



MONTE COOK PRESENTS:

THE IRON HEROES BESTIARY



A MONSTER BOOK

Mike Mearls



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A MONSTER BOOK BY MIKE MEARLS

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INTRODUCTION:

WELCOME TO THE BESTIARY

Mighty heroes need powerful monsters to battle. Without Grendel, who would remember Beowulf? Monsters are a critical part of any roleplaying game, and Iron Heroes is no different.

WHAT'S IN THIS BOOK?

The Iron Heroes Bestiary is divided into three chapters and one appendix. Here's what you'll find in each:

Chapter One: Using Monsters in *Iron Heroes*. This chapter covers basic advice on designing and using monsters in *Iron Heroes* campaigns. It includes a few mathematical methods you can use to judge whether a creature offers the proper threat to the party or will hold out against the heroes' might for long. It also includes new feats designed to work with several monster abilities, such as improved grab.

Chapter Two: Villain Classes. This chapter includes a number of new villain classes, a concept introduced in *Mastering Iron Heroes*. Villain classes allow you to generate an NPC villain or opponent for the characters quickly.

Chapter Three: Here Be Monsters! This chapter introduces over 30 new beasts to set against the characters. From the vicious necrophage to the daunting colossus of Thard, the adventurers face a wide variety of new threats and enemies.

Appendix: Monster Tables. This appendix features conversion guidelines for using standard d20 monsters in your *Iron Heroes* games as well as the first-ever set of monster tables representing all the creatures published by Malhavoc Press over the years. These tables are organized alphabetically by Challenge Rating for your convenience.

USING THIS BESTIARY

Bonus source material and ideas to augment the information in this book appear on Monte Cook's website. Find the links to these free web enhancements at the book's product page online at <www.montecook.com/Bestiary>.

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Bard and Smaug. Odysseus and Polyphemus, greatest of the cyclopes. Perseus and the Medusa. King Pellinore and the Questing Beast. St. George and the dragon. Even Jonah and the whale—the list goes on and on. As monsters populate the classics, epic fantasy literature, and the movies, so too do they deserve a very important role in the high-action fantasy *Iron Heroes* game.

This book contains a selection of monsters and villains designed for use with *Iron Heroes*. They fill a variety of roles, from intelligent, clever foes to brutal, mindless beasts that spread misery and destruction. What they all have in common is a mixture of martial and arcane power to challenge the heroes.



appendix. Open content is not otherwise marked in the text of this book.

READING THE MONSTER ENTRIES

The monster entries in Chapter Three are arranged just like the standard monsters in the MM, with a few exceptions:

- **Defense.** Rather than the familiar Armor Class listing, the monsters in this book follow the standard *Iron Heroes* rules for defense. Thus their statistics block lists “Defense” ratings. A monster’s defense value includes both active and passive defense; the defense components are broken down in the stat block for ease of use.

As a reminder, you keep passive bonuses when flat footed. Active bonuses you lose when flat footed.

Passive	Active
Natural armor	Base defense
Shield*	Shield*
Size	Dexterity
Some feats	Some feats

* *The physical barrier a shield provides is a passive bonus. Your ability to use a shield (such as that granted by various feats or class abilities) is an active bonus.*

- **Damage Reduction.** Because armor provides damage reduction in *Iron Heroes* campaigns, DR is broken out as a separate statistic for all monsters instead of simply being listed as a “Special Quality.”
- **Treasure.** Because the accumulation of wealth plays a smaller role in *Iron Heroes* campaigns, the entries in this bestiary don’t list treasure gained from defeating each monster.
- **No Alignment.** Remember that in *Iron Heroes*, characters and creatures have no alignments. They are judged instead by how they act, so you won’t see a line for alignment in the statistics block.

Most of the monster descriptions also include special sections that highlight aspects of the creature’s use or background. Some examples include sections that focus on a creature’s society, using the monster as a player character race, items important to the monster, zones that the DM can use with the monster in play, unique roles for a particular monster, adventure hooks, and so on.



ABOUT THE AUTHOR

Mike Mearls has worked as a freelance roleplaying game designer since 1999. This prolific writer maintains a high volume of work without compromising quality, which has won him a place on many gamers’ lists of favorite designers. Buoyed by positive reaction to his first d20 works, he went on to produce material for leading RPG publishers, including AEG, Atlas Games, Decipher, Fantasy Flight, Fiery Dragon, Goodman Games, Mongoose Publishing, Necromancer Games, and others. His previous Malhavoc Press titles include *Legacy of the Dragons* and *Book of Hallowed Might II: Portents and Visions* (both with Monte Cook), *Mystic Secrets: The Lore of Word and Rune*, *The Book of Iron Might*, *Ruins of Intrigue*, *Transcendence*, *Iron Heroes*, and *Mastering Iron Heroes*. His work also appears regularly in *Dragon® Magazine*. He has recently joined Wizards of the Coast as a roleplaying game developer.

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Born in 1972 in Leeds, England, our interior artist **Keve Crossley** learned early on that a monster lived in the abandoned house down the street—after that, he saw monsters everywhere. He drew monsters all the way through school, then went to art college and university, where he was told not to. After he got a job in computer games, people started to pay him to draw monsters. Moral? Art college and university were a waste of time. Check out more of his work at <www.kevcrossley.com>.

MALHAVOC PRESS

Malhavoc Press is game designer Monte Cook’s d20 System imprint devoted to the publication of unusual magic, creative monsters, and evocative game elements that go beyond traditional fantasy. Malhavoc Press products exhibit the mastery of the d20 System rules that only one of its original designers can offer. Coming soon, look for the *Arcana Evolved Spell Treasury* by Monte Cook and Jeffery A. Dobberpuhl.

Current titles are available to purchase in either print or electronic (PDF) format at <www.montecook.com>.





CHAPTER ONE:

USING MONSTERS IN IRON HEROES

In a fantasy adventure game, the monsters play a critical role in the action. Heroes are defined by the adversaries they defeat and the dangers they brave. It's hard to become a hero without powerful foes to battle.

MONSTER ABILITIES

In most cases, a monster's abilities define what it can do and provide its most memorable aspects. A dragon can breathe fire or bolts of lightning. A giant can hurl boulders at the party. A deadly crocodile can grab a victim in its jaws and pull him below the swamp's murky waters. This section takes a look at several creature abilities and gives advice on how to use them.

DAMAGE REDUCTION

Damage reduction plays an important, consistent role in *Iron Heroes*. It's almost impossible for typical *Iron Heroes* characters to defeat damage reduction based on magic and alignment types. Depending on your campaign, it might be easier for them to overcome DR based on weapon materials, such as adamantine and silver. As the DM, of course, you control the characters' access to adamantine and mithral. Neither is so common that the characters can simply waltz to the nearest market and purchase them. On the other hand, silver is likely to show up in coins and valuables. It makes sense for the characters to convert such items to weapons to battle lycanthropes and similar creatures.

When looking at a monster, consider its damage reduction in terms of its Challenge Rating. Consult the following table:

Party Level	DR
1–5	5
6–15	10
16+	15

These values are not absolutes. Some core monsters are specifically designed with high damage reduction values. For example, the grick is pathetically weak without its DR. If a monster's damage reduction looks too high, consider its other abilities and think about how well the monster would fare without its DR.

Iron Heroes makes a number of changes to the d20 System core rules that you may have used to run other campaigns. This chapter looks at those changes and addresses how they alter the use and design of monsters.

One of the strengths of *Iron Heroes* is that it allows you to use monsters from almost any source compatible with the core rules. While the mechanics might work out fine, it helps to highlight and consider the key factors that make or break a monster for *Iron Heroes*.

This chapter is broken down into various topics, such as damage reduction, poison, Challenge Ratings, and so on. Think of it as a basic manual on using monsters in *Iron Heroes*, whether from the core rules or similar sources, or ones you design yourself. It covers a variety of topics that might come up in play and gives practical advice on what sorts of monsters make the best match for your game from a mechanical and story-based perspective.

In most cases, damage reduction allows a monster to survive longer in a battle. The party's primary fighters inflict less damage, but some portion of each blow should make it through the monster's defenses. In two cases, though, DR can prove troublesome with a balanced monster.

High Defense: A creature with a high defense and damage reduction is harder to hit and damage, so it survives much longer than normal. Furthermore, some feats and abilities (most notably, Power Attack) allow the characters to inflict extra damage, thereby overcoming a creature's DR at the expense of accuracy. Against creatures that also have a high defense, such feats are even riskier than normal.

Experienced players know to use flanking attacks, the aid another action, and similar tricks to overcome opponents with a high defense. A successful trip attack grants a nice +4 bonus on melee attacks, and a disarm attack can leave even the most impregnable opponent without any offensive options.

If the players aren't experienced, consider giving them terrain that can help them defeat their foe, such as high ground, or terrain that somehow inhibits the creature, such as waist-deep water.

No Big Hitter: While *Iron Heroes* doesn't require that the party contain specific character classes to ensure that the game flows smoothly, an unbalanced group still faces some trouble. Damage reduction requires a character with class-specific abilities that can defeat DR, such as the archer or arcanist, or a general set of abilities that allow a character to deal lots of damage. If the party lacks a heavy hitter, tone down the damage reduction of the monsters they'll fight, or use creatures with DR in only a few encounters per adventure. You shouldn't penalize the players for creating similar characters, especially if they did so to fit the campaign's theme.

On the other hand, just because the player characters are poorly equipped to handle damage reduction doesn't mean they should never encounter it. The key is to avoid relying on DR to frustrate the players. One or two important monsters per adventure can use it to thwart their attacks, but if every creature they run into absorbs their blows, they might grow frustrated.

MOVEMENT MODES

Iron Heroes characters never fly, teleport, or slide across dimensions unless you, as the DM, specifically give them access to flying mounts or strange, dangerous magical items. In the core rules, such modes of travel are common for high-level spellcasters. In *Iron Heroes*, they are the stuff of rumor and myth.

This difference might prove troublesome when the characters face off against a creature that can tunnel into the earth or swoop through the air as it attacks. In most cases, smart

tactics carry the day. A weapon master must ready an action to attack a flying monster as it bears down on him. An archer comes to the foreground as she snipes a wyvern from the sky. A thief runs for cover, forcing the monster to take to the ground to pursue him.

The key to using a flying creature lies in the terrain and how you set up the scene. Even in the core rules, this is an important consideration if the party lacks a few key spells or magical items. Be particularly aware of flying creatures with ranged attacks. If the characters lack an effective long-range fighter, they're easy targets in open terrain. You don't have to hold the characters' hands and make victory easy, but you should give them opportunities to win or lose an encounter based on their decisions.

For example, say the characters fight a number of gargoyles in the ruins of a cathedral with a series of tall, crumbling towers. The PCs can duck into the towers for cover. The gargoyles can fly in after them, but the interior is cramped enough to make flight difficult. The characters might be able to lure the gargoyles into the courtyard between two towers. While a few PCs act as bait, the berserker and executioner sneak up the ruined towers' stairs to attack the swooping gargoyles from above.

INSTANT KILL ATTACKS

Monte Cook Presents: Iron Heroes makes a number of changes to a few special attack definitions. For example, petrification and death effects work a bit differently than in the core rules. Since *Iron Heroes* characters lack the magical resources needed to combat these threats, the game alters their effects to make them easier to overcome with the resources available. In terms of a single encounter, though, these abilities work much the same as they do in the core rules. The key differences lie in how you recover from them.

Save-or-die abilities are less effective in *Iron Heroes* because the characters have much higher saves than their counterparts in the core rules. An *Iron Heroes* character who is relatively weak in one save is still strong compared to a core rules character. Thus, monsters that rely on abilities that instantly slay a PC on a failed save are somewhat weaker in *Iron Heroes*. Unless such a monster still gains a benefit on a successful save, such as inflicting damage, these creatures might participate in an entire encounter without scoring a single point of damage.

When designing adventures, you're much better off with monsters that reliably inflict damage with attacks and special abilities that still have an effect (such as half damage) on a successful save. Try looking at a creature after removing its special attacks that require saving throws. If the creature is utterly crippled, it's probably a poor choice for an *Iron Heroes* campaign.



NATURAL ARMOR AND BASE DEFENSE BONUS

The typical monster relies on natural armor, rather than a base defense bonus, to protect itself against attackers. When importing monsters into *Iron Heroes*, you might want to modify a creature to use a base defense bonus. Just keep in mind a few basic tips.

Class Levels. Creatures with class levels are the best candidates for such a conversion. For example, a generic 1st-level orc warrior should have the *Iron Heroes* warrior class base defense bonus progression (see Chapter Three in *Mastering Iron Heroes*). Base defense bonus derives from martial training. A lion might be a deadly opponent, but it relies on its natural speed, agility, and tough hide for defense, not any specific combat training. In general, a base defense bonus should signal a level of formal training.

Intelligence. Some intelligent creatures are good candidates for a base defense bonus. Powerful, intelligent outsiders might lack levels in a character class, but part of their strength is based on how they use their special abilities. For example, a dragon might learn to fight under the careful eyes of its parents. While it's strong, tough, and thick hided, it also learns a variety of combat maneuvers. Unlike a lion, it uses its mind in battle on more than a feral, instinctual level.

Durability. On a game design level, a natural armor bonus makes monsters more durable. Natural armor is a passive rather than active bonus, making it harder to negate through feats, skills, and special maneuvers. It helps make up for the characters' access to armor that provides damage reduction. A monster's defenses are simpler than those of the PCs—an attacking character either hits for full damage or misses and deals none, while damage reduction from armor applies to every attack. The characters can count on reducing the damage they suffer with armor, but monsters have the advantage that a poor roll leads to a wasted attack. If you force too many monsters to rely on base defense bonus rather than natural armor, you might make them too easy to overcome. Remember, in general the characters' Hit Die type (1d4 + a modifier per level) gives them more hit points, but monsters still use the standard core rules method for determining their hit points. They need those attacks that miss completely to even things out.

POISON AND ABILITY DAMAGE

Any effect that reduces ability scores has a much bigger impact on the typical *Iron Heroes* character than it does on a core rules character. In the core rules, most fighter types rely only on their physical attributes. In many cases, they don't even need a particularly high Dexterity score to hit and damage their opponents. In *Iron Heroes*, the variety of feats and special abilities makes ability score damage a larger threat. Intelligence, Wisdom, or Charisma damage can harm an exe-

cutitioner or hunter far more than the typical core rules combat character.

Iron Heroes makes it easier for natural healing to replenish ability score damage, but the characters still lack magic that can instantly restore their health. A heavy dose of ability score damage can bring an exciting game to a halt as one character—perhaps a PC who is key to concluding an adventure—has to sit out of the action. An *Iron Heroes* session is about action, adventure, and danger, not sitting around waiting for Throden the Hammer to recover from his run of bad luck against a monstrous scorpion.

