44, Int 32, Wis 38, Cha 46
Skills:	Balance +18, Climb +32, Concentration +58, Craft (alchemy) +52, Diplomacy +22, Escape Artist +55, Gather Information +22, Hide +51, Intimidate +59, Jump +69, Knowledge (arcana, history, local, religion, the planes) +52, Listen +55, Move Silently +55, Search +52, Sense Motive +55, Spellcraft +56, Spot +55, Swim +55, Tumble +59
Feats:	Cleave, Combat Casting, Combat Reflexes, Great Cleave, Improved Critical (head spike), Lightning Reflexes, Power Attack
Epic Feats:	Epic Reflexes, Improved Combat Reflexes, Spell Stowaway (<i>time stop</i>), Tenacious Magic (<i>haste</i>), Tenacious Magic (<i>displacement</i>), Tenacious Magic (<i>stoneskin</i>)
Climate/Terrain:	Any
Organization:	Solitary, pair, or madness (3–6)
Challenge Rating:	27
Treasure:	Standard
Alignment:	Usually neutral evil
Advancement:	As character class

Uvuudaums can speak telepathically to any creature within 500 feet that has a language.

A uvuudaum's natural weapons are treated as epic and evil for the purpose of overcoming damage reduction.

COMBAT

Confusion Aura (Su): This ability operates continuously, as the *confusion* spell but with a 30-foot radius. Potential victims can make a Will save (DC 47) to resist confusion. Those affected by the aura can make a new save every 4 rounds to throw off the effect. Once it has successfully resisted, a subject remains immune to that uvuudaum's confusion aura for 24 hours. The save DC is Charisma-based.

Wisdom Drain (Su): This effect permanently reduces a living opponent's Wisdom score by 2d4 points when the creature hits with its head spike, or twice that amount on a critical hit. The creature regains 5 lost hit points (or 10 on a critical hit) whenever it drains Wisdom, gaining any excess hit points as temporary hit points. These temporary hit points last a maximum of 1 hour. An opponent can avoid the Wisdom drain with a Fortitude save (DC 47). The save DC is Charisma-based.

Spell-Like Abilities: At will—*confusion, dimension door, greater dispel magic, displacement, haste, invisibility, lightning bolt, magic missile, mage armor, polymorph, shield, stoneskin, true strike, web*; 3/day—*chain lightning, cone of cold, disintegrate, dominate person, plane shift, prismatic spray, scrying, greater teleport, wall of force*; 1/day—*contingent resurrection, nailed to the sky, time duplicate* (epic spells), *time stop*. Caster level 27th; save DC 28 + spell level. The save DCs are Charisma-based.

Regeneration (Ex): Uvuudaums take normal damage from holy weapons, cold, and fire.

VERMIURGE

	Large Aberration
Hit Dice:	42d8+546 (735 hp)
Initiative:	+11 (+7 Dex, +4 Improved Initiative)
Speed:	50 ft., fly 90 ft. (perfect)
AC:	40 (+3 Dex, -1 size, +24 natural)
Base Attack/Grapple:	+31/+47
Attack:	Sting +43 (1d6+12/19–20 plus poison) melee

Full Attack:	Sting +43 (1d6+12/19–20 plus poison) melee, 4 pincers +41 (2d8+6/19–20) melee, bite +40 (3d6+6 plus poison) melee
Space/Reach:	5 ft./5 ft.
Special Attacks:	Aura of doom, concealing aura, frightful presence, poison, spell-like abilities
Special Qualities:	DR 10/epic, darkvision 60 ft., fast healing 10, immune to all mind-affecting effects, low-light vision, SR 34; scent
Saves:	Fort +29, Ref +21, Will +38
Abilities:	Str 34, Dex 25, Con 36, Int 14, Wis 40, Cha 44
Skills:	Heal +24, Hide +33, Jump +45, Knowledge (nature) +34, Listen +47, Move Silently +33, Spot +47
Feats:	Alertness, Cleave, Combat Reflexes, Dodge, Great Cleave, Great Fortitude, Improved Bull Rush, Improved Critical (pincers), Improved Critical (sting), Improved Initiative, Multiattack, Power Attack, Weapon Focus (pincers), Weapon Focus (sting)
Epic Feats:	Blinding Speed
Climate/Terrain:	Any
Organization:	Solitary
Challenge Rating:	24
Treasure:	Standard
Alignment:	Usually lawful neutral
Advancement:	43–52 HD (Large); 53–70 HD (Huge)

Vermiurges speak Terrain.

