

THIS MONSTER BOOK IS 4E COMPATIBLE

BLACKDIRGE'S  
**BUNGEON  
DENIZENS**



AERYN "BLACKDIRGE" RUDEL

# BLACKDIRGE'S DUNGEON DENIZENS

BY AERYN "BLACKDIRGE" RUDEL



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# BLACKDIRGE'S DUNGEON DENIZENS

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## PREFACE

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With well over 50 adventures in print, *Dungeon Crawl Classics* are the most popular modules on the market today. From the beginning, I've asked our writers to focus on one thing when they write an adventure: the adventure. That may sound obvious – what else would you focus on in an adventure module? Many other publishers advertise their adventure modules as if the adventure itself were an afterthought. “Includes three new feats! A new prestige class! And four new monsters!” But for *Dungeon Crawl Classics*, the “extras” are the afterthought; new material is there to support the adventure, not the other way around.

With the launch of 4E, we had an opportunity to look back over our archives. Despite our emphasis on “adventure first,” we were bound to come up with a few new monsters along the way – the supporting cast for our adventures, if you will. As it turns out, we came up with more than a few: more than a hundred over the last five years.

Now, for the first time ever, the best monsters of the *Dungeon Crawl Classics* line are collected together in one tome. All of them have been converted to 4E and, in some cases, expanded or revised as part of the conversion. They are safely distant from the modules themselves, which will continue to focus on the thing they do best. And we've thrown in some new monsters along the way, inspired by the new mechanics of 4E.

With fifty books in print and the myriad new monsters introduced therein, how do you choose which to include in a monster collection? It's easy: you hire the person best qualified to choose. That person is Aeryn Rudel, known to his fans as Blackdirge. Since the early days of EN World (the world's largest d20 fan site, visible at [www.enworld.org](http://www.enworld.org)), Blackdirge has distinguished himself as a monster artisté without peer. Long-time readers of *Dungeon Crawl Classics* will know Aeryn's work. And now he's reviewed every monster ever to appear in a *Dungeon Crawl Classics* module – as well as those from a few other Goodman Games products – to put together this tome.

In the pages that follow, you will find these denizens of the dungeon. Some are vermin and mindless beasts suited to any castle's catacombs. Others are masterminds who direct hordes under the mountain or raiders who swarm up from great caverns deep in the underdark. Still others are champions of the fungal forest, lords of the lava seas, or guardians of long-forgotten tombs. Ranging in level from 1 to 30, there are enough creatures herein to challenge every adventurer for years to come. So step forward, brave hero, and see how you fare against Blackdirge's denizens of the dungeon!

— Joseph Goodman

President,  
Goodman Games



# INTRODUCTION

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When 4E was announced at Gen Con 2007, the first thing I wondered about was monster design. How would it change? Would it be better or worse than 3.5E? And what's all this talk of 'streamlining' about?" I was a hard-core 3.5E stat monkey, and I bristled at the thought of WotC reining in my precious three-page epic stat blocks.

However, when the first example 4E monsters started popping up on the Net, I was pleasantly surprised. They were neater, more utilitarian, and unencumbered by tons of extraneous mechanics. I started to see that I really didn't need to know how many ranks of Knowledge (arcana) a balor had; I didn't need monsters with whole paragraphs of spell-like abilities that would never get used in actual play; and I didn't even need player-centric things like feats cluttering up my monster's mechanics.

When I actually started to design with the 4E monster guidelines, it didn't take me long to fully embrace the monster design philosophy of the new game. The best way I can describe going from designing 3.5E monsters to 4E monsters is like being an accountant your whole life, and then suddenly realizing that you should be a painter, or a poet, or dare I say...a game designer.

When I accepted a staff position with Goodman Games, one of the initial projects I was given was to convert some of the original monsters that appeared in the Dungeon Crawl Classics line over the years and compile them into a single book. With over one hundred monsters just begging to be given a new lease on life with a new version of D&D, I couldn't wait to get started. As I converted and compiled the monsters that would eventually go into this book, I found myself missing the rigid creation guidelines of 3.5E less and less. It was quite a liberating experience not to agonize over every single modifier and skill point, and to truly focus on trying to be innovative and creative.

However, the book you are currently reading is not just a simple conversion of the monsters that appeared in the various Dungeon Crawl Classics adventures; it is a complete re-envisioning. There are dozens of new monsters, including some old classics from the previous edition of D&D, and even the critters from the old volumes have been completely reworked and expanded.

Blackdirge's Dungeon Denizens features over 140 monsters from levels 1 to 30, sufficient to challenge players of any level. Here you'll find a plethora of low-level villains and beasties to stock your players' first dungeon, as well as calamitous, campaign-ending monstrosities such as Azi Dahaka, the mighty Demon Lord of Storms.

It's been a blast updating and revising the monsters for Blackdirge's Dungeon Denizens, and I hope you have as much fun using the monsters in this book as I had creating and converting them.

— Aeryn "Blackdirge" Rudel



## MONSTERS BY ORIGIN

**Aberrant:** Athasi Degenerate, Athasi Eliminator, Athasi Scion, Black-Robed Hollow One, Elder Polyp, Floating Polyp, Green-Robed Hollow One, Hollow Spawn, Octophis, Shimmering Slug, White-Robed Hollow One, Yellow-Robed Hollow One

**Elemental:** Aspect of Azi Dahaka, Aspect of Malotoch, Azi Dahaka, Flickerflame Swarm, Klaklin Commoner, Klaklin Drone, Klaklin Soldier, Kostkorian, Kostkorian Chosen of Kostchtchie, Malotoch, Plague Tar Elemental, Rockworm Swarm, Tar Elemental, Vapor Fiend

**Fey:** Barghest, Greater Barghest, Thornblood Lifeshaper, Thornblood Peltast, Thornblood Warrior

**Immortal:** Aesma Daeva, Earth Naga, Skyfiend Scout, Skyfiend Hellstormer, Indra Daeva

**Natural:** Adult Feathered Dragon, Amber Golem, Ancient Feathered Dragon, Ancient Hellthorn, Aphyss Acolyte, Aphyss Priest, Aphyss Serpentfang Assassin, Aphyss Temple Guardian, Aphyss Venomcaster, Ballista Urchin, Blasphemy Idol, Bolt Thrower, Boltknight, Bone Jelly, Bone Swarm, Brimstone Beetle, Blightknife, Bristleback Spider, Brightvenom Drakon, Bronze Reaper, Bronze Reaper Colossus, Brown Fungal Mound, Carrion Crow Swarm, Cobalt Dire Drake, Coin Golem, Common Fungal Mound, Crimson Slime, Crystal Slime, Cult Priest of Malotoch, Darksea Kraken, Darksea Squid, Darkvenom Drakon, Deep Urchin, Dire Frog, Doom Screecher, Doomhammer of Azi Dahaka, Dune Scorpion, Dungeonweb Spider, Elder Crimson Slime, Elder Feathered Dragon, Enormous Dune Scorpion, Enormous Dungeonweb Spider, Featherblade Devotee, Firelance Titan, Flawless Effigy, Flayed Horror, Flesh Eating Beetle Swarm, Flying Scorpion Swarm, Foulblade, Frosthurler, Frostrager, Fungal Construct, Giant Blister Beetle, Giant Dungeonweb Spider, Giant Raven, Giant Trapdoor Spider, Giant Frog, Gloomstalker, Grave Swarm, Greater Dune Scorpion, Greater Fungal Construct, Greater Xochatateo, Haugram, Heathen Idol, Hellthorn, Horagh, Infernatrix, Iron Spider, Lichwarg, Living Catastrophe, Living Hoard, Living Tear, Mercury Dire Drake, Mindscar Adept, Mongrel Drakon, Mountain Troglodyte Chieftain, Mountain Troglodyte Thug, Mountain Troglodyte Warrior, Necoctene, Neuronea, Pedilap, Puppeteer Grove, Puppeteer Vine, Red Effigy, Rook, Rook Carrion Queen, Sea Dire Drake, Shambling Skullpile, Sicuriju, Skin Howler, Slashwing, Slayer Ant Queen, Slayer Ant Soldier, Slayer Ant Worker, Slimy Fungal Mound, Sonic Bat, Spellsnake, Static Bat, Static Bat Swarm, Umber Dire Drake, Unmaker of Azi Dahaka, Venomtoad Swarm, Wightwarg, Xochatateo, Yellow Fungal Mound, Young Feathered Dragon, Zain-Kin Centurion, Zain-Kin Hastati, Zain-Kin Infiltrator, Zain-Kin Legionnaire, Zain-Kin Signifer, Zain-Kin Warmaster

**Shadow:** Adult Umbra Drake, Ancient Umbra Drake, Ash Guardian, Deep Worg, Deep Worg Pack Mother, Elder Umbra Drake, Umbral Bat Swarm, Vargouille, Vargouille Swarm, Vorrlash, Young Umbra Drake

## MONSTERS BY TYPE

**Animate:** Amber Golem, Ancient Hellthorn, Blasphemy Idol, Bone Swarm, Bronze Reaper, Bronze Reaper Colossus, Brown Fungal Mound, Coin Golem, Common Fungal Mound, Flawless Effigy, Fungal Construct, Grave Swarm, Greater Fungal Construct, Heathen Idol, Hellthorn, Iron Spider, Lichwarg, Living Hoard, Puppeteer Grove, Puppeteer Vine, Red Effigy, Shambling Skullpile, Slimy Fungal Mound, Wightwarg, Yellow Fungal Mound

**Beast:** Ballista Urchin, Bone Jelly, Brimstone Beetle, Bristleback Spider, Cobalt Dire Drake, Crimson Slime, Crystal Slime, Deep Urchin, Dire Frog, Dune Scorpion, Dungeonweb Spider, Elder Crimson Slime, Enormous Dune Scorpion, Enormous Dungeonweb Spider, Flesh Eating Beetle Swarm, Flying Scorpion Swarm, Giant Blister Beetle, Giant Frog, Giant Dungeonweb Spider, Giant Trapdoor Spider, Greater Dune Scorpion, Haugram, Hollow Spawn, Mercury Dire Drake, Necoctene, Pedilap, Sea Dire Drake, Slayer Ant Queen, Slayer Ant Soldier, Slayer Ant Worker, Umber Dire Drake, Umbral Bat Swarm, Venomtoad Swarm

**Humanoid:** Aesma Daeva, Aphyss Acolyte, Aphyss Priest, Aphyss Serpentfang Assassin, Aphyss Temple Guardian, Aphyss Venomcaster, Ash Guardian, Aspect of Malotoch, Athasi Degenerate, Athasi Eliminator, Athasi Scion, Barghest, Black-Robed Hollow One, Blightknife, Bolt Thrower, Boltknight, Brightvenom Drakon, Cult Priest of Malotoch, Darkvenom Drakon, Doom Screecher, Doomhammer of Azi Dahaka, Featherblade Devotee, Firelance Titan, Flayed Horror, Foulblade, Frosthurler, Frostrager, Gloomstalker, Greater Barghest, Greater Xochatateo, Green-Robed Hollow One, Indra Daeva, Infernatrix, Klaklin Commoner, Klaklin Drone, Klaklin Soldier, Kostkorian, Kostkorian Chosen of Kostchtchie, Malotoch, Mindscar Adept, Mongrel Drakon, Mountain Troglodyte Chieftain, Mountain Troglodyte Thug, Mountain Troglodyte Warrior, Rook, Rook Carrion Queen, Skin Howler, Skyfiend Hellstormer, Skyfiend Scout, Thornblood Lifeshaper, Thornblood Peltast, Thornblood Warrior, Unmaker of Azi Dahaka, Vapor Fiend, White-Robed Hollow One, Xochatateo, Yellow-Robed Hollow One, Zain-Kin Centurion, Zain-Kin Hastati, Zain-Kin Infiltrator, Zain-Kin Legionnaire, Zain-Kin Signifer, Zain-Kin Warmaster

**Magical Beast:** Adult Feathered Dragon, Adult Umbra Drake, Ancient Feathered Dragon, Ancient Umbra Drake, Aspect of Azi Dahaka, Azi Dahaka, Carrion Crow Swarm, Darksea Kraken, Darksea Squid, Deep Worg, Deep Worg Pack Mother, Earth Naga, Elder Feathered Dragon, Elder Polyp, Elder Umbra Drake, Flickerflame Swarm, Floating Polyp, Giant Raven, Horagh, Living Catastrophe, Living Tear, Neuronea, Octophis, Plague Tar Elemental, Rockworm Swarm, Shimmering Slug, Sicuriju, Slashwing, Sonic Bat, Spellsnake, Static Bat, Static Bat Swarm, Tar Elemental, Umbra Drake, Vargouille, Vargouille Swarm, Vorrlash, Young Feathered Dragon, Young Umbra Drake





# MONSTERS BY KEYWORD

**Air:** Vapor Fiend

**Aquatic:** Darksea Kraken, Darksea Squid, Octophis, Sea Dire Drake

**Blind:** Bone Jelly, Crimson Slime, Crystal Slime, Elder Crimson Slime, Horagh, Hollow Spawn, Living Catastrophe, Living Tear

**Cold:** Kostkorian, Kostkorian Chosen of Kostchtchie

**Construct:** Amber Golem, Blasphemy Idol, Bronze Reaper, Bronze Reaper Colossus, Coin Golem, Flawless Effigy, Fungal Construct, Greater Fungal Construct, Heathen Idol, Iron Spider, Living Hoard, Red Effigy

**Daeva:** Aesma Daeva, Indra Daeva

**Demon:** Aspect of Azi Dahaka, Aspect of Malotoch, Azi Dahaka, Kostkorian, Kostkorian Chosen of Kostchtchie, Malotoch, Vapor Fiend

**Devil:** Skyfiend Hellstormer, Skyfiend Scout

**Dragon:** Adult Feathered Dragon, Adult Umbra Drake, Ancient Feathered Dragon, Ancient Umbra Drake, Elder Feathered Dragon, Elder Umbra Drake, Young Feathered Dragon, Young Umbra Drake

**Earth:** Plague Tar Elemental, Rockworm Swarm, Tar Elemental

**Fire:** Flickerflame Swarm, Klaklin Commoner, Klaklin Drone, Klaklin Soldier, Plague Tar Elemental, Tar Elemental

**Human:** Doomhammer of Azi Dahaka, Unmaker of Azi Dahaka

**Mount:** Cobalt Dire Drake, Haugram, Mercury Dire Drake, Sea Dire Drake, Umber Dire Drake, Slashwing, Wightwarg

**Ooze:** Bone Jelly, Crimson Slime, Crystal Slime, Elder Crimson Slime, Living Catastrophe, Living Tear

**Plant:** Ancient Hellthorn, Brown Fungal Mound, Common Fungal Mound, Fungal Construct, Greater Fungal Construct, Hellthorn, Puppeteer Grove, Puppeteer Vine, Slimy Fungal Mound, Thornblood Lifeshaper, Thornblood Peltast, Thornblood Warrior, Yellow Fungal Mound

**Reptile:** Aphyss Acolyte, Aphyss Priest, Aphyss Serpentsfang Assassin, Aphyss Temple Guardian, Aphyss Venomcaster, Blightknife, Bolt Thrower, Boltknight, Brightvenom Drakon, Cobalt Dire Drake, Darkvenom Drakon, Earth Naga, Firelance Titan, Foulblade, Frosthurler, Frostrager, Gloomstalker, Haugram, Infernatrix, Mercury Dire Drake, Mindscar Adept, Mongrel Drakon, Mountain Troglodyte Chieftain, Mountain Troglodyte Thug, Mountain Troglodyte Warrior, Necotene, Pedilap, Sea Dire Drake, Sicuriju, Spellsnake, Umber Dire Drake

**Shapechanger:** Barghest, Greater Barghest

**Spider:** Bristleback Spider, Dungeonweb Spider, Enormous Dungeonweb Spider, Giant Dungeonweb Spider, Giant Trapdoor Spider, Neuronea

**Swarm:** Bone Swarm, Carrion Crow Swarm, Flickerflame Swarm, Flying Scorpion Swarm, Grave Swarm, Rockworm Swarm, Static Bat Swarm, Umbral Bat Swarm, Vargouille Swarm, Venomtoad Swarm

**Undead:** Ash Guardian, Bone Swarm, Flesh Eating Beetle Swarm, Flayed Horror, Grave Swarm, Greater Xochatateo, Lichwarg, Shambling Skullpile, Wightwarg, Xochatateo







# AMBER GOLEM

An amber golem is a variant of the stone golem constructed with the semi-precious material as a replacement for the standard granite or marble. Amber golems are more pleasant to look at than stone golems and are often considered as much a work of art as a useful magical guardian or tool.

## AMBER GOLEM LORE

A character knows the following with a successful Arcana or Nature check.

**DC 20:** Amber golems are imbued with a spark of magical energy that gives them rudimentary intelligence and the ability to move. They are often constructed in the form of human men of noble bearing, sometimes resembling famous heroes, kings, and even their creators.

**DC 25:** An amber golem can slow opponents with blows from its fists or encase them in amber-colored energy that completely immobilizes.

### Amber Golem

Level 15 Elite Soldier

Large natural animate (construct)

XP 2,400

**Initiative** +10

**Senses** Perception +7; darkvision

**HP** 296; **Bloodied** 148

**AC** 34; **Fortitude** 30, **Reflex** 22, **Will** 21

**Immune** disease, poison, sleep; **Resist** 10 fire, 10 cold, 20 radiant

**Saving Throws** +2

**Speed** 6; can't shift

**Action Points** 1

⊕ **Slam** (standard; at-will)

Reach 2; +22 vs. AC; 2d8+6 damage, and the target is pushed 1 square.

‡ **Double Slam** (standard; at will)

The amber golem makes two slam attacks. If both attacks hit the same target, the target is slowed (save ends).

✂ **Amber Prison** (standard; recharge ⓈⓈ) ◆ **Radiant**

Ranged 10; +20 vs. Reflex; 3d6+5 radiant damage, and the target is stunned (save ends). *Aftereffect:* The target is immobilized (save ends).

**Alignment** Unaligned

**Languages** —

**Str** 23 (+13)

**Dex** 12 (+8)

**Wis** 10 (+7)

**Con** 20 (+12)

**Int** 3 (+3)

**Cha** 3 (+3)

**Description** *This hulking automaton has been carved from a single mammoth piece of amber. It stands nearly 12 feet tall, and it resembles a finely dressed man of noble bearing. The workmanship is exquisite, and the only detectable flaws are the scores of tiny insects suspended for all eternity in the golem's semi-translucent body.*

## AMBER GOLEM TACTICS

The amber golem uses amber prison to immobilize and slow opponents. It then wades in with its mighty fists, targeting immobilized enemies first.

## ENCOUNTER GROUPS

Amber golems are usually encountered with creatures possessed of potent magical ability, often the creature that created the golem.

### Level 19 Encounter (XP 11,200)

- 1 dark naga (level 21 elite controller)
- 2 amber golems (level 15 elite soldier)

# APHYSS

The aphyss are a race of serpent-folk that dwells in hot, desert climates. In appearance, they resemble a human/serpent hybrid, with scaled skin, angular features, small pits instead of noses, and deep-set reptilian eyes. Aphyss have vestigial fangs, but these are too small to use in combat. Master infiltrators, aphyss can mask their monstrous appearance with illusion, appearing as normal humans.

The aphyss are rumored to be an offshoot of the feared serpentine drakon, likely bred from the multitude of human slaves kept by the evil snake men. However, centuries ago the aphyss broke away from the drakon and fled into the deserts, where they have flourished and built a clandestine society of assassins and snake-worshipping cultists.

## APHYSS LORE

A character knows the following with a successful History or Nature check.

**DC 15:** The aphyss are a race of serpent-folk that once served the drakon as a slave race. They were the result of an experiment that bred true drakon with promising human slaves; however, the aphyss were not the docile servants that the drakon had hoped for. In a short and bloody uprising, a large number of aphyss broke away from their drakon masters and fled to the desert. They now thrive as a secret society of thieves, assassins, and snake-worshipping cultists.

**DC 20:** Aphyss are able to disguise their normal appearance with magic and can appear as normal humans. This allows them to easily infiltrate and exist unmolested among races that would otherwise likely shun or seek to eradicate them. Most aphyss can generate some form of venomous attack, either through poisoned weapons or through dire, toxic magic channeled directly from the evil snake gods they worship.

## APHYSS ACOLYTE TACTICS

An aphyss acolyte attacks with a short, stabbing sword, and attempts to flank enemies with its allies. It uses *serpent veil* to appear non-threatening, dropping the illusion once the first blow is struck.

### Aphyss Temple Guardian

Level 1 Soldier

Medium natural humanoid (reptile)

XP 100

**Initiative** +4

**Senses** Perception +0; low-light vision

**HP** 31; **Bloodied** 15

**AC** 18; **Fortitude** 15, **Reflex** 14, **Will** 13

**Resist** 5 poison

**Speed** 5

⚔ **Battleaxe** (standard; at-will) ♦ **Weapon**  
+8 vs. AC; 1d10+3 damage, and the target is marked until the end of the aphyss guardian's next turn.

✂ **Dagger** (standard; at-will) ♦ **Weapon**  
Ranged 5/10; +6 vs. AC; 1d4+2 damage.

↵ **Serpent Breath** (standard; encounter) ♦ **Poison**  
Close blast 3; +4 vs. Fortitude; 2d6+2 poison damage.

**Serpent's Veil** (minor; at-will) ♦ **Illusion**

An aphyss temple guardian can disguise itself to appear as a normal human. A successful Insight check (opposed by the aphyss temple guardian's Bluff check) pierces the disguise.

**Alignment** Evil

**Languages** Common, Draconic

**Skills** Athletics +7, Bluff +8, Intimidate +6, Stealth +3

**Str** 17 (+3)

**Dex** 15 (+2)

**Wis** 10 (+0)

**Con** 15 (+2)

**Int** 10 (+0)

**Cha** 13 (+1)

**Equipment** chainmail, heavy shield, battleaxe, 2 daggers

**Description** *This human man is armored in archaic chainmail, carries a large round shield, and befts a single-bitted battleaxe. Suddenly, the air around his body shimmers, and his features twist into that of a gaunt, scaled nightmare, an abominable hybrid of serpent and man.*

## APHYSS TEMPLE GUARDIAN TACTICS

An aphyss temple guardian chooses a single foe in combat and focuses its attacks on that enemy, marking the target to keep it from escaping or attacking the temple guardian's allies. It uses thrown daggers to engage foes at range and *serpent breath* to damage multiple enemies.

### Aphyss Acolyte

Level 2 Minion

Medium natural humanoid (reptile)

XP 31

**Initiative** +2

**Senses** Perception +1; low-light vision

**HP** 1; a missed attack never damages a minion.

**AC** 15; **Fortitude** 14, **Reflex** 13, **Will** 13

**Speed** 6

⚔ **Short Sword** (standard; at-will) ♦ **Weapon**  
+6 vs. AC; 4 damage.

**Serpent's Veil** (minor; at-will) ♦ **Illusion**

An aphyss acolyte can disguise itself to appear as a normal human. A successful Insight check (opposed by the aphyss acolyte's Bluff check) pierces the disguise.

**Alignment** Evil

**Languages** Common, Draconic

**Skills** Bluff +4, Stealth +4

**Str** 14 (+3)

**Dex** 12 (+2)

**Wis** 10 (+1)

**Con** 12 (+2)

**Int** 10 (+1)

**Cha** 13 (+2)

**Equipment** leather armor, short sword

**Description** *This tall, thin humanoid has green, scaled skin and an angular, noseless face with deep-set reptilian eyes. It grips a short, stabbing sword and wears leather armor died black and green.*



## Aphyss Serpentfang Assassin Level 2 Lurker XP 125

**Initiative** +9      **Senses** Perception +7; low-light vision  
**HP** 31; **Bloodied** 15  
**AC** 16; **Fortitude** 14, **Reflex** 16, **Will** 14  
**Resist** 5 poison  
**Speed** 6

⬇ **Dagger** (standard; at-will) ♦ **Weapon**  
 +7 vs. AC; 1d4+4 damage.

↻ **Shortbow** (standard; at-will) ♦ **Weapon**  
 Ranged 15/30; +7 vs. AC; 1d8+4 damage.

⬇ **Serpentfang Strike** (standard; recharge [☹][☹][☹]) ♦ **Poison, Weapon**  
 The serpentfang assassin makes two dagger attacks against the same target. If both attacks hit, the target suffers ongoing 5 poison damage (save ends), and the serpentfang assassin shifts 2 squares.

↻ **Spit Venom** (minor; recharge [☹][☹][☹]) ♦ **Poison**  
 Ranged 5; +5 vs. Fortitude; 1d6+2 poison damage, and the target is blinded until the end of the serpentfang assassin's next turn.

**Combat Advantage**  
 The serpentfang assassin deals an extra 1d6 damage on melee and ranged attacks against any target it has combat advantage against.

**Serpent's Veil** (minor; at-will) ♦ **Illusion**  
 A serpentfang assassin can disguise itself to appear as a normal human. A successful Insight check (opposed by the serpentfang assassin's Bluff check) pierces the disguise.

**Alignment** Evil      **Languages** Common, Draconic  
**Skills** Athletics +8, Bluff +10, Stealth +12, Thievery +10  
**Str** 14 (+3)      **Dex** 18 (+5)      **Wis** 12 (+2)  
**Con** 13 (+2)      **Int** 14 (+3)      **Cha** 15 (+3)  
**Equipment** leather armor, two daggers, shortbow, quiver with 20 arrows

**Description** *This furtive looking human man is armored in hardened leather, dyed black, and clutches a long, curved dagger in each hand. An unstrung shortbow and a quiver of arrows are strapped across his back, as he moves serpent-like from shadow to shadow.*

## APHYSS SERPENTFANG ASSASSIN TACTICS

An aphyss serpentfang assassin attempts to gain combat advantage against its foes whenever possible. At range it hides, and snipes enemies with its shortbow. In melee, it attempts to flank with allies, or blind a target with caustic spittle.

## Aphyss Venomcaster Level 3 Artillery XP 150

**Initiative** +4      **Senses** Perception +7; low-light vision  
**HP** 38; **Bloodied** 19  
**AC** 15; **Fortitude** 14, **Reflex** 16, **Will** 16  
**Resist** 5 poison  
**Speed** 6

⬇ **Dagger** (standard; at-will) ♦ **Weapon**  
 +8 vs. AC; 1d4+3 damage.

↻ **Venom Bolt** (standard; at-will) ♦ **Poison**  
 Ranged 10; +8 vs. Reflex; 1d10+3 poison damage.

↻ **Toxic Whispers** (standard; recharge [☹][☹][☹]) ♦ **Psychic**  
 Ranged 10; +8 vs. Will; 1d8+3 psychic damage, and the target is dazed (save ends).

⬅ **Poison Cloud** (standard; recharge [☹][☹][☹]) ♦ **Poison, Zone**  
 Close blast 3; +6 vs. Fortitude; this power creates a zone of poisonous vapor that remains in place until the end of the aphyss venomcaster's next turn. The zone blocks line of sight for all creatures. Any creature that enters or starts its turn in the zone takes 5 poison damage.

**Serpent's Veil** (minor; at-will) ♦ **Illusion**  
 An aphyss venomcaster can disguise itself to appear as a normal human. A successful Insight check (opposed by the aphyss venomcaster's Bluff check) pierces the disguise.

**Alignment** Evil      **Languages** Common, Draconic  
**Skills** Bluff +11, Intimidate +9, Stealth +11  
**Str** 13 (+2)      **Dex** 17 (+4)      **Wis** 12 (+2)  
**Con** 14 (+3)      **Int** 15 (+3)      **Cha** 16 (+4)  
**Equipment** robes, dagger

**Description** *This human man wears deep green robes and carries a curved dagger sheathed at his waist. A deep hood shadows his face, but there is something ominous and predatory about the cut of his jaw and the yellowish gleam of his eyes.*

## APHYSS VENOMCASTER TACTICS

An aphyss venomcaster avoids melee and engages foes at a distance with *venom bolt* and *toxic whispers*. It uses *poison cloud* to obscure the battlefield and inflict poison damage on multiple opponents.

## Aphyss Priest

Level 5 Controller (Leader)

Medium natural humanoid (reptile)

XP 200

**Initiative** +4

**Senses** Perception +9; low-light vision

**HP** 62; **Bloodied** 31

**AC** 19; **Fortitude** 16, **Reflex** 18, **Will** 17

**Resist** 10 poison

**Speed** 6

⚔ **Serpent Rod** (standard; at-will) ♦ **Weapon**  
+10 vs. AC; 1d8+2 damage, and the target suffers a -2 penalty to its Fortitude defense until the end of the aphyss priest's next turn.

☞ **Serpent's Grasp** (standard; at-will)  
Ranged 10; +9 vs. Fortitude; 1d8+4 damage, and the target is immobilized (save ends).

☞ **Venomous Gaze** (minor 1/round; at-will) ♦ **Poison, Gaze**  
Ranged 5; +8 vs. Fortitude; 1d6+4 poison damage, and the target gains vulnerability 5 poison until the end of the aphyss priest's next turn.

☞ **Toxic Rain** (standard; recharge [III]) ♦ **Poison**  
Area burst 3 within 10; +8 vs. Fortitude; 3d6+4 poison damage, and ongoing 5 poison damage (save ends).

☞ **Serpent's Veil** (minor; at-will) ♦ **Illusion**  
An aphyss priest can disguise itself to appear as a normal human. A successful Insight check (opposed by the aphyss priest's Bluff check) pierces the disguise.

**Alignment** Evil

**Languages** Common, Draconic

**Skills** Bluff +12, Intimidate +10, Religion +11, Stealth +11

**Str** 15 (+4)

**Dex** 15 (+4)

**Wis** 14 (+5)

**Con** 14 (+3)

**Int** 18 (+5)

**Cha** 16 (+6)

**Equipment** robes, serpent rod

**Description** *Tall and regal, this scaled humanoid wears a green robe and carries a thick, wooden rod carved to resemble a striking cobra. Its face is decidedly serpent-like, down to a flickering tongue and slit, reptilian eyes.*

## APHYSS PRIEST TACTICS

An aphyss priest opens combat with *toxic rain*, inflicting lasting poison damage on numerous opponents. It then supports its allies with *venomous gaze* and *serpent's grasp*. However, an aphyss priest does not shrink from melee, and will vigorously engage foes with its serpent rod, making them even more susceptible to its other, poison-laced abilities.

## ENCOUNTER GROUPS

Aphyss are usually encountered in small groups, infiltrating various levels of human society. In their hidden temples and shrines they can be found in larger numbers, and may even be encountered with giant serpents and other snake-like monsters.

### Level 1 Encounter (XP 505)

- 1 aphyss venomcaster (level 3 artillery)
- 2 aphyss temple guardians (level 1 soldier)
- 5 aphyss acolytes (level 2 minion)

### Level 4 Encounter (XP 900)

- 1 aphyss priest (level 5 controller)
- 2 aphyss venomcasters (level 3 artillery)
- 4 aphyss temple guardians (level 1 soldier)

### Level 6 Encounter (XP 1,200)

- 1 aphyss priest (level 5 controller)
- 1 aphyss venomcaster (level 3 artillery)
- 2 aphyss serpentfang assassins (level 2 lurker)
- 4 aphyss temple guardians (level 1 soldier)
- 1 deathrattle viper (level 5 brute)





# ASH GUARDIAN

An ash guardian is a creature of dust, earth, and ash created when soil is fouled with the remains of innocent victims burned en masse. The angry spirits of the slain infest the earth itself with an unimaginable thirst for revenge, ultimately congealing into a single entity capable only of hate and evil.

An ash guardian typically takes on a semi-anthropomorphic shape when attacking. In this form it is roughly the size of an ogre. Since an ash guardian is insubstantial, it is weightless.

## ASH GUARDIAN LORE

A character knows the following with a successful Religion check.

**DC 20:** An ash guardian is a creature filled with dark energy of the Shadowfell. It is a terrible amalgamation of many tortured souls, their deaths combined into a single note of shrieking anger and pain. Although intelligent, an ash guardian's intellect is composed of dozens, sometimes hundreds, of individual minds, making its actions erratic and chaotic.

Powerful undead, such as vampires and liches, have been known to use ash guardians to protect their lairs. Sometimes even engineering the deaths of many innocents to create the potent, undead creature.

**DC 25:** The touch of an ash guardian causes weakness, and it can fire a ray of greasy black energy that causes almost instant muscle fatigue. In addition, living creatures that enter an ash guardian's presence begin to slowly waste away, their vital energies diminished by the undead abomination's unholy aura.

Rumors persist that these fell creatures can capture the essence of those they slay, adding the mind of the slain into the terrible cacophony of tortured souls that make up the ash guardian's being.



### Ash Guardian

Level 15 Lurker

Large shadow humanoid (undead)

XP 1,200

**Initiative** +18

**Senses** Perception +13; darkvision

**Wasting Aura (Necrotic)** aura 2; enemies that enter or start their turns in the aura take 10 necrotic damage.

**HP** 113; **Bloodied** 56; see also *steal essence*

**AC** 29; **Fortitude** 24, **Reflex** 30, **Will** 25

**Immune** disease, poison; **Resist** 20 necrotic, insubstantial;  
**Vulnerable** 10 radiant

**Speed** 8 (hover), phasing

† **Withering Caress** (standard; at-will) ♦ **Necrotic**  
+20 vs. Reflex; 2d8+7 necrotic damage, and the target is weakened (save ends).

☹ **Necrotic Ray** (standard; at will) ♦ **Necrotic**  
Ranged 8; +18 vs. Reflex; 2d6+7 necrotic damage, and the target takes ongoing 10 necrotic damage (save ends).

↩ **Baleful Shriek** (standard; recharge ☹☹) ♦ **Fear, Psychic**  
Close burst 5; +16 vs. Will; 3d6+4 psychic damage, and the target is dazed (save ends). *Aftereffect:* The target takes a -2 penalty to attack rolls (save ends).

**Steal Essence** (immediate reaction; at-will) ♦ **Healing**

When an ash guardian reduces a living creature to 0 hit points or below, it regains 28 hit points. The ash guardian also gains a +2 bonus to all defenses until the start of its next turn.

**Alignment** Chaotic Evil

**Languages** Common

**Skills** Stealth +19

**Str** 16 (+10)

**Dex** 24 (+14)

**Wis** 12 (+8)

**Con** 17 (+10)

**Int** 14 (+9)

**Cha** 18 (+11)

**Description** *The ground before you suddenly erupts in a geyser of blackened soil and ash. The detritus does not fall to the earth, however. Instead it hangs suspended in the air, a greasy, black cloud of palpable evil and unholy will. A frightful cacophony of screams arises from the floating mass, and it moves towards you with definite, malignant purpose.*

## ASH GUARDIAN TACTICS

An ash guardian attacks from ambush and then uses its *necrotic ray* to soften up foes from a distance and hinder their movement. It uses its ability to pass through solid objects, including the ground, to keep enemies off balance, and to avoid being flanked. When bloodied, an ash guardian focuses its attacks on a wounded enemy, hoping to slay the unfortunate and use its *steal essence* ability to regain hit points.

## ENCOUNTER GROUPS

Ash guardians are frequently encountered with other undead, especially those with the shadow origin. Ash guardians serving other powerful undead are typically encountered with the lesser minions of their masters.

### Level 14 Encounter (XP 4,900)

- 2 ash guardians (level 15 lurker)
- 5 skeletal tomb guardians (level 10 brute)

# ATHASI

It is said that the athasi were the first intelligent species to dwell in the deep and shadowy caverns of the underdark. Masters of both psionics and magic, they bred many of the races found in the underdark today, some of which have far eclipsed their creators in power. However, the athasi grew arrogant with their power, and sought to challenge the gods themselves for dominion over the whole of creation. But even the might of the ancient athasi was no match for the world-breaking power of the gods. Few survived the divine wrath that followed their attempt to wrest power from the gods, and the few that survive today dwell in small isolated cities deep beneath the earth.

Today, the few enclaves of athasi left in the underdark struggle to survive in an underdark that is ruled by races more prosperous and fecund. The athasi forge alliances where they can, usually with less intelligent, brutish races such as troglodytes that can be easily manipulated.

The athasi have kept much of their arcane lore, and seek to recover what was lost in the many ruins of their once glorious cities that dot the underdark. Their most notable creations are the bronze reapers, deadly constructs created with fire, magic, and psionics in athasi workshops. These constructs are often found in athasi ruins or serving athasi that remain as guardians and soldiers.



## Athasi Degenerate

Level 8 Minion

Medium aberrant humanoid

XP 88

**Initiative** +6      **Senses** Perception +6; darkvision

**Psychic Stain (Psychic)** aura 1; enemies in the aura gain vulnerability 5 psychic.

**HP** 1; a missed attack never damages a minion.

**AC** 20; **Fortitude** 19, **Reflex** 18, **Will** 18

**Immune** charm, fear; **Resist** 5 psychic

**Speed** 6

⚔ **Falchion** (standard; at-will) ♦ **Weapon**  
+10 vs. AC; 6 damage.

**Alignment** Evil      **Languages** Deep Speech

**Str** 19 (+8)      **Dex** 14 (+6)      **Wis** 14 (+6)

**Con** 15 (+6)      **Int** 5 (+1)      **Cha** 10 (+4)

**Equipment** falchion

**Description** *This naked, hairless, gray-skinned humanoid has dull black eyes and a slack, wide-lipped mouth. It grips a crude falchion in both hands and mutters to itself in broken gibberish.*

## ATHASI DEGENERATE TACTICS

An athasi degenerate attacks with a crude falchion, using simple and direct tactics unless ordered to do otherwise by a more powerful athasi. Each degenerate generates an aura of psychic static that makes enemies more vulnerable to psychic attack. This ability is used by other athasi to augment their own attacks.

## Athasi Eliminator

Level 10 Lurker

Medium aberrant humanoid

XP 500

**Initiative** +14      **Senses** Perception +12; darkvision

**HP** 81; **Bloodied** 40

**AC** 24; **Fortitude** 20, **Reflex** 23, **Will** 20

**Resist** 10 psychic

**Speed** 7

⚔ **Athasi Hook Staff** (standard; at-will) ♦ **Weapon**  
+15 vs. AC; 1d8+4 damage, and the athasi eliminator makes a secondary attack against the same target. **Secondary Attack:** +13 vs. Reflex; the target is knocked prone.

⚔ **Tentacle** (standard; at-will) ♦ **Psychic**  
+15 vs. AC; 1d6+4 damage plus 1d8 psychic damage, and the target takes a -2 penalty to its Will defense until the end of the athasi eliminator's next turn.

⚔ **Shifting Fusillade** (standard; recharge ⓄⓄⓄⓄ) ♦ **Psychic, Weapon**  
The athasi eliminator makes a tentacle and a hook staff attack and shifts 2 squares.

☞ **Mind Cloud** (minor; encounter) ♦ **Charm, Psychic**  
Close burst 5; targets enemies; +11 vs. Will; the athasi eliminator gains total concealment against the target (save ends).

### Combat Advantage

The athasi eliminator deals an additional 2d6 damage against any target it has combat advantage against. It inflicts an additional 3d6 additional damage against a prone target.

**Alignment** Evil

**Languages** Common, Deep Speech

**Skills** Arcana +12, Bluff +14, Insight +12, Stealth +15

**Str** 18 (+9)      **Dex** 21 (+10)      **Wis** 14 (+7)

**Con** 15 (+7)      **Int** 15 (+7)      **Cha** 18 (+9)

**Equipment** leather armor, athasi hook staff

**Description** *This gray skinned humanoid has a single long tentacle jutting from the base of its hairless skull. It wears form-fitting leather armor, and grips a short staff topped with a hooked blade.*





## ATHASI ELIMINATOR TACTICS

An athasi eliminator uses stealth and *mind cloud* to gain surprise against its targets. Once melee is joined, it attempts to flank with allies to gain combat advantage, or maneuver into a favorable position with *shifting fusillade*.

## ATHASI LORE

A character knows the following with a successful Dungeoneering check.

**DC 15:** The athasi are an ancient humanoid race that once controlled much of the underdark. They have potent mental abilities, and are divided into three castes. The athasi scions command the other castes, and are masters of psionic power. The athasi eliminators are stealthy warriors, used by the scions to destroy enemies and rivals. The last caste, the athasi degenerates, is a genetically engineered slave race used as menial laborers and cannon fodder.

**DC 20:** Athasi degenerates emit an aura of psychic static that makes other minds more vulnerable to psychic attack.

**DC 20:** Athasi eliminators are deadly assassins that wield a deadly hooked staff in combat. The touch of their tentacle causes extreme pain and mental duress, and eliminators are adept at using their tentacle and their hook staffs together in an esoteric fighting style unique to the athasi.

**DC 20:** Athasi scions can use their powerful mental abilities to disappear from view, or even force their enemies to attack one another. The touch of their tentacles causes extreme physical and psychic pain.

## ENCOUNTER GROUPS

Athasi are fairly insular and xenophobic, and are rarely encountered with other creatures. They do, however, frequently make use of the potent constructs known as bronze reapers.

### Level 14 Encounter (XP 5,028)

- 2 athasi scions (level 12 controller)
- 3 athasi eliminators (level 10 lurker)
- 6 athasi degenerates (level 8 minion)
- 1 bronze reaper (level 17 soldier)



### Athasi Scion

Level 12 Controller

Medium aberrant humanoid

XP 700

**Initiative** +8      **Senses** Perception +15; darkvision

**HP** 116; **Bloodied** 58

**AC** 26; **Fortitude** 20, **Reflex** 22, **Will** 26

**Resist** 10 psychic

**Speed** 6

⚡ **Tentacle** (standard; at-will) ♦ **Psionic**  
+17 vs. AC; 1d6+1 damage plus 1d8 psychic damage, and the target takes a -2 penalty to its Will defense until the end of the athasi scion's next turn.

⚡ **Psychic Lance** (standard; at-will) ♦ **Psionic**  
Ranged 10; +16 vs. Will; 1d10+7 psychic damage, and the target is slowed until the end of the athasi scion's next turn.

⚡ **Unthinkable Command** (standard; recharge [3][3][3]) ♦ **Charm, Psychic**  
Ranged 10; +16 vs. Will; the target makes a melee basic attack as an immediate action against its nearest ally. If the attack hits the ally, the initial target is dazed (save ends).

⚡ **Psychokinetic Blast** (standard; recharge [3][3]) ♦ **Force**  
Close blast 5; +14 vs. Fortitude; 2d8+7 force damage and athasi scion slides the target 3 squares.

⚡ **Mind Cloud** (minor; encounter) ♦ **Charm, Psychic**  
Close burst 5; targets enemies; +14 vs. Will; the athasi scion gains total concealment against the target (save ends).

**Alignment** Evil      **Languages** Common, Deep Speech

**Skills** Arcana +15, Bluff +18, Insight +15, Religion +15

**Str** 13 (+7)      **Dex** 15 (+8)      **Wis** 18 (+10)

**Con** 12 (+7)      **Int** 18 (+10)      **Cha** 24 (+13)

**Equipment** robes

**Description** *This tall, gray skinned humanoid has a single long tentacle jutting from the base of its hairless skull. It wears regal robes that are nearly the same color as its pallid flesh, and exudes an aura of autocratic disdain and ineffable wickedness.*

## ATHASI SCION TACTICS

An athasi scion avoids melee combat, preferring to let athasi degenerates and eliminators handle the bulk of the up-close fighting. It attacks foes from afar with *psychic lance*, or maneuvers them into vulnerable positions with *psychokinetic blast*. An athasi uses *unthinkable command* as often as possible to sow discord in the ranks of its foes. If pressed, it will use *mind cloud* and attempt to escape.

# AZI DAHAKA

Azi Dahaka is an ancient demon, a primordial horror that personifies the relentless destruction of the elemental chaos. It has been worshipped by a few desert dwelling human civilizations, and is often linked with deserts, wastelands, and the fierce storms that plague these regions. However, Azi Dahaka is, in truth, only concerned with destruction and chaos for their own sake. It seeks to tear down and destroy all that has been carved from the primal chaos through the eons. This includes the works of mortals and even the domains of its fellow demon lords.

Azi Dahaka appears as a great, three-headed dragon-like creature. Its body is immense, serpent-like, and armored in thick scales that cover its body in riotous hues of black, red, green, and blue. Its three heads are nightmarish; covered with horns and spikes, and armed with gaping reptilian jaws lined with teeth the size and shape of daggers. Its six eyes burn red, green, and blue, oozing with the power of the primal chaos. Azi Dahaka rarely speaks, but when it chooses to do so, its tripartite voices rumble and howl like the center of the elemental maelstrom itself.

Unlike other demon lords, Azi Dahaka has no realm of its own, and in general, views even the tenuous order of the Abyss as an affront to the primal chaos. Enraged by the expansionist ambitions of many Abyssal rulers, it has been known to invade the realms of other demon lords, destroying and slaying at will. These invasions are not simply undirected aggression; Azi Dahaka has personally slain more than a dozen lesser demon lords, returning their essence and domains to the primal chaos. Such rampages, of course, have earned Azi Dahaka the enmity of powerful Abyssal rulers such as Orcus, Pazuzu, Demogorgon, and the like. However, these mighty demon lords cannot abandon their own personal ambition to join forces, even momentarily, to bring Azi Dahaka to heel, and are not foolish enough to face the might of the storm demon alone.

Azi Dahaka has few mortal worshippers, as it views even its own temples as an insult to the purity of true chaos. However, it is not foolish enough to spurn all who would seek to venerate it. Perhaps more than anything, Azi Dahaka seeks to bring destruction and chaos to the Prime Material Plane, and to do so, it needs foolish mortals willing to sacrifice all in the name of chaos.

## AZI DAHAKA'S TACTICS

Woe betides those unfortunate enough to meet Azi Dahaka in direct combat. The Demon Lord of Destruction is often encountered with a retinue of powerful elementals, eager to wreak destruction in the name of their master. Azi Dahaka begins combat by charging into melee range, letting its *maelstrom aura* burn, blast, and wither its enemies before it even strikes a blow. It then uses storm *demon's fury* to unleash three bite attacks, using *painful bite* against a potent melee opponent, and *withering bite* and *unmaking bite* against spellcasters. If any of its foes are still standing at this point, Azi Dahaka unleashes its breath weapon, choosing an energy type that will be most harmful to its opponents. It follows its breath weapon by spending an action point and blasting its foes with *desert's rage*, maintaining the power for the duration of the combat. It saves its remaining action point for when its breath weapon recharges. Azi Dahaka does not flee from combat, viewing even its own destruction as ultimately serving chaos.





## Azi Dahaka

Level 30 Solo Soldier

Gargantuan elemental magical beast (demon) XP 95,000

**Initiative** +23      **Senses** Perception +27; darkvision, low-light vision, truesight 10

**Maelstrom Aura (Acid, Fire, Lightning, Necrotic)** aura 5; creatures that enter or start their turns in the aura take 5 acid damage, 5 fire damage, 5 lightning damage, and 5 necrotic damage.

**HP** 1,400; **Bloodied** 700

**AC** 48; **Fortitude** 48, **Reflex** 42, **Will** 33

**Immune** disease, poison; **Resist** 10 variable (3/encounter)

**Saving Throws** +5

**Speed** 10; fly 10 (hover), overland flight 15

**Action Points** 2

⬇ **Excruciating Bite** (standard; at-will)  
Reach 4; +37 vs. AC; 3d8+12 damage, and the target suffers a -4 penalty to attack rolls and all defenses (save ends).

⬇ **Withering Bite** (standard; at-will) ♦ **Necrotic**  
Reach 4; +37 vs. AC; 3d8+12 damage, and the target takes ongoing 15 necrotic damage (save ends).

⬇ **Unmaking Bite** (standard; at-will)  
Reach 4; +37 vs. AC; 3d8+12 damage, and the target loses the ability to use encounter or daily powers until the end of Azi Dahaka's next turn.

⬇ **Storm Demon's Fury** (standard; recharge ⓂⓂⓂ) ♦ **Necrotic**  
Azi Dahaka makes three bite attacks, using any combination of the three bite attacks listed above.

⬅ **Breath Weapon** (standard; recharge ⓂⓂⓂ) ♦ **Acid, Fire, Lightning, or Necrotic**  
Close blast 5; +33 vs. Reflex; 5d10+11 acid, fire, lightning, or necrotic damage, and the target takes ongoing 10 acid, fire, lightning, or necrotic damage (save ends). *Miss:* Half damage, no ongoing damage.

✱ **Desert's Rage** (standard; sustain minor; recharge ⓂⓂⓂ) ♦ **Zone**  
Area burst 3 within 20; this power creates a zone of howling wind and flesh-scouring sand that remains in place until the end of Azi Dahaka's next turn. The zone blocks line of sight for all creatures except Azi Dahaka. Any creature entirely within the area (except Azi Dahaka) is blinded and deafened, and any creature that enters or starts its turn in the zone takes 10 damage.

### Threatening Reach

Azi Dahaka can make opportunity attacks against all enemies within its reach (4 squares)

**Alignment** Chaotic evil

**Languages** Abyssal, Common

**Skills** Arcana +27, Intimidate +28, History +27, Religion +27

**Str** 34 (+27)

**Dex** 22 (+21)

**Wis** 24 (+22)

**Con** 32 (+26)

**Int** 24 (+22)

**Cha** 27 (+23)

**Description** *This mammoth beast resembles a colossal three-headed dragon with scales of red, green, blue, and black covering its body in a riotous chaos of color. It has two massive wings that seem to blot out the sun when unfurled, and each of its three heads is horrific vision of horns, teeth, and glowing red, green, and blue eyes. A maelstrom of energy and howling wind shrouds the mighty demon's body, withering, blasting, and burning everything in sight.*



## AZI DAHAKA LORE

A character knows the following with a successful Arcana check.

**DC 15:** Azi Dahaka is the Demon Lord of Storms and Destruction. It is worshipped by a few human cultures that see it as the personification of the wild storms that plague their homelands. In addition, a few small cults venerate Azi Dahaka in his true role of chaos and destruction incarnate; they pursue the demon lord's goals in secret temples spread throughout the world.

**DC 20:** Azi Dahaka has no ambitions or goals beyond returning everything in existence to the primal chaos. It views all order, even the chaotic and tumultuous Abyss, as a blasphemous affront. It believes that its role in the multiverse is to destroy everything, and once this is accomplished, it will add its own destruction to the eternal chaos.

**DC 25:** Azi Dahaka has no realm of its own, and considers the wild maelstrom of the elemental chaos its only home. Because of this, it has few demonic vassals to call upon, and relies upon the various types of elementals when it requires the service of lesser creatures.

**DC 30:** The few times that Azi Dahaka has visited the Prime Material Plane have resulted in nearly impossible levels of destruction. Cities are destroyed, continents sink, and seas boil away to nothing when the Demon Lord of Destruction unleashes his rage. Many of the legendary catastrophes that can be found in the histories of all races and cultures can be traced to an appearance of Azi Dahaka; or at the very least, can be attributed to the actions of its cultists.

**DC 35:** Azi Dahaka commands the forces of the elemental chaos and can smite its foes with acid, fire, lightning, or deadly necrotic energy. It is said that each of Azi Dahaka's three heads can inflict a dreadful curse to those bitten, and its mere presence destroys and corrupts everything near it.

### Aspect of Azi Dahaka Level 21 Elite Soldier Huge elemental magical beast (demon) XP 6,400

**Initiative** +16      **Senses** Perception +19; darkvision, low-light vision, truesight 5

**Lesser Maelstrom Aura (Acid, Fire, Lightning, Necrotic)**  
aura 5; creatures that enter or start their turns in the aura take 10 acid, fire, lightning, or necrotic damage, determined randomly.

**HP** 404; **Bloodied** 202

**AC** 39; **Fortitude** 37, **Reflex** 33, **Will** 32

**Immune** disease, poison; **Resist** 10 variable (3/encounter)

**Saving Throws** +2

**Speed** 8; fly 8 (hover), overland flight 12

**Action Points** 1

⚡ **Bite** (standard; at-will)  
Reach 3; +28 vs. AC; 2d8+9 damage.

⚡ **Triple Fury** (standard; recharge ☼☼☼☼) ♦ **Necrotic**  
The aspect of Azi Dahaka makes three bite attacks. If a target is hit by two bite attacks, it takes ongoing 5 necrotic damage (save ends) and suffers a -2 penalty to all attack rolls and damage rolls until the end of the aspect of Azi Dahaka's next turn. If a target is struck by three bite attacks, it suffers the effects listed above and it loses the ability to use encounter powers (save ends).

⚡ **Breath Weapon** (standard; recharge ☼☼☼) ♦ **Acid, Fire, Lightning, or Necrotic**  
Close blast 5; +24 vs. Reflex; 3d10+6 acid, fire, lightning, or necrotic damage, and the target takes ongoing 5 acid, fire, lightning, or necrotic damage (save ends). *Miss:* Half damage, no ongoing damage.

**Threatening Reach**  
An aspect of Azi Dahaka can make opportunity attacks against all enemies within its reach (3 squares)

**Alignment** Chaotic evil      **Languages** Abyssal, Common

**Skills** Arcana +19, Intimidate +20, History +19, Religion +19

**Str** 28 (+19)      **Dex** 18 (+14)      **Wis** 18 (+14)

**Con** 26 (+18)      **Int** 19 (+14)      **Cha** 21 (+15)

## ASPECT OF AZI DAHAKA

An aspect of Azi Dahaka is summoned with an immensely powerful ritual known to only a handful of cultists. Because an aspect is dangerous to everything in its immediate vicinity, cultists of Azi Dahaka only summon one when there is dire need. Like all aspects, an aspect of Azi Dahaka will obey the commands of its summoner, but this makes it no less dangerous.

Azi Dahaka occasionally dispatches an aspect to wreak destruction upon the Prime Material Plane, especially in areas that have become overly lawful or structured. It is apparently the only demon lord capable of sending forth an aspect of its own volition: likely due to its stronger connection to the elemental chaos. In addition, Azi Dahaka can assume control of an aspect summoned by another; yet another reason its cultists are loath to summon one.

## ASPECT OF AZI DAHAKA LORE

A character knows the following with a successful Arcana check.

**DC 25:** Powerful cultists can summon an aspect of Azi Dahaka to bring almost immediate destruction upon their enemies. In addition, the demon lord itself can dispatch an aspect to further its goals on the Prime Material Plane.

**DC 30:** An aspect of Azi Dahaka is a sentient manifestation of the demon lord. It is capable of independent action, although Azi Dahaka has been known to assume control of its aspects, and command them as it sees fit.

## ASPECT OF AZI DAHAKA TACTICS

An aspect of Azi Dahaka excels at one thing: destruction. It attacks its foes with relentless aggression, biting with its three heads, and spewing elemental energy across the battlefield. Like Azi Dahaka itself, an aspect is surrounded by a fierce maelstrom of elemental energy that can cause immense damage to any creature nearby. An aspect of Azi Dahaka fights to the death, especially if controlled by Azi Dahaka itself.



## CULTS OF AZI DAHAKA

Cults venerating Azi Dahaka are rare, and those that do choose to worship such chaotic and destructive creature are often on the verge of mental collapse or an outright homicidal rampage. Of course, both of these conditions suit Azi Dahaka just fine, and it often makes contact with such individuals through one of its aspects, pushing them toward great acts of mayhem and destruction.

As rare as cultists are, actual organized cults of Azi Dahaka are almost unheard of. The level of cooperation and order required for even a small enclave of cultists to exist is the direct antitheses of all that Azi Dahaka stands for. For this reason, most “cults” are little more than a single priest and perhaps two or three acolytes. Azi Dahaka grants its cultists considerable power, but expects them to use this power for the sole purpose of sowing destruction and discord wherever they go. As one might expect, the lifespan of a cultist of Azi Dahaka is extremely short.

Beyond its cultists, Azi Dahaka is sometimes worshipped in its aspect as a storm demon, especially among certain desert cultures that believe it is Azi Dahaka that drives the fierce sand storms that destroy all in their path. However, this worship only goes so far as attempting to appease the demon lord, and keep his attentions elsewhere. Azi Dahaka pays little heed to these pleas, but does use the energy gained from mortal worship to further its own goals.

### Doomhammer of Azi Dahaka

Level 6 Brute

Medium natural humanoid (human)

XP 250

**Initiative** +5

**Senses** Perception +4

**HP** 88; **Bloodied** 44

**AC** 18; **Fortitude** 19, **Reflex** 17, **Will** 16

**Speed** 5

⬇ **Doomhammer** (standard; at-will) ⬆ **Weapon**

+9 vs. AC; 2d6+5 damage, the target is pushed 1 square, and suffers a -1 penalty to its AC defense (save ends). The penalties to AC are cumulative until the target makes a saving throw.

⬇ **Unmaker's Fury** (standard, only while bloodied; at-will)

The doomhammer of Azi Dahaka makes two *doomhammer* attacks, and all saving throws to negate the AC penalty resulting from such attacks suffer a -2 penalty.

**Alignment** Chaotic evil

**Languages** Abyssal, Common

**Skills** Athletics +12, Intimidate +8, Religion +8

**Str** 20 (+8)

**Dex** 15 (+5)

**Wis** 13 (+4)

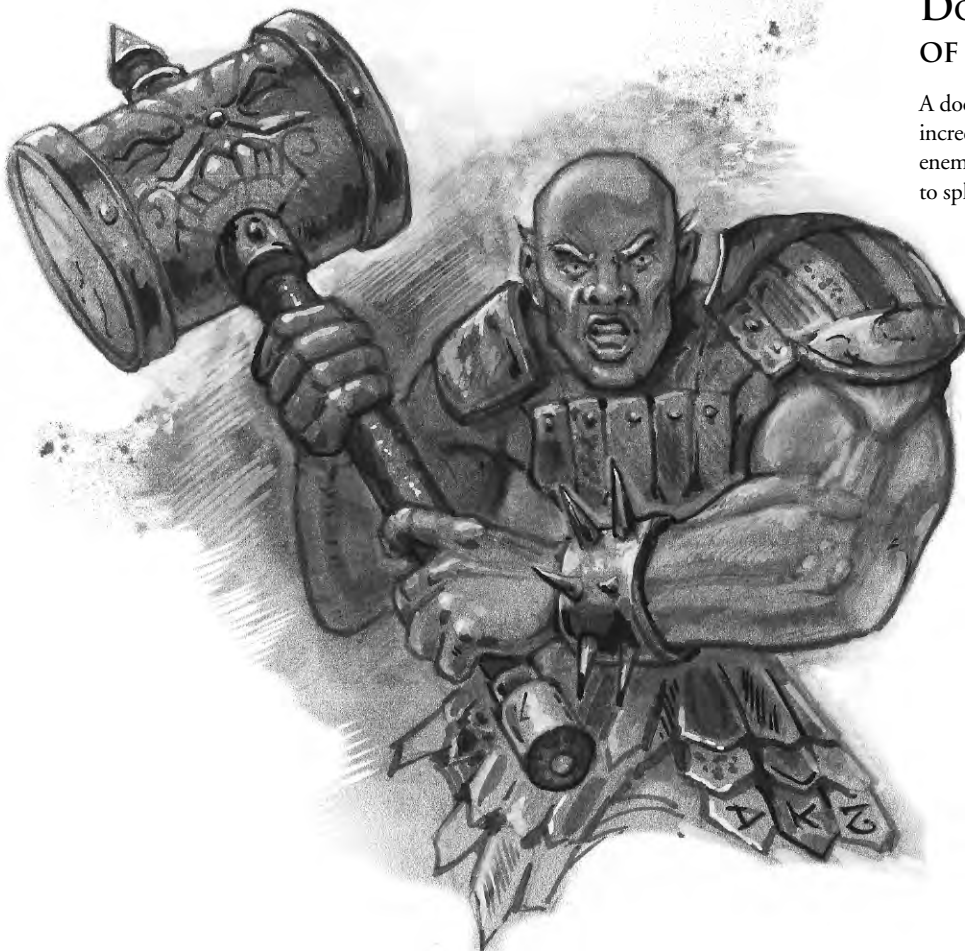
**Con** 18 (+7)

**Int** 10 (+3)

**Cha** 10 (+3)

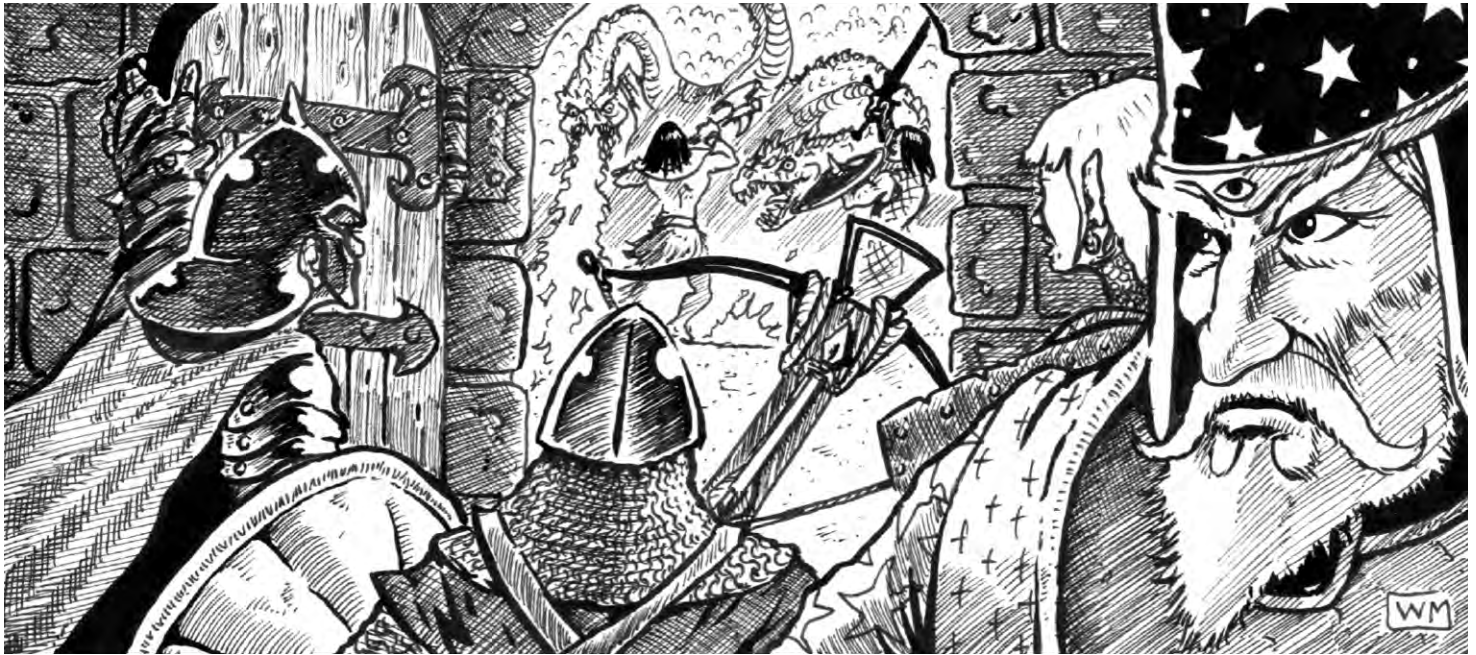
**Equipment** scale armor, maul

**Description** *This hulking human man is heavily muscled and armored in scale armor dyed in a chaotic riot of colors. He hefts a truly massive hammer over one shoulder, and appears to be spoiling for a fight.*



## DOOMHAMMER OF AZI DAHAKA TACTICS

A doomhammer of Azi Dahaka is unsubtle, brutish, and incredibly effective in combat. Its only tactic is to pound enemies relentlessly with its maul, reducing their armor to splinters, and their flesh and bones to red paste.