Use monsters that can inflict serious ability score damage as major threats and challenges. For a simple encounter with thugs or a typical fight between more important scenes, use creatures that inflict lower penalties. With this method, ability score damage grows troublesome for the players as they approach a major fight, but it rarely puts a PC completely out of commission. Such attacks also highlight the dangerous threat posed by a major villain or powerful beast. If you knock the characters out of the game too early, the players have nothing to do but watch, and the party might be too weak to handle the encounters you've planned for later in the session.

MONSTERS AND CHARACTER DEATH

Sooner or later, a character will die in your campaign. Some DMs prefer to keep the characters alive to maintain an overarching plot. If Justinus the Harrier is meant to become king of Prasia, the campaign might fall apart if Justinus dies on the sword of an undead warrior. In other campaigns, the DM lets the dice fall where they may, and characters might die because of pure chance. The right mix of predestination and luck depends solely on the type of game you want to run. There's no right or wrong approach when it comes to considering character death.

When planning your campaign and choosing the monsters you want to use, this important issue is often overlooked. The earlier you decide your position on lethality, the happier everyone will be. If you tell the players where you stand on character death, they'll have a clearer picture of your expectations for the campaign. If random death can strike at any time, it isn't fair to force the players to create elaborate back stories for their characters. On the other hand, if you want to create a long-term, enduring storyline, you might want the players to grow attached to their characters and develop their backgrounds, which prevents the players from getting bored with their characters and integrates them into your story.

This topic might seem unrelated to choosing monsters for your *Iron Heroes* campaign. If you consider, though, that most characters are likely to die at the hands of a monster or NPC villain, it makes sense to discuss this here.



DEATH IS AT HAND

In many ways, running a campaign where character death is left in the hands of chance is easier than running a game with a story arc that requires the characters to survive longer. The dice dictate who lives and dies, and the players must use smart plans and good tactics to defeat their foes. They can't rely on a merciful DM to pull back at the last moment.

When picking monsters for this type of campaign, almost anything goes. Pay particular attention to the monsters' Challenge Ratings, as you still must keep in mind an element of fair play and present appropriate challenges. Anyone can drop an uber-powerful monster on the party and kill every last character, but that's not much of a challenge for the players or the DM.

Save-or-die abilities, poisons, and other nasty, debilitating effects are perfect for this style of play. Monsters with high damage but relatively poor attack bonuses also fit this theme, as they emphasize the role of luck and good tactics in avoiding death. You might also discover a synergy between the power of the monsters you send against the characters and the players' enjoyment of the game. One of the fun aspects of this style is the sense of accomplishment it breeds in the players. They know that you, as the DM, will pull no punches to allow them to survive. Thus, when they overcome a dragon or defeat a mighty villain, they know they did so purely because they played the game well—or perhaps because the dice were kind to them. In either case, the players know that they overcame the challenges you set before them without any outside help.

If you run your games in this style, be sure to keep the door open for replacement characters. If a PC dies in a fight early in the session, it isn't fair to the player to make him sit through the rest of the game with nothing to do, particularly if your group meets infrequently. Encourage the players to create an alternate character or two so they can jump back into the game. *Iron Heroes* characters are easier and faster to make than PCs from the core rules, so the players don't necessarily need to have a fully created spare character on hand.

Of course, there should be some sort of penalty when a character dies. Perhaps the replacement character is a level behind the party. If character death is simply a matter of pulling out a new PC, the players might not take the game seriously.

FATES OTHER THAN DEATH

For low-lethality games, the key lies in creating encounters that are challenging, tough, and tense despite the fact that the players believe their characters are too important or too tied to the campaign story to suffer a final defeat. You never want the players to feel that their characters are invulnerable. If your game falls to that level, the players might stop taking it seriously, or they might even take insane risks just to test your bounds. Be sure to talk things over with the players and assure them that, while their characters are important to the campaign, failure will have its drawbacks.

As noted previously, *Iron Heroes* alters many monster abilities, such as turning a character to stone, to account for the lack of magical resources that can restore a victim. A similar



approach—redefining defeat from death to something else—is a subtle but powerful modification to the game. You can use it to preserve the characters' lives while still giving failure or bad decisions a nasty bite.

Consider, for example, the medusa's ability to turn a character to stone. In the core rules, a PC who is transformed into a statue is effectively dead unless someone can release him. In *Iron Heroes*, this state naturally wears off, though a monster might smash a statue to pieces, killing the character. Notice, though, the subtle difference between the two systems.

- In the core rules, the PC is dead unless the rest of the party can defeat the monster, save the statue, and find a spellcaster (or learn the spell needed to free him themselves).
- In *Iron Heroes*, the characters must defeat the monster, save the statue, and protect it until the stricken character returns to normal.

In both cases, the characters must fulfill the same basic conditions (defeat the monster and save their friend) before the victim can return to normal. The stricken character's safety is by no means guaranteed. The rest of the party must fight to save and protect him.

You can extend this idea to a wide variety of states and conditions. For example:

- A dead character's spirit travels to the underworld. If the heroes can travel there, perhaps by performing a great service for an otherworldly sorcerer capable of opening the proper gate, they can find his spirit and bring it back to the world.
- A character who suffers from a mummy's dreaded disease hangs on the edge of death. If the characters track down and kill the mummy that infected him, or if they find the rare ingredients needed for the cure, they can restore him to life.

In both cases, a character's death or disablement doesn't completely remove him from the campaign. Instead, it introduces new obstacles and opponents for the party to contend with. Thus, rather than thinking of how an effect or ability can kill a character, think of how it can make life a bit more difficult and complex—or the party's current quest more daunting—than it was before.

MONSTER CRITERIA

While advice is helpful, hard numbers are even more useful in picking out the best monsters to use in your campaign. The following guidelines give you a general sense of what to expect from monsters of a given Challenge Rating. They cover everything from hit points and defense to attack bonuses and saving throw DCs.

Hit Points: A monster of Challenge Rating 10 or lower should have about 10 times its CR in hit points. A monster with a CR above 10 should have more hit points—around 15 to 20 hit points per Challenge Rating point.

Attack Bonus: After accounting for Strength, feats, and so forth, a monster should have an attack bonus for its primary attack equal to its CR + 3, with higher-CR monsters having even better attack bonuses. Monsters with multiple attacks can afford to have a lower bonus, while a monster with one big attack needs superior accuracy.

Defense: A monster's defense should be close to its CR + 12. Monsters with lots of hit points can afford a lower defense total, while those with few hit points need a much higher defense.

Saving Throw DCs: In *Iron Heroes*, save DCs are easy to estimate. Since the average character has a save equal to his level, the average monster should have a save DC for its primary attack abilities equal to its CR + 10. A powerful ability might have a save equal to the creature's CR + 15, while a weak one might have a save closer to its CR + 5.

ANALYZING MONSTERS

If you have the time and like delving into the math behind roleplaying game design, you can run some tests on a monster to see if it's a worthy opponent for your group. You need basic information on the creature's saves, attacks, hit points, and defense to complete this analysis.

The following tools are meant to produce guidelines at best. The vagaries of die rolls, player tactics, and special abilities make it difficult to predict how a creature will work in an encounter. Don't expect these tests to give you a precise view of a monster. Instead, think of them as a basic but vague forecast of what to expect. Their primary value lies in showing you how different monsters might perform against your group.

SPECIAL ATTACKS

Most special abilities are easy to analyze. To determine how often a character can fail a saving throw against an attack, follow the steps below:

1. Subtract the PC's save bonus from the save DC.
2. Subtract 1 from the result.
3. Multiply by 5. The result is the percentage chance that a PC fails the save.
4. Divide 100 by this result. The final answer is the number of times that, on average, the creature must use its ability against a character before he fails his save.

To determine the average damage per round that the ability inflicts against a character, follow these steps:

1. Determine the average damage it inflicts.
2. Multiply this damage by the percent chance that the PC fails his save (see above).
3. If the ability inflicts damage on a successful save, determine the average damage in that case, and multiply by the percentage chance that the PC makes his save.
4. Add this damage to the failed save damage. The final result is the average damage you can expect a PC to take from that special ability.

Effects that inflict states other than damage are harder to break down mathematically. In such cases, simply determine the chance that a character fails his save and the number of rounds that, on average, it takes for him to eventually fail.

ATTACKS, DEFENSE, AND DAMAGE

A monster's defense determines how difficult it is to injure with attacks. To determine the chance that a character hits the monster, follow the steps below:

1. Subtract the PC's attack bonus from the monster's defense.
2. Subtract 1 from the result.
3. Multiply by 5.

To determine the average amount of damage that a character inflicts each round, follow these steps:

1. Multiply the PC's average damage by the chance that he hits the monster (calculated above).
2. If a character has more than one attack per round, complete this calculation for each attack, and add the average damage together.

Damage is one area that can be deceptive, since a miss results in no damage and a hit results in full damage. This method is best used to determine how a fight progresses over a number of rounds. For example, you could figure out a character's average damage to determine the number of rounds it takes for him to slay a beast. Simply divide the monster's hit points by the PC's average damage per round. Of course, in actual game play, the character is likely to have rounds in which he inflicts no damage and a few rounds in which he inflicts massive damage thanks to critical hits.

To include critical hit damage in your calculations:

- Determine the base chance that a PC scores a critical hit.
- Multiply the weapon's critical range by 5.
- Multiply the result by the chance that the PC hits the target to account for the confirmation check.

Use this result as a percentage and multiply it by the extra damage the PC scores on a critical hit. The **extra damage** = **(critical multiplier - 1) × average damage for the attack**. We've already accounted for the base damage for the attack. In this case, we





only want to add in the bonus damage the character gains on a critical hit (the damage inflicted in addition to normal damage).

You can use the same process outlined above to determine how much damage per round a monster inflicts on a character, or how long it would take a monster to kill him. Again, keep in mind that these calculations take place in a bubble. They don't account for tactics, situational modifiers, and other factors. Use them as a guide to gain a general view of how a monster operates, not to plot out the precise round-by-round development of a fight.

MONSTER ABILITY SCORES

In most cases, the ability scores given for a monster represent a typical member of the species. You can increase or decrease the scores and adjust the relevant modifiers to represent unique individuals.

Sometimes, particularly when working with monsters that are good matches for character classes, you need to generate ability scores from scratch. A paeldrem arcanist (see page 70) has different stats than a paeldrem weapon master. In this case, use the standard rules given in *Iron Heroes* for generating scores. In addition, apply the following modifiers to the creature's final scores based on the typical array given in its entry. As a rule of thumb, you should use this method with monsters that are roughly humanoid in form. For monstrous creatures, simply adjust the creature's ability scores to fit your needs.

Typical Stat	Generated Stat Modifier
1–5	–4
6–9	–2
10–13	+0
14–17	+2
18–21	+4
22–25	+6
Every +4	additional +2

MONSTERS AND FEATS

Monsters use a slightly different set of rules for feat mastery than player characters do. Use this formula to determine a monster's mastery in all feat categories:

$$\text{Mastery} = \text{monster's CR divided by 2, rounded down,} + 1$$

Thus, a CR 1 monster has mastery 1. A CR 7 creature has mastery 4. This formula ensures that monsters of a given Challenge Rating have access to feats in line with the characters' talents.

The limit on a creature's mastery rating does not apply when assigning bonus feats. In this case, a creature can

receive a feat that requires a higher than normal mastery. Bonus feats should represent exceptional, unique abilities or an affinity for a particular tactic. Thus, a monster can gain a feat's benefits without the arduous training and practice normally required to learn it.

Assume that a monster has the appropriate proficiency feats to use any weapons, armor, and shields included in its stat block, along with any feats listed as prerequisites. For example, a monster that normally wears chainmail automatically has the Armor Proficiency (Light) and Armor Proficiency (Medium) feats.

Conversion Rules: Use the guidelines given above if you want to use the feats below, and their expanded masteries, with monsters from other games. Granting an existing creature new feats is as simple as replacing its current list of feats with new ones.

NEW MASTERY FEAT DESCRIPTIONS

Some talents and abilities are useful for monsters, but either too focused or mechanically suspect if made available to characters. For example, a monstrous humanoid has few skill ranks. A feat that gives it bonus skills helps you craft exactly the monster you want, but a feat that gives PCs a large number of bonus ranks could unbalance the game. This section introduces a variety of new mastery feats designed to address a monster's weaknesses or give it abilities that work well in typical combat situations in *Iron Heroes*.

Some of the mastery feats in this section are marked with the "monster" category. These feats are available only to monsters and villains. Any creature that has a level in a PC class cannot take these feats. Other feats use the standard feat categories from *Iron Heroes*, Chapter Five. Player characters and NPCs may select these feats as normal.

IMPROVED TRAMPLE [MONSTER]

A creature with this feat is particularly skilled in overrunning opponents and crushing them under its feet. With a combination of its great weight and powerful legs, it slams into foes and grinds them into red paste.

Base Mastery: 4

Prerequisite: A trample special attack.

Benefit: A creature with this feat gains a +5 bonus on its trample ability's save Difficulty Class. Due its size, practice, or training, the monster's powerful footfalls are difficult to dodge.

Expanded Mastery: 8. This powerful creature crushes foes beneath its feet without paying them any mind. Its sheer size and strength allow it to slam opponents into the ground merely by walking over them. A creature with this feat can use its trample attack as part of any movement, whether it uses a move or standard action, or even a one-square step (5-foot adjust).



MULTIATTACK [MONSTER]

A monster with this feat is particularly skilled at combining its varied natural attacks—such as claws, bite, tentacle slams, and so forth—into one dangerous whole.

Base Mastery: 1

Prerequisite: Three or more natural attacks.

Benefit: The creature's secondary attacks with natural weapons take only a –2 penalty.

Normal: Without this feat, the creature's secondary attacks with natural weapons take a –5 penalty.

Expanded Mastery: 4. The monster may use one of its natural attacks to attempt an aid another action as part of a full attack action. The monster gains the benefits of the aid another action until the end of its current action. For example, a troll attacks with two claws and a bite. It could use its bite to make an aid another attack, and then strike with its claws while gaining the benefits (if any) of its aid another attempt. A monster can't grant an ally the benefits of aid another in this manner, and it can make only one aid another attempt per full attack action.

Expanded Mastery: 6. The monster's secondary attacks with natural weapons now take no penalty.

Expanded Mastery: 8. The monster combines its natural attacks, tearing into a foe with its claws and bite at the same time to cause a more grievous injury. If the monster strikes a foe with two or more natural attacks as part of a full attack action, it immediately inflicts slam damage plus its Strength bonus as bonus damage as it rends and tears into its opponent. A single target can't suffer this damage more than once during a creature's action.

OPPORTUNISTIC ATTACKER [DEFENSE]

When in battle, this creature always looks for an opening in its opponent's defenses. Should one present itself, the creature strikes with vicious abandon.

Base Mastery: 1

Benefit: The monster gains an additional attack of opportunity per round and a +4 bonus on all attacks of opportunity. This additional attack of opportunity works just like any other, and it observes all the standard rules for such strikes given in *Iron Heroes*, Chapter Eight.

Special: You can select this feat for a monster more than once. Each time it is selected, the monster gains another bonus attack of opportunity. However, the bonus on attack rolls remains the same.