A vermiurge's natural weapons are treated as epic for the purpose of overcoming damage reduction.

COMBAT

Aura of Doom (Su): A vermiurge is constantly affected as if by a *crown of vermin* spell (epic spell) cast by a 42nd-level caster. As per the spell, a vermiurge may completely suppress the aura of insects as desired. A vermiurge's aura of doom constantly replenishes itself at a rate of 200 vermin per round (unlimited duration). When vermin die off either by being slain or by dealing Damage to another creature, the aura does not permanently collapse, even if all the vermin are slain or if all 1,000 vermin deal their Damage in 1 round. As soon as any vermin are replenished, they participate normally in the *crown of vermin* effect.

Concealing Aura (Ex): Its aura of doom constantly provides a vermiurge with nine-tenths concealment, so all attacks made against it have a 40% miss chance.

Frightful Presence (Su): This ability takes effect automatically when the vermiurge first engages its aura of doom. It affects only opponents with fewer Hit Dice or levels than the creature has. The affected creature must make a successful Will save (DC 48) or become shaken. Success indicates that the target is immune to that creature's frightful presence for one day. The save DC is Charisma-based.

Poison (Ex): Sting or bite, Fort save (DC 44); initial Damage 1d6 temporary Con, secondary Damage 2d6 temporary Con. The save DC is Constitution-based.

WINTERWIGHT

Medium-Size Undead (Cold)

Hit Dice:	32d12 (208 hp)
Initiative:	+12 (+8 Dex, +4 Improved Initiative)
Speed:	60 ft.
AC:	46 (+8 Dex, +28 natural)
Base Attack/Grapple:	+16/+37
Attack:	+Claw +40 (3d8+21/19–20 (+1d6 on critical hit) plus blight-fire) melee
Full Attack:	2 claws +40 (3d8+21/19–20 (+1d6 on critical hit) plus blight-fire) melee, skull butt +32 (2d6+10 plus blightfire) melee
Space/Reach:	5 ft./5 ft.
Special Attacks:	Rend 6d8+31, blightfire, spell-like abilities
Special Qualities:	Undead traits, cold subtype, cold aura, SR 34, DR 10/–
Skills:	Jump +21, Intimidate +44, Knowledge (religion) +35, Listen +43, Spot +43
Feats:	Cleave, Improved Critical (claw), Improved Initiative, Power Attack, Weapon Focus (claw)
Epic Feats:	Overwhelming Critical (claw), Blinding Speed, Epic Fortitude, Epic Weapon Focus (claw)
Saves:	Fort +14, Ref +18, Will +24
Abilities:	Str 52, Dex 27, Con —, Int 10, Wis 22, Cha 28
Climate/Terrain:	Any

Organization:	Solitary or pair
Challenge Rating:	23
Treasure:	Standard
Alignment:	Always chaotic evil
Advancement:	33–42 HD (Medium-size); 43–55 HD (Huge)

Winterwights speak Common and Infernal.
A winterwight's natural weapons are treated as epic for the purpose of overcoming damage reduction.

COMBAT

Rend (Ex): If the winterwight hits with both of its claws, it latches onto the opponent's body and tears the flesh. This attack automatically deals an additional 6d8+31 points of Damage.