**Unmaker of Azi Dahaka** Level 8 Controller (Leader)  
Medium natural humanoid (human) XP 350

**Initiative** +5      **Senses** Perception +7

**HP** 87; **Bloodied** 43

**AC** 23; **Fortitude** 19, **Reflex** 17, **Will** 20

**Speed** 5

⚔ **Morningstar** (standard; at-will) ♦ **Weapon**  
+13 vs. AC; 1d10+3 damage.

⚡ **Maelstrom Blast** (standard; at-will) ♦ **Acid, Fire, Lightning,**  
or **Necrotic**  
+12 vs. Reflex; 1d10+3 acid, fire, lightning, or necrotic damage,  
and the target takes ongoing 5 acid, fire, lightning, or necrotic  
damage (save ends).

⚡ **Curse of Unmaking** (standard; encounter) ♦ **Necrotic**  
Close burst 3; targets enemies; +11 vs. Fortitude; 3d6+3 necrotic  
damage, and the target suffers a -2 penalty to attack rolls and  
AC until the end of the encounter. *Miss:* Half damage, no penalty  
to attack rolls or AC.

**Alignment** Chaotic evil      **Languages** Abyssal, Common

**Skills** Arcana +10, Intimidate +11, Religion +10

**Str** 16 (+7)      **Dex** 13 (+5)      **Wis** 18 (+7)

**Con** 15 (+6)      **Int** 12 (+5)      **Cha** 15 (+6)

**Equipment** scale armor, morningstar

**Description** *This tall human man wears scale armor dyed in confusing patterns of green, black, blue, and red. He grips a morningstar in both hands, and wears a strange pendant – a silver trident, pointing down – around his neck.*

## UNMAKER OF AZI DAHAKA TACTICS

An unmaker of Azi Dahaka relishes combat, and does not shrink from even the most brutal melee. It begins combat with *curse of unmaking* to weaken its enemies and reduce their effectiveness in combat, and then either supports its allies with *maelstrom blast*, or rushes into combat with its morningstar.

## ENCOUNTER GROUPS

Azi Dahaka is usually encountered alone, although it does occasionally consort with powerful creatures of the elemental chaos. Azi Dahaka's cultists often make alliances with elemental creatures as well.

### Level 8 Encounter (XP 1,700)

- 1 unmaker of Azi Dahaka (level 8 controller)
- 3 doomhammers of Azi Dahaka (level 6 brute)
- 2 hell hounds (level 7 brute)

### Level 21 Encounter (XP 16,000)

- 1 aspect of Azi Dahaka (level 21 elite soldier)
- 2 fire archon ash disciples (level 20 artillery)
- 2 rockfire dreadnaughts (level 18 soldier)

### Level 33 Encounter (XP 149,000)

- Azi Dahaka (level 30 solo soldier)
- 3 thunderblast cyclones (level 26 elite artillery)



# BARGHEST

A barghest is a vicious and evil shapechanger from the fey lands. In its natural form it resembles a tall, black-furred werewolf with baleful green eyes. However, it can assume the form of a great, black dog or a goblin-like creature. Barghests often serve powerful goblin shamans and clerics, owing some sort of ancient fealty to the wicked gods of goblin-kind.

## BARGHEST LORE

A character knows the following with a successful Arcana check.

**DC 15:** Barghests are often summoned to the Prime Material Plane from the fey lands by goblin shamans, whom they serve out of an ancient debt owed by all barghests to the deities of goblin-kind.

**DC 20:** Barghests can change shape and assume the form of a giant black dog or an overly large goblin. It is said they can feed on the life force of sentient creatures, growing stronger in the process.

**DC 20:** Barghests that survive long enough to feed on the life force of many sentient creatures grow larger and stronger, becoming greater barghests. Greater barghests are far more intelligent and dangerous than their normal kin, and often lead groups of evil humanoids.

## ENCOUNTER GROUPS

Barghests and greater barghests are usually encountered with goblins, hobgoblins, or bugbears, often in a leadership role. Greater barghests will not tolerate the presence of their lesser kin, seeing them as potential rivals.

### Level 6 Encounter (XP 1,350)

- 1 barghest (level 6 elite skirmisher)
- 1 bugbear strangler (level 6 lurker)
- 3 bugbear warriors (level 5 brute)

### Level 12 Encounter (XP 3,400)

- 1 greater barghest (level 11 elite skirmisher)
- 2 hobgoblin Hand of the Dark Gods (level 8 elite soldier)
- 4 hobgoblin commanders (level 5 soldier)



## Barghest

Level 6 Elite Skirmisher

Medium fey humanoid (shapechanger)

XP 500

**Initiative** +8

**Senses** Perception +10; low-light vision

**HP** 142; **Bloodied** 71

**AC** 22; **Fort** 21, **Ref** 20, **Will** 17

**Saving Throws** +2

**Speed** 8

**Action Points** 1

⬇ **Bite** (standard; at-will)  
+11 vs. AC; 1d10+4 damage, and the target is grabbed (until escape).

⬇ **Feed** (standard; at-will) ⬥ **Healing, Necrotic**  
Grabbed target only; +9 vs. Fortitude; 3d6+2 necrotic damage, the target loses 1 healing surge, and the barghest regains 5 hit points. If a target is reduced to 0 hit points in this fashion, the barghest gains a cumulative +1 bonus to attack rolls, damage rolls, and all defenses until the end of the encounter.

↩ **Bloodcurdling Howl** (standard; recharge ⓂⓂ) ⬥ **Fear, Psychic**  
Close blast 3; +7 vs. Will; 3d6+3 psychic damage, and the target takes a -2 penalty to attack rolls (save ends).

**Shapechange** (minor 1/round; at-will) ⬥ **Polymorph**  
A barghest can assume the shape of a giant black dog or a goblin-like humanoid. It loses its bite attack in goblin form.

**Alignment** Evil      **Languages** Common, Goblin

**Skills** Athletics +12, Intimidate +11, Stealth +11

**Str** 19 (+7)      **Dex** 17 (+6)      **Wis** 14 (+5)

**Con** 15 (+5)      **Int** 12 (+4)      **Cha** 16 (+6)

**Description** *This tall humanoid is covered in shaggy black fur, and its head resembles that of a huge, demonic dog. Its eyes glow a virulent green, and they regard you with unabashed hunger and hatred.*

## Greater Barghest

Level 11 Elite Skirmisher

Large fey humanoid (shapechanger)

XP 1,200

**Initiative** +11

**Senses** Perception +12; low-light vision

**HP** 226; **Bloodied** 113

**AC** 27; **Fort** 26, **Ref** 23, **Will** 21

**Saving Throws** +2

**Speed** 8

**Action Points** 1

⬇ **Bite** (standard; at-will)  
+16 vs. AC; 2d6+6 damage, and the target is grabbed (until escape).

⬇ **Feed** (standard; at-will) ⬥ **Healing, Necrotic**  
Grabbed target only; +14 vs. Fortitude; 4d6+3 necrotic damage, the target loses 2 healing surges, and the greater barghest regains 10 hit points. If a target is reduced to 0 hit points in this fashion, the greater barghest gains a cumulative +2 bonus to attack rolls, damage rolls, and all defenses until the end of the encounter.

↩ **Howl of the Damned** (standard; recharge ⓂⓂⓂ) ⬥ **Fear, Psychic**  
Close blast 5; +12 vs. Will; 4d6+4 psychic damage, and the target is dazed and weakened (save ends both).

**Shifting Shapechange** (minor 1/round; at-will) ⬥ **Polymorph**  
A greater barghest can assume the shape of a giant black dog or a goblin-like humanoid. It loses its bite attack in goblin form. Each time a greater barghest changes shape it can shift 3 squares as a free action.

**Alignment** Evil      **Languages** Common, Goblin

**Skills** Athletics +16, Intimidate +14, Insight +12, Stealth +14

**Str** 22 (+11)      **Dex** 19 (+9)      **Wis** 15 (+7)

**Con** 17 (+8)      **Int** 14 (+7)      **Cha** 18 (+9)

**Description** *A giant black dog, easily the size of a draft horse, stalks out of the night fog. Its eyes burn with a terrible green luminance, and its massive jaws yawn wide to reveal row upon row of ivory daggers.*

## BARGHEST TACTICS

A barghest begins combat with *bloodcurdling howl*, and then charges into melee, using its action point to attack an enemy weakened by its howl. In melee, it bites foes with its massive, powerful jaws and attempt to grab onto them, draining life energy to make itself stronger.

## GREATER BARGHEST TACTICS

Greater barghests prefer to attack in their canine form, which resembles a horse-sized, black-furred wolf. However, they often shift from humanoid to wolf from and back again in combat, using the size change to maneuver about the battlefield. A greater barghest begins combat with *howl of the damned*, and then uses an action point to rush into melee and seize a dazed foe in its jaws. It attempts to drag a grabbed foe out of combat to feed in peace, letting minions deal with any further enemies. .







# BAT, MONSTROUS

Monstrous bats are found deep underground and in other dismal and dark places. Many can grow to enormous sizes, large enough to allow Underdark races to use them as flying mounts. Others have evolved potent offensive and defensive capabilities, harnessing sonic or electric energy to stun or even kill prey.

## MONSTROUS BAT LORE

A character knows the following with a successful Dungeoneering or Nature check.

**Dungeoneering DC 15:** Slashwings are bat-like predators that live deep beneath the earth. They are named for the deadly bony blades that line each wing. They can be trained as mounts, and are often used by subterranean races in this capacity. Rumor has it that a slashwing's rider can access the beast's senses, gaining the ability to see in complete darkness.

**Dungeoneering DC 15:** Sonic bats can be found deep underground, where they use sound waves to hunt creatures through the pitch darkness. They can also detect invisible and hidden foes with this ability.

**Dungeoneering DC 15:** Static bats are subterranean predators that use built up static electricity to stun and kill their prey. They often congregate in massive swarms that can discharge massive amounts of electricity; enough to easily kill man-sized targets.

**Arcana DC 15:** Umbral bat swarms are found in areas influenced by the Shadowfell. They are rarely encountered alone, being drawn to powerful shadow creatures. Occasionally, umbral bat swarms can be summoned and bound to a mortal soul, granting tangible benefits to both creatures.

## ENCOUNTER GROUPS

In the wilds, slashwings are solitary predators; however, since they are often used as mounts, they can be encountered with a wide array of subterranean humanoids. The two breeds of static bats are often found together; the larger bats act as mobile artillery, while the swarms engage targets in melee. Sonic bats are found in dungeons, often sharing a symbiotic relationship with a more powerful monster. Umbral bat swarms are usually encountered with powerful shadow creatures, such as undead or umbral drakes.

### Level 2 Encounter (XP 650)

- 3 static bats (level 1 artillery)
- 2 static bat swarms (level 4 skirmisher)

### Level 6 Encounter (XP 1,150)

- 1 destrachan (level 9 artillery)
- 5 sonic bats (level 3 controller)

### Level 7 Encounter (XP 1,550)

- 1 troglodyte curse chanter (level 8 controller)
- 2 troglodyte impalers (level 7 artillery)
- 3 slashwings (level 7 skirmisher)

### Level 13 Encounter (XP 4,100)

- 1 adult umbra drake (level 10 solo controller)
- 4 umbral pat swarms (level 9 lurker)



## SLASHWING

Slashwings are large, bat-like subterranean predators. They are used as mounts by a number of subterranean races due primarily to the fact that slashwings can “share” their senses with a rider. This includes the ability to see in the dark and even locate objects via echolocation.

### Slashwing

Large natural magical beast (mount)

Level 7 Skirmisher

XP 300

**Initiative** +8

**Senses** Perception +9; blindsight 10, darkvision

**HP** 81; **Bloodied** 40

**AC** 21; **Fort** 21, **Ref** 18, **Will** 15

**Speed** 3 (clumsy), fly 8 (hover)

⊕ **Wing Slash** (standard; at-will)

+12 vs. AC; 1d10+5 damage, and ongoing 5 damage (save ends).

‡ **Hovering Flurry** (standard; at-will)

If the slashwing does not take a move action when flying, it can make two wing slash attacks.

‡ **Flyby Attack** (standard; at-will)

The slashwing flies up to 8 squares and makes one melee basic attack at any point during the movement. It does not provoke opportunity attacks when moving away from the target of the attack.

**Seeker in Darkness** (while mounted by a friendly rider of 7th level or higher; at-will) ◆ **Mount**

A slashwing grants its rider blindsight 10 and darkvision while mounted.

**Alignment** Unaligned

**Languages** —

**Skills** Stealth +11

**Str** 20 (+8)

**Dex** 16 (+6)

**Wis** 12 (+4)

**Con** 17 (+6)

**Int** 2 (-1)

**Cha** 8 (+2)

**Description** *This creature resembles a huge bat with bristling brown fur, and sharp bony blades lining the outside of each wing.*

## SLASHING TACTICS

A slashwing uses the bony blades on its wings to attack prey and enemies. In combat it uses one of two tactics. It either makes hit-and-run attacks, slashing at an opponent in conjunction with an aerial dive, or it simply hovers, slashing wildly with both wings.

## SONIC BAT

Sonic bats are large, semi-intelligent magical bats that can manipulate sound, and use it as a weapon to stun and injure opponents. With this fearsome ability, sonic bats prey upon creatures much larger than themselves, and can be incredibly dangerous to dungeon delvers.



### Sonic Bat

Level 3 Controller

Small natural magical beast

XP 150

**Initiative** +3      **Senses** Perception +8; blindsight 10

**HP** 49; **Bloodied** 24

**AC** 17; **Fortitude** 16, **Reflex** 15, **Will** 15

**Resist** 10 thunder

**Speed** 2 (clumsy), fly 6

⬇ **Bite** (standard; at-will)  
+8 vs. AC; 1d4+2 damage.

⚡ **Sonic Lance** (standard, at will) ♦ **Thunder**  
Ranged 10; +7 vs. Fortitude; 1d10+3 thunder damage, and the target is deafened (save ends).

⚡ **Sonic Wail** (standard; encounter) ♦ **Thunder**  
Close burst 3; +5 vs. Fortitude; 2d8+3 thunder damage, and the target is deafened and stunned (save ends both).

**Alignment** Unaligned      **Languages** —

**Skills** Stealth +8

**Str** 10 (+1)      **Dex** 15 (+3)      **Wis** 15 (+3)

**Con** 17 (+4)      **Int** 5 (-2)      **Cha** 12 (+2)

**Description** *A large bat hangs from the cavern ceiling, its eyes glittering in the feeble light of your torches. As you approach, a low hum fills the cavern and you feel a strange vibrating sensation throughout your entire body. Suddenly, the world erupts into a screeching wail of ear-piercing sound.*

## SONIC BAT TACTICS

A sonic bat typically clings to a lofty perch, and then attacks foes at range with *sonic lance*. If possible, it prefers to attack creatures in total darkness, using echolocation and darkvision to ascertain the position of its enemies. If reduced below bloodied, a sonic bat uses *sonic wail* and attempts to flee.

## STATIC BAT

Static bats are large subterranean bats that can generate static electricity by rubbing special conductive hairs together when they rapidly beat their wings. This static electricity can be discharged to stun and kill prey: either as concentrated bolts of lightning or mind numbing concussive blasts.

There are two breeds of static bat; a larger breed that gathers in small groups, and is about the size of a small dog; and a smaller breed that gathers in massive swarms.

### Static Bat

Level 1 Artillery

Small natural magical beast

XP 100

**Initiative** +3      **Senses** Perception +6; darkvision

**HP** 26; **Bloodied** 13

**AC** 13; **Fortitude** 13, **Reflex** 15, **Will** 12

**Resist** 5 lightning

**Speed** 2 (clumsy), swim 6 (hover)

⚡ **Static Discharge** (standard; at-will) ♦ **Lightning**  
Ranged 10; +6 vs. Reflex; 1d8+2 lightning damage.

⚡ **Static Burst** (standard; encounter) ♦ **Lightning**  
Close burst 3; +4 vs. Fortitude; 2d6+2 lightning damage, and the target is dazed (save ends).

**Alignment** Unaligned      **Languages** —

**Skills** Stealth +8

**Str** 8 (-1)      **Dex** 17 (+3)      **Wis** 12 (+1)

**Con** 14 (+2)      **Int** 3 (-4)      **Cha** 7 (-2)

**Description** *A faint blue haze crackles around the flapping wings of this small gray-furred bat.*

## STATIC BAT TACTICS

A static bat attacks with bolts of static electricity, burning and shocking its targets. Typically, it will hover out of melee range, blasting away at enemies within range and avoiding melee. If pressed, it will unleash *static burst*, and then attempt to flee.



**Static Bat Swarm** Level 4 Skirmisher  
Medium natural magical beast (swarm) XP 175

**Initiative** +8      **Senses** Perception +8; darkvision  
**Swarm Attack** aura 1; the static bat swarm makes a basic attack as a free action against each enemy that begins its turn in the aura.  
**HP** 54; **Bloodied** 27  
**AC** 18; **Fortitude** 15, **Reflex** 17, **Will** 14  
**Resist** 10 lightning, half damage from melee and ranged attacks; **Vulnerable** 5 against close and area attacks.  
**Speed** 2 (clumsy), swim 6 (hover)  
⊕ **Static Swarm** (standard; at-will) ♦ **Lightning** +9 vs. AC; 1d8+4 lightning damage, and ongoing 5 lightning damage (save ends).  
⚡ **Concussive Burst** (standard; recharge [3]); ♦ **Lightning, Thunder** Close burst 3; +5 vs. Fortitude; 3d8+2 lightning and thunder damage, and the target is stunned until the end of the static bat swarm's next turn.

**Alignment** Unaligned      **Languages** —  
**Skills** Stealth +11  
**Str** 15 (+4)      **Dex** 19 (+6)      **Wis** 13 (+3)  
**Con** 14 (+4)      **Int** 4 (-2)      **Cha** 10 (+2)

**Description** *This roiling mass of diminutive flying mammals is shrouded in a blue haze of crackling electricity.*

**STATIC BAT SWARM TACTICS**

A static bat swarm typically begins combat with *concussive blast*, and then wings down to envelop stunned targets.

**UMBRAL BAT SWARM**

Umbral bats are native to the Shadowfell, but often make their way to this plane in areas where the influence of shadow is strong. Graveyards, deep caverns, or any area where there is both death and darkness are likely to attract an umbral bat swarm.

**Umbral Bat Swarm** Level 9 Lurker  
Medium shadow beast (swarm) XP 400

**Initiative** +13      **Senses** Perception +12; darkvision  
**Swarm Attack** aura 1 the umbral bat swarm makes a basic attack as a free action against each enemy that begins its square in the aura.  
**HP** 76; **Bloodied** 38  
**Regeneration** 5 (if the umbral bat swarm takes radiant damage, regeneration does not function until the end of its next turn); see also *umbral healing*  
**AC** 23; **Fortitude** 19, **Reflex** 22, **Will** 19  
**Resist** 10 cold, 10 necrotic, half damage from melee and ranged attacks; **Vulnerable** 5 radiant, 5 against close and area attacks  
**Speed** 2 (clumsy), fly 8 (hover)  
⊕ **Gloom Swarm** (standard; at-will) ♦ **Cold, Necrotic** +14 vs. AC; 1d8+5 damage, the target takes ongoing 5 cold and necrotic damage (save ends), and the umbral bat swarm makes a secondary attack on the same target. *Secondary Attack*: +12 vs. Fortitude; the target is blinded until the end of the umbral bat swarm's next turn.

**Umbral Healing**  
An umbral bat swarm can only regenerate in areas of darkness or dim light.

**Alignment** Unaligned      **Languages** —  
**Skills** Stealth +14  
**Str** 15 (+6)      **Dex** 21 (+9)      **Wis** 16 (+7)  
**Con** 16 (+7)      **Int** 2 (+0)      **Cha** 12 (+5)

**UMBRAL BAT SWARM TACTICS**

An umbral bat swarm attempts to keep foes within the aura of its swarm attack. It focuses its attacks on creatures displaying the ability to cause radiant damage, or those with a strong light source.



# BEETLE, MONSTROUS

A super-sized relative of the common insect, monstrous beetles come in a wide variety of forms. Most are dangerous, and readily attack other creatures to defend their territory or simply for food.

## MONSTROUS BEETLE LORE

A character knows the following with a successful Nature check.

**DC 15:** The carapace of a brimstone beetle is super-heated, and can inflict serious burns even after the creature's death. If properly cooled, these carapaces make excellent, fire-resistant shields and armor.

**DC 15:** Giant blister beetles can squirt a stream of caustic liquid at opponents, and release a cloud of noxious fumes when killed.

**DC 20:** Flesh eating beetle swarms are elite scavengers and hunters that can quickly reduce a carcass to a jumbled pile of bones. They do not distinguish between living and dead prey, and generally attack anything organic. Some jungle-dwelling humans place flesh-eating beetle swarms at the bottom of pits to serve as an organic disposal system, or a place to throw enemies and intruders. In addition, necromancers that regularly create skeletal undead often utilize flesh eating beetle swarms to clean the flesh from carcasses the necromancer wishes to animate.

## BRIMSTONE BEETLE

Brimstone beetles are found in areas of volcanic activity or deep beneath the earth near lava flows. They are active hunters, and prey upon nearly anything of their own size and smaller. Intelligent elemental fire creatures often domesticate brimstone beetles, especially the dwarf-like azer, who use them as beasts of burden or guard animals.

### Brimstone Beetle

Level 5 Soldier

Medium natural beast

XP 200

**Initiative** +6      **Senses** Perception +2; darkvision, tremorsense 10

**Sulfurous Stench** aura 1; living enemies in the aura take a -1 penalty to attack rolls.

**HP** 64; **Bloodied** 32

**AC** 21; **Fortitude** 18, **Reflex** 16, **Will** 14

**Resist** 10 fire; **Vulnerable** 5 cold

**Speed** 6

⊕ **Bite** (standard; at-will) ♦ **Fire**  
+12 vs. AC; 1d10+4 damage plus 1d6 fire damage.

‡ **Brimstone Carapace** (immediate reaction; when the brimstone beetle is struck in melee; at will) ♦ **Fire**  
+10 vs. Reflex; 1d6+3 fire damage.

**Alignment** Unaligned      **Languages** —

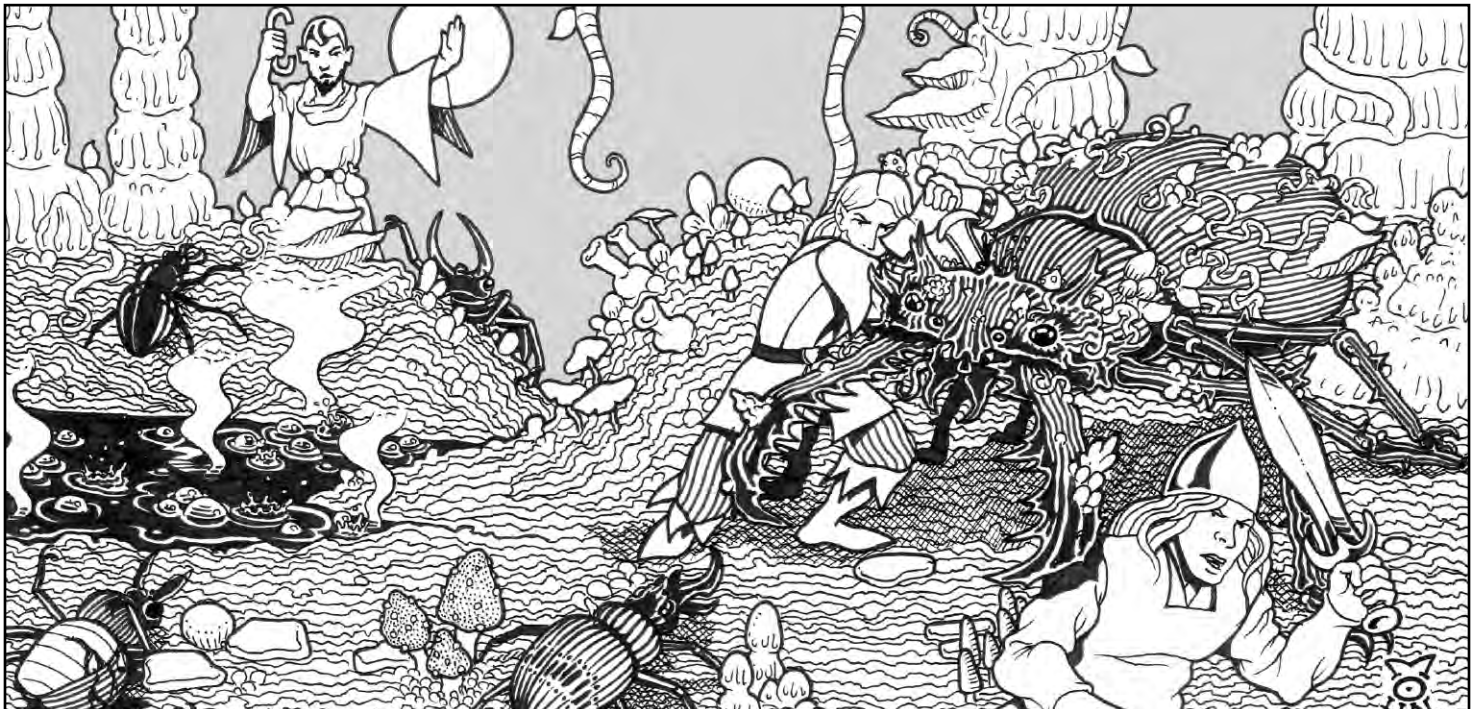
**Str** 18 (+6)      **Dex** 15 (+4)      **Wis** 10 (+2)

**Con** 16 (+5)      **Int** 1 (-3)      **Cha** 8 (+1)

**Description** *This enormous beetle has a black and red carapace and a set of large, jagged mandibles. Heat rises off its body in shimmering waves, and the burning stench of sulfur fills the air.*

## BRIMSTONE BEETLE TACTICS

A brimstone beetle attacks the nearest foe with its massive, superheated mandibles. Its high AC and red-hot carapace keep enemies at bay. Brimstone beetles instinctively retreat from cold, fleeing if reduced below bloodied by attacks with the cold key word.





## FLESH EATING BEETLE SWARM

Flesh eating beetles are small carnivorous beetles found in warm jungles and forests. Although not individually dangerous, these beetles tend to congregate into huge swarms that can strip the flesh from a man-sized creature in a matter of minutes.

**Flesh Eating Beetle Swarm** Level 11 Skirmisher  
Medium natural beast (swarm) XP 600

**Initiative** +13      **Senses** Perception +8; darkvision, tremorsense 10

**Swarm Attack** aura 1; a flesh eating beetle swarm makes a basic attack as a free action against each enemy that begins its turn in the aura.

**HP** 112; **Bloodied** 56

**AC** 25; **Fortitude** 21, **Reflex** 24, **Will** 20

**Resist** half damage from melee and ranged attacks; **Vulnerable** 10 against close and area attacks

**Speed** 8, climb 8

⊕ **Defleshing Swarm** (standard; at-will)  
+16 vs. AC; 1d10+6 damage, and the target is slowed and takes ongoing 10 damage (save ends both).

**Alignment** Unaligned      **Languages** —

**Str** 18 (+9)      **Dex** 22 (+11)      **Wis** 16 (+8)  
**Con** 16 (+8)      **Int** 1 (+0)      **Cha** 10 (+5)

**Description** *The ground roils with thousands upon thousands of tiny green and gold beetles. As the swarm moves, it leaves in its wake a ghoulish abattoir of animals and humanoid skeletons, each picked clean by thousands of razor-sharp mandibles.*

## FLESH EATING BEETLE SWARM TACTICS

Essentially mindless, a flesh eating beetle swarm simply envelops prey, slowing it down with the weight of thousands of beetles. It then begins the hideously painful process of removing the target's flesh.

## ENCOUNTER GROUPS

Goblins often use giant blister beetles as guardians and mobile artillery units. Left to their own devices, giant blister beetles gather in small groups, although there is no cooperation between individuals. Brimstone Beetles are often found with other fire-loving monsters, including intelligent creatures such as salamanders, fire giants, and azer. Flesh eating beetle swarms are often encountered with skeletal undead.

### Level 2 Encounter (XP 650)

- 2 giant blister beetles (level 2 artillery)
- 3 goblin warriors (level 1 skirmisher)
- 4 goblin cutters (level 1 minion)

## GIANT BLISTER BEETLE

Giant blister beetles are gigantic cousins of the tiny vermin of the same name. They are scavengers and occasional predators that hunt the dense undergrowth of jungles or the subterranean passages of the under realm. Their ability to squirt a stream of caustic fluid from their abdomens has caused certain subterranean races to capture and train the beetles as living artillery units.

**Giant Blister Beetle** Level 2 Artillery  
Small natural beast XP 125

**Initiative** +4      **Senses** Perception +2; darkvision

**HP** 30; **Bloodied** 15; see also *death spray*

**AC** 14; **Fortitude** 13, **Reflex** 15, **Will** 12

**Resist** 10 acid

**Speed** 6

⊕ **Bite** (standard; at-will)  
+7 vs. AC; 1d6+1 damage.

↘ **Blister Stream** (standard; at will) ♦ **Acid**  
Ranged 10; +7 vs. Reflex; 1d10+1 acid damage.

↙ **Death Spray** (immediate reaction, when reduced to 0 hit points; at will) ♦ **Acid**  
Close burst 1; +5 vs. Reflex; 2d6+3 acid damage.

**Alignment** Unaligned      **Languages** —

**Str** 12 (+2)      **Dex** 16 (+4)      **Wis** 12 (+2)  
**Con** 12 (+2)      **Int** 1 (-4)      **Cha** 8 (+0)

**Description** *A loud skittering noise announces the arrival of a large beetle with a bulbous green abdomen. The acrid tang of something chemical and caustic fills the air.*

## GIANT BLISTER BEETLE TACTICS

When riled, a blister beetle releases a foul jet of inky black liquid that burns and blisters the skin of any creature it hits. Afterwards, it skitters in to finish off weakened enemies with its powerful mandibles.

### Level 5 Encounter (XP 1,100)

- 1 hell hound (level 7 brute)
- 2 fire bats (level 5 skirmisher)
- 2 brimstone beetles (level 5 soldier)

### Level 11 Encounter (XP 3,200)

- 2 flesh eating beetle swarms (level 11 skirmisher)
- 4 skeletal tomb guardians (level 10 brute)



# BONE JELLY

A bone jelly is an amorphous creature that haunts underground areas, scouring ruins, tombs, and caverns in search of prey. Although they happily devour flesh, bone jellies actually subsist on the bone matter of their victims.

**Bone Jelly** Level 3 Elite Lurker  
Medium natural beast (blind, ooze) XP 300

**Initiative** +7      **Senses** Perception +3; blindsight 10, tremorsense 10

**HP** 76; **Bloodied** 38

**AC** 19; **Fortitude** 16, **Reflex** 17, **Will** 13

**Immune** gaze

**Saving Throws** +2

**Speed** 4, climb 4

**Action Points** 1

⬇ **Slam** (standard; at-will)  
+8 vs. AC; 1d6+1 damage, and the target is grabbed (until escape).

⬇ **Marrow Drain** (standard; at will)  
Grabbed target only; +6 vs. Fortitude; 1d10+2 damage, and the target is weakened (save ends). Saving throws made against a bone jelly's *marrow drain* take a -1 penalty.

↔ **Shard Burst** (standard; encounter)  
The bone jelly violently expels all bone shards in its body; close burst 5; +4 vs. Reflex; 3d6+2 damage.

**Alignment** Unaligned      **Languages** —

**Skills** Stealth +8

**Str** 13 (+2)      **Dex** 15 (+3)      **Wis** 12 (+2)

**Con** 14 (+3)      **Int** 5 (-2)      **Cha** 5 (-2)

**Description** *A jumbled collection of moldering bones lies on the ground before you. As you move closer to inspect the osseous remains they suddenly rear up like a striking serpent. You then realize that the bones are floating in a nearly translucent, ambulatory ooze.*

## BONE JELLY TACTICS

A bone jelly attacks by flailing with a pseudopod, attempting to grab a victim and drain the marrow from its bones. When pressed, it violently expels the bone shards floating in its gelatinous body, filling a large area with deadly, bony shrapnel.



## BONE JELLY LORE

A character knows the following with a successful Nature check.

**DC 15:** A bone jelly is an amorphous monster related to the gelatinous cube and ocher jelly. Unlike other oozes, bone jellies have a rudimentary intellect, and use sophisticated tactics to ambush and kill prey.

**DC 20:** A bone jelly can drain the marrow from a creature's bones, inducing severe weakness and pain.

## ENCOUNTER GROUPS

Bone jellies often share their lairs with other oozes. In addition, they have been known to cooperate with other stealthy dungeon predators to bring down larger prey.

### Level 5 Encounter (XP 950)

- 2 cavern chokers (level 4 lurker)
- 2 bone jellies (level 3 elite lurker)

### Level 6 Encounter (XP 1,300)

- 1 gelatinous cube (level 5 elite brute)
- 1 ocher jelly (level 3 elite brute)
- 2 bone jellies (level 3 elite lurker)



# BONE SWARM

Created from failed necromantic experiments or arising spontaneously from ossuaries and bone yards, bone swarms are writhing masses of bony debris. For the most part, a bone swarm is composed of claws, fingers, toes, and other grasping digits, and it uses these to grab, pull down, and then pull apart any living creature that it encounters.

Grave swarms are formed when large graveyards are subject to massive amounts of necromantic energies, which can give rise to a sentient swarm of bone fragments and rotting flesh. These monstrosities are nearly unstoppable, and can rival ancient dragons in power, evil, and ferocity.

## BONE SWARM LORE

A character knows the following with a successful Religion check.

**DC 15:** Bone swarms often arise spontaneously from bone yards, especially if strong necromantic energy is present. Like all undead, they are vulnerable to radiant damage, and such attacks are the only thing that will cause the relentless swarm to retreat.

**DC 20:** Grave swarms are the result of terrible amounts of necromantic energy released in an area with many corpses or skeletons, such as a battlefield or graveyard. Grave swarms are large enough to engage many opponents at once, and project an aura of overwhelming death and evil that prohibits its enemies from bringing divine energies to bear upon it.

## ENCOUNTER GROUPS

Bone swarms are often found alongside other skeletal undead. Grave swarms are always encountered alone, as they simply absorb any undead in the area into their mass.

### Level 7 Encounter (XP 1,500)

- 2 blazing skeletons (level 5 artillery)
- 1 bone swarm (level 8 brute)
- 5 skeletons (level 3 soldier)



### Bone Swarm

Level 8 Brute

Medium natural animate (swarm, undead)

XP 350

**Initiative** +7

**Senses** Perception +8; darkvision

**Swarm Attack** aura 1; the bone swarm makes a basic attack as a free action against each enemy that begins its turn in the aura.

**HP** 106; **Bloodied** 53

**AC** 20; **Fort** 21, **Ref** 18, **Will** 14

**Immune** disease, poison; **Resist** 10 necrotic, half damage from melee and ranged attacks; **Vulnerable** 10 radiant, 10 against close and area attacks

**Speed** 4, climb 4

⊕ **Grasping Swarm** (standard; at-will)  
+11 vs. Reflex; 2d8+5 damage, and the target is knocked prone and slowed (save ends both).

**Alignment** Evil

**Languages** —

**Str** 20 (+9)

**Dex** 16 (+7)

**Wis** 8 (+3)

**Con** 16 (+7)

**Int** 3 (+0)

**Cha** 3 (+0)

**Description** *An undulating carpet of bony fragments writhes along the ground toward you. It is composed of animated teeth, finger bones, and other tiny, osseous remains, all swarming together like a wave of bony centipedes.*

## BONE SWARM TACTICS

A bone swarm attacks any living creature it can reach. It attacks by enveloping a target, dragging it to the ground, and then tearing it apart. Although essentially mindless, bone swarms are filled with intense hatred for the living, and will pursue living foes tirelessly until destroyed.

## Grave Swarm

Level 18 Solo Brute

Huge natural animate (swarm, undead)

XP 10,000

**Initiative** +12      **Senses** Perception +16; darkvision

**Divine Suppression (Necrotic)** aura 5; creatures within the aura cannot use abilities and powers with the divine keyword.

**Swarm Attack** aura 3; the grave swarm makes a basic attack as a free action against each enemy that begins its turn in the aura.

**HP** 880; **Bloodied** 440

**Regeneration** 15 (if the grave swarm takes radiant damage, regeneration is negated until the end of the grave swarm's next turn)

**AC** 32; **Fort** 34, **Ref** 28, **Will** 22

**Saving Throws** +5

**Immune** disease, poison; **Resist** 20 necrotic, half damage from melee and ranged attacks; **Vulnerable** 10 radiant, 10 against close and area attacks

**Speed** 8, climb 8

**Action Points** 2

⬇ **Rotting Tide** (standard; at-will)

Reach 2; +21 vs. AC; 3d8+8 damage, and the target is knocked prone and slowed (save ends both).

⬇ **Smothering Demise** (standard; at-will) ⬆ **Necrotic**

The grave swarm attacks up to three prone Medium-sized creatures; +19 vs. Reflex (automatically hits an immobilized or stunned creature). On a hit, the target is grabbed and pulled into the grave swarm's space; the target is dazed, takes ongoing 10 necrotic damage, and loses 2 healing surges each round until it escapes the grab. A creature that loses all its healing surges is slain. A creature that escapes the grab shifts to a square of its choice adjacent to the swarm. The grave swarm can move normally while creatures are engulfed within it.

**Alignment** Evil

**Languages** Common

**Str** 27 (+17)

**Dex** 16 (+12)

**Wis** 14 (+11)

**Con** 24 (+16)

**Int** 8 (+8)

**Cha** 13 (+10)

**Description** *The ground before you writhes and squirms, undulating beneath a carpet of rotting flesh and bony remains given terrible, wicked life.*

## GRAVE SWARM TACTICS

Although moderately intelligent, a grave swarm uses no sophisticated tactics. It simply seeks to grab, crush, and smother any living creature within its reach. It is fearless, counting on its regeneration and *divine suppression* aura to keep even powerful clerics and paladins from harming it.





# BRONZE REAPER

Bronze reapers are towering, vaguely humanoid statues crafted from bronze. In place of hands they have long blades forged from an unknown black metal. Their faces resemble a death's head, and their jaws can open to let loose a blast of searing fire.

Sages believe that the bizarre race known as the athasi (see page 16) created the bronze reapers to serve them as guards, soldiers, and executioners. While the athasi as a race have dwindled to near extinction, their fierce automatons yet remain in the ruins of their once vast subterranean empire.

## BRONZE REAPER LORE

A character knows the following a successful Arcana check.

**DC 20:** Ancient guardians and servants of the twisted race of athasi, bronze reapers are fearless automatons built for battle. They are moderately intelligent, and can follow fairly complicated commands; however, most are long bereft of their masters, and have fallen back on simple, wanton slaughter.

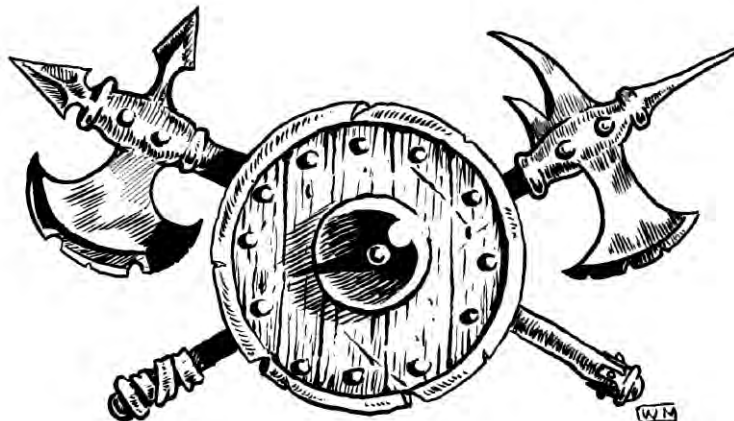
**DC 25:** Bronze reaper colossi are larger more intelligent version of the smaller bronze reaper. They are wicked and cunning, and will use sophisticated tactics in battle. They are rumored to have the ability to cause unnatural dread in their foes.

## ENCOUNTER GROUPS

Bronze reapers are often encountered alone, standing guard over ancient athasi ruins. However, some do still serve the few remaining athasi, and may be encountered with members of that ancient race. The athasi have lost the secret of creating bronze reaper colossi, and those that remain have become free-willed terrors that often form alliances with powerful underdark monsters.

### Level 14 Encounter (XP 5,028)

- 2 athasi scions (level 12 controller)
- 3 athasi eliminators (level 10 lurker)
- 6 athasi degenerates (level 8 minion)
- 1 bronze reaper (level 17 soldier)



## Bronze Reaper

Level 17 Soldier

Large natural animate (construct)

XP 1,600

**Initiative** +11

**Senses** Perception +10; darkvision

**HP** 164; **Bloodied** 82

**AC** 33; **Fortitude** 30, **Reflex** 24, **Will** 26

**Immune** disease, poison, sleep

**Resist** 20 fire

**Speed** 6

⚔ **Arm Blade** (standard; at-will) ♦ **Fire**

Reach 2; +24 vs. AC; 2d6+8 damage plus 1d6 fire damage.

⚔ **Reaping Strike** (standard; at-will) ♦ **Fire**

The bronze reaper makes two arm blade attacks against the same target. If both attacks hit, the target takes ongoing 10 fire damage (save ends).

⚡ **Fiery Blast** (standard, recharge ⚡) ♦ **Fire**

Close burst 5; +20 vs. Reflex; 4d10+5 fire damage.

**Alignment** Unaligned

**Languages** —

**Str** 27 (+16)

**Dex** 13 (+9)

**Wis** 15 (+10)

**Con** 20 (+13)

**Int** 7 (+6)

**Cha** 10 (+8)

**Description** *This towering humanoid automaton appears to be forged from solid bronze. Its powerful arms end in long, serrated blades of lusterless, black metal, and its head is a nightmarish mask resembling a fanged skull.*

## BRONZE REAPER TACTICS

Deprived of any direction or command, bronze reapers attack any living creature they encounter. A bronze reaper opens combat with *fiery blast*, and then wades into combat with its arm blades. It continues to fight until destroyed.

## Bronze Reaper Colossus

Level 24 Elite Soldier

Huge natural animate (construct)

XP 12,100

**Initiative** +14

**Senses** Perception +15; darkvision

**HP** 450; **Bloodied** 225

**AC** 42; **Fortitude** 40, **Reflex** 30, **Will** 32

**Immune** disease, poison, sleep; **Resist** 20 fire

**Saving Throws** +2

**Speed** 8

**Action Points** 1

⚔ **Arm Blade** (standard; at-will) ♦ **Fire**

Reach 3; +31 vs. AC; 3d6+10 damage plus 2d6 fire damage.

⚔ **Reaping Strike** (standard; at-will) ♦ **Fire**

The bronze reaper makes two arm blade attacks against the same target. If both attacks hit, the target takes ongoing 15 fire damage (save ends).

👁 **Eye of Flame and Fear** (minor, 1/round; at-will) ♦ **Fear, Fire, Gaze**

Ranged 10; +29 vs. Will; the target suffers a -2 penalty to all defenses and gains vulnerability fire 10 until the end of the bronze reaper colossus' next turn.

⚡ **Hellfire Blast** (standard, recharge ⚡) ♦ **Fire**

Close burst 5; +27 vs. Reflex; 6d10+7 fire damage.

**Alignment** Evil

**Languages** Common

**Str** 31 (+22)

**Dex** 11 (+12)

**Wis** 17 (+15)

**Con** 25 (+19)

**Int** 10 (+12)

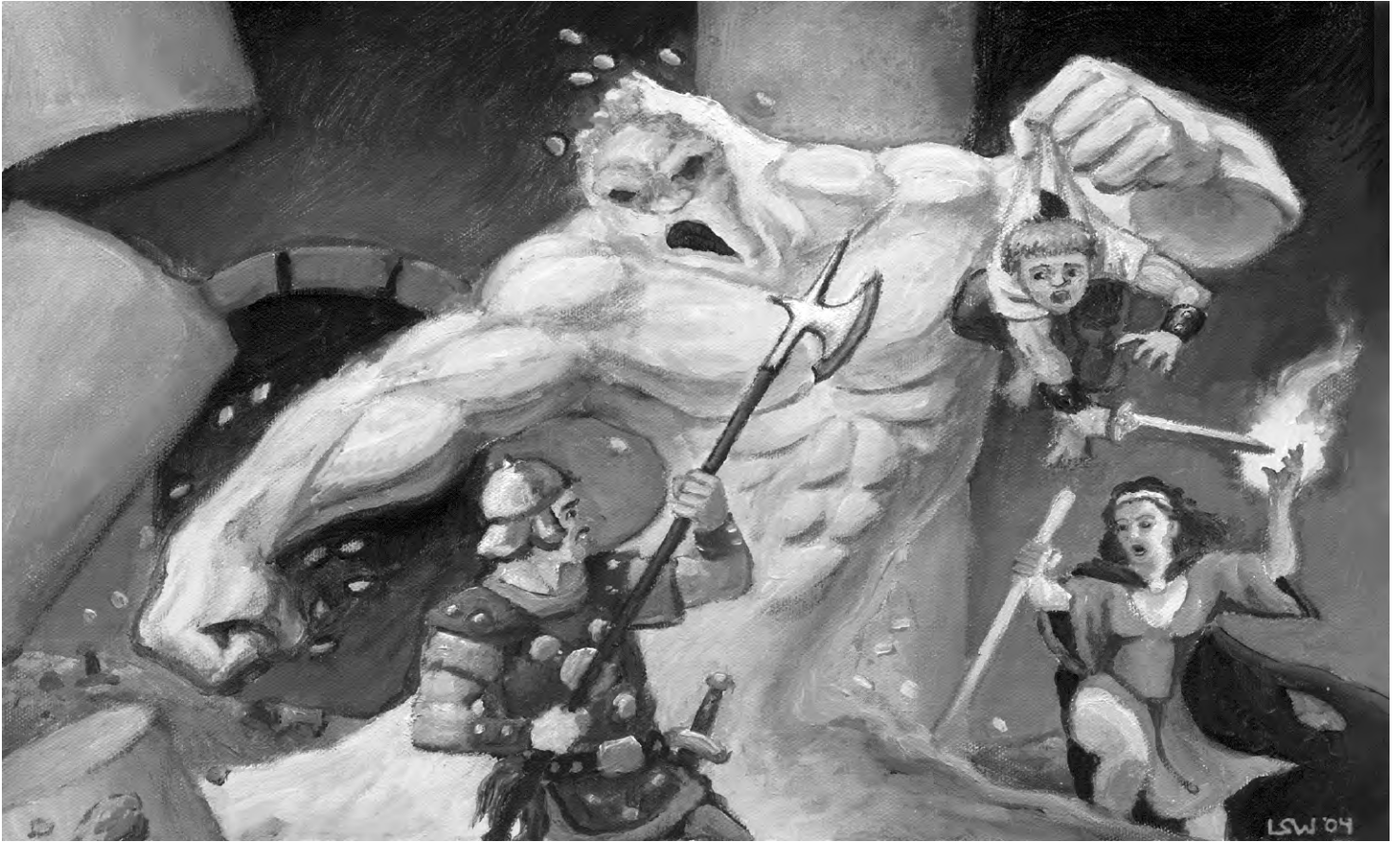
**Cha** 16 (+15)

**Description** *This gargantuan automaton appears to be wearing baroque bronze armor. Its arms end in huge, scything blades, and its head resembled a leering fanged skull. A miasma of heat and the stench of hot metal emanate in oppressive waves from the thing's towering body.*

## BRONZE REAPER COLOSSUS TACTICS

Bronze reaper colossi are intelligent and share the evil nature of their ancient creators. A bronze reaper colossus begins combat with *hellfire blast*, and then targets a potent melee fighter with *eye of fear and flame*. Then, like its smaller kin, it simply wades into combat with its massive, bladed appendages.





## COIN GOLEM

A coin golem is a living pile of treasure, animated as a formidable guardian of treasure hoards. When active, coin golems are generally humanoid in shape, but spend the majority of their time as inert piles of coins and other valuables. It is nearly impossible to detect a coin golem in its inert state, and most who encounter them can see little beyond their own greed.

### COIN GOLEM TACTICS

Quick for a construct, a coin golem can rapidly shift in and out of combat by rapidly reverting back and forth between its natural form and its humanoid form. When attacking, a coin golem strikes with heavy blows of its coin-encrusted fists, bludgeoning and lacerating its foe at the same time. When pressed, a coin golem blasts its enemies with a high-velocity volley of coins and gems.

### LIVING HOARD TACTICS

A living hoard uses tactics similar to that of smaller coin golems, shifting in and out of combat, and striking foes with its powerful fists. It begins combat with *coin volley*, and then focuses its attacks on enemies that appear most wounded. A living hoard uses its action point when *coin volley* recharges, combining two slam attacks with the burst effect. A living hoard is fairly intelligent, and can make use of sophisticated tactics, even when not ordered to do so by its master.

## COIN GOLEM LORE

A character knows the following with a successful Arcana check.

**DC 20:** Coin golems are magically animated piles of treasure often set to guard the lairs of powerful wizards and monsters. For many monsters that keep sizable hoards, such as dragons, the coin golem is the perfect guardian, both unassuming and potent. Up to 1/10th of a coin golem's mass can be removed without impairing its abilities, and it will absorb any new treasure, gaining in size over time. The largest of coin golems are called living hoards.

**DC 25:** The physical attacks of a coin golem cause severe bleeding wounds from the many sharp objects that make up their mass. They are very difficult to detect when inert, and usually gain surprise on enemies come to plunder their masters' lairs. The primarily metallic makeup of a coin golem makes it highly resistant physical attacks, while the powerful magic that keeps it animate easily repels most spells and prayers.

**DC 30:** If a coin golem's master dies, it continues to act as a guardian for the treasure that makes up its body. Occasionally, a coin golem will go rogue, and begin to seek out treasure to add to its mass. Such monsters offer a rich bounty indeed to any adventurers with the courage and skill to slay them.

## Coin Golem

Level 14 Elite Lurker

Large natural animate (construct)

XP 2,000

**Initiative** +13

**Senses** Perception +12; darkvision

**HP** 224; **Bloodied** 112

**AC** 30; **Fortitude** 30, **Reflex** 24, **Will** 20

**Resist** 10 against effects that target AC; **Immune** disease, poison, sleep

**Saving Throws** +2

**Speed** 8

**Action Points** 1

⬇ **Slam** (standard; at-will)

Reach 2; +19 vs. AC; 2d8+6 damage, the target is pushed 1 square, and takes ongoing 5 damage (save ends).

⬇ **Shifting Strike** (standard; at-will)

The coin golem can shift up to 4 squares before and after a melee basic attack.

↩ **Coin Volley** (standard; recharge ⓂⓂⓂ)

Close blast 5; +15 vs. Reflex; 4d8+6 damage, and the target takes ongoing 10 damage (save ends).

### Magic Resistance

A coin golem's defenses are considered 5 points higher when targeted by a power or effect with either the arcane or divine keywords.

### Innocuous Form

When at rest, a coin golem appears as nothing more than a large pile of coins, gems, and other valuables. Only very observant foes (Perception DC 34) will notice anything amiss, and avoid being surprised by the golem when it attacks.

**Alignment** Unaligned

**Languages** —

**Skills** Stealth +14

**Str** 23 (+13)

**Dex** 15 (+9)

**Wis** 10 (+7)

**Con** 22 (+13)

**Int** 3 (+3)

**Cha** 8 (+6)

**Description** *Before you lies a glittering pile of gold and platinum coins, a massive trove of lucre the likes of which you have never seen. But before you can rush forward to claim this great treasure, the room is filled with the cacophonous clinking of thousands upon thousands of coins rubbing together. Greed is replaced by horror as the pile of coins suddenly assembles into a towering man-like shape, a gleaming giant of gold and platinum.*

## Living Hoard

Level 28 Elite Lurker

Huge natural animate (construct)

XP 26,000

**Initiative** +22

**Senses** Perception +19; darkvision

**HP** 400; **Bloodied** 200

**AC** 44; **Fortitude** 45, **Reflex** 38, **Will** 34

**Resist** 15 against effects that target AC; **Immune** disease, poison, sleep

**Saving Throws** +2

**Speed** 8

**Action Points** 1

⬇ **Slam** (standard; at-will)

Reach 3; +33 vs. AC; 3d8+10 damage, the target is pushed 2 squares, and takes ongoing 5 damage (save ends).

⬇ **Double Attack**

The living hoard makes two slam attacks.

⬇ **Shifting Strike** (standard; at-will)

A living hoard can shift up to 4 squares before and after a melee basic attack.

↩ **Coin Volley** (standard; recharge ⓂⓂⓂⓂ)

Close blast 5; +29 vs. Reflex; 6d8+8 damage, and the target takes ongoing 10 damage (save ends).

### Magic Resistance

A living hoard's defenses are considered 10 points higher when targeted by a power or effect with either the arcane or divine keywords.

### Innocuous Form

When at rest, a living hoard appears as nothing more than a large pile of coins, gems, and other valuables. Only very observant foes (Perception DC 48) will notice anything amiss, and avoid being surprised by the golem when it attacks.

**Alignment** Unaligned

**Languages** —

**Skills** Stealth +23

**Str** 31 (+24)

**Dex** 18 (+18)

**Wis** 10 (+14)

**Con** 26 (+22)

**Int** 7 (+12)

**Cha** 8 (+13)

**Description** *The ground in the cavern is covered, nearly ankle deep in coins, gems, and other priceless valuables. However, before you can claim this fabulous wealth, the hoarded lucre becomes animate, quickly assembling into a vast, humanoid giant.*

## ENCOUNTER GROUPS

Coin golems are almost always encountered alongside the creatures that created them. They are also frequently encountered with their masters' allies and minions.

### Level 16 Encounter (XP 7,000)

- 1 human lich (level 14 elite controller)
- 1 coin golem (level 14 elite lurker)
- 3 boneclaws (level 14 soldier)

### Level 33 Encounter (XP 147,000)

- 1 ancient red dragon (level 30 solo soldier)
- 2 living hoards (level 28 elite lurker)

# DAEVA

Daevas are a type of evil immortal humanoid derived from Persian mythology, as is written in the Avesta. The Avesta is a collection of the sacred texts of ancient Persian or Iranian religion known as Zoroastrianism. They originate from a plane adjacent to the Nine Hells, the evil hell of Mount Alburz across the Chinvat Bridge. Daevas and devils have been known to cooperate, as the two races of immortals share similar goals: the corruption and destruction of mankind.

According to the Avesta creation myth, the primordial god Zurvan's twin sons named Ahura Mazda and Angra Mainyu are responsible for the dualistic nature of creation and destructive forces in the world. Ahura Mazda created the sky and he made the earth rise up from the primordial waters. In the earth he planted the Saena tree, its seeds spread, and from them did all the plants come, and beneath their branches he placed the animals and the human race. Ahura Mazda created the Amesha Spentas, a host of winged immortals (angels) tasked with protecting that which was living. Angra Mainyu created blistering heat and the frost in winter, pestilence, disease and all other ills. Angra Mainyu is the darkness to Ahura Mazda's light, the evil devouring opposed by the goodness of creation. Angra Mainyu created the vile daevas to destroy the heavenly host, or Amesha Spentas, and all that Ahura Mazda had created.



## AESMA DAEVA

Aesma daevas are horrid little demons often utilized by powerful evil creatures wishing to exact revenge upon an enemy. They can be found on the various planes of evil, furiously hunting in packs, seeking revenge for their evil masters.

## AESMA DAEVA TACTICS

Aesma daevas typically attack in small packs, using their small size, speed, and *furious speed* ability to quickly overwhelm larger opponents. An aesma daeva attempts to bite and cling to its target, worrying the flesh with its small, powerful jaws. These tiny fiends have no regard for their own lives and will sometimes tempt opponents to attack them in order to trigger a *balefire blast*, possibly setting up deadly chain reactions with other aesma daeva in the blast radius.

## AESMA DAEVA LORE

A character knows the following with a successful Religion check.

**DC 15:** Aesma daevas are formed from the souls of mortals that were consumed by anger, and died with vengeance unfulfilled. They often serve powerful evil creatures as assassins, and are sent out in small groups to exact revenge upon an enemy.

**DC 20:** When killed, an aesma daeva explodes in a searing flash of green fire.

## ENCOUNTER GROUPS

Aesma daevas are typically encountered in groups of four or more, relentlessly hunting down their master's enemies. They are rarely encountered with other creatures, as their tendency to violently explode when slain makes them dangerous to allies and enemies alike.

### Level 6 Encounter (XP 1,225)

- 7 aesma daevas (level 4 soldier)

### Aesma Daeva

Level 4 Soldier

Tiny immortal humanoid (daeva)

XP 175

**Initiative** +8      **Senses** Perception +8; darkvision

**HP** 56; **Bloodied** 28

**AC** 20; **Fortitude** 17, **Reflex** 17, **Will** 15

**Immune** fear, poison; **Resist** 10 fire

**Speed** 8

⊕ **Clinging Bite** (standard; at-will)  
+11 vs. AC; 1d8+1 damage, and the target is grabbed (until escape) and takes ongoing 5 damage until it escapes. An aesma daeva doesn't make attack rolls while grabbing a target and gains a +5 bonus to its AC and Reflex defenses.

#### Daeva Anchor

A daeva is immune to any affect that forces it to move. It cannot be pushed, pulled, slid, or knocked prone.

#### Furious Speed (move; at-will)

When taking a move action, an aesma daeva may shift up to half its speed.

#### ↵ **Balefire Blast** (when reduced to 0 hit points) ◆ Fire

The aesma daeva explodes in a burst of green fire; close blast 2; +7 vs. Reflex; 2d6+3 fire damage. *Miss:* Half damage. *Special:* Aesma daeva have no resistance to the *balefire blast* ability of other aesma daeva.

**Alignment** Evil      **Languages** Common, Supernal

**Skills** Athletics +8, Stealth +11

**Str** 13 (+3)      **Dex** 18 (+6)      **Wis** 12 (+3)

**Con** 16 (+5)      **Int** 13 (+3)      **Cha** 14 (+4)

**Description** *This creature is a tiny humanoid demon with a single horn in the center of its forehead. It has pale blue skin, malevolent yellow eyes, and row upon row of sharp little teeth.*

## Indra Daeva

Level 17 Controller

Medium immortal humanoid (daeva)

XP 1,600

**Initiative** +12      **Senses** Perception +18; darkvision

**Cloud of the Daeva (Psychic)** aura 3; any creature using a power or spell with the divine keyword within the aura immediately takes 10 psychic damage.

**HP** 165; **Bloodied** 82

**AC** 31; **Fortitude** 27, **Reflex** 28, **Will** 30

**Immune** fear, poison; **Resist** 15 fire; **Vulnerable** 10 radiant

**Speed** 6

⬇ **Smoldering Staff** (standard; at-will) ⬆ **Weapon, Fire**  
+22 vs. AC; 1d8+4 damage plus 1d8 fire damage.

⬇ **Staff Barrage** (standard; at-will) ⬆ **Weapon, Fire**  
The indra daeva makes two *smoldering staff* attacks. If both attacks hit the same target, the target takes ongoing 10 fire damage (save ends).

✂ **Crushing Gaze** (standard; at-will) ⬆ **Gaze, Psychic**  
Ranged 10; +21 vs. Will; 3d6+7 psychic damage, and the target suffers a -2 penalty to attack rolls and all defenses (save ends).

✂ **Moral Apostasy** (standard; recharge Ⓜ) ⬆ **Charm**  
Ranged 10; +21 vs. Will; the target suffers an immediate change in moral direction, temporarily taking on the evil motivations and outlook of the indra daeva. The target is considered dominated by the indra daeva for as long as it remains under the effects of *moral apostasy* (save ends). Saving throws made to shake off the effects of moral apostasy gain a modifier based on the target's original alignment: lawful good (-2), good (-1), unaligned (+0), evil (+1), chaotic evil (+2).

**Veil of the Corruptor** (minor; at-will) ⬆ **Illusion**  
An indra daeva can disguise itself as any Medium humanoid. A successful Insight check (opposed by the indra daeva's Bluff check) is required to pierce the disguise.

**Daeva Anchor**  
A daeva is immune to any affect that forces it to move. It cannot be pushed, pulled, slid, or knocked prone.

**Alignment** Evil      **Languages** Common, Supernal

**Skills** Bluff +20, Diplomacy +20, Insight +18, Religion +19

**Str** 18 (+12)      **Dex** 19 (+12)      **Wis** 20 (+13)

**Con** 21 (+13)      **Int** 22 (+14)      **Cha** 24 (+15)

Equipment robes, staff

**Description** *This creature appears to be a balding older man with a sawn-off, blunted horn in the middle of his forehead and pale-blue skin. The bizarre fiend wears long and flowing robes, and leans on a smoldering, crooked staff. Its eyes, pale yellow and penetrating, seek out your own.*



## INDRA DAEVA

Indra daevas are the manifestation of apostasy (the renunciation of faith) and abandonment of a previous loyalty. They hate loyalty and faith, and seek to turn those of strong conviction against their beliefs. Angra Mainyu created indra daevas to infiltrate and wreak havoc amongst the churches of the material planes. Indra daevas have been known to disrupt the worship of whole churches and destroy the moral fiber of entire communities.

## INDRA DAEVA TACTICS

An indra daeva relies on its *cloud of the daeva* aura to protect it from divine magic, while it uses *moral apostasy* to make unwitting allies of good-aligned foes. It uses *crushing gaze* to damage and reduce the efficacy of melee-oriented enemies. If forced into hand-to-hand combat, an indra daeva smashes its foes with whirling blows from its smoldering quarterstaff.

## INDRA DAEVA LORE

A character knows the following with a successful Religion check.

**DC 20:** Indra daevas are tasked with infiltrating and corrupting the faiths and churches of mortals. They often enter a church under the guise of a young priest, and then begin slowly twisting the dogma of the infiltrated religion until it ultimately serves the dark purposes of Angra Mainyu.

**DC 25:** Indra daevas can turn even the stoutest good-aligned paladin or cleric against his allies by whispering dark and alluring heresies into the targets mind. Although they appear weak and fragile, indra daevas are incredibly strong and agile, and can easily slay veteran warriors with their staves.

## ENCOUNTER GROUPS

Certain sects of rakshasa have been known to worship Angra Mainyu, and these servants are often rewarded with the services of an indra daeva or two to aid in the corruption of mortals.

### Level 17 Encounter (XP 8,000)

- 2 indra daevas (level 17 controller)
- 4 rakshasa warriors (level 15 soldier)



# DARKSEA SQUID

Darksea squids are foul-tempered, magical cousins of normal squids that have adapted to live in the lightless seas and lakes of the underdark. They are semi-amphibious, and can leave their aquatic environment for a short time to hunt on land. Although not particularly intelligent, dark sea squids have a definite tendency towards evil and cruelty. They prefer to hunt sentient creatures when they can, enjoying the screams and cries of panic elicited from such prey, and the shiny baubles they are likely to carry.

Darksea squids have been known to grow exceptionally large, gaining in both intellect and cruelty as they gain in size.