Expanded Mastery: 4. This creature is well versed in defending the space it occupies. It gains a +4 bonus on all base attack checks made to oppose Tumble checks.

Expanded Mastery: 8. This expanded mastery ability grants an additional +4 bonus on base attack checks made to oppose Tumble checks. This bonus stacks with the bonus provided by the expanded mastery 4 ability above.

SKILL TALENT [MONSTER]

This feat represents a monster type or race with an exceptional talent, tradition of learning, or sense of innovation. Creatures with this feat have more skills than normal.

Base Mastery: 1

Benefit: A monster with this feat gains two bonus skills that represent talents innate to its nature, culturally indoctrinated



NEW MASTERY FEATS



Feat Name	Mastery	Category	Base Feat	Prerequisites	Benefit
Opportunistic Attacker	1	Defense	—	—	Extra attack of opportunity and +4 bonus on all attacks of opportunity.
—	4	Defense	Opportunistic Attacker	—	+4 bonus on base attack checks to oppose Tumble checks.
—	8	Defense	Opportunistic Attacker	—	Additional +4 bonus on base attack checks to oppose Tumble checks.
Improved Trample	4	Monster	—	—	+5 bonus on trample's save DC.
—	8	Monster	Improved Trample	—	Make a trample attack as part of any movement.
Multiattack	1	Monster	—	Three or more natural attacks	Secondary attacks with natural weapons carry only –2 penalty.
—	4	Monster	Multiattack	—	Use a natural attack to aid itself as part of a full attack action.
—	6	Monster	Multiattack	—	Secondary attacks with natural weapons carry no penalty.
—	8	Monster	Multiattack	—	After striking with two or more natural attacks in a full attack action, immediately inflict bonus damage (slam plus Strength bonus).
Skill Talent	1	Monster	—	—	Gain two bonus skills (ranks = HD + 3).
Superior Constrict	1	Monster	—	Constrict attack	Make a grapple check for constriction damage as a free action each round.
—	3	Monster	Superior Constrict	—	Retain active defense bonus in a grapple against foes outside the grapple.
—	4	Monster	Superior Constrict	—	+2 bonus to constriction damage.
—	5	Monster	Superior Constrict	—	After inflicting constriction damage, gain bonus to further grapple checks.
—	6	Monster	Superior Constrict	—	+2 bonus to constriction damage.
—	7	Monster	Superior Constrict	—	After a successful grapple, automatically inflict constriction damage.
—	8	Monster	Superior Constrict	—	+2 bonus to constriction damage.
Superior Grab	1	Monster	—	Improved grab	+4 bonus to grapple checks.
—	4	Monster	Superior Grab	—	Lift foe, then drop him to make him fall prone (as a trip).
—	6	Monster	Superior Grab	—	After grappling much smaller foe, retain active defense bonus against foes outside the grapple.
Superior Saving Throw	1	Monster	—	—	Gain a better progression for one set of saving throw bonuses.
Swarm Tactics	1	Monster	—	—	+1 bonus on attacks for each ally with this feat that threatens the foe.
—	2	Monster	Swarm Tactics	—	Immediately occupy a square vacated by felled ally with Swarm Tactics.
—	3	Monster	Swarm Tactics	—	+1 passive defense bonus per two adjacent allies with Swarm Tactics.
—	4	Monster	Swarm Tactics	—	Aid another to grant ally with Swarm Tactics +1d6 sneak attack damage.



training, and so forth. Pick two skills. The monster has ranks in these skills equal to its Hit Dice + 3. If the monster gains Hit Dice, such as through a template or class, it gains additional ranks so that the total in the skill equals its new Hit Dice + 3.

Special: You can select this feat for a monster more than once, picking two new skills each time.

SUPERIOR CONSTRICT [MONSTER]

A creature with this feat has learned canny maneuvers that allow it to crush its opponents with superior skill. An adventurer has little hope of escape when trapped within the grasp or coils of this monster.

Base Mastery: 1

Prerequisite: Constrict special attack.

Benefit: A creature with this feat can make a grapple check to inflict constriction damage as a free action once per round.

Special: The benefits for expanded mastery levels 4, 6, and 8 are identical. They're listed as separate mastery benefits because you can't take the same mastery level more than once. However, their effects stack.

Expanded Mastery: 3. When the creature has an opponent in its grasp, it retains its active bonuses to defense against creatures outside the grapple. It wraps its coils, tendrils, or fist around its foe without losing its ability to dodge attacks.

Expanded Mastery: 4. The creature gains a +2 bonus on its constriction damage.

Expanded Mastery: 5. If the creature inflicts constriction damage against an opponent it has grappled, it gains a circumstance bonus to its grapple checks against the target equal to the damage inflicted. This bonus lasts until the end of the creature's current action.

This circumstance bonus doesn't stack with itself. For example, a creature inflicts 9 points of damage to a grappled victim with its constrict attack. It gains a +9 bonus to its grapple checks against that victim. It then makes a grapple check and inflicts 12 points of grapple damage.

If it made another grapple check, the bonus would be +12. The damage from both grapple checks wouldn't stack to determine the bonus because circumstance bonuses from the same source don't stack. Use the highest amount of damage inflicted by a single constrict attack.

Expanded Mastery: 6. The creature gains a +2 bonus on its constriction damage.

Expanded Mastery: 7. The creature wraps itself around a foe with frightening speed. If it successfully starts a grapple with an opponent, it immediately inflicts its constriction damage.

Expanded Mastery: 8. The creature gains a +2 bonus on its constriction damage.

SUPERIOR GRAB [MONSTER]

With its great weight, strength, and leverage, this monster can pluck an opponent in its claws or tentacles with ease.

Base Mastery: 1

Prerequisite: Improved grab special attack.

Benefit: This creature gains a +4 bonus on all grapple checks. It is a canny wrestler, or its grasping limbs are particularly strong and tough.

Expanded Mastery: 4. A creature with this level of mastery can make a quick grappling attack that disrupts its opponent. Rather than grab hold of a foe with its improved grab ability, the creature can briefly lift the opponent in the air and drop him to the ground. The creature makes a free grapple check as part of its attacks as normal for improved grab. If its grapple check succeeds, it may instead opt to trip its foe rather than grapple him. The target of this ability makes a Strength or Dexterity check opposed by the creature's Strength check. If the creature succeeds, the target falls prone in its current space. The target gains the normal size bonus (or penalty) to its attempt to resist a trip, but the target can't then trip the creature if the creature's attempt fails.

Expanded Mastery: 6. With this level of mastery, a creature with improved grab can easily hold a smaller creature aloft. If the creature grapples a foe who is two or more size categories smaller than itself, it retains its active bonus to defense against opponents outside the grapple. In addition, it can take actions as normal while maintaining the grapple. For example, a Huge octopus with this ability grabs a Medium foe. On its next action, it uses a full attack action to strike at its other opponents while maintaining its grapple. The creature doesn't need to make a grapple check each round to maintain its hold, though it must make a check as normal to gain any of the benefits of the grapple, such as pinning a foe or inflicting damage.

A creature can hold one grappled opponent in each hand, tentacle, or similar limb at one time. When grappling in this manner, it can't use a limb that currently grasps a foe for any other purpose, including making attacks or casting spells. For example, an octopus has eight tentacles. If it holds three victims, it can attack with only five of its tentacles. It must use the other three to grasp its foes. Creatures grappled in this manner may use grapple checks as normal to break free.

SUPERIOR SAVING THROW [MONSTER]

Unlike others of its kind, this monster has a good defense or resistance against a particular threat. One of its saving throws is much better than normal.

Base Mastery: 1

Benefit: When you select this feat for a monster, pick one of its three saving throws (Fortitude, Reflex, or Will). If that save has a poor progression, the monster gains the benefits of a good progression instead. If the save has a good progression, it becomes an excellent progression. If the save already has an excellent progression, this feat has no effect on it.

SWARM TACTICS [MONSTER]

Some monsters work best in large groups. For example, a horde of orcs might surround the characters in an attempt to overwhelm them with sheer numbers. This feat represents the benefits and bonuses a large group of well-trained warriors can gain against a smaller number of foes.

Base Mastery: 1

Benefit: A creature with this feat gains a +1 bonus on attacks for each ally that threatens its target and possesses this same feat.

Special: The Swarm Tactics base feat and expanded mastery abilities offer benefits according to the number of creatures in an encounter that have this feat. A creature doesn't need a certain level of mastery to qualify—just the base feat. For example, a monster with Swarm Tactics (expanded mastery 2) gains the bonus to defense if its allies have Swarm Tactics (expanded mastery 4) or even just the base feat.

Expanded Mastery: 2. The swarm presses together, filling its losses as quickly as their enemies chop them down. A creature with this level of mastery may immediately move one square to occupy the position vacated by an ally felled by an enemy attack if that ally has the Swarm Tactics feat. There is no limit to the number of times a creature can use this movement during the course of a round, and this move does not provoke an attack of opportunity. However, the creature can't use this feat during its own turn.

Expanded Mastery: 3. The great mass of creatures crowds together, making it difficult to hit any single one. A creature with this level of mastery gains a +1 passive bonus to defense for every two allies that stand adjacent to it and that possess the Swarm Tactics feat.

Expanded Mastery: 4. By working to distract an opponent or wreck his guard, a creature with this level of mastery creates an opening for its ally. The creature can use the aid another action to grant an ally sneak attack damage. The target ally also must have the Swarm Tactics feat. If the aid another action succeeds, the target ally gains +1d6 points of sneak attack damage against the target opponent. If the ally doesn't have the sneak attack ability, he gains that ability and can inflict 1d6 points of sneak attack damage.





CHAPTER TWO:

VILLAIN CLASSES

Villain classes let you create formidable opponents for the characters quickly and easily without getting bogged down in too many details.



Mastering Iron Heroes first introduced the concept of villain classes. They're not like player character classes; no one trains to join a villain class, and the PCs can't take levels in them. Instead, they're a game conceit designed to help DMs quickly create viable foes with a few core abilities that are easier to keep track of in battle. Refer to Chapter Three of *Mastering Iron Heroes* for full details on villain classes and several examples. If you don't have that book, however, you can still use the new villain classes in this chapter. Just keep in mind the following tips:

- Instead of levels, villain classes have Challenge Ratings like monsters.
- Villain class ability scores are based on CR.
- Villain class Hit Dice and hit point totals vary according to CR.
- Villain classes simply assign skills and feats based on their CR.

- Villain classes have class abilities that scale with their CR.
- Villain class base attack and defense values progress according to CR.

CHAMPION

A champion is a mighty warrior, one who fights alone or perhaps leads a group into battle. In either case, a champion attains his might through pure force of arms. Rather than draw on charisma, wise tactical decisions, or experience, he carves a bloody swath through his enemies with his skill at weapons and great strength. The champion villain class fills a few basic roles in the game, such as:

- The skilled warrior who fights for whoever pays his asking price. This mercenary might serve a dark cult, a mighty sorcerer, or anyone who can afford him.
- A powerful humanoid warrior who leads his tribe through brutal force of arms. This champion is a skilled fighter who cares only for increasing the tally of victims that have fallen before his blade.
- A warrior who struck a pact with dark powers in exchange for his fighting skill and unmatched strength, ferocity, and toughness. This dark knight is a mighty champion of evil.

The champion villain class allows you to quickly create a warrior who can stand against the characters. Use it to generate a powerful monster, the main villain of an adventure, or a particularly tough antagonist.

CR Range: A champion's Challenge Rating ranges from 3 to 20, allowing you to generate a formidable foe in battle or an epic villain. The champion focuses on melee combat and toughness. You can even use this villain class to create humanoid monsters that rely on melee combat, as long as you pick a Challenge Rating at or below the party's level. A high Challenge Rating champion is a single, daunting villain.

CHAMPION ABILITY SCORES BY CHALLENGE RATING

CR	Strength	Dexterity	Constitution	Intelligence	Wisdom	Charisma
3	16	12	16	10	12	10
4	16	12	16	10	12	10
5	16	12	16	10	12	10
6	16	12	18	10	12	10
7	18	12	18	10	12	10
8	18	12	18	10	12	10
9	18	14	20	10	12	10
10	18	14	20	10	12	10
11	20	14	20	10	14	10
12	20	14	22	10	14	10
13	20	14	22	10	14	10
14	20	14	22	10	14	10
15	22	16	24	10	14	10
16	22	16	24	10	14	10
17	22	16	24	10	14	10
18	22	16	26	10	14	10
19	24	16	26	10	16	10
20	24	16	26	10	16	10



Creature Type: Special. You can add levels in champion to any existing creature to represent a particularly tough monster. Use the creature's base stats as normal, or adjust the champion's base ability scores for a player character race.

Abilities: A champion's Challenge Rating determines its ability scores, as shown in the table above.

Skills: Champions tend to pay little mind to skills and talents beyond their narrow area of expertise. Aside from war fighting and weapons training, they develop few talents. A champion has ranks equal to its Challenge Rating +3 in Climb, Intimidate, Jump, and Swim. Apply its ability score modifiers to its total skill bonuses as normal.

Feats: The champion's feats are a key component in determining its abilities. Rather than select a single feat progression, you can choose one of the five progressions that follow to match the champion's focus and primary combat abilities. Each progression specializes in a different style of fighting.

Design Your Own: In addition to the sample feat progressions given below, you can design your own by following a few simple guidelines. A champion has a mastery rating in up to three different areas equal to his level divided by 2 + 2. The champion gains feats at the rate listed below.

Generally, a champion is best served by selecting the highest possible feat mastery available at a given Challenge Rating. The champion still must obey the standard rules for gaining a base feat and its expanded mastery abilities. The sample progressions assume that a champion expands his

training and talent over time. You can modify them to focus on a specific feat and its mastery, or tweak them to fit the needs of a specific encounter or adventure.

The following table shows the champion's feat progression by Challenge Rating:

CR	Feat	Mastery
3	Three bonus feats	3
4	Bonus feat	4
5	—	4
6	Bonus feat	5
7	Bonus feat	5
8	Bonus feat	6
9	—	6
10	Bonus feat	7
11	Bonus feat	7
12	Bonus feat	8
13	—	8
14	Bonus feat	9
15	Bonus feat	9
16	Bonus feat	10
17	—	10
18	Bonus feat	10
19	—	10
20	Bonus feat	10



Armored Warrior: This champion variant relies on armor, rather than weapons training, to wear down his opponent. He typically wears the heaviest armor he can find and carries a shield.

CR	Feat
3	Armor Mastery (mastery 1, 2, 3)
4	Armor Mastery (mastery 4)
5	—
6	Armor Mastery (mastery 5)
7	Shield Mastery (mastery 1)
8	Armor Mastery (mastery 6)
9	—
10	Armor Mastery (mastery 7)
11	Shield Mastery (mastery 2)
12	Armor Mastery (mastery 8)
13	—
14	Armor Mastery (mastery 9)
15	Shield Mastery (mastery 3)
16	Armor Mastery (mastery 10)
17	—
18	Shield Mastery (mastery 4)
19	—
20	Shield Mastery (mastery 5)

Duelist: A duelist is a master fencer who wields his weapon the way an artisan uses his tools. He spends long hours honing his talents, ensuring that when he faces an enemy, his pure skill—filtered through endless hours of training—is enough to guarantee victory. In addition, a duelist gains ranks in Bluff equal to his Challenge Rating + 3. You can swap the duelist's Wisdom and Charisma scores to improve his Bluff ability.