Blightfire (Su): When a winterwight deals Damage to a living opponent, a night-black flame begins to burn on the opponent's body. If the opponent fails a Fortitude save (DC 35), it takes 4 points of permanent Constitution drain. The opponent must continue to save every round for the next 4 rounds (5 rounds total) to avoid being permanently drained of an additional 4 points of Constitution per round. The creature regains 10 lost hit points whenever it drains 4 points of Constitution, gaining any excess hit points as temporary hit points. These temporary hit points last a maximum of 1 hour. If the opponent is slain by blightfire, only icy fragments of the victim remain. The save DC is Charisma-based.

Spell-Like Abilities: At will—*cone of cold*, *control weather*, *dimension door*, *spell immunity (fireball)*, *sleet storm* (a winterwight is immune to the effects of a *sleet storm* spell), *wall of ice*. Caster level 23rd; save DC 19 + spell level. The save DCs are Charisma-based.

Undead Traits: Immune to poison, *sleep*, paralysis, stunning, disease, death, effects, necromantic effects, mind-affecting effects, and any effect requiring a Fortitude save unless it also works on objects. Not subject to critical hits, subdual Damage, ability Damage, ability drain, or energy drain. Negative energy heals. Not at risk of death from massive Damage, but destroyed at 0 hit points or less. Darkvision 60 ft. Cannot be raised; resurrection works only if creature is willing.

Cold Subtype: Immunity to cold. Vulnerability to fire (takes half again as much (+50%) damage as normal from fire, regardless of whether a saving throw is allowed, or if the save is a success or failure).

Cold Aura (Su): A 10-foot-radius spread cold aura surrounds a winterwight. All creatures of the cold sub-type in the field (including the winterwight) are treated as if having turn resistance +6 (if undead) and fast healing 10. Creatures subject to cold Damage take 2d10 points of cold Damage each round they remain within the cold aura.

WORM THAT WALKS

	Medium-Size Aberration
Hit Dice:	HD 23d8 + 49 (152 hp)
Initiative:	+8 (+4 Dex, +4 Improved Initiative)
Speed:	30 ft.
AC:	47 (+4 Dex, +8 <i>bracers</i> , +3 <i>ring</i> , +2 <i>amulet</i> , +20 insight)
Attacks:	+4 <i>staff</i> +15/+10 melee
Damage:	+4 <i>staff</i> 1d6+4
Space/Reach:	5 ft./5 ft.
Special Attacks:	Spell-like abilities, engulf, frightful presence
Special Qualities:	Blindsight 300 ft., SR 36, disincorporate, immunities
Saves:	Fort +11, Ref +14, Will +17
Abilities:	Str 10, Dex 14 (18 with <i>gloves</i>), Con 13 (15 with <i>Ioun stone</i>), Int 20 (26 with <i>headband</i>), Wis 12, Cha 8
Skills:	Concentration +22, Craft (alchemy) +28, Listen +24, Knowledge (arcana, local, nature, religion) +28, Listen +21, Move Silently +24, Spellcraft +28
Feats:	Brew Potion, Combat Casting, Craft Staff, Craft Wondrous Item, Heighten Spell, Improved Initiative, Lightning Reflexes, Maximize Spell, Quicken Spell, Scribe Scroll, Spell Penetration, Toughness
Epic Feats:	Improved Spell Capacity (10th), Improved Spell Capacity (11th)
Climate/Terrain:	Any
Organization:	Solitary
Challenge Rating:	26
Treasure:	As character
Alignment:	Any evil
Advancement:	As character

A worm that walks rarely speaks, although it retains knowledge of all languages it knew in life, as well as any it has learned since.

COMBAT

Spells: A worm that walks can cast any spells it could cast as a character. This sample worm was a 23rd-level wizard (spells per day: 4/12/6/6/6/5/5/5/4/1/1). The last spell slots are 10th-level and 11th-level slots, respectively, and are available for 0–9th level meta-magic spells.