## Darksea Squid Level 6 Skirmisher

Large natural magical beast (aquatic) XP 250

**Initiative** +8      **Senses** Perception +9; darkvision

**HP** 72; **Bloodied** 36

**AC** 20; **Fortitude** 19, **Reflex** 17, **Will** 15

**Resist** 10 acid

**Speed** 6, swim 6

⊕ **Tentacles** (standard; at-will)  
Reach 2; +11 vs. AC; 1d8+4 damage, and the target is grabbed (until escape).

‡ **Bite** (standard; at-will)  
Grabbed target only; automatic hit; 2d6+4 damage.

↔ **Caustic Ink** (standard; encounter) ♦ **Acid**  
Close burst 3; +7 vs. Reflex; 3d6+3 acid damage, and the target is blinded (save ends).

**Jet** (move; encounter)  
The darksea squid shifts 6 squares. This ability can only be used while the darksea squid is swimming.

**Alignment** Evil      **Languages** —

**Skills** Athletics +12, Stealth +11

**Str** 19 (+7)      **Dex** 16 (+6)      **Wis** 12 (+4)

**Con** 16 (+6)      **Int** 6 (+1)      **Cha** 8 (+2)

**Description** *This large squid is jet black, and has ten long, barbed tentacles. Oddly enough, the squid uses its tentacles to pull itself from the water and onto dry land, where it scuttles toward you with surprising speed.*

## DARKSEA SQUID TACTICS

A darksea squid attempts to ambush prey, usually by lurking at the edge of subterranean lakes and seas. It attempts to grab opponents with its barbed tentacles, and then delivers a powerful bite with its horny beak. If pressed, it will release a cloud of acidic ink, and seek to escape.

## Darksea Kraken

Level 16 Brute

Huge natural magical beast (aquatic)

XP 1,400

**Initiative** +10      **Senses** Perception +10; darkvision

**HP** 190; **Bloodied** 95

**AC** 28; **Fortitude** 30, **Reflex** 22, **Will** 23

**Resist** 15 acid

**Speed** 8, swim 8

⊕ **Tentacles** (standard; at-will)  
Reach 3; +19 vs. AC; 2d8+7 damage, and the target is grabbed (until escape).

‡ **Double Attack**  
The darksea kraken makes two tentacle attacks. It can grab up to two creatures of up to Large size, but can only bite one grabbed target per round.

‡ **Bite** (standard; at-will)  
Grabbed target only; automatic hit; 4d8+7 damage.

↔ **Caustic Ink** (standard; encounter) ♦ **Acid**  
Close burst 5; +15 vs. Reflex; 5d6+5 acid damage, and the target is blinded (save ends).

**Jet** (move; encounter)  
The darksea kraken shifts 8 squares. This ability can only be used while the darksea kraken is swimming.

**Threatening Reach**  
A darksea kraken can make opportunity attacks against all creatures within its reach (3 squares).

**Alignment** Evil      **Languages** Deep Speech

**Skills** Athletics +20, Stealth +15

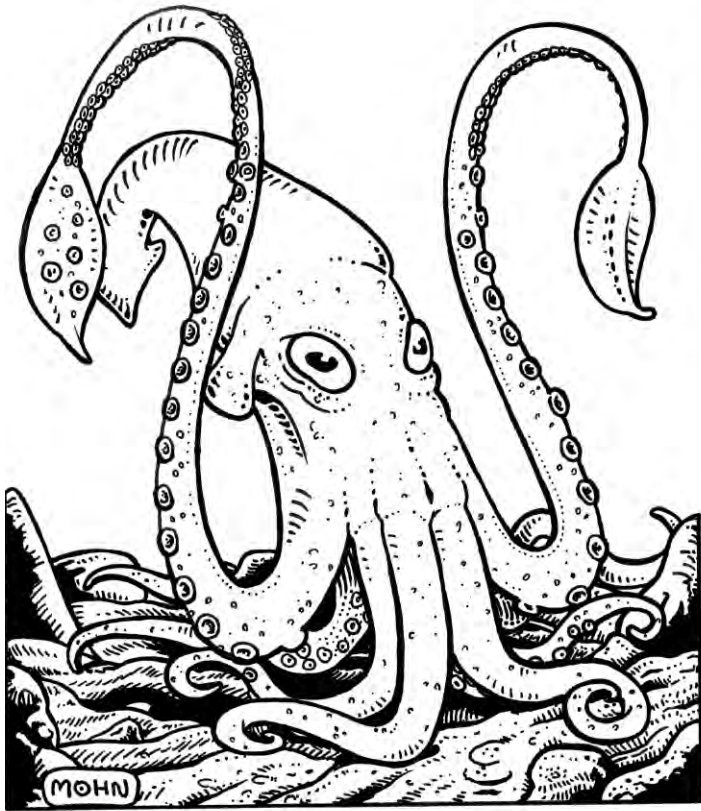
**Str** 24 (+15)      **Dex** 14 (+10)      **Wis** 15 (+10)

**Con** 20 (+13)      **Int** 13 (+9)      **Cha** 13 (+9)

**Description** *The dark waters of the subterranean lake suddenly roil with frenzied motion, disgorging a writhing nest of barbed tentacles. Behind the tentacles a gigantic shape looms just beneath the water, a murky outline of vast and ominous proportions.*

## DARKSEA KRAKEN TACTICS

Like its smaller kin, a darksea kraken relies on stealth when hunting; however, it is not above simply overwhelming smaller foes with an aggressive frontal assault. Typically, it uses its tremendous reach to grab targets, pull them into the water, and then dispatch them with its great beak.



## DARKSEA SQUID LORE

A character knows the following with a successful Dungeoneering check.

**DC 15:** Darksea squids are semi-aquatic predators that live in subterranean lakes and seas. They can survive on land for up to an hour at a time, but quickly weaken if unable to return to the water for longer periods.

**DC 20:** Darksea kraken are more intelligent than their smaller kin and have a wicked disposition that makes them a menace to intelligent subterranean races. They sometimes form alliances with other evil aquatic monsters, especially aboleths and the bizarre, squid-like octophis.

## ENCOUNTER GROUPS

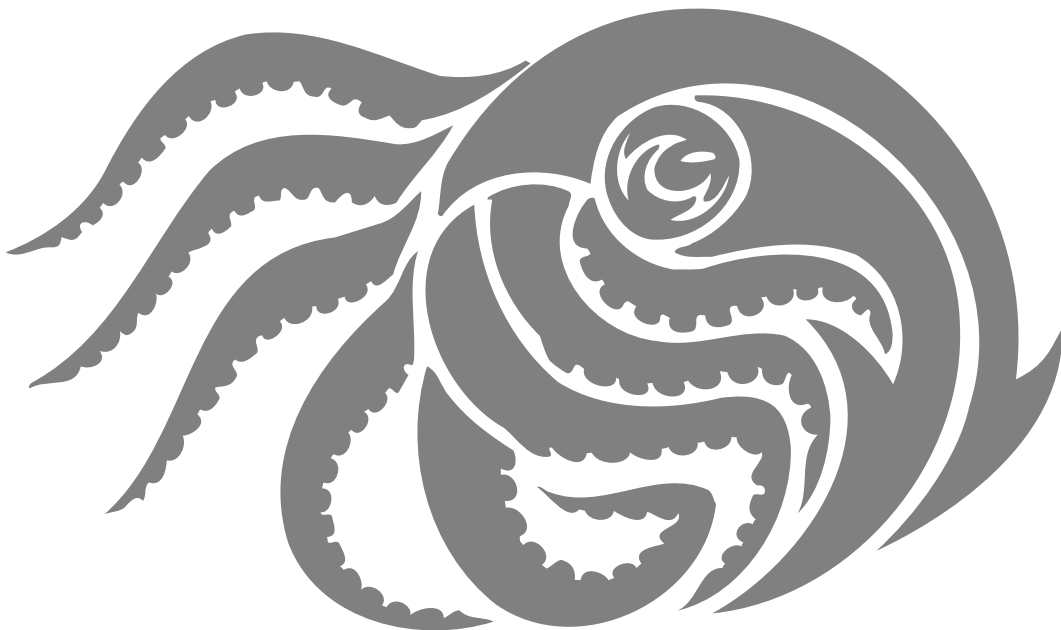
Darksea squids sometimes hunt in small groups, or work together with other evil aquatic monsters. Darksea kraken usually operate alone, but sometimes serve more powerful evil creatures, such as aboleths.

### Level 7 Encounter (XP 1,500)

- 1 chuul (level 10 soldier)
- 4 darksea squids (level 6 skirmisher)

### Level 18 Encounter (XP 9,600)

- 1 aboleth overseer (level 18 elite controller)
- 2 darksea kraken (level 16 brute)
- 8 aboleth servitors (level 16 minion)







# DEATHWARG

Deathwargs are zombie-like servitors that resemble undead wolves. They are created by powerful necromancers, and are often used to hunt down and kill the enemies of their masters.

There are two types of deathwarg, the more common wightwarg, and the dreaded lichwarg. Wightwargs often serve as mounts for both the living and the dead, and packs of these rancid beasts often patrol the area around their masters' domains. Lichwargs, so named because they are most often utilized by liches, share a mental link with their masters, allowing their creators to see, hear, and even act through their undead bodies.

**Wightwarg** Level 5 Soldier  
 Medium natural animate (mount, undead) XP 200

**Initiative** +7      **Senses** Perception +9; darkvision  
**HP** 64; **Bloodied** 32  
**AC** 21; **Fortitude** 18, **Reflex** 17, **Will** 15  
**Immune** disease, poison; **Resist** 10 cold, 10 necrotic;  
**Vulnerable** 5 radiant  
**Speed** 10

⊕ **Freezing Bite** (standard; at-will) ♦ **Cold**  
 +12 vs. AC; 1d8+4 damage plus 1d6 cold damage, and the target is marked until the end of the wightwarg's next turn.

↗ **Soul Mark** (standard; encounter) ♦ **Psychic**  
 Ranged 10; marked target only; +10 vs. Will; 2d6+1 psychic damage, and the target remains marked for the duration of the encounter. In addition, the lichwarg gains a +4 bonus on all Perception checks pertaining to the soul marked target for the next 24 hours.

**Marked Mount** (while mounted by a friendly rider of 5th level or higher; at-will) ♦ **Mount**  
 Any target marked by a wightwarg is also considered marked by its rider.

**Alignment** Evil      **Languages** —  
**Skills** Athletics +11, Stealth +10  
**Str** 19 (+6)      **Dex** 17 (+5)      **Wis** 14 (+4)  
**Con** 16 (+5)      **Int** 4 (-1)      **Cha** 13 (+3)

**Description** *This rotting wolf carcass has been animated with fell magic. Its eyes blaze an eerie blue, and its yellowed fangs glimmer foully from the fleshless ruin of its jaws.*

## WIGHTWARG TACTICS

A wightwarg attacks with a terrible frigid bight, ripping an enemy's flesh and chilling him to the bone. Creatures bitten by a wightwarg are marked by the undead beast, and at the behest of its master, it will use *soul mark* to keep a hated foe from escaping. Undead soldiers often ride wightwargs into combat, and *marked mount* allows these riders to share in the wightwarg's marking ability.

## Lichwarg

Level 9 Controller

Large natural animate (undead)

XP 400

**Initiative** +7

**Senses** Perception +12; darkvision

**Gelid Aura (Cold)** aura 1; any living creature that enters or starts its turn in the aura takes 5 cold damage.

**HP** 98; **Bloodied** 49

**AC** 23; **Fortitude** 22, **Reflex** 18, **Will** 19

**Immune** disease, poison; **Resist** 10 cold, 10 necrotic;  
**Vulnerable** 5 radiant

**Speed** 10

⊕ **Freezing Bite** (standard; at-will) ♦ **Cold**  
 +14 vs. AC; 1d10+5 damage plus 1d6 cold damage.

↔ **Breath Weapon** (standard; recharge ☉☉☉) ♦ **Cold, Necrotic**  
 +12 vs. Reflex; 3d6+4 cold and necrotic damage, and the target is weakened and slowed (save ends both).

↗ / ↔ / ✨ **Dark Channeling** (standard; recharge ☉☉☉)  
 The lichwarg's master can use any area, close, or ranged power with the arcane or necrotic keyword through the lichwarg. However, all attacks made in this fashion suffer a -4 penalty to the attack roll.

### Death Link

A creature that creates a lichwarg can tap into its senses, and see, hear, and feel everything it feels. The lichwarg's master can also communicate through the lichwarg through speech or any other means available to it. Using *death link* requires complete concentration, and cannot be done during combat.

**Alignment** Evil

**Languages** Common

**Skills** Athletics +14, Stealth +12

**Str** 21 (+9)

**Dex** 17 (+7)

**Wis** 16 (+7)

**Con** 18 (+8)

**Int** 7 (+2)

**Cha** 15 (+6)

**Description** *This horrific creature resembles a decomposing wolf with matted, black fur. Its jaws are disproportionately large, and its eyes glow with a fell green luminance.*

## LICHWARG TACTICS

A lichwarg begins combat with its breath weapon, and then charges into melee to mangle weakened opponents with its powerful *freezing bite*. However, a lichwarg often uses tactics far more advanced than its limited intellect would seemingly allow for. This is due to the fact that a powerful undead spellcaster is usually controlling the beast's actions through *death link*, and may even cast potent necromantic spells through its servant.



## DEATHWARG LORE

A character knows the following with a successful Arcana or Religion check.

**DC 15:** Deathwargs are undead wolf-like creatures created via an obscure necromantic ritual. Although mortal warlocks and wizards are capable of creating deathwargs, they usually serve powerful undead spell casters, such as liches and vampires.

**DC 20:** Wightwargs can place a special mark on living creatures, and once that mark is in place, the wightwarg can track the mortal to the ends of the earth if need be. Undead warriors, such as wights and vampire spawn, often use wightwargs as mounts.

**DC 20:** Lichwargs share a special link with their creators that allow their masters to see, hear, and act through them. In addition, a lichwarg's master can cast dire necromantic spells and powers at its enemies through the undead beast.

## ENCOUNTER GROUPS

Deathwargs of both types are usually encountered with other undead in service to their creators.

### Level 9 Encounter (XP 2,200)

- 1 lichwarg (level 9 controller)
- 3 battle wights (level 9 soldier)
- 3 wightwargs (level 5 soldier)



# DEEP LIZARD

Various species of giant lizard exist in the lightless tunnels of the underdark. While many of these beasts remain wild and free, and may even pose a threat to subterranean travelers, others are captured, tamed, and utilized as mounts and beasts of burden by intelligent underdark races.

## DEEP LIZARD LORE

A character knows the following with a successful Dungeoneering check.

**DC 15:** Pedilaps are docile, giant subterranean lizards that are often used as beasts of burden by underdark races. They can cling to nearly any surface, and can walk along cavern walls and ceilings with the same ease with which they move along the ground.

**DC 15:** Aggressive, thickheaded reptiles, haugram are often used as battle mounts by subterranean races, primarily dwarves. They can deliver a devastating blow with their bony skulls, enough to crack bones and knock enemies prone.

## PEDILAP

A pedilap is a horse-sized subterranean lizard that resembles a giant gecko. Pedilaps are fairly common throughout the underdark, living in small groups dominated by the largest male. Their generally docile nature and ability to negotiate rough terrain makes them ideal as pack animals.

<b>Pedilap</b>	Level 1 Skirmisher
Large natural beast (reptile)	XP 100
<b>Initiative</b> +5	<b>Senses</b> Perception +5; darkvision
<b>HP</b> 30; <b>Bloodied</b> 15	
<b>AC</b> 15; <b>Fortitude</b> 15, <b>Reflex</b> 14, <b>Will</b> 11	
<b>Speed</b> 8, climb 8 (spider climb)	
⊕ <b>Bite</b> (standard; at-will) +6 vs. AC; 1d6+4 damage.	
<b>Alignment</b> Unaligned	<b>Languages</b> —
<b>Skills</b> Stealth +8	
<b>Str</b> 18 (+4)	<b>Dex</b> 16 (+3) <b>Wis</b> 10 (+0)
<b>Con</b> 14 (+2)	<b>Int</b> 2 (-4) <b>Cha</b> 7 (-2)
<b>Description</b> <i>This large lizard has long, multi-jointed legs ending in five-toed feet, each tipped with a wide sucker cup.</i>	

## PEDILAP TACTICS

A pedilap will generally avoid combat, preferring to flee up the walls and away from dangerous predators. However, when sufficiently riled, it can deliver a nasty bite.

<b>Haugram</b>	Level 5 Brute
Large natural beast (mount, reptile)	XP 200
<b>Initiative</b> +4	<b>Senses</b> Perception +8; darkvision
<b>HP</b> 77; <b>Bloodied</b> 38	
<b>AC</b> 17; <b>Fortitude</b> 18, <b>Reflex</b> 16, <b>Will</b> 15	
<b>Speed</b> 10	
⊕ <b>Head Butt</b> (standard; at-will) +8 vs. AC; 1d10+4 damage.	
⊕ <b>Battering Charge</b> (standard; recharge ⓁⓂⓂ) The haugram makes a charge attack: +9 vs. AC; 2d10+4 damage, and the target is knocked prone.	
<b>Brutal Charge</b> (while mounted by a friendly rider of 5th level or higher; at-will) ⊕ <b>Mount</b> The haugram grants its rider a +4 bonus to damage rolls when making a charge attack.	
<b>Alignment</b> Unaligned	<b>Languages</b> —
<b>Skills</b> Endurance +10	
<b>Str</b> 19 (+6)	<b>Dex</b> 14 (+4) <b>Wis</b> 12 (+3)
<b>Con</b> 17 (+5)	<b>Int</b> 3 (-2) <b>Cha</b> 8 (+1)
<b>Description</b> <i>This oddly proportioned creature resembles a bipedal dinosaur with a large, bony skull. Its short, weak forearms appear to have atrophied to near uselessness, but the creature has powerful, muscular hind legs that look easily capable of propelling it to frightening speeds.</i>	

## HAUGRAM

A haugram is a large subterranean lizard with a bulbous head attached to a thick torso by a long, sinuous neck. It has puny, atrophied forearms, but long, powerful hind legs that allow it to sprint at considerable speed. The haugram's long tail juts backward while it runs, forming a counterweight to its head. A haugram's skull is exceptionally thick, with a single, armored plate set into its forehead, ideal for bashing prey or a rival haugram.

## HAUGRAM TACTICS

A haugram attacks by ramming its thick, bony skull into an enemy, typically after a charge. A haugram can shatter bones and knock creatures the size of ogres sprawling with its *battering charge* ability.

## ENCOUNTER GROUPS

In the wild pedilaps are frequently encountered in small groups, but a re more frequently encountered as beasts of burden among the various underdark races. Haugram are usually encountered with dwarven riders on patrol or heading off to battle.

### Level 6 Encounter (XP 1,200)

- 3 dwarf hammerers (level 5 soldier)
- 3 haugram (level 5 brute)

# DEEP URCHIN

Deep urchins are magical offshoots of the harmless sea urchin that have adapted to live underground. All varieties of deep urchins have limited mobility, are completely terrestrial, and can fire their spiny quills like darts at potential prey. They are indiscriminate hunters, and will launch a volley of spines at any creature that comes within range. The smaller species of deep urchin use poison to further incapacitate their prey, while the larger species, known as ballista urchins, rely on the deep puncturing wounds caused by their massive spines.

## DEEP URCHIN LORE

A character knows the following with a successful Dungeoneering check.

**DC 15:** Deep urchins are blind, slow-moving predators that resemble common sea urchins. Each species can launch its spines at targets, either poisoning or simply puncturing potential prey. Deep urchin spines retain their poison for a few hours after firing, while ballista urchin spines are large enough to be used as javelins.

## ENCOUNTER GROUPS

Deep urchins are often found in a cluster consisting of four to five deep urchins, surrounding one or two ballista urchins. Such a cluster can lay down a withering amount of fire that few creatures can survive for more than a few seconds.

### Level 6 Encounter (XP 1,225)

- 2 ballista urchins (level 7 artillery)
- 5 deep urchins (level 2 artillery)



## DEEP URCHIN TACTICS

A deep urchin fires its poisonous spines at any creature that moves within range of its blindsight. It continues to fire until its initial target stops moving, and then crawls down from its perch to administer a highly toxic bite.

### Ballista Urchin

Level 7 Artillery

Large natural beast

XP 300

**Initiative** +8

**Senses** Perception +9, blindsight 20

**HP** 63; **Bloodied** 31

**AC** 19; **Fortitude** 18, **Reflex** 20, **Will** 15

**Speed** 4, climb 4 (spider climb)

☞ **Ballista Spine** (standard; at-will)

Ranged 20; +14 vs. AC; 2d6+5 damage, and the target takes ongoing 5 damage (save ends).

☞ **Ballista Volley** (standard; encounter)

Close burst 10; targets enemies; +12 vs. AC; 2d6+5 damage. After firing a *ballista volley* the ballista urchin cannot use its *ballista spine* attack until the end of its next turn.

**Alignment** Unaligned

**Languages** —

**Skills** Stealth +13

**Str** 17 (+6)

**Dex** 20 (+8)

**Wis** 12 (+4)

**Con** 15 (+5)

**Int** 2 (-1)

**Cha** 9 (+2)

**Description** *Far above you, a large, spiny mass hangs suspended from the cavern ceiling. The spines move as you draw nearer, and the air is suddenly filled with hissing, three-foot darts.*

## BALLISTA URCHIN TACTICS

A ballista urchin typically positions itself on an inaccessible perch, such as a cavern ceiling, where it has a clear field of fire in all directions. Once a target or targets move within range of the ballista urchin's blindsight, it opens fire. It continues to fire until all targets stop moving, at which time it climbs down from its perch to devour slain prey.

### Deep Urchin

Level 2 Artillery

Small natural beast

XP 125

**Initiative** +4

**Senses** Perception +6, blindsight 20

**HP** 31; **Bloodied** 15

**AC** 14; **Fortitude** 13, **Reflex** 15, **Will** 12

**Resist** 5 poison

**Speed** 4, climb 4 (spider climb)

☞ **Spine** (standard; at-will) ♦ **Poison**

Ranged 20; +9 vs. AC; 1d6+3 poison damage and the deep urchin makes a secondary attack against the same target.

*Secondary Attack:* +7 vs. Fortitude; the target is immobilized (save ends). *First Failed Save:* The target is stunned (save ends).

♣ **Bite** (standard; at-will) ♦ **Poison**

Immobilized or stunned target only; +7 vs. AC; 1d4-1 damage, and the target takes ongoing 10 poison damage (save ends).

**Alignment** Unaligned

**Languages** —

**Skills** Stealth +9

**Str** 8 (+0)

**Dex** 17 (+4)

**Wis** 10 (+1)

**Con** 13 (+2)

**Int** 2 (-3)

**Cha** 7 (-1)

**Description** *This small, reddish-orange creature resembles a sea urchin, although it is far larger. It clings to the side of the cavern wall, its spines waving slowly in the still air, as if attempting to orient on the sound of your approach.*



# DEEP WORG

Deep worgs are a subterranean offshoot of the standard worg that have been tainted with the fell energies of the shadow world. They are intelligent pack hunters, and roam the deep places in the earth in small groups, slinking through the impenetrable darkness, and attacking in absolute silence. They have an evil disposition and often prey on intelligent humanoids.

Rumors persist of deep worgs that have grown to tremendous size, and can command the very darkness to rise up and rip their victims to ribbons.

## DEEP WORG LORE

A character knows the following with a successful Arcana check.

**DC 15:** Deep worgs are an offshoot of the standard worg that have evolved to live deep underground. They are cunning predators, slinking along cavern ceilings and walls to ambush the unwary. Deep worgs can unleash an earsplitting howl that can unnerve even the stoutest of souls.

**DC 20:** Deep worg pack mothers are massive beasts suffused with the dark energy of shadow. At their behest, the darkness gains a semisolid consistency that can lacerate the flesh of their enemies.

<b>Deep Worg</b>		Level 7 Lurker
Large shadow magical beast		XP 300
<b>Initiative</b> +10	<b>Senses</b> Perception +10; darkvision	
<b>Cloak of the Shadows</b> aura 1; all enemies in the aura take a -2 penalty to attack rolls.		
<b>HP</b> 64; <b>Bloodied</b> 32		
<b>AC</b> 21; <b>Fortitude</b> 20, <b>Reflex</b> 18, <b>Will</b> 16		
<b>Speed</b> 8, climb 8 (spider climb)		
⊕ <b>Bite</b> (standard; at-will) +12 vs. AC; 1d8+5 damage, and the target is grabbed (until escape).		
† <b>Rake</b> (standard; at-will) The deep worg deals 2d8+5 damage to a grabbed creature (no attack roll required), and pulls the target 1 square		
↩ <b>Howl of the Deep</b> (standard; encounter) ♦ <b>Fear, Psychic</b> Close burst 3; targets enemies; +8 vs. Will; 1d10+1 psychic damage, and the target is dazed (save ends).		
<b>Alignment</b> Evil		<b>Languages</b> Deep Speech
<b>Skills</b> Athletics +13, Stealth +11		
<b>Str</b> 20 (+8)	<b>Dex</b> 16 (+6)	<b>Wis</b> 14 (+5)
<b>Con</b> 16 (+6)	<b>Int</b> 7 (+1)	<b>Cha</b> 13 (+4)
<b>Description</b> <i>This massive, wolf-like creature is shrouded in clinging wisps of shadowstuff, although you can make out a hairless, wrinkled hide, massive, dagger-filled jaws, and two large eyes that glow an eerie green.</i>		

## DEEP WORG TACTICS

A deep worg begins combat with *howl of the deep*, and then charges into melee and seizes a single opponent in its powerful jaws. It will rake a grabbed opponent with its claws, and attempt to drag the target off into the darkness.

<b>Deep Worg Pack Mother</b>	Level 13 Elite Lurker
Huge shadow magical beast	XP 1,600

<b>Initiative</b> +13	<b>Senses</b> Perception +14; darkvision	
<b>Cloak of Biting Shadows</b> aura 3; all enemies in the aura take a -2 penalty to attack rolls. Enemies that start or end their turn in the aura take 1d6 points of damage.		
<b>HP</b> 204; <b>Bloodied</b> 102		
<b>AC</b> 29; <b>Fortitude</b> 29, <b>Reflex</b> 23, <b>Will</b> 24		
<b>Saving Throws</b> +2		
<b>Speed</b> 10, climb 10 (spider climb)		
<b>Action Points</b> 1		
⊕ <b>Bite</b> (standard; at-will) Reach 2; +18 vs. AC; 2d6+6 damage, and the target is grabbed (until escape).		
† <b>Rake</b> (standard; at-will) The deep worg pack mother deals 4d6+6 damage to a grabbed creature (no attack roll required), and pulls the target 3 square		
↩ <b>Wail of the Pit</b> (standard; recharges when first bloodied) ♦ <b>Fear, Psychic</b> Close burst 5; targets enemies; +14 vs. Will; 2d12+3 psychic damage, and the target is stunned (save ends).		
↩ <b>Hungry Darkness</b> (standard, encounter) ♦ <b>Zone</b> Close burst 3; this power creates a zone of semisolid darkness that rips and tears at an enemy's flesh. The zone remains until the end of the deep worg pack mother's next turn. The zone blocks line of sight for all creatures except deep worgs. Any creature entirely within the area (except a deep worg) is blinded, and any creature that starts its turn in the zone suffers an immediate attack; +16 vs. AC; 2d6+6 damage.		
<b>Alignment</b> Evil		<b>Languages</b> Deep Speech
<b>Skills</b> Athletics +17, Stealth +14		
<b>Str</b> 23 (+12)	<b>Dex</b> 16 (+9)	<b>Wis</b> 16 (+9)
<b>Con</b> 18 (+10)	<b>Int</b> 12 (+7)	<b>Cha</b> 17 (+9)
<b>Description</b> <i>A haze of shifting shadows surrounds this immense creature. A dim, wolf-like outline is discernable through the murk, along with two eyes, the size of hen's eggs, glowing a bilious green in the gloom.</i>		

## DEEP WORG PACK MOTHER TACTICS

A deep worg pack mother begins combat by creating a zone of *hungry darkness*, and attempts to catch as many enemies in the zone as possible. It looses a *wail of the pit*, to further disorient its foes, and then charges down into the fray to snatch up a target and drag it off into the darkness.

## ENCOUNTER GROUPS

Deep worgs hunt in small packs, sometimes led by a pack mother. Occasionally they will cooperate with other intelligent subterranean races, preferring the company of grimlocks when collaboration of this sort is necessary.

### Level 7 Encounter (XP 1,500)

- 5 deep worgs (level 7 lurker)

### Level 14 Encounter (XP 5,100)

- 1 grimlock berserker (level 13 brute)
- 1 deep worg pack mother (level 13 elite lurker)
- 5 deep worgs (level 7 lurker)
- 2 grimlock ambushers (level 11 skirmisher)

# DIRE DRAKE

Bred by the great clans of dragonborn as mounts and beasts of burden, dire drakes are large, reptilian beasts that resemble wingless dragons. They do not, however, have any draconic ancestry, and are instead derived from the many smaller species of drakes common throughout the known world.

Cobalt, mercury, and sea dire drakes serve primarily as mounts for individual dragonborn riders, while the massive umber dire drake is often fitted with a howdah and used as a mobile fighting platform.

## DIRE DRAKE LORE

A character knows the following with a successful Nature check.

**DC 15:** Cobalt dire drakes are aggressive, solitary predators with a powerful bite. They are trained for use as heavy cavalry mounts by the great clans of the dragonborn, and are strong enough to carry even a fully armored dragonborn warrior into battle with little effort.

**DC 15:** Mercury dire drakes are quick, stealthy beasts used by the great clans of the dragonborn as light cavalry mounts. They have a poisonous bite, and have an unpredictable temperament that can cause them to turn on even a favored rider.

**DC 15:** Sea dire drakes are semi-aquatic reptiles favored as mounts by the dragonborn clans that live near the ocean. They are reputed to grant their riders the ability to breath underwater.

**DC 20:** The great umber dire drakes are dim-witted, slow-moving beasts that can simply crush foes beneath their massive bodies. Dragonborn use them as war platforms, and up to four dragonborn warriors can fit in an armored howdah on the beast's back.

## COBALT DIRE DRAKE TACTICS

In the wild, a cobalt dire drake is a solitary, apex predator that chases down large prey, such as bison, horses, and even smaller drakes. It typically attacks with a headlong charge, slamming into an opponent with jaws agape. When mounted, a cobalt dire drake is a tireless battle mount, and can increase the amount of damage a rider inflicts with a charge.

### Mercury Dire Drake

Level 4 Skirmisher

Large natural beast (mount, reptile)

XP 175

**Initiative** +8

**Senses** Perception +4; low-light vision

**HP** 55; **Bloodied** 27

**AC** 18; **Fortitude** 17, **Reflex** 17, **Will** 15

**Resist** 5 poison

**Speed** 10

⬇ **Bite** (standard; at-will) ⬆ **Poison**

+9 vs. AC; 1d8+4 damage, and the mercury dire drake makes a secondary attack against the same target. *Secondary Attack:* +7 vs. Fortitude; ongoing 5 poison damage (save ends).

**Quicksilver Agility** (minor, while mounted by a friendly rider of 4th level or higher; at-will) ⬆ **Mount**  
The mercury dire drake shifts 1 square.

**Alignment** Unaligned

**Languages** —

**Skills** Athletics +11, Stealth +11

**Str** 18 (+6)

**Dex** 18 (+6)

**Wis** 14 (+4)

**Con** 15 (+5)

**Int** 5 (-1)

**Cha** 10 (+2)

**Description** *This lithe reptilian beast has silvery scales with a high, mirrored sheen. Its limbs are long and graceful, and its narrow, angular head rests upon a twining, serpentine neck.*

### Cobalt Dire Drake

Level 4 Brute

Large natural beast (mount, reptile)

XP 175

**Initiative** +4

**Senses** Perception +4; low-light vision

**HP** 67; **Bloodied** 33

**AC** 16; **Fortitude** 18, **Reflex** 15, **Will** 15

**Resist** 5 cold

**Speed** 8

⬇ **Bite** (standard; at-will)

+7 vs. AC; 2d6+5 damage, or 2d6+10 damage when charging.

⬇ **Brutal Charge** (while mounted by a friendly rider of 4th level or higher; at-will) ⬆ **Mount**

When charging, the cobalt dire drake adds its Strength modifier to its rider's damage rolls for all melee attacks.

**Alignment** Unaligned

**Languages** —

**Skills** Athletics +12

**Str** 21 (+7)

**Dex** 14 (+4)

**Wis** 14 (+4)

**Con** 17 (+5)

**Int** 5 (-1)

**Cha** 10 (+2)

**Description** *This large, blue-scaled reptile resembles a wingless dragon. It is a robust beast with stout limbs, a muscular neck, and large, powerful jaws.*





## MERCURY DIRE DRAKE TACTICS

A mercury dire drake attacks with a poisonous bite, injecting a powerful toxin into its prey with two, long puncturing fangs. It is an incredibly agile beast, and makes an excellent mount when speed and adroitness are necessary on the battlefield.

<b>Sea Dire Drake</b>		Level 4 Soldier
Large natural beast (aquatic, mount, reptile)		XP 175
<b>Initiative</b> +6	<b>Senses</b> Perception +9; darkvision	
<b>HP</b> 57; <b>Bloodied</b> 28		
<b>AC</b> 20; <b>Fortitude</b> 18, <b>Reflex</b> 15, <b>Will</b> 15		
<b>Speed</b> 7, swim 7		
⬇ <b>Bite</b> (standard; at-will) +11 vs. AC; 1d10+5 damage.		
⬆ <b>Ram</b> (standard, while swimming; at-will) The sea dire drake makes a charge attack: +12 vs. AC; 1d8+5 damage, and the target is stunned until the end of the sea dire drake's next turn.		
<b>Deep Dive</b> (while mounted by a friendly rider of 4th level or higher; at-will) ⬆ <b>Mount</b> The sea dire drake grants its ride the ability to hold his breath for up to six minutes before needing to make an Endurance check to avoid drowning.		
<b>Alignment</b> Unaligned	<b>Languages</b> —	
<b>Skills</b> Athletics +12 (+17 swimming)		
<b>Str</b> 20 (+7)	<b>Dex</b> 14 (+4)	<b>Wis</b> 15 (+4)
<b>Con</b> 17 (+5)	<b>Int</b> 5 (-1)	<b>Cha</b> 14 (+4)
<b>Description</b> <i>This large reptile has a blunt snout filled with small, conical teeth, black scales, and a long, flat, eel-like tail. It lounges on the porous lava rocks lining the shore, soaking in the ocean spray as the waves crash against its rocky perch.</i>		

## SEA DIRE DRAKE TACTICS

A sea dire drake is adapted to life on the land and in the ocean, being equally capable of both combat and mobility in either environment. On land, it typically attacks with its powerful jaws, using its many conical teeth to both puncture and crush. In the water, a sea dire drake rams opponents with its blunt snout.

## ENCOUNTER GROUPS

Dire drakes are often encountered as mounts for dragonborn warriors.

### Level 7 Encounter (XP 1,500)

- 2 cobalt dire drakes (level 4 brute)
- 2 mercury dire drakes (level 4 skirmisher)
- 4 dragonborn warriors (level 5 soldier)

<b>Umber Dire Drake</b>		Level 12 Brute
Huge natural beast (mount, reptile)		XP 700
<b>Initiative</b> +6	<b>Senses</b> Perception +12; low-light vision	
<b>HP</b> 153; <b>Bloodied</b> 76		
<b>AC</b> 24; <b>Fortitude</b> 26, <b>Reflex</b> 18, <b>Will</b> 20		
<b>Speed</b> 7		
⬇ <b>Bite</b> (standard; at-will) Reach 2; +15 vs. AC; 3d6+9 damage.		
⬆ <b>Crush</b> (standard; recharge [E]) The umber dire drake shifts up to 6 squares into squares occupied by up to 4 Medium or smaller creatures and makes an attack against each one; +10 vs. Reflex; 3d8+9 damage, ongoing 10 damage, and the target is immobilized until the umber dire drake moves out of the target's square or the target makes a saving throw. A successful saving throw by the target ends the immobilization and ongoing damage, and moves the target to a square adjacent to the umber dire drake. The immobilization and ongoing damage ends immediately if the umber dire drake moves out of a target's square. <b>Miss:</b> A missed target shifts (free action) the exact number of squares needed to place it adjacent to the umber dire drake.		
<b>Towering Mount</b> (while mounted by 2 or more friendly riders of Medium size) ⬆ <b>Mount</b> Creatures mounted on an umber dire drake gain a +1 bonus to attack and damage rolls against unmounted Medium-sized creatures with ranged and melee attacks. Provided, of course, they can reach targets on the ground.		
<b>Alignment</b> Unaligned	<b>Languages</b> —	
<b>Str</b> 28 (+15)	<b>Dex</b> 11 (+6)	<b>Wis</b> 12 (+7)
<b>Con</b> 23 (+12)	<b>Int</b> 3 (+2)	<b>Cha</b> 8 (+5)
<b>Description</b> <i>This massive reptilian beast shakes the ground with each mammoth footfall. It has a wide, squat body, a large, blunt-snouted head on a short, thick neck, and a stubby tail. Its tusked jaws are cavernous, and look easily capable of swallowing a hippo whole.</i>		

## UMBER DIRE DRAKE TACTICS

An umber dire drake attacks with its huge jaws; however, it is large enough to simply crush its enemies beneath its massive bulk, and then simply lap up the pulped remains. An umber drake can be trained as a warbeast, granting up to 4 Medium-sized riders a considerable advantage over smaller foes.

### Level 11 Encounter (XP 3,000)

- 1 umber dire drake (level 12 brute)
- 2 cobalt dire drakes (level 4 brute)
- 2 mercury dire drakes (level 4 skirmisher)
- 8 dragonborn warriors (level 5 soldier)







# DRAGONBORN ATAVIST

Dragonborn atavists are genetic throwbacks that occur in roughly one out of every 5,000 births in large dragonborn communities. Unlike the typical dragonborn, whose draconic heritage has become mixed and muted over the millennia, dragonborn atavists closely resemble a specific breed of chromatic dragon.

Atavists are universally evil, possessing the wicked nature of the dragon type they resemble, and are shunned by the great clans of dragonborn. However, atavists are incredibly powerful creatures, and are quite capable of surviving on their own. Each displays a number of potent abilities related to the dragon breed to which they are related, and most are more than a match for numerous standard dragonborn.

Although incredibly rare, a number of small enclaves of dragonborn atavists exist in isolated places throughout the known world. Typically, an enclave consists of three to five atavists, usually of the same type, but occasionally, larger, mixed enclaves led by the most powerful atavists have been formed. In addition, dragonborn atavists often serve true dragons, acting as favored minions or, in rare cases, consorts and allies of equal status.

Most atavists harbor a deep and abiding hatred of their more common kin, and often go out of their way to attack or otherwise harm any dragonborn they encounter. Fear of complete annihilation and a general inability to work together towards a common goal keeps the atavists in check, and prevents a mass uprising that would threaten the great clans. However, dragonborn rightly fear the atavists, and some even admire their power and closer relationship to true dragons.

## DRAGONBORN ATAVIST LORE

Dragonborn have many myths and legends concerning the atavists, and they often serve as a draconic form of boogeyman in tales told to little ones. A character knows the following information with a successful Nature check.

**DC 15:** Dragonborn atavists are genetic anomalies that occur in large dragonborn communities. They closely resemble a specific type of chromatic dragon in both form and temperament, and possess abilities similar to true dragons.

**DC 20:** Dragonborn atavists are shunned by normal dragonborn, and an intense animosity exists between the two races. This forces the atavists to seek out isolated and forlorn places to make their homes. Depending on the type of atavist, typical lairs include remote glaciers, areas of intense volcanic activity, desolate deserts, impenetrable swamps, and primeval forests.

**DC 25:** Dragonborn atavists are often found in small groups called enclaves. These enclaves are often composed of atavists of a similar draconic heritage (white, red, black, etc.), but mixed groups are not unknown. In addition, atavists often serve true dragons, and may occasionally be found in the company of other reptilian or draconic creatures.

## DRAGONBORN ATAVIST (WHITE)

Dragonborn atavists descended from white dragons are vicious and brutal, and enjoy destroying their foes with raw, physical power. Like white dragons, they are often found in cold climates, and many make their lairs in the coldest and bleakest places on the planet.

### Frosthurler

Level 5 Elite Artillery

Medium natural humanoid (reptile)

XP 400

**Initiative** +7

**Senses** Perception +9; darkvision

**HP** 100; **Bloodied** 50

**AC** 19; **Fortitude** 16, **Reflex** 20, **Will** 17

**Resist** 15 cold

**Saving Throws** +2

**Speed** 7 (ice walk), fly 8 (hover)

**Action Points** 1

⚔ **Scimitar** (standard; at-will) ♦ **Weapon**  
+10 vs. AC; 1d8+3 damage (crit 1d8+11).

⚡ **Icebolt** (standard; at-will) ♦ **Cold**  
Ranged 20; +10 vs. Reflex; 1d10+5 cold damage, and the target is slowed (save ends).

☄ **Breath Weapon** (standard; encounter) F Cold  
Close blast 3; +8 vs. Reflex; 2d6+2 cold damage, and the target is weakened (save ends).

**Nimble Vengeance** (immediate reaction; the frosthurler is targeted by a ranged attack while flying; encounter)  
The frosthurler rolls a saving throw, and if successful the ranged attack misses, and the frosthurler can make an immediate ranged basic attack on its attacker.

**Alignment** Evil

**Languages** Common, Draconic

**Skills** Athletics +10, Stealth +12

**Str** 16 (+5)

**Dex** 20 (+7)

**Wis** 14 (+4)

**Con** 14 (+4)

**Int** 12 (+3)

**Cha** 11 (+2)

**Equipment** scimitar

**Description** *This lightly built humanoid resembles an anthropomorphic white dragon, complete with crested head and large, leathery wings. It hovers in the chilly air, riding the howling, arctic winds with almost supernatural grace and adroitness. It clutches a scimitar in one scaly claw, and a long, jagged spike of ice in the other.*

## FROSTHURLER TACTICS

The frosthurler prefers to engage its opponents at range while flying. It targets fast-moving opponents with *icebolt*, and constantly moves and shifts to stay out of melee range. When cornered, and forced into melee combat, the frosthurler uses its breath weapon, and then attempts to fight its way free and take to the air again.

**Frostrager**

Level 7 Elite Brute

Large natural humanoid (reptile)

XP 600

**Initiative** +5

**Senses** Perception +9; darkvision

**HP** 196; **Bloodied** 98

**AC** 21; **Fortitude** 23, **Reflex** 19, **Will** 16

**Resist** 15 cold

**Saving Throws** +2

**Speed** 7 (ice walk), fly 6 (hover)

**Action Points** 1

⬇ **Heavy Flail** (standard; at-will) ♦ **Weapon**

Reach 2; +10 vs. AC; 2d8+6 damage, and the target is pushed 1 square.

⬇ **Bite** (standard; at-will) ♦ **Cold**

Reach 2; +10 vs. AC; 1d8+6 damage plus 1d6 cold damage.

⬇ **Frostrage** (standard; at-will) ♦ **Cold, Weapon**

The frostrager makes a heavily flail and a bite attack against the last target that struck it in melee.

↔ **Breath Weapon** (standard; encounter) ♦ **Cold**

Close blast 3; +6 vs. Reflex; 2d8+4 cold damage, and the target is weakened (save ends).

**Alignment** Chaotic evil

**Languages** Common, Draconic

**Skills** Athletics +14

**Str** 22 (+9)

**Dex** 15 (+5)

**Wis** 12 (+4)

**Con** 18 (+7)

**Int** 10 (+3)

**Cha** 8 (+2)

**Equipment** heavy flail

**Description** *This hulking humanoid is covered in thick, milk-white scales and stands an imposing 9 feet tall. A mammoth pair of leathery wings flares from its back, and its large, crested head is decidedly draconic. The towering brute grips a truly humongous flail in both clawed hands, and its breath leaks from between its jaws in semi-solid puffs of icy frost.*

**FROSTRAGER TACTICS**

A frostrager begins combat with its breath weapon, hoping to disable as many opponents as possible. It then charges into combat with its flail, targeting foes indiscriminately at first, and then switching to enemies that have injured it to bring *frostrage* into play.

**ENCOUNTER GROUPS**

White dragonborn atavists are the only atavists to assume a dominant role over true dragons, and an enclave will sometimes have one or more young white dragons at its disposal. Obviously, older whites would never assume such a subservient role with lesser creatures.

**Level 10 Encounter (XP 2,750)**

- 2 frosthurlers (level 5 elite artillery)
- 2 frostragers (level 7 elite brute)
- 1 young white dragon (level 3 solo brute)

**DRAGONBORN ATAVIST (BLACK)**

Black dragonborn atavists are furtive killers that stalk prey through the gloomy swamps they inhabit. They are selfish and malicious like the dragons whose blood they share, and they are far more likely to hoard wealth than other atavists.

**Gloomstalker**

Level 6 Elite Lurker

Medium natural humanoid (reptile)

XP 500

**Initiative** +12

**Senses** Perception +9; darkvision

**HP** 114; **Bloodied** 57

**AC** 22; **Fortitude** 16, **Reflex** 21, **Will** 17

**Resist** 15 acid

**Saving Throws** +2

**Speed** 8

**Action Points** 1

⬇ **Short Sword** (standard; at-will) ♦ **Weapon**

+11 vs. AC; 1d6+2 damage, and the gloomstalker shifts 1 square.

⬇ **Twin Blades** (standard; at-will) ♦ **Weapon**

The gloomstalker makes two short sword attacks. If both attacks hit the same target, the target grants combat advantage to the gloomstalker until the end of the gloomstalker's next turn.

↔ **Breath Weapon** (standard; encounter) ♦ **Acid**

Close blast 3; +7 vs. Reflex; 1d10+2 acid damage, and the target takes ongoing 5 acid damage (save ends).

↔ **Gloom Burst** (standard; sustain minor; encounter) ♦ **Zone**

Close burst 2; the gloomstalker creates a zone of darkness that remains until the end of its next turn. The zone blocks line of sight, and all creatures inside within the area (except the gloomstalker) are blinded.

**Combat Advantage**

The gloomstalker deals an extra 2d6 damage against any target it has combat advantage against.

**Alignment** Evil

**Languages** Common, Draconic

**Skills** Stealth +13, Thievery +13

**Str** 14 (+5)

**Dex** 20 (+8)

**Wis** 13 (+4)

**Con** 15 (+5)

**Int** 13 (+4)

**Cha** 12 (+4)

**Equipment** two short swords

**Description** *This lithe, draconic humanoid grips a short sword in each hand, twirling the blades in a circular arc with lackadaisical agility. Its body is surrounded by a shifting haze of smoky gloom, and a steady patter of caustic green fluid drips from its fanged jaws, sizzling quietly on the flagstones under its feet.*

**GLOOMSTALKER TACTICS**

A gloomstalker is a stealthy killer that prefers to strike from ambush. In melee, it constantly maneuvers around the battlefield, adjusting its position to gain combat advantage against its target. A gloomstalker typically begins combat against numerous foes with *gloom burst*. Then it targets the area of darkness with its breath weapon to further injure and disorient its foes. Finally, it wades into the gloom with its short swords, attacking its wounded and blinded foes with terrible, lethal precision.



## Foulblade

Level 8 Elite Skirmisher

Medium natural humanoid (reptile)

XP 700

**Initiative** +9

**Senses** Perception +11; darkvision

**HP** 176; **Bloodied** 88

**AC** 24; **Fortitude** 23, **Reflex** 21, **Will** 17

**Resist** 15 acid

**Saving Throws** +2

**Speed** 7, fly 7 (hover); see also *flyby attack*

**Action Points** 1

⚔ **Caustic Falchion** (standard; at-will) ♦ Acid, Weapon  
+13 vs. AC; 2d4+5 damage (crit 2d4+13) plus 1d6 acid damage.

⚔ **Flyby Attack** (standard; at-will)

The foulblade flies up to 7 squares and makes a melee basic attack at any point during the move without provoking an opportunity attack from the target.

⚔ **Wing Slam** (minor; recharge ⓂⓂⓂ)

+11 vs. Reflex; 1d8+4 damage, and the target is stunned until the end of the foulblade's next turn.

⚔ **Breath Weapon** (standard; encounter) ♦ Acid

Close blast 3; +9 vs. Reflex; 2d8+3 acid damage, and the target takes ongoing 5 acid damage (save ends).

**Alignment** Evil

**Languages** Common, Draconic

**Skills** Athletics +14, Stealth +12

**Str** 20 (+9)

**Dex** 17 (+7)

**Wis** 14 (+6)

**Con** 16 (+7)

**Int** 10 (+4)

**Cha** 8 (+3)

**Equipment** falchion, leather armor

**Description** *This tall, black-scaled humanoid grips an enormous falchion in both taloned hands. An acrid, cloying stench surrounds the dragon-like monstrosity.*

## FOULBLADE TACTICS

Quick and agile, a foulblade prefers to attack from the air, diving at its foes to deliver powerful and accurate blows with its *caustic falchion*. It uses *flyby attack* to maintain its distance from powerful melee types, and *wing slam* to neutralize spellcasters and those using ranged attacks.

## ENCOUNTER GROUPS

Black dragonborn atavists are typically found in dismal swamps, and often associate with creatures that live there, including black dragons. Black dragonborn atavists serving older black dragons as scouts, spies, and assassins is not uncommon.

### Level 15 Encounter (XP 5,900)

- 3 gloomstalkers (level 6 elite lurker)
- 2 foulblades (level 8 elite skirmisher)
- 1 adult black dragon (level 11 solo lurker)



*Black Dragonborn  
Atavist Gloomblade*

## DRAGONBORN ATAVIST (GREEN)

Green dragonborn atavists are subtle and effective fighters, preferring finesse to brawn in combat encounters. They especially enjoy manipulating their enemies, setting foes against one another with poisoned words and missives.

**Mindscar Adept** Level 8 Elite Controller  
Medium natural humanoid (reptile) XP 700

**Initiative** +8 **Senses** Perception +11; darkvision

**HP** 170; **Bloodied** 85

**AC** 24; **Fortitude** 18, **Reflex** 23, **Will** 20

**Resist** 15 poison

**Saving Throws** +2

**Speed** 6

**Action Points** 1

⚔ **Short Sword** (standard; at-will) ♦ **Poison, Weapon**  
+13 vs. AC; 1d6+2 damage plus 1d6 poison damage.

✂ **Cerebral Dagger** (standard; at-will) ♦ **Psychic**  
Ranged 10; +12 vs. Will; 1d10+5 psychic damage, and the target takes a -2 penalty to attack rolls (save ends).

✂ **Mind Puppet** (standard; recharge [3][3]) ♦ **Charm, Psychic**  
Ranged 10; +12 vs. Will; 2d6+5 psychic damage, and the target makes a melee basic attack against its nearest ally as an immediate action, shifting a number of squares up to its speed if necessary.

↪ **Breath Weapon** (standard; encounter) ♦ **Poison**  
Close blast 5; +10 vs. Fortitude; 1d10+1 poison damage, and the target takes ongoing 5 poison damage and is slowed (save ends both).

### Get Out of My Mind! (Psychic)

Any creature that successfully attacks a mindscar adept's Will defense takes 5 points of psychic damage.

**Alignment** Evil **Languages** Common, Draconic

**Skills** Bluff +13, Diplomacy +13, Intimidate +13

**Str** 15 (+6) **Dex** 18 (+8) **Wis** 15 (+6)

**Con** 13 (+5) **Int** 20 (+9) **Cha** 18 (+8)

**Equipment** robes, short sword

**Description** *This tall humanoid wears thick green robes that cover all but its strikingly draconic head. It is unarmed beyond a sheathed short sword at its waist, but you feel a terrible, alien pressure in your skull as its viridian eyes find and hold your own.*

## MINDSCAR ADEPT TACTICS

A mindscar adept attacks foes with *cerebral dagger*, focusing its attacks on melee types to reduce their effectiveness in combat. A favored tactic is to use *mind puppet* on the most potent melee fighter in range, and then force the dominated victim to attack allied spellcasters. The mindscar adept typically avoids melee, although it is competent with its short sword if pressed.

**Blightknife** Level 10 Elite Skirmisher  
Medium natural humanoid (reptile) XP 1,000

**Initiative** +12 **Senses** Perception +11; darkvision

**HP** 206; **Bloodied** 103

**AC** 26; **Fortitude** 22, **Reflex** 24, **Will** 19

**Resist** 15 poison

**Saving Throws** +2

**Speed** 8, fly 8 (hover)

**Action Points** 1

⚔ **Dagger** (standard; at-will) ♦ **Poison, Weapon**  
+15 vs. AC; 1d4+6 damage plus 1d6 poison damage.

⚔ **Twin Fang Strike** (standard; at-will) ♦ **Poison, Weapon**  
The blightknife makes two dagger attacks. If both attacks hit the same target, the blightknife shifts 1 square, and the target is weakened (save ends).

↪ **Breath Weapon** (standard; encounter) ♦ **Poison**  
Close blast 5; +11 vs. Fortitude; 1d10+2 poison damage, the target takes ongoing 5 poison damage, and is slowed (save ends both).

### Combat Advantage

The blightknife deals an additional 2d6 damage against a target it has combat advantage against.

**Alignment** Evil

**Languages** Common, Draconic

**Skills** Athletics +14, Stealth +16

**Str** 19 (+9)

**Dex** 22 (+11)

**Wis** 13 (+6)

**Con** 15 (+7)

**Int** 14 (+7)

**Cha** 16 (+8)

**Equipment** leather armor, two daggers

**Description** *This agile, reptilian humanoid has dull-green scales and a pair of large, bat-like wings. It grips a serrated dagger in each hand; each blade coated in a sticky sheen of what can only be poison. A heavy, chemical smell saturates the air.*

## BLIGHTKNIFE TACTICS

A blightknife attempts to engage its foes as quietly as possible, hoping to gain surprise and an advantageous tactical position. It maneuvers around the battlefield, attempting to flank with its allies and gain combat advantage against its enemies. The blightknife attacks with a pair of poisoned daggers, striking with lightning speed and precision. It uses its breath weapon only when faced with enemies beyond its ability to defeat, hoping to slow pursuit while it flees.

## ENCOUNTER GROUPS

Green dragonborn atavists are found in deep forests and underground. They typically avoid contact with green dragons, preferring instead to rule over tribes of lizardfolk, troglodytes, and other primitive humanoids.

### Level 14 Encounter (XP 4,400)

- 4 troglodyte maulers (level 6 soldier)
- 2 troglodyte impalers (level 7 artillery)
- 2 blightknives (level 10 elite skirmisher)
- 1 mindscar adept (level 8 elite controller)



## DRAGONBORN ATAVIST (BLUE)

Blue dragonborn atavists are cruel and aloof, generally disdaining the company of other creatures beyond blue dragons or other atavists. In mixed groups of atavists, blues often act as leaders.

**Bolt Thrower** Level 10 Elite Artillery  
Medium natural humanoid (reptile) XP 1,000

**Initiative** +11 **Senses** Perception +12; darkvision

**HP** 162; **Bloodied** 81

**AC** 24; **Fortitude** 21, **Reflex** 25, **Will** 18

**Resist** 15 lightning

**Saving Throws** +2

**Speed** 6, fly 8 (hover)

**Action Points** 1

⚔ **Longsword** (standard; at-will) ♦ **Weapon**  
+15 vs. AC; 1d8+2 damage.

⚡ **Shockbow** (standard; at-will) ♦ **Lightning, Weapon**  
Ranged 20/40; +17 vs. AC; 1d10+6 damage plus 1d8 lightning damage.

⚡ **Chain Lightning Shot** (standard; recharge ☞☞☞) ♦ **Lightning, Weapon**  
Ranged 20/40; +17 vs. AC; 1d10+6 damage plus 1d8 lightning damage and the target is stunned (save ends), and all enemies within 5 squares suffer 1d8 lightning damage and are dazed (save ends).

⚡ **Breath Weapon** (standard; encounter) ♦ **Lightning**  
The bolt thrower targets up to three creatures with its breath weapon; the first target must be within 5 squares of the bolt thrower, the second target within 5 squares of the first, and the third target within 5 squares of the second; +15 vs. Reflex; 2d8+2 lightning damage. *Miss*: Half damage.

⚡ **Lightning Rod** (minor; encounter) ♦ **Lightning**  
Area burst 3 within 10; targets enemies; +13 vs. Fortitude; target gains vulnerability 10 lightning (save ends).

**Alignment** Evil **Languages** Common, Draconic

**Skills** Acrobatics +16, Stealth +16

**Str** 16 (+8) **Dex** 22 (+11) **Wis** 15 (+7)

**Con** 15 (+7) **Int** 13 (+6) **Cha** 14 (+7)

**Equipment** leather armor, longsword, longbow

**Description** *This winged, draconic humanoid grips a large bow in its taloned hands. As it draws the bow to its scaled cheek, you realize that no arrow has been set to the string; instead, a crackling bolt of blue lightning rests upon the bow's riser, ready to be released...at you!*

### BOLT THROWER TACTICS

The bolt thrower prefers to fight in the air, especially if its foes are restricted to the ground. It begins combat with *lightning rod*, making its foes more vulnerable to the rest of its electrified arsenal. It then targets up to three enemies with ranged combat abilities with its breath weapon, following up with *chain lightning* shot. Once its encounter powers have been exhausted it simply rains lightning-charged arrows down upon its foes until they are either destroyed or flee. A bolt thrower usually flees combat if confronted with powerful melee opponents that can engage it in the air.

**Boltknight** Level 12 Elite Soldier (Leader)  
Large natural humanoid (reptile) XP 1,400

**Initiative** +10 **Senses** Perception +14; darkvision

**HP** 244; **Bloodied** 122

**AC** 31; **Fortitude** 27, **Reflex** 21, **Will** 23

**Resist** 20 lightning

**Saving Throws** +2

**Speed** 8, fly 8

**Action Points** 1

⚔ **Shockblade** (standard; at-will) ♦ **Lightning, Weapon**  
Reach 2; +19 vs. AC; 1d10+7 damage plus 1d8 lightning damage. On a critical hit, all adjacent enemies suffer 1d8 lightning damage.

⚡ **Breath Weapon** (standard; encounter; see also *born of lightning*) ♦ **Lightning**  
The boltknight targets up to three creatures with its breath weapon; the first target must be within 5 squares of the boltknight, the second target within 5 squares of the first, and the third target within 5 squares of the second; +15 vs. Reflex; 3d8+4 lightning damage. *Miss*: Half damage.

⚡ **Cyclone Strike** (standard; recharge ☞☞☞) ♦ **Lightning, Weapon**  
Close burst 2; targets enemies; +17 vs. AC; 1d10+7 damage, and the target takes ongoing 5 lightning damage (save ends).

**Born of Lightning**

Whenever a boltknight is hit with an attack that includes the lightning keyword, its breath weapon recharges, regardless of whether it actually suffers damage or not.

**Alignment** Evil

**Languages** Common, Draconic

**Skills** Athletics +15, Intimidate +12

**Str** 24 (+13) **Dex** 15 (+8) **Wis** 17 (+9)

**Con** 18 (+10) **Int** 14 (+8) **Cha** 13 (+7)

**Equipment** scale armor, heavy shield, longsword

**Description** *This massive, winged humanoid stands nine feet tall and is covered in azure scales. It is armored in a hauberk of metal scales, dyed a lighter shade of blue than its own scales. It grips a large round shield in its left hand, and a large, jagged sword – reminiscent of a lightning bolt – in its right. The smell of ozone and burnt flesh hangs thickly in the air.*

### BOLTKNIGHT TACTICS

A boltknight begins combat with its breath weapon, choosing likely spell-casters for its three targets. It then rushes into melee with its sword, making a beeline for enemies that have clumped together to bring *cyclone strike* into play. It fights until bloodied, after which it takes to the air to escape its foes.

### ENCOUNTER GROUPS

Blue dragonborn atavists live in harsh deserts, and often serve blue dragons as elite minions and even allies.

#### Level 17 Encounter (XP 8,800)

- 2 bolt throwers (level 10 elite artillery)
- 2 boltknights (level 12 elite soldier)
- 1 adult blue dragon (level 13 solo artillery)



*Blue Dragonborn  
Atavist Boltknight*



## DRAGONBORN ATAVIST (RED)

Violent and arrogant, red dragonborn atavists are the self-appointed leaders of any mixed group of atavists. They back up their claims of dominance with both overwhelming physical power and the backing of powerful allies, typically mighty red dragons.

**Infernatrix** Level 13 Elite Controller  
Large natural humanoid (reptile) XP 1,600

**Initiative** +12      **Senses** Perception +14; darkvision

**HP** 256; **Bloodied** 128

**AC** 29; **Fortitude** 24, **Reflex** 27, **Will** 20

**Resist** 20 fire

**Saving Throws** +2

**Speed** 7, fly 7

**Action Points** 1

⚡ **Blazing Flail** (standard; at-will) ♦ **Fire, Weapon**  
Reach 2; +18 vs. AC; 1d12+4 damage plus 1d6 fire damage.

⚡ **Inferno Bolt** (standard; at-will) ♦ **Fire**  
Ranged 20; +17 vs. Reflex; 1d10+6 fire damage, and the target takes ongoing 5 fire damage (save ends).

⚡ **Withering Aura** (standard; recharge ⏳) ♦ **Fire**  
Ranged 10; +17 vs. Fortitude; 2d8+3 fire damage, and the target takes ongoing 5 fire damage (save ends). *Secondary Effect:* Every round that the primary target suffers ongoing fire damage, it radiates an aura of oppressive heat (aura 1). Creatures without fire resistance within the aura take a -2 penalty to attack and damage rolls.

⚡ **Breath Weapon** (standard; encounter) ♦ **Fire**  
Close blast 5; +16 vs. Reflex; 2d10+3 fire damage.

⚡ **Incendiary Cloud** (standard; sustain minor, encounter) ♦ **Fire, Zone**  
Area burst 3 within 10; this power creates a zone of cinder and ash that remains in place until the end of the infernatrix's next turn. The zone blocks line of sight for all creatures except the infernatrix. Any creature entirely within the area is blinded, and any creature that enters or starts its turn in the zone takes 10 fire damage.

**Alignment** Evil      **Languages** Common, Draconic

**Skills** Arcana +14, Intimidate +13

**Str** 18 (+10)      **Dex** 22 (+12)      **Wis** 16 (+9)

**Con** 16 (+9)      **Int** 16 (+9)      **Cha** 15 (+8)

**Equipment** scale armor, flail

**Description** *This large, draconic humanoid grips a flail with a head like a blazing sun in one hand, and holds a ball of lurid red flames in the other. Its scales are deep scarlet, and the armor it wears has been dyed the same shade. Heat rolls off the towering, dragon-like horror in oppressive waves.*

### INFERNATRIX TACTICS

Skilled in both melee and ranged combat, the infernatrix is a versatile and terrifying opponent. It typically begins combat with *incendiary cloud*, using the cloud to isolate and disorient opponents. It then targets a powerful melee type with *withering aura*, making the victim a danger to his allies, which effectively isolates him from the group. The infernatrix then alternates between *inferno bolt* and using its flail in melee, as the situation demands.

**Firelance Titan** Level 17 Elite Soldier  
Huge natural humanoid (reptile) XP 3,200

**Initiative** +13      **Senses** Perception +17; darkvision

**Oppressive Heat (Fire)** aura 3; creatures without resistance to fire within the aura take a -2 penalty to attack and damage rolls.