CR	Feat
3	Improved Feint (mastery 1), Combat Expertise (mastery 1, 2)
4	Improved Disarm (mastery 2)
5	—
6	Combat Expertise (mastery 3)
7	Improved Disarm (mastery 3)
8	Dodge (mastery 1)
9	—
10	Combat Expertise (mastery 4)
11	Improved Feint (mastery 5)
12	Improved Disarm (mastery 4)
13	—
14	Combat Expertise (mastery 5)
15	Combat Expertise (mastery 6)
16	Improved Disarm (mastery 6)
17	—
18	Combat Expertise (mastery 7)
19	—
20	Combat Expertise (mastery 8)

Sharpshooter: A sharpshooter specializes in long-range weapons. He uses a bow, crossbow, thrown weapon, or similar armament to defeat his foes. When creating a sharpshooter champion, you can switch his Strength and Dexterity scores to improve his accuracy.

CR	Feat
3	Point Blank Shot (mastery 1), Precise Shot (mastery 2), Rapid Shot (mastery 2)
4	Point Blank Shot (mastery 2)
5	—
6	Precise Shot (mastery 3)
7	Point Blank Shot (mastery 3)
8	Rapid Shot (mastery 4)
9	—
10	Precise Shot (mastery 4)
11	Rapid Shot (mastery 6)
12	Precise Shot (mastery 5)
13	—
14	Precise Shot (mastery 6)
15	Rapid Shot (mastery 8)
16	Precise Shot (mastery 7)
17	—
18	Shot on the Run (mastery 4)
19	—
20	Precise Shot (mastery 8)

War Brute: A war brute is a savage fighter who relies on raw strength rather than cunning, weapons training, or good tactics. Instead, he merely pounds his enemies into a bloody mess.

CR	Feat
3	Cleave (mastery 1), Power Attack (mastery 1, 2)
4	Foe Hammer (mastery 1)
5	—
6	Power Attack (mastery 3)
7	Cleave (mastery 2)
8	Foe Hammer (mastery 2)
9	—
10	Power Attack (mastery 4)
11	Cleave (mastery 4)
12	Foe Hammer (mastery 4)
13	—
14	Power Attack (mastery 5)
15	Power Attack (mastery 6)
16	Foe Hammer (mastery 6)
17	—
18	Power Attack (mastery 7)
19	—
20	Power Attack (mastery 8)

Weapon Focus: This feat progression centers on the champion's mastery of a single weapon. These feats grant the Weapon Focus chain, along with a few other feats that help the champion in single combat.

CHAMPION PROGRESSION BY CHALLENGE RATING

CR	HD	hp	Base Attack Bonus	Base Defense Bonus	Fortitude	Reflex	Will
3	3d12	29	+3	+3	+3	+3	+1
4	4d12	38	+5	+4	+4	+4	+1
5	5d12	47	+6	+5	+5	+4	+1
6	6d12	63	+7	+5	+6	+5	+2
7	7d12	73	+8	+6	+7	+5	+2
8	8d12	84	+10	+7	+8	+6	+2
9	9d12	103	+11	+8	+9	+6	+3
10	10d12	115	+12	+9	+10	+7	+3
11	11d12	126	+13	+10	+11	+7	+3
12	12d12	150	+15	+10	+12	+8	+4
13	13d12	162	+16	+11	+13	+8	+4
14	14d12	175	+17	+12	+14	+9	+4
15	15d12	202	+18	+13	+15	+9	+5
16	16d12	216	+20	+14	+16	+10	+5
17	17d12	229	+21	+15	+17	+10	+5
18	18d12	261	+22	+15	+18	+11	+6
19	19d12	275	+23	+16	+19	+11	+6
20	20d12	290	+25	+17	+20	+12	+6


ABILITY SCORE MODIFIERS FOR CHAMPION MONSTERS


CR	Strength	Dexterity	Constitution	Intelligence	Wisdom	Charisma
3	+0	+0	+0	+0	+0	+0
4	+0	+0	+0	+0	+0	+0
5	+0	+0	+0	+0	+0	+0
6	+0	+0	+2	+0	+0	+0
7	+2	+0	+2	+0	+0	+0
8	+2	+0	+2	+0	+0	+0
9	+2	+2	+4	+0	+0	+0
10	+2	+2	+4	+0	+0	+0
11	+4	+2	+4	+0	+2	+0
12	+4	+2	+6	+0	+2	+0
13	+4	+2	+6	+0	+2	+0
14	+4	+2	+6	+0	+2	+0
15	+6	+4	+8	+0	+2	+0
16	+6	+4	+8	+0	+2	+0
17	+6	+4	+8	+0	+2	+0
18	+6	+4	+10	+0	+2	+0
19	+8	+4	+10	+0	+4	+0
20	+8	+4	+10	+0	+4	+0



CR	Feat
3	Improved Initiative, Weapon Focus (mastery 1, 2)
4	Deflect Missiles (mastery 2)
5	—
6	Weapon Focus (mastery 4)
7	Improved Disarm (mastery 2)
8	Improved Critical (mastery 4)
9	—
10	Weapon Focus (mastery 7)
11	Improved Trip (mastery 2)
12	Deflect Missiles (mastery 4)
13	—
14	Weapon Focus (mastery 8)
15	Improved Disarm (mastery 3)
16	Improved Critical (mastery 6)
17	—
18	Weapon Focus (mastery 9)
19	—
20	Weapon Focus (mastery 10)

Hit Dice: A champion gains Hit Dice as determined by his Challenge Rating. He uses d12s for his Hit Dice and gains 6.5 hit points per Hit Die on average. Add the champion's Constitution modifier to this total as normal.

Base Attack and Defense Bonuses: A champion gains a good progression in both base attack and base defense. He

relies on his training and instinct to avoid harm and land blows in battle, making him a formidable opponent.

Saving Throws: A champion has a good progression for Fortitude and Reflex saves, and a poor progression for Will saves. Like many warriors, a champion focuses on his physical rather than mental defenses.

CLASS ABILITIES

Champions gain the following capabilities.

Weapon and Armor Proficiency: A champion is proficient with all weapons, armor, and shields. An individual champion's selection of weapons and armor usually depends on his preferred method of fighting and feats. For example, a sharpshooter might favor light armor along with his ranged weapons to better maneuver on the battlefield.

Equipment: A champion needs appropriate weapons, armor, and other gear in order to function. Like a player character, the champion learns to handle weapons and, thus, must be armed and armored to pose a sufficient challenge. Pick as many weapons as makes sense, a suitable suit of armor, and a shield (if necessary) from Chapter Seven in *Iron Heroes* to equip the champion.

OTHER USES OF THIS VILLAIN CLASS

While a champion is meant to simulate a skilled, highly trained warrior, you can also use the class to create a wide array of humanoid monsters and other opponents for the

characters. For example, you can create a horde of CR 3 humanoids or warriors to face a higher-level party. Don't let the name of the villain class disguise its true utility.

Remember that you can modify this villain class by adding it to a base creature, such as an ogre, minotaur, orc, or similar monster. In this case, you must replace the champion's base ability scores with the creature's base stats. You can then improve the creature's scores to reflect the higher Challenge Rating conferred by this villain class. The "Ability Score Modifiers for Champion Monsters" table on the previous page allows you to make this change. Simply pick the total Challenge Rating value of the champion villain class you want to add to the creature and add the listed modifiers.

Grant the creature the listed bonus feats for the total CR value of this class, and grant it ranks in the skills listed for this class equal to the Challenge Rating, rather than the CR + 3. Otherwise, you can use the class as written. Simply add the base attack bonus, feats, and so forth to the base creature.

For a LA + 0 creature, add the creature's ability score modifiers to the champion's base stats along with its racial abilities. Otherwise, use the villain class as normal.

DEMONIC MINION

Whereas demonic brutes (detailed in *Mastering Iron Heroes*) are simple beasts that rely on strength to overwhelm their foes, demonic minions are the polar opposite. They are small, agile, and physically weak, but their prodigious intellects and arcane abilities make them vexing foes. A demonic minion is unlikely to defeat a party of adventurers on its own, but it can function as a useful servant to a powerful NPC or villain.

The demonic minion villain class fills these archetypes:

- A clever imp that serves as a sorcerer's familiar.
- A spy or infiltrator sent by a demon lord or villain to watch the party's actions.
- A minor demon that harasses its foes, forcing them to waste time while a larger threat readies itself.

In the hierarchy of the infernal realms, demonic minions are messengers, servants, advisors, and spies. They rarely gain direct power, but their wise counsel and clever political

maneuverings allow them to exercise a surprising degree of authority in some realms. Always ambitious, they are the most likely of all demons to serve a mortal master willingly in hopes of gaining more power, prestige, or knowledge of the world of man. Still, a demonic minion is always at the mercy of other demons. It lacks the magical and physical abilities needed for a direct confrontation. Instead, these demons must rely on trickery and a well-timed retreat to maneuver to survive.

CR Range: A demonic minion's Challenge Rating ranges from 1 to 6. While they have access to a variety of magical powers, they're physically weak. The most successful minions eventually ascend the infernal hierarchy to become demon knights (see page 25) or even demon lords.

Creature Type: Outsider.

Abilities: A demonic minion's Challenge Rating determines its ability scores. These demons are mentally capable but physically limited. When creating a demonic minion you may:

- Subtract 2 points from any physical ability (Strength, Dexterity, Constitution) and grant a +2 bonus to any mental ability (Intelligence, Wisdom, Charisma).
- Subtract 2 points from any mental ability and give a +2 bonus to any other mental ability.

You can subtract points from a score only once, but a score can receive multiple increases. For example, you could impose a -2 penalty to a demonic minion's Strength and Dexterity and give a +4 bonus to a single mental score or a +2 bonus to two different scores.

Skills: Demonic minions are master manipulators and political strategists. They also excel at taking cover when a fight breaks out. A demonic minion has ranks equal to its Challenge Rating + 3 in Bluff, Diplomacy, Escape Artist, Forgery, Hide, Knowledge, Listen, Move Silently, Sense Motive, Sleight of Hand, Spot, and Tumble. You can substitute different skills if you wish. Apply the demon's ability score modifiers as normal.

Feats: A demonic minion gains feats according to its Challenge Rating. Most of the feats listed below allow it to successfully navigate treacherous social circles. You can

DEMONIC MINION ABILITY SCORES BY CHALLENGE RATING

CR	Strength	Dexterity	Constitution	Intelligence	Wisdom	Charisma
1	6	14	10	16	12	14
2	6	14	10	16	12	14
3	8	16	12	16	12	16
4	8	16	12	18	14	16
5	10	18	14	18	14	18
6	10	18	14	18	14	18



substitute different feats if you wish. The demon gains the feats listed for its Challenge Rating and all lower CRs.

CR	Feats
1	Devious Manipulator
2	—
3	Devious Manipulator (mastery 2)
4	—
5	—
6	Devious Manipulator (mastery 3)

Hit Dice: A demonic minion gains Hit Dice as determined by its Challenge Rating. It uses d10s for its Hit Dice and gains 5.5 hit points per HD on average. Add the demon's Constitution modifier to this total as normal.

Base Attack and Defense Bonuses: Demonic minions excel at avoiding attacks, but they are pitiful at actually landing a blow. Add the demon's appropriate modifiers to its attack and defense bonuses as normal.

Saving Throws: Owing to their speed and keen mental abilities, demonic minions have good Reflex and Will saves. Since they are physically puny, they have poor Fortitude saves.

Speed and Movement Modes: Demonic minions have a base speed of eight squares (40 feet). They can gain additional movement modes as described under "Special Abilities."

Size: Demonic minions are size Small. They can decrease this size as described under "Special Abilities."

CLASS ABILITIES

Demonic minions gain the following capabilities based on their Challenge Rating. In some cases, you select one of several options based on the demon's CR.

Weapon and Armor Proficiency: A demonic minion is proficient with its natural attacks and all simple weapons. It lacks proficiency with armor and shields.

Natural Attacks: A demonic minion has natural attacks that depend on its physical form. Assign it damage and attacks appropriate to its size and form (see Chapter One for guidelines). In most cases, a demonic minion has a primary attack of two claws and a secondary attack of a bite, though most of these creatures prefer to rely on their magical abilities.

Damage Reduction: A demonic minion has damage reduction values based on its Challenge Rating, as shown in the table below.

CR	Damage Reduction
1	DR 5/magic
2	DR 5/magic
3	DR 5/magic
4	DR 10/magic
5	DR 10/magic
6	DR 10/magic

Spell Resistance: A demonic minion has a powerful link to magic, allowing it to shrug off spells with minimal effort. A demonic minion has spell resistance equal to its CR + 15.

Special Abilities: Demonic minions with sufficiently high Challenge Ratings gain access to special abilities. The abilities are listed below in alphabetical order, with a CR value next to them. A demonic minion gains an ability if its Challenge Rating is equal to or higher than the ability's CR.

Some abilities automatically improve with a demon's Challenge Rating. You don't have to spend extra selections to grant the demon the new benefits. For example, the regeneration ability improves as the demon's Challenge Rating increases.

CR	Abilities Gained
1	2
2	3
3	3
4	4
5	4
6	5

Bonus Feat (CR 1): The demon gains one bonus feat each time you select this ability. This feat must fall within the demon's mastery ratings (see "Monsters and Feats" in Chapter One).

Chameleon (CR 1): The demon has the ability to shift its color or otherwise blend into the environment. It gains a bonus to Hide checks based on its Challenge Rating.

DEMONIC MINION PROGRESSION BY CHALLENGE RATING



CR	HD	hp	Base Attack Bonus	Natural Armor	Fortitude	Reflex	Will
1	1d10	5 + Con mod.	+0	+3	+0	+2	+2
2	2d10	11 + (2 × Con mod.)	+1	+4	+0	+3	+3
3	3d10	16 + (3 × Con mod.)	+1	+5	+1	+4	+4
4	4d10	22 + (4 × Con mod.)	+2	+6	+1	+4	+4
5	5d10	27 + (5 × Con mod.)	+2	+7	+1	+5	+5
6	6d10	33 + (6 × Con mod.)	+3	+8	+2	+6	+6





CR	Hide Bonus
1	4
2	4
3	4
4	6
5	6
6	8

CR	Regeneration
1	2
2	3
3	3
4	4
5	4
6	5

Flight (CR 1): The demon gains the ability to fly with good maneuverability. Its flight speed equals double its base land movement rate. A CR 3 or higher demon has perfect maneuverability.