Spell-Like Abilities: 1/day—*animal growth* (vermin), *animal messenger* (vermin), *animal shapes* (vermin), *animal trance* (vermin), *colossal vermin* (as *giant vermin*, but it can increase the creature's size from Large to Gargantuan and from Huge to Colossal), *creeping doom*, *giant vermin*, *summon swarm* (vermin), *summon vermin* (as *summon nature's ally*, except it summons 10 HD of vermin per level), and *vermin plague* (as *insect plague*). Caster level 20th; save DC 9 + spell level. The save DCs are Charisma-based.

Engulf (Ex): A worm that walks can choose to engulf an opponent who is no more than one size category larger than itself. The worm attempts to embrace its victim, and with a successful melee touch attack, the victim is immediately swallowed up and surrounded by a mass of vermin, taking 100 points of damage. A victim who spends a full-round action can break free of the embrace and move up to half its speed away from the worm if desired, but can do nothing else. Otherwise, each round a victim remains embraced, it takes another 100 points of Damage. Constructs are immune to this attack.

Spells: The worm that walks can cast any spells it could cast when a living character. It also gains several related abilities.

Frightful Presence (Su): When a worm that walks engulfs a victim, witnesses must make a Will save (DC 10 + 1/2 the worm's HD + the worm's Cha modifier). Those who make the save are shaken. Those who fail by 5 or fewer points are frightened. Those who fail by 6 to 10 points are panicked. Those who fail by 11 or more points are cowering. All these conditions last for 1d4 rounds. Those who have seen a worm use this attack before gain a +5 bonus on their saving throws. The victim of the worm's engulf attack has a –5 penalty on his or her saving throw.

Discorporate (Ex): If gravely threatened, a worm can discorporate as a free action, simply falling into a pile of individual vermin that slither quickly away. So long as any of the component vermin survive, they can breed and create a new body to house the wizard's intelligence and personality. Discorporating is a dangerous tactic, because once separated, the vermin are treated no differently than other vermin. Also, the worm stands a good chance of losing all its equipment. However, discorporation almost assures that at least one maggot (if not dozens) will manage to crawl away, and so provide for the worm's continued existence.

Immunities (Ex): A worm that walks has no discernable anatomy, so it is not subject to critical hits or flanking.

Possessions: Scrolls of *fireball* (10th-level caster), greater *teleport*, *acid fog*, *incendiary cloud*, *shapechange*, *wail of the banshee*, *clenched fist*, *horrid wilting*, *maze*, *summon monster IX*; *potions of cure serious wounds*, *alter self*, *haste*, *fly*. Other magic gear: *amulet of natural armor* +2, *bracers of armor* +8, *ring of protection* +3, +4 *staff*, *rod of absorption*, *gloves of Dexterity* +4, *headband of intellect* +6, *pink loun stone*, *wings of flying*.

CREATING A WORM THAT WALKS

“Worm that walks” is a template that can be added to any evil wizard or sorcerer. It uses all the original character's statistics, special abilities, and equipment, except as noted here.

Type: The character's type changes to aberration (it is a creature composed of hundreds of discrete crawling worms).

Hit Dice: Increase to d8.

AC: The mass of worms that make up this creature, each looking out for danger, in sum provide a +20 insight bonus to AC.

Special Attack: A worm that walks retains all the character's special attacks. It also gains one special attack, engulf.

Engulf (Ex): A worm that walks can choose to engulf an opponent who is no more than one size category larger than itself. The worm attempts to embrace its victim, and with a successful melee touch attack, the victim is immediately swallowed up and surrounded by a mass of vermin, taking 100 points of Damage as the biting vermin nibble away. A victim who spends a full-round action can break free of the embrace and move up to half its speed away from the worm if desired, but can do nothing else. Otherwise, each round a victim remains embraced, it takes another 100 points of Damage. Constructs are immune to this attack.

Spells: A worm that walks can cast any spells it could cast as a living character.

Spell-Like Abilities: 1/day—*animal growth* (vermin), *animal messenger* (vermin), *animal shapes* (vermin), *animal trance* (vermin), *colossal vermin* (as *giant vermin*, but it can increase the creature's size from Large to Gargantuan and from Huge to Colossal), *creeping doom*, *giant vermin*, *summon swarm* (vermin), *summon vermin* (as *summon nature's ally*, except it summons 10 HD of vermin per level), and *vermin plague* (as *insect plague*). Caster level 20th.