**HP** 336; **Bloodied** 168

**AC** 35; **Fortitude** 32, **Reflex** 25, **Will** 24

**Resist** 20 fire

**Saving Throws** +2

**Speed** 8, fly 10

**Action Points** 1

⚡ **Firelance** (standard; at-will) ♦ **Fire, Weapon**  
Reach 3; +24 vs. AC; 2d6+10 damage (crit 4d6+22) plus 2d6 fire damage.

⚡ **Infectious Immolation** (standard; recharge ⏳) ♦ **Fire**  
Ranged 10; +22 vs. Reflex; 2d10+7 fire damage, and the target takes ongoing 10 fire damage (save ends). *Secondary Effect:* Every round that the primary target suffers ongoing fire damage, it makes an attack against all adjacent creatures; +20 vs. Reflex; 1d10+7 fire damage, and the target takes ongoing 5 fire damage. Secondary targets do not spread the *infectious immolation* to adjacent creatures.

⚡ **Breath Weapon** (standard; encounter) ♦ **Fire**  
Close blast 5; +20 vs. Reflex; 3d10+7 fire damage.

**Threatening Reach**

The firelance titan can make opportunity attacks against all creatures within its reach (4 squares).

**Alignment** Evil

**Languages** Common, Draconic

**Skills** Athletics +21, Intimidate +15

**Str** 31 (+18)      **Dex** 17 (+11)      **Wis** 19 (+13)

**Con** 24 (+15)      **Int** 12 (+9)      **Cha** 15 (+10)

**Equipment** heavy shield, spear

**Description** *This colossal, red-scaled humanoid grips a flaming spear in one clawed hand, and a massive shield in the other. A pair of truly, gigantic wings jut from its back, and a shimmering haze of heat surrounds its body.*

### FIRELANCE TITAN TACTICS

A firelance titan begins combat by targeting the most competent melee opponent with *infectious immolation*; it then blasts its opponents with its breath weapon, further compounding the pain and confusion of *infectious immolation*. It follows these fiery attacks with its massive, flaming spear, using its vast reach to strike opponents well before they can reach it.

### ENCOUNTER GROUPS

The mighty red dragonborn atavists bow to no dragon or dragonborn, and are the least likely to join a mixed enclave.

#### Level 15 Encounter (XP 6,400)

- 2 infernatrices (level 13 elite controller)
- 1 firelance titan (level 17 elite soldier)

# DRAKON

Known by as many names as there are cultures that fear them—among them anu-zorai, naga-born, and the most common, drakon—these arrogant reptilian humanoids are rightly respected throughout the known world. Once a loose society of warring tribes and factions, the drakon have only increased in power, rising from the depths of isolated jungles and lightless caves to spread their taint to the world.

The drakon are a cunning race, always planning grandiose schemes of domination, and only their constant infighting keeps their power in check. The only creatures that they treat with any true respect are their ancient forebears, the nagas. Though the arcana that gave rise to the drakon has long been lost, most scholars believe that a powerful and ancient group of nagas injected their own blood into humanoid subjects in the failed attempt to create a powerful race under their control. The fact that the drakon were birthed by magic—and not divine creation—has led to their narcissistic belief that their race is one of perfection.

Apart from the nagas, most drakon consider all other races beneath their contempt. Although they gladly smile and give promises of great wealth and power to their allies, any friendship or alliance with the drakon inevitably ends with a knife in the back...and a twist of the blade.

Given their mutative origin, a number of different strains of the species exist, and the most common are detailed here.



## DRAKON SOCIETY

The drakon comprise a hubristic culture, dedicated to the conquest and enslavement of all other creatures, that they believe to be servitors at best and cattle at worst. Their society is cruel and unforgiving, as likely to turn on itself as on its enemies. Violence, an integral part of drakon life, is believed to be the best solution to all problems. When direct violence fails, the use of deceit and dissimulation, like a subtle poison, is equally applauded.

Drakon reside in isolated communities deep within forbidding jungles or swamps, or occasionally in the upper reaches of the great under realm. The drakon venerate the pyramid structure of their forebears—they believe that it symbolizes the steady ascension to power, a concept, they believe, is lost on their human enemies. As such, nearly every building in a drakon community, no matter how large or small, is usually built in some sort of structure resembling a pyramid, and the triangle or pyramid shape can commonly be found throughout the various aspects of drakon society.

## DRAKON LORE

A character knows the following with a successful Nature check.

**DC 15:** Brightvenom drakon are the emissaries and diplomats of the drakon race. Experts in the art of deception, these creatures frequently travel in the realms of mankind, gathering information and sowing dissension. Brightvenom drakon infiltrating human communities often pose as prophets, teachers, or tradesman, creating mayhem with their silvery, forked tongues—turning the foes of the drakon race against each other with words instead of swords.

**DC 15:** Drakon mongrels are the hybrid offspring of humanoid and brightvenom drakon parents. They are also known as “mules” because of their inability to reproduce. Drakon mongrels are disliked intensely by both brightvenom and darkvenom drakon, and indeed, aren’t even considered part of their race by these “pure” broods. For this reason, they are typically used as bodyguards, foot soldiers, and laborers in drakon society.

**DC 20:** As the undisputed leaders of the drakon race, darkvenom drakon are ruthless fighters that delight in the utter destruction of other creatures—by any means. They are aggressive creatures, vain even for drakon, and constantly strive to destroy their enemies and rivals.

## ENCOUNTER GROUPS

Drakon are typically found in the company of other drakon, although they occasionally tolerate other reptilian humanoids in a subservient role.

### Level 7 Encounter (XP 1,475)

- 1 brightvenom drakon (level 6 controller)
- 2 mongrel drakon (level 8 skirmisher)
- 3 greenscale hunters (level 4 skirmisher)

### Level 11 Encounter (XP 2,950)

- 2 brightvenom drakon (level 6 controller)
- 3 mongrel drakon (level 8 skirmisher)
- 2 darkvenom drakon (level 12 soldier)





## Brightvenom Drakon

Level 6 Controller

Medium natural humanoid (reptile)

XP 250

**Initiative** +6      **Senses** Perception +10; low-light vision

**HP** 69; **Bloodied** 34

**AC** 20; **Fortitude** 16, **Reflex** 17, **Will** 19

**Speed** 6, climb 3, swim 3

⬇ **Bite** (standard; at-will) ♦ **Poison**  
+10 vs. AC; 1d6+1 damage, and the brightvenom drakon makes a secondary attack against the same target. *Secondary Attack:* +10 vs. Fortitude; ongoing 5 poison damage (save ends).

⌘ **Longbow** (standard; at-will) ♦ **Poison, Weapon**  
Ranged 20/40; +11 vs. AC; 1d10+3 damage, and the brightvenom drakon makes a secondary attack against the same target. *Secondary Attack:* +10 vs. Fortitude; ongoing 5 poison damage (save ends).

⌘ **Gentling Gaze** (minor; at-will) ♦ **Charm, Gaze**  
Ranged 5; +10 vs. Will; the target cannot attack the brightvenom drakon until the beginning of the target's next turn.

### Veil of Many Faces

A brightvenom drakon can disguise itself to appear as any Medium humanoid. A successful Insight check (opposed by the drakon's Bluff check) reveals the deception.

**Alignment** Evil      **Languages** Common, Draconic

**Skills** Bluff +12, Diplomacy +12, History +10, Insight +10, Stealth +11

**Str** 12 (+4)      **Dex** 16 (+6)      **Wis** 14 (+5)

**Con** 13 (+4)      **Int** 15 (+5)      **Cha** 19 (+7)

**Equipment** leather armor, longbow with 20 arrows

**Description** *Upon first glance, this creature resembles a slender human with exceedingly pale skin and a gentle, languid grace. Its reptilian nature is revealed in a patina of fine scales along each forearm, its neck, and even along each temple. Its perfect white teeth are offset by a set of narrow fangs.*

## BRIGHTVENOM DRAKON TACTICS

Brightvenom drakon tend to avoid combat whenever possible, and attempt to talk their way out of trouble, using their *gentling gaze* to diffuse potentially violent situations. Only when they have the clear advantage in combat do they display their murderous nature, closing in for the kill with their poisonous fangs, or feathering their enemies with poisoned arrows.

## MONGREL DRAKON TACTICS

Mongrel drakon are the drakon that heroes are most likely to encounter in a combat situation. They are used as both shock troops and skirmishers, excelling at both roles. Typically, a group of mongrel drakon engages an enemy with both melee and ranged attacks. Half the group charges forward, swords drawn, while the remaining hang back and launch volleys of poisoned arrows at the enemy.

## Mongrel Drakon

Level 8 Skirmisher

Medium natural humanoid (reptile)

XP 350

**Initiative** +9      **Senses** Perception +10; low-light vision

**HP** 88; **Bloodied** 44

**AC** 22; **Fortitude** 21, **Reflex** 19, **Will** 17

**Speed** 6, climb 3, swim 3

⬇ **Longsword** (standard; at-will) ♦ **Weapon**  
+13 vs. AC; 1d8+4 damage.

⌘ **Longbow** (standard; at-will) ♦ **Poison, Weapon**  
Ranged 20/40; +13 vs. AC; 1d8+3 damage, and the mongrel drakon makes a secondary attack against the same target. *Secondary Attack:* +11 vs. Fortitude; ongoing 5 poison damage (save ends).

### Combat Advantage

A mongrel drakon inflicts an additional 2d6 points of damage against any target it has combat advantage against.

**Alignment** Evil

**Languages** Common, Draconic

**Skills** Athletics +14, Stealth +12

**Str** 20 (+9)      **Dex** 17 (+7)      **Wis** 13 (+5)

**Con** 16 (+7)      **Int** 12 (+5)      **Cha** 14 (+6)

**Equipment** longsword, longbow, quiver with 20 arrows.

**Description** *This creature has the upper torso of a humanoid and the scaled, lower torso of a giant snake. It is armed with a large recurved bow and a straight-bladed sword in a scabbard at its waist.*



**Darkvenom Drakon** Level 12 Soldier (Leader)  
Large natural humanoid (reptile) XP 700

**Initiative** +12      **Senses** Perception +15; low-light vision

**HP** 123; **Bloodied** 61

**Regeneration** 5 (if the darkvenom drakon takes acid or fire damage, regeneration does not function until the end of its next turn)

**AC** 28; **Fortitude** 25, **Reflex** 21, **Will** 22

**Speed** 8, climb 4, swim 4

⚔ **Greataxe** (standard; at-will) ♦ **Weapon**  
Reach 2; +19 vs. AC; 2d6+7 damage (crit 4d6+19).

⚔ **Bite** (standard; at-will) ♦ **Poison**  
Reach 2; +19 vs. AC; 1d8+6 damage, and the darkvenom drakon makes a secondary attack against the same target.  
*Secondary Attack:* +17 vs. Fortitude; ongoing 10 poison damage (save ends).

⚔ **Axe and Fang** (standard; at-will) ♦ **Poison, Weapon**  
The darkvenom drakon makes a greataxe and a bite attack against the same target.

👁 **Paralyzing Gaze** (minor; at-will) ♦ **Charm, Gaze**  
Ranged 5; +17 vs. Will; the target is immobilized until the end of the darkvenom drakon's next turn.

**Alignment** Evil      **Languages** Common, Draconic

**Skills** Athletics +18, History +14, Religion +14, Stealth +15

**Str** 24 (+13)      **Dex** 18 (+10)      **Wis** 18 (+10)

**Con** 19 (+10)      **Int** 17 (+9)      **Cha** 19 (+10)

**Equipment** greataxe

**Description** *Massive and fearsome, this serpent-like creature resembles a giant snake with powerful humanoid arms and keen, intelligent eyes. Its sinuous, muscular body is covered in dark-hued scales glittering with a reflective sheen.*



## DARKVENOM DRAGON TACTICS

More headstrong than the more calculating types of drakon, the darkvenom drakon delights in physical combat and gladly enters melee when it senses an easy victory. It uses *paralyzing gaze* to keep foes from overwhelming it, and then focuses on a single opponent with axe and bite.



# EARTH NAGA

Earth nagas are impulsive, violent creatures that are typically found guarding troves of magic items deep underground. They are irritated by conversation and become bored easily. This impatience is reflected in their bad temperament and their willingness to fight at a moment's notice. They have little respect for anything, and take great delight in mindless destruction.

**Earth Naga** Level 9 Elite Soldier  
Large immortal magical beast (reptile) XP 800

**Initiative** +9      **Senses** Perception +10; darkvision

**HP** 194; Bloodied 97

**AC** 27; **Fortitude** 24, **Reflex** 22, **Will** 17

**Saving Throws** +2

**Resist** 10 acid

**Speed** 6

**Action Points** 1

⚔ **Bite** (standard; at-will) ♦ **Acid**  
Reach 2; +16 vs. AC; 2d6+5 damage, or 2d6+10 against a blinded foe, and the target takes ongoing 5 acid damage (save ends).

☞ **Caustic Spew** (standard; at-will) ♦ **Acid**  
Ranged 10; +14 vs. Reflex; 1d10+3 acid damage, and the target is blinded (save ends).

⚡ **Earthstrike** (standard, recharge ☞☞☞) ♦ **Thunder**  
Area burst 3 within 10; +14 vs. Fortitude; 3d10+3 thunder damage, and the target is knocked prone.

## Stony Hide

An earth naga's scales are as hard as rock. When a creature attacks the naga with an attack or power with the weapon keyword and misses, the attacker suffers a -4 penalty to damage rolls with all attacks and powers with the weapon keyword until the end of its next turn.

**Alignment** Evil      **Languages** Common, Draconic, Supernal

**Skills** History +12, Insight +10, Stealth +12

**Str** 21 (+9)      **Dex** 17 (+7)      **Wis** 12 (+5)

**Con** 17 (+7)      **Int** 16 (+7)      **Cha** 10 (+4)

**Description** *This loathsome, serpentine monstrosity has a dark, scaled body banded in stripes of black and indigo, and a disturbingly human-like head.*



## EARTH NAGA TACTICS

An earth naga begins battle with *earthstrike* to gain a tactical advantage. After that, it targets the closest enemy with *caustic spew*, and then focuses its melee attacks on the blinded foe.

## EARTH NAGA LORE

A character knows the following with a successful Arcana check.

**DC 15:** Earth nagas guard treasures and ancient magic hidden underground. They often endure long periods of solitude, and are quite eager to kill and torture those attempting to plunder the items under their protection.

## ENCOUNTER GROUPS

Earth nagas are sometimes encountered in groups, especially if they are tasked with guarding a significant treasure. Earth nagas that abandon their roles as guardians can be encountered with other dungeon-dwelling monsters, especially those that share the naga's malicious nature.

### Level 9 Encounter (XP 2,000)

- 1 earth naga (level 9 elite soldier)
- 3 gargoyles (level 9 lurker)

# EFFIGY

Effigies are golem-like constructs created to guard specific areas, usually shrines, tombs, and treasure vaults. Unlike golems, they are moderately intelligent and can understand and carry out complex orders. Most also speak common, and can communicate with intruders if necessary, instead of simply slaying them.

## ENCOUNTER GROUPS

Red effigies are typically found in small groups, and up to three may be found guarding the same site. Flawless effigies are occasionally encountered in pairs, and may also be found in the company of dungeon creatures that share the constructs' philosophical bent.

### Level 4 Encounter (XP 900)

- 3 red effigies (level 3 elite soldier)

### Level 9 Encounter (XP 2,200)

- 2 flawless effigies (level 8 elite soldier)
- 1 helmed horror (level 13 soldier)

### Red Effigy

Level 3 Elite Soldier

Medium natural animate (construct)

XP 300

**Initiative** +4      **Senses** Perception +7; darkvision

**HP** 96; **Bloodied** 48

**AC** 21; **Fortitude** 18, **Reflex** 16, **Will** 13

**Immune** disease, poison, sleep

**Saving Throws** +2

**Speed** fly 6 (hover)

**Action Points** 1

⚔ **Dancing Blade** (standard; at-will) ♦ **Weapon**  
Reach 3; +10 vs. AC; 1d10+4 damage.

⚔ **Double Attack** (standard; at-will) ♦ **Weapon**  
The red effigy makes two dancing blade attacks.

👁 **Debilitating Gaze** (minor; at-will) ♦ **Fear, Gaze**  
Ranged 10; +8 vs. Will; the target is weakened until the end of the red effigy's next turn.

**Alignment** Unaligned      **Languages** Common

**Skills** Stealth +7

**Str** 18 (+5)      **Dex** 12 (+2)      **Wis** 12 (+2)

**Con** 16 (+4)      **Int** 7 (-1)      **Cha** 10 (+1)

**Equipment** bastard sword

**Description** *This red, humanoid statue hovers a foot above the floor. It is dressed in elaborate, samurai-style armor, with a helmet and an angry mask. Its arms are crossed in front of its chest, but a beautiful, curved sword slashes and whirls through the air nearby.*

## RED EFFIGY TACTICS

A red effigy attacks by means of a disembodied sword that hovers around its body. It can attack up to two targets a round with this blade, and can strike accurately up to three squares away. It can also weaken opponents with its *debilitating gaze*, and usually targets melee-oriented enemies with this power.

### Flawless Effigy

Level 8 Elite Soldier

Medium natural animate (construct)

XP 300

**Initiative** +7      **Senses** Perception +11; darkvision

**Aura of Pacification (Charm)** aura 1; any creature within the aura must make an immediate saving throw if it wishes to attack the flawless effigy. If the saving throw is successful, the creature can attack as normal. If the saving throw fails, the target cannot attack, and loses the action that would have been used for the attack.

**HP** 180; **Bloodied** 90

**AC** 26; **Fortitude** 23, **Reflex** 16, **Will** 19

**Immune** disease, poison, sleep

**Saving Throws** +2

**Speed** 6

**Action Points** 1

⚔ **Slam** (standard; at-will)  
+15 vs. AC; 2d6+5 damage.

⚡ **Axiomatic Blast** (standard; recharge 56) ♦ **Psychic**  
Close blast 3; +13 vs. Will; 3d8+2 psychic damage. Special: Creatures with any alignment other than unaligned are also stunned and suffer ongoing 5 psychic damage (save ends both).

**Perfect Construction** (the first time the flawless effigy is reduced to 0 hit points)  
Roll a new initiative check for the flawless effigy. On its next turn, the flawless effigy rises (as a move action) with 90 hit points.

**Alignment** Unaligned      **Languages** Common

**Str** 20 (+9)      **Dex** 12 (+5)      **Wis** 14 (+6)

**Con** 18 (+8)      **Int** 9 (+3)      **Cha** 15 (+6)

**Description** *Before you stands an exquisitely carved marble statue depicting a man armored in a baroque breastplate. The workmanship approaches a perfection that is breathtaking to behold, yet is strangely alien in its sterile purity.*

## FLAWLESS EFFIGY TACTICS

A flawless effigy attacks with its massive stony fists. It singles out targets with extreme alignments over all others, favoring chaotic evil over lawful good when it has a choice. When it has found such a target, the flawless effigy uses *axiomatic strike* as often as possible. It will refrain from attacking unaligned individuals unless attacked first.

## EFFIGY LORE

A character knows the following with a successful Arcana check.

**DC 15:** Red effigies are typically found guarding the tombs of famous warriors. They are often found in small groups, and attack ferociously to ensure that their tomb remains un-plundered. The dancing sword of a red effigy is thought to be a magic blade that can be claimed by any who destroy the construct.

**DC 15:** Flawless effigies were created by an ancient race of beings dedicated to pure law and reason. Although long dead, this race has left behind its legacy in the form of flawless effigies, which can still be found guarding ancient shrines and tombs in wild and forlorn places. Flawless effigies will relentlessly attack creatures of extreme alignment (evil chaotic evil, good, lawful good), and can inflict severe mental trauma on such targets.



# ELEMENTAL SWARM

The Elemental Chaos swarms with all manner of elemental beings, from towering titans of earth and wind, to diminutive flickers no larger than a candle flame. The smallest of these elemental creatures are often forced to band together to protect themselves from the predation of larger and more powerful elementals, and can often act as a single, cohesive entity.

## ROCKWORM SWARM

A rockworm swarm is composed of many tiny earth elementals, each resembling a worm or maggot made of wet mud. Rockworm swarms are frequently encountered on the Prime Material Plane, burrowing through the deep in search of minerals to dissolve and eat. They find the minerals present in every organic creature to be a tasty treat, and have no qualms about burrowing through flesh to get them.

<b>Rockworm Swarm</b>		Level 7 Brute
Medium elemental magical beast (earth, swarm)		XP 300
<b>Initiative</b> +4	<b>Senses</b> Perception +3; tremorsense 10	
<b>Swarm Attack</b> aura 1; a rockworm swarm makes a basic attack as a free action against each enemy that begins its turn in the aura		
<b>HP</b> 98; <b>Bloodied</b> 49		
<b>AC</b> 19; <b>Fortitude</b> 20, <b>Reflex</b> 16, <b>Will</b> 15		
<b>Immune</b> disease, poison; <b>Resist</b> 15 acid, half damage from melee and ranged attacks; <b>Vulnerable</b> 10 against close and area attacks		
<b>Speed</b> 4, burrow 4		
⊕ <b>Swarm Slam</b> (standard; at-will) +10 vs. AC; 2d6+5 damage, and the target is grabbed (until escape). A rockworm swarm can only grab one creature of Medium size or smaller at any one time.		
⊕ <b>Flesh Burrow</b> (standard; at-will) ♦ <b>Acid</b> Grabbed target only; +8 vs. Fortitude; 3d6+4 acid damage, and the target is weakened (save ends).		
<b>Alignment</b> Unaligned	<b>Languages</b> Primordial	
<b>Str</b> 20 (+8)	<b>Dex</b> 12 (+4)	<b>Wis</b> 10 (+3)
<b>Con</b> 18 (+7)	<b>Int</b> 6 (+1)	<b>Cha</b> 8 (+2)
<b>Description</b> <i>The ground writhes with hundreds of tiny, earth-colored worms. On closer inspection, however, there is nothing organic about these creatures; each one resembles nothing so much as a glistening rope of wet mud.</i>		

## ROCKWORM SWARM TACTICS

A rockworm swarm attacks by rearing up as a single mass and slamming its bulk into a target. Once it makes contact with an enemy, the swarm envelops its foe, and each diminutive elemental begins burrowing into the target's flesh, leaving the unfortunate victim riddled with hundreds of tiny holes.

## FLICKERFLAME SWARM

A flickerflame swarm is composed of hundreds of tiny fire elementals, each about the size of a candle flame. Although not typically malignant, a flickerflame swarm is drawn to combustible materials, and gains great pleasure, and possibly nourishment, by burning them in its flickering mass.

<b>Flickerflame Swarm</b>	Level 9 Skirmisher
Medium elemental magical beast (fire, swarm)	XP 400

<b>Initiative</b> +12	<b>Senses</b> Perception +4	
<b>Swarm Attack</b> aura 1; the flickerflame swarm makes a basic attack as a free action against each enemy that begins its turn in the aura		
<b>HP</b> 92; <b>Bloodied</b> 46		
<b>AC</b> 23; <b>Fortitude</b> 18, <b>Reflex</b> 22, <b>Will</b> 17		
<b>Immune</b> disease, poison; <b>Resist</b> 20 fire, half damage from melee and ranged attacks; <b>Vulnerable</b> 10 against close and area attacks		
<b>Speed</b> fly 8 (hover)		
⊕ <b>Candle Swarm</b> (standard; at-will) ♦ <b>Fire</b> +14 vs. AC; 2d6+6 fire damage, and ongoing 5 fire damage (save ends).		
⚡ <b>Blazing Brilliance</b> (standard; recharge ☼☼☼) ♦ <b>Fire</b> Close burst 3; +10 vs. Reflex; 4d6+6 fire damage, and the target is blinded (save ends).		
<b>Alignment</b> Unaligned	<b>Languages</b> Primordial	
<b>Str</b> 10 (+4)	<b>Dex</b> 22 (+10)	<b>Wis</b> 10 (+4)
<b>Con</b> 12 (+5)	<b>Int</b> 6 (+2)	<b>Cha</b> 8 (+3)
<b>Description</b> <i>A swarm of tiny, flickering lights danced through the air toward you. Like the flames of a thousand candles, the horde radiates intense light and heat.</i>		

## FLICKERFLAME SWARM TACTICS

A flickerflame swarm uses *blinding brilliance* to begin combat, flaring with intense heat and light to both burn and blind its targets. It then attacks by enveloping its target, focusing the tiny heat generated by each diminutive elemental into a single, raging firestorm.

## ELEMENTAL SWARM LORE

A character knows the following with a successful Arcana check.

**DC 15:** Elemental swarms are composed of the tiniest elementals, some no larger than a candle flame or a clump of dirt. These miniature elementals band together in swarms for mutual defense, and can act as a single entity.

**DC 20:** The most common elemental swarms are flickerflame swarms, composed of miniscule fire elementals; and rockworm swarms, composed of tiny earth elementals. Both often visit the Primer Material Plane, and can be found in areas where their element is prevalent, such as active volcanoes or deep underground.

## ENCOUNTER GROUPS

Elemental swarms are often encountered with other elemental beings composed of the same element.

### Level 7 Encounter (XP 1,600)

- 2 galeb duhr earthbreakers (level 8 artillery)
- 3 rockworm swarms (level 7 brute)

### Level 9 Encounter (XP 2,100)

- 2 flickerflame swarms (level 9 skirmisher)
- 1 flame snake (level 9 artillery)
- 3 hell hounds (level 7 brute)

# FEATHERED DRAGON (COUATL)

Feathered dragons, often called couatls or feathered serpents, are long sinuous wyrms with brightly colored plumage covering their scaly, serpentine bodies. They are found in deep jungles and rain forests, and typically have a deep connection with the land. Feathered dragons can be both good and evil, and the species seems to keep a fairly even balance between the noble and the wicked.

## Young Feathered Dragon Level 3 Solo Skirmisher Medium natural magical beast (dragon) XP 750

**Initiative** +7      **Senses** Perception +7; darkvision  
**HP** 184; **Bloodied** 92; see also *bloodied breath*  
**AC** 19; **Fortitude** 17, **Reflex** 19, **Will** 17

**Resist** 15 poison

**Saving Throws** +5

**Speed** 4, fly 8 (hover), overland flight 12; see also *flyby attack*

**Action Points** 2

⬇ **Bite** (standard; at-will) ♦ **Poison**  
+8 vs. AC; 1d6+4 damage, the target takes ongoing 5 poison damage (save ends).

⬇ **Tail Slap** (standard, at will)  
+8 vs. AC; 1d8+4 damage, and a Medium or smaller target is grabbed (until escape).

⬇ **Constrict** (standard; at will)  
Affects a target the feathered dragon has grabbed; +6 vs. Fortitude; 1d8+8 damage, and the target is dazed until the end of the feathered dragon's next turn.

⬇ **Flyby Attack** (standard; at will)  
The feathered dragon flies up to 8 squares and makes a melee basic attack at any point during the move without provoking an opportunity attack from the target.

↩ **Breath Weapon** (standard, recharge Ⓜ) ♦ **Poison**  
Close blast 5; +4 vs. Fortitude; 1d8+2 poison damage, and the target is weakened and takes ongoing 5 poison damage (save ends both).

↩ **Bloodied Breath** (free, when first bloodied; encounter) ♦ **Poison**  
The feathered dragon's breath weapon recharges, and the dragon uses it immediately.

↩ **Blinding Presence** (standard; encounter) ♦ **Radiant**  
Close burst 5; targets enemies; +4 vs. Will; the target is blinded until the end of the feathered dragon's next turn. *Aftereffect:* The target takes a -2 penalty to attack rolls (save ends).

**Alignment** Any      **Languages** Common, Draconic, Telepathy 10

**Skills** Arcana +9, Insight +7, Religion +9, Stealth +10

**Str** 16 (+4)      **Dex** 18 (+5)      **Wis** 13 (+2)

**Con** 14 (+3)      **Int** 16 (+4)      **Cha** 16 (+4)

**Description** *This majestic serpent glides through the air in a graceful pattern of loops and coils. Its body is covered in bright feathers in a riotous array of rainbow hues, and its angular head is noble and alluring mixture of both dragon and serpent.*

## Adult Feathered Dragon Level 8 Solo Skirmisher Large natural magical beast (dragon) XP 1,750

**Initiative** +11      **Senses** Perception +11; darkvision

**HP** 352; **Bloodied** 176; see also *bloodied breath*

**AC** 24; **Fortitude** 21, **Reflex** 23, **Will** 21

**Resist** 20 poison

**Saving Throws** +5

**Speed** 4, fly 10 (hover), overland flight 15; see also *flyby attack*

**Action Points** 2

⬇ **Bite** (standard; at-will) ♦ **Poison**  
Reach 2; +13 vs. AC; 1d8+5 damage, the target takes ongoing 5 poison damage (save ends).

⬇ **Tail Slap** (standard, at will)  
Reach 2; +13 vs. AC; 1d10+5 damage, and a Large or smaller target is grabbed (until escape).

⬇ **Constrict** (standard; at will)  
Affects a target the feathered dragon has grabbed; +11 vs. Fortitude; 1d10+10 damage, and the target is dazed until the end of the feathered dragon's next turn.

⬇ **Flyby Attack** (standard; at will)  
The feathered dragon flies up to 10 squares and makes a melee basic attack at any point during the move without provoking an opportunity attack from the target.

↩ **Breath Weapon** (standard, recharge Ⓜ) ♦ **Poison**  
Close blast 5; +11 vs. Fortitude; 1d10+3 poison damage, and the target is weakened and takes ongoing 5 poison damage (save ends both).

↩ **Bloodied Breath** (free, when first bloodied; encounter) ♦ **Poison**  
The feathered dragon's breath weapon recharges, and the dragon uses it immediately.

↩ **Blinding Presence** (standard; encounter) ♦ **Radiant**  
Close burst 5; targets enemies; +11 vs. Will; the target is blinded until the end of the feathered dragon's next turn. *Aftereffect:* The target takes a -2 penalty to attack rolls (save ends).

**Cloak of Invisibility** (standard; recharge Ⓜ) ♦ **Illusion**  
The feathered dragon becomes invisible until it attacks.

**Alignment** Any      **Languages** Common, Draconic, Telepathy 10

**Skills** Arcana +13, Insight +11, Religion +13, Stealth +14

**Str** 18 (+8)      **Dex** 20 (+9)      **Wis** 14 (+6)

**Con** 16 (+7)      **Int** 18 (+8)      **Cha** 18 (+8)

## FEATHERED DRAGON TACTICS

A feathered dragon begins combat with blinding presence and then spends an action point to immediately follow this attack with its breath weapon. It then enters melee while aloft, using flyby attack along with a tail slap to snatch up a target and constrict it in the air. A grabbed target will be repeatedly bitten and constricted until slain, or face a long drop to the ground if it does manage to escape the grapple.

Elder and ancient feathered dragons use detect thoughts and ethereal step to command the battlefield, using the information gathered from detect thoughts to immediately teleport to a more defensible position. Ancient feathered dragons use serpent gaze each round to keep particularly dangerous foes out of the fight, or to knock flying enemies out of the air.



## Elder Feathered Dragon Level 15 Solo Skirmisher

Large natural magical beast (dragon) XP 6,000

**Initiative** +16      **Senses** Perception +15; darkvision

**Detect Thoughts** aura 10; a feathered dragon has a +2 bonus to all defenses against attacks originating from enemies within the aura. In addition, enemies in the aura cannot use the Stealth skill to hide from the feathered dragon, and it receives a +10 bonus on all Insight checks when opposing Bluff checks made by creatures in the aura.

**HP** 730; **Bloodied** 365; see also *bloodied breath*

**AC** 31; **Fortitude** 26, **Reflex** 29, **Will** 26

**Resist** 25 poison

**Saving Throws** +5

**Speed** 6, fly 12 (hover), overland flight 18; see also *flyby attack*

**Action Points** 2

⬇ **Bite** (standard; at-will) F Poison  
Reach 2; +20 vs. AC; 1d10+6 damage, the target takes ongoing 10 poison damage (save ends).

⬇ **Tail Slap** (standard, at will)  
Reach 2; +20 vs. AC; 2d6+6 damage, and a Large or smaller target is grabbed (until escape).

⬇ **Constrict** (standard; at will)  
Affects a target the feathered dragon has grabbed; +18 vs. Fortitude; 2d6+12 damage, and the target is dazed until the end of the feathered dragon's next turn.

⬇ **Flyby Attack** (standard; at will)  
The feathered dragon flies up to 12 squares and makes a melee basic attack at any point during the move without provoking an opportunity attack from the target.

↔ **Breath Weapon** (standard, recharge Ⓜ) ♦ **Poison**  
Close blast 5; +16 vs. Fortitude; 3d6+4 poison damage, and the target is weakened and takes ongoing 10 poison damage (save ends both).

↔ **Bloodied Breath** (free, when first bloodied; encounter) ♦ **Poison**  
The feathered dragon's breath weapon recharges, and the dragon uses it immediately.

↔ **Blinding Presence** (standard; encounter) ♦ **Radiant**  
Close burst 5; targets enemies; +16 vs. Will; the target is blinded until the end of the feathered dragon's next turn. *Aftereffect:* The target takes a -2 penalty to attack rolls (save ends).

**Cloak of Invisibility** (standard; recharge Ⓜ) ♦ **Illusion**  
The feathered dragon becomes invisible until it attacks.

**Ethereal Step** (move; recharge Ⓜ) ♦ **Teleport**  
The feathered dragon becomes insubstantial and teleports up to 12 squares. It remains insubstantial until the end of its next turn.

**Alignment** Any      **Languages** Common, Draconic, Telepathy 10

**Skills** Arcana +17, Insight +15, Religion +17, Stealth +19

**Str** 20 (+12)      **Dex** 24 (+14)      **Wis** 17 (+10)

**Con** 18 (+11)      **Int** 20 (+12)      **Cha** 20 (+12)

## Ancient Feathered Dragon Level 22 Solo Skirmisher

Huge natural magical beast (dragon) XP 20,750

**Initiative** +22      **Senses** Perception +20; darkvision

**Detect Thoughts** aura 10; a feathered dragon has a +2 bonus to all defenses against attacks originating from enemies within the aura. In addition, enemies in the aura cannot use the Stealth skill to hide from the feathered dragon, and it receives a +10 bonus on all Insight checks when opposing Bluff checks made by creatures in the aura.

**HP** 1020; **Bloodied** 510; see also *bloodied breath*

**AC** 38; **Fortitude** 35, **Reflex** 38, **Will** 33

**Resist** 30 poison

**Saving Throws** +5

**Speed** 8, fly 14 (hover), overland flight 18; see also *flyby attack*

**Action Points** 2

⬇ **Bite** (standard; at-will) ♦ **Poison**  
Reach 3; +27 vs. AC; 2d6+9 damage, the target takes ongoing 15 poison damage (save ends).

⬇ **Tail Slap** (standard, at will)  
Reach 3; +27 vs. AC; 3d6+9 damage, and a Huge or smaller target is grabbed (until escape).

⬇ **Constrict** (standard; at will)  
Affects a target the feathered dragon has grabbed; +25 vs. Fortitude; 3d6+18 damage, and the target is dazed until the end of the feathered dragon's next turn.

⬇ **Flyby Attack** (standard; at will)  
The feathered dragon flies up to 14 squares and makes a melee basic attack at any point during the move without provoking an opportunity attack from the target.

↔ **Serpent's Gaze** (minor 1/round; at-will) ♦ **Charm, Gaze**  
Ranged 10; +25 vs. Will; the target is stunned (save ends).

↔ **Breath Weapon** (standard, recharge Ⓜ) ♦ **Poison**  
Close blast 5; +23 vs. Fortitude; 4d6+5 poison damage, and the target is weakened and takes ongoing 15 poison damage (save ends both).

↔ **Bloodied Breath** (free, when first bloodied; encounter) ♦ **Poison**  
The feathered dragon's breath weapon recharges, and the dragon uses it immediately.

↔ **Blinding Presence** (standard; encounter) ♦ **Radiant**  
Close burst 5; targets enemies; +23 vs. Will; the target is blinded until the end of the feathered dragon's next turn. *Aftereffect:* The target takes a -2 penalty to attack rolls (save ends).

**Cloak of Invisibility** (standard; recharge Ⓜ) ♦ **Illusion**  
The feathered dragon becomes invisible until it attacks.

**Ethereal Step** (move; recharge Ⓜ) ♦ **Teleport**  
The feathered dragon becomes insubstantial and teleports up to 14 squares. It remains insubstantial until the end of its next turn.

**Alignment** Any      **Languages** Common, Draconic, Telepathy 10

**Skills** Arcana +22, Insight +20, Religion +22, Stealth +25

**Str** 24 (+18)      **Dex** 28 (+20)      **Wis** 19 (+15)

**Con** 20 (+16)      **Int** 22 (+17)      **Cha** 22 (+17)

## FEATHERED DRAGON LORE

A character can learn the following with a successful Nature check.

**DC 15:** Feathered dragons primarily inhabit jungles and rain forests, and are often called couatls by the indigenous humans living there.

**DC 20:** Feathered dragons count both good and evil individuals among their members. However, the two types of feathered dragons hold no animosity toward the other, believing that their diametrically opposed moral counterparts present a balance to their own good or evil actions. Good feathered dragons often form alliances with humans and other good-aligned humanoids in the area, acting as both a guardian and councilor for their allies. Evil feathered dragons seek to corrupt and despoil. They use their guile and influence to turn other creatures against one another, or simple physical might to reap destruction and horror.

## ENCOUNTER GROUPS

Evil feathered dragons often associate with nagas and other evil serpentine monsters, while good feathered dragons enjoy the company of good fey, such as eladrin or elves.

### Level 10 Encounter (XP 2,700)

- 1 adult feathered dragon (level 8 solo skirmisher)
- 2 eladrin fey knights (level 7 soldier)
- 1 eladrin twilight incanter (level 8 controller)

### Level 24 Encounter (XP 29,950)

- 1 ancient feathered dragon (level 22 solo skirmisher)
- 1 dark naga (level 21 elite controller)
- 2 shadow snakes (level 16 skirmisher)





# FLAYED HORROR

Flayed horrors are undead created by particularly evil and cruel necromancers to serve as guardians or bodyguards. The process of creating a flayed horror requires a living, humanoid victim, who is slowly and torturously flayed alive. The terrible pain and horror suffered by the victim, as well as no small amount of necromantic energy, is combined to provide the spark of undeath necessary to animate the flayed horror.

## Flayed Horror

Level 7 Soldier

Medium natural humanoid (undead)

XP 300

**Initiative** +8      **Senses** Perception +3; darkvision

**HP** 78; Bloodied 39

**AC** 23; **Fortitude** 20, **Reflex** 18, **Will** 15

**Immune** disease, poison; **Resist** 10 necrotic; **Vulnerable** 5 radiant

**Speed** 6

⬇ **Claw** (standard; at-will)  
+14 vs. AC; 1d8+5 damage.

⬆ **Flensing Strike** (standard; at will) ⬆ **Healing**

The flayed horror makes two claw attacks. If both claws hit the same target, the flayed horror makes a secondary attack against the target. *Secondary Attack*: +12 vs. Fortitude; the target takes ongoing 10 damage (save ends), and the flayed horror gains 10 temporary hit points.

**Alignment** Chaotic evil      **Languages** Common

**Skills** Stealth +11

**Str** 20 (+8)      **Dex** 16 (+6)      **Wis** 10 (+3)

**Con** 14 (+5)      **Int** 9 (+2)      **Cha** 6 (+1)

**Description** *This undead creature appears as a humanoid whose skin has been flayed off, revealing the sinew, organs, and muscles beneath.*

## FLAYED HORROR TACTICS

Whenever possible, a flayed horror attempts to hide and attack with surprise. It focuses its attacks on a single opponent, attempting to rip away as much skin as possible to assuage its horrific pain.

## FLAYED HORROR LORE

A character knows the following information about flayed horrors with a successful Religion check.

**DC 15:** Flayed horrors are created through a horrific necromantic ritual called *the flensing*. The unfortunate individuals forced to endure this ritual are slowly flayed alive, and just before death, their bodies are infused with necromantic energy. This process creates a skinless, undead abomination, wracked with constant pain, and eager to replace its lost skin with that of humanoid victims.

**DC 20:** Flayed horrors can rip away the skin of a victim with their long bony claws. This creates a massive wound that causes intense pain and weakness.

## ENCOUNTER GROUPS

Flayed horrors are often encountered with other corporeal undead, such as ghouls, wights, and zombies.

### Level 8 Encounter (XP 1,800)

- 2 flayed horrors (level 7 soldier)
- 3 ghouls (level 5 soldier)
- 3 wights (level 5 skirmisher)



# FLOATING POLYP

A floating polyp is an intelligent, floating aberration that preys on unsuspecting travelers, animals, and nearly any other creature it encounters. A polyp appears as a large, round, fleshy balloon with six or more long tentacles dangling beneath it. These tentacles surround a small, toothy mouth that is ineffective for combat.

<b>Floating Polyp</b>		Level 9 Lurker
Medium aberrant magical beast		XP 400
<b>Initiative</b> +13	<b>Senses</b> Perception +11; darkvision	
<b>HP</b> 75; <b>Bloodied</b> 37		
<b>AC</b> 23; <b>Fortitude</b> 20, <b>Reflex</b> 21, <b>Will</b> 18		
<b>Speed</b> fly 6 (hover)		
⊕ <b>Tentacles</b> (standard; at-will) Reach 2; +14 vs. AC; 2d6+4 damage, and the target is grabbed (until escape).		
† <b>Strangling Constriction</b> (standard; at-will) Grabbed target only; +12 vs. Fortitude; 2d6+8 damage, and the target is dazed (save ends). <i>First Failed Save:</i> The target is stunned (save ends).		
<b>Combat Advantage</b> If a floating polyp has combat advantage against a target and scores a hit with its tentacles, the target suffers a -2 penalty on all attempts to escape the subsequent grab.		
<b>Translucent</b> A floating polyp is invisible until seen (Perception DC 25) or until it attacks.		
<b>Alignment</b> Evil	<b>Languages</b> Common	
<b>Skills</b> Stealth +14		
<b>Str</b> 18 (+8)	<b>Dex</b> 20 (+9)	<b>Wis</b> 14 (+6)
<b>Con</b> 15 (+6)	<b>Int</b> 10 (+4)	<b>Cha</b> 10 (+4)
<b>Description</b> <i>This creature resembles a round, translucent sack of rubbery flesh, with six ropy tentacles hanging down from its central mass. Each of these writhing appendages is tipped with a cruel barb of sharpened bone.</i>		

## FLOATING POLYP TACTICS

A flying polyp is a stealthy killer that seeks to take its prey unaware. Thanks to its translucent flesh, it is nearly invisible, and can get within striking range of a target completely undetected. Once a target is in range of the polyp's tentacles, it strikes, usually grasping humanoid targets around the neck. Then the polyp lifts its prize into the air, strangling its victim as it climbs higher and higher. Victims that manage to break free from the polyp's grasp, usually face a very long drop.

## Elder Polyp

Level 19 Elite Lurker

Large aberrant magical beast

XP 4,800

**Initiative** +20

**Senses** Perception +17; darkvision

**HP** 276; **Bloodied** 138

**AC** 35; **Fortitude** 32, **Reflex** 34, **Will** 27

**Saving Throws** +2

**Speed** fly 8 (hover)

**Action Points** 1

⊕ **Tentacles** (standard; at-will)  
Reach 3; +24 vs. AC; 3d6+6 damage, and the target is grabbed (until escape).

† **Strangling Constriction** (standard; at-will)  
Grabbed target only; +22 vs. Fortitude; 3d6+12 damage, and the target is dazed (save ends). *First Failed Save:* The target is stunned (save ends).

↩ **Tentacle Burst** (standard; recharge ☼☼☼)  
Close burst 3; +22 vs. AC; 3d6+6 damage, and the target is grabbed (until escape). An elder polyp can grab up to two Medium or smaller creatures at once.

### Combat Advantage

If an elder polyp has combat advantage against a target and scores a hit with its tentacles, the target suffers a -4 penalty on all attempts to escape the subsequent grab.

### Threatening Reach

An elder polyp can make opportunity attacks against all enemies within its reach (3 squares)

### Translucent

An elder polyp is invisible until seen (Perception DC 25) or until it attacks.

**Alignment** Evil

**Languages** Common

**Skills** Stealth +21

**Str** 22 (+15)

**Dex** 25 (+16)

**Wis** 17 (+12)

**Con** 18 (+13)

**Int** 15 (+11)

**Cha** 12 (+10)

**Description** *This huge, floating horror is a round, translucent sack, like the quivering body of an immense jellyfish. A nest of long, tentacles hang beneath the monstrosity, each tipped with a hooked barb.*

## ELDER POLYP TACTICS

An elder polyp uses tactics similar to its smaller kin. It begins combat with *tentacle burst*, attempting to grab up to two Medium size targets. Once it has prey firmly in its grasp, it carries them aloft and strangles them. Elder polyps are also quite fond of simply pulling a target into the air, and then dropping the unfortunate from a great height.



## FLOATING POLYP LORE

A character knows the following with a successful Dungeoneering check.

**DC 15:** Floating polyps are horrid, jellyfish-like creatures from the Far Realm. Long ago they migrated to the Prime Material Plane and now flourish here. They are both intelligent and malevolent, and enjoy tormenting and devouring sentient creatures. Polyps grow larger and more powerful as they age, and can reach massive sizes.

**DC 20:** A floating polyp uses a series of gas chambers in its body to control its altitude and direction. While slow compared to wings, this method of locomotion is extraordinarily quiet. Polyps are composed of nearly transparent, rubbery flesh that makes them nearly invisible, especially against a backdrop of clear, blue sky.

## ENCOUNTER GROUPS

Floating polyps often associate with other evil, flying creatures, especially those in the soldier or brute role. Those that dwell underground enjoy the company of other aberrant monstrosities, especially grells and carrion crawlers.

### Level 9 Encounter (XP 2,000)

- 2 floating polyps (level 9 lurker)
- 3 bloodfire harpies (level 9 soldier)

### Level 19 Encounter (XP 11,200)

- 1 elder polyp (level 19 elite lurker)
- 2 enormous carrion crawlers (level 17 elite controller)

# FROG, MONSTROUS

Monstrous frogs are found in wet climates, such as swamps and jungles. They are voracious predators and will attack nearly anything their own size and smaller. Some monstrous frogs are large enough to swallow an adventurer whole, while the smaller ones can secrete a deadly poison.

## MONSTROUS FROG LORE

A character knows the following with a successful Nature check.

**DC 15:** Monstrous frogs are found in warm jungles and swamps, where they prey on large fish, giant insects, and even the occasional lizardfolk. Giant and dire frogs are very aggressive, and both can grab prey in their powerful jaws, and even swallow prey whole.

**DC 20:** Venomtoads are tiny, brightly colored frogs that gather in large swarms. Their skin secretes an incredibly powerful toxin that can kill even large animals in a matter of seconds. Certain tribes of lizardfolk are known to use the venomtoad poison on their darts, arrows, and spears.

### Giant Frog

Level 3 Brute

Medium natural beast

XP 150

**Initiative** +3      **Senses** Perception +6

**HP** 56; **Bloodied** 28

**AC** 15; **Fortitude** 17, **Reflex** 15, **Will** 13

**Speed** 4, swim 4; see also *leap*

⬇ **Bite** (standard; at-will)  
+6 vs. AC; 1d10+4 damage, or 1d10+8 against a grabbed target.

↗ **Tongue Lash** (minor; at will)  
Ranged 3; +5 vs. Reflex; the target is grabbed (until escape) and pulled adjacent to the giant frog.

**Leap** (move; at-will)  
The giant frog shifts 4 squares.

**Alignment** Unaligned      **Languages** —

**Skills** Athletics +10 (+15 jumping), Stealth +8

**Str** 18 (+5)      **Dex** 15 (+3)      **Wis** 11 (+1)

**Con** 16 (+4)      **Int** 2 (-3)      **Cha** 8 (+0)

**Description** *This enormous frog is dull green, with slick, slimy skin, and a wide mouth the looks easily capable of swallowing a halfling in a single gulp.*

## GIANT FROG TACTICS

A giant frog is slow moving, so it waits for prey to wander within range of its long, sticky tongue, and then ambushes the target from hiding. Once a target is grasped by the giant frog's tongue, it pulls the victim close and delivers a powerful bite.

### Dire Frog

Level 7 Brute

Large natural beast

XP 300

**Initiative** +6      **Senses** Perception +9

**HP** 98; **Bloodied** 49

**AC** 19; **Fortitude** 20, **Reflex** 18, **Will** 15

**Speed** 6, swim 6; see also *leap*

⬇ **Bite** (standard; at-will)  
+10 vs. AC; 2d6+5 damage, and the target is grabbed (save ends).

⬇ **Swallow Whole** (standard; at will) ⬆ **Acid**  
The dire frog attempts to swallow a stunned Medium or smaller creature it is grabbing; +8 vs. Fortitude; on a hit, the target is swallowed and restrained (no save) and takes 5 damage plus 5 acid damage on subsequent rounds at the start of the dire frog's turn. The swallowed creature can make melee basic attacks with one-handed or natural weapons. If the dire frog dies, any creature trapped inside it can escape as a move action, ending that action in the square formerly occupied by the dire frog. If the dire frog fails to swallow a target, the target is still grabbed, and the dire frog can attempt to swallow it on its next turn. However, if the target is no longer stunned, it cannot be swallowed, although it is still grabbed.

⚡ **Stunning Croak** (standard; recharge 6) ⬆ **Thunder**  
Close burst 3; +6 vs. Fortitude; 2d6+4 thunder damage, and the target is stunned (save ends).

**Leap** (move; at-will)  
The giant frog shifts 6 squares.

**Alignment** Unaligned      **Languages** —

**Skills** Athletics +13 (+18 jumping)

**Str** 21 (+8)      **Dex** 17 (+6)      **Wis** 13 (+4)

**Con** 18 (+7)      **Int** 2 (-1)      **Cha** 8 (+2)

**Description** *This huge frog is bright red and looks large enough to swallow a full-grown man.*

## DIRE FROG TACTICS

A dire frog begins combat with *stunning croak*, and then moves in to bite and swallow a stunned foe. It uses *leap* to maneuver around the battlefield or to escape a combat that has turned against it.



**Venomtoad Swarm**

Level 11 Soldier

Medium natural beast (swarm)

XP 600

**Initiative** +11

**Senses** Perception +8

**Swarm Attack** aura 1; a venomtoad swarm makes a basic attack as a free action against each enemy that begins its turn in the aura

HP 118; **Bloodied** 59

**AC** 27; **Fortitude** 23, **Reflex** 21, **Will** 19

**Resist** 10 poison, half damage from melee and ranged attacks;

**Vulnerable** 10 against close and area attacks

**Speed** 6

⬇ **Venomous Swarm** (standard; at-will) ⬆ **Poison**

+18 vs. AC; 2d6+4 damage, and the target takes ongoing 5 poison damage (save ends). *First Failed Save:* The target takes ongoing 10 poison damage (save ends, but with a -1 penalty on the roll). *Second Failed Save:* The target takes ongoing 15 poison damage (save ends, but with a -2 penalty on the roll).

**Alignment** Unaligned

**Languages** —

**Str** 13 (+6)

**Dex** 19 (+9)

**Wis** 16 (+8)

**Con** 22 (+11)

**Int** 2 (+1)

**Cha** 8 (++)

**Description** *This ground roils with a thick carpet of hundreds of tiny, bright green and yellow frogs.*

**ENCOUNTER GROUPS**

Monstrous frogs gather in small groups, and are occasionally tamed by swamp and jungle dwelling humanoids and monsters.

**Level 5 Encounter (XP 1,050)**

- 1 greenscale march mystic (level 6 controller)
- 2 greenscale hunters (level 4 skirmisher)
- 3 giant frogs (level 3 brute)

**Level 7 Encounter (XP 1,500)**

- 1 bog hag (level 7 controller)
- 2 dire frogs (level 7 brute)
- 1 venomtoad swarm (level 11 soldier)

**VENOMTOAD SWARM TACTICS**

A venomtoad swarm engulfs prey, allowing the hundreds of tiny toads that make up its mass to press their poison-coated skin up against the target. Venomtoad poison is swift and virulent, and most targets succumb within a few rounds of first contact.



# FUNGAL CONSTRUCT

Fungal constructs are golem-like automatons crafted by Underdark races to guard precious food stores of edible fungus. They often act as both guardian and custodian for huge fields of growing mushrooms, lichen, and other edible, subterranean plants. Fungal constructs grow as they age, and truly enormous specimens can be found in dense fungal forests or guarding the food stores of particularly large and established Underdark cities.

<b>Fungal Construct</b>	Level 8 Brute
Large natural animate (construct, plant)	XP 350
<b>Initiative</b> +4	<b>Senses</b> Perception +6; darkvision
<b>HP</b> 110; <b>Bloodied</b> 55	
<b>AC</b> 20; <b>Fortitude</b> 21, <b>Reflex</b> 15, <b>Will</b> 17	
<b>Immune</b> disease, poison, sleep; <b>Resist</b> 5 attacks that target AC;	<b>Vulnerable</b> 10 radiant
<b>Speed</b> 6 (earth walk, forest walk); can't shift	
⊕ <b>Spore Slam</b> (standard; at-will) ♦ <b>Poison</b> Reach 2; +11 vs. AC; 2d6+5 damage, and the target and all adjacent enemies take 1d6 poison damage.	
↖ <b>Spore Burst</b> (immediate reaction, when struck by a melee attack; at-will) ♦ <b>Poison</b> Close blast 1; +7 vs. Fortitude; 1d6+5 poison damage.	
↖ <b>Death Burst</b> (when reduced to 0 hit points) ♦ <b>Poison</b> Close burst 3; +7 vs. Fortitude; 3d8+5 poison damage.	
<b>Alignment</b> Unaligned	<b>Languages</b> —
<b>Str</b> 21 (+9)	<b>Dex</b> 10 (+4)
<b>Con</b> 20 (+9)	<b>Int</b> 6 (+2)
	<b>Wis</b> 14 (+6)
	<b>Cha</b> 5 (+1)
<b>Description</b> <i>This humanoid-shaped creature appears to be composed of dark organic soil. Its surface is covered with patches of profusely growing fungus, and its body reeks of fermenting, rotting organic material. Its head contains sunken depressions where eyes would be located, and a fungus enshrouded maw.</i>	

## FUNGAL CONSTRUCT TACTICS

A fungal construct is a direct and unsubtle combatant. It simply wades into melee, flailing with its powerful limbs, and releasing clouds of choking spores with each heavy impact. It attacks indiscriminately, targeting the closest opponent. However, a fungal construct will focus its attacks on any enemy inflicting radiant damage upon it, seeking to destroy such an enemy above all others.

**Greater Fungal Construct** Level 14 Elite Brute  
Huge natural animate (construct, plant) XP 2,000

<b>Initiative</b> +8	<b>Senses</b> Perception +10; darkvision
<b>Spore Cloud (Poison)</b> aura 3; enemies that enter or start their turn in the aura take 5 poison damage and contract fungal infestation (new disease; see below).	
<b>HP</b> 344; <b>Bloodied</b> 172	
<b>AC</b> 28; <b>Fortitude</b> 30, <b>Reflex</b> 23, <b>Will</b> 25	
<b>Immune</b> disease, poison, sleep; <b>Resist</b> 10 attacks that target AC;	<b>Vulnerable</b> 10 radiant
<b>Speed</b> 8 (earth walk, forest walk); can't shift	
⊕ <b>Spore Slam</b> (standard; at-will) ♦ <b>Poison</b> Reach 3; +17 vs. AC; 2d10+7 damage, and the target and all adjacent enemies take 1d10 poison damage.	
⊕ <b>Double Attack</b> (standard; at-will) ♦ <b>Poison</b> The greater fungal construct makes two spore slam attacks.	
↖ <b>Spore Burst</b> (immediate reaction, when struck by a melee attack; at-will) ♦ <b>Poison</b> Close blast 2; +13 vs. Fortitude; 2d6+6 poison damage.	
↖ <b>Death Burst</b> (when reduced to 0 hit points) ♦ <b>Disease, Poison</b> Close burst 5; +13 vs. Fortitude; 3d8+6 poison damage, and the target contracts fungal infestation.	
<b>Alignment</b> Unaligned	<b>Languages</b> —
<b>Str</b> 24 (+14)	<b>Dex</b> 12 (+8)
<b>Con</b> 22 (+13)	<b>Int</b> 10 (+7)
	<b>Wis</b> 17 (+10)
	<b>Cha</b> 9 (+6)
<b>Description</b> <i>This ambulatory pile of earth and rotting organic matter is covered in sticky slime and small purple mushrooms. It has a generally man-like shape, but is crudely formed, with only subtle suggestions of a head and limbs. A thick cloud of choking dust or spores surrounds the shambling hulk.</i>	

## GREATER FUNGAL CONSTRUCT TACTICS

A greater fungal construct uses its reach to keep opponents at bay, and can inflict terrible damage with its spore-laden slams. It attempts to keep opponents within the radius of its *spore cloud*, and relies upon its reach and resistance to most attacks to keep it from harm. Like smaller fungal constructs, a greater fungal construct focuses its attacks upon any opponent inflicting radiant damage upon it.



## NEW DISEASE

### Fungal Infestation

Level 14 Disease

*This disease infects the target with a virulent strain of fungal growth. The fungus slowly poisons the target, and creates a severe, and potentially deadly allergy to sunlight within its host*

**Attack:** +17 vs. Fortitude

**Endurance** improve DC 29, maintain DC 27, worsen DC 26 or lower

Target is cured



The initial effects penalties are -1, and the target suffers no ill effects in direct sunlight.



**Initial Effect:** The target suffers a -2 penalty to all attack rolls and any skill or ability check involving Constitution. When in direct sunlight, the target is weakened.



The target suffers a -3 penalty to all attack rolls and any skill or ability check involving Constitution. When in direct sunlight the target is weakened. If the target enters or begins its turn in direct sunlight, it takes 5 damage.



**Final State:** The target suffers a -4 penalty to all attack rolls and any skill or ability check involving Constitution. When in direct sunlight the target is slowed and weakened. If the target enters or begins its turn in direct sunlight, it takes 10 damage.

## FUNGAL CONSTRUCT LORE

A character knows the following with a successful Dungeoneering or Nature check.

**DC 15:** Fungal constructs are golem-like creatures fashioned from earth, rotting organic matter, and a type of rare magical fungus harvested deep within the Underdark. A powerful ritual is required to give the construct life and imbue it with a limited intellect.

Many Underdark races create fungal constructs to guard fields of edible fungus, and task these guardians to attack and slay any intruders. Those slain by a fungal construct are ground to mulch and used to fertilize the fungus fields the creature guards.

Fungal constructs occasionally go rogue, especially the older and larger specimens, which may develop increased intellect and self-will over time. Rogue fungal constructs often seek out wild fungal forests, acting as a guardian for these subterranean oases.

**DC 20:** Fungal constructs are animated by a semi-sentient strain of fungus that spreads and covers the creature's body in a sticky slime. This fungus releases clouds of spores when the fungal construct strikes a target in combat, or is struck in melee. In addition, older fungal constructs can actually infect their targets with these spores, causing severe pain and a deadly allergy to sunlight.



## ENCOUNTER GROUPS

Fungal constructs are sometimes encountered in groups of three or more, especially if they have been tasked with tending an especially large fungal garden. They may also be encountered with members of the race that created them. Rogue fungal constructs often ally with other plant monsters.

### Level 9 Encounter (XP 2,000)

- 1 fungal construct (level 8 brute)
- 3 troglodyte maulers (level 6 soldier)
- 3 troglodyte impalers (level 7 artillery)

### Level 14 Encounter (XP 4,600)

- 1 greater fungal construct (level 14 elite brute)
- 1 warhorn battlebriar (level 14 controller)
- 4 shambling mounds (level 9 brute)

# FUNGAL MOUND

Fungal mounds are sentient colonies of fungus and mold. They are ambulatory and actively hunt other creatures for food. There are four types of fungal mounds: the common fungal mound, the brown fungal mound, the slimy fungal mound, and the yellow fungal mound. The last three varieties of are the result of common fungal mounds absorbing strains of deadly fungus and mold into their mass, creating an incredibly dangerous hybrid.

## ENCOUNTER GROUPS

Common fungal mounds are often encountered in small groups or with other plant monsters. The subterranean varieties of fungal mound often congregate in the same area, although no true collaboration exists among the near mindless plant monsters, some incidental cooperation can occur.

### Level 2 Encounter (XP 600)

- 1 vine horror (level 5 controller)
- 4 common fungal mounds (level 1 skirmisher)

### Level 5 Encounter (XP 975)

- 2 brown fungal mounds (level 2 soldier)
- 3 slimy fungal mounds (level 4 lurker)
- 1 yellow fungal mound (level 5 controller)



## FUNGAL MOUND LORE

A character knows the following with a successful Nature or Dungeoneering check.

**DC 15:** Fungal mounds are semi-sentient colonies of deadly fungus and mold. The common fungal mound is found in swamps and marshes, and dispatches living prey with a virulent fungal poison.

**DC 15:** When a fungal mound absorbs a large patch of deadly brown mold into its mass, it takes on some of the properties of the deadly dungeon hazard. This additional mold causes the fungal mound to grow both in size and Strength. Brown fungal mounds radiate extreme cold and feed on the warmth of their prey.

**DC 15:** The slimy fungal mound is found only in subterranean environments and is the result of a common fungal mound absorbing a large patch of green slime. The hardy nature of the green slime increases the fungal mound's size, Strength, and Constitution and imparts the dreaded flesh devouring ability of the dungeon hazard.

**DC 15:** The dreaded yellow fungal mound, like the slimy fungal mound, is found only in subterranean environments. It is the result of a common fungal mound absorbing a yellow mold into its mass. The yellow mold increases the fungal mound's size, Strength, and Constitution, and imparts the ability to release deadly spores into the air.

### Common Fungal Mound

Level 1 Skirmisher

Medium natural animate (plant)

XP 100

**Initiative** +4

**Senses** Perception +0; low-light vision

**HP** 31; **Bloodied** 15

**AC** 15; **Fortitude** 14, **Reflex** 14, **Will** 11

**Resist** 10 poison

**Speed** 6 (swamp walk)

⊕ **Tentacle** (standard; at-will) ♦ **Poison**

+6 vs. AC; 1d6+2 damage, and the common fungal mound makes a secondary attack against the same target. *Secondary Attack:* +4 vs. Fortitude; ongoing 5 poison damage and the target is slowed (save ends both).

**Alignment** Unaligned

**Languages** —

**Skills** Stealth +7

**Str** 10 (+0)

**Dex** 15 (+2)

**Wis** 10 (+0)

**Con** 15 (+2)

**Int** 1 (-5)

**Cha** 5 (-3)

**Description** *This creature is a squirming, sentient mass of fetid plant matter, composed of mushrooms, molds, and other fungi. It constantly exudes a foul-smelling and sticky slime. Tentacles dripping this foul mucous lash about like twitching roots.*

## COMMON FUNGAL MOUND TACTICS

A fungal mound waits for prey to come to it, hiding amid the rotting vegetation of marshes and swamps. It attacks with lashing, vine-like tentacles that carry a virulent fungal poison.