Poison (CR 1): One of the demon's attacks delivers a poison. Only one attack can gain this ability. For example, if the demon has two claw attacks, only one of them can deliver the poison. The poison's strength and save DC depends on the demon's Challenge Rating. When you select this ability, choose the ability score affected by the poison.

- If you choose a score other than Constitution, the poison inflicts the damage listed in the "Demonic Minion Poison by CR" table at right.
- If you choose Constitution, the poison inflicts damage as if the demon were one Challenge Rating lower than its actual CR. You cannot pick Constitution damage for a CR 1 demon.

Regeneration (CR 1): The demon gains regeneration against all damage types except fire and acid. The amount it regenerates depends on its Challenge Rating.

Size Tiny (CR 3): The demon's size decreases to Tiny, granting it an improved size bonus to attacks, defense, and Hide checks. It suffers no penalties to its ability scores. However, the damage from its natural attacks decreases (see Chapter One for guidelines).

Spell Ability (CR 3): Each time you select this ability, the demon gains access to one new magical ability. You can construct the new ability using the *Iron Heroes* spell system (see *Iron Heroes*, Chapter Ten: Magic), or you can pick a spell from the d20 System core rules.

DEMONIC MINION POISON BY CR

CR	Save DC	Damage/Secondary
1	13	1d2/1d2
2	14	1d2/1d2
3	15	1d3/1d3
4	16	1d3/1d3
5	18	1d4/1d4
6	20	1d6/1d6





DEMONIC MINION SPELL ABILITIES



CR	At Will	3/day	1/day
3	Level 1	2	3
4	Level 1	2	3
5	Level 2	3	4
6	Level 2	3	4



This ability's power determines how often the demon can use it. It can use weaker powers more often, and stronger ones less frequently, as shown in the table above.

To create the ability, look up the demon's Challenge Rating and decide if you want it to use the ability at will, three times per day, or once per day. The table gives you the equivalent spell level for the ability that you can purchase.

For example, a demon with a Challenge Rating of 3 could have a level 1 ability at will, a level 2 ability three times per day, or a level 3 ability once per day. For tips on building special abilities, see "Monster Criteria" in Chapter One.

Superior Speed (CR 1): Each time you select this ability, the demon's base speed increases by two squares (10 feet). If it also has the flight ability, recalculate its air speed based on its new ground speed.

DEMONIC MINION APPEARANCE

AND DETAILS

Most demonic minions have a physical appearance that befits their puny physique. They generally have humanoid bodies that feature some animal parts, such as furry legs, bat wings, small horns, and so forth. However, their faces are often humanoid, which allows them to speak with ease and adopt the facial postures needed to back up their lies and flattery. They may have humanoid arms and hands, too, to steal useful trinkets or search through areas with ease.

While demonic minions lack the heavy firepower of their mightier kin, they can provide a consistent, vexing challenge to the characters. With the right mix of abilities—such as flight, superior speed, and chameleon—a demonic minion is difficult to detect and capable of evading the characters if discovered. These demons thrive on ambushes, quick attacks followed by a retreat, and similar tactics. With their poison and spell abilities, they comple-

ment demonic brutes and other monsters that focus on physical attacks.

As intelligent creatures, demonic minions have fully developed personalities, idiosyncrasies, and goals. Their excellent social skills make them apt to parley with adventurers, and many of them delight in using trickery and false promises to lead foes to their doom.

Demonic minions are a mixture of blind ambition, cunning intellect, and caution that can give way to rampant overconfidence. They tend to look down on other creatures, and they save particular disdain for anything larger or stronger than themselves. A demonic minion favors taunts, verbal abuse, and sarcasm when dealing with others, especially if it feels it can escape easily. If the demon wants something from a mortal or other creature, it uses flattery, fawning praise, and similar tactics.



DEMON KNIGHT

Commonly referred to as the knights of hell, demon knights have the sheer might of a demonic brute combined with the cunning and tactical savvy of a demonic minion. They are mighty foes well trained in the art of battle. They can match a weapon master's skill at arms, while the magical abilities they command enhance their fighting talents.

The demon knight villain class fills the following archetypes:

- The black knight who defeats all who face him with the aid of strange, magical abilities and supernatural speed and strength.
- A mighty demon bound into service as a bodyguard or infernal general by a powerful spellcaster.
- A warlord of hell dispatched by a demon lord to lay waste to the lands of man.

Demon knights serve as war leaders within the ranks of hell. They are the front line commanders and lieutenants for demon armies, and any significant incursion into the mortal realm features at least one demon knight in the lead.

As is the case with most of their brethren, demon knights are ambitious schemers. They continually plot and plan against each other, as they rise through the ranks of hell by dispatching or disgracing their fellow demon knights. For this reason, demon knights are the most likely of any demons to strike a temporary alliance with a mortal. In some cases, this alliance even ends in a way that benefits the mortal, since demon knights tend toward long-term planning. Their keen military minds allow them to set aside their inherent disdain for mortals and see them as useful tools against their enemies. A demon knight might provide aid to a band of adventurers that seeks to foil its rival's plans, though in such a case it always tries to ensure that it gains some further benefit from the bargain.

CR Range: A demon knight's Challenge Rating ranges from 5 to 15. They are skilled warriors with access to a few special abilities that further enhance their fighting talents. The mightiest demon knights can rise to become demon lords, though usually only by slaying existing lords and assuming their mantle.

Creature Type: Outsider.

Abilities: A demon knight's Challenge Rating determines its ability scores. When creating a demon knight, you may subtract 2 points from any ability and grant a +2 bonus to any other ability. You can subtract points from a score only once, but a score can receive an increase multiple times.

Skills: Demon knights are expert tacticians and warriors, and their skills reflect this talent. A demon knight has ranks equal to its Challenge Rating + 3 in Climb, Escape Artist, Handle Animal, Intimidate, Jump, Listen, Ride, Sense Motive, and Spot. You can substitute different skills for those listed if you wish. Apply the demon's ability modifiers as normal.

Feats: A demon knight gains more feats than normal for a demon, as it engages in extensive weapons training. The demon gains the feats listed for its Challenge Rating and all lower CRs, but you can substitute different feats if you wish.

CR	Feats
5	Improved Initiative, Weapon Focus (mastery 1, 2)
6	Weapon Focus (mastery 4)
7	—
8	Weapon Focus (mastery 7)
9	—
10	Weapon Focus (mastery 8)
11	—
12	Weapon Focus (mastery 9)
13	—
14	Weapon Focus (mastery 10)
15	—

DEMON KNIGHT ABILITY SCORES BY CHALLENGE RATING

CR	Strength	Dexterity	Constitution	Intelligence	Wisdom	Charisma
5	20	12	16	14	12	14
6	20	12	16	14	12	14
7	20	12	16	14	12	16
8	22	14	16	14	14	16
9	22	14	18	16	14	18
10	22	14	18	16	14	18
11	24	16	18	16	16	20
12	24	16	18	16	16	20
13	24	16	20	18	16	22
14	26	18	20	18	18	22
15	26	18	20	18	18	24


DEMON KNIGHT PROGRESSION BY CHALLENGE RATING


CR	HD	hp	Base Attack Bonus	Base Defense Bonus	Natural Armor	Fortitude	Reflex	Will
5	8d10	44 + (8 × Con mod.)	+8	+4	+2	+4	+4	+4
6	9d10	49 + (9 × Con mod.)	+9	+4	+3	+5	+5	+5
7	10d10	55 + (10 × Con mod.)	+10	+5	+3	+5	+5	+5
8	12d10	66 + (12 × Con mod.)	+12	+6	+4	+6	+6	+6
9	13d10	71 + (13 × Con. mod)	+13	+6	+4	+6	+6	+6
10	14d10	77 + (14 × Con mod.)	+14	+7	+5	+7	+7	+7
11	15d10	82 + (15 × Con mod.)	+15	+7	+5	+7	+7	+7
12	17d10	93 + (17 × Con mod.)	+17	+8	+6	+8	+8	+8
13	18d10	99 + (18 × Con mod.)	+18	+9	+6	+8	+8	+8
14	19d10	104 + (19 × Con mod.)	+19	+9	+7	+9	+9	+9
15	20d10	110 + (20 × Con mod.)	+20	+10	+7	+9	+9	+9



If a feat requires a specific weapon, pick one as normal. In addition, keep in mind the demon's *blade of hell* ability, described below.

Hit Dice: A demon knight gains Hit Dice as determined by its Challenge Rating (see table below). It uses d10s for Hit Dice, with an average of 5.5 hit points per HD. Add the demon's Constitution modifier to this total as normal.

Base Attack and Defense Bonuses: Demon knights are exceptional warriors. Unlike other demons, they gain a base defense bonus in addition to a base attack bonus.

Saving Throws: Demon knights excel in all three saves.

Speed and Movement Modes: Demon knights have a base speed of six squares (30 feet). Many of them wear armor, which reduces their speed according to the armor's type.

Size: Demon knights are size Medium.

CLASS ABILITIES

Demon knights gain the following capabilities based on their Challenge Rating. In some cases, you select one of several options based on the demon's Challenge Rating.



Weapon and Armor Proficiency: Demon knights are natural warriors and master a wide variety of fighting styles, weapons, and armor. They gain proficiency with all simple, martial, and exotic weapons, along with proficiency with all armor and shields, including tower shields.

Damage Reduction: A demon knight has damage reduction based on its Challenge Rating, as shown below.

CR	Damage Reduction
5	DR 5/magic
6	DR 5/magic
7	DR 5/magic
8	DR 5/magic
9	DR 5/magic
10	DR 5/magic
11	DR 10/magic
12	DR 10/magic
13	DR 10/magic
14	DR 10/magic
15	DR 10/magic

Spell Resistance: As creatures of the infernal realms, demon knights have a powerful, innate resistance to all forms of magic. They gain spell resistance equal to their Challenge Rating + 10.

Armor of Hell: Demon knights wear baroque suits of heavy armor forged in the infernal regions. This armor may grant the demon additional protection in addition to its normal damage reduction.

- If the demon's Challenge Rating is 9 to 12, add one of the substances from the following list to its DR: adamantine, cold iron, silver.
- If its Challenge Rating is 13 to 15, its damage reduction becomes /—.

This damage reduction is in addition to the demon's base magic damage reduction. Remember that a weapon must be of the appropriate material and possess a magical enchantment in order to breach the demon's DR.

Blade of Hell: Each demon knight bears a single potent weapon forged in the fiery depths of hell. Black fire plays along the length of the weapon, which contains shrieking, tormented souls. The weapon takes on a form of your choice. Usually, the demon spends its Weapon Focus feats (see page 25) to improve its ability with this weapon. Some demons favor heavy axes and swords, while others prefer spears, flails, and more versatile weapons.

If any creature other than an outsider touches a *blade of hell*, its infernal energy surges through the unfortunate fool's body. The victim must make a Fortitude save (DC 40) each round of contact or take 5d6 points of damage and gain a negative level. On a successful save, the victim takes only half damage and avoids gaining the negative level.

A *blade of hell* gains abilities based on the demon's Challenge Rating, as shown on the "Demon Knight Weapon by CR" table. Alternatively, you can design the weapon by assigning it abilities from the core rules that equal a total plus (such as +6) worth of abilities.

Enhancement Bonus: The weapon grants this enhancement bonus to attacks and damage.

Flaming: The weapon inflicts an additional 1d6 points of fire damage on each successful hit.

Hell Flame: The weapon inflicts an additional 2d6 points of fire damage on each successful hit.

Flames of the Damned: The weapon inflicts an additional 2d6 points of fire damage on each successful hit. In addition, three times per day, the demon can activate its true power as a free action. The next time the weapon strikes a target that is not an outsider, the target must make a Fortitude save (DC 26) or gain 1d3 negative levels.

DEMON KNIGHT WEAPON BY CR

CR	Enhancement Bonus	Abilities	Total
5–6	+1	None	+1
7–8	+1	Flaming	+2
9–10	+2	Flaming	+3
11–12	+2	Hell flame	+4
13–14	+3	Hell flame	+5
15	+4	Flames of the damned	+7



Total: If you wish, you can use the core rules to assign the weapon other abilities that equal the listed total value of an enhancement bonus and special abilities. For example, a CR 11 demon's *blade of hell* can have the equivalent of +4 in abilities, so you could add disruption and shocking burst to the weapon.

DEMON KNIGHT APPEARANCE AND DETAILS

Most demon knights have formidable physical might as well as canny intellects. They're often humanoid in basic shape, with additional physical features that grant them one or more natural attacks (horns, fangs, barbed tail, etc.).

Their superior firepower makes them feared by all who come into contact with them. This fact grants them a large degree of arrogance in battle. They are equally masterful at planning large-scale attacks—often utilizing demonic brutes and minions—or handling themselves in one-on-one duels against powerful heroes.

They tend toward more straightforward tactics, ever eager to wade into combat. Their biggest weakness may be their overconfidence—most would consider defeat inconceivable.



CHAPTER THREE:

HERE BE MONSTERS!

The monsters in this chapter represent a range of strange creatures that you can use to add variety and wonder to your Iron Heroes game.

BLADE OOZE

Large Ooze

Hit Dice: 8d10+48 (84 hp)

Initiative: -1

Speed: 30 feet (six squares), climb 10 feet (two squares)

Defense: 16 (-1 size, -1 Dex, +6 natural, +2 shield), touch 8, flat-footed 16

DR: 15/piercing or slashing

Base Attack/Grapple: +6/+15

Attack: Longsword +10 melee (1d8+5)

Full Attack: Longsword +8 melee (1d8+5) and heavy mace +8 melee (1d8+5) and spear +8 melee (1d8+5)

Space/Reach: 10 feet/10 feet

Special Attacks: Devour flesh, legion of steel, volley of steel

Special Qualities: Living arsenal, ooze traits

Saves: Fortitude +8, Reflex +1, Will +2

Abilities: Str 20, Dex 8, Con 22, Int —, Wis 10, Cha 6

Skills: —

Feats: —

Environment: Any

Organization: Solitary

Challenge Rating: 7

Advancement: 9–15 HD (Large); 16–24 HD (Huge)

The horrific blade ooze is the byproduct of a powerful arcane ceremony, one that strips the flesh, blood, and weapons from the dead left upon the field of battle. This festering mixture of gristle and gore coagulates into a sentient creature that pulses and seethes with the death cries of a hundred slain warriors. A blade ooze is a mass of blood-red, fleshy material streaked with white. Here and there, the dark outlines of the weapons and other equipment embedded within it are visible. It has a pulpy, fleshy feel.

At the command of its master, the blade ooze surges into battle. With the weapons embedded in its festering mass, it chops its way through its master's opponents. Worst of all,

If the player characters are familiar with many of the monsters presented in other books for use with the d20 System core rules, these beasts provide fresh alternatives and new enemies to pit against them. From “blade ooze” to “vardrag” and CR 1/2 to CR 20 this chapter has something to offer for almost any campaign.

Remember that in *Iron Heroes*, characters and creatures have no alignments and are judged by how they act. Also, because the accumulation of wealth plays a smaller role in *Iron Heroes* campaigns, the entries in this chapter don't list treasure gained from defeating each monster. Some of the feats in these monster descriptions are new feats that appear in Chapter One: Using Monsters in *Iron Heroes*.