Special Qualities: A worm that walks retains any special abilities it had in life and gains those mentioned below.

Blindsight (Ex): Worms that walk have blindsight 300 ft.

Spell Resistance (Ex): A worm that walks has spell resistance equal to its Challenge Rating +10.

Frightful Presence (Su): When a worm that walks engulfs a victim, witnesses must make a Will save (DC 10 + 1/2 the worm's HD + the worm's Cha modifier). Those who make the save are shaken. Those who fail by 5 or fewer points are frightened. Those who fail by 6 to 10 points are panicked. Those who fail by 11 or more points are cowering. All these conditions last for 1d4 rounds. Those who have seen a worm use this attack before gain a +5 bonus on their saving throws. The victim of the worm's engulf attack has a –5 penalty on his or her saving throw.

Discorporate (Ex): If gravely threatened, a worm can discorporate as a free action, simply falling into a pile of individual

vermin that slither quickly away. So long as any of the component vermin survive, they can breed and create a new body to house the wizard's intelligence and personality. Disincorporating is a dangerous tactic, because once separated, the vermin are treated no differently than other vermin. Also, the worm stands a good chance of losing all its equipment. However, disincorporation almost assures that at least one maggot (if not dozens) will manage to crawl away, and so provide for the worm's continued existence.

Immunities (Ex): A worm that walks has no discernable anatomy, so it is not subject to critical hits or flanking.

Saves: Same as the character.

Abilities: Same as the character.

Skills: Same as the character, except that a worm that walks receives a +20 racial bonus on Hide, Intuit Direction, Listen, and Move Silently checks.

Feats: Same as the character.

Epic Feats: Same as the character.

Climate/Terrain: Any.

Organization: Solitary, occasionally with minions or master.

Challenge Rating: Same as the character + 3.

Treasure: Same as the character.

Alignment: Any evil.

Advancement: By character class.

WORM THAT WALKS CHARACTERS

By making eldritch preparations on a burial plot, a powerful spellcaster can improve the likelihood of a worm that walks emerging from the ground. The body is buried in an elaborate ritual that, the spellcaster hopes, will attract a critical mass of worms or maggots. The spellcaster performing the ritual must spend 10,000 gp in rare reagents for the ceremony.

Furthermore, the ritual drains 2,000 XP from the spell-caster and requires the following spells: *limited wish*, *polymorph any object*, *summon swarm* (heightened to 7th level), and *sympathy*. Even if the ritual is performed correctly, there is only a chance that the deceased spellcaster will arise as a worm that walks. For each prepared but uncast arcane spell the deceased had at the moment of death (or unused spell slots if a spontaneous caster), there's a 1% chance that a worm that walks will slither from the grave soil in 1d4 days. Some worms that walk arise spontaneously from ordinary burial plots, but such an event is exceedingly rare. And an epic spell can create worms that walk every time without fail.

GATHERING OF MAGGOTS

Conjuration (Healing)

Spellcraft DC: 49

Components: V, S, D F

Casting Time: 7 days

Target: Dead creature touched

Duration: Permanent

Saving Throw: Fortitude negates (harmless)

Spell Resistance: Yes (harmless)

To Develop: 441,000 gp; 9 days; 17,640 XP. Seeds: *life* (DC 27), *transform* (DC 21). Factors: change creature type to aberration (+5 DC); add worm that walks' spell-like, extraordinary, and supernatural abilities (+40 DC). Mitigating factors: increase casting time by 10 minutes (-20 DC); increase casting time by 7 days (-14 DC).

When this spell is cast, worms or maggots slither and crawl their way inexorably toward the corpse touched. Over the course of the next week, they consume the flesh of the corpse, and when the last bit of the corpse is devoured, the creature is returned to a semblance of life as a worm that walks.