## Brown Fungal Mound

Level 2 Soldier

Medium natural animate (plant)

XP 125

**Initiative** +6      **Senses** Perception +1; low-light vision  
**Heat Drain (Cold)** aura 1; living creatures within the aura are weakened.  
**HP** 39; **Bloodied** 19  
**AC** 18; **Fortitude** 14, **Reflex** 15, **Will** 12  
**Resist** 10 cold  
**Speed** 6, climb 4 (spider climb)  
⬇ **Tentacle** (standard; at-will) ⬆ **Cold**  
+9 vs. AC; 1d6+2 damage plus 1d6 cold damage.  
**Alignment** Unaligned      **Languages** —  
**Skills** Stealth +9  
**Str** 14 (+3)      **Dex** 16 (+4)      **Wis** 10 (+1)  
**Con** 15 (+3)      **Int** 1 (-4)      **Cha** 5 (-2)

**Description** *A brown lump of fungal material clings to the cavern wall. As you approach, a dread chill fills the air, and the fungal mass quivers with ambulatory life and extends a questing tendril in your direction.*

## BROWN FUNGAL MOUND TACTICS

A brown fungal mound lurks in caverns and dungeons, often clinging to walls and ceilings. It attacks by drawing the heat from living creatures, either passively through its *heat drain* aura, or directly with blows from its tentacles.

## Slimy Fungal Mound

Level 4 Lurker

Medium natural animate (plant)

XP 175

**Initiative** +10      **Senses** Perception +3; low-light vision  
**HP** 48; **Bloodied** 24  
**AC** 18; **Fortitude** 17, **Reflex** 17, **Will** 13  
**Resist** 10 acid  
**Speed** 6, climb 4 (spider climb)  
⬇ **Tentacle** (standard; at-will) ⬆ **Acid**  
+9 vs. AC; 1d8+1 acid damage, and the target is grabbed (until escape).  
⬇ **Dissolving Grasp** (standard; at-will) ⬆ **Acid**  
Grabbed target only; the target takes ongoing 10 acid damage until it escapes the grab.  
**Alignment** Unaligned      **Languages** —  
**Skills** Stealth +11  
**Str** 12 (+3)      **Dex** 18 (+6)      **Wis** 12 (+3)  
**Con** 18 (+6)      **Int** 3 (-2)      **Cha** 7 (+0)

**Description** *The ceiling here glistens with lichen and slimy fungal growths. As you move further into the cavern, a commotion near the rear of your party causes you to turn in time to see one of your companions being hauled toward the ceiling in the grip of a slimy tentacle.*

## SLIMY FUNGAL MOUND TACTICS

A slimy fungal mound is a stealthy predator, and is intelligent enough to employ simple ambush strategies. It attacks with a whipping tendril coated in flesh-eating enzymes, and attempts to grab and cling to prey. Organic material simply dissolves in the grasp of a slimy fungal mound, and living creatures suffer horrible wounds as a result.

## Yellow Fungal Mound

Level 5 Controller

Large natural animate (plant)

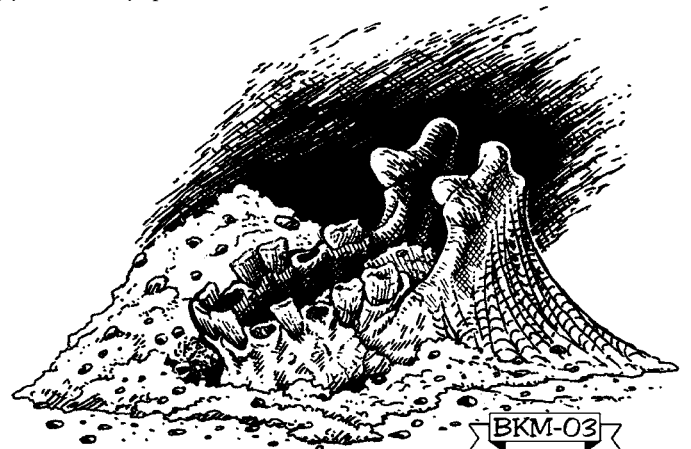
XP 200

**Initiative** +3      **Senses** Perception +3; low-light vision  
**HP** 68; **Bloodied** 34  
**AC** 19; **Fortitude** 19, **Reflex** 14, **Will** 15  
**Resist** 10 poison; **Vulnerable** 10 radiant  
**Speed** 4  
⬇ **Tentacle** (standard; at-will) ⬆ **Poison**  
Reach 2; +10 vs. AC; 1d8 damage plus 1d8 poison damage, and the target and all creatures adjacent to the target are blinded until the beginning of the yellow fungal mound's next turn.  
⬅ **Spore Burst** (when reduced to 0 hit points) ⬆ **Poison**  
Close burst 3; +7 vs. Fortitude; 3d8+5 poison damage, and the target is blinded and takes ongoing 5 poison damage (save ends both).  
**Alignment** Unaligned      **Languages** —  
**Skills** Stealth +8  
**Str** 10 (+2)      **Dex** 12 (+3)      **Wis** 13 (+3)  
**Con** 20 (+7)      **Int** 1 (-3)      **Cha** 5 (-1)

**Description** *The air here is thick with dusty particles. The ground is littered with the bones of animals and humanoids, all covered with thick yellow mold. Suddenly, a large patch of the yellow growth shudders to life and moves in your direction.*

## YELLOW FUNGAL MOUND TACTICS

The slow-moving yellow fungal mold is not an active hunter, and typically waits for prey to come to it. When prey wanders close enough it strikes out with its tentacles, blinding and poisoning targets with the spores that are released on impact. When slain, a yellow fungal mound erupts in a geyser of deadly spores.



# HEATHEN IDOL

Forged by the power of forgotten magic, heathen idols are the servile automaton of supreme beings of great evil. In addition to powerful spells, a sacrifice of blood is necessary to bring a heathen idol into existence. Once created, these constructs serve the whims of their creators, and are typically used as guardians in evil temples.

A more powerful type of heathen idol, called a blasphemy idol, is sometimes found in the temples of the most potent evil gods.

## HEATHEN IDOL LORE

A character knows the following with a successful Arcana or Religion check.

**DC 20:** Created by powerful servants of evil gods, heathen idols are commonly used to protect unholy sites, such as temples and tombs. Unlike many constructs, heathen idols and the more powerful blasphemy idols are intelligent and can act on their own. However, they will follow the commands of their creator when he or she is present.

**DC 25:** A thick mist that can cloud the mind and cause creatures within it to take erratic actions surrounds heathen and blasphemy idols. In addition, both types of idols are well warded against the powers and attacks of good-aligned creatures.

## ENCOUNTER GROUPS

Both heathen and blasphemy idols can be found fighting alongside the servants of the evil god whose temple they were created to protect. This often includes the creature that created the idol in the first place.

### Level 17 Encounter (XP 7,600)

- 1 mummy lord (level 13 elite controller)
- 2 heathen idols (level 16 soldier)
- 1 giant mummy (level 21 brute)

### Level 23 Encounter (XP 28,700)

- 1 lich (eladrin wizard) (level 24 elite controller)
- 2 blasphemy idols (level 22 elite soldier)

### Heathen Idol

Level 16 Soldier

Large natural animate (construct)

XP 1,400

**Initiative** +14

**Senses** Perception +8; darkvision

**Confusion Mist (Charm)** aura 3; any creature that begins its turn within the aura must make a saving throw or be unable to take any actions for the round.

**HP** 156; **Bloodied** 78

**AC** 32; **Fortitude** 30, **Reflex** 26, **Will** 24

**Immune** disease, poison, sleep; **Resist** 20 lightning;  
**Vulnerable** 10 radiant

**Speed** 7, fly 7

⚡ **Lightning Claws** (standard; at-will) ⚡ **Lightning**  
Reach 2; +23 vs. AC; 2d8+7 damage plus 1d8 lightning damage.

⚡ **Devastating Charge** (standard; at will) ⚡ **Lightning**

When a heathen idol charges, it can make two lightning claw attacks against the same target. If both attacks hit, the target suffers ongoing 10 lightning damage (save ends).

#### Unholy Resistance

A heathen idol receives a +2 bonus to all defenses against the attacks and powers of good and lawful good enemies.

**Alignment** Evil

**Languages** Common

**Str** 24 (+15)

**Dex** 18 (+12)

**Wis** 10 (+8)

**Con** 20 (+13)

**Int** 7 (+6)

**Cha** 11 (+8)

**Description** *This evil-looking construct resembles a large, armored angel with giant steel wings and long, metallic claws. A haze of swirling blue mist surrounds the automaton, creating terrifying specter-like shadows that dance upon the ceiling and floor.*

## HEATHEN IDOL TACTICS

A heathen idol attacks with its powerful, lightning-charged claws, rending and shocking opponents. It typically begins combat by charging the nearest foe, making use of its *devastating charge* ability to inflict maximum damage. It singles out good-aligned opponents over all others, and attacks them relentlessly, gaining increased defenses against such targets from its *unholy resistance* ability.



**Blasphemy Idol** Level 22 Elite Soldier  
Large natural animate (construct) XP 8,300

**Initiative** +18 Senses Perception +17; darkvision  
**Insanity Mist (Charm)** aura 3; any creature that begins its turn within the aura must make a saving throw or take one of the following actions, determined by the roll of 1d4: 1 – take no actions, and the blasphemy idol can slide the target up to 4 squares as a free action; 2 – attack nearest ally with a melee basic attack; 3 – flee at a double movement rate away from the blasphemy idol; 4 – act as normal.  
**HP** 414; **Bloodied** 207  
**AC** 40; **Fortitude** 38, **Reflex** 34, **Will** 30  
**Immune** disease, poison, sleep; **Resist** 20 lightning; **Vulnerable** 10 radiant  
**Saving Throws** +2  
**Speed** 10; fly 10 (hover)  
**Action Points** 1  
 ⚡ **Lightning Burst Claw** (standard; at-will) ⚡ **Lightning**  
 Reach 2; +23 vs. AC; 2d8+9 damage plus 1d10 lightning damage. On a critical hit, all enemies adjacent to the target take 5 lightning damage.

⚡ **Overwhelming Charge** (standard; at will) ⚡ **Lightning**  
 When a blasphemy idol charges, it can make two *lightning burst claw* attacks against the same target. If both attacks hit, the target suffers ongoing 10 lightning damage (save ends), and all enemies within 5 squares suffer 5 lightning damage.

**Improved Unholy Resistance**  
 A heathen idol receives a +4 bonus to all defenses against the attacks and powers of good and lawful good enemies. It suffers half damage from attacks and powers of good and lawful good creatures that feature the divine keyword.

<b>Alignment</b> Evil	<b>Languages</b> Common	
<b>Str</b> 28 (+20)	<b>Dex</b> 20 (+16)	<b>Wis</b> 13 (+12)
<b>Con</b> 23 (+17)	<b>Int</b> 12 (+12)	<b>Cha</b> 15 (+13)

**Description** *This massive automaton is constructed to resemble a giant winged angel with a definitely fiendish cast. A green mist hangs about its metallic body, and its massive, taloned hands writhe and twitch with tiny bolts of purple lightning.*



## BLASPHEMY IDOL TACTICS

A blasphemy idol begins combat by charging the nearest good-aligned foe to bring its *overwhelming charge* ability immediately into the combat. It typically follows up its charge by spending an action point to make another *lightning burst claw* attack against the same target. A blasphemy idol relies upon its *insanity mist* and *improved unholy resistance* to protect it from harm, and attacks relentlessly until destroyed.

# HELLTHORN

Hellthorns are immense plants grown from seeds woven from the souls of the tortured damned. Native to the Abyss, but occasionally found in isolated areas on the Prime Material Plane, they are a valuable commodity, once cultivated by the more urbane demon princes and kings, who often sculpt hellthorn groves into city-sized gardens filled with all manner of torment and sin.

Hellthorns are also highly valued for their ferocity, and for their absolute loyalty to their tenders. Though possessed of only minimal intelligence, they are very cunning, and make exceptional guards – many demon princes plant hellthorns on the borders of their manses, in order to safeguard against the armies and assassins of their rivals.

## HELLTHORN LORE

A character knows the following with a successful nature or Arcana check.

**DC 20:** A hellthorn is an immense plant vaguely reminiscent of a rose, complete with crimson blooms (albeit ones equipped with row upon row of thorny teeth), and long vines studded with razor-sharp, nigh-unbreakable thorns. The hellthorn's intelligence is housed in a central vine topped with an enormous bloom capable of swallowing man-sized prey whole. A hellthorn constantly oozes a heavy, sickly-sweet sap that is highly caustic.

**DC 25:** When first grown, a hellthorn is no larger than a rose bush, but as it is fed a steady diet of flesh and souls, it begins to grow. There is no upper limit to how large a hellthorn can become, though most never reach more than Huge size. There are millennia-old hellthorns in the Abyss, however, that are tall as mountains, with roots extending across a distance equal to dozens of square miles.

## ENCOUNTER GROUPS

Hellthorns require an immense amount of animal protein to survive, and therefore rarely take root near one another. Occasionally, other plant monsters dwell in and around the area where a hellthorn has taken root. Intelligent plant monsters may even bring the hellthorn victims and encourage its growth.

### Level 14 Encounter (XP 5,200)

- 1 hellthorn (level 16 elite controller)
- 6 shambling mounds (level 9 brute)

### Level 25 Encounter (XP 35,100)

- 1 ancient hellthorn (level 23 solo controller)
- 2 blackroot treants (level 19 soldier)



## Hellthorn

Level 16 Elite Controller

Huge natural animate (plant)

XP 2,800

**Initiative** +8

**Senses** Perception +8; tremorsense 10

**Bramble** aura 5; the area within the aura is considered difficult terrain.

**HP** 316; **Bloodied** 158

**Regeneration** 10 (if the hellthorn takes fire damage, regeneration does not function until the end of its next turn)

**AC** 32; **Fortitude** 32, **Reflex** 22, **Will** 26

**Immune** charm, fear, sleep; **Resist** 15 acid; **Vulnerable** 10 fire

**Saving Throws** +2

**Speed** 1

**Action Points** 1

⬇ **Lashing Vine** (standard; at-will)

Reach 4; +21 vs. AC; 1d10+7 damage, and the target is grabbed (until escape). The hellthorn can attack and grab with up to 3 lashing vines at a time.

⬇ **Constrict** (standard; at-will)

Affects a target the hellthorn has grabbed; +20 vs. Fortitude; 2d6+14 damage, and the target is dazed until the end of the hellthorn's next turn.

⬇ **Swallow Whole** (standard; at-will) ⬆ **Acid**

The hellthorn attempts to swallow a dazed Medium or smaller creature it is grabbing; +20 vs. Fortitude; on a hit, the target is swallowed and restrained (no save) and takes 10 damage plus 10 acid damage on subsequent rounds at the start of the hellthorn's turn. The swallowed creature can make melee basic attacks with one-handed or natural weapons. If the hellthorn dies, any creature trapped inside it can escape as a move action, ending that action in a square formerly occupied by the hellthorn. If the hellthorn fails to swallow a target, the target is still grabbed, and the hellthorn can attempt to swallow it on its next turn. However, if the target is no longer dazed, it cannot be swallowed, although it is still grabbed.

⬅ **Acidic Sap** (immediate reaction, when struck by a melee attack; at-will) ⬆ **Acid**

The hellthorn targets the attacker with a spray of acidic sap; close burst 1; +18 vs. Reflex; 1d8+6 acid damage.

⬅ **Alluring Spores** (minor; recharge [3]) ⬆ **Charm**

Close burst 10; +18 vs. Will; the target is pulled 5 squares.

**Rooted**

A hellthorn is immune to all forced movement. It cannot be knocked prone, pushed, pulled, or slid.

**Alignment** Unaligned

**Languages** —

**Str** 24 (+15)

**Dex** 10 (+8)

**Wis** 10 (+8)

**Con** 22 (+14)

**Int** 3 (+4)

**Cha** 10 (+8)

**Description** *This immense plant vaguely resembles a rose, though its crimson blooms are adorned with rows of vicious teeth. It has long vines studded with sharp thorns, and the air smells sweet around it.*



**Ancient Hellthorn** Level 23 Solo Controller  
Gargantuan natural animate (plant) XP 25,500

**Initiative** +11      **Senses** Perception +13; tremorsense 20  
**Bramble** aura 10; the area within the aura is considered difficult terrain.  
**HP** 1090; **Bloodied** 545  
**Regeneration** 15 (if the ancient hellthorn takes fire damage, regeneration does not function until the end of its next turn)  
**AC** 39; **Fortitude** 39, **Reflex** 28, **Will** 32  
**Immune** charm, fear, sleep; **Resist** 20 acid; **Vulnerable** 10 fire  
**Saving Throws** +5  
**Speed** 1  
**Action Points** 2  
⬇ **Lashing Vine** (standard; at-will)  
Reach 6; +28 vs. AC; 2d8+11 damage, and the target is grabbed (until escape). The ancient hellthorn can attack and grab with up to 5 lashing vines at a time.  
⬇ **Constrict** (standard; at-will)  
Affects a target the hellthorn grove master has grabbed; +27 vs. Fortitude; 3d6+22 damage, and the target is stunned until the end of the ancient hellthorn's next turn.  
⬇ **Lashing Frenzy** (standard; recharge ☞☞☞)  
The ancient hellthorn makes 3 lashing vine attacks.

⬇ **Swallow Whole** (standard; at-will) ⬆ **Acid**  
The ancient hellthorn attempts to swallow a stunned Large or smaller creature it is grabbing: +27 vs. Fortitude; on a hit, the target is swallowed and restrained (no save) and takes 15 damage plus 15 acid damage on subsequent rounds at the start of the ancient hellthorn's turn. The swallowed creature can make melee basic attacks with one-handed or natural weapons. If the ancient hellthorn dies, any creature trapped inside it can escape as a move action, ending that action in a square formerly occupied by the ancient hellthorn. If the ancient hellthorn fails to swallow a target, the target is still grabbed, and the ancient hellthorn can attempt to swallow it on its next turn. However, if the target is no longer stunned, it cannot be swallowed, although it is still grabbed.  
⬅ **Acidic Sap** (immediate reaction, when struck by a melee attack; at-will) ⬆ **Acid**  
The ancient hellthorn targets the attacker with a spray of acidic sap; Close burst 3; +25 vs. Reflex; 2d8+8 acid damage.  
⬅ **Alluring Spores** (minor; recharge ☞☞☞) ⬆ **Charm**  
Close burst 10; +25 vs. Will; the target is pulled 5 squares.

**Rooted**  
An ancient hellthorn is immune to all forced movement. It cannot be knocked prone, pushed, pulled, or slid.  
**Alignment** Unaligned      **Languages** —  
**Str** 32 (+22)      **Dex** 10 (+11)      **Wis** 14 (+13)  
**Con** 26 (+19)      **Int** 5 (+8)      **Cha** 12 (+12)

**Description** *This humongous plant towers 40 feet into the air. It resembles an immense rose surrounded by dozens of lashing, clinging vines, each tipped with foot-long thorns.*

## HELLTHORN TACTICS

Incredibly slow moving, a hellthorn must wait or force prey to come to it. When suitable prey items come within range of its tremorsense, it releases a cloud of *alluring spores*. Then once prey closes within range of its vines, it seeks to snatch up and swallow as many targets as possible.

## ANCIENT HELLTHORN TACTICS

An ancient hellthorn pulls targets into range of its lashing vines with *alluring spores*, and then uses *lashing frenzy* to attack, grab, constrict, and then swallow up to three targets at once.



# HOLLOW ONE

Hollow ones have the outward appearance of humans, but in truth, their humanoid forms are little more than shells used to conceal the true nature of the disgusting aberrations that dwell within their robes. Inside, the hollow ones bear no resemblance to humanoids; instead, they are a mass of writhing tentacles and protoplasm. When they are struck with a slashing or piercing weapon, they do not spill blood – instead, thin green tendrils sprout from the wound. If a hollow one is slain, it erupts into a mass of tentacles and continues to fight on in its true form (see below).

Hollow ones appear to be ranked in a rigid caste system denoted by the color of robes they wear. Each color corresponds to a different set of abilities possessed by the hollow one, and likely its own role within the unfathomable society of its kind.

## HOLLOW ONE LORE

A character knows the following with a successful Dungeoneering check.

**DC 15:** Hollow ones are often found in subterranean crypts and crumbling shrines to ancient and horrible deities. Their motivations and goals are just as alien as the horrid, squirming mass encased in their human-like shells.

**DC 20:** Hollow ones rarely speak, but when they do communicate it is always in a thick, bubbling voice that is terrible to hear. They have only ever been heard to speak Common, but doubtless have their own tongue.

**DC 25:** The connection between hollow ones and hollow spawn is not well understood. Hollow ones are intelligent, calculating creatures, but the terrible squirming things that burst from their robes when they are slain are little more than mindless horrors. Some sages theorize that a hollow spawn is powered by the residual soul energy left by the slain hollow one, whose soul has departed this plane for the lightless gulfs of the far realm.

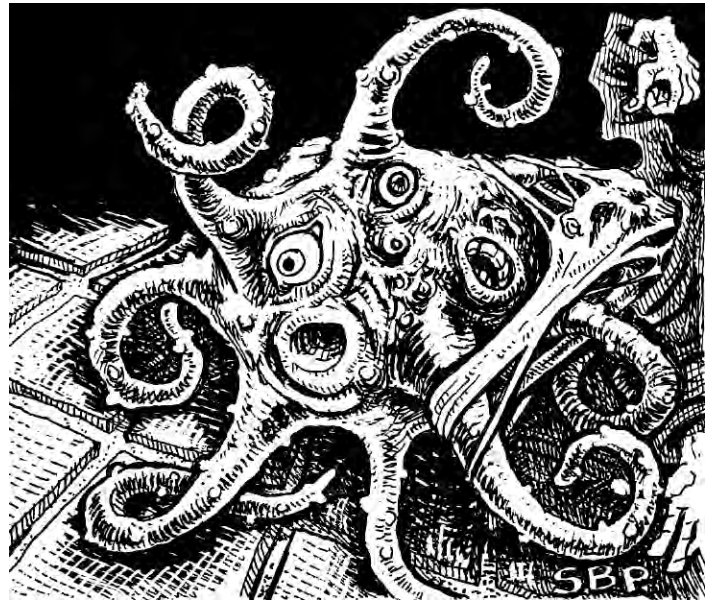
## ENCOUNTER GROUPS

Hollow ones are never encountered with other creatures, but the various types work together with no apparent friction. Hollow ones are most often encountered in a group of four, which contains one hollow one of each robe color. Hollow spawn are never encountered unless a hollow one has been slain.

### Level 9 Encounter (XP 2,200)

- 1 black-robed hollow one (level 6 controller)
- 1 green-robed hollow one (level 6 artillery)
- 1 white-robed hollow one (level 8 soldier)
- 1 yellow-robed hollow one (level 8 controller)
- 8 hollow spawn (level 10 minion)\*

\*Hollow spawn only appear after a hollow one has been slain.



### Hollow Spawn

Level 10 Minion

Small aberrant beast (blind)

XP 125

**Initiative** +8

**Senses** Perception +6; blindsight 10

**HP** 1; a missed attack never damages a minion,

**AC** 22; **Fortitude** 18, **Reflex** 19, **Will** 18

**Immune** gaze, necrotic

**Speed** 6

⊕ **Tentacle** (standard; at-will) ♦ **Necrotic**  
+15 vs. AC; 6 necrotic damage.

**Inscrutable Mind** (immediate reaction, after a successful attack on a hollow one's will defense; at-will)  
+13 vs. Will; the target is dazed until the end of the hollow spawn's next turn.

**Alignment** Chaotic evil

**Languages** Common

**Str** 14 (+7)

**Dex** 16 (+8)

**Wis** 12 (+6)

**Con** 14 (+7)

**Int** 3 (+1)

**Cha** 14 (+7)

**Description** *This hideous creature is a mass of writhing tentacles, humanlike organs, and pale soft flesh. It scuttles across the floor in an unnerving manner.*

## HOLLOW SPAWN TACTICS

A hollow spawn attacks by striking at opponents with its tentacles, which can inflict terrible, rotting injuries. It is essentially mindless, and uses no tactics more complex than a headlong charge at an enemy.



**Black-Robed Hollow One** Level 6 Controller  
Medium aberrant humanoid XP 250

**Initiative** +5      **Senses** Perception +10; darkvision  
**HP** 70; **Bloodied** 35  
**AC** 20; **Fortitude** 16, **Reflex** 19, **Will** 17  
**Immune** charm; **Resist** 10 necrotic  
**Speed** 6

⬇ **Mace** (standard; at-will) ♦ **Weapon**  
+11 vs. AC; 1d8+1 damage.

⌘ **Weakening Ray** (standard; at-will) ♦ Necrotic  
+10 vs. Reflex; 1d8+4 necrotic damage, and the target is weakened (save ends).

⬇ **Ghoul Touch** (standard; recharge [☉][☉][☉]) ♦ Necrotic  
+10 vs. Fortitude; 2d6+4 necrotic damage, and the target is immobilized (save ends). *First Failed Save:* The target is stunned (save ends).

**Inscrutable Mind** (immediate reaction, after a successful attack on a hollow one's will defense; at-will)  
+10 vs. Will; the target is dazed until the end of the hollow one's next turn.

**Horrific Fission** (when reduced to 0 hit points)  
The hollow one is replaced with two hollow spawn.

**Alignment** Chaotic evil      **Languages** Common  
**Skills** Arcana +12, Bluff +10, Religion +12  
**Str** 12 (+4)      **Dex** 15 (+5)      **Wis** 14 (+5)  
**Con** 14 (+5)      **Int** 18 (+7)      **Cha** 15 (+5)  
**Equipment** mace, robes

**Description** *This being resembles a thin, pale-skinned human clad in a black robe and clutching a heavy mace. While this humanoid's face is similar to that of a human, it wears a flat, blank expression devoid of all emotion. Its eyes appear to be little more than hollow pits.*



**BLACK-ROBED HOLLOW ONE TACTICS**

A black-robed hollow one attacks foes with a thin ray of purple energy that causes necrotic injuries and weakness. When forced into melee it attacks with *ghoul touch* or with its mace, but generally avoids close combat when possible.

**Green-Robed Hollow One** Level 6 Artillery  
Medium aberrant humanoid XP 250

**Initiative** +7      **Senses** Perception +10; darkvision  
**HP** 57; **Bloodied** 28  
**AC** 18; **Fortitude** 16, **Reflex** 19, **Will** 16  
**Immune** charm; **Resist** 10 acid  
**Speed** 6

⬇ **Dagger** (standard; at-will) ♦ **Weapon**  
+11 vs. AC; 1d4+4 damage.

⌘ **Caustic Ray** (standard; at-will) ♦ **Acid**  
+11 vs. Reflex; 1d10+4 acid damage, and the target takes ongoing 5 acid damage (save ends)

⬇ **Acidic Burst** (standard; recharge [☉][☉][☉]) ♦ **Acid**  
+9 vs. Reflex; 3d6+2 acid damage, and the target takes ongoing 5 acid damage (save ends)

**Inscrutable Mind** (immediate reaction, after a successful attack on a hollow one's will defense; at-will)  
+11 vs. Will; the target is dazed until the end of the hollow one's next turn.

**Horrific Fission** (when reduced to 0 hit points)  
The hollow one is replaced with two hollow spawn.

**Alignment** Chaotic evil      **Languages** Common  
**Skills** Arcana +10, Religion +10, Stealth +12  
**Str** 10 (+3)      **Dex** 18 (+7)      **Wis** 14 (+5)  
**Con** 15 (+5)      **Int** 15 (+5)      **Cha** 15 (+5)  
**Equipment** dagger, robes

**Description** *This creature is a thin, pale human in green robes. It carries a dagger at its waist, and its face – the only part of its anatomy visible – is blank and inscrutable.*

**GREEN-ROBED HOLLOW ONE TACTICS**

A green-robed hollow one prefers to engage its enemies at range, targeting them with *caustic ray*. It saves its *acidic burst* ability for when enemies press in close. A green robed hollow one uses its dagger only as a last resort.

## White-Robed Hollow One

Level 8 Soldier

Medium aberrant humanoid

XP 350

**Initiative** +9      **Senses** Perception +10; darkvision

**HP** 88; **Bloodied** 44

**AC** 24; **Fortitude** 22, **Reflex** 18, **Will** 16

**Immune** charm

**Speed** 8

⚔ **Scimitar** (standard; at-will) ♦ **Weapon**  
+15 vs. AC; 1d8+5 damage (crit 1d8+13), and the hollow one shifts 1 square.

☹ **Vile Strike** (standard; recharge ☞☞) ♦ **Psychic**  
+15 vs. AC; 1d8+5 damage (crit 1d8+13), and the hollow one makes a secondary attack against the same target.  
*Secondary Attack:* +13 vs. Fortitude; the target is overcome with revulsion and nausea, and is slowed and weakened (save ends both).

**Inscrutable Mind** (immediate reaction, after a successful attack on a hollow one's will defense; at-will)  
+13 vs. Will; the target is dazed until the end of the hollow one's next turn.

**Horrific Fission** (when reduced to 0 hit points)  
The hollow one is replaced with two hollow spawn.

**Alignment** Chaotic evil      **Languages** Common

**Skills** Athletics +12, Stealth +12

**Str** 20 (+9)      **Dex** 16 (+7)      **Wis** 12 (+5)

**Con** 16 (+7)      **Int** 13 (+5)      **Cha** 10 (+4)

**Equipment** scimitar, heavy shield, robes

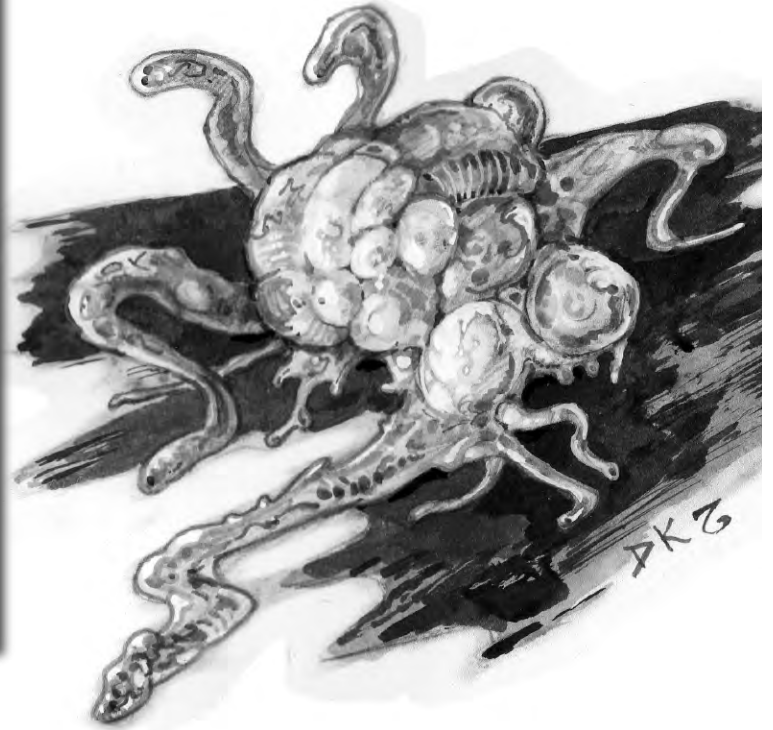
**Description** *This tall, thin humanoid has pale skin and is clad in long white robes. Its face is an unreadable mask, expressionless and alien. It is armed with a long, curved sword and carries a round, metal shield.*

## WHITE-ROBED HOLLOW ONE TACTICS

Unlike others of its kind, a white-robed hollow one relishes the close-up clash of melee. It attacks foes with scimitar, shifting around after each strike to gain combat advantage when possible. A white-robed hollow spawn uses *vile strike* to hamper powerful melee opponents, making them easier to dispatch with normal scimitar attacks.

## YELLOW-ROBED HOLLOW ONE TACTICS

Yellow-robed hollow ones attack enemies by revealing the horrific madness that dwells within the flesh and minds of all hollow ones. It uses *soulless gaze* to daze spell casters, and drops its earthly disguise via *glimpse of madness* to bring low its powerful melee opponents.



## Yellow-Robed Hollow One

Level 8 Controller

Medium aberrant humanoid

XP 350

**Initiative** +6      **Senses** Perception +13; darkvision

**HP** 87; **Bloodied** 43

**AC** 22; **Fortitude** 17, **Reflex** 18, **Will** 22

**Immune** charm, psychic

**Speed** 6

⚔ **Spear** (standard; at-will) ♦ **Weapon**  
+13 vs. AC; 1d8+2 damage (crit 1d8+10).

☹ **Soulless Gaze** (standard; at-will) ♦ **Gaze, Psychic**  
Ranged 10; +12 vs. Will; 2d6+5 psychic damage, and the target is dazed until the end of the hollow one's next turn.

☹ **Glimpse of Madness** (standard; recharge ☞☞) ♦ **Fear, Psychic**  
Close blast 5; +10 vs. Will; 3d10+5 psychic damage, and the target takes a -2 penalty to attack rolls and all defenses until the end of the hollow one's next turn.

**Inscrutable Mind** (immediate reaction, after a successful attack on a hollow one's will defense; at-will)  
+12 vs. Will; the target is dazed until the end of the hollow one's next turn.

**Horrific Fission** (when reduced to 0 hit points)  
The hollow one is replaced with two hollow spawn.

**Alignment** Chaotic evil      **Languages** Common

**Skills** Arcana +12, Bluff +14, Religion +12

**Str** 14 (+6)      **Dex** 14 (+6)      **Wis** 18 (+8)

**Con** 15 (+6)      **Int** 16 (+7)      **Cha** 20 (+9)

**Equipment** spear, robes

**Description** *This pale-skinned humanoid wears yellow robes and grips a steel spear. Its face is a blank slate and its eyes are dead and lifeless, yet seem to find and hold your own.*





# HORAGH

Horaghs are bizarre, reptilian creatures that stalk the lightless depths of the underdark. They are blind, but can perceive their surrounding through a special sensory organ that detects minute amounts of magical radiation given off by all living things. In addition, horaghs use a form of echolocation to find their way through the tunnels and caverns of their subterranean home.

## HORAGH LORE

A character knows the following with a successful Dungeoneering check.

**DC 20:** Horaghs are powerful subterranean predators that hunt, kill, and eat anything unfortunate enough to gain their attention. They are blind, but can “see” through a special sensory organ that detects tiny amounts of magical energy given off by all living things. Since they are essentially blind, horaghs are immune to any attack form that relies on sight, such as illusions or gaze attacks.

**DC 25:** The bony tail blade of a horagh can cause terrible bleeding wounds, and its long, powerful arms can grasp and hold a target as large as a draft horse with little difficulty.



### Horagh

Level 20 Elite Skirmisher

Large natural magical beast (blind)

XP 5600

**Initiative** +18

**Senses** Perception +17; blindsight 10

**HP** 374; **Bloodied** 187

**AC** 36; **Fortitude** 36, **Reflex** 33, **Will** 28

**Immune** gaze

**Saving Throws** +2

**Speed** 10, climb 6 (spider climb)

**Action Points** 1

⊕ **Tail Blade** (standard; at-will)

Reach 2; +25 vs. AC; 2d8+7 damage, and the target takes ongoing 10 damage (save ends).

⊕ **Claws** (standard; at-will)

Reach 2; +25 vs. AC; 1d8+7 damage, and the target is grabbed (until escape).

⊕ **Bite** (minor; at-will)

Grabbed target only; +25 vs. AC; 2d6+7 damage.

↻ **Echolocate** (minor, 1/round; at-will)

Ranged 10; +23 vs. Reflex; the target is marked, and the horagh gains a +2 bonus to hit the target until the end of the horagh's next turn.

**Frenzied Action**

If a Horagh does not take a move action in a round, it may take two standard actions.

**Alignment** Unaligned

**Languages** —

**Skills** Athletics +22, Stealth +21

**Str** 24 (+17)

**Dex** 22 (+16)

**Wis** 14 (+12)

**Con** 19 (+14)

**Int** 5 (+7)

**Cha** 13 (+11)

**Description** *This bizarre creature stands 10 feet tall on two powerful, reptilian legs. It is armed with a pair of slashing talons, a wide maw filled with needle-sharp teeth, and a lashing tail tipped with a sharp, bony spur. The beast's most notable feature, however, is its apparent lack of sensory organs of any kind. It is without eyes, ears, or nose, but seems to “see” its surroundings just the same.*

## HORAGH TACTICS

A horagh prefers to ambush prey, usually by sneaking along cavern walls and ceilings. It uses *echolocation* as it moves in on its targets, making them easier to hit once it springs into melee. Once combat begins, a horagh attempts to grab a single target, while fending off other targets with its tail blade. It uses *frenzied action* to make two tail blade attacks in a round whenever possible.

## ENCOUNTER GROUPS

Horaghs are often encountered in pairs or trios, and may occasionally be found hunting alongside other powerful, subterranean monsters.

### Level 18 Encounter (XP 9,600)

- 1 horagh (level 20 elite skirmisher)
- 2 gibbering abominations (level 18 controller)

### Level 21 Encounter (XP 16,800)

- 3 horaghs (level 20 elite skirmisher)

# IRON SPIDER

An iron spider is a metallic construct resembling a massive spider often created by powerful wizards to guard them from harm. Each iron spider is imbued with a limited intellect, enough for it to understand its master's commands and carry them out.

## Iron Spider

Level 10 Controller

Large natural animate (construct)

XP 500

**Initiative** +8

**Senses** Perception +12; darkvision, tremorsense 10

**HP** 104; **Bloodied** 52

**AC** 24; **Fortitude** 23, **Reflex** 20, **Will** 19

**Immune** disease, poison, sleep

**Speed** 6, climb 6

⬇ **Slam** (standard; at-will)  
+15 vs. AC; 1d10+5 damage, or 1d10+10 damage against an immobilized or stunned foe.

☞ **Blazing Ray** (standard; at will) ♦ **Fire**  
Ranged 10; +14 vs. Reflex; 2d6+3 fire damage, and ongoing 5 fire damage (save ends).

☞ **Paralytic Cloud** (standard; recharge ☞☞☞) ♦ **Poison**  
Close burst 5; +12 vs. Fortitude; 2d8+3 poison damage, and the target is immobilized (save ends). *First Failed Save:* The target is stunned (save ends).

### Arcane Resistance

An iron spider gains a +4 bonus to all defenses against any power or effect with the arcane keyword.

**Alignment** Unaligned

**Languages** Common

**Str** 21 (+10)

**Dex** 16 (+8)

**Wis** 14 (+7)

**Con** 16 (+8)

**Int** 7 (+3)

**Cha** 12 (+6)

**Description** *This automaton resembles a massive, metallic spider covered with rivets and eerie, glowing lights. Two long, thin tubes jut from under its head, one bright red, and the other bright green.*

## IRON SPIDER TACTICS

An iron spider attacks foes with its two front legs, flailing the appendages about like giant, metallic clubs. It attacks foes at a distance with a ray of blazing fire, and groups of enemies with a thick cloud of paralytic vapor.

## IRON SPIDER LORE

A character knows the following with a successful Arcana check.

**DC 15:** Iron spiders are created with the use of a special ritual, which requires all the raw materials to make the spider's body, plus a diamond worth no less than 5,000 gp to serve as reservoir for the arcane energies that power the construct.

**DC 20:** An iron spider obeys its creator's verbal commands as best it can. If its master dies, an iron spider goes rogue, and can be a danger to any creature it encounters.

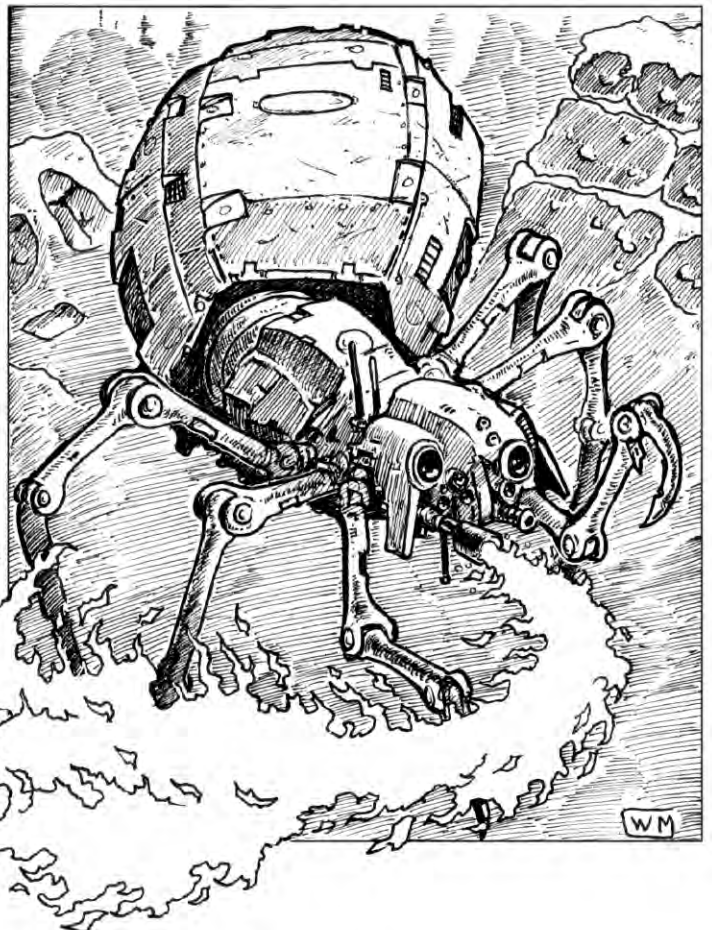
**DC 25:** Iron spiders are highly resistant to magical attack.

## ENCOUNTER GROUPS

Iron spiders are usually encountered with their creators. Rogue iron spiders can be encountered with nearly any dungeon monster.

### Level 8 Encounter (XP 1,750)

- 1 iron spider (level 10 controller)
- 1 eladrin twilight incanter (level 8 controller)
- 3 eladrin fey knights (level 7 soldier)





# KLAKLIN

Klaklin are fierce, evil humanoids that live around volcanoes and other areas of extreme heat. They are reminiscent of lobsters, but their bodies, particularly their heads, are insectoid. Klaklin society is ruled by its warrior caste, and the strongest klaklin soldiers make up any tribe's ruling body. However, there is little order in a tribe beyond simple bullying, and the soldier caste rules the drone and commoner castes by direct threat and intimidation. This inability to create any kind of cohesive society makes it fairly easy for more powerful fire creatures, such as azer or salamanders, to dominate klaklin tribes and force them into servitude.

## KLAKLIN LORE

A character knows the following with a successful Arcana check.

**DC 15:** The klaklin race is divided into three castes: drones, commoners, and soldiers. The drones and commoners perform all menial tasks for the elite soldier caste, although all types of klaklin will aggressively attack intruders in their territory.

**DC 20:** The forearm tentacles present on all klaklin are too weak to be used in combat in all but the soldier caste, whose tentacles carry a poisoned barb. However, they can be used for deft manipulation of small objects where the klaklin's clumsy pincers will not suffice.

## ENCOUNTER GROUPS

Klaklin are typically encountered in small groups, usually led by a klaklin soldier. In addition, klaklin often associate with other fire-loving creatures, especially hell hounds and flame snakes. They also frequently serve powerful fire monsters as minions and cannon fodder.

### Level 6 Encounter (XP 1,352)

- 2 klaklin soldiers (level 5 soldier)
- 4 klaklin commoners (level 3 skirmisher)
- 6 klaklin drones (level 4 minion)

### Level 8 Encounter (XP 1,800)

- 4 klaklin soldiers (level 5 soldier)
- 2 hell hounds (level 7 brute)
- 1 flame snake (level 9 artillery)



### Klaklin Drone

Level 4 Minion

Medium elemental humanoid (fire)

XP 44

**Initiative** +3      **Senses** Perception +2; darkvision

**HP** 1; a missed attack never damages a minion

**AC** 17; **Fortitude** 15, **Reflex** 14, **Will** 13

**Resist** fire 15

**Speed** 6, swim 6

⬇ **Claws** (standard; at-will) ⬆ **Fire**  
+9 vs. AC; 3 damage plus 2 fire damage.

**Alignment** Evil      **Languages** Primordial

**Str** 14 (+4)      **Dex** 12 (+3)      **Wis** 10 (+2)

**Con** 14 (+4)      **Int** 8 (+1)      **Cha** 11 (+2)

**Description** *This bizarre humanoid resembles an anthropomorphic lobster. It is covered in plates of grayish-red chitin, and its insectoid head features a powerful beak and two black, reflective eyes. The beast radiates intense heat.*

## KLAKLIN DRONE TACTICS

A klaklin drone attacks with its claws, inflicting both crushing and fire damage upon a foe. Drones are usually encountered in groups, and use mob tactics on enemies unless ordered to do otherwise by a commoner or soldier klaklin.



## Klaklin Commoner

Level 3 Skirmisher

Medium elemental humanoid (fire)

XP 150

**Initiative** +4      **Senses** Perception +2; darkvision

**HP** 46; **Blooded** 23

**AC** 18; **Fortitude** 16, **Reflex** 13, **Will** 13

**Resist** fire 20

**Speed** 6, swim 6

⬇ **Claws** (standard; at-will) ♦ **Fire**  
+8 vs. AC; 1d8+3 fire damage, and the target is grabbed (until escape).

⬇ **Fiery Embrace** (standard; at-will) ♦ **Fire**  
The klaklin commoner deals 2d6+2 fire damage to a grabbed creature (no attack roll required).

**Alignment** Evil      **Languages** Primordial

**Skills** Athletics +9, Endurance +8

**Str** 16 (+4)      **Dex** 12 (+2)      **Wis** 13 (+2)

**Con** 14 (+3)      **Int** 10 (+1)      **Cha** 11 (+1)

**Description** *This strange, lobster-like humanoid is covered in a thick carapace of red-gray chitin. Its arms end in massive pincers, and a pair of writhing tentacles protrude from its forearms. The air shimmers around the creature from savage heat.*

## KLAKLIN COMMONER TACTICS

A klaklin commoner attempts to grab opponents with its claws and pull them into a *fiery embrace*. It is smart enough to take advantage of its environment, and may attempt to push enemies vulnerable to fire into lava pools to similar fiery hazards.

## Klaklin Soldier

Level 5 Soldier

Medium elemental humanoid (fire)

XP 200

**Initiative** +6      **Senses** Perception +4; darkvision

**HP** 64; **Blooded** 32

**AC** 22; **Fortitude** 19, **Reflex** 16, **Will** 15

**Resist** fire 20

**Speed** 7, swim 7

⬇ **Claws** (standard; at-will) ♦ **Fire**  
+12 vs. AC; 1d10+4 fire damage, and the target is grabbed (until escape).

⬇ **Tentacle Barbs** (standard; at-will) ♦ **Fire, Poison**  
+12 vs. AC; 1d6+4 fire damage, and ongoing 5 poison damage (save ends).

⬇ **Immolating Embrace** (standard; at-will) ♦ **Fire**  
The klaklin soldier deals 2d8+3 fire damage to a grabbed creature (no attack roll required).

**Alignment** Evil      **Languages** Primordial

**Skills** Athletics +11, Intimidate +8, Endurance +10

**Str** 19 (+6)      **Dex** 15 (+4)      **Wis** 14 (+4)

**Con** 16 (+5)      **Int** 13 (+3)      **Cha** 12 (+3)

**Description** *This brutish creature resembles a humanoid arthropod, reminiscent of a lobster or crab. Its forearms end in powerful pincers and are equipped with a pair of writhing tentacles tipped with a bony spur. Heat radiates from the beast in oppressive waves.*

## KLAKLIN SOLDIER TACTICS

A klaklin soldier typically begins combat by striking at targets with its poisoned tentacles. It then follows up with its claws, and attempts to grab and burn an enemy in its *immolating embrace*. Like the klaklin commoner, a klaklin soldier will use its hellish environment against enemies vulnerable to fire.



# KOSTKORIAN (FROST DEMON)

Kostkorian, also known as frost demons, are lesser servants of the demon lord Kostchtchie, enforcing his will upon his frozen Abyssal layer. Their evil is petty and bullying, and they spend most of their time tormenting lesser demons and trying to avoid the attention of those more powerful than themselves. Kostkorian can occasionally be found on the Prime Material Plane serving mortal cultists of Kostchtchie.

## KOSTKORIAN LORE

A character knows the following with a successful Arcana check.

**DC 15:** Kostkorian demons are fairly rare, even in the Abyss, and are typically found only on Kostchtchie's own layer. They are often dispatched to serve powerful servants of their demonic patron, especially frost giants and white dragons. Kostkorians can command a host of cold-based attacks, and fight with giant hammers made of hardened ice.

**DC 20:** A more powerful type of kostkorian, called the chosen of Kostchtchie can be found serving the great demon lord directly. When encountered on the Prime Material Plane, a chosen will be acting directly on its master's behalf.

### Kostkorian

Level 10 Elite Brute

Large elemental humanoid (cold, demon)

XP 1,000

**Initiative** +6

**Senses** Perception +6; darkvision

**Chill Aura (Cold)** aura 1; any creature that enters or starts its turn in the aura takes 5 cold damage.

**HP** 256; **Bloodied** 128;

**AC** 24; **Fortitude** 25, **Reflex** 20, **Will** 21

**Resist** 20 cold, 10 variable (1/encounter); **Vulnerable** 10 fire

**Saving Throws** +2

**Speed** 6 (ice walk)

**Action Points** 1

⬇ **Frost Hammer** (standard; at-will) ♦ **Cold, Weapon**  
Reach 2; +13 vs. AC; 2d6+7 cold damage.

⬇ **Frost Fusillade** (standard; at-will) ♦ **Cold, Weapon**

The kostkorian makes two frost hammer attacks against the same target. If both attacks hit, the target suffers an additional 2d6 cold damage.

⬅ **Breath of the Avalanche** (standard; recharge ⓂⓂ) ♦ **Cold**

Close blast 3; +9 vs. Reflex; 3d8+5 cold damage, and the target is blinded and immobilized (save ends both).

**Alignment** Chaotic evil

**Languages** Abyssal, Common

**Skills** Athletics +17, Intimidate +11

**Str** 24 (+12)

**Dex** 12 (+6)

**Wis** 12 (+6)

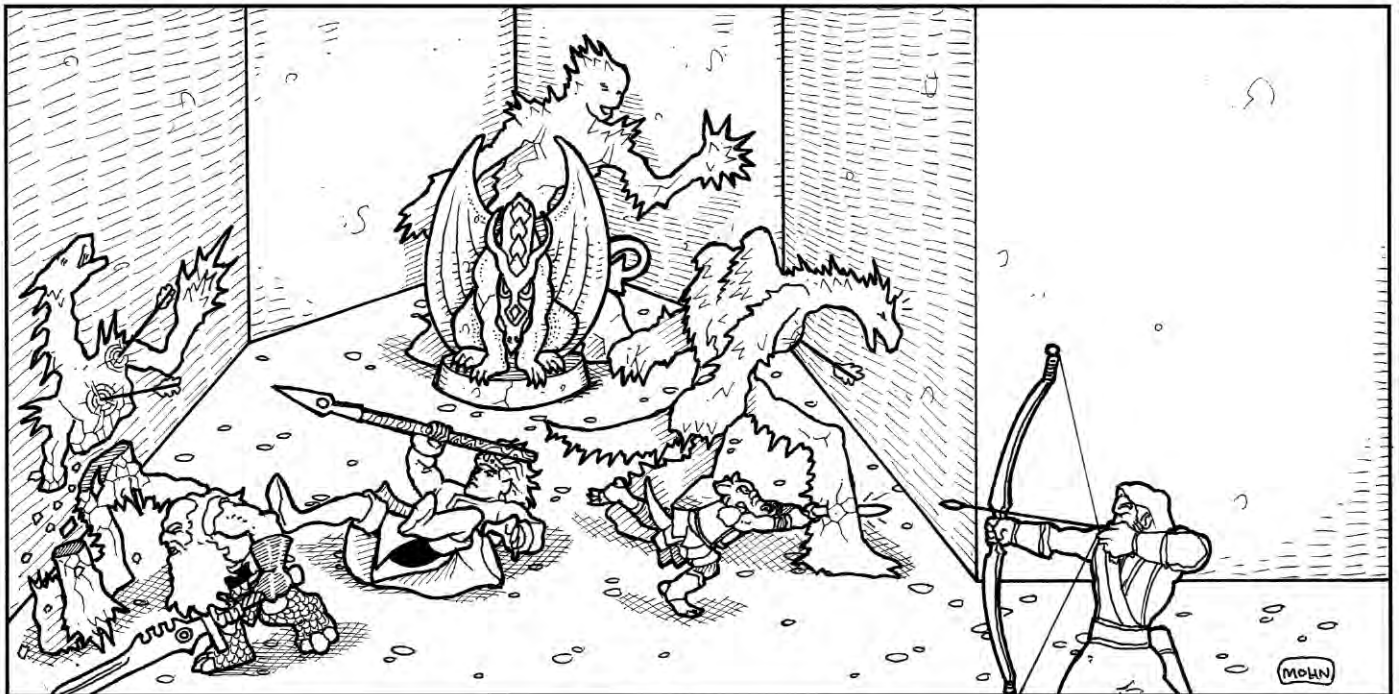
**Con** 18 (+9)

**Int** 10 (+5)

**Cha** 13 (+6)

**Equipment** frost hammer

**Description** *This tall, ill-shaped humanoid seems to be made entirely of ice. Its head is a crude half-oval, featuring two inky black eyes, a wide lipless mouth, and a definitely fiendish cast. The creature grips a massive hammer, also made of ice, in both crude, three-fingered hands.*



## KOSTKORIAN TACTICS

Unsubtle and brutish, kostkorian prefer to simply crush their opponents with massive, two-handed warhammers made of hardened ice. They are crafty enough to use simple tactics, and often soften up foes with *breath of the avalanche* before wading into melee.

### Kostkorian Chosen of Kostchtchie

Level 20 Elite Brute

Huge elemental humanoid (cold, demon)

XP 5600

**Initiative** +12      **Senses** Perception +12; darkvision

**Blizzard Aura (Cold)** aura 2; the chosen of Kostchtchie has concealment against any creature inside the aura, and total concealment against creatures outside the aura. Any creature that enters or starts its turn in the aura takes 10 cold damage.

**HP** 472; **Bloodied** 236;

**AC** 34; **Fortitude** 36, **Reflex** 26, **Will** 30

**Resist** 30 cold, 10 variable (2/encounter); **Vulnerable** 10 fire

**Saving Throws** +2

**Speed** 8 (ice walk)

**Action Points** 1

⊕ **Freezing Slam** (standard; at-will) ♦ **Cold**  
Reach 3; +23 vs. AC; 3d6+10 cold damage, and the target is slowed (save ends).

⊕ **Avalanche Strike** (standard; recharge ⓁⓂⓂ) ♦ **Cold**  
The chosen of Kostchtchie makes two slam attacks. If both attacks hit the same target, the target is pushed 3 squares, knocked prone, and stunned (save ends).

↵ **Glacier Breath** (standard; recharge ⓁⓂⓂ) ♦ **Cold**  
Close blast 5; +19 vs. Reflex; 4d10+8 cold damage, and the target is immobilized (save ends both). *First Failed Save:* The target is restrained (save ends).

**Alignment** Chaotic evil      **Languages** Abyssal, Common

**Skills** Athletics +25, Intimidate +19

**Str** 31 (+20)      **Dex** 14 (+12)      **Wis** 14 (+12)

**Con** 26 (+18)      **Int** 15 (+12)      **Cha** 18 (+14)

**Description** *Ahead, on the frozen plane, a small blizzard whips through the frozen air. As you draw closer, the blizzard changes direction, and comes howling toward you. As you brace yourself against the freezing wind, you notice a massive, humanoid shape in the center of the swirling ice and snow.*

## KOSTKORIAN CHOSEN OF KOSTCHTCHIE TACTICS

A chosen of Kostchtchie attacks with its mammoth, ice hardened fists, smashing opponents with overwhelming aggression. It maneuvers around the battlefield to keep enemies with ranged attacks outside of its blizzard aura, while keeping melee opponents within easy reach of its fists. A chosen of Kostchtchie targets enemies using fire attacks with glacier breath, attempting to encase the offending foe in a block of solid ice.

## ENCOUNTER GROUPS

Kostkorian are typically encountered in small groups, or in the company of other, potent frost creatures. Chosen of Kostchtchie often ally with their masters most potent servants, such as elder white dragons and frost archons.

### Level 14 Encounter (XP 5,000)

- 1 adult white dragon (level 9 solo brute)
- 3 kostkorian (level 10 elite brute)

### Level 20 Encounter (XP 14,600)

- 1 kostkorian chosen of Kostchtchie (level 20 elite brute)
- 2 ice archon rimehammers (level 19 soldier)
- 3 ice archon hailscourges (level 16 artillery)





# LIVING TEAR

A living tear is a sentient, ambulatory manifestation of grief and loss. It is formed from the residual emotions left over in an area that has suffered a great calamity, and much loss of life. Wars, plagues, and natural disasters are all sufficient to generate the emotional energy needed to create a living tear.

Filled with the anger and grief of thousands of different minds, a living tear exists only to inflict loss and sorrow on all it encounters. It feeds on the negative emotions of its prey, and seeks to produce these emotions by attacking and killing sentient creatures.

Occasionally, in areas where a truly great disaster has killed thousands upon thousands of innocent lives, a greater living tear will form. These massive horrors are called living catastrophes, and they can decimate whole armies with wave after wave of soul crushing grief and sorrow.

## LIVING TEAR LORE

A character knows the following with a successful Arcana check.

**DC 20:** Living tears are physical manifestations of grief and sorrow created when hundreds, if not thousands, of sentient creatures experience these emotions just before death. Typically, a great disaster culminates in the creation of a living tear, and it roams the forlorn ruins that spawned it, eager to inflict death and loss upon anything it encounters.

**DC 25:** Living tears radiate an aura of grief that clouds the mind and makes even the simplest task hardly worth doing. In addition, the touch of these foul creatures induces an almost paralytic state of sorrow.

**DC 30:** Particularly massive disasters that kill hundreds of thousands can result in the creation of a living catastrophe, a much more powerful manifestation of grief. Although similar to living tears, living catastrophes are far larger and more powerful. It is said that the grief radiating from a living catastrophe is strong enough to force even the most stalwart warrior to fall upon his own blade in an attempt to escape the overwhelming sorrow.

### Living Tear

Level 14 Elite Controller

Medium natural magical beast (blind, ooze) XP 2,000

**Initiative** +7

**Senses** Perception +10; blindsight 10

**Mournful Aura (Psychic)** aura 5; living enemies in the aura take a –2 penalty to attacks rolls, damage rolls, and all defenses. Bloodied enemies in the aura suffer a –3 penalty.

**HP** 272; **Bloodied** 136

**AC** 30; **Fortitude** 26, **Reflex** 20, **Will** 28

**Immune** gaze; Resist 10 psychic

**Saving Throws** +2

**Speed** 6

**Action Points** 1

⬇ **Grieving Touch** (standard; at-will) ♦ **Charm, Psychic**  
+19 vs. AC; 2d6+4 damage, and the living tear makes a secondary attack against the same character. *Secondary Attack:* +18 vs. Will; 2d6+7 psychic damage, and the target is dazed (save ends).

↩ **Woeful Blast** (standard; recharge ☐☐☐☐☐) ♦ **Charm, Psychic**  
Close blast 3; +16 vs. Will; 3d6+7 psychic damage, and the target is slowed and weakened (save ends both).

↩ **Pain Siphon** (standard; recharge ☐☐) ♦ **Healing, Psychic**  
Close burst 5; the living tear regains 5 hit points for each bloodied creature in the burst.

**Alignment** Evil

**Languages** Common

**Skills** History +14, Stealth +12

**Str** 19 (+11)

**Dex** 10 (+7)

**Wis** 16 (+10)

**Con** 16 (+10)

**Int** 14 (+9)

**Cha** 24 (+14)

**Description** *This bizarre creature resembles a gelatinous sack of salty fluid. Its surface glistens with small drops of moisture, and a terrible, keening wail emanates from the thing in oppressive waves; filling your mind with images of grief and loss.*

## LIVING TEAR TACTICS

A living tear attempts to creep up on its foes and bring them into the radius of its *mournful aura*. It then unleashes *woeful blast* to slow and weaken its foes, making them easier targets for *grieving touch*.

## Living Catastrophe Level 26 Solo Controller Huge natural magical beast (blind, ooze) XP 45,000

**Initiative** +14      **Senses** Perception +20; blindsight 20  
**Soul-Crushing Aura (Psychic)** aura 10; living enemies in the aura take a -4 penalty to attacks rolls, damage rolls, and all defenses. Bloodied enemies also take 10 points of psychic damage when they enter or start their turn in the aura.

**HP** 1180; **Bloodied** 590  
**AC** 42; **Fortitude** 36, **Reflex** 30, **Will** 42

**Immune** gaze; **Resist** 20 psychic

**Saving Throws** +5

**Speed** 4

**Action Points** 2

⬇ **Despairing Touch** (standard; at-will) ⬆ **Charm, Psychic**  
 Reach 3; +31 vs. AC; 2d8+7 damage, and the living tear makes a secondary attack against the same character.  
*Secondary Attack:* +30 vs. Will; 2d8+10 psychic damage, and the target is dazed (save ends).

⬇ **Double Attack** (standard; at-will) ⬆ **Charm, Psychic**  
 The living catastrophe makes two despairing touch attacks.

⤴ **Suicidal Grief** (standard; recharge ⓂⓂⓂ) ⬆ **Charm**  
 Ranged 10; +29 vs. Will; the target can take no other action on its turn except to take a standard action and inflict melee basic damage upon itself (save ends).

⤴ **Anguished Blast** (standard; recharge ⓂⓂ) ⬆ **Charm, Psychic**  
 Close blast 5; +28 vs. Will; 6d6+10 psychic damage, and the target is slowed, stunned, and weakened (save ends all).

⤴ **Pain Siphon** (standard; recharge ⓂⓂⓂ) ⬆ **Healing, Psychic**  
 Close burst 10; bloodied enemies only; the living tear regains 10 hit points for each bloodied creature in the burst.

**Alignment** Evil      **Languages** Common

**Skills** History +22, Stealth +19

**Str** 24 (+20)      **Dex** 12 (+14)      **Wis** 24 (+20)

**Con** 20 (+18)      **Int** 19 (+17)      **Cha** 30 (+23)

**Description** *Your party stumbles across the crater that was once the thriving city of Utharn. Hoping to find lost treasures abandoned by the fleeing populace, you descend into the depths of the ragged crater. There, in the very center of the destruction, lies a large pool, which you foolishly mistake for collected rainwater. As you approach the pool, your mind suddenly clouds with horrific visions of death, grief, and overwhelming anguish. Nearly overcome with sorrow, you barely notice as the "pool" gathers itself into a towering, jelly-like mass, and rises up to engulf you and your companions.*

## LIVING CATASTROPHE TACTICS

A living catastrophe is very slow moving, and typically waits for enemies to enter its *soul-crushing aura* before attacking. When combat begins, the living catastrophe chooses one powerful melee opponent and targets it with *suicidal grief*; it then spends an action point and blasts any remaining foes with *anguished blast*. Following this double attack, it slithers into melee and targets two opponents per round with *despairing touch*. Like the living tear, a living catastrophe uses *pain siphon* to heal itself when reduced to bloodied.