Review the “Monsters and Feats” section in Chapter One as you read these creatures if you have questions about number of feats, bonus feats, or new feat abilities. For a list of these and other Malhavoc creatures by CR, see the appendix.



those slain by the ooze are stripped to the bone and absorbed into its mass, making this terrible beast all the more potent.

While the blade ooze consists of the liquefied flesh of the dead, it is a living creature rather than an undead menace. The ceremony used to construct the blade ooze calls and binds the primitive, barely sentient spirit of a minor demon. This demon can barely learn how to open a door, but it needs little brain power to rend and tear its opponents. Like a faithful hound, it clings to its master's side and obeys his orders without question.

Blade oozes usually serve as beasts of war. A dread sorcerer with an eye toward conquest and political might could use these creatures as engines of destruction. With each victory, they grow stronger, tougher, and more powerful. Thus, a spellcaster might unleash a horde of them upon an isolated area or a small kingdom.

Luckily, the process of creating a blade ooze is difficult to discover (those who know it guard the secret so their enemies can't turn this lore against them) and difficult to complete. Birthing a blade ooze requires more than a dozen freshly killed, armored, and armed corpses. Aside from the site of a recent battle, such raw materials are hard to find. Some mages gather slaves and force them to fight to the death, though arming captives and making them kill each other is typically a recipe for an uprising.

COMBAT

In combat, a blade ooze relies on the strength of its embedded weapons and its physical resiliency. It tends to focus on one opponent to the exclusion of all others, as it gains strength from killing its foes, ripping the flesh from their bones, and adding their liquefied viscera to its body. Despite its dense, unthinking nature, the blade ooze makes full use of its subsumed weapons. It can fire volleys of arrows and darts, extend pseudopods armed with axes and swords, and even turn aside blows with a shield. The ooze has an almost primal, instinctual feel for the weapons it absorbs.

Devour Flesh (Su): A blade ooze can rip the flesh from a slain opponent in a matter of seconds, leaving behind nothing but a bare skeleton. If the blade ooze is adjacent to a slain opponent of Medium size or larger, it can use a free action to consume the corpse. The flesh from the body liquefies and flows into the ooze. The ooze immediately gains Hit Dice based on the victim's size (see table). This ability works only against dead opponents, not dying or otherwise incapacitated foes.

Alternatively, the ooze can choose to heal 4 hit points for each Hit Die it would have gained. A blade ooze cannot grow above 24 Hit Dice.



Target Size	Hit Dice Gained
Medium	1
Large	2
Huge	4
Gargantuan	8
Colossal	16

Legion of Steel (Ex): An ooze can extend up to four pseudopods capable of wielding a weapon. It suffers a -2 penalty to attacks when it fights with more than one weapon. The ooze is specifically adapted and enchanted to fight well with multiple weapons. It can opt to carry a shield in place of one weapon, thereby gaining a defense bonus from it, but it cannot gain a defense bonus from more than one shield. The ooze uses one pseudopod for each weapon, including two-handed weapons. It fights with Medium weapons as normal. Larger and smaller weapons cause it to suffer the standard penalties for using inappropriately sized weapons. Despite the ooze's size, its pseudopods function best when equipped with Medium weapons.

Volley of Steel (Ex): A blade ooze can forcibly eject arrows, daggers, broken weapons, shattered scraps of armor and shields, and other debris from its body as a full-round action. This attack covers a 60-foot cone and inflicts 6d6



points of slashing damage. Creatures caught in the cone can make Reflex saves (DC 16) for half damage. The blade ooze can use this ability twice per day.

Living Arsenal (Ex): A typical blade ooze has four different weapons embedded within it. The statistics above cover a shield, a longsword, a spear, and a heavy mace. The ooze may contain more, but typically it can't handle more than four types of weapon at once. If the ooze contains more weapons, or if it absorbs a weapon as described above, it can use a move action to swap a single weapon or shield it has readied with a different one.

The ooze is automatically proficient with any weapons it absorbs, but it can't use weapons with complex moving parts, such as a crossbow, nor can it use ranged or thrown weapons. Instead, it uses such projectiles with its volley of steel ability. An ooze absorbs a weapon by moving onto it and using a move action to pull the item into its body.

A slain blade ooze typically leaves behind 3d4 weapons in addition to those it fought with.

CREATING A BLADE OOZE

The process of spawning a blade ooze requires a ghastly ritual that only the most sinister and callous of mages is willing to complete. The secrets of the ritual lie within the *Blood Codex of Arzac'natl*. This ancient book is bound in black leather, supposedly the cured hide of a demon. The lore within is scribed in black ink and written on tough, leathery brown parchment.

Anyone who attempts to read the book must spend long hours studying the strange cipher used to write it. An extended Decipher Script check allows a reader to understand the book's text; one check per eight hours of work and three successes (DC 25) are needed to crack the code. (See Chapter Four in *Iron Heroes* for more on extended skill checks.)

However, fully comprehending the true meaning of the tome, along with decoding its mathematical and thaumaturgical formulas, takes even more work. An extended Spellcraft or appropriate Knowledge check (DC 25, eight hours per check, six successes needed) allows a reader to unlock the secrets of the *Blood Codex* and learn the ritual described below. In addition, the *Blood Codex* contains a variety of ancient arcane secrets. The arcanist reader gains a +1 bonus to his necromancy and enchantment mastery ratings. However, these ratings can't rise above the mastery for his primary school of magic.

Ritual of Blade Ooze Creation: This ritual requires 5,000 gp in rare chemicals, herbs, and gems, which are consumed. It must be performed on a battlefield with at least 15 armed and armored corpses of warriors who fell in battle. The ritual takes 10 minutes to complete. As it ends, the corpses' flesh liquifies and combines into a newly spawned

blade ooze. The ooze then gathers up the fallen warriors' weapons and armor. It obeys its creator to the best of its abilities. If its creator dies, the ooze hunts on its own for food. Otherwise, it is impossible to seize control of an orphaned blade ooze.

There is no limit to the total number of blade oozes that a single person can create and command. The *Blood Codex* speaks of entire legions of these strange creatures spawned by a pair of brothers of an ancient, forgotten subterranean race. Supposedly, the brothers killed each other in an epic arcane duel. The small cities they built and populated with their slaves may still stand in deep, hidden caverns. But if the *Blood Codex* is correct, the brothers spawned a horde of nearly a thousand blade oozes between them. While many of these creatures died or wandered away, blade oozes are virtually immortal unless slain in battle. The creatures likely still survive.

BLADE TYRANT

Large Construct

Hit Dice: 20d10+30 (140 hp)

Initiative: +3

Speed: 20 feet (four squares)

Defense: 26 (-1 size, -1 Dex, +8 natural, +10 base defense), touch 18, flat-footed 16

DR: 10/adamantine

Base Attack/Grapple: +15/+26

Attack: Masterwork greatsword +24 melee (2d6+14)

Full Attack: Masterwork greatsword +24/+19/+14 melee (2d6+14)

Space/Reach: 10 feet/10 feet

Special Attacks: —

Special Qualities: Master tactician, recruitment, construct traits

Saves: Fortitude +6, Reflex +5, Will +7

Abilities: Str 24, Dex 8, Con —, Int 14, Wis 12, Cha 18

Skills: Bluff +27, Intimidate +27, Knowledge (history field of study) +25, Sense Motive +24

Feats: Improved Initiative, War Leader (mastery 1, 2), Weapon Focus (greatsword, mastery 1, 2, 4, 7)

Environment: Any land or subterranean

Organization: Solitary

Challenge Rating: 12

Advancement: By character class

The blade tyrant is a relic of a forgotten age, a construct built to lead warriors into battle. None can even guess about the struggle it was forged to fight, for no such records exist. The few blade tyrants encountered thus far are too belligerent and bloodthirsty to bother with such niceties as diplomacy, unless they want to recruit warriors to their legions or negotiate a surrender.

At first glance, most blade tyrants resemble ogre-sized humanoids covered from head to toe in metal armor that's as jagged as it is faded and dull. But upon closer inspection, an observer will realize that the tyrant isn't wearing any armor at all. Instead, the thick, greenish-grey metal is its hide, and what looks like an intimidating helm is its very head. While the construct isn't particularly quick or agile, its movements are nearly silent somehow—no metallic shrieks or clanks betray its presence.

Wherever a blade tyrant appears, it invariably begins a war of conquest. Its ability to inspire warriors in battle allows it to gather an effective fighting force, while its personal talent with a blade makes it a formidable opponent. A tyrant's daunting hide and inhuman nature allows it to overwhelm flesh and blood enemies. Not only is a blade tyrant physically imposing, but it also has a level of weapons training equal to that of a master swordfighter.

While a blade tyrant's fighting talent is undeniable, its true strength lies in its ability to gather and lead warriors in battle. Blade tyrants are undeniably charismatic. If they wished, they could serve as skilled diplomats and statesmen, but their ingrained drive to slaughter, conquer, and control prevents them from using more subtle, less violent methods of achieving power.

COMBAT

Blade tyrants rely on their minions to handle most threats. When one of these constructs takes to the field, it aims to strike such terror into the enemy that all resistance crumbles. Blade tyrants are brave enough to face the toughest warriors of an opposing army, but they also see the value in spreading mass carnage through the enemy ranks. Thus, a blade tyrant tends to focus first on the weakest opponents (or those it perceives as the weakest).

Most blade tyrants are skilled tacticians. They use their followers to surround their opponents before committing to the fight. They also excel at assessing an opponent's talents. By observing a foe, a blade tyrant can track his strengths and weaknesses.

Master Tactician (Ex): A blade tyrant excels at directing the efforts of others. Each round of combat, the blade tyrant gains a number of tyrant tokens equal to 1 + its current Charisma bonus.

It can spend these during the course of the round to improve its followers' and allies' efforts. For each token it spends, the target ally gains a +1 bonus on a single attack, check, save, or damage roll. The tyrant spends these tokens immediately before the ally makes the roll. The target of this effect must be within 60 feet of the tyrant.

Recruitment (Ex): The blade tyrant excels at leading soldiers into battle. While many humanoids at first seem leery



of allowing a construct to command them, the tyrant's overwhelming personality and keen tactical mind win over its followers. The tyrant is also willing to kill a few recruits to force the rest of its followers into line. A brutal demonstration of power can do more for a tyrant than a dozen brilliant tactical moves.

A blade tyrant gains the services of low-level warriors, the number of which varies according to its Hit Dice and Charisma. The tyrant gains the services of a number of 1st-level warriors equal to half the sum of its Hit Dice + its Charisma modifier. These warriors can be of any race, but their total Challenge Rating after adding the level of warrior must be 1/2 or less.

In addition, if the sum of the blade tyrant's Hit Dice and Charisma modifier is 10 or greater, it gains a lieutenant who is a 3rd-level warrior. This lieutenant must be the same race as at least one of the warriors under the blade tyrant's command.

BLADE TYRANT SOCIETY

The typical blade tyrant described above is a wandering conqueror, content to gather a few warriors to its banner and cut a bloody swath across the world. These warriors have walked from one end of the world to the other several times over. An experienced blade tyrant might have followers from distant lands who have managed to survive battle after battle, while its personal weapons and armor might be relics from another age. Other blade tyrants are relatively young and inexperienced. They tend to have less experienced followers and newer equipment.



While blade tyrants were all created at roughly the same time, they have been active in the world for wildly different time periods. Many blade tyrants lie in a sort of stasis within ancient ruins and forgotten dungeons. When awakened by adventurers or roused by an unknown call to battle, they immediately embark on an effort to gather information about the world around them, find worthwhile recruits, and plan their first campaigns.

Sometimes, a blade tyrant awakens with a specific mission in mind. It might be compelled to find and kill a specific person, destroy a city or castle, or relentlessly hunt and kill a race of humanoids or monsters. Such blade tyrants have no concept that a mission could be outdated or incorrect. If they can't fulfill their mission exactly as intended, they find the closest match for their goals. For example, a blade tyrant tasked with destroying a city might wage war against the settlement closest to its target's ancient location. One that must kill a specific individual seeks out the person with the closest political position, appearance, or general level of importance. These blade tyrants are particularly troubling because they might switch to new targets after destroying their first one and finding that their compulsion has not passed with the "completion" of their task.

BONE MACHINE

Huge Construct

Hit Dice: 10d10+30 (85 hp)

Initiative: +0

Speed: 30 feet (six squares)

Defense: 21 (–2 size, +13 natural), touch 8, flat-footed 21

DR: 5/adamantine

Base Attack/Grapple: +7/+21

Attack: Claw +12 melee (2d6+7)

Full Attack: 2 claws +12 melee (2d6+7) and 2 leg claws +10 melee (1d6+3)

Space/Reach: 15 feet/15 feet

Special Attacks: Improved grab, internal gears

Special Qualities: Construct traits, spawn minions

Saves: Fortitude +3, Reflex +3, Will +5

Abilities: Str 24, Dex 10, Con —, Int 10, Wis 14, Cha 10

Skills: Climb +19, Spot +15

Feats: Improved Natural Attack, Multiattack (mastery 1, 4)

Environment: Any land or underground

Organization: Solitary, squad (2–4), or legion (5–16)

Challenge Rating: 8

Advancement: 11–16 HD (Large); 17–24 HD (Huge)

A bone machine is a strange combination of an undead creature and a construct. It consists of dozens of humanoid skeletons knitted together around a wooden frame and animated through the use of powerful magic. The first bone machines were crafted by the hundoons (see page 54) to

serve as engines of war. In their first forays against the surface world, the hundoons lost control of several of these machines. They now roam the countryside, spreading destruction in their wake.

From a distance, the typical bone machine resembles a headless, skeletal giant, but closer inspection reveals its true nature. It consists of dozens of smaller bones linked together in a rounded, conical central body with two legs and four arms. The bones are held in place by an elaborate but slender metal frame. The central structure is filled with small, complete humanoid skeletons. These creatures reach through the bony structure to grasp at attackers, and the bone machine can unleash them to attack its enemies.

While bone machines are constructs, they are intelligent and independent. The hundoons designed them as terror troops and forward skirmishers. Thus, the typical bone machine uses intelligent tactics. It might send its skeletal minions ahead to scout an area. If the skeletons encounter little resistance, it then moves forward to attack.

The bone machines were built with an inimical hatred of all forms of life except the hundoons. Thus, they wage an endless war against humanity.

COMBAT

In battle, a bone machine relies on its brute strength and the skeletal minions within its body to overwhelm its foes.

Generally, the bone machine unleashes a horde of skeletons to swamp and tie down its opponents. Once they are engaged, it wades into the melee, using its reach to attack over its minions. If it faces a particularly powerful enemy, it attempts to grab him and drop him into its central core. There, its grinding internal gears and skeletal minions tear the trapped foe to pieces.

Improved Grab (Ex): If the bone machine hits with a claw attack, it deals normal damage and attempts to start a grapple as a free action without provoking an attack of opportunity. No initial touch attack is required. Unless otherwise noted, improved grab works only against opponents at least one size category smaller than the bone machine. The bone machine has the option to conduct the grapple normally, or simply use the part of its body it used in the improved grab to hold the opponent. If it chooses to do the latter, it takes a –20 penalty on grapple checks, but is not considered grappled itself; the bone machine does not lose its Dexterity bonus to defense, still threatens an area, and can use its remaining attacks against other opponents. Each successful grapple check it makes during successive rounds automatically deals the damage indicated for the attack that established the hold. When a bone machine gets a hold after an improved grab attack, it pulls the opponent into its space. This act does not provoke attacks of opportunity.



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IMPROVED NATURAL ATTACK [GENERAL]

Prerequisite: Natural weapon, base attack bonus +4.

Benefit: Choose one of the creature's natural attack forms. The damage for this natural weapon increases by one step, as if the creature's size had increased by one category: 1d2, 1d3, 1d4, 1d6, 1d8, 2d6, 3d6, 4d6, 6d6, 8d6, 12d6.

A weapon or attack that deals 1d10 points of damage increases as follows: 1d10, 2d8, 3d8, 4d8, 6d8, 8d8, 12d8.



Internal Gears (Ex): If a bone machine successfully grapples a smaller opponent, it can attempt to drop that foe into the grinding gears of its internal mechanism. With a successful grapple check, it stuffs the victim into its inner body. A creature trapped in this manner suffers 6d6 points of bludgeoning damage per round, with no save allowed. A trapped creature has complete cover against anything outside the bone machine, including the bone machine itself.

An Escape Artist check (DC 25) allows a trapped creature to wiggle free. In this case, the creature moves into a square of its choice adjacent to the bone machine as part of the Escape Artist attempt.

A creature trapped inside a bone machine can attack it from within. It must use a light weapon or a natural attack. Other weapons are simply too large and bulky to work properly within the cramped confines. The bone machine loses its active bonuses to defense against such attacks. In addition, it loses its construct immunity to critical hits. By attacking from within, the creature tears through crucial pistons, gears, and other vulnerable pieces. This loss allows abilities such as sneak attack to function as normal.

A creature trapped inside a bone machine can also try to disable the internal mechanism. A Disable Device check (DC 24) disables the grinding gears for 1d4+1 rounds.

One creature of size Small or Medium can fit inside the bone machine's gears. Creatures below this size range are too tiny to suffer damage at the hands of the internal mechanisms, while larger creatures simply can't fit.

Spawn Minions (Su): As a standard action, a bone machine can reach into its inner workings and pull forth a fistful of skeletal minions. The bone machine generates four human 1st-level warrior skeletons each time it uses this ability, to a maximum of 12 skeletons total per day. The skeletons appear in any unoccupied squares within the bone machine's reach.

The bone machine has a close link to these minions. It sees and hears everything they experience as long as they are within 10 miles of its current position.

CLAWING DARK

Huge Outsider

Hit Dice: 20d8+300 (390 hp)

Initiative: +2

Speed: 30 feet (six squares)

Defense: 12 (–2 size, –2 Dex, +6 natural), touch 6, flat-footed 12

DR: 5/—

Base Attack/Grapple: +20/+35

Attack: Claw +26 (1d8+9)

Full Attack: 8 claws +26 (1d8+9)

Space/Reach: 15 feet/15 feet

Special Attacks: Improved grab, grasping claws, mighty grasp

Special Qualities: Darkvision 60 feet, mystic weakness, unearthly creature

Saves: Fortitude +27, Reflex +10, Will +13

Abilities: Str 24, Dex 6, Con 40, Int 4, Wis 12, Cha 10

Skills: Balance +21, Climb +30, Listen +24, Spot +24, Swim +30

Feats: Cleave (mastery 1, 2), Improved Initiative, Power Attack (mastery 1, 2), Weapon Focus (claws, mastery 1, 2)

Environment: Any

Organization: Solitary

Challenge Rating: 13

Advancement: 21–25 HD (Huge); 26–34 HD (Gargantuan)

The clawing dark is a cloud of black energy that contains hundreds of rending claws that reach forth to grab foes. Technically, this monster is less a creature and more a planar construct formed when a rift opens between the worlds of man and the Plane of Hunger—a bizarre, alien realm beyond mortal comprehension. The clawing dark's large black mass represents this tear in dimensional space, while the claws are either the alien realm's denizens or a physical representation of its properties. Sages believe that the clawing dark embodies the unfettered hatred, hunger, and rage of this place, as if the entire plane were a single living being. Even the mightiest sorcerers blanch at any serious talk of visiting this realm, as no living being who has attempted the journey has survived to speak of it. Some believe that the clawing dark's home is the antithesis of the Material Plane. If a large portal opened between them, the two would mingle and annihilate each other.

While the clawing dark is rightly feared, some seek to bend it to their will. Doomsday cults, power-mad necromancers, and demonologists see the clawing dark as a useful ally. It can spread destruction far and wide, though it is almost impossible to control once unleashed. In many kingdoms, city-states, and other civilized lands, possessing the codices that detail the process of calling the clawing dark is considered a capital crime.

A few barbaric tribes worship the clawing dark and other beings from the Plane of Hunger. Azteroth of the Million Eyes, Sekeem the Fleshburner, and the strange god known only as the Deathbird are said to hail from this place. Orcs, primitive humans, trolls, and other savage folk embrace these deities and their destructive, nihilistic cults. Some of the shamans of these peoples call forth the clawing dark to serve them in battle. However, such summonings are as likely to lead to the tribe's destruction at the clawing dark's hands as they are to give them victory in battle.

COMBAT

The clawing dark is an unthinking engine of destruction. It moves toward the nearest living thing and tears it to pieces with dozens of sharp, vicious claws. Physical damage eventually wears the cloud down, but dozens of warriors usually die in the attempt. Instead, a clever band of adventurers can opt for a more mystical approach. The Plane of Hunger is the polar opposite of the lush, living realms of the Material Plane. Every denizen of the Plane of Hunger has some critical weakness to a substance or object in the material world. A cunning arcanist, sage, or other character trained in arcane lore can uncover this weakness and turn it against the clawing dark.

Alternatively, the chants from the *Book of Silver Chains* (see next page) can send a clawing dark back to its hellish realm. This tome is difficult to find, as the few arcanists and sages who possess it tend to guard it closely. The *Book* contains not only the formulas for banishing a clawing dark, but also the rituals needed to call one. Without understanding how the clawing dark manifests on the Material Plane, it's impossible to comprehend the mystic secrets needed to banish it.

Improved Grab (Ex): If the clawing dark hits with a claw attack, it deals normal damage and attempts to start a grapple as a free action without provoking an attack of opportunity. No initial touch attack is required. Unless otherwise noted, improved grab works only against opponents at least one size category smaller than the clawing dark. The clawing dark has the option to conduct the grapple normally, or simply use the part of its body it used in the improved grab to hold the opponent. If it chooses to do the latter, it takes a –20 penalty on grapple checks, but is not considered grappled itself; the clawing dark does not lose its Dexterity bonus to defense, still threatens an area, and can use its remaining attacks against other opponents. Each successful grapple check it makes during successive rounds automatically deals the damage indicated for the attack that established the hold. When a clawing dark gets a hold after an improved grab attack, it pulls the opponent into its space. This act does not provoke



attacks of opportunity. It can even move (possibly carrying away the opponent), provided it can drag the opponent's weight.

Grasping Claws (Ex): If a grappled creature is drawn into the clawing dark's space, it suffers several effects. First, it disappears from view as it enters the utter darkness of the cloud. A creature caught within the clawing dark is partially pulled through the planar rift and exposed to the Plane of Hunger. There it suffers torments beyond comprehension—the human mind simply can't process the sights, sounds, and injuries visited upon it. A creature caught in the clawing dark's body suffers 1d4 points of Wisdom damage and 4d6 points of damage per round, with a Will save (DC 24) allowed for half damage.

A character caught in the clawing dark can use all of the standard options for being in a grapple to attack, escape, and so forth. However, he can use a weapon of any size while in the dark's grasp, and he doesn't need to make a grapple check to attack with a weapon. While in the dark's body, he remains trapped within the rift between worlds. A grapple or Escape Artist check represents his ability to wiggle free. With an armed attack, he hacks at the creature's essence from the inside.



Once a clawing dark pulls a victim into its space, it no longer needs to maintain its grip on the target and can use all of its attacks as normal. When the clawing dark is slain, all creatures within its body go free. Then the creature implodes into a single tiny point before disappearing as the planar rift that spawned it seals shut.

Mighty Grasp (Ex): If the clawing dark grapples a creature using improved grab, it retains its active bonus to defense against creatures not in the grapple. Furthermore, those attacking the clawing dark don't suffer a chance to hit the creatures that it grapples. A victim pulled into the dark's space disappears from view. Creatures outside the dark or inside it lose line of sight and line of effect to the victim.

Darkvision (Ex): The clawing dark can see 60 feet even in total darkness. Darkvision is black and white only, but otherwise like normal sight.

Mystic Weakness (Ex): The clawing dark has a deadly vulnerability against a single material, object, or shape. Any character with the Knowledge skill and an appropriate area of study can attempt a Knowledge check (DC 25) to determine the clawing dark's weakness. This weakness is usually a common substance, though not so common that the clawing dark comes into contact with it on a regular basis.

For example weaknesses or to select randomly, roll on the table below:

d%	Weakness Item
1–5	Capsicum pepper
6–10	Cinnamon
11–15	Cobra venom
16–20	Diamond dust
21–25	Equilateral pyramid
26–30	Ivory
31–35	Marjoram
36–40	Molten lead
41–45	Quicksilver
46–50	Reptilian heart
51–55	Roc egg shell
56–60	Rose thorns
61–65	Salt
66–70	Scrimshaw
71–75	Silk
76–80	Snail shell
81–85	Sulphur
86–90	Trapezoidal shape
91–95	Twigs from an eagle's nest
96–100	Wood that has been struck by lightning

If a fistful or more of this material is thrown into the clawing dark's body, the creature suffers 5d6 points of damage.

When you create an encounter with a clawing dark, pick an appropriate material for its weakness. As a rule of thumb, the material should be available at a typical city market and sell for 10 gp or less per amount needed to injure the beast. A clawing dark will never cross a line of this material that is at least 1 inch thick. It moves around such a barrier or travels in the opposite direction.

Unearthly Creature (Ex): As a creature from an alien realm, the clawing dark is immune to a variety of effects and abilities. It doesn't need to breathe, eat, or sleep. It enjoys immunity against critical hits, sneak attack damage, all poisons, stun effects, sleep effects, mind-affecting abilities, disease, blindness, deafness, ability score damage, and all abilities and attacks that require a Fortitude save to resist.

The clawing dark is not entirely a creature. Instead, it is the planar representation of an encroachment by the Plane of Hunger into the mortal realm.

THE BOOK OF SILVER CHAINS

This ancient tome contains the secrets of calling, binding, and banishing the clawing dark. Most copies of this book have a blue leather cover and inlaid silver runes. It is written in a strange cipher, supposedly the tongue of the Plane of Hunger, and includes a multitude of arcane drawings, diagrams, and symbols. Supposedly, only a hundred copies of the book were ever produced. The author remains unknown, and sages can't even agree on the book's age and place of origin.

Anyone who attempts to read the book must make an extended Decipher Script check. Each check represents eight hours of work, with three successes needed to read the book. There is no limit on the number of failures you can accrue in attempting to read the book. (See *Iron Heroes*, Chapter Four, for more on extended skill checks.)

After deciphering this tome, understanding its contents takes a number of days equal to 7 – your Intelligence bonus. You then gain access to the two rituals described below. These rituals allow you to call and banish a clawing dark. Needless to say, unauthorized possession of the *Book of Silver Chains* is a serious crime in most kingdoms. Sages and spellcasters who own copies either keep it a secret or work for the crown.

CALL THE CLAWING DARK

This ritual requires a living sacrifice (preferably a human), a silver dagger, and 300 gp worth of gold dust, small diamonds, and mercury. It must be performed on the night of

the new moon. At the stroke of midnight, use the mercury to trace a circle exactly 15 feet in diameter on the ground. Spread the gold dust and diamonds upon the ground within this circle, and then kill the sacrifice with the dagger. As the victim's blood pours to the ground within the circle, invoke the blasphemous litanies of the ritual, and cut through the air with the dagger. With this stroke, the dagger slices between the planar veils and allows the clawing dark to enter the world.

In game terms, the ritual takes one hour. The process of creating the circle consumes 10 minutes and requires a Knowledge check (arcana field of study, DC 15). One must spread the gold dust and diamonds thoroughly over the area, requiring another 10 minutes of work. The victim must be rendered helpless and killed with a *coup de grace* attack. The process of chanting the litanies takes 40 minutes and requires a Perform (singing) check (DC 10). The chanter can pick up where he left off if he is interrupted, but whoever starts the chant must finish it. Finally, 2d4 rounds after the ritual's completion, the clawing dark appears within the mercury circle. If any other creatures occupy the circle, they are trapped within the dark as if it had grappled and pulled them into its body.

If any of the above skill checks fail, the entire ritual is ruined. The components are wasted and must be bought again. The clawing dark simply fails to appear.

BANISH THE CLAWING DARK

This ritual requires 500 gp worth of gold dust, a mirror at least 5 feet tall, and at least a dozen torches. Surround the clawing dark with a circle of lit torches. The circle can be of any size, but the ring of torches cannot have a gap greater than 5 feet wide at any point along its edge. Furthermore, all the torches must remain lit during the ritual. Speak the seven holy incantations of life and cast the gold dust at the mirror. The dust strikes the mirror as if the glass were a still pond, causing ripples on its surface and leaving flecks of gold embedded within it. Show the clawing dark its reflection in the mirror. The mirror then shatters, and the dark disappears back to its home plane.

The process of creating the torch circle takes a variable amount of time, depending on its size. Speaking the incantations requires 7 rounds, one for each incantation, and cannot be interrupted. Speaking an incantation is a free action. A character who takes damage while completing the incantations must make a Concentration check to continue. If he fails, the entire ritual is ruined.

If the clawing dark has line of sight to the mirror, it must make a Will save each round (DC 20, +5 for each round it has previously seen the mirror) or be banished immediately to the Plane of Hunger.