## ENCOUNTER GROUPS

As often as not, a disaster that creates the living tear or living catastrophe also creates a large number of undead; the only creatures that can truly tolerate the aura of pain and grief generated by the ooze-like horrors.

### Level 18 Encounter (XP 10,600)

- 1 living tear (level 14 elite controller)
- 4 abyssal ghouls (level 16 skirmisher)
- 6 abyssal ghoul hungerers (level 18 minion)

### Level 29 Encounter (XP 73,000)

- 1 living catastrophe (level 26 solo controller)
- 6 dread wraiths (level 25 lurker)





# MALOTOCH

Malotoch is a powerful archfiend and the patron of scavengers and cannibals. She is known as the Crow Witch and the Carrion Crow, and is hailed as the only true deity by harpies and rooks. Malotoch is drawn to battlefields, mass graves, or anywhere there are large numbers of recently slain corpses to feed on. An abiding and terrible hunger lures Malotoch to the Prime Material Plane far more frequently than most demons.

Malotoch hungers not only for blood and souls, but also for followers, and she is always seeking to swell the ranks of her cult. When an individual is lying wounded and helpless on the field of battle with ravenous scavengers closing in, or when food has been exhausted and the only means of staying alive is to resort to cannibalism, an aspect of Malotoch will sometimes appear offering salvation. The price for Malotoch's aid is steep; some whom she saves are allowed to live with merely their souls as payment, while others are transformed into ghouls or rooks as part of the exchange.

Malotoch has a longstanding feud with Pazuzu, as the two archfiends share a common group of followers in harpies and other winged monsters. She has been known to ally herself with Orcus in the past to achieve victory over her enemies, although always in a subservient role to the mighty demon prince. Her alliances with Orcus are generally thought to be the source of her association with ghouls, although, the ravenous undead also fit in with Malotoch's general theme of necrophagia and cannibalism.

Malotoch's symbol is a black feather dripping blood. She is sometimes worshipped by cults dedicated to cannibalism and the spread of disease. Her most common worshippers, however, are the vile avian creatures known as rooks (See page 102).

## MALOTOCH LORE

A character knows the following with a successful Arcana check.

**DC 15:** Malotoch is the Demon Lord of disease, cannibalism, and to a lesser extent death and undeath. She is worshiped primarily by evil avian creatures, especially harpies and rooks.

**DC 20:** Malotoch desires to spread her worship on the Prime Material Plane, and will often send aspects to entice demon-worshipping cults into service. This may be because, like many demon lords, she has her eye on becoming a god.

**DC 25:** Malotoch rules a layer of the Abyss called Epidomius, a vast plain of black earth overflowing with corpses of men, animals, and other less recognizable beasts. Vast flocks of harpies, rooks, and winged demons feast on the rotting bounty, which renews everyday with the rising of a bloated, green sun.

**DC 30:** Malotoch rules Epidomius from a bronze tower near the center of her domain. This tower, green with sickly verdigris, rises from the black soil of the plain like a monstrous, rotting tooth. Here, thousands of harpies and rooks congregate, paying homage to their fell queen with an endless cacophony of croaks, shrieks, and caws.

**DC 35:** Malotoch wields the *sword of corruption*, and artifact of immense unholy power. Legends state that the blade is forged from the rib of a long-dead god of death and disease, and that a small portion of the deity's dread power yet remains in the sword.

### Malotoch

Level 27 Solo Skirmisher (Leader)

Large elemental humanoid (demon)

XP 55,000

**Initiative** +25

**Senses** Perception +23; darkvision, low-light vision

**HP** 1,230; **Bloodied** 615

**AC** 44; **Fortitude** 39, **Reflex** 41, **Will** 40

**Immune** disease, poison, necrotic; **Resist** 10 variable (2/encounter)

**Saving Throws** +5

**Speed** 8; fly 12 (hover)

**Action Points** 2

⊕ **Sword of Corruption** (standard; at-will) ♦ **Necrotic, Weapon**

Reach 2; +32 vs. AC; 1d12+10 damage (crit 3d12+19), and the target gains an aura of corruption (save ends), see below.

*Aura of Corruption:* Targets struck with the sword of corruption gain an aura (aura 2) of deadly, necrotic energy. Living creatures that start their turn in the aura (including the initial target) take 15 necrotic damage. A successful saving throw at a -2 penalty is required to remove the aura.

‡ **Bite** (standard; at-will) ♦ **Disease**

Reach 2; +32 vs. AC; 2d8+10 damage, and the target contracts cannibal curse (new disease, see below).

‡ **Claw** (standard; at-will) ♦ **Disease**

Reach 2; +32 vs. AC; 2d6+10 damage, and the target contracts thew blight (new disease, see below).

‡ **Horrific Flurry** (standard; at-will) ♦ **Necrotic, Weapon, Disease**

Malotoch makes a sword of corruption, bite, and claw attack.

A target struck by two attacks is dazed (save ends). A target struck by all three is stunned (save ends).

⚡ **Carrion Caw** (standard; recharge ⓂⓂⓂ) ♦ **Fear, Thunder**

Close burst 10; targets enemies; +28 vs. Fortitude; 3d8+6 thunder damage, and Malotoch makes a secondary attack on the same targets. *Secondary Attack:* +28 vs. Will; the target suffers a -4 penalty on all attack and damage rolls (save ends).

**Combat Advantage**

Malotoch deals an additional 4d6 damage against any creature she has combat advantage against.

**Otherworldly Speed**

Malotoch can take an extra move action every round to shift up to 8 squares on land, or 12 squares while flying.

**Alignment** Chaotic evil

**Languages** Abyssal, Common

**Skills** Athletics +25, Arcana +24, Bluff +25, Religion +24, Stealth +28

**Str** 24 (+20)

**Dex** 30 (+23)

**Wis** 21 (+18)

**Con** 22 (+19)

**Int** 22 (+19)

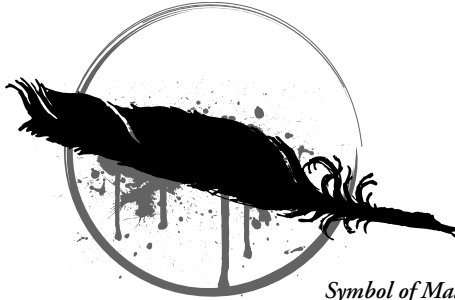
**Cha** 25 (+20)

**Equipment** sword of corruption

**Description** *Although this creature has the alluring body of a perfectly proportioned woman, it has the head of a monstrous crow, with oily black feathers, a great black beak, and gleaming yellow eyes. The creature has long, lithe legs, which end in scaled crow's feet, and a pair of tattered black wings, infested with vermin and pocked with dozens of festering wounds, sprout from its back. Finally, the horrid avian apparition grips a large, curved sword of pitted black metal, its blade shrouded in an unwholesome green luminance.*

## MALOTOCH'S TACTICS

Malotoch is an opponent beyond all but the mightiest of heroes, and she has slain hundreds of foolish mortals thinking themselves a match for her abyssal might. Typically, Malotoch is encountered with powerful demons, rooks, and other winged monstrosities. She begins combat with *carriion caw*, and then spends an action point to launch a *horrific flurry* against the most potent enemy in range. She uses *Otherworldly speed* to quickly engage an opponent, and then retreat, allowing her minions to finish off the wounded foe.



Symbol of Malotoch



**Aspect of Malotoch** Level 18 Elite Skirmisher  
Medium elemental humanoid (demon) XP 4,000

**Initiative** +18 **Senses** Perception +17; darkvision, low-light vision

**HP** 338; **Bloodied** 169

**AC** 34; **Fortitude** 28, **Reflex** 35, **Will** 32

**Immune** disease, poison; **Resist** 15 necrotic, 10 variable (1/encounter)

**Saving Throws** +2

**Speed** 6; fly 8 (hover)

**Action Points** 1

⚔ **Black Scimitar** (standard; at-will) ⚔ **Necrotic, Weapon**  
+23 vs. AC; 1d8+7 damage (crit 2d8+15), and the target takes ongoing 10 necrotic damage (save ends).

⚔ **Bite** (standard; at-will) ⚔ **Disease**  
+23 vs. AC; 1d10+7 damage, and the target contracts cannibal curse (new disease, see below).

⚔ **Demonic Flurry** (standard; at-will) ⚔ **Necrotic, Weapon, Disease**  
The aspect of Malotoch makes a *black scimitar* and a bite attack. A target struck by both attacks is dazed (save ends).

### Combat Advantage

An aspect of Malotoch deals an additional 2d6 damage against any creature it has combat advantage against.

### Otherworldly Speed

The aspect of Malotoch can take an extra move action every round to shift a number of squares equal to half its speed.

**Alignment** Chaotic evil **Languages** Abyssal, Common

**Skills** Athletics +19, Arcana +19, Bluff +20, Religion +19, Stealth +21

**Str** 18 (+13) **Dex** 24 (+16) **Wis** 17 (+12)

**Con** 17 (+12) **Int** 18 (+13) **Cha** 20 (+14)

**Equipment** black scimitar

**Description** *This crow-headed fiend has the body of an attractive female human, although its legs end in bird-like claws, and a pair of ragged black wings sprout from its back. It grips a black-bladed scimitar that shined with a dire green radiance.*

## ASPECT OF MALOTOCH

Cultists of Malotoch can summon one of the demon queen's aspects with a powerful ritual. A weaker version of Malotoch, the aspect is an independent and free-willed creature that has no link with the demon lord. It can be commanded by its summoner, but its goals and motivations are in line with Malotoch herself, and it will not perform actions contrary to the demon lord's normal behavior.

## ASPECT OF MALOTOCH TACTICS

An aspect of Malotoch uses its mobility to keep foes confused and disoriented. Every round it attempts to shift into a position that grants its combat advantage against a foe, usually by flanking with an ally. It focuses its attacks on a single opponent, using *demonic flurry*, and the effects of its disease-ridden bite to quickly slay an enemy,

## ASPECT OF MALOTOCH LORE

A character can learn the following with a successful Arcana check.

**DC 20:** Cultists of Malotoch can summon an aspect by means of a powerful ritual. In addition, an aspect will sometimes appear to entice cultists of other demon lords to change allegiance.

**DC 25:** An aspect of Malotoch is an independent sentient creature, although its goals are in line with Malotoch herself. It will obey the commands of a cultist that summons it, unless it is ordered to do something outside of its nature and the nature of demons in general.



## NEW DISEASES

### Thew Blight

Level 15 Disease

*A particularly horrid disease, thew blight slowly liquefies muscle tissue until the victim is little more than immobile lump of wither flesh.*

**Attack:** +18 vs. Fortitude

**Endurance** improve DC 29, maintain DC 27, worsen DC 26 or lower

Target is cured



The initial effects penalties are -1, and the target is not slowed.



**Initial Effect:** The target suffers a -2 penalty to all attack rolls and any skill or ability check involving Strength. The target is slowed.



The target suffers a -4 penalty to all attack rolls and any skill or ability check involving Strength. The target is slowed and weakened.



**Final State:** The target suffers a -6 penalty to all attack rolls and any skill or ability check involving Strength. The target is immobilized and weakened.

### Cannibal Curse

Level 25 Disease

*You are overcome with a terrible desire to eat the flesh of your own kind... even if you have to kill to get it.*

**Attack:** +28 vs. Fortitude

**Endurance** improve DC 35, maintain DC 32, worsen DC 29 or lower

Target is cured



**Initial Effect:** The target develops a hunger for the flesh of sentient, humanoid creatures. Whenever confronted with a fresh corpse, the target must make a saving throw or be overcome with a ravenous hunger, and begin to feed from the corpse immediately.



The target loses the ability to regain hit points unless it has eaten at least one pound of flesh from the corpse of a sentient, humanoid creature. If it goes longer than one full day without indulging in cannibalism, the target suffers a cumulative -2 penalty to all attack rolls and defenses for each day it has not eaten. As above, if confronted with a freshly slain corpse of a sentient humanoid, the target must make a saving throw to avoid eating from it; however, at this stage the saving throw is made with a -4 penalty.



**Final State:** At the moment of failed Endurance check, the character transforms into a ghoul devoted to Malotoch. The character is essentially forever "dead," and can only be returned to his prior state with incredibly powerful magic or direct divine intervention.

## CULTS OF MALOTOCH

Like most cults dedicated to demon lords, those devoted to Malotoch must remain secret or face annihilation. The forces of good may tolerate the veneration of powerful evil deities because they have both influence and numbers, but small cults devoted to demon worship are both attractive and easy targets. In addition, Malotoch cannot muster a large following like that of some demon lords, namely Orcus, and her cults are usually isolated and must be incredibly self-reliant to survive.

All cults of Malotoch use some variation of the demon lord's sigil, a black feather dripping blood, but typically add some embellishment to set themselves apart from other cults. Colors favored by the cult are green, gray, and black, as these shades are thought to represent disease, decay, and death respectively.

Malotoch expects her cults to spread death and pain throughout the world, with a heavy emphasis on the spread of horrific, and incurable diseases. Most cultists are themselves infected with all manner of terrible illnesses, and only the dread will of Malotoch herself keeps these followers from succumbing to their afflictions. In addition, Malotoch encourages her

cultists to indulge in other depravities, with cannibalism and necrophagia chief among them. In fact, the unfortunate victims sacrificed by the cult to their unholy patroness are ritually consumed after the sacrificial ceremony. Intelligent, free-willed undead, such as wights and liches may also serve Malotoch, and the demon queen is quite happy to woo these creatures away from her hated rival Orcus.

Cults dedicated to Malotoch are found in places with both an access to a large population of likely victims, and a ready supply of fresh corpses to feed the cult's unholy appetites. Abandoned cemeteries, sewer tunnels, and ancient crypts could all serve as a base of operations for a cult of Malotoch.

Malotoch maintains contact with her cults through the rooks and harpies that serve her, and a typical cult will feature at least one of these winged horrors as an elite and honored member. In addition, an aspect of Malotoch often serves more powerful cults, providing a direct link between the demon lord and her worshippers.

## Featherblade Devotee

Level 5 Skirmisher

Medium natural humanoid

XP 200

**Initiative** +8      **Senses** Perception +3

**HP** 62; **Bloodied** 31

**AC** 20; **Fortitude** 16, **Reflex** 18, **Will** 15

**Speed** 6

⊕ **Scimitar** (standard; at-will) ♦ **Disease, Weapon**  
+10 vs. AC; 1d8+4 damage (crit 1d8+12), and the featherblade devotee shifts 1 square.

‡ **Necrotic Strike** (standard; encounter) ♦ **Necrotic, Weapon**  
Requires scimitar; +10 vs. AC; 2d8+2 necrotic damage, and the target takes ongoing 5 necrotic damage.

### Combat Advantage

A featherblade devotee deals an additional 1d6 damage against any creature he has combat advantage against.

**Alignment** Evil      **Languages** Abyssal, Common

**Skills** Acrobatics +11, Religion +7, Stealth +11

**Str** 16 (+5)      **Dex** 18 (+6)      **Wis** 13 (+3)

**Con** 14 (+4)      **Int** 10 (+2)      **Cha** 10 (+2)

**Equipment** leather armor, light shield, scimitar

**Description** *This lithe human man wears leather armor dyed black and green, and carries a scimitar and a small shield. The shield bears a strange symbol - a black feather dripping blood - that fills you with both dread and disgust.*

## FEATHERBLADE DEVOTEE TACTICS

A featherblade devotee attempts to gain combat advantage against his foes by cooperating with allies. He uses *necrotic strike* on spellcasters, and attempts to gain combat advantage against potent melee fighters to deal additional damage.

## ENCOUNTER GROUPS

Malotoch surrounds herself with a retinue of flying monstrosities and undead. Her cultists are often encountered with her mortal progeny, the terrible rooks.

### Level 7 Encounter (XP 1,400)

- 1 cult priest of Malotoch (level 7 controller)
- 2 rooks (level 7 skirmisher)
- 4 featherblade devotees (level 5 skirmisher)

### Level 18 Encounter (XP 10,000)

- 1 human lich (level 14 elite controller)
- 1 aspect of Malotoch (level 18 elite skirmisher)
- 2 slaughter wights (level 18 brute)

### Level 30 Encounter (XP 93,100)

- Malotoch (level 27 solo skirmisher)
- 1 eladrin lich (level 24 elite controller)
- 2 sorrowsworn death lords (level 28 lurker)

## Cult Priest of Malotoch

Level 7 Controller

Medium natural humanoid

XP 300

**Initiative** +4      **Senses** Perception +7

**HP** 79; **Bloodied** 39

**AC** 21; **Fortitude** 17, **Reflex** 16, **Will** 19

**Speed** 6

⊕ **Scimitar** (standard; at-will) ♦ **Disease, Weapon**  
+12 vs. AC; 1d6+2 damage (crit 1d8+10), and the target contracts filth fever.

↗ **Bolt of Corruption** (standard; at-will) ♦ **Necrotic**  
Ranged 10; +11 vs. Reflex; 1d8+4 necrotic damage, and the target takes ongoing 5 necrotic damage.

↶ **Malotoch's Boon** (standard, encounter)  
Close burst 5; all worshipers of Malotoch in the burst gain a +2 bonus to speed and the ability to shift 1 square as a minor action every round until the end of the encounter.

**Alignment** Evil      **Languages** Abyssal, Common

**Skills** Arcana +9, Bluff +10, Religion +9

**Str** 14 (+5)      **Dex** 13 (+4)      **Wis** 19 (+7)

**Con** 15 (+5)      **Int** 12 (+4)      **Cha** 15 (+5)

**Equipment** leather armor, scimitar

**Description** *This sickly human man wears leather armor festooned with black crow feathers, and carries a filth-encrusted scimitar. His skin is pallid and gray, and he exudes an aura of sickness and death that is almost choking. However, he seems unaffected by his haggard shape, and moves toward you with unwholesome alacrity.*

## CULT PRIEST OF MALOTOCH TACTICS

The cult priest of Malotoch begins combat by bolstering nearby allies with *Malotoch's boon*. He then hangs back and smites foes with *bolt of corruption*, or if necessary, with his disease tainted scimitar.





# MOUNTAIN TROGLODYTE

Mountain troglodytes are a subrace of the more common gray troglodyte, and typically live closer to the surface than their deep-dwelling cousins. In general, mountain troglodytes tend to be physically stronger, taller, heavier, and more brutal, this is especially true of older males, which can rival ogres in size and strength. In many specimens, the standard troglodyte head fin instead appears as a row of long spines or horn-like growths. Mountain troglodytes often have horned spurs on their shoulders, elbows, calves, and forearms, which add to their overall brutal appearance.

## MOUNTAIN TROGLODYTE LORE

A character knows the following with a successful Nature or Dungeoneering check.

**DC 15:** Mountain troglodytes organize their tribes in a loose hierarchy, normally under a chief and sometimes a shaman as well (in such cases the shaman shares some power with the chief but usually is in a subservient role). Often there will be one or two subchiefs, chosen by displays of strength, ready to assume the place of a fallen chief at any time. Often subchiefs fight chiefs in a challenge of their position, and such fights are typically to the death.

Mountain troglodytes share a similar world-view with their more common cousins, and they too revel in acts of cruelty and savagery. They delight in torturing and eating their foes after a battle has been won. They view weaker creatures as inferiors and only work with other races if it brings them benefit. They tend to be impulsive but methodical; they quickly adopt an approach, and if that fails they accept the consequences and try something else. They do not mourn their dead and treat fallen warriors with no reverence; indeed, they are not above committing cannibalism on their dead in lean times.

Mountain troglodytes have no aversion to working with their more common kin, and tribes formed of both mountain and standard troglodytes are not unheard of. The two races can even interbreed.

**DC 20:** Mountain troglodytes lack the traditional troglodyte stench, but have highly caustic spittle that can be used to burn and blind an enemy. They are immune to the effects of the standard troglodyte stench.

## ENCOUNTER GROUPS

Mountain troglodytes are often encountered with their smaller kin. They also frequently serve black dragons, and there is some speculation that the races acidic saliva is owed to black dragon ancestry.

### Level 10 Encounter (XP 2,450)

- 2 mountain troglodyte warriors (level 8 brute)
- 3 troglodyte impalers (level 7 artillery)
- 2 troglodyte warriors (level 12 minion)
- 2 mountain troglodyte thugs (level 14 minion)

### Level 13 Encounter (XP 3,800)

- 1 mountain troglodyte chieftain (level 12 elite brute)
- 4 troglodyte warriors (level 12 minion)
- 6 mountain troglodyte thugs (level 14 minion)

### Level 15 Encounter (XP 5,800)

- 1 adult black dragon (level 11 solo lurker)
- 1 mountain troglodyte chieftain (level 12 elite brute)
- 4 troglodyte warriors (level 12 minion)



### Mountain Troglodyte Thug

Level 14 Minion

Medium natural humanoid (reptile)

XP 250

**Initiative** +8

**Senses** Perception +7; darkvision

**HP** 1; a missed attack never damages a minion.

**AC** 24; **Fortitude** 24, **Reflex** 23, **Will** 22

**Resist** 5 acid

**Speed** 6

⚔ **Greatclub** (standard; at-will) ♦ **Weapon**  
+15 vs. AC; 7 damage.

#### Mighty Grip

A mountain troglodyte thug can wield a two-handed weapon in one hand.

**Alignment** Evil

**Languages** Draconic

**Str** 21 (+12)

**Dex** 12 (+8)

**Wis** 11 (+7)

**Con** 18 (+11)

**Int** 8 (+6)

**Cha** 8 (+6)

**Equipment** greatclub, light shield

**Description** *This tall reptilian humanoid is covered in brown scales and grips a large club in one taloned hand.*

## MOUNTAIN TROGLODYTE THUG TACTICS

A mountain troglodyte thug attacks foes with its greatclub, using *mighty grip* to gain the benefit of a larger weapon and a shield simultaneously.

## Mountain Troglodyte Warrior Level 8 Brute XP 350

Medium natural humanoid (reptile)

**Initiative** +5      **Senses** Perception +6; darkvision  
**HP** 108; **Bloodied** 54  
**AC** 21; **Fortitude** 22, **Reflex** 16, **Will** 18  
**Resist** 10 acid  
**Speed** 6

⬇ **Greatclub** (standard; at-will) ♦ **Weapon**  
+11 vs. AC; 2d4+5 damage, and the target is pushed 1 square.

⬇ **Bite** (standard; at-will) ♦ **Acid**  
+11 vs. AC; 1d6+5 damage, and the target takes ongoing 5 acid damage (save ends).

✦ **Blinding Spittle** (minor; recharge [2][3]) ♦ **Acid**  
Ranged 5; +9 vs. Reflex; 1d6+4 acid damage, and the target is blinded (save ends).

**Mighty Grip**  
A mountain troglodyte warrior can wield a two-handed weapon in one hand.

**Alignment** Evil      **Languages** Common, Draconic  
**Skills** Athletics +14, Endurance +13  
**Str** 21 (+9)      **Dex** 12 (+5)      **Wis** 15 (+6)  
**Con** 18 (+8)      **Int** 10 (+4)      **Cha** 8 (+3)  
**Equipment** greatclub, light shield

**Description** *The reptilian humanoid is slightly taller than a human, with powerfully built legs, muscular arms, and a thick tail. The creature's body is covered with thick, brown scales and its head resembles that of a lizard. The head bears a long frill and bone-like spurs project from the creature's elbows and shoulders. It has baleful yellow eyes.*

## MOUNTAIN TROGLODYTE WARRIOR TACTICS

A mountain troglodyte warrior begins combat with *blinding spittle*, aiming for a potent melee fighter if possible. It then wades into combat with its club, saving its bite for softer targets, such as spellcasters or lightly armored foes.

## Mountain Troglodyte Chieftain Level 12 Elite Brute XP 1,400

Large natural humanoid (reptile)

**Initiative** +8      **Senses** Perception +9; darkvision  
**HP** 300; **Bloodied** 150  
**Saving Throws** +2  
**AC** 26; **Fortitude** 27, **Reflex** 21, **Will** 20  
**Resist** 10 acid  
**Speed** 8  
**Action Points** 1

⬇ **Greatclub** (standard; at-will) ♦ **Weapon**  
Reach 2; +15 vs. AC; 1d10+7 damage, and the target is pushed 1 square. On a critical hit, the target is stunned (save ends).

⬇ **Bite** (standard; at-will) ♦ **Acid**  
Reach 2; +15 vs. AC; 1d8+7 damage, and the target takes ongoing 5 acid damage (save ends).

⬇ **Tooth and Smash** (standard; at-will) ♦ **Acid, Weapon**  
The mountain troglodyte chieftain makes a greatclub and a bite attack.

✦ **Blinding Spittle** (minor; recharge [2][3]) ♦ **Acid**  
Ranged 5; +13 vs. Reflex; 1d8+5 acid damage, and the target is blinded (save ends).

**Focused Rage** (when bloodied)  
The mountain troglodyte chieftain gains a +2 bonus to all defenses while bloodied.

**Mighty Grip**  
A mountain troglodyte chieftain can wield a two-handed weapon in one hand.

**Alignment** Evil      **Languages** Common, Draconic  
**Skills** Athletics +18, Endurance +16, Intimidate +13  
**Str** 24 (+13)      **Dex** 14 (+8)      **Wis** 16 (+9)  
**Con** 20 (+11)      **Int** 12 (+7)      **Cha** 14 (+8)  
**Equipment** greatclub, light shield

**Description** *This massive reptilian brute stands nearly 10 feet tall and is heavily muscled. It grips a truly enormous club in one hand, and a hide-covered shield in the other. It stares at you with cold, yellow, reptilian eyes.*

## MOUNTAIN TROGLODYTE CHIEFTAIN TACTICS

A mountain troglodyte chieftain attacks with its massive club and a bite attack simultaneously. It uses *blinding spittle* as often as possible, focusing its attacks on blinded foes.





# NECOCTENE

A necoctene is an immense, two-headed poisonous snake that slithers through jungles and dank caves in search of prey. Its body splits in two roughly halfway down its 40-foot length, giving each head roughly 20 feet of neck, allowing the beast to attack multiple targets at the same time. These creatures normally have indigo scales with dark green markings, making them difficult to spot amidst the vines and trees of the jungle. Both heads possess the flared hoods of a cobra.



## Necoctene

Level 12 Elite Brute

Huge natural beast (reptile)

XP 1,400

**Initiative** +9      **Senses** Perception +14; low-light vision

**HP** 298; **Bloodied** 149

**AC** 26; **Fortitude** 27, **Reflex** 23, **Will** 21

**Resist** 15 poison

**Saving Throws** +2

**Speed** 6, climb 6, swim 6

**Action Points** 1

⬇ **Bite** (standard; at-will) ⬆ **Poison**  
Reach 3; +15 vs. AC; 2d6+8 damage, and the target takes ongoing 5 poison damage (save ends).

⬇ **Double Bite** (standard; at-will) ⬆ **Poison**  
The necoctene makes two bite attacks.

⬇ **Wishbone Attack** (standard, recharge ☞☞) ⬆ **Poison**  
The necoctene makes two bite attacks against the same target. If both attacks hit, the necoctene makes a secondary attack. *Secondary Attack:* +12 vs. Fortitude; 2d6+8 damage, and the target is dazed until the ends of the necoctene's next turn.

**Alignment** Unaligned      **Languages** —

**Skills** Stealth +14

**Str** 26 (+14)      **Dex** 16 (+9)      **Wis** 16 (+9)

**Con** 19 (+10)      **Int** 5 (+3)      **Cha** 11 (+6)

**Description** *This gigantic, two-headed snake resembles a cross between a cobra and a giant python.*

## NECOCTENE LORE

A character knows the following with a successful Nature check.

**DC 20:** The necoctene is purported to be the result of an arcane experiment gone horribly wrong (or right depending on your viewpoint). They are now fairly widespread, and can be found in many deep forests and jungles.

**DC 25:** Although a necoctene is poisonous, it prefers to simply tear its prey to pieces by grasping a target with both heads, and then pulling it apart.

## ENCOUNTER GROUPS

Necoctene are often encountered with other reptilian monsters. Tamed necoctene are encountered with various types of humanoids.

### Level 12 Encounter (XP 3,500)

- 1 necoctene (level 12 elite brute)
- 3 stone-eye basilisks (level 12 soldier)

## NECOCTENE TACTICS

Although massive, a necoctene is a stealthy predator, and attempts to surprise foes when possible. It attacks with both heads simultaneously, and can attack a different target with each head. If a target proves especially tough, the necoctene targets such a foe with both heads, grabs hold, and then pulls in opposite directions, tearing the victim in half.

# NEURONEA

Neuronea are large, spider-like monsters that can control the sleep rhythms of living creatures. They can stun and incapacitate prey in this manner, making even the most difficult target easy meat for the neuronea's fangs. Most neuronea are solitary creatures, although they occasionally collaborate with other dungeon denizens if sufficiently bribed.

## NEURONEA LORE

A character knows the following with a successful Dungeoneering check.

**DC 20:** Neuronea are spider-like monsters that can control the sleep rhythms of living creatures. They are wicked and use their powers to capture and kill sentient humanoids for food and treasure.

**DC 25:** Sages believe that neuronea are the creation of Hazdragga, queen of the night hags. However, since the two races of monsters despise one another, it is surmised that the Hazdragga lost control of her creations, and they spread independently throughout the Prime Material Plane.

## ENCOUNTER GROUPS

Neuronea enjoy the company of giant spiders and other spider-like creatures, and they are often encountered with such monstrosities. They can also be bribed into collaborating with underdark humanoids for a short while, but such alliances are tenuous, as the neuronea's hunger and wicked nature soon get the better of it.

### Level 11 Encounter (XP 3,100)

- 1 neuronea (level 11 elite controller)
- 2 blade spiders (level 10 brute)
- 3 bloodweb spider swarms (level 7 soldier)

### Neuronea

Level 11 Elite Controller

Large natural magical beast (spider)

XP 1,200

**Initiative** +7

**Senses** Perception +12; darkvision, tremorsense 10

**Aura of Lethargy (Sleep)** aura 5; creatures in the aura suffer a -2 penalty to speed and Will defense.

**HP** 224; **Bloodied** 112

**AC** 27; **Fortitude** 25, **Reflex** 20, **Will** 23

**Immune** sleep; **Resist** 15 poison

**Saving Throws** +2

**Speed** 8, climb 6 (spider climb)

**Action Points** 1

⬇ **Bite** (standard; at-will) ⬆ **Poison**

Reach 2; +16 vs. AC; 3d6+6 damage, and the target is slowed (save ends). *First failed Save:* The target is also dazed (save ends). *Second Failed Save:* The target falls unconscious until the end of the encounter.

⬅ **Soporific Drone** (standard, sustain minor; recharge ⓁⓂ) ⬆ **Sleep, Zone**

Close burst 5; this power creates a zone of sleep-inducing sound waves that remains in place until the end of the neuronea's next turn. All creatures beginning their turn in the zone must make a saving throw or be unable to perform more than one action (standard, move, or minor) on their turn.

**Alignment** Evil

**Languages** Common, Deep Speech

**Skills** Bluff +16, Insight +12, Stealth +12

**Str** 22 (+11)

**Dex** 15 (+7)

**Wis** 15 (+7)

**Con** 16 (+8)

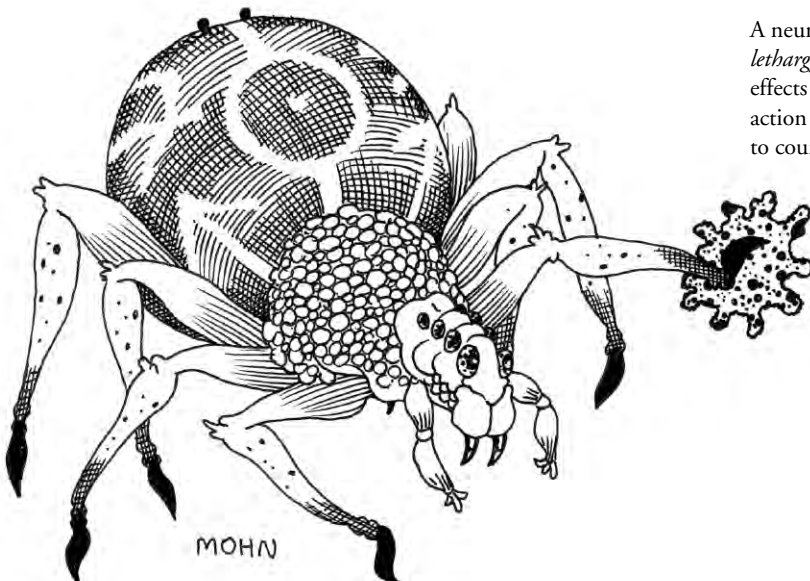
**Int** 16 (+8)

**Cha** 19 (+9)

**Description** *This huge, spider-like creature has a silvery carapace and its eyes glow a hazy blue. A barely audible hum surrounds the creature, and despite your best efforts to remain alert, you feel your eyelids growing heavy with unnatural exhaustion.*

## NEURONEA TACTICS

A neuronea begins combat with *soporific drone*, hoping that and its *aura of lethargy* will severely hamper its enemies. Once its targets are under the effects of either of the two powers mentioned above, the neuronea uses its action point to bite two targets, preferably spellcasters that might be able to counteract its sleep-inducing abilities.







# OCTOPHIS

An octophis is a bizarre, subterranean creature that inhabits underground lakes and other standing bodies of water. It resembles a large octopus with slimy gray skin and a nest of writhing tentacles that end in hissing, snake-like heads. It is an intelligent and malicious creature, and is fond of the treasure and meat provided by sentient humanoids.

**Octophis** Level 14 Elite Lurker  
Large aberrant magical beast (aquatic) XP 2,000

**Initiative** +15      **Senses** Perception +14; darkvision

**HP** 216; **Bloodied** 108

**AC** 30; **Fortitude** 29, **Reflex** 26, **Will** 24

**Saving Throws** +2

**Speed** 4, swim 8

**Action Points** 1

⚔ **Tentacle** (standard; at-will) ♦ **Poison**  
Reach 2; +19 vs. AC; 1d10+7, and the target takes a -1 penalty to attack and damage rolls (save ends). The penalties to attack and damage rolls are cumulative until the target succeeds at a saving throw.

⚔ **Tentacle Flurry** (standard; recharge ⚡⚡⚡) ♦ **Poison**  
The octophis makes three tentacle attacks. A creature struck by two or more tentacles is grabbed (until escape).

⚔ **Nest of Vipers** (minor; at-will) ♦ **Poison**  
The octophis makes 2 tentacle attacks on a creature it has grabbed, and may still attack other targets, but may not use *tentacle flurry*.

### Threatening Reach

An octophis can make opportunity attacks against all creatures within its reach (3 squares).

**Alignment** Evil      **Languages** Common

**Skills** Stealth +16 (+21 in the water)

**Str** 24 (+14)      **Dex** 18 (+11)      **Wis** 14 (+9)

**Con** 18 (+11)      **Int** 10 (+7)      **Cha** 13 (+8)

**Description** *An oversized octopoid head rises from the water followed by eight waving appendages that disturbingly resemble hissing, fanged vipers.*



## OCTOPHIS TACTICS

An octophis typically hides, half-submerged, near the shore of subterranean lakes and pools. It attacks nearly anything that wanders by out of sheer maliciousness, although it will happily devour its catch when hungry. Humanoid prey, especially those the octophis believes are carrying treasure, are targeted with *tentacle flurry*, grabbed, and then pulled into the water where they can be easily dispatched.

## OCTOPHIS LORE

A character knows the following with a successful Dungeoneering check.

**DC 15:** An octophis is a dreadful subterranean monster that inhabits underground lakes. Its origins are unknown, but its bizarre anatomy suggests magical experimentation gone horribly wrong.

**DC 20:** The octophis' snaky tentacles carry a fairly potent toxin that becomes more debilitating with each dose.

## ENCOUNTER GROUPS

An octophis will often cooperate with other stealthy dungeon predators to gain more food and treasure.

### Level 14 Encounter (XP 5,200)

- 1 octophis (level 14 elite lurker)
- 4 gargoyles (level 9 lurker)

# PUPPETEER VINE

A puppeteer vine is an intelligent, semi-mobile plant that lurks in swamps and jungles. It is carnivorous, and seeks out animal prey for sustenance; however, it has a bizarre defense mechanism that gives the dreaded vine its name. A puppeteer vine can control the actions of sentient creatures through a chemical secretion injected through tiny thorns on its three tendrils. In this way it can use its victim's body to attack its enemies and defend it from harm.

It is rumored that multiple puppeteer vines can grow together to form a gigantic single entity called a puppeteer grove. If such a thing were true, the resulting monstrosity could control entire swathes of swamp or jungle with its dominated minions.

<b>Puppeteer Vine</b>		Level 4 Elite Controller	
Large natural animate (plant)		XP 350	
<b>Initiative</b> +5	<b>Senses</b> Perception +3; blindsight 5		
<b>HP</b> 116; <b>Bloodied</b> 58			
<b>AC</b> 20; <b>Fortitude</b> 20, <b>Reflex</b> 18, <b>Will</b> 14			
<b>Vulnerable</b> 5 fire			
<b>Saving Throws</b> +2			
<b>Speed</b> 2 (clumsy)			
<b>Action Points</b> 1			
⊕ <b>Grasping Vines</b> (standard; at-will)			
Reach 3; +9 vs. AC; 1d8+3 damage, and the target is grabbed (until escape). The puppeteer vine can attack and grab with up to three vines.			
† <b>Lashing Burst</b> (standard; recharge [3])			
The puppeteer vine makes three grasping vine attacks.			
† <b>Puppet Master</b> (minor; at-will) ♦ <b>Charm</b>			
Grabbed target only; +8 vs. Will; the target is dominated (save ends). The puppeteer vine can dominate up to three targets at once, but it must maintain contact with the target at all times (it can never be more than 3 squares away from the target).			
<b>Alignment</b> Unaligned		<b>Languages</b> —	
<b>Skills</b> Nature +7, Stealth +10			
<b>Str</b> 16 (+5)	<b>Dex</b> 17 (+5)	<b>Wis</b> 12 (+3)	
<b>Con</b> 18 (+6)	<b>Int</b> 10 (+2)	<b>Cha</b> 7 (+0)	
<b>Description</b> <i>This strange hedge is covered in a small, round leaves and seems to quake and spasm as you approach. Suddenly, three long, leafy tendrils burst from the hedge's mass, squirming through the air toward you.</i>			

## PUPPETEER VINE TACTICS

When faced with sentient humanoids, a puppeteer vine begins combat with *lashing burst*, seeking to grab up to three enemies at once. It then attempts to assume control of the grabbed targets' bodies and turn them against any remaining foes. Unable to move swiftly, a puppeteer vine fights until it is destroyed.

**Puppeteer Grove** Level 25 Solo Controller  
Gargantuan natural animate (plant) XP 35,000

<b>Initiative</b> +19	<b>Senses</b> Perception +21; blindsight 20	
<b>HP</b> 1,350; <b>Bloodied</b> 675		
<b>AC</b> 41; <b>Fortitude</b> 40, <b>Reflex</b> 37, <b>Will</b> 34		
<b>Vulnerable</b> 15 fire		
<b>Saving Throws</b> +5		
<b>Speed</b> 4 (clumsy)		
<b>Action Points</b> 2		
⊕ <b>Grasping Vines</b> (standard; at-will)		
Reach 6; +30 vs. AC; 2d8+8 damage, and the target is grabbed (until escape). The puppeteer grove can attack and grab with up to eight vines.		
† <b>Forest of Vines</b> (standard; at-will)		
The puppeteer vine makes eight grasping vine attacks.		
† <b>Puppet Master</b> (minor; at-will) ♦ <b>Charm</b>		
Grabbed target only; +29 vs. Will; the target is dominated (save ends, with a -4 penalty on the saving throw). The puppeteer vine can dominate up to eight targets at once, but it must maintain contact with the target at all times (it can never be more than 6 squares away from the target).		
↶ <b>Luring Bloom</b> (standard; recharge [3][3]) ♦ <b>Charm</b>		
Close burst 10; +27 vs. Will; the puppeteer grove slides the target 5 squares.		
<b>Threatening Reach</b>		
The puppeteer grove can make opportunity attacks against all creatures within its reach (6 squares).		
<b>Alignment</b> Unaligned		<b>Languages</b> —
<b>Skills</b> Nature +21, Stealth +24		
<b>Str</b> 26 (+20)	<b>Dex</b> 24 (+19)	<b>Wis</b> 18 (+16)
<b>Con</b> 30 (+22)	<b>Int</b> 18 (+16)	<b>Cha</b> 15 (+14)
<b>Description</b> <i>A mountain of thorns, leaves, and vines shudders toward you. Skeletons and rotting corpses of all shapes and sizes hang like macabre ornaments in the tangles mass of plant matter.</i>		

## PUPPETEER GROVE TACTICS

A puppeteer grove seeks to lure enemies close into reach of its vines with *luring bloom*, it then lashes out and attempts to grab up to eight targets with its grasping tendrils. Like its smaller kin, a puppeteer grove seeks to turn its enemies against one another, dominating and controlling the actions of grabbed foes. If an enemy is encountered that is somehow immune to the puppeteer grove's dominating poison, it focuses all its vine attacks on this single enemy, and simply rips it apart.



## PUPPETEER VINE LORE

A character knows the following with a successful Nature check.

**DC 15:** Puppeteer vines are found in dense swamps and jungles, where they prey on the abundant animal life found in these habitats. A puppeteer vine's three lashing tendrils secrete a chemical that allows the plant to assume control of a sentient creature's actions. The rather dry and brittle leaves of a puppeteer vine are quite vulnerable to fiery attacks.

**DC 25:** A puppeteer grove is the result of numerous puppeteer vines growing together and mingling their collective sentience to form a single, incredibly powerful entity. As large as a small copse of trees, a puppeteer grove can control more than half a dozen sentient humanoid with its many, grasping vines.

## ENCOUNTER GROUPS

Puppeteer vines often cooperate with other intelligent plant creatures living in its environment. Puppeteer groves are sometimes encountered with powerful undead, who follow the monstrous plant, hoping to attack and devour victims weakened or ensnared by it.

### Level 6 Encounter (XP 1,300)

- 2 puppeteer vines (level 4 elite controller)
- 3 vine horrors (level 5 controller)

### Level 26 Encounter (XP 47,000)

- 1 puppeteer grove (level 25 solo controller)
- 6 slaughter wights (level 18 brute)



# RAVEN, MONSTROUS

Monstrous ravens are large and intelligent versions of the common crow or raven. Some have an evil bent, and can be quite dangerous, especially in large numbers.

## MONSTROUS RAVEN LORE

A character knows the following with a successful Nature check.

**DC 15:** Giant ravens are generally benign, and occasionally aid fey creatures in battle against evil humanoids. They are, however, mischievous, and enjoy playing pranks or stealing small items from humanoids they encounter.

**DC 15:** Carrion crows gather over battlefields and other areas of mass death. They normally feed on carrion, but are not averse to a little fresh meat from time to time. When gathered in massive swarms, these vicious crows gain a rudimentary intelligence and an evil disposition.

## ENCOUNTER GROUPS

Giant ravens congregate in small groups, called murders, or with gnomes and halfling allies, whom they often serve as mounts. Carrion crow swarms are sometimes found alongside minor or mindless undead, poised to feed on the undead brutes' victims.

### Level 3 Encounter (XP 700)

- 1 gnome arcanist (level 3 controller)
- 2 gnome skulks (level 2 lurker)
- 2 giant ravens (level 3 skirmisher)

### Level 9 Encounter (XP 2,050)

- 3 zombie hulks (level 8 brute)
- 2 carrion crow swarms (level 10 skirmisher)

# GIANT RAVEN

Mischievous tricksters, giant ravens are large, intelligent birds found in deep, fey-haunted forest. They are not usually malignant, but can be fairly dangerous when provoked. Giant ravens sometimes serve powerful wizards as familiars.

## Giant Raven

Level 3 Skirmisher

Medium natural magical beast

XP 150

**Initiative** +6

Senses Perception +9; low-light vision

**HP** 46; **Bloodied** 23

**AC** 17; **Fortitude** 14, **Reflex** 16, **Will** 15

**Speed** 3, fly 8 (hover)

⬇ **Harrying Bite** (standard; at-will)

+8 vs. AC; 1d8+3 damage, and the target takes a -2 penalty to attack rolls until the beginning of the giant raven's next turn.

⬇ **Flyby Attack** (standard; recharge ☉☉☉)

The giant raven flies up to 8 squares and makes a bite attack at any point during the move without provoking an opportunity attack from the target.

### Murder of Crows

When a giant raven is reduced to 0 hit points, all other giant ravens within 5 squares gain a +2 power bonus to attack and damage rolls until the end of the encounter.

**Alignment** Unaligned

**Languages** Common

**Skills** Bluff +7, Stealth +9

**Str** 12 (+2)

**Dex** 17 (+4)

**Wis** 16 (+4)

**Con** 14 (+3)

**Int** 10 (+1)

**Cha** 13 (+2)

**Description** *This massive, black-feathered bird stands nearly six feet tall. It eyes you warily as you approach, its eyes glinting with both mischief and intelligence.*

## GIANT RAVEN TACTICS

A giant raven attacks by swooping down on a target and striking with its strong beak and massive black wings. It is an agile flyer, and makes frequent use of *flyby attack* in combat.





**Carrion Crow Swarm** Level 10 Skirmisher  
Medium natural magical beast (swarm) XP 500

**Initiative** +12      **Senses** Perception +9  
**Swarm Attack** aura 1; the carrion crow swarm makes a basic attack as a free action against each enemy that begins its turn in the aura.  
**HP** 104; **Bloodied** 52  
**AC** 24; **Fortitude** 19, **Reflex** 22, **Will** 18  
**Resist** half damage from melee and ranged attacks;  
**Vulnerable** 10 against close and area attacks  
**Speed** 2, fly 8 (hover)  
⬇ **Swarm of Wings** (standard; at-will)  
+15 vs. AC; 1d10+5 damage, and the target is blinded until the beginning of the carrion crow swarm's next turn.  
⚡ **Croaking Cacophony** (standard, recharge ☁☁☁) ⚡  
**Fear, Thunder**  
Close burst 5; +11 vs. Fortitude; 3d8+2 thunder damage, and the carrion crow swarm makes a secondary attack on the target.  
*Secondary Attack:* +11 vs. Will; the target takes a -2 penalty on attack rolls, damage rolls, and all defenses (save ends).  
**Alignment** Evil      **Languages** —  
**Str** 10 (+5)      **Dex** 21 (+10)      **Wis** 14 (+7)  
**Con** 16 (+8)      **Int** 5 (+2)      **Cha** 10 (+5)

**Description** *The sky is dark with a dense cloud of shifting black shapes: hundreds of large crows filling the world with a frightful cacophony of croaks and caws.*

## CARRION CROW SWARM

Carrion crows are vile, evil scavengers that haunt battlefields, feeding off the dead and attacking those who aid the fallen. They will abandon their necrophagia for fresher fair, and can be deadly when gathered in large swarms.

## CARRION CROW SWARM TACTICS

A carrion crow swarm begins combat with *croaking cacophony*, and then swoops down to engulf its target in a cloud of black wings and needle-sharp beaks.





## ROOK

Rooks are a race of avian humanoids similar to harpies, but distinct in their appearance and habits. They are closely tied to the demon lord Malotoch, the patron of scavengers and cannibals, and may have even been created by the vile archfiend. Rooks can be found in nearly any climate and terrain, although they prefer to make their lairs in dismal caves and forlorn ruins.

### ROOK LORE

A character knows the following with a successful Arcana or Nature check.

**DC 15:** Rooks are always female, and it is rumored that they drag off human men to serve as breeding stock. Such men are always killed and eaten once they have served their purpose. Rooks are predominantly carrion feeders, and they flock to battlefields and cemeteries, desecrating graves and feeding upon the dead and dying.

**DC 20:** Rooks serve the demon lord Malotoch, and the more potent rook carrion queens wield horrible powers of disease in the great demon's name. Rooks can often be found serving cultists of Malotoch, and many even dwell upon the demon lord's Abyssal layer of Epidomius.

### Rook

Level 7 Skirmisher

Medium natural humanoid

XP 300

**Initiative** +9

**Senses** Perception +9; low-light vision

**HP** 79; **Bloodied** 39

**AC** 21; **Fortitude** 18, **Reflex** 20, **Will** 18

**Immune** disease

**Speed** 4, fly 8 (hover)

 ⊕ **Short Sword** (standard; at-will) ♦ **Weapon**  
 +12 vs. AC; 1d6+5 damage.

 † **Claw** (standard; at-will) ♦ **Disease**  
 +12 vs. AC; 1d6+5 damage, and the target contracts filth fever.

 † **Aerial Flurry** (standard, while flying; at-will) ♦ **Disease, Weapon**  
 While flying or hovering, a rook can make a short sword and a claw attack against the same target.

 ⚡ **Doom Caw** (standard; recharge ☰☱) ♦ **Fear, Thunder**  
 Close burst 5; +10 vs. Fortitude; 3d6+3 thunder damage, and the target takes a -2 penalty to attack rolls (save ends).

#### Aerial Agility

While flying, a rook receives a +2 bonus to all defenses against ranged attacks.

**Alignment** Chaotic evil

**Languages** Abyssal, Common

**Skills** Bluff +11, Stealth +13, Thievery +13

**Str** 16 (+6)

**Dex** 20 (+8)

**Wis** 12 (+5)

**Con** 15 (+5)

**Int** 12 (+4)

**Cha** 17 (+6)

**Equipment** short sword

**Description** *This strange humanoid has the upper body of a withered crone and the lower body of a giant crow. Two huge, black-feathered wings sprout from the creature's back, and each hand bears ragged, bloody talons.*



## ROOK TACTICS

A rook prefers to attack from the air, hovering over its foe and striking with its sword and filthy claws. It often uses *doom caw* before entering combat to weaken its foes' offensive capabilities. A cowardly creature, a rook retreats if forced to fight on the ground or if threatened by powerful enemies that can also fly.

## ROOK CARRION QUEEN TACTICS

A rook carrion queen, like its weaker kin, prefers to fight while aloft. It seeks out enemies of obvious good alignment and unleashes *blight strike*, hoping to infect the foe with a terrible, wasting disease known as *blight* (see page 91). A rook carrion queen uses *cannibal cry* as soon as there are corpses on the field, enjoying the horror and disgust of good-aligned enemies suddenly forced to eat the dead.

## ENCOUNTER GROUPS

Rooks often associate with harpies, who may serve Malotoch as well. In addition, rooks see undead as a blessing from the demonic queen, and can often be encountered with them.

### Level 8 Encounter (XP 1,800)

- 2 harpies (level 6 controller)
- 2 ghouls (level 5 soldier)
- 3 rooks (level 7 skirmisher)

### Level 12 Encounter (XP 3,400)

- 1 rook carrion queen (level 12 elite controller)
- 2 battle wights (level 9 soldier)
- 4 rooks (level 7 skirmisher)

**Rook Carrion Queen** Level 12 Elite Controller  
Medium natural humanoid XP 1,400

**Initiative** +10 **Senses** Perception +15, low-light vision

**Carrion Reek** aura 2; living enemies in the aura take a -2 penalty to attack rolls.

**HP** 242; **Bloodied** 121

**AC** 28; **Fortitude** 25, **Reflex** 23, **Will** 27

**Immune** disease; Resist necrotic 10

**Saving Throws** +2

**Speed** 6, fly 10 (hover)

**Action Points** 1

⚔ **Blight Flail** (standard; at-will) ♦ **Necrotic, Weapon**  
+17 vs. AC; 1d10+4 damage plus 1d8 necrotic damage.

⚔ **Blight Strike** (standard; recharge ☉☉☉) ♦ **Disease, Necrotic, Weapon**  
Requires blight flail; +16 vs. Fortitude; 2d10+5 necrotic damage, and the target contracts *blight*.

⚔ **Aerial Flurry** (standard; at-will) ♦ **Necrotic, Weapon**  
While flying or hovering, a rook can make two *blight flail* attacks against the same target.

⚔ **Cannibal Cry** (standard; recharge ☉☉☉) ♦ **Charm, Thunder**  
Close burst 5; targets enemies; +14 vs. Fortitude; 3d8+6 thunder damage, and the rook carrion queen makes a secondary attack against the same target. *Secondary Attack*: +14 vs. Will; the target moves its speed toward the nearest corpse, taking the most direct route, and suffering opportunity attacks as normal. Once the target is adjacent to a corpse, or it has moved its full movement, it is immobilized (save ends).

### Aerial Agility

While flying, a rook carrion queen receives a +2 bonus to all defenses against ranged attacks.

**Alignment** Chaotic evil Languages Abyssal, Common

**Skills** Bluff +17, Religion +14, Stealth +15, Thievery +15

**Str** 18 (+10)

**Dex** 19 (+10)

**Wis** 18 (+10)

**Con** 17 (+9)

**Int** 17 (+9)

**Cha** 22 (+12)

**Equipment** leather armor, blight flail

**Description** *This repulsive humanoid resembles a cross between a hideous crone and a giant crow. It wears a breastplate of black leather over its bony chest bearing a curious sigil – a black feather dripping blood. The apparition carries a flail in its left hand, and the weapon pulses with a foul black radiance.*



# SCORPION, MONSTROUS

Monstrous breeds of scorpion are fairly common in desolate areas, such as deserts and other wastelands. Dune scorpions, named for their sandy color and the deserts they inhabit, are one of the most frequently encountered types of monstrous scorpion. They range in size from beasts comparable to a wolf or large dog to mammoth horrors the size of elephants.

However, not all monstrous scorpions need be so massive to strike fear in the hearts of adventurers. There is a tiny breed of winged scorpion known to congregate in vast swarms that can descend like a tiny, bussing tornado on a victim, and inflict thousands of deadly stings in a matter of seconds.

## MONSTROUS SCORPION LORE

A character knows the following with a successful Nature check.

**DC 15:** Dune scorpions are huge, monstrous scorpions found in deserts and other dry wastelands. They apparently never stop growing, and can reach truly staggering sizes. However, as a dune scorpion grows larger, its venom becomes weaker, eventually becoming completely inert in the largest specimens.

**DC 15:** Flying scorpions are a strange cross between scorpions and flying beetles. They typically inhabit dungeons and other ruins, and gather in massive swarms hundreds, sometimes thousands strong.

### Dune Scorpion

Level 2 Brute

Medium natural beast

XP 125

**Initiative** +2      **Senses** Perception +1; tremorsense 5

**HP** 45; **Bloodied** 22

**AC** 14; **Fortitude** 16, **Reflex** 13, **Will** 12

**Resist** 5 poison

**Speed** 6

⊕ **Claws** (standard; at-will)  
+5 vs. AC; 1d10+4 damage, and a Medium or smaller target is grabbed (until escape).

‡ **Stinger** (standard; at-will) † **Poison**  
Grabbed target only; automatic hit; 1d4+4 damage, and the dune scorpion makes a secondary attack on the same target.  
*Secondary Attack:* +3 vs. Fortitude; the target takes 1d8+2 poison damage, and is weakened (save ends).

**Alignment** Unaligned      **Languages** —

**Str** 18 (+5)      **Dex** 12 (+2)      **Wis** 11 (+1)

**Con** 15 (+3)      **Int** 1 (-4)      **Cha** 10 (+1)

**Description** *This scorpion is fully five feet long and covered in sand-colored chitin. Its pincers are huge, and the stinger arching over its back drips with venom.*

## DUNE SCORPION TACTICS

A dune scorpion attacks with its huge pincers. When it hits a target, it hangs on and stings repeatedly. Nearly mindless, a dune scorpion simply attacks the nearest creature it sees or detects with its tremorsense.

### Greater Dune Scorpion

Level 6 Brute

Large natural beast

XP 250

**Initiative** +5      **Senses** Perception +4; tremorsense 10

**HP** 87; **Bloodied** 43

**AC** 18; **Fortitude** 20, **Reflex** 16, **Will** 15

**Resist** 10 poison

**Speed** 8

⊕ **Claws** (standard; at-will)  
+9 vs. AC; 2d6+5 damage, and a large or smaller target is grabbed (until escape).

‡ **Stinger** (standard; at-will) † **Poison**  
Grabbed target only; automatic hit; 1d8+5 damage, and the dune scorpion makes a secondary attack on the same target. *Secondary Attack:* +7 vs. Fortitude; the target is weakened (save ends).

**Alignment** Unaligned      **Languages** —

**Str** 21 (+8)      **Dex** 15 (+5)      **Wis** 12 (+4)

**Con** 17 (+6)      **Int** 1 (-2)      **Cha** 10 (+3)

**Description** *The size of a large horse, this massive scorpion scuttles over the sand toward you, clicking its pincers together in a disconcerting staccato rhythm.*

## GREATER DUNE SCORPION TACTICS

A greater dune scorpion uses similar tactics as its smaller kin. However, since its venom is weaker, its stinger act as more of chitinous spear than a means to deliver poison. The venom does make it harder for prey to escape scorpion's grasp, and all but ensures a death by multiple puncture wounds.

### Enormous Dune Scorpion

Level 11 Brute

Huge natural beast

XP 600

**Initiative** +8      **Senses** Perception +7; tremorsense 10

**HP** 140; **Bloodied** 70

**AC** 23; **Fortitude** 24, **Reflex** 20, **Will** 19

**Resist** 15 poison

**Speed** 8

⊕ **Crushing Claws** (standard; at-will)  
Reach 2; +14 vs. AC; 3d6+7 damage, and a Huge or smaller target is grabbed (until escape). A grabbed target takes 10 damage at the start of the enormous dune scorpion's turn.

‡ **Stinger** (standard; at-will)  
Reach 2; +14 vs. AC; 2d6+7 damage (save ends). The enormous dune scorpion can use this attack against a target it has grabbed.

‡ **Sting Frenzy** (standard, while bloodied only; at-will)  
The enormous dune scorpion makes two stinger attacks on a grabbed opponent.

**Alignment** Unaligned      **Languages** —

**Str** 24 (+12)      **Dex** 17 (+8)      **Wis** 15 (+7)

**Con** 20 (+10)      **Int** 1 (+0)      **Cha** 10 (+5)

**Description** *This elephantine scorpion surges across the sand toward you, pincers outstretched to grasp and crush anything in its path. Its stinger quivers over its back; a long, barbed lance of chitin.*





## ENORMOUS DUNE SCORPION TACTICS

Despite its size and massive, barbed stinger, an enormous dune scorpion lacks any venom at all. Instead, it uses its stinger like a huge organic lance, spearing targets it has firmly grasped in its crushing pincers.

## FLYING SCORPION SWARM TACTICS

A flying scorpion swarm begins combat with *droning wings*, and then swarms dazed, stunned, or unconscious targets. It targets foes with hundreds of stingers, inflicting damage via innumerable tiny puncture wounds and a massive dose of venom.

**Flying Scorpion Swarm** Level 10 Skirmisher  
Medium natural beast (swarm) XP 500

**Initiative** +12      **Senses** Perception +6; tremorsense 10  
**Swarm Attack** aura 1; a flying scorpion swarm makes a basic attack as a free action against each enemy that begins its turn in the aura.  
**HP** 102; **Bloodied** 51  
**AC** 24; **Fortitude** 18, **Reflex** 23, **Will** 17  
**Resist** 10 poison, half damage from melee and ranged attacks;  
**Vulnerable** 10 against close and area attacks  
**Speed** 4, fly 6 (hover)  
⊕ **Stinging Swarm** (standard; at-will) ⊕ **Poison**  
+15 vs. AC; 3d6+6 damage, and ongoing 5 poison damage (save ends).  
↔ **Droning Wings** (standard; recharge [3][3][3]) ⊕ **Charm**  
Close burst 5; +11 vs. Will; the target is dazed (save ends). *First Failed Save:* The target is stunned (save ends). *Third Failed Save:* The target is unconscious.  
**Alignment** Unaligned      **Languages** —  
**Skills** Stealth +16  
**Str** 12 (+6)      **Dex** 22 (+11)      **Wis** 12 (+6)  
**Con** 14 (+7)      **Int** 3 (+1)      **Cha** 10 (+5)

**Description** *Hundreds of black scorpions with buzzing beetle-like wings swarm about in the air, presenting a horrific cloud of claws and stingers.*

## ENCOUNTER GROUPS

Monstrous scorpions are usually encountered in small groups, although larger specimens will kill and eat their smaller kin. They may also be encountered with other giant vermin, or even with intelligent humanoids that have managed to train the dangerous beasts.

### Level 3 Encounter (XP 800)

- 2 goblin sharp shooters (level 2 artillery)
- 2 dune scorpions (level 2 brute)
- 3 goblin warriors (level 1 skirmisher)

### Level 7 Encounter (XP 1,500)

- 2 greater dune scorpions (level 6 brute)
- 3 deathjump spiders (level 4 skirmishers)
- 1 bloodweb spider swarm (level 7 soldier)

### Level 13 Encounter (XP 3,800)

- 2 hill giants (level 13 brute)
- 2 enormous dune scorpions (level 11 brute)
- 2 flying scorpion swarms (level 10 skirmisher)

# SHAMBLING SKULLPILE

A shambling skullpile is an undead monstrosity formed from the many skulls of ritually sacrificed creatures. The horror and torment of these sacrificed victims form a maelstrom of psychic energies, which take a physical form by animating and possessing skulls into a rough humanoid form. Shambling skullpiles are intelligent, although extremely erratic – their personalities are an amalgamation of the souls sacrificed to create the creature, and tend to follow the whims of the strongest personalities.

## SHAMBLING SKULLPILE LORE

A character knows the following with a successful Religion check.

**DC 20:** Shambling skullpiles lurk near the altars or temples where the human remains that make up their mass were once sacrificed, or by cemeteries containing the rest of their remains. They are sacred to cults of Nergal, and the cult of the rotting god are the only beings known to intentionally create shambling skullpiles, a process that requires an obscure and powerful divine ritual.

**DC 25:** Shambling skullpiles can drain the vital energy from living creatures through the many hungry jaws of the skulls that make up their bulk. Like many undead, skullpiles recoil from spells and powers utilizing radiant energy.

## ENCOUNTER GROUPS

Shambling skullpiles are typically encountered in temples dedicated to evil gods, usually in areas where sacrifices are conducted. They can also be found in cemeteries, tombs, and other areas where undead are common. Skullpiles will not usually tolerate the presence of living creatures, but will freely associate with undead.

### Level 19 Encounter (XP 11,600)

- 1 lich (level 14 elite controller)
- 2 shambling skullpiles (level 19 brute)
- 3 sword wraiths (level 17 lurker)

### Shambling Skullpile

Level 19 Brute

Huge natural animate (undead)

XP 2,400

**Initiative** +12

**Senses** Perception +16; darkvision

**HP** 223; **Bloodied** 111

**AC** 31; **Fortitude** 33, **Reflex** 26, **Will** 25

**Immune** disease, poison; **Resist** 20 necrotic;

**Vulnerable** 10 radiant

Speed 8

⬇ **Skull Slam** (standard; at-will) ♦ **Necrotic**

Reach 3; +22 vs. AC; 3d8+8 damage, and the shambling skullpile makes a secondary attack against the same target.

*Secondary Attack:* +20 vs. Fortitude; 1d8+6 necrotic damage, and the target loses 1 healing surge.

⚡ **Skull Storm** (standard; recharges when first bloodied) ♦ **Necrotic**

Close blast 5; +18 vs. Reflex; 4d10+6 necrotic damage, and the target is slowed and takes ongoing 10 necrotic damage (save ends both).

**Battle Frenzy** (while bloodied)

The shambling skullpile makes two *skull slam* attacks.

**Alignment** Chaotic evil

**Languages** Common

**Skills** Stealth +17

**Str** 26 (+17)

**Dex** 17 (+12)

**Wis** 14 (+11)

**Con** 23 (+15)

**Int** 12 (+10)

**Cha** 12 (+10)

**Description** *This animated pile of skulls takes the rough form of a large humanoid, towering well over 15 feet tall.*

## SHAMBLING SKULLPILE TACTICS

A shambling skullpile attacks with its massive limbs, which inflict terrible bludgeoning damage, and also tear at a target's very soul, as the hundreds of animated skulls in each limb bite and rip into a target with each strike. When faced with multiple targets, a shambling skullpile can unleash a blast of animated skulls that scatter about the area, clinging to targets with sharp teeth, inflicting horrible biting wounds, and hindering movement.





# SHIMMERING SLUG

Shimmering slugs are strange aberrant beasts that resemble giant, subterranean slugs. They are quite intelligent, although their motives are impossible to determine, and they have been observed attacking adventurers at the slightest provocation, or completely ignoring aggravated hostility from a tribe of grimlocks.

When motivated to attack, shimmering slugs seem to have no interest in treasure, and their victims are always left with all possessions intact. They also do not consume the bodies of their slain opponents, leaving sages to speculate that they are herbivorous or perhaps derive sustenance from some other source, perhaps even the psychic energy produced by all sentient creatures.

## SHIMMERING SLUG LORE

A character knows the following with a successful Dungeoneering check.

**DC 20:** Shimmering slugs are solitary subterranean monstrosities that slither through the caverns and tunnels of the underdeep, going about their lives guided by unguessable motivations. They can be hostile and occasionally attack without provocation.

**DC 25:** Shimmering slugs can produce a mind-numbing psychic aura that can reduce their foes to drooling simpletons. In addition, they can spew a caustic slime that attacks the nerve centers of their victims, producing almost complete brain lock.



### Shimmering Slug

Level 13 Elite Controller

Huge aberrant magical beast

XP 1,600

**Initiative** +6

**Senses** Perception +7; darkvision, tremorsense 10

**Mind-Numbing Aura (Psychic)** aura 3; enemies within the aura cannot use encounter or daily powers unless they succeed at a saving throw first.

**HP** 264; **Bloodied** 132

**AC** 29; **Fortitude** 28, **Reflex** 20, **Will** 26

**Resist** 10 acid, 10 psychic, 10 against effects that target AC

**Saving Throws** +2

**Speed** 6, burrow 4

**Action Points** 1

⬇ **Slam** (standard; at-will)

Reach 2; +18 vs. AC; 2d8+6 damage, and the target is pushed 1 square and knocked prone.

⬅ **Madness Slime** (standard; recharge ☹☹☹) ➡ **Acid, Charm**

Close blast 5; +15 vs. Reflex; 4d6+5 acid damage, and the shimmering slug makes a secondary attack on the same target. *Secondary Attack:* +15 vs. Will; the target is overcome with maddening visions and is stunned (save ends).

**Unmovable**

When an effect forces a shimmering slug to move, such as a pull, push, or slide, the slug moves 2 less than the effect specifies.

**Unfathomable Intellect** (immediate interrupt, when hit by an attack that targets Will defense; encounter)

The shimmering slug makes a saving throw to negate the attack.

**Alignment** Unaligned

**Languages** Deep Speech

**Skills** Arcana +12, Dungeoneering +12

**Str** 22 (+12)

**Dex** 10 (+6)

**Wis** 12 (+7)

**Con** 20 (+11)

**Int** 13 (+7)

**Cha** 18 (+10)

**Description** *This bizarre creature resembles a giant garden slug with slimy multihued skin. As it moves slowly toward you, your mind fills with a chaotic array of visions and emotions, making it very hard to focus on what you are doing.*

## SHIMMERING SLUG TACTICS

A shimmering slug begins combat by simply moving close enough to its opponents for its *bewildering aura* to take effect. It then moves in and attempts to catch as many enemies as possible with a *blast of madness* slime. After that, the shimmering slug finishes off survivors with its slam attack, or further gouts of *madness slime*.

## ENCOUNTER GROUPS

Shimmering slugs are usually encountered alone; however, they sometimes associate with other aberrant monstrosities

### Level 14 Encounter (XP 5,200)

- 1 shimmering slug (level 13 elite controller)
- 1 grell philosopher (level 11 elite controller)
- 4 grells (level 7 elite soldier)

# SICURIJU (SHIMMERING BOA)

The sicuriju, or shimmering boa, is a large intelligent serpent found in jungles and swamps. It gets its name from the scintillating, rainbow patterns on its scales, which are reputed to have mesmerizing qualities.

**Sicuriju** Level 9 Elite Controller  
Large natural magical beast (reptile) XP 800

**Initiative** +7 **Senses** Perception +11; low-light vision

**HP** 192; **Bloodied** 96

**AC** 25; **Fortitude** 24, **Reflex** 19, **Will** 17

**Saving Throws** +2

**Speed** 6, climb 6

**Action Points** 1

⬇ **Bite** (standard; at-will)  
+14 vs. AC; 2d6+6 damage.

⬇ **Grab and Swallow** (standard; at will) ⬆ **Poison**  
Dazed or stunned target only; +14 vs. AC; 2d6+6 damage, the target is grabbed, and the sicuriju makes a secondary attack on the same target. *Secondary Attack:* The sicuriju attempts to swallow a Medium or smaller creature it is grabbing; +13 vs. Fortitude; on a hit, the target is swallowed and restrained (no save) and takes 5 damage plus 5 acid damage on subsequent rounds at the start of the sicuriju's turn. The swallowed creature can make melee basic attacks with one-handed or natural weapons. If the sicuriju dies, any creature trapped inside it can escape as a move action, ending that action in a square formerly occupied by the sicuriju. If the sicuriju fails to swallow a target, the target is still grabbed, and the sicuriju can attempt to swallow it on its next turn. However, if the target is no longer stunned, it cannot be swallowed, although it is still grabbed.

☞ **Mesmerizing Gaze** (minor, 1/round; at-will) ⬆ **Charm, Gaze**  
Ranged 10; +13 vs. Will; the target is immobilized until the start of the sicuriju's next turn.

⬅ **Shimmering Scales** (minor, recharge ⓁⓂⓂ) ⬆ **Charm**  
Close burst 5; +11 vs. Will; the target is stunned (save ends).  
*Aftersave:* The target is dazed (save ends).

**Alignment** Unaligned **Languages** Common, Draconic

**Skills** Stealth +12

**Str** 22 (+10) **Dex** 17 (+7) **Wis** 14 (+6)

**Con** 16 (+7) **Int** 10 (+4) **Cha** 17 (+7)

**Description** *This giant serpent is covered in shimmering, rainbow-hued scales. Its scaly hide catches and reflects the light, creating strange and mesmerizing patterns.*

## SICURIJU TACTICS

A sicuriju begins combat by targeting foes with its *shimmering scales*; it then attempts to grab and swallow a stunned Medium or smaller creature. The sicuriju uses *mesmerizing gaze* to prevent a target's allies from aiding it in combat. It repeats this process until it has swallowed up to three Medium-sized targets.

## SICURIJU LORE

A character knows the following with a successful Nature check.

**DC 15:** Shimmering boas are large, intelligent serpents that can mesmerize foes with their rainbow-colored scales. They typically regard humans and other sentient races as little more than food; however, they have a high regard for lizardfolk and often ally themselves with the reptilian humanoids.

**DC 20:** Whole sicuriju skins can be used to cover shields, and in rare instances, armor. Once enchanted, these skins mesmerize and distract foes. The *shimmering cloak* is one such item that can be created from the scales of the sicuriju.

## ENCOUNTER GROUPS

Shimmering boas are usually found with other swamp or jungle denizens, and they often work together to take down large or numerous prey. A sicuriju will not eat lizardfolk, regarding them as distant kin, and will sometimes ally itself with a nearby tribe of the scaly humanoids.

### Level 9 Encounter (XP 2,000)

- 1 sicuriju (level 9 elite controller)
- 2 blackscale bruisers (level 6 brute)
- 4 greenscale hunters (level 4 skirmisher)

## NEW MAGIC ITEM

### Shimmering Cloak

Level 9+

*This snakeskin cloak shimmers in dim light, and makes soft, slithering noises when you move.*

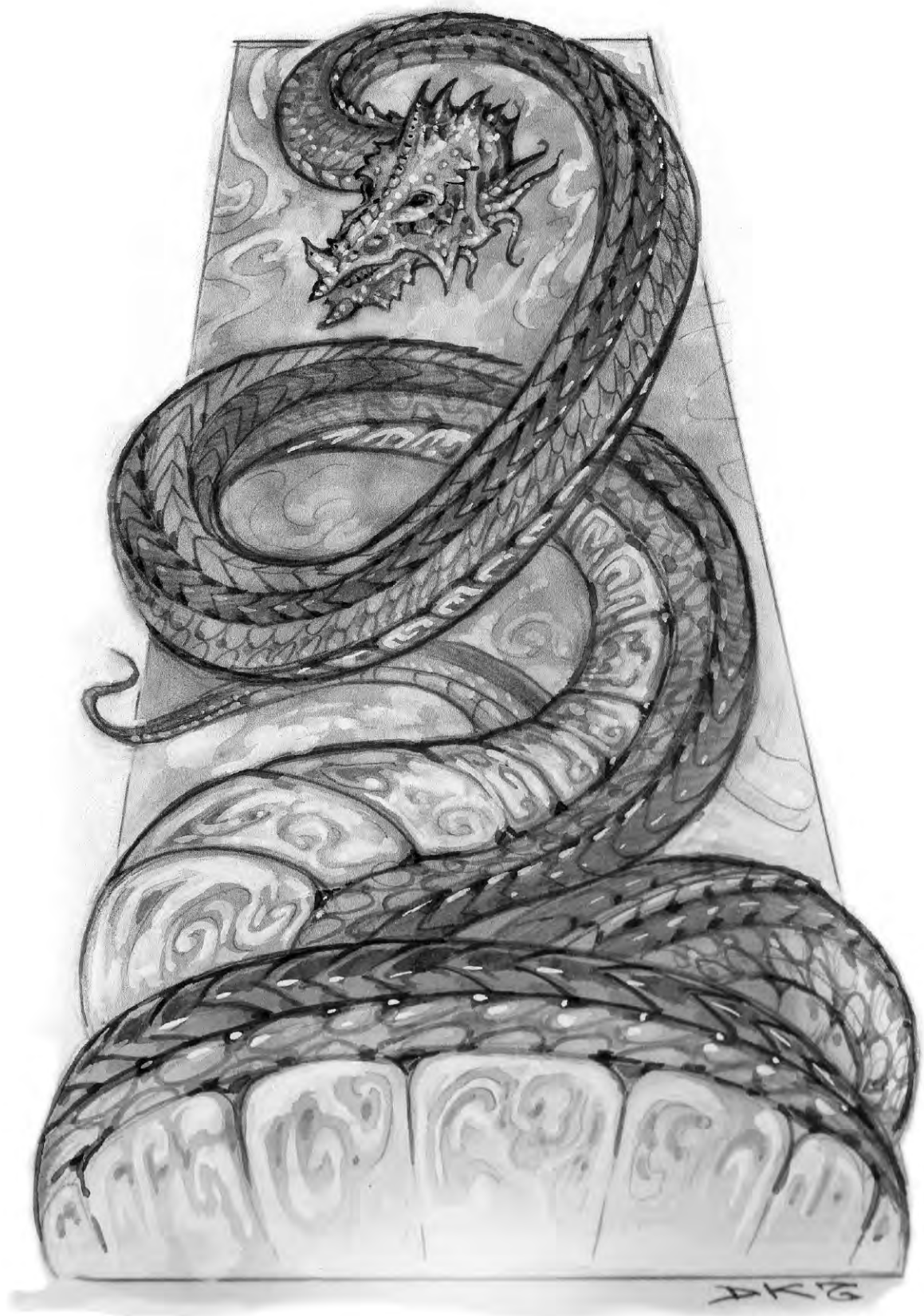
Lvl 9	+2	4,200 gp
Lvl 14	+3	21,000 gp
Lvl 19	+4	105,000 gp
Lvl 24	+5	525,000 gp
Lvl 29	+6	2,625,000 gp

**Item Slot:** Neck

**Enhancement:** Fortitude, Reflex, and Will

**Property:** Gain an item bonus to Bluff and Diplomacy checks equal to the cloak's enhancement bonus.

**Power (Daily):** Immediate Interrupt. You can use this power when you are hit by an attack the targets your Will defense. You negate the attack, and the attacker is dazed until the end of your next turn.



# SKIN HOWLER

Skin howlers are hairless, albino creatures with overly large, pink eyes, bulbous heads, and long, scrawny limbs. Noted for their sonic attacks, large packs of these creatures can pose a threat to even experienced adventuring parties. Skin howlers prowl the underdark in large packs, seeking warm-blooded creatures to overwhelm and devour.

## SKIN HOWLER LORE

A character knows the following with a successful Dungeoneering check.

**DC 15:** Skin howlers are degenerate subterranean humanoids that are distantly related to both grimlocks and destrachans. They are animalistic and savage, and command a number of sonic abilities that can damage and demoralize the humanoid prey whose flesh they prize.

**DC 20:** Horrifying creatures called doom screechers, believed to be a genetic throwback to the skin howlers' ancient destrachan bloodlines, often lead skin howlers. These terrible creatures command even more potent sonic abilities, and are far more intelligent and cunning than their more common kin.

<b>Skin Howler</b>	Level 4 Skirmisher	
Medium natural humanoid	XP 175	
<b>Initiative</b> +7	<b>Senses</b> Perception +8; darkvision	
<b>HP</b> 56; <b>Bloodied</b> 28		
<b>AC</b> 18; <b>Fortitude</b> 17, <b>Reflex</b> 16, <b>Will</b> 15		
<b>Immune</b> thunder		
<b>Speed</b> 8		
⊕ <b>Claws</b> (standard; at-will) +9 vs. AC; 1d6+4 damage, and the target is grabbed (until escape).		
† <b>Worry</b> (standard; at-will) Grabbed target only; automatic hit; 2d6+4 damage.		
↔ <b>Screeching Howl</b> (standard; recharge ☹️☹️) ♦ <b>Fear, Psychic</b> Close blast 3; +5 vs. Will; 2d6+2 psychic damage, and the target is immobilized (save ends).		
<b>Alignment</b> Evil	<b>Languages</b> Deep Speech	
<b>Skills</b> Athletics +10, Stealth +9		
<b>Str</b> 18 (+6)	<b>Dex</b> 16 (+5)	<b>Wis</b> 13 (+3)
<b>Con</b> 16 (+5)	<b>Int</b> 7 (+0)	<b>Cha</b> 15 (+4)
<b>Description</b> <i>This hairless, albino humanoid has long, gangly arms and oversized hands equipped with dirty, ragged talons. Its head is ponderously large, with two massive pink eyes, and a wide mouth filled with needle-sharp fangs.</i>		

## SKIN HOWLER TACTICS

A skin howler begins combat with *screeching howl*, and then rushes into melee. In melee, it attacks with its long, filthy talons, and attempts to grab opponents so that it can *worry* an enemy's flesh with its powerful jaws and needle-sharp teeth.

**Doom Screecher** Level 7 Controller (Leader)  
Medium natural humanoid XP 300

**Initiative** +5      **Senses** Perception +10; darkvision  
**HP** 80; **Bloodied** 40  
**AC** 21; **Fortitude** 18, **Reflex** 17, **Will** 19  
**Immune** thunder  
**Speed** 8  
⊕ **Claws** (standard; at-will)  
+12 vs. AC; 1d8+4 damage.  
↔ **Sonic Spear** (standard; at-will) ♦ **Thunder**  
Ranged 10; +11 vs. Fortitude; 1d10+3 thunder damage, and the target is dazed until the end of the doom screecher's next turn.  
↔ **Chorus of Doom** (standard; recharge ☹️☹️) ♦ **Fear, Psychic**  
Close blast 5; +9 vs. Fortitude; 2d6+5 psychic damage plus 1d6 thunder damage for each skin howler within the radius of the burst, and the target is stunned (save ends).  
**Alignment** Evil      **Languages** Deep Speech  
**Skills** Athletics +12, Stealth +10  
**Str** 18 (+7)      **Dex** 15 (+5)      **Wis** 15 (+5)  
**Con** 16 (+6)      **Int** 11 (+3)      **Cha** 19 (+7)

**Description** *This hairless humanoid has pasty white skin, large bulbous eyes, and long arms ending in ragged, taloned hands. Its mouth is a round, wet orifice lined with needle teeth, like an inverted cone; perfect for the amplification of sound.*

## DOOM SCREECHER TACTICS

A doom screecher is typically encountered with no less than four skin howlers. It uses *chorus of doom* immediately once combat begins, using the *screeching howl* abilities of its skin howler underlings to intensify the sonic blast. A doom screecher picks off stunned targets with *sonic spear*, but generally avoids melee when possible, preferring to let its skin howlers finish off wounded opponents.

## ENCOUNTER GROUPS

Skin howlers and doom screechers hunt the underdark in loose packs numbering up to a dozen individuals. They can occasionally be found working with destrachan, combining their sonic abilities into a devastating aural assault.

### Level 7 Encounter (XP 1,450)

- 2 doom screechers (level 7 controller)
- 5 skin howlers (level 4 skirmisher)

### Level 10 Encounter (XP 2,450)

- 2 destrachan (level 9 artillery)
- 2 doom screechers (level 7 controller)
- 6 skin howlers (level 4 skirmisher)

# SKYFIEND

Skyfiends are a horrendous cross between humanoid, bird, and devil that live on many of Hell's layers. Normally employed as skirmishers and shock troops by the dukes of Hell, these beasts sometimes come to the Prime Material Plane under the compulsion of a powerful summoner, or at the direction of their commander in Hell's hierarchy.

Often, skyfiends scout out the Prime Material Plane in order to uncover promising targets for diabolic strikes, or to aid a cabal of devil worshippers. In their natural habitat, skyfiends are carrion eaters that flock upon the fields of the dead from Hell's unceasing wars. The dukes of Hell, always eager to make use of any resource available, capture these beasts, strip them of their wings, rebuild them with items from their workshops, and bind them into service.

## SKYFIEND LORE

A character knows the following with a successful Arcana check.

**DC 15:** Skyfiends in their natural forms are bird-winged humanoids, with light-blue skin, coal black eyes, and short, hooked beaks. However, to make them suitable soldiers for Hell's armies, they are radically altered in diabolical workshops. Their wings are cut from their backs, and their beaks are torn from their faces. Steel wing frames covered with metallic feathers and a vicious steel-bladed snout replaces the lost body parts. Alterations made to the skyfiends' brains make them fanatically obedient to their devilish masters, and various alchemical mixtures injected daily into their bloodstreams keep them on the verge of maniacal slaughter at all times.

**DC 20:** Occasionally, skyfiends break free from their slavery, and a small cabal of these creatures lurks at the edge of Hell's domain, slaying any devils that fall into their clutches and plotting endlessly to destroy their oppressors. It is rumored that groups of rogue skyfiends occasionally come to the Prime Material Plane seeking weapons, magic, and artifacts to help them in their war with Hell's rulers.



## ENCOUNTER GROUPS

Skyfiends are commonly deployed in a small squad known as a "hellwing." A hellwing consists of 2 skyfiend hellstormers and 4 skyfiend scouts.

### Level 12 Encounter (XP 3,600)

- 2 skyfiend hellstormers (level 14 brute)
- 4 skyfiend scouts (level 9 skirmisher)

## Skyfiend Scout

Level 9 Skirmisher

Medium immortal humanoid (devil)

XP 400

**Initiative** +11

**Senses** Perception +10; darkvision

**HP** 97; **Bloodied** 48

**AC** 23; Fortitude 23, Reflex 22, Will 18

**Immune** poison; Resist 15 fire

**Speed** 6, fly 10 (hover)

⬇ **Bite** (standard; at-will)  
+14 vs. AC; 2d6+5 damage.

⬇ **Talons** (standard; at-will)  
+14 vs. AC; 1d8+5 damage.

⬇ **Aerial Assault** (standard; at-will)  
While flying, a skyfiend scout can make a bite attack and a talon attack.

⬇ **Hellwind** (standard; recharge ☉☉☉) ♦ **Fire**  
The skyfiend scout flies up to 10 squares and makes one melee basic attack at any point during the movement. All creatures within 1 square of the skyfiend scout along its flight path, including the target of the attack, suffer 1d10 fire damage. The skyfiend scout does not provoke opportunity attacks when moving away from any creature in its flight path, or from the target of the attack.

**Alignment** Evil      **Languages** Common, Supernal

**Skills** Athletics +14, Intimidate +11, Stealth +14

**Str** 21 (+9)      **Dex** 20 (+9)      **Wis** 13 (+5)

**Con** 17 (+7)      **Int** 15 (+6)      **Cha** 14 (+6)

**Description** *This horrific creature blends avian, reptilian, and humanoid features into one terrifying whole. In addition, the creature appears to have suffered a number of ghoulish “enhancements” to its natural form. These include a sharp beak and talons of blackened steel and two mammoth wings composed of gleaming metallic feathers. A monstrous aura of evil surrounds the beast, as does the lingering stench of sulfur.*

## SKYFIEND SCOUT TACTICS

A skyfiend scout prefers to fight in the air, where it can use its *aerial assault* ability to inflict more damage upon its foes. It typically begins combat with *hellwind*, targeting the most dangerous opponent on the battlefield with a headlong aerial dive, and then incinerating all other enemies along the way.

## Skyfiend Hellstormer

Level 14 Brute

Large immortal humanoid (devil)

XP 1,000

**Initiative** +10

**Senses** Perception +14; darkvision

**HP** 169; **Bloodied** 84

**AC** 26; Fortitude 28, Reflex 24, Will 24

**Immune** poison; Resist 20 fire

**Speed** 8, fly 8

⬇ **Flaming Falchion** (standard; at-will) ♦ **Fire, Weapon**  
Reach 2; +17 vs. AC; 1d12+7 damage (crit 2d12+18) plus 1d8 fire.

⬇ **Bloody Bite** (minor, bloodied targets only; at-will)  
Reach 2; +17 vs. AC; 1d10+7 damage.

⬅ **Thunder Shriek** (standard; recharge ☉☉) ♦ **Thunder**  
Close blast 5; +13 vs. Fortitude; 3d8+4 thunder damage, and the target is stunned until the end of the skyfiend hellstormer's next turn.

**Hell Frenzy** (when bloodied)  
The skyfiend hellstormer gains a +2 bonus to damage rolls, and may take an extra move action each round.

**Alignment** Evil      **Languages** Common, Supernal

**Skills** Athletics +19, Intimidate +15

**Str** 25 (+14)      **Dex** 17 (+10)      **Wis** 15 (+9)

**Con** 19 (+11)      **Int** 12 (+8)      **Cha** 17 (+10)

**Equipment** falchion

**Description** *This massive avian humanoid seems composed of equal parts flesh and metallic scrap. Its wings and beak are of blackened steel, anchored ghoulishly into flesh and bone. It grips a huge, flaming sword in both taloned hands, and the stench of death and sulfur hang it about in a choking miasma.*

## SKYFIEND HELLSTORMER TACTICS

Although an agile flyer, a skyfiend hellstormer prefers to fight on the ground, using its wings to effectively move about on the battlefield. A Hellstormer attacks with a huge, flaming falchion, slashing and burning its enemies with mighty two-handed cuts. When confronted with multiple foes, it unleashes *thunder shriek*, shredding eardrums and stunning all targets within range.





# SLAYER ANTS

Slayer ants are deadly subterranean insects that live in large hives that can include hundreds of individuals. Like most communal insects, slayer ants are broken into castes. The workers leave the hive on a daily basis, hunting and scavenging for food. The larger soldiers accompany the workers while they forage, protecting them from underdark predators. The slayer ant queen does little but eat and produce the eggs that will eventually become the next generation of slayer ants.

## SLAYER ANT LORE

A character knows the following with a successful Nature check.

**DC 15:** Slayer ants are giant, aggressive ants that dwell in the deep caverns of the Underdark. They are relentless predators, and will attack and dismember any living creature they come across to feed their large hives.

**DC 20:** There are three castes of slayer ants: worker, soldier, and queen. The soldiers and queens both have an acidic sting and mandibles that are strong enough to shear through metal.



## ENCOUNTER GROUPS

Slayer ants consider all other living things as nothing more than food to feed their ever-growing hives. For this reason, they are never encountered with other dungeon or subterranean monsters.

### Level 4 Encounter (XP 850)

- 2 slayer ant soldiers (level 4 soldier)
- 4 slayer ant workers (level 2 skirmisher)

### Level 9 Encounter (XP 2,050)

- 1 slayer ant queen (level 7 elite brute)
- 4 slayer ant soldiers (level 4 soldier)
- 6 slayer ant workers (level 2 skirmisher)

### Slayer Ant Worker

Small natural beast

Level 2 Skirmisher

XP 125

**Initiative** +4

**Senses** Perception +1; darkvision

**HP** 36; **Bloodied** 18

**AC** 16; **Fort** 14, **Ref** 13, **Will** 12

**Resist** 5 acid

**Speed** 6, climb 4

⊕ **Bite** (standard; at-will)

+7 vs. AC; 1d8+2 damage, and the target is grabbed (until escape).

#### Swarm Attack

A slayer ant worker gains a +2 bonus to attack and damage rolls against a target that is currently being grabbed by another slayer ant.

#### Hive Mind

A slayer ant receives a +1 bonus to its Will defense for each slayer ant within 5 squares.

**Alignment** Unaligned

**Languages** —

**Str** 14 (+3)

**Dex** 12 (+2)

**Wis** 10 (+1)

**Con** 12 (+2)

**Int** 1 (-4) **Cha** 8 (+0)

**Description** *This giant ant is about the size of a small dog. Its mandibles are very large, and its carapace has a slight, metallic sheen.*

## SLAYER ANT WORKER TACTICS

Slayer ant workers depend on their numbers to bring down larger prey. One or two workers attempt to seize prey with their mandibles, holding the target in place for the rest of the workers, who swarm in and simply tear it to pieces.

## Slayer Ant Soldier

Level 4 Soldier

Medium natural beast

XP 175

**Initiative** +6      **Senses** Perception +3; darkvision

**HP** 56; **Bloodied** 28

**AC** 21; **Fort** 17, **Ref** 16, **Will** 14

**Resist** 5 acid

**Speed** 7, climb 4

⬇ **Rending Bite** (standard; at-will)  
+11 vs. AC; 1d10+4 damage, and the slayer ant soldier makes a secondary attack on the same target. *Secondary Attack*: +9 vs. Fortitude; the target suffers a -2 penalty to AC until the end of the encounter.

⬇ **Sting** (standard; at-will) ♦ **Acid**  
+11 vs. AC; 1d6+4 damage, and ongoing 5 acid damage (save ends).

⬇ **Wounded Frenzy** (only while bloodied) ♦ **Acid**  
The slayer ant soldier makes a bite and a sting attack.

### Hive Mind

A slayer ant receives a +1 bonus to its Will defense for each slayer ant within 5 squares.

**Alignment** Unaligned      **Languages** —

**Str** 18 (+6)      **Dex** 15 (+4)      **Wis** 12 (+3)

**Con** 16 (+5)      **Int** 1 (-3)      **Cha** 8 (+1)

**Description** *This massive ant is the size of a wolf and has prodigious mandibles. Its carapace resembles thick metallic plates rather than simple chitin.*

## SLAYER ANT SOLDIER TACTICS

A slayer ant soldier attacks with its oversized mandibles, and can shear clean through even heavy armor with a single bite. It stings larger targets repeatedly to allow its corrosive venom to weaken potentially dangerous prey. When severely wounded, a slayer ant soldier becomes frenzied, stinging and biting at everything within its reach.

## Slayer Ant Queen

Level 7 Elite Brute (Leader)

Large natural beast

XP 600

**Initiative** +4      **Senses** Perception +5; darkvision

**HP** 196; **Bloodied** 98

**AC** 21; **Fort** 23, **Ref** 16, **Will** 19

**Resist** 10 acid

**Saving Throws** +2

**Speed** 7, climb 4

**Action Points** 1

⬇ **Bite** (standard; at-will)  
+10 vs. AC; 2d6+6 damage, and the target is grabbed (until escape)

⬇ **Crushing Mandibles** (standard; at-will)  
Grabbed target only; +8 vs. Fortitude; 2d6+12 damage, and the target suffers a -2 penalty to its AC defense until the end of the encounter.

↩ **Acid Spray** (standard; recharge ⓂⓂⓂ) ♦ **Acid**  
Close blast 3; +6 vs. AC; 3d6+4 acid damage, and ongoing 5 acid damage (save ends).

↩ **Pheromone Burst** (standard; encounter)  
Close burst 5; all slayer ants (except the queen) in the burst gain a +2 bonus to attack and damage rolls until the end of the encounter.

### Hive Mind

A slayer ant queen receives a +1 bonus to its Will defense for each slayer ant within 5 squares.

**Alignment** Unaligned      **Languages** —

**Str** 22 (+9)      **Dex** 12 (+4)      **Wis** 14 (+5)

**Con** 18 (+7)      **Int** 5 (+0)      **Cha** 12 (+4)

**Description** *This humongous ant has a soft, bloated abdomen that quivers repulsively with inner movement. Its mandibles, however, are gigantic, and look capable of reducing anything caught between them to gory, red paste.*

## SLAYER ANT QUEEN TACTICS

A slayer ant queen, although large and ungainly, is still a potent adversary. The queen uses her *pheromone burst* when combat begins to give her royal guard of slayer ant soldiers and edge in combat. It then uses *acid spray* to douse enemies with caustic venom, or enters melee with its huge, crushing mandibles.



# SLIME

Slimes are subterranean, amorphous creatures similar to oozes; however, they are not mindless beasts, and display both heightened levels of intellect and cunning. Most are voracious carnivores, and happily devour any organic matter, from dungeon refuse to living adventurers. Many slimes have the ability to create mesmerizing patterns on the surface of their jelly-like bodies. These patterns can blind, stun, and even kill other creatures.

## SLIME LORE

A creature can learn the following with a successful Dungeoneering or Nature check.

**DC 15:** Slimes are amorphous creatures that resemble oozes. They are, however, intelligent and can cooperate with one another and make use of complex tactics in combat. They use blindsight to perceive their surroundings, and their malleable bodies can fit through cracks no larger than half an inch wide.

**DC 20:** Crimson slimes can drain the blood from living creatures with their pseudopods, healing damage suffered in combat. In addition, crimson slimes can stun opponents by creating mesmerizing colors on the surface of their protoplasm.

Rumors persist of crimson slimes that have grown to massive proportions living in the deep underdark. However, thankfully, these rumors state that these terrible monsters sleep for years at a time.

**DC 20:** Crystal slimes can paralyze opponents with a strike from their pseudopods. They can also intensify ambient light in the area to create a blinding, radiant blast.

## ENCOUNTER GROUPS

Slimes are sometimes found in small groups, or working alongside creatures they do not consider prey, such as undead and a select few allies.

### Level 6 Encounter (XP 1,300)

- 2 crimson slimes (level 6 skirmisher)
- 4 ghouls (level 5 soldier)

### Level 9 Encounter (XP 1,750)

- 1 crystal slime (level 9 controller)
- 4 troglodyte maulers (level 6 soldier)
- 2 troglodyte impalers (level 7 artillery)

### Level 11 Encounter (XP 3,000)

- 1 elder crimson slime (level 12 elite skirmisher)
- 4 battle wights (level 9 soldier)

## CRIMSON SLIME

Crimson slimes are stealthy subterranean predators that subsist on the blood and vital fluids of living creatures. They are quick and relatively intelligent, and often use complex tactics when hunting prey.

### Crimson Slime

Level 6 Skirmisher

Medium natural beast (blind, ooze)

XP 250

**Initiative** +8

**Senses** Perception +4; blindsight 10

**HP** 75; **Bloodied** 37

**AC** 20; **Fortitude** 19, **Reflex** 17, **Will** 16

**Immune** gaze

**Speed** 8, climb 4 (spider climb)

⊕ **Pseudopod Slam** (standard; at-will)  
+11 vs. AC; 1d8+1 damage, or 1d8+6 damage against a stunned target, and the target is grabbed (until escape).

† **Blood Drain** (standard; at-will) † **Healing**  
Grabbed target only; +9 vs. Fortitude; 1d10+4 damage, and the crimson slime regains 5 hit points.

↶ **Color Swirl** (standard; recharge Ⓜ; ☹; ☹)  
Close burst 5; +7 vs. Will; the target is stunned (save ends).

**Alignment** Unaligned

**Languages** —

**Skills** Athletics +9, Stealth +11

**Str** 13 (+4)

**Dex** 16 (+6)

**Wis** 12 (+4)

**Con** 19 (+7)

**Int** 8 (+2)

**Cha** 14 (+5)

**Description** *This creature resembles a pool of thick, undulating blood. Strange colors swirl in mesmerizing patterns upon its quivering surface.*

## CRIMSON SLIME TACTICS

A crimson slime attempts to ambush foes by hiding or lurking on the walls or ceilings of caverns and dungeons. It attacks with a gooey pseudopod, grabbing its target and draining the unfortunate of vital fluids. When confronted with multiple foes out in the open, a crimson slime uses *color swirl* to stun its enemies, making them easier targets for its *pseudopod slam* and *blood drain* attacks.



## Elder Crimson Slime Level 12 Elite Skirmisher Large natural beast (blind, ooze) XP 1,400

**Initiative** +10      **Senses** Perception +9; blindsight 10  
**HP** 252; **Bloodied** 126  
**AC** 28; **Fortitude** 28, **Reflex** 22, **Will** 26  
**Immune** gaze  
**Saving Throws** +2  
**Speed** 10, climb 5 (spider climb)  
**Action Points** 1

⊕ **Pseudopod Slam** (standard; at-will)  
 Reach 2; +17 vs. AC; 2d6+4 damage, or 2d6+9 damage against a stunned target, and the target is grabbed (until escape).

⊕ **Double Attack** (standard; at-will)  
 The elder crimson slime makes two *pseudopod slam* attacks. It can grab and drain up 2 targets at once.

⊕ **Blood Drain** (standard; at-will) F Healing  
 Grabbed target only; +15 vs. Fortitude; 2d8+6 damage, and the elder crimson slime regains 10 hit points.

⊕ **Mind Fracturing Swirl** (standard; recharge ⓂⓂ) ⚡ **Psychic**  
 Close burst 5; +13 vs. Will; 3d8+3 psychic damage, and the target is stunned (save ends).

**Alignment** Unaligned      **Languages** —  
**Skills** Athletics +15, Stealth +13  
**Str** 19 (+10)      **Dex** 14 (+8)      **Wis** 16 (+9)  
**Con** 22 (+12)      **Int** 11 (+6)      **Cha** 16 (+9)

**Description** *A huge crimson pool lies before you in the middle of the passage. It appears to be little more than a mammoth patch of spilled blood...until it quivers with unnatural life, and then snatches at your party with a pair of long, dripping pseudopods*

## ELDER CRIMSON SLIME TACTICS

When not hibernating, an elder crimson slime is a ceaseless, voracious predator. It will attack any living creature it encounters, eager to drain blood and bodily fluids to keep its massive bulk alive and moving. Like its smaller kin, an elder crimson slime attacks with a pseudopod, although it can create and flail at enemies with two such appendages. Creatures struck by a pseudopod are grabbed and drained of blood, providing nourishment and healing for the massive slime. An elder crimson slime can generate a mesmerising pattern of colors on its surface like lesser crimson slimes; however, the patterns created by an elder slime can cause severe pain and mental trauma in addition to stunning.

## CRYSTAL SLIME

Crystal slimes are globs of transparent protoplasm flecked with shards of reflective stones and small globules of prismatic jelly. Tiny organs floating within the slime allow it to produce a cascade of light that shines from its body. They are quite intelligent, and may not immediately attack other creatures. In fact, certain subterranean races have been known to forge alliances with crystal slimes for mutual food and protection.

## Crystal Slime Level 9 Controller Large natural beast (blind, ooze) XP 400

**Initiative** +5      **Senses** Perception +6; blindsight 10  
**HP** 100; **Bloodied** 50  
**AC** 23; **Fortitude** 22, **Reflex** 17, **Will** 19  
**Immune** gaze, poison; **Resist** 10 radiant  
**Speed** 6

⊕ **Paralytic Pseudopod** (standard; at-will)  
 Reach 2; +14 vs. AC; 1d10+3 damage, or 1d10+8 against a blind target, and the target is immobilized (save ends).

⊕ **Blinding Burst** (standard; recharge ⓂⓂ) ⚡ **Radiant**  
 Close burst 5; +11 vs. Fortitude; 3d10+5 radiant damage, and the target is blinded (save ends).

**Translucent**  
 A crystal slime is invisible until seen (Perception DC 25) or until it attacks. Creatures that fail to notice the crystal slime may walk into it, granting it an opportunity attack.

**Alignment** Unaligned      **Languages** —  
**Skills** Stealth +11  
**Str** 17 (+7)      **Dex** 12 (+5)      **Wis** 14 (+6)  
**Con** 21 (+9)      **Int** 11 (+4)      **Cha** 16 (+7)

**Description** *This shuddering mass of protoplasm is nearly translucent and appears to be ambulatory. It protrudes a questing pseudopod in your direction, and then begins to glow brightly with a riotous array of brilliant colors.*

## CRYSTAL SLIME TACTICS

A crystal slime attacks with a single pseudopod, slamming the heavy appendage into a target. The nearly translucent protoplasm of a crystal slime is coated in a paralytic poison, and creatures struck by a pseudopod are paralyzed. When pressed, a crystal slime can focus and intensify the ambient light in its surroundings, creating a burst of light that both burns and blinds its targets.





# SPELLSNAKE

Spellsnakes are small, winged serpents instinctively drawn to places of magic. They stake out small territories around nearly any location or item exhibiting a dweomer and defend it ferociously. Highly magical, it is believed that spellsnakes derive their sole nourishment from the energy cast off by magical items, locations, and spells.

## SPELLSNAKE LORE

A character knows the following with a successful Nature check.

**DC 15:** Spellsnakes are highly magical winged serpents that are drawn to areas and items with a strong magical aura. They are aggressive, intelligent, and are prone to attacking creatures that carry magic on their persons.

**DC 20:** Powerful wizards sometimes convince a spellsnake to serve as a familiar by bribing the potent, little creature with a steady source of magical energy to feed on.

## ENCOUNTER GROUPS

Spellsnakes sometimes congregate in small groups, and occasionally can be found with other magical, reptilian creatures.

### Level 3 Encounter (XP 775)

- 1 kobold wyrm Priest (level 3 controller)
- 2 spellsnakes (level 2 artillery)
- 3 kobold dragonshields (level 2 soldier)

### Spellsnake

Level 2 Artillery

Small natural magical beast (reptile)

XP 125

**Initiative** +4

**Senses** Perception +7; darkvision

**HP** 32; **Bloodied** 16

**AC** 14; **Fortitude** 14, **Reflex** 15, **Will** 15

**Speed** 2, fly 6 (hover)

⚔ **Bite** (standard; at-will) ♦ **Poison**

+7 vs. AC; 1d4+2 damage, and the target is dazed (save ends).

⚡ **Arcane Bolt** (standard, at will) ♦ **Force**

+7 vs. Reflex; 1d8+3 damage, and the target cannot use any power with the arcane key word until the beginning of the spellsnake's next turn.

**Spell Absorption** (immediate interrupt, when the spellsnake is targeted by a power with the arcane key word; at-will)

The spellsnake does not suffer any effects listed for the power.

Instead, it gains a +1 bonus to attack and damage rolls and all defenses until the end of its next turn. If the spellsnake is targeted with multiple powers with the arcane key word in the same round, it suffers no effects from any of them, and the resulting bonuses stack.

**Alignment** Unaligned

**Languages** Draconic

**Skills** Arcana +6, Stealth +9

**Str** 10 (+1)

**Dex** 16 (+4)

**Wis** 12 (+2)

**Con** 14 (+3)

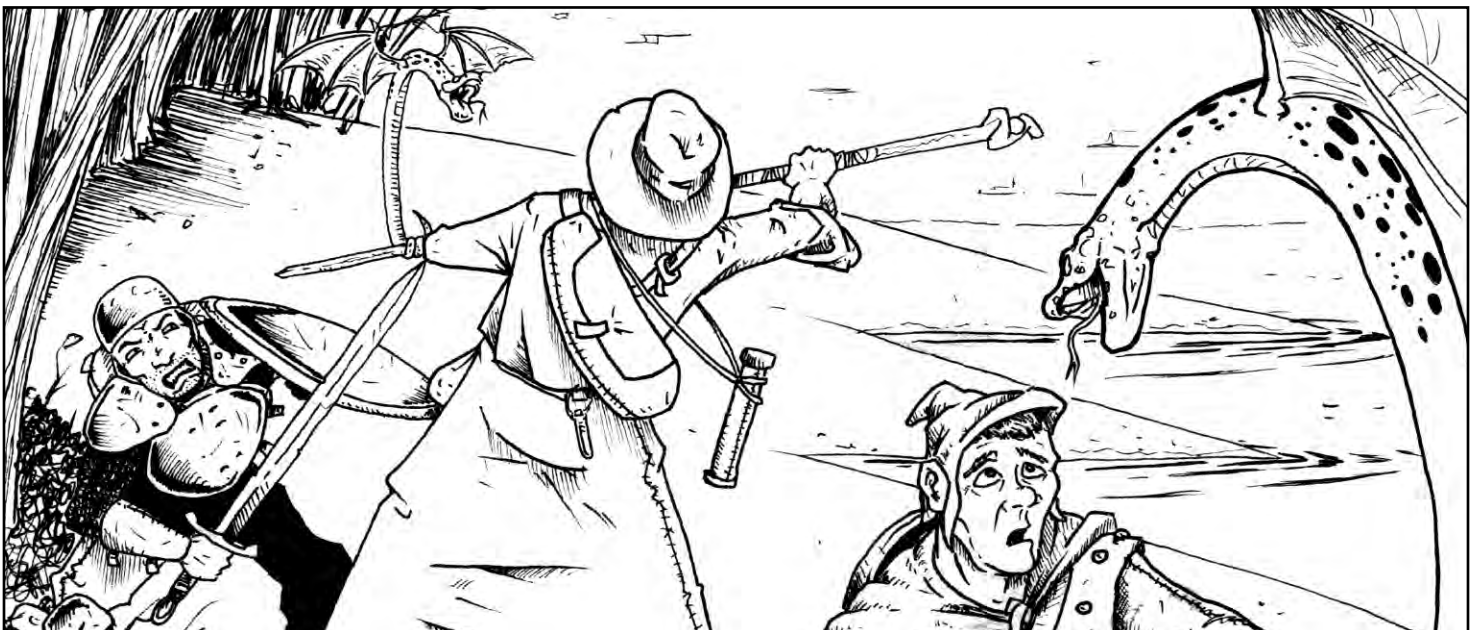
**Int** 11 (+1)

**Cha** 17 (+4)

**Description** *This winged snake is about four feet in length with a wingspan nearly double that. Its scaly exterior is milky white with black spots, and its eyes blaze with a crimson radiance.*

## SPELLSNAKE TACTICS

A spellsnake will attack any creature entering its territory, especially those carrying magical items. It targets foes with *arcane bolt*, attempting to stay out of melee range. If pressed, a spellsnake attacks with its bite, hoping to daze opponents so that it can flee to safety.



# SPIDER, MONSTROUS

Giant versions of spiders can be found in many of the dark and deep places in the world. They weave their webs in desolate ruins, forlorn dungeons, and impenetrable swamps, always eager to snare a foolhardy adventurer or two.

## MONSTROUS SPIDER LORE

A character knows the following with a successful Nature check.

**DC 15:** A bristleback spider is a large hunting spider resembling an oversized tarantula. Although not venomous, the powerful arachnid can kill and dismember prey with its large fangs.

**DC 15:** Dungeonweb spiders are giant web-spinning arachnids found in dungeons and ancient ruins. They capture prey with thrown webbing and are highly venomous. Dungeonweb spiders can grow to truly staggering sizes.

**DC 15:** Giant trapdoor spiders are found in forests and deserts, where they construct hidden burrows obscured by a flip-up trap door. They hunt by bursting from their burrows, grabbing and poisoning surprised prey, and then dragging the unfortunate back into their lair to feed.

## BRISTLEBACK SPIDER

The bristleback spider is a large predatory spider found in dense jungles and underground. It is not poisonous, but it is large enough to hunt and kill creatures up to its own size.

## BRISTLEBACK SPIDER TACTICS

A bristleback attacks with its powerful fangs, which are as large as daggers and razor sharp. If pressed, or reduced below bloodied, it will fill its immediate area with thousands of stinging hairs. These hairs irritate the eyes, momentarily blinding the spider's foes, allowing it to escape.



## DUNGEONWEB SPIDER

Dungeonweb spiders are giant web-spinning spiders found in caverns and underground ruins. They use their webs to ensnare prey, and can deliver incredibly toxic venom with their large fangs. Dungeonweb spiders range in size from individuals a bit larger than a wolf, to massive arachnids the size of an elephant.

<b>Bristleback Spider</b>	Level 2 Brute
Medium natural beast (spider)	XP 125
<b>Initiative</b> +3	<b>Senses</b> Perception +1; low-light vision
<b>HP</b> 44; <b>Bloodied</b> 22	
<b>AC</b> 14; <b>Fortitude</b> 16, <b>Reflex</b> 14, <b>Will</b> 12	
<b>Speed</b> 6, climb 3	
⬇ <b>Bite</b> (standard; at-will)	+5 vs. AC; 1d10+4 damage.
⚡ <b>Bristle Burst</b> (standard, encounter)	Close burst 3; the bristleback spider fires a cloud of stinging hairs from its back; +3 vs. Reflex; 1d8+2 damage, and the target is blinded (save ends).
<b>Alignment</b> Unaligned	<b>Languages</b> —
<b>Skills</b> Athletics +10, Stealth +8	
<b>Str</b> 18 (+5)	<b>Dex</b> 14 (+3) <b>Wis</b> 10 (+1)
<b>Con</b> 14 (+3)	<b>Int</b> 1 (-4) <b>Cha</b> 8 (+0)
<b>Description</b> <i>This massive, robust spider resembles a tarantula, and is the size of a large dog. It is covered in thousands of needle-like hairs, all of which quiver and stand on end as it stalks toward you.</i>	

<b>Dungeonweb Spider</b>	Level 3 Lurker
Medium natural beast (spider)	XP 150
<b>Initiative</b> +6	<b>Senses</b> Perception +8; tremorsense 5
<b>HP</b> 38; <b>Bloodied</b> 19	
<b>AC</b> 17; <b>Fortitude</b> 15, <b>Reflex</b> 17, <b>Will</b> 14	
<b>Resist</b> 10 poison	
<b>Speed</b> 7, climb 7 (spider climb)	
⬇ <b>Bite</b> (standard; at-will) ⬇ <b>Poison</b>	+8 vs. AC; 1d8+2 damage, or 1d8+7 damage against an immobilized opponent, and the dungeonweb spider makes a secondary attack against the same target. <b>Secondary Attack:</b> +6 vs. Fortitude; ongoing 5 poison damage and the target is weakened (save ends both).
⚡ <b>Web</b> (standard; recharge ⚡⚡⚡)	Ranged 5; +6 vs. Reflex; a Medium or smaller target is immobilized (save ends).
<b>Spider Scramble</b>	If any part of a dungeonweb spider's move action uses its climb speed, it gains a +2 bonus to AC until the beginning of its next turn.
<b>Alignment</b> Unaligned	<b>Languages</b> —
<b>Skills</b> Stealth +9	
<b>Str</b> 15 (+3)	<b>Dex</b> 18 (+5) <b>Wis</b> 12 (+2)
<b>Con</b> 14 (+3)	<b>Int</b> 1 (-4) <b>Cha</b> 8 (+0)
<b>Description</b> <i>This giant spider has a bulbous black body, long spindly legs, and a large red oval on the underside of its abdomen.</i>	



## DUNGEONWEB SPIDER TACTICS

A dungeonweb spider lurks within its web on the ceilings of dungeons and underground caverns. When prey moves within range, it hurls a thick net of webbing at the target, immobilizing it. The dungeonweb spider then scuttles down from its perch and delivers a painful and venomous bite to its bound victim.

### Giant Dungeonweb Spider Level 6 Lurker Large natural beast (spider) XP 250

**Initiative** +13      **Senses** Perception +10; tremorsense 10  
**HP** 57; **Bloodied** 28  
**AC** 20; **Fortitude** 18, **Reflex** 21, **Will** 17  
**Resist** 10 poison  
**Speed** 8, climb 8 (spider climb)

⊕ **Bite** (standard; at-will) ♦ **Poison**  
 +11 vs. AC; 2d6+3 damage, or 2d6+8 damage against an immobilized opponent, and the giant dungeonweb spider makes a secondary attack against the same target. *Secondary Attack:* +9 vs. Fortitude; ongoing 10 poison damage and the target is weakened (save ends both).

↗ **Web Throw** (standard; recharge ☼☼☼)  
 Ranged 5; +9 vs. Reflex; a Large or smaller target is immobilized (save ends). *First Failed Save:* The target is restrained (save ends).

**Spider Scramble**  
 If any part of a giant dungeonweb spider's move action uses its climb speed, it gains a +2 bonus to AC until the beginning of its next turn.

**Alignment** Unaligned      **Languages** —  
**Skills** Stealth +13  
**Str** 17 (+6)      **Dex** 20 (+8)      **Wis** 14 (+5)  
**Con** 15 (+5)      **Int** 1 (-2)      **Cha** 10 (+3)

**Description** *This massive black spider hangs within a web the size of a barn door. Dried husks with disturbingly familiar shapes festoon the giant web.*

### Enormous Dungeonweb Spider Level 12 Lurker Huge natural beast (spider) XP 700

**Initiative** +16 **Senses** Perception +14; tremorsense 10  
**HP** 57; **Bloodied** 28  
**AC** 26; **Fortitude** 22, **Reflex** 25, **Will** 21  
**Resist** 15 poison  
**Speed** 10, climb 10 (spider climb)

⊕ **Bite** (standard; at-will) ♦ **Poison**  
 Reach 2; +17 vs. AC; 3d6+5 damage, or 3d6+10 damage against an immobilized opponent, and the enormous dungeonweb spider makes a secondary attack against the same target. *Secondary Attack:* +15 vs. Fortitude; ongoing 15 poison damage and the target is stunned (save ends both, but with a -2 penalty to the roll).

↗ **Web Throw** (standard; recharge ☼☼☼)  
 Ranged 10; +15 vs. Reflex; a Large or smaller target is pushed 1 square, knocked prone, and immobilized (save ends). *First Failed Save:* The target is restrained (save ends).

↶ **Web Blast** (standard; encounter)  
 Close burst 3; +13 vs. Reflex; a Large or smaller target is immobilized (save ends). *First Failed Save:* The target is restrained (save ends).

**Spider Scramble**  
 If any part of an enormous dungeonweb spider's move action uses its climb speed, it gains a +2 bonus to AC until the beginning of its next turn.

**Alignment** Unaligned      **Languages** —  
**Skills** Stealth +17  
**Str** 20 (+11)      **Dex** 23 (+12)      **Wis** 16 (+9)  
**Con** 17 (+9)      **Int** 1 (+1)      **Cha** 10 (+6)

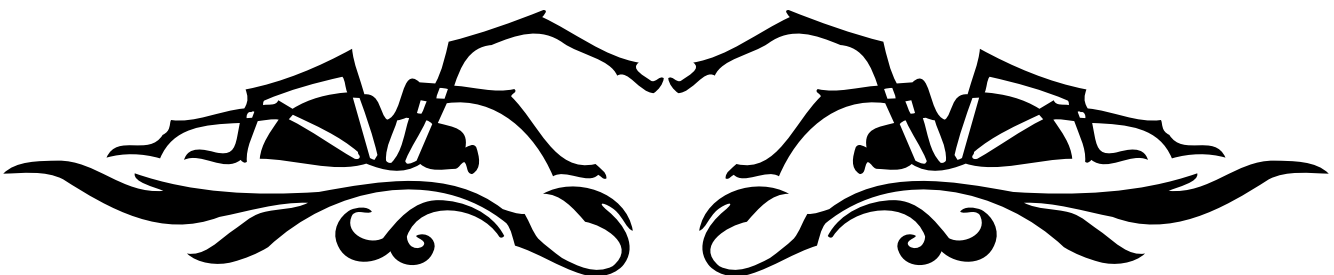
**Description** *The cavern ceiling is a thick tangle of webs, both new gossamer weavings and ancient strands choked with dust and debris. Squatting in the middle of this thick knot of webs is a truly mammoth spider; an elephantine creature bloated with poison and malice.*

## GIANT DUNGEONWEB SPIDER TACTICS

A giant dungeonweb spider is a more active hunter than its smaller kin. It stalks along the ceilings and walls of dungeons in search of prey. Once a target is spotted, the giant arachnid throws a net of webbing at the target, and then races in to bite its prey to death.

## ENORMOUS DUNGEONWEB SPIDER TACTICS

The largest dungeonweb spiders lurk within huge networks of ancient webbing. Like the smallest of its species, an enormous dungeonweb spider waits for prey to come to it. It can attack multiple opponents with a blast of sticky webbing, or hurl individual nets with enough force to knock even large monsters prone. Once a victim is ensnared, an enormous dungeonweb spider dispatches its victim with a bite and venom potent enough to stop a dragon in its tracks.



## GIANT TRAPDOOR SPIDER

Giant trapdoor spiders are immense predatory spiders that construct elaborate hidden burrows in forest and desert environments. These burrows are capped with a trapdoor, allowing the spider to spring out and surprise prey, as well as avoid its own enemies.

### Giant Trapdoor Spider

Level 6 Elite Lurker

Large natural beast (spider)

XP 500

**Initiative** +10

**Senses** Perception +8; tremorsense 10

**HP** 118; **Bloodied** 59

**AC** 22; **Fortitude** 21, **Reflex** 19, **Will** 15

**Saving Throws** +2

**Speed** 6, climb 6 (spider climb)

**Action Points** 1

⊕ **Bite** (standard; at-will)

+11 vs. AC; 2d6+4 damage, the target is grabbed (until escape). If the giant trapdoor spider misses with its bite attack, it shifts 3 squares.

⊕ **Envenoming Grasp** (standard; at-will) ⊕ **Poison**

Grabbed target only; +9 vs. Fortitude; 2d6+3 poison damage, and the target is weakened (save ends).

**Alignment** Unaligned

**Languages** —

**Skills** Stealth +11

**Str** 19 (+7)

**Dex** 16 (+6)

**Wis** 12 (+4)

**Con** 17 (+6)

**Int** 1 (-2)

**Cha** 6 (+1)

**Description** *A section of the forest floor suddenly flips up, revealing a 10-foot wide hole in the ground. Before you have time to react, a massive spider bursts from the hole, huge fangs glistening with deadly poison.*

## GIANT TRAPDOOR SPIDER TACTICS

A giant trapdoor spider uses its tremorsense to detect prey on the surface. Once prey is detected, the spider springs out of its burrow and attempts to seize a single target, inject it with venom, and then drag it back into the burrow. If the spider misses, it scoots back into its lair to avoid retaliatory attacks.

## GIANT TRAPDOOR SPIDER LAIRS

Giant trapdoor spiders construct burrows lined with webbing, which are then capped with a camouflaged trapdoor. It requires a DC 25 Perception check or a DC 20 Nature check to notice a trapdoor when it is shut. A typical web funnel is 30 feet deep and ends in a 20-foot chamber where the spider makes its lair. It requires a DC 15 Athletics check to climb up or down a web funnel.

## ENCOUNTER GROUPS

Bristleback spiders often dwell with other giant arachnids and insects. In addition, certain tribes of goblins have successfully trained bristleback spiders, using them as attack beasts and even mounts. Dungeonweb spiders are found in groups that often contain spiders of different sizes. Giant trapdoor spiders are usually encountered in small groups, building their lairs about 15 feet apart from one another.

### Level 3 Encounter (XP 700)

- 1 goblin hexer (level 3 controller)
- 2 bristleback spiders (level 2 brute)
- 3 goblin warriors (level 1 skirmisher)

### Level 6 Encounter (XP 1,250)

- 2 giant dungeonweb spiders (level 6 lurker)
- 5 dungeonweb spiders (level 3 lurker)

### Level 7 Encounter (XP 1,500)

- 3 giant trapdoor spiders (level 6 elite lurker)







# TAR ELEMENTAL

Tar elementals exist in the boundary between the Elemental Planes of Earth and Fire. They are semi-sentient anthropomorphic beings that are occasionally summoned to the Prime Material Plane to do the bidding of powerful spellcasters. Tar elementals are not evil, although they rage with the heat and power of elemental fire, and can be very difficult to control. They are not truly made of tar, but their sticky, pitch-like body mass is very similar.

Certain demon lords have perfected the process of corrupting tar elementals with abyssal energy. The resulting hybrid of elemental and demon is known as a plague tar elemental. Plague tar elementals are rife with infection, and can inflict all manner of dire maladies upon their victims along with the searing caress of burning tar.

## TAR ELEMENTAL LORE

A character knows the following with a successful Arcana check.

**DC 20:** Tar elementals dwell between the Planes of Fire and Earth. They are formless on their own plane, but adopt a semi-anthropomorphic form upon the Prime Material Plane. A tar elemental's sticky body is superheated and can inflict severe burns as well as hinder movement.

**DC 25:** Certain demon lords, especially those that have dominion over disease, have infected tar elementals with abyssal energy, creating a new monster called a plague tar elemental. Unlike standard tar elementals, plague tar elementals are wicked and possessed of much cruelty. They can hurl sticky bombs of pestilent tar that carry horrific diseases, including the infamous slimy doom.

## ENCOUNTER GROUPS

Tar elementals are sometimes encountered with other types of fire or earth elementals. Plague tar elementals are usually encountered with demons or other chaotic evil elemental creatures.

### Level 14 Encounter (XP 5,000)

- 1 rockfire dreadnaught (level 18 soldier)
- 2 tar elementals (level 11 brute)
- 3 fire lashers (level 11 skirmisher)

### Level 19 Encounter (XP 12,800)

- 1 plague tar elemental (level 18 elite artillery)
- 3 fire archon blazesteels (level 19 soldier)

### Tar Elemental

Level 11 Brute

Large elemental magical beast (earth, fire)

XP 600

**Initiative** +6

**Senses** Perception +6

**HP** 141; **Bloodied** 70

**AC** 23; **Fortitude** 24, **Reflex** 19, **Will** 19

**Immune** disease, petrification, poison; Resist 20 fire

**Speed** 6

⬇ **Sticky Slam** (standard; at-will) ⬆ **Fire**

Reach 2; +14 vs. AC; 2d6+7 fire damage, and the target takes ongoing 5 fire damage and is slowed (save ends both).  
*First Failed Save:* The target is immobilized (save ends).

⬇ **Engulf** (standard; at-will) ⬆ **Fire**

The tar elemental attacks a single Medium or smaller target; +12 vs. Reflex (automatically hits an immobilized creature). On a hit, the target is grabbed and pulled into the tar elemental's space; the target is dazed and takes ongoing 10 fire damage until it escapes the grab. A creature that escapes the grab shifts to a square of its choosing adjacent to the tar elemental. The tar elemental can move normally while a creature is engulfed within it.

#### Sticky Mass

Creatures striking a tar elemental with melee attacks must succeed at a saving throw immediately after the attack, or suffer a -2 penalty to melee attack rolls until the end of their next turn.

**Alignment** Unaligned

**Languages** Primordial

**Str** 24 (+12)

**Dex** 12 (+6)

**Wis** 13 (+6)

**Con** 21 (+10)

**Int** 6 (+3)

**Cha** 8 (+4)

**Description** *This creature is a vaguely humanoid blob of sticky tar. It has no discernable features save for two arms and a pair of eyes, like burning coals in the center of its sticky mass.*

## TAR ELEMENTAL TACTICS

A tar elemental immediately attempts to *engulf* the nearest Medium-sized creature. It then simply batters away at any remaining foes with its tarry appendages, crushing and scorching all in its path.

## Plague Tar Elemental Level 18 Elite Artillery

Large elemental magical beast (earth, fire) XP 4,000

**Initiative** +17      **Senses** Perception +11

**HP** 264; **Bloodied** 132

**AC** 32; **Fortitude** 28, **Reflex** 34, **Will** 25

**Immune** disease, petrification, poison; Resist 20 fire

**Saving Throws** +2

**Speed** 6

**Action Points** 1

⬇ **Pestilent Slam** (standard; at-will) ♦ **Disease, Fire**  
Reach 2; +23 vs. AC; 1d10+5 fire damage, and the target takes ongoing 5 fire damage (save ends) and contracts slimy doom.

☞ **Tar Bomb** (standard; at-will) ♦ **Disease, Fire**  
Ranged 10; +25 vs. AC; 2d8+7 fire damage, and the target takes ongoing 5 fire damage and is slowed (save ends both), and contracts hellfever.

⬅ **Pitch Blast** (standard; recharge ⓁⓂ) ♦ **Fire**  
Close blast 5; +21 vs. Reflex; 4d10+4 fire damage, and the target is blinded and slowed (save ends both).

### Sticky Mass

Creatures striking a plague tar elemental with melee attacks must succeed at a saving throw immediately after the attack, or suffer a -2 penalty to melee attack rolls until the end of their next turn.

**Alignment** Chaotic evil      **Languages** Abyssal, Primordial

**Str** 21 (+14)

**Dex** 26 (+17)

**Wis** 15 (+11)

**Con** 18 (+13)

**Int** 10 (+9)

**Cha** 10 (+9)

## PLAGUE TAR ELEMENTAL TACTICS

A plague tar elemental begins combat with *pitch blast*, and then begins lobbing blobs of superheated, disease-ridden tar at blinded targets. It repeats this process as often as possible, avoiding melee if it can. If pressed, it attacks with a *pestilent slam*, infecting targets with a uniquely horrifying disease known as slimy doom.





# THORNBLOOD

Thornblooms are elusive plant-like humanoids with a deep connection to nature and the Feywild. They are not normally malignant, but take a dim view on humans and other mammalian humanoids entering their protected groves and forests. Hunters, woodsmen, and any that seek to alter the natural balance of an area are sure to draw their wrath.

## Thornblood Peltast Level 2 Artillery Medium fey humanoid (plant) XP 125

**Initiative** +5      **Senses** Perception +8; low-light vision  
**HP** 33; **Bloodied** 16  
**AC** 15; **Fortitude** 14, **Reflex** 16, **Will** 14  
**Speed** 6 (forest walk)

⬇ **Club** (standard; at-will) ♦ **Weapon**  
+7 vs. AC; 1d6+2 damage.

⚡ **Boring Dart** (standard; at-will) ♦ **Weapon**  
Ranged 10/20; +9 vs. AC; 1d4+4 damage, and the thornblood peltast makes a secondary attack against the same target. *Secondary Attack:* +7 vs. Fortitude; ongoing 2 damage (save ends). The ongoing damage from a thornblood peltast is cumulative for each dart; however, a single save ends all ongoing damage.

⚡ **Fusillade** (standard; recharge ⓂⓂ) ♦ **Weapon**  
The thornblood peltast makes three boring dart attacks against a single target.

**Rooted Stance** (minor, sustain minor; encounter)  
The thornblood peltast becomes one with the earth. It cannot move, but gains a +2 bonus to AC and Fortitude defenses, and is immune to any effect that forces it to move (pull, push, slide, etc.).

**Nature's Ally**  
Any creature of the beast type with an Intelligence score of 2 or less will not willingly attack a thornblood. A Nature check with a DC equal to 10 plus the beast's level is required to force it to attack the thornblood.

**Alignment** Unaligned      **Languages** Common, Elven

**Skills** Nature +8, Stealth +12

**Str** 14 (+3)      **Dex** 18 (+5)      **Wis** 14 (+3)

**Con** 15 (+3)      **Int** 10 (+1)      **Cha** 11 (+1)

**Equipment** light shield, club, 12 darts

**Description** *This green-skinned humanoid has decidedly elf-like features, although there is something alien in its strange organic attire and pale green eyes. It holds a small, round wooden shield, and carries a brace of leafy darts in a quiver at its hip.*

## THORNBLOOD PELTAST TACTICS

A thornblood peltast attacks its enemies with darts fashioned of living plants. These darts burrow into an organic target struck by them, taking root and causing considerable pain. Thornblood peltasts do not use *rooted stance* unless they are in a fortified position that offers cover or concealment.

## Thornblood Warrior Level 3 Soldier Medium fey humanoid (plant) XP 150

**Initiative** +4      **Senses** Perception +8; low-light vision

**HP** 48; **Bloodied** 24

**AC** 20; **Fortitude** 16, **Reflex** 14, **Will** 15

**Speed** 6 (forest walk)

⬇ **Quarterstaff** (standard; at-will) ♦ **Weapon**  
+10 vs. AC; 1d8+3 damage, or 1d8+5 against an immobilized opponent.

⬇ **Rooting Strike** (standard; recharge ⓂⓂ) ♦ **Weapon**  
+10 vs. AC; 1d8+3 damage, and the target is immobilized (save ends).

⬇ **Staff Flurry** (standard; recharge ⓂⓂ) ♦ **Weapon**  
The thornblood warrior makes two quarterstaff attacks on the same target. If both attacks hit, the target is knocked prone.

**Rooted Stance** (minor, sustain minor; encounter)  
The thornblood warrior becomes one with the earth. It cannot move, but gains a +2 bonus to AC and Fortitude defenses, and is immune to any effect that forces it to move (pull, push, slide, etc.).

**Nature's Ally**  
Any creature of the beast type with an Intelligence score of 2 or less will not willingly attack a thornblood. A Nature check with a DC equal to 10 plus the beast's level is required to force it to attack the thornblood.

**Alignment** Unaligned      **Languages** Common, Elven

**Skills** Nature +8, Stealth +9

**Str** 17 (+4)      **Dex** 13 (+2)      **Wis** 15 (+3)

**Con** 16 (+4)      **Int** 10 (+1)      **Cha** 11 (+1)

**Equipment** quarterstaff

**Description** *This tall, thin humanoid has green-skin, pale green eyes, and delicate elfin features. It is dressed in what appears to be armor composed of bark and leaves, and grips a sturdy staff of solid hardwood.*

## THORNBLOOD WARRIOR TACTICS

A thornblood warrior attacks with stout blows from its heavy quarterstaff. It uses *rooted stance* at the beginning of combat, and then strikes the first target to engage it with *rooting strike*. This allows the thornblood warrior to draw upon the advantages of its immobility and the disadvantages of its opponent's immobility.



## Thornblood Lifeshaper Level 5 Controller (Leader) Medium fey humanoid (plant) XP 200

**Initiative** +4      **Senses** Perception +11; low-light vision

**HP** 65; **Bloodied** 32

**AC** 19; **Fortitude** 17, **Reflex** 16, **Will** 18

**Speed** 6 (forest walk)

⬇ **Vine Flail** (standard; at-will) ✦ **Weapon**  
+10 vs. AC; 1d10+2 damage, and the thornblood lifeshaper makes a secondary attack against the same target. Secondary Attack: +8 vs. Reflex; the target drops one item (determined randomly) it is currently holding.

↩ **Bramble Burst** (standard; encounter)  
Close burst 5; +7 vs. Reflex; 3d6+4 damage. The area of the burst becomes difficult terrain until the end of the encounter.

↩ **Vigorous Growth** (standard; encounter)  
Close burst 5; all allied creatures with the plant keyword grow larger. Affected creatures gain 5 temporary hit points and a +2 bonus to damage rolls until the end of the encounter.

**Rooted Stance** (minor, sustain minor; encounter)  
The thornblood lifeshaper becomes one with the earth. It cannot move, but gains a +2 bonus to AC and Fortitude defenses, and is immune to any effect that forces it to move (pull, push, slide, etc.).

### Nature's Ally

Any creature of the beast type with an Intelligence score of 2 or less will not willingly attack a thornblood. A Nature check with a DC equal to 10 plus the beast's level is required to force it to attack the thornblood.

### Healing Sun (standard, during daylight hours only; encounter) ✦ Healing

The thornblood lifeshaper spends a healing surge and regains 16 hit points. The thornblood lifeshaper gains a +2 bonus to all defenses until the start of its next turn.

**Alignment** Unaligned      **Languages** Common, Elven

**Skills** Insight +11, Nature +9, Stealth +9

**Str** 14 (+4)      **Dex** 14 (+4)      **Wis** 18 (+6)

**Con** 17 (+5)      **Int** 15 (+4)      **Cha** 16 (+5)

**Equipment** vine flail

**Description** *This humanoid has deep green skin and pale green eyes. It wears a long, flowing cloak of leaves and moss, and carries a flail composed of thorny vines.*

## THORNBLOOD LIFESHAPER TACTICS

A thornblood lifeshaper begins combat with *bramble burst*, targeting as many foes as possible in the area of effect. It then uses *vigorous growth* to give its allies an edge in combat. Finally, it wades into melee with its vine flail, and uses *rooted stance* to increase its resistance to enemy attacks.

## THORNBLOOD LORE

A character knows the following with a successful Arcana or Nature check.

**DC 15:** Thornbloods are plant-like humanoids that dwell within deep forests and untouched wildernesses. They resent any intrusion into their territories and are very likely to drive off trespassers. Intruders doing actual harm to the forest, such as logging, are guaranteed to draw a deadly response from thornbloods in the area.

**DC 20:** Thornbloods live in harmony with nature, and will usually ally with nature-friendly creatures, such as elves and other fey. They also seem to have a bond with the natural beasts of the world, and animals will not attack them unless forcibly pushed to do so.

## ENCOUNTER GROUPS

Thornbloods patrol their forests in small groups, vigilant for intruders. They also frequently ally with elves, eladrin, and fey creatures with an interest in preserving the natural world.

### Level 5 Encounter (XP 1,050)

- 1 thornblood lifeshaper (level 5 controller)
- 2 thornblood peltasts (level 2 artillery)
- 4 thornblood warriors (level 3 soldier)

### Level 7 Encounter (XP 1,850)

- 1 dryad (level 9 skirmisher)
- 2 thornblood lifeshapers (level 5 controller)
- 6 thornblood warriors (level 3 soldier)



# UMBRA DRAKE

Umбра drakes are shadowy draconic creatures native to the Shadowfell. Like many inhabitants of the Shadowfell, umбра drakes yearn to enter the Prime Material Plane and feed on the living things that dwell there. Although not undead, umбра drakes command powers related to death and cold.

## Young Umбра Drake Level 3 Solo Controller Large shadow magical beast (dragon) XP 750

**Initiative** +6      **Senses** Perception +8; darkvision  
**Shadow Shroud** aura 1; the umбра drake has concealment against all creatures outside the aura.  
**HP** 184; **Bloodied** 92; see also *bloodied breath*  
**AC** 20; **Fortitude** 18, **Reflex** 19, **Will** 15  
**Resist** 10 cold, 10 necrotic; **Vulnerable** 5 radiant  
**Saving Throws** +5  
**Speed** 6, fly 6, overland flight 10  
**Action Points** 2

⬇ **Bite** (standard; at-will) ♦ **Necrotic**  
 Reach 2; +8 vs. AC; 1d6+3 damage, and ongoing 5 necrotic damage (save ends).

⬇ **Claw** (standard, at will)  
 Reach 2; +8 vs. AC; 1d4+3 damage.

⬇ **Umбра Rage** (standard; at will) ♦ **Necrotic**  
 The umбра drake makes a bite and a claw attack. If both attacks hit the same target, the target is weakened until the end of the umбра drake's next turn.

⬇ **Wing Buffet** (immediate reaction, when a melee attack misses the umбра drake; at will)  
 Reach 2; +7 vs. Reflex; 1d6+5 damage, and the target is blinded until the end of the umбра drake's next turn.

↩ **Breath Weapon** (standard, recharge ☹☹) ♦ **Cold, Necrotic**  
 Close blast 5; +5 vs. Reflex; 1d12+2 cold and necrotic damage, the target takes 5 ongoing cold and necrotic damage (save ends) and loses a healing surge.

↩ **Bloodied Breath** (free, when first bloodied; encounter) ♦ **Cold, Necrotic**  
 The umбра drake's breath weapon recharges, and the umбра drake uses it immediately.

↩ **Umbral Presence** (standard; encounter) ♦ **Fear, Necrotic**  
 Close burst 5; targets enemies; +5 vs. Will; the target is dazed until the end of the umбра drake's next turn. *Aftereffect:* The target loses the ability to regain hit points (save ends).

**Alignment** Evil      **Languages** Common, Draconic

**Skills** Arcana +8, Insight +8, Stealth +11

**Str** 16 (+4)      **Dex** 20 (+6)      **Wis** 15 (+3)

**Con** 14 (+3)      **Int** 14 (+3)      **Cha** 12 (+2)

**Description** *This large shadowy beast resembles a dragon obscured by thick, writhing tentacles of smoke. The gloomy haze surrounding the creature has an oppressive quality; like a shroud of death and fear.*

## Adult Umбра Drake Level 10 Solo Controller Large shadow magical beast (dragon) XP 2,500

**Initiative** +11      **Senses** Perception +13; darkvision  
**Shadow Shroud** aura 2; the umбра drake has concealment against all creatures outside the aura.  
**HP** 416; **Bloodied** 208; see also *bloodied breath*  
**AC** 27; **Fortitude** 23, **Reflex** 26, **Will** 21  
**Resist** 15 cold, 15 necrotic; **Vulnerable** 10 radiant  
**Saving Throws** +5  
**Speed** 8, fly 8, overland flight 12  
**Action Points** 2

⬇ **Bite** (standard; at-will) ♦ **Necrotic**  
 Reach 2; +15 vs. AC; 1d8+4 damage, and ongoing 5 necrotic damage (save ends).

⬇ **Claw** (standard, at will)  
 Reach 2; +15 vs. AC; 1d6+4 damage.

⬇ **Umбра Rage** (standard; at will) ♦ **Necrotic**  
 The umбра drake makes a bite and a claw attack. If both attacks hit the same target, the target is weakened until the end of the umбра drake's next turn.

⬇ **Wing Buffet** (immediate reaction, when a melee attack misses the umбра drake; at will)  
 Reach 2; +14 vs. Reflex; 1d8+6 damage, and the target is blinded until the end of the umбра drake's next turn.

↩ **Breath Weapon** (standard, recharge ☹☹☹) ♦ **Cold, Necrotic**  
 Close blast 5; +12 vs. Reflex; 2d8+3 cold and necrotic damage, the target takes 5 ongoing cold and necrotic damage (save ends) and loses a healing surge.

↩ **Bloodied Breath** (free, when first bloodied; encounter) ♦ **Cold, Necrotic**  
 The umбра drake's breath weapon recharges, and the umбра drake uses it immediately.

↩ **Umbral Presence** (standard; encounter) ♦ **Fear, Necrotic**  
 Close burst 5; targets enemies; +12 vs. Will; the target is dazed until the end of the umбра drake's next turn. *Aftereffect:* The target loses the ability to regain hit points (save ends).

**Alignment** Evil      **Languages** Common, Draconic

**Skills** Arcana +13, Insight +13, Stealth +16

**Str** 18 (+9)      **Dex** 22 (+11)      **Wis** 17 (+8)

**Con** 16 (+8)      **Int** 16 (+8)      **Cha** 14 (+7)

## UMBRA DRAKE TACTICS

An umбра drake prefers to ambush its foes, hiding within shadowy areas where its *shadow shroud* all but makes it invisible. When combat begins it uses *umbral presence*, and then spends an action point to use its breath weapon. In the following round, the umбра drake moves into melee, or uses *umbral step* if it is an elder or ancient drake. In melee, the drake makes a bite and claw attack via *umбра rage* against a foe still dazed from *umbral presence*, or specifically against any enemy inflicting radiant damage upon it. An umбра drake saves its last action point to use its breath weapon immediately after it recharges, or in the case of elder and ancient drakes, to use *umbral step* to escape or gain a better tactical position.

## Elder Umbra Drake Level 17 Solo Controller Huge shadow magical beast (dragon) XP 8,000

**Initiative** +16      **Senses** Perception +18; darkvision

**Greater Shadow Shroud** aura 3; the umbra drake has greater concealment against all creatures outside the aura.

**HP** 810; **Bloodied** 405; see also *bloodied breath*

**AC** 34; **Fortitude** 30, **Reflex** 32, **Will** 29

**Resist** 20 cold, 20 necrotic; **Vulnerable** 10 radiant

**Saving Throws** +5

**Speed** 9, fly 9, overland flight 12

**Action Points** 2

⬇ **Bite** (standard; at-will) ♦ **Necrotic**  
Reach 3; +22 vs. AC; 1d10+6 damage, and ongoing 10 necrotic damage (save ends).

⬇ **Claw** (standard; at will)  
Reach 3; +22 vs. AC; 1d8+6 damage.

⬇ **Umbra Rage** (standard; at will) ♦ **Necrotic**  
The umbra drake makes a bite and a claw attack. If both attacks hit the same target, the target is weakened (save ends).

⬇ **Wing Buffet** (immediate reaction, when a melee attack misses the umbra drake; at will)  
Reach 2; +14 vs. Reflex; 1d10+8 damage, and the target is blinded until the end of the umbra drake's next turn.

⬅ **Breath Weapon** (standard, recharge ⓁⓂⓂ) ♦ **Cold, Necrotic**  
Close blast 5; +19 vs. Reflex; 3d6+4 cold and necrotic damage, the target takes 10 ongoing cold and necrotic damage (save ends) and loses 2 healing surges.

⬅ **Bloodied Breath** (free, when first bloodied; encounter) ♦ **Cold, Necrotic**  
The umbra drake's breath weapon recharges, and the umbra drake uses it immediately.

⬅ **Umbral Presence** (standard; encounter) ♦ **Fear, Necrotic**  
Close burst 5; targets enemies; +19 vs. Will; the target is dazed until the end of the umbra drake's next turn. *Aftereffect:* The target loses the ability to regain hit points (save ends).

**Umbral Step** (move; recharge ⓁⓂⓂⓂ) ♦ **Teleport**  
The umbra drake teleports 6 squares. After the umbra drake teleports, it gains combat advantage against all creatures within its reach (3 squares), and deals an additional 2d6 damage on the next enemy it targets with a melee attack. This power only functions in areas of dim light or darkness.

**Alignment** Evil

**Languages** Common, Draconic

**Skills** Arcana +17, Insight +17, Stealth +21

**Str** 22 (+14)

**Dex** 26 (+16)

**Wis** 19 (+12)

**Con** 18 (+12)

**Int** 18 (+12)

**Cha** 16 (+11)





**Ancient Umbra Drake** Level 25 Solo Controller  
Huge shadow magical beast (dragon) XP 35,000

**Initiative** +22      **Senses** Perception +23; darkvision  
**Greater Shadow Shroud** aura 5; the umbra drake has greater concealment against all creatures outside the aura.  
**HP** 1140; **Bloodied** 570; see also *bloodied breath*  
**AC** 42; **Fortitude** 38, **Reflex** 40, **Will** 36  
**Resist** 25 cold, 25 necrotic; **Vulnerable** 15 radiant  
**Saving Throws** +5  
**Speed** 10, fly 10, overland flight 15  
**Action Points** 2

⬇ **Bite** (standard; at-will) ♦ **Necrotic**  
Reach 4; +30 vs. AC; 2d6+8 damage, and ongoing 15 necrotic damage (save ends).

⬇ **Claw** (standard, at will)  
Reach 3; +30 vs. AC; 1d10+8 damage.

⬇ **Umbra Rage** (standard; at will) ♦ **Necrotic**  
The umbra drake makes a bite and a claw attack. If both attacks hit the same target, the target is weakened (save ends).

⬇ **Wing Buffet** (immediate reaction, when a melee attack misses the umbra drake; at will)  
Reach 2; +29 vs. Reflex; 2d8+10 damage, and the target is blinded until the end of the umbra drake's next turn.

⬅ **Breath Weapon** (standard, recharge ⓁⓂⓂ) ♦ **Cold, Necrotic**  
Close blast 5; +27 vs. Reflex; 3d10+5 cold and necrotic damage, the target takes 15 ongoing cold and necrotic damage (save ends) and loses 3 healing surges.

⬅ **Bloodied Breath** (free, when first bloodied; encounter) ♦ **Cold, Necrotic**  
The umbra drake's breath weapon recharges, and the umbra drake uses it immediately.

⬅ **Umbral Presence** (standard; encounter) ♦ **Fear, Necrotic**  
Close burst 5; targets enemies; +27 vs. Will; the target is dazed until the end of the umbra drake's next turn. *Aftereffect:* The target loses the ability to regain hit points (save ends).

**Umbral Step** (move; recharge ⓁⓂⓂⓂ) ♦ **Teleport**  
The umbra drake teleports 6 squares. After the umbra drake teleports, it gains combat advantage against all creatures within its reach (4 squares), and deals an additional 4d6 damage on the next enemy it targets with a melee attack. This power only functions in areas of dim light or darkness.

**Alignment** Evil      **Languages** Common, Draconic  
**Skills** Arcana +22, Insight +22, Stealth +27  
**Str** 26 (+20)      **Dex** 30 (+22)      **Wis** 22 (+18)  
**Con** 20 (+17)      **Int** 20 (+17)      **Cha** 18 (+16)

## UMBRA DRAKE LORE

A character knows the following with a successful Arcana check.

**DC 15:** Umbra drakes are shadowy, draconic creatures native to the Shadowfell. They are evil and malicious, and occasionally can be summoned to the Prime Material Plane with certain blasphemous rites and rituals.

**DC 20:** An umbra drake's breath weapon is a cloud of freezing shadow. It freezes and drains the life from all it touches.

## ENCOUNTER GROUPS

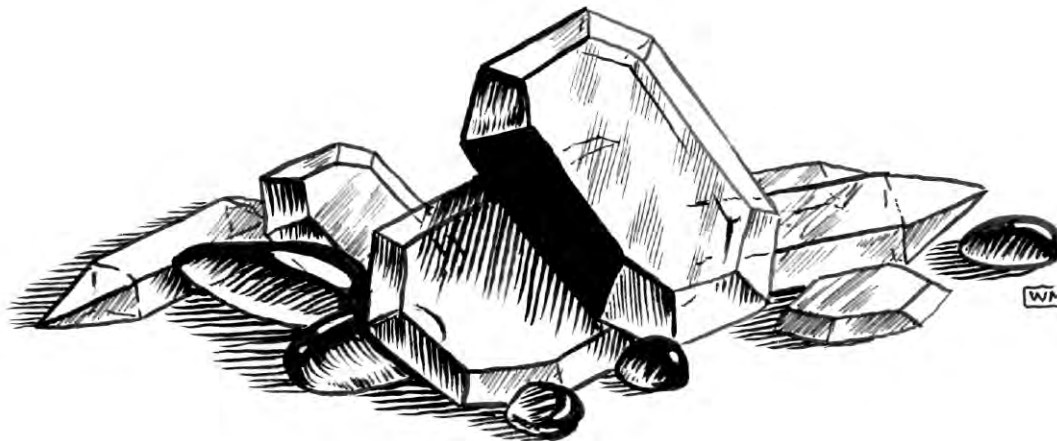
Umbra drakes are often encountered with other creatures native to or touched by the Shadowfell, including undead.

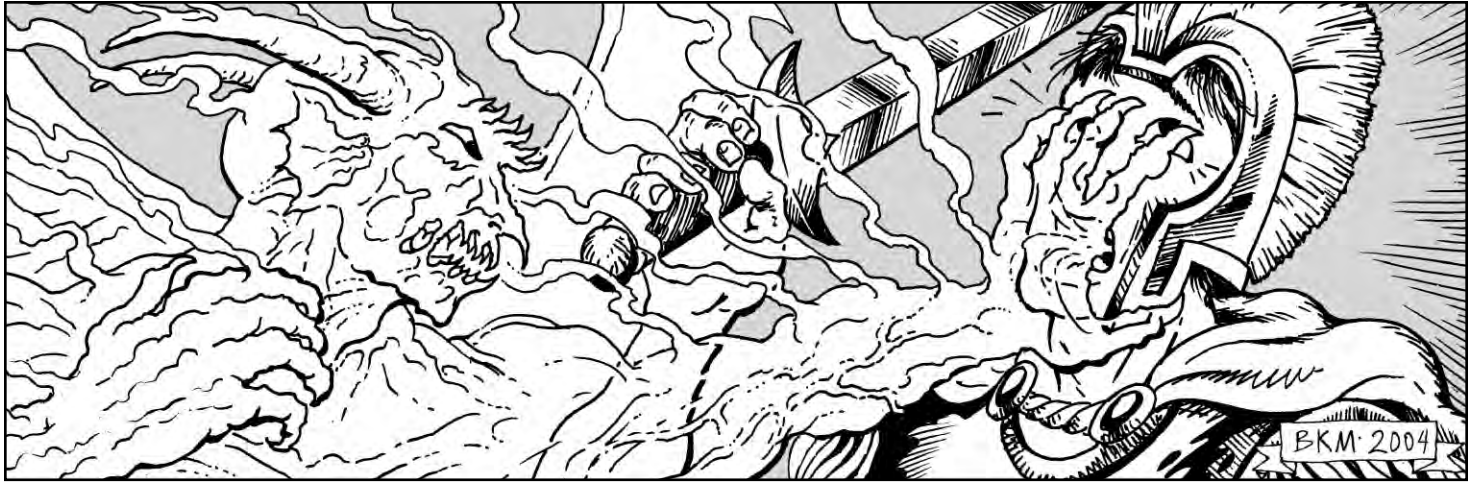
### Level 6 Encounter (XP 1,275)

- 1 young umbra drake (level 3 solo controller)
- 2 specters (level 4 lurker)

### Level 27 Encounter (XP 57,300)

- 1 ancient umbra drake (level 25 solo controller)
- 1 death titan (level 25 elite brute)
- 2 death giants (level 22 brute)





## VAPOR FIEND

Vapor fiends are incredibly quick and nimble creatures formed of semi-solid poisonous mist, and as such are particularly hard to injure with physical attacks. Vapor demons resemble gargoyle-like demons, with horns, bat-wings, and sharp talons and teeth. They are cruel and malicious killers, and they take great pleasure in watching their victims choke to death on their poisonous fumes.

### VAPOR FIEND TACTICS

A vapor fiend targets heavily armored foes with *phasing claw*, simply reaching through their armor to poison the flesh beneath. It attempts to *envelop* spellcasters, hoping to remove them from the fight completely.

### VAPOR FIEND LORE

A character knows the following with a successful Arcana check.

**DC 20:** Vapor fiends prowl the Outer Planes in search of weaker creature to torture and kill. They can occasionally be found serving the demon prince Veshhuura, Lord of Poison, and may be encountered with his cultists on the Prime Material Plane.

**DC 25:** A vapor fiend can reach through armor by phasing its claws.

### ENCOUNTER GROUPS

Vapor fiends are typically found with other evil elemental creatures. Cultists of Veshhuura also occasionally summon them.

#### Level 13 Encounter (XP 3,900)

- 1 vapor fiend (level 13 skirmisher)
- 2 troglodyte curse chanters (level 8 controller)
- 4 troglodyte maulers (level 6 soldier)
- 8 troglodyte warriors (level 12 minion)

#### Vapor Fiend

Level 13 Skirmisher

Medium elemental humanoid (air, demon)

XP 800

**Initiative** +14

**Senses** Perception +7; darkvision

**Poison Cloud (Poison)** aura 2; enemies that enter or start their turns in the aura takes 5 poison damage.

**HP** 126; **Bloodied** 63

AC 27; Fortitude 23, Reflex 25, Will 21

**Immune** poison; **Resist** 10 variable (1/encounter), insubstantial; **Vulnerable** 10 force

**Speed** fly 8 (hover)

⊕ **Vapor Claw** (standard; at-will) ♦ **Poison**  
+18 vs. AC; 1d10+6 damage, and the target takes ongoing 5 poison damage (save ends).

‡ **Phasing Claw** (standard, recharge ☉☉☉) ♦ **Poison**  
The vapor fiend makes a vapor claw attack with a +10 bonus to the attack roll. If the attack is successful, the target takes ongoing 10 poison damage (save ends).

‡ **Envelop** (standard, encounter) ♦ **Poison**  
The vapor fiend shifts up to 8 squares and attacks one Medium or smaller target; +16 vs. Reflex. On a successful hit, the vapor demon shifts into the target's square, enveloping it; the target is considered grabbed (until escape). While grabbed, the target takes 15 poison damage and is weakened. A creature that escapes the grab shifts to a square of its choosing adjacent to the vapor fiend. The vapor fiend cannot move while a creature is enveloped within it.

**Alignment** Chaotic evil

**Languages** Abyssal

**Skills** Stealth +17

**Str** 18 (+10)

**Dex** 22 (+12)

**Wis** 12 (+7)

**Con** 14 (+8)

**Int** 10 (+6)

**Cha** 11 (+6)

**Description** *Before you a roiling green cloud of noisome vapor coalesces into a horrific, bat-winged demon. The creature's body is murky and nearly translucent, but its razor-sharp talons seem solid enough to rend flesh.*





# VARGOUILLE

Vargouilles are horrid, flying monstrosities that hail from the murky depths of the Shadow Lands. They resemble demonic, disembodied heads with huge bat wings in place of ears. It is rumored that vargouilles are formed from the souls of particularly vain and wicked mortals.

<b>Vargouille</b>		Level 5 Skirmisher
Small shadow magical beast		XP 200
<b>Initiative</b> +8	<b>Senses</b> Perception +3; darkvision	
<b>HP</b> 63; <b>Bloodied</b> 31		
<b>AC</b> 19; <b>Fort</b> 16, <b>Ref</b> 18, <b>Will</b> 15		
<b>Immune</b> fear; <b>Resist</b> 10 necrotic; <b>Vulnerable</b> 5 radiant		
<b>Speed</b> fly 7 (hover)		
⊕ <b>Bite</b> (standard; at-will) ◆ <b>Necrotic</b> +10 vs. AC; 1d6+4 necrotic damage, and the vargouille makes a secondary attack on the same target. Secondary Attack: +8 vs. Fortitude; the target loses the ability to regain hit points (save ends).		
⊕ <b>Flyby Attack</b> (standard; recharge ☼☼☼) The vargouille flies up to 7 squares and makes one melee basic attack at any point during the movement. It does not provoke opportunity attacks when moving away from the target of the attack.		
↪ <b>Screech</b> (standard; encounter) ◆ <b>Fear</b> Close blast 3; +6 vs. Will; the target is immobilized (save ends). <i>First Failed Save:</i> The target is stunned (save ends).		
<b>Alignment</b> Evil	<b>Languages</b> —	
<b>Skills</b> Stealth +11		
<b>Str</b> 12 (+3)	<b>Dex</b> 18 (+6)	<b>Wis</b> 12 (+3)
<b>Con</b> 15 (+4)	<b>Int</b> 7 (+0)	<b>Cha</b> 10 (+2)
<b>Description</b> <i>This horrific creature resembles a fanged, disembodied head with bat-like wings where its ears should be.</i>		

## VARGOUILLE TACTICS

A vargouille begins combat by screeching, hoping to immobilize or stun its victims. It then swoops down to deliver a necrotic bite, using *flyby attack* to quickly enter and exit melee.

<b>Vargouille Swarm</b>	Level 29 Elite Skirmisher
Huge shadow magical beast (swarm)	XP 30,000

<b>Initiative</b> +28	<b>Senses</b> Perception +19; darkvision	
<b>Swarm Attack</b> aura 3; the vargouille swarm makes a basic attack as a free action against each enemy that begins its turn in the aura.		
<b>HP</b> 524; <b>Bloodied</b> 262		
<b>AC</b> 45; <b>Fort</b> 38, <b>Ref</b> 45, <b>Will</b> 36		
<b>Immune</b> fear; <b>Resist</b> 20 necrotic, half damage from melee and ranged attacks; <b>Vulnerable</b> 10 radiant, 10 against close and area attacks		
<b>Saving Throws</b> +2		
<b>Speed</b> fly 10 (hover)		
<b>Action Points</b> 1		
⊕ <b>Screeching Swarm</b> (standard; at-will) ◆ <b>Necrotic</b> Reach 2; +34 vs. AC; 3d8+12 necrotic damage, ongoing 10 necrotic damage (save ends), and the vargouille swarm makes a secondary attack on the same target. <i>Secondary Attack:</i> +32 vs. Fortitude; the target loses 2 healing surges and the ability to regain hit points (save ends, but with a -2 penalty to the roll).		
⊕ <b>Engulfing Swarm</b> (standard; recharge ☼☼☼) ◆ <b>Necrotic</b> The vargouille swarm attacks up to three Medium or smaller targets; +32 vs. Reflex (automatically hits an immobilized or stunned creature). On a hit, the target is grabbed and pulled into the swarm's space; the target is dazed and takes ongoing 20 necrotic damage and may not regain hit points until it escapes the grab. A creature that escapes the grab shifts to a square of its choice adjacent to the swarm. The vargouille swarm can move normally while creatures are engulfed within it.		
↪ <b>Cacophony of Doom</b> (standard; recharge ☼☼☼) ◆ <b>Fear, Psychic</b> Close blast 5; +30 vs. Will; 4d8+4 psychic damage, and the target is immobilized (save ends). <i>First Failed Save:</i> The target is stunned (save ends).		
<b>Alignment</b> Evil	<b>Languages</b> —	
<b>Skills</b> Stealth +31		
<b>Str</b> 26 (+22)	<b>Dex</b> 34 (+26)	<b>Wis</b> 21 (+19)
<b>Con</b> 22 (+20)	<b>Int</b> 7 (+12)	<b>Cha</b> 18 (+18)
<b>Description</b> <i>The sky darkens with innumerable bat-winged horrors. The air is filled with a dreadful screeching, and the sun withers and dies in a swarm of shadow.</i>		

## VARGOUILLE SWARM TACTICS

A vargouille swarm begins combat with *cacophony of doom*; it then spends its action point to engulf up to three Medium sized targets. Once it has engulfed targets, the swarm flies skyward draining the unfortunate creatures within its mass of life energy. Creatures that manage to escape the biting, screeching tangle of vargouille usually face a very long drop.

## VARGOUILLE LORE

A character knows the following with a successful Arcana check.

**DC 15:** Vargouilles haunt the deep reaches of the Shadow Lands, but are often summoned to the Prime Material Plane to serve wicked necromancers and other evil beings. They can stun their victims with a terrifying shriek, and wounds caused from their sharp fangs are incredibly difficult to heal.

**DC 25:** Rarely, hundreds of vargouille will gather in a huge swarm and terrorize vast areas with their screeching evil. These swarms can engulf and carry off multiple targets, tearing such unfortunates to ribbons within the biting, howling mass.

## ENCOUNTER GROUPS

Vargouille are nearly always encountered in small groups; however, they have been known to cooperate with other evil creatures, especially those from the shadow lands. Powerful undead or other potent creatures from the Shadowfell often create vargouille swarms to aid them in all manner of dire conquests upon the Prime Material Plane.

### Level 5 Encounter (XP 1,000)

- 5 vargouilles (level 5 skirmisher)

### Level 6 Encounter (XP 1,350)

- 3 vargouilles (level 5 skirmisher)
- 3 shadow hounds (level 6 skirmisher)

### Level 28 Encounter (XP 65,000)

- 1 sorrowsworn deathlord (level 28 lurker)
- 2 sorrowsworn reapers (level 27 soldier)
- 1 vargouille swarm (level 29 elite skirmisher)





# VORRLASH

Vorrlashes are enigmatic shadow beasts that dwell in the deepest regions of the Underdark. They are intelligent and malicious, and typically attack other sentient creatures they encounter. Because of their ability to manipulate darkness and shadow, few living beings have ever seen a vorrlash's true form. Those that have survived encounters with these terrible monsters describe only an amoeba-like pool of darkness flailing about with three shadowy pseudopods and "swallowing" victims whole.

## VORRLASH TACTICS

A vorrlash avoids bright light and always attacks in complete darkness. When combat begins, it attempts to grab up Medium-sized targets with its pseudopods and stuff them into its central maw. It uses *shadow grasp* to keep opponents off balance and to bring them within reach of its attacks. A vorrlash relies on its *shroud of darkness* and regeneration to keep it from harm.

## VORRLASH LORE

A character knows the following with a successful Arcana or Dungeoneering check.

**DC 25:** Vorrlashes are native to the Shadowfell but spend large amounts of time on the Prime Material Plane. Their motives for dwelling on this plane are unknown, as they do not gather treasure or work together toward any common goal. The only behavior that all seem to exhibit is extreme hostility toward other sentient creatures.

**DC 30:** Some sages believe that vorrlashes are a form of sentient darkness that can take on a semi-material form when necessary. This would explain their extreme aversion to light, and the fact that they appear to have no real shape or substance.

## ENCOUNTER GROUPS

Vorrlashes are almost always encountered alone, but have been known to tolerate the presence of other creatures native to the Shadowfell from time to time.

### Level 22 Encounter (XP 20,800)

- 1 vorrlash (level 21 solo lurker)
- 3 sword wraiths (level 17 lurker)

### Level 23 Encounter (XP 27,200)

- 1 vorrlash (level 21 solo lurker)
- 2 nightwalkers (level 20 elite brute)

## Vorrlash

Level 21 Solo Lurker

Huge shadow magical beast

XP 16,000

**Initiative** +18

**Senses** Perception +19; darkvision

**Shroud of Darkness** aura 2; creatures within the aura are blinded unless they can somehow sense their surroundings through other means (blindsight, tremorsense, etc.). If the vorrlash takes radiant damage, its *shroud of darkness* does not function until the end of its next turn.

**HP** 985; **Bloodied** 492

**Regeneration** 10 (if the vorrlash takes radiant damage, regeneration does not function until the end of its next turn)

**AC** 37; **Fortitude** 36, **Reflex** 33, **Will** 30

**Resist** 20 cold, 20 necrotic; **Vulnerable** 10 radiant

**Saving Throws** +5

**Speed** 8, burrow 4

**Action Points** 2

⊕ **Pseudopod** (standard; at-will) ♦ **Cold, Necrotic**  
Reach 3; +26 vs. AC; 2d6+8 damage plus 1d8 cold and necrotic damage.

‡ **Lashing Pseudopods** (standard; at-will) ♦ **Cold, Necrotic**  
The vorrlash makes 3 pseudopod attacks. A creature struck by two or more pseudopods is grabbed (until escape).

‡ **Swallow** (standard; at-will) ♦ **Cold, Necrotic, Acid**  
The vorrlash attempts to swallow a Medium or smaller creature it is grabbing; +24 vs. Fortitude; on a hit, the target is swallowed and restrained (no save) and takes 15 cold and necrotic damage plus 15 acid damage on subsequent rounds at the start of the vorrlash's turn. The swallowed creature can make melee basic attacks with one-handed or natural weapons. If the vorrlash dies, any creature trapped inside it can escape as a move action, ending that action in a square formerly occupied by the vorrlash. If the vorrlash fails to swallow a target, the target is still grabbed, and the vorrlash can attempt to swallow it on its next turn.

‡ **Shadow Grasp** (minor, 1/round; at-will) ♦ **Teleport**  
Ranged 10; +24 vs. Fortitude; the target is teleported adjacent to the Vorrlash and is dazed until the beginning of its next turn. This power only works in areas of dim light or darkness.

**Alignment** Evil

**Languages** Common, Deep Speech

**Skills** Bluff +19, Dungeoneering +18, Stealth +19

**Str** 26 (+18)

**Dex** 19 (+14)

**Wis** 18 (+14)

**Con** 21 (+15)

**Int** 16 (+13)

**Cha** 17 (+13)

**Description** *The darkness ahead shifts liquidly, as if it were alive and ambulatory. As you draw closer, the world is suddenly thrust into impenetrable gloom, and you can hear the unmistakable sound of something large moving close by.*

# XOCHATATEO

Xochatateo are filthy undead humanoids, created from the sacrificial victims of particularly vile and bloodthirsty cults. Each bears a similar wound upon its chest, where its still beating heart was cut from its body just before the death of its corporal form. For some reason, the xochatateo lives on; a tormented creature cursed to exist between the realms of life and death, constantly seeking the hearts of the living to replace the one that once beat within its chest. Lesser xochatateo usually collect the hearts from their dead victims, but greater xochatateo have been known to simply rip a victims heart from his chest while he still lives.

Xochatateo are often mistaken for ghouls, as they have a same dietary habits and a tendency to haunt the same areas as the more common undead. However, as they retain some of their memories and intelligence, they may still attempt to contact living creatures that seem familiar from their former lives, and occasionally exhibit some semblance of humanity in their otherwise vicious behavior.

## XOCHATATEO LORE

A character knows the following with a successful Religion check.

**DC 15:** It is unclear as to exactly why the xochatateo are created. Some scholars argue that they are created when a sacrifice ritual is conducted incorrectly; others believe that they are created when the subject being sacrificed simply refuses to die. A few cynics even believe that xochatateo are nothing more than a cruel god's joke. Regardless of the reasons why the undead creature is created, there is no disputing how they come into existence: During a sacrifice ritual, when the still-beating heart is ripped from a humanoid creature's chest, for some reason that creature does not die. Instead, it is reborn as a cruel, savage creature with a taste for mortal flesh.

**DC 20:** While exhibiting general cannibalistic behavior, the xochatateo are most infamous for their obsession with hearts. After a killing frenzy, they typically rip out the hearts of their victims and horde them as treasure. Although it is unclear as to why the xochatateo are so obsessed with hearts, survivors of xochatateo attacks have reported that the creatures often place their new trophies inside their own chests, as if to replace the hearts that were torn out of them.



## ENCOUNTER GROUPS

Both common and greater xochatateo can be found with other types of corporeal undead, usually ghouls, who are happy to feed on the heartless bodies the xochatateo leave behind.

### Level 6 Encounter (XP 1,350)

- 3 xochatateo (level 6 brute)
- 3 ghouls (level 5 soldier)

### Level 15 Encounter (XP 5,800)

- 3 greater xochatateo (level 14 brute)
- 2 abyssal ghouls (level 16 skirmisher)



**Xochatateo** Level 6 Brute  
Medium natural humanoid (undead) XP 250

**Initiative** +5      **Senses** Perception +3; darkvision  
**HP** 87; **Bloodied** 43  
**AC** 18; **Fortitude** 19, **Reflex** 16, **Will** 15  
**Immune** disease, poison; **Resist** 10 necrotic; **Vulnerable** 5 radiant  
**Speed** 6

⊕ **Claw** (standard; at-will)  
+9 vs. AC; 1d8+5 damage, and the target is weakened (save ends).

⊕ **Flesh Ripper** (standard; recharge ☉☉☉) ⬦ **Healing**  
A xochatateo make two claw attacks against a single target. If both attacks hit, the target takes an additional 5 damage and the xochatateo regains 5 hit points.

**Blood Frenzy** (only while bloodied)  
The xochatateo gains a +2 bonus to attack rolls.

**Alignment** Chaotic evil      **Languages** -Common  
**Skills** Stealth +10

**Str** 20 (+8)      **Dex** 15 (+5)      **Wis** 10 (+3)  
**Con** 17 (+6)      **Int** 8 (+2)      **Cha** 12 (+4)

**Description** *This horrific humanoid creature has a gaunt, almost skeletal body covered in withered gray flesh. Its arms are long and ape-like, ending in powerful hands tipped with ragged, filthy talons. However, the most ghoulish aspect of this creature is the wet, red hole in its chest, right where its heart used to be.*

**XOCHATATEO TACTICS**

A xochatateo is a vicious undead predator that has little use for guile or tactics. It simply rushes into the fray and attacks the nearest humanoid target. In melee, the xochatateo attacks with its ragged talons, and attempts to rip a victim to shreds, eagerly seeking the warm beating heart.

**Greater Xochatateo** Level 14 Brute  
Medium natural humanoid (undead) XP 1,000

**Initiative** +11      **Senses** Perception +9; darkvision  
**HP** 170; **Bloodied** 85  
**AC** 26; **Fortitude** 26, **Reflex** 23, **Will** 21  
**Immune** disease, poison; **Resist** 15 necrotic; **Vulnerable** 10 radiant  
**Speed** 8

⊕ **Claws** (standard; at-will)  
+17 vs. AC; 2d8+7 damage, and the target is weakened (save ends) and grabbed (until escape).

⊕ **Heart Ripper** (standard; recharge ☉☉☉) ⬦ **Healing**  
Grabbed target only; +15 vs. Fortitude; 4d8+7 damage, and the greater xochatateo regains 10 hit points. If this power reduces a target to 0 hit points or fewer, the greater xochatateo rips out the target's heart, killing it instantly.

**Blood Frenzy** (only while bloodied)  
The greater xochatateo gains a +2 bonus to attack rolls and can take an extra standard action each round.

**Alignment** Chaotic evil      **Languages** Common  
**Skills** Athletics +19, Stealth +16

**Str** 24 (+14)      **Dex** 19 (+11)      **Wis** 14 (+9)  
**Con** 20 (+12)      **Int** 11 (+7)      **Cha** 15 (+9)

**GREATER XOCHATATEO TACTICS**

A greater xochatateo rushes into melee and attacks a single humanoid target. It attempts to grab the target with its talons, burrow into the target's chest, and then rip the heart away with one savage yank.

## ZAIN-KIN

The zain-kin are a race of intelligent ape-men, descended from the barely sentient slave race of an ancient, sorcerous empire. Although they possess some of the arcane skill of their former masters, the zain-kin derive the majority of their strength from intense martial discipline.

Zain-kin society is marshaled into different tiers, or ranks, each tier possessing a specific duty within the zain-kin war machine. Warriors are, of course, the most common, but spies and magic users also have their place. Each zain-kin troop consists of all the working parts necessary for it to achieve success, and the enemies of the zain-kin often find themselves on the losing end of battles with much smaller forces.

Although not necessarily rapacious or cruel, the zain-kin cling to a philosophy of might makes right. Those unable to best the militant ape-men in combat are not worthy of life or freedom. However, the zain-kin hold only hatred for enemies beyond the reach of their martial power, holding special animosity for potent spellcasters.

Zain-kin tend to worship deities with a strong martial aspect, especially those that do not tolerate weakness or compassion among their followers.

## ZAIN-KIN LORE

A character knows the following with a successful Nature check.

**DC 15:** Zain-kin hastati form the bulk of the zain-kin military. They are often young males looking to make a name for themselves, and with the hope of ascending through the ranks to legionnaire, and finally centurion. Although individually weak, the hastati display the characteristic zain-kin discipline and can be devastating in large numbers.

**DC 15:** The zain-kin legionnaire is the backbone of zain-kin military might. Strong, determined, and highly skilled, each legionnaire is a potent adversary alone, but nearly unstoppable when marching shoulder to shoulder with his brothers in arms. All legionnaires arise from the ranks of the hastati, and each one is a veteran of dozens of combats.

**DC 15:** Beyond the warlords that rule the various factions of zain-kin society, the centurion is the pinnacle of zain-kin achievement. Each centurion is handpicked for bravery, skill at arms, and defiance in the face of death and adversity. Centurions lead other zain-kin into battle, inspiring and rallying their troops with a commanding presence and the direct threat of capital punishment should their commands be disobeyed.





**DC 15:** If the legionnaires and centurions are the backbone of zain-kin military strength, then the signifers are its heart. Each signifer carries a mighty spear bearing the standard of his troop. With this spear, the signifer can call upon the might of the zain-kin gods to smite enemies and bolster the strength of his allies.

**DC 15:** The zain-kin infiltrator is a breed apart in zain-kin society. Disdaining the honorable clash of face-to-face combat, the infiltrator does his killing from the shadows, seeking out the enemies of the zain-kin and silently dispatching them. Although not trusted by zain-kin warriors, the infiltrator serves a useful purpose, and is generally tolerated in zain-kin military units.

**DC 15:** A zain-kin warmaster commands a large number of zain-kin troops, usually a century (100) or more. Often larger and more ruthless than even the zain-kin centurion, the zain-kin warmaster has clawed his way up from the ranks of lesser males by killing all that opposed him.

## ENCOUNTER GROUPS

Zain-kin are most often encountered in a troop, the smallest tactical unit of the zain-kin military. Zain-kin warmasters are never encountered with hastati; instead they travel with centurions that act as guards and zain-kin infiltrators that act as scouts.

### Level 3 Encounter (XP 761)

- 1 zain-kin centurion (level 3 soldier)
- 1 zain-kin signifer (level 2 controller)
- 4 zain-kin legionnaires (level 1 soldier)
- 6 zain-kin hastati (level 2 minion)

### Level 7 Encounter (XP 1,450)

- 1 zain-kin warmaster (level 7 elite soldier)
- 3 zain-kin centurions (level 3 soldier)
- 2 zain-kin infiltrators (level 5 lurker)

<b>Zain-Kin Hastati</b>	Level 2 Minion
Medium natural humanoid	XP 31
<b>Initiative</b> +3	<b>Senses</b> Perception +2; low-light vision
<b>HP</b> 1; a missed attack never damages a minion	
<b>AC</b> 14; <b>Fortitude</b> 15, <b>Reflex</b> 13, <b>Will</b> 12	
<b>Speed</b> 7	
⚔ <b>Longspear</b> (standard; at-will) ♦ <b>Weapon</b> Reach 2; +5 vs. AC; 5 damage.	
<b>Heart of the Legion</b> When adjacent to at least 2 zain-kin allies, the zain-kin hastati receives a +1 bonus to all defenses.	
<b>Alignment</b> Evil	<b>Languages</b> Common, Zain-Kin
<b>Skills</b> Athletics +6, Endurance +4	
<b>Str</b> 19 (+5)	<b>Dex</b> 14 (+3) <b>Wis</b> 13 (+2)
<b>Con</b> 15 (+3)	<b>Int</b> 10 (+1) <b>Cha</b> 9 (+1)
<b>Equipment</b> leather armor, longspear	
<b>Description</b> <i>This tall ape-like humanoid wears well-made leather armor and grips a long spear in both hands.</i>	

## ZAIN-KIN HASTATI TACTICS

Groups of zain-kin hastati remain in close formation to take advantage of *heart of the legion*. They use their longspears to keep enemies at bay, and often deploy in tiered phalanxes to allow more than just the front line of fighters to strike at the enemy.

<b>Zain-Kin Legionnaire</b>	Level 1 Soldier
Medium natural humanoid	XP 100
<b>Initiative</b> +4	<b>Senses</b> Perception +2; low-light vision
<b>HP</b> 31; Bloodied 15	
<b>AC</b> 19; <b>Fortitude</b> 16, <b>Reflex</b> 13, <b>Will</b> 13	
<b>Speed</b> 6	
⚔ <b>Short Sword</b> (standard; at-will) ♦ <b>Weapon</b> +8 vs. AC; 1d6+5 damage.	
⚔ <b>Javelin</b> (standard; at-will) ♦ <b>Weapon</b> Ranged 10/20; +8 vs. AC; 1d6+5 damage.	
⚔ <b>Cull the Weak</b> (standard; encounter) ♦ <b>Weapon</b> The zain-kin legionnaire can make 2 short sword attacks against a bloodied opponent.	
<b>Heart of the Legion</b> When adjacent to at least 2 zain-kin allies, the zain-kin legionnaire receives a +1 bonus to all defenses.	
<b>Alignment</b> Evil	<b>Languages</b> Common, Zain-Kin
<b>Skills</b> Athletics +10, Endurance +7	
<b>Str</b> 20 (+5)	<b>Dex</b> 14 (+2) <b>Wis</b> 14 (+2)
<b>Con</b> 15 (+2)	<b>Int</b> 10 (+0) <b>Cha</b> 10 (+0)
<b>Equipment</b> scale armor, heavy shield, short sword, 3 javelins	
<b>Description</b> <i>This humanoid has a decidedly ape-like appearance, with a stooped posture, powerful limbs, and a hairy body. It is armored in heavy scale mail, grips a large rectangular shield, and is armed with a short, stabbing sword and three large javelins.</i>	

## ZAIN-KIN LEGIONNAIRE TACTICS

Zain-kin legionnaires begin combat by hurling their javelins at a foe. Then, they lock shields and advance upon their targets in orderly lines, short sword drawn. They make good use of *cull the weak*, and focus attacks on bloodied targets immediately.

## Zain-Kin Signifer

Level 2 Controller

Medium natural humanoid

XP 125

**Initiative** +3      **Senses** Perception +5; low-light vision

**HP** 39 **Bloodied** 19

**AC** 17; **Fortitude** 15, **Reflex** 14, **Will** 16

**Speed** 6

⬇ **Signum Spear** (standard; at-will) ♦ **Weapon**  
+7 vs. AC; 1d8+3 damage.

✈ **Wrath of the Legion** (standard; at will) ♦  **Psychic**  
Ranged 10; +6 vs. Will; 1d8+4 psychic damage.

↩ **Sigil of Destruction** (standard; recharge [2][2]) ♦ **Force**  
Close burst 3, targets enemies; +4 vs. Reflex; 2d8+4 force damage, and the target is knocked prone.

↩ **Sigil of Terror** (standard; recharge [1][1]) ♦ **Fear**  
Close burst 3; +4 vs. Will; and the target is dazed and weakened (save ends both).

↩ **Sigil of Succor** (standard; encounter) ♦ **Healing**  
Close burst 5; all allies within the burst regain 5 hit points, and all ongoing effects upon targeted allies end.

### Heart of the Legion

When adjacent to at least 2 zain-kin allies, the zain-kin signifer receives a +1 bonus to all defenses.

**Alignment** Evil      **Languages** Common, Zain-Kin

**Skills** Athletics +9, Endurance +5, Religion +7

**Str** 16 (+4)      **Dex** 14 (+3)      **Wis** 18 (+5)

**Con** 15 (+3)      **Int** 12 (+2)      **Cha** 16 (+4)

**Equipment** scale armor, signum spear

**Description** *The ape-man clutches a large spear, which has been thrust through a bright red banner. It is armored in heavy scale, dyed the same color as its fluttering banner.*

## ZAIN-KIN SIGNIFER TACTICS

The signifer typically hangs back behind zain-kin line, using *wrath of the legions* to strike down enemies from afar. He moves forward to use *sigil of destruction* and *sigil of terror* at the command of the closest centurion.

## Zain-Kin Centurion

Level 3 Soldier (Leader)

Medium natural humanoid

XP 150

**Initiative** +5      **Senses** Perception +4; low-light vision

**HP** 48; **Bloodied** 24

**AC** 20; **Fortitude** 17, **Reflex** 14, **Will** 15

**Speed** 6

⬇ **Longsword** (standard; at-will) ♦ **Weapon**  
+10 vs. AC; 1d8+5 damage.

⬇ **Cull the Weak** (standard; encounter) ♦ **Weapon**  
The zain-kin centurion can make 2 longsword attacks against a bloodied opponent.

↩ **Rally Point** (standard; refresh [1][1]) ♦ **Healing**  
Close burst 5, allies in the burst shift 3 squares. Allies that end up adjacent to the zain-kin centurion regain 5 hit points and gain a +1 bonus to attack and damage rolls until the end of the zain-kin centurion's next turn.

### Heart of the Legion

When adjacent to at least 2 zain-kin allies, the zain-kin centurion receives a +1 bonus to all defenses.

**Alignment** Evil      **Languages** Common, Zain-Kin

**Skills** Athletics +10, Endurance +8, Intimidate +7

**Str** 21 (+6)      **Dex** 14 (+3)      **Wis** 16 (+4)

**Con** 16 (+4)      **Int** 12 (+2)      **Cha** 13 (+2)

**Equipment** chainmail, heavy shield, long sword

**Description** *This humanoid resembles a large, upright ape. It wears fine chainmail, carries a large, rectangular shield, and is armed with a long, slashing sword. There is an air of both intelligence and command about this beast.*

## ZAIN-KIN CENTURION TACTICS

Zain-kin centurions lead from the front, keeping their troops fired up and motivated to destroy the enemies of the zain-kin. When the tide of battle turns against the zain-kin, the centurions use *rally point* to bolster morale and move in fresh troops.





**Zain-Kin Infiltrator**

Level 5 Lurker

Medium natural humanoid

XP 200

**Initiative** +10 **Senses** Perception +9; low-light vision

**HP** 51; **Bloodied** 25

**AC** 19; **Fortitude** 17, **Reflex** 18, **Will** 16

**Speed** 7

⬇ **Short Sword** (standard; at-will) ♦ **Weapon**  
+10 vs. AC; 1d6+3 damage.

⬇ **Cull the Weak** (standard; encounter) ♦ **Weapon**  
The zain-kin infiltrator can make 2 short sword attacks against a bloodied opponent.

✂ **Assassin's Mark** (minor; recharge [3][3][3])  
Ranged 5; the target is marked and grants the zain-kin infiltrator combat advantage until the end of the zain-kin infiltrator's next turn.

**Combat Advantage**  
The zain-kin infiltrator deals an additional 2d6 damage on melee attacks against any target it has combat advantage against.

**Alignment** Evil **Languages** Common, Zain-Kin

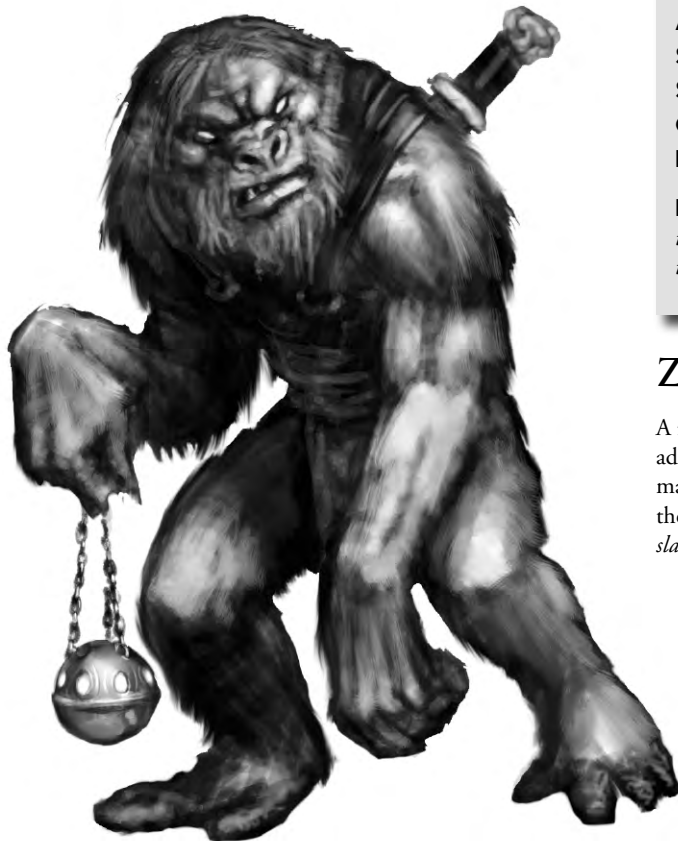
**Skills** Athletics +12, Endurance +6, Stealth +11

**Str** 16 (+5) **Dex** 19 (+6) **Wis** 14 (+4)

**Con** 15 (+4) **Int** 14 (+4) **Cha** 10 (+2)

**Equipment** leather armor, short sword

**Description** *This large, ape-like humanoid wears leather armor and carries a short, stabbing sword in a harness across its back. It moves with a grace and nimbleness that belies its huge simian bulk.*



**ZAIN-KIN INFILTRATOR TACTICS**

The zain-kin infiltrator seeks to gain combat advantage against an opponent, usually by gaining surprise or flanking with an ally. However, he can also mark a target with *assassin's mark* to ensure that his short sword finds a vital spot with each thrust.

**Zain-Kin Warmaster** Level 7 Elite Soldier (Leader)

Medium natural humanoid

XP 600

**Initiative** +8 **Senses** Perception +5; low-light vision

**HP** 162; **Bloodied** 81

**AC** 26; **Fortitude** 23, **Reflex** 20, **Will** 17

**Saving Throws** +2

**Speed** 6

**Action Points** 1

⬇ **Greatsword** (standard; at-will) ♦ **Weapon**  
+14 vs. AC; 1d10+6 damage, and the target is marked until the end of the zain-kin warmaster's next turn.

⬇ **Homing Strike** (standard; recharge [3][3]) ♦ **Weapon**  
+14 vs. AC; 1d10+6 damage, and one zain-kin ally that is not adjacent to the target can shift up to 3 squares. If this brings the zain-kin ally adjacent to the target, the ally can make an immediate melee basic attack against the target as a free action.

⬇ **Slaughter the Weak** (standard; encounter) ♦ **Weapon**  
The zain-kin warmaster can make 3 greatsword attacks against a bloodied opponent.

**Soul of the Legion**  
When adjacent to at least 2 zain-kin allies, the zain-kin warmaster receives a +2 bonus to all defenses.

**Alignment** Evil **Languages** Common, Zain-Kin

**Skills** Athletics +14, Endurance +11, Intimidate +10

**Str** 22 (+9) **Dex** 16 (+6) **Wis** 14 (+5)

**Con** 17 (+6) **Int** 13 (+4) **Cha** 14 (+5)

**Equipment** scale armor, greatsword

**Description** *This ape-man is massive, standing well over seven feet tall. It is armored in a suit of crimson scale mail, and grips a gigantic two-handed sword in both blunt-fingered hands.*

**ZAIN-KIN WARMASTER TACTICS**

A zain-kin warmaster begins combat by targeting the most potent adversary in range with *homing strike*, allowing an ally to shift in and make a free attack on the same target. If this combined attack bloodies the opponent, the zain-kin warmaster spends his action point to use *slaughter the weak*, in hopes of slaying the target outright.

# APPENDIX I: RACIAL TRAITS

Some of the monsters in this book have racial traits and powers similar to those used by player characters. These traits are listed below to aid DMs in creating NPC versions of these monsters. In addition, the rules below could conceivably be used to create a player character; however, any player wishing to do so should consult his DM and decide if such a character is appropriate for the campaign.

## APHYSS

**Average Height:** 5' 7" – 6' 4"  
**Average Weight:** 120 – 220 lb.

**Ability Scores:** +2 Dexterity, +2 Charisma  
**Size:** Medium  
**Speed:** 6 squares  
**Vision:** Low-light

**Languages:** Common, Draconic  
**Skill Bonuses:** +2 Bluff, +2 Stealth  
**Serpent's Speed:** You gain a +2 bonus to initiative checks.  
**Serpent's Veil:** You can use *serpent's veil* as an at-will power.

### Serpent's Veil Aphyss Racial Power

*You mask your serpent features in a cloak of illusion.*

**At-Will ♦ Illusion**

**Minor Action** **Personal**

**Effect:** You can appear as a normal human, covering your snake-like features with a powerful illusion. This disguise is always the same, and can be pierced with a successful Insight check opposed by your Bluff check. However, you receive combat advantage until the end of your next turn against any creature that successfully penetrates your disguise.



## THORNBLOOD

**Average Height:** 6' 0" – 6' 6"  
**Average Weight:** 150 – 200 lb.

**Ability Scores:** +2 Constitution, +2 Wisdom  
**Size:** Medium  
**Speed:** 6 squares  
**Vision:** Low-light

**Languages:** Common, Elven  
**Skill Bonuses:** +2 Nature, +2 Stealth  
**Forest Walk:** You ignore difficult terrain that is the result of trees, underbrush, plants, or natural growth  
**Rooted Stance:** You can use *rooted stance* as a daily power.

### Rooted Stance Thornblood Racial Power

*You take root in the earth, drawing power from the foundation of the earth.*

**Daily ♦ Stance**

**Minor Action** **Personal**

**Effect:** You gain a +2 bonus to your AC and Fortitude defenses until the end of the encounter, or until you move from the spot. While in the stance, you are immune to any effect that forces you to move through a pull, push, or slide.

## ZAIN-KIN

**Average Height:** 7' 0" – 7' 6"  
**Average Weight:** 300 – 350 lb.

**Ability Scores:** +2 Strength, +2 Dexterity  
**Size:** Medium  
**Speed:** 7 squares  
**Vision:** Low-light

**Languages:** Common, Zain-Kin  
**Skill Bonuses:** +2 Athletics, +2 Endurance  
**Primal Agility:** You do not grant opponents combat advantage when climbing or balancing.  
**Cull the Weak:** You can use *cull the weak* as an encounter power.

### Cull the Weak Zain-Kin Racial Power

*Weakness has no place on the battlefield. You slay the wounded with brutal efficiency.*

**Encounter**

**Standard Action** **Personal**

**Effect:** You can make two melee basic attacks against a Bloodied creature.



# APPENDIX II: MONSTERS BY LEVEL

All monsters in the book are listed here, grouped by level and sorted by monster role.

Monster	Level and Role	Page
Static Bat	1 Artillery	26
Common Fungal Mound	1 Skirmisher	72
Pedilap	1 Skirmisher	43
Aphyss Temple Guardian	1 Soldier	12
Zain-Kin Legionnaire	1 Soldier	135
Deep Urchin	2 Artillery	44
Giant Blister Beetle	2 Artillery	29
Spellsnake	2 Artillery	117
Thornblood Peltast	2 Artillery	123
Bristleback Spider	2 Brute	118
Dune Scorpion	2 Brute	104
Zain-Kin Signifer	2 Controller	136
Aphyss Serpentfang Assassin	2 Lurker	13
Aphyss Acolyte	2 Minion	12
Zain-Kin Hastati	2 Minion	135
Slayer Ant Worker	2 Skirmisher	113
Brown Fungal Mound	2 Soldier	73
Aphyss Venomcaster	3 Artillery	13
Giant Frog	3 Brute	68
Sonic Bat	3 Controller	26
Young Umbra Drake	3 Solo Controller	125
Bone Jelly	3 Elite Lurker	30
Dungeonweb Spider	3 Lurker	118
Giant Raven	3 Skirmisher	100
Klaklin Commoner	3 Skirmisher	84
Young Feathered Dragon	3 Solo Skirmisher	62
Red Effigy	3 Elite Soldier	60
Thornblood Warrior	3 Soldier	123
Zain-Kin Centurion	3 Soldier (Leader)	136
Cobalt Dire Drake	4 Brute	46
Puppeteer Vine	4 Elite Controller	98
Slimy Fungal Mound	4 Lurker	73
Klaklin Drone	4 Minion	83
Mercury Dire Drake	4 Skirmisher	46
Skin Howler	4 Skirmisher	110
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