CLIFF OGRE

Large Giant

Hit Dice: 6d8+15 (42 hp)

Initiative: +0

Speed: 30 feet (six squares), burrow 10 feet (two squares)

Defense: 15 (-1 size, +6 natural), touch 9, flat-footed 15

DR: —

Base Attack/Grapple: +4/+15

Attack: Claw +10 melee (1d6+7) or thrown rock +10 ranged (2d6+10)

Full Attack: 2 claws +10 melee (1d6+7) or thrown rock +10 ranged (2d6+10)

Space/Reach: 10 feet/10 feet

Special Attacks: Earth-crushing grasp, rock hurler

Special Qualities: Bounding leap, darkvision 60 feet

Saves: Fortitude +7, Reflex +2, Will +2

Abilities: Str 24, Dex 10, Con 15, Int 8, Wis 10, Cha 8

Skills: Climb +14, Jump +35

Feats: Skill Focus (Climb), Skill Focus (Jump), Toughness

Environment: Any mountains

Organization: Solitary, pair, war party (3–12), or clan (13–72)

Challenge Rating: 4

Advancement: By character class

Cliff ogres are long-limbed, bestial humanoids that excel at leaping, climbing, and scrambling over the steep slopes, cliff





faces, and rough terrain of mountain passes. These muscular creatures have a number of distinguishing physical features. A cliff ogre's nose is little more than twin gashes in the middle of its face, its mud-brown eyes are sunken deep within large sockets, and it sports a ridge of spines that diminish in size as they run down its neck and back.

Cliff ogres rarely descend from their rocky domains, as they are far superior fighters when the terrain favors them. A cliff ogre war party uses the rough, uneven ground of the high mountain passes to its advantage. Its warriors might leap upon travelers from the top of a steep cliff, while an ambush party can slip in for an attack before leaping high in the air to escape pursuers.

Cliff ogres have a strong affinity for the earth that allows them to achieve feats that even the mightiest ogre or giant would find impossible. They can rend and tear stone slopes and walls to pieces, allowing them to trigger landslides. A cliff ogre rips stones from the ground to use as missiles, while even a giant must find boulders and rocks to throw. Cliff ogres can also burrow through the ground, albeit slowly, with the aid of their long, sharp claws.

Prey can be scarce high in the mountains, so while cliff ogres prefer the taste of meat, the race as a whole has evolved into omnivores. In fact, a cliff ogre can survive for some time eating nothing but handfuls of rocky soil scooped straight from the ground.

COMBAT

In battle, cliff ogres rely on the terrain to overcome their enemies. Despite their martial prowess, they rarely venture into the lowlands. Cliff ogre tactics, and their special combat abilities, work best in the comfort of the high mountain cliffs.

Unlike other ogre types, cliff ogres are intelligent combatants. While they rely on their brute strength to defeat their foes, they are clever enough to use ambushes, lures, and other tricks. Above all else, cliff ogres use the vertical nature of their mountain homes to confuse and defeat their enemies.

Earth-Crushing Grasp (Su): Cliff ogres have a distant connection to the Elemental Plane of Earth. They ignore the hardness rating of any rocks or stone objects they attempt to break. A cliff ogre can also rip a chunk of stone from the ground, a wall, or a boulder to throw at its opponents as a move action.

Rock Hurler (Ex): Cliff ogres prefer big, hefty stones as missile weapons. With their claws and affinity for tearing into the earth, they rend huge rocky chunks of earth from the ground. When a cliff ogre throws the chunk, it becomes a two-handed weapon with a 10-foot range increment that inflicts 2d6 points of damage. In addition, the ogres learn to

use their muscles rather than their ability to aim these projectiles. They use Strength, not Dexterity, to modify their attacks with this weapon.

Bounding Leap (Ex): With their powerful legs, cliff ogres gain a +20 bonus on all Jump checks. In addition, cliff ogres gain a +4 bonus to defense against attacks of opportunity provoked by their jump movement. They move with such explosive speed that they make difficult targets.

Darkvision (Ex): Cliff ogres can see 60 feet even in total darkness. Darkvision is black and white only, but otherwise like normal sight.

CLIFF OGRE SOCIETY

Cliff ogres are xenophobic and aggressive even toward other ogres and giants. Their religious cults hold that the farther a creature dwells from the roof of the world, the more corrupt it is. While cliff ogres have a natural affinity for stone, they worship both the spirits of the mountains and the lords of the seven winds. Thus, cliff ogres attack outsiders not only out of greed or aggression, but also because of their religious faith. To a cliff ogre, a lowlander is an infidel worthy only of a painful death on a crude stone altar.

Among their own kind, cliff ogres are fair, just, and honorable. Their blind racism makes it almost impossible for outsiders to deal with them, but perhaps a patient, brave, and talented ambassador could open relations with the creatures.

Cliff ogres prefer to settle in areas accessible only by climbing or burrowing. When cliff ogres want to remain unseen, such as when a powerful group moves through their territory, they have no qualms about hiding in their isolated villages until the danger has passed.

CLIFF OGRE ACTION ZONE

With their talent for sundering rock and stone, cliff ogres gain access to a number of action zones when in their preferred rocky terrain. A cliff ogre might punch a cliff face to touch off an avalanche, or rip stones from an overhang to crush the enemies that stand below it. (For full details on action zones, see Chapter Four in *Mastering Iron Heroes*; however, the description below should give you all the information you need for an encounter.)

Crumbling Avalanche (Nonreusable Action Zone): If a cliff ogre stands adjacent to a stone wall, cliff, or similar edifice, it can attempt to cause loose rocks to tumble from it and crush anyone standing beneath it. The ogre must strike the surface and inflict a total of 20 points of damage over the course of its action. If it succeeds, the ogre can pick 1d3 squares at the base of the wall or barrier. Each of these squares is showered with falling debris. Creatures in these squares suffer damage equal to the total amount of damage inflicted by the

ogre against the stone object and are knocked prone. The targets may make Reflex saves (DC 10 + half the damage inflicted by the ogre) for half damage and to remain standing. Remember to apply this damage as normal to the object. The ogre's special abilities allow it to ignore the hardness of stone objects and structures.

COLOSSUS OF THARD

Colossal Magical Beast

Hit Dice: 25d10+250 (387 hp)

Initiative: +0

Speed: 30 feet (six squares)

Defense: 30 (-8 size, +28 natural), touch 2, flat-footed 30

DR: 5/—

Base Attack/Grapple: +25/+55

Attack: Bite +31 melee (4d6+14)

Full Attack: Bite +31 melee (4d6+14) and 2 claws +29 melee (2d8+7) and tail slap +29 melee (4d6+7) and 4 tentacle slaps +29 melee (2d8+7)

Space/Reach: 50 feet/20 feet

Special Attacks: Superior trample (2d8+21, Reflex DC 36)

Special Qualities: Darkvision 60 feet, fast healing 15, impetuous resilience, low-light vision, spell immunity, walking fortress

Saves: Fortitude +26, Reflex +16, Will +14

Abilities: Str 38, Dex 10, Con 30, Int 4, Wis 18, Cha 12

Skills: Spot +32

Feats: Cleave (mastery 1), Iron Will, Great Fortitude, Lighting Reflexes, Multiattack (mastery 1), Opportunistic Attacker (mastery 1, 4, 8), Power Attack (mastery 1)

Environment: Any land

Organization: Solitary

Challenge Rating: 16

Advancement: 26+ HD (Colossal)

A colossus of Thard is named for the mighty spellcaster who forged these strange fusions of creature and machine in the shadowy depths of the ancient past. According to legend, Thard was a being older than the earth itself. In the elder days, he dwelled at the center of the world, fully ignorant of all that transpired on the surface. As the Masters (see "Sample Setting: The Swordlands" in Chapter Six of *Monte Cook Presents: Iron Heroes*) created their first cities and delved into the depths of arcane lore, Thard continued his quiet existence alone. Soon, though, the mighty being became aware of the pitiable creatures that dared to violate the surface of the world. Enraged, Thard crafted the first of his colossus beasts.

In time, Thard built hundreds of these creatures and unleashed them upon the world. Whether the war lasted hours, days, years, or centuries, none can say. All that is known is that in the end, Thard fell to the Masters' overwhelming arcane power. Yet some of his creations linger in



the dark corners of the world. Here and there, a party of adventurers might uncover a cache of strange relics or unleash a sealed catacomb filled with unimagined horrors. At least five of Thard's colossus beasts are still active, though rumors abound of others that lie sleeping or that remain hidden from the world.

A colossus is a 30-foot long, 30-foot wide, and 40-foot-tall creature that looks like a nightmarish fusion of skeletal beast, mechanical terror, and lumbering dinosaur. It walks on four legs and has a long, serpentine neck that ends in a relatively small head. Four tentacles, two on each of its flanks, reach out to crush its opponents. More importantly, the colossus has a small fortress built on its back. Constructed from bone and metal, this fortification consists of three squat towers positioned in a line along the creature's spine. The central tower stands 20 feet tall, while the other two are 10 feet in height.

The middle tower contains a system of devices used to control the colossus, though this machinery is unreliable at best. The other two towers are fitted with catapults and ballistas. The steps, doorways, and weapons in the towers look slightly larger than normal, as if humanoid creatures a bit taller and wider than humans were meant to operate them.



Defeating a colossus usually involves infiltrating the central tower and hijacking the controls. Even in this case, an adventurer's best bet is to command the colossus to leave the area or flee to a barren wasteland. These creatures have survived the millennia not only because of their raw power, but because their magical abilities make them difficult to slay permanently.

COMBAT

Despite its monstrous appearance and strange history, a colossus has relatively few options in combat. Still, its overwhelming strength and indomitable defenses make it a fearsome enemy. In battle, a colossus relies on its brute strength and endurance to crush its enemies beneath its massive, taloned feet.

Superior Trample (Ex): A colossus can use its trample attack as part of a move action. Normally, a trample attack requires a full-round action.

Darkvision (Ex): A colossus can see 60 feet even in total darkness. Darkvision is black and white only, but otherwise like normal sight.

Fast Healing (Ex): A colossus regains 15 hit points per round. Except where noted here, fast healing is just like natural healing. Fast healing does not restore hit points lost from starvation, thirst, or suffocation, and it does not allow the colossus to regrow or reattach lost body parts.

Impetuous Resilience (Su): Driven by strong magic and hardy enough to survive countless millennia, a colossus of Thard is too powerful to slay with mere sword blows. Instead, one must bring down and subvert its control mechanisms to truly defeat this creature. A colossus can't die due to loss of hit points and continues to operate as normal when brought below 0 hit points. However, it can be deactivated more easily when in this state. See the "Climbing the Colossus" for full information on its interior and controls.

Low-Light Vision (Ex): A colossus can see twice as far as a human in starlight, moonlight, torchlight, and similar conditions of shadowy illumination. It retains the ability to distinguish color and detail under these conditions.

Spell Immunity (Su): The colossus is immune to all spells that allow a Spell Resistance check. Anyone who casts a spell at the colossus automatically fails the caster level check to defeat its SR.

Walking Fortress (Ex): The colossus of Thard is a mobile combat platform, allowing it to carry numerous warriors into battle with ease. See "Climbing the Colossus" for full information on the creature's internal structure.

The colossus has three spires—the forward battle tower, command tower, and rear battle tower. Each spire is outfitted with a light catapult and a ballista. See below for details.

CLIMBING THE COLOSSUS

A colossus of Thard is large enough that it requires a little extra discussion to fully detail the fortifications atop its body.

If the player characters face one of these creatures, they must climb aboard its towers to defeat the eight or more warriors who command it and seize the creature's control mechanism in the central tower (see next page).

Colossus crew (8): Male and female human war2; Medium humanoids; CR 1; HD 2d8+4; hp 16; Init +0; Speed 30 feet; Defense 12 (+0 active, +2 passive); Attack/Full Attack: +5 longsword (1d8+2) or +3 strength longbow (1d8+2); DR: 1d4 (chainmail); SV Fort +5, Ref +0, Will +0; Str 14, Dex 10, Con 15, Int 10, Wis 11, Cha 10.

Skills: Climb +7, Jump +7.

Feats: Weapon Focus (longsword, mastery 1), Weapon Focus (longbow, mastery 1).

Equipment: Longsword, large shield, chainmail, longbow, arrows (20).

Some of the DCs given below are higher if the colossus moves or takes action to foil an intruder. In this case, the higher Difficulty Class applies for 1 round after the colossus takes the appropriate action. As a move action, the colossus can shake its body to disrupt the actions of everything aboard its back, tail, neck, and flanks. In this situation, increase all Balance and Climb DCs by 10. Creatures merely standing on the colossus' upper works or towers must make Balance checks (DC 10) or fall prone.

Feel free to adjust the level of the colossus crewmembers if they do not constitute a suitable threat to the party.

FLANKS

Craggy, tough skin covers the colossus' body. Scaling this surface requires a Climb check (DC 15, 20 if the colossus is in motion). The colossus can attack a climber with its bite and the two tentacles on the same side as the climber, but not with its claws or its two other tentacles.

HEAD/TAIL

Climbing the colossus' head is risky but potentially rewarding for characters, as the beast lacks defensive fortifications against assaults from this direction. Anyone adjacent to the creature can attempt to climb aboard its head by readying an action to grab the beast after it makes a bite attack against him or a target within his natural reach. The would-be climber must make a Climb check (DC 25) to grab hold as a standard action. Moving along the creature's neck requires a Balance check (DC 20).

The process for climbing the tail is the same, except that a would-be climber must hold his action to grab the colossus' tail until after it attempts a tail slap attack.

UPPER WORKS

A low metal wall partially surrounds the deck at the top of the colossus' back. The wall is 4 feet tall, and the deck consists of square slabs of hard grey metal. The wall provides cover and disrupts movement as normal. There is no wall in the direction of the colossus' neck and tail. Anyone scaling the beast from those directions can simply enter the floor of the upper works.

BATTLE TOWERS

The fore and rear towers are known as the battle towers, as they hold soldiers and artillery. A single metal door (hardness 8, 30 hit points, break DC 35) allows entrance. Each tower is 10 feet tall, with the ground floor used as a small barracks and the upper floor a small combat platform. The main chamber includes bunk beds riveted into the walls, with space for eight Medium creatures. A trap door in the floor (Search, DC 15) leads to a small storage area where the crew tucks food, ammunition, and weapons. A metal ladder leads to the roof.

The roof area has battlements, a light catapult, and a ballista. Climbing the tower without using the ladder proves difficult, though, as its outer walls are smooth, cool stone (Climb, DC 25).

CENTRAL TOWER

This main structure stands 20 feet tall between the two battle towers. A short flight of stairs set into the tower's wall allows access to the second floor. The first floor is accessible only through a secret door at the base of the tower (Search, DC 30). The second floor and roof are almost identical to the other two towers' first floors and roofs, respectively. This tower lacks the hidden storage facility, but a trap door in the second floor (Search, DC 25) leads down to the first floor.

The first floor of this tower holds the colossus' control mechanism. Mounted on the wall that lines up behind the beast's neck is a series of levers, along with a large crystal that shows everything the colossus can see. Humans can't normally control the beast with any precision, but they can try to give it a general order that requires a Disable Device check as a standard action to complete. If the colossus has 0 or fewer hit points, all Disable Device checks made to control it gain a +10 bonus.

Generally it takes a minimum of two crew members at the controls to manage all the functions of a colossus at the same time.

Disable Device Task	DC
Deactivate/kill the colossus	40
Flee combat area	30
Attack nearest creatures	10
Attack nearest specific target	20
Attack distant specific target	30
Control movement	25
Halt all actions	30

Occasionally, a warlord emerges who can fully control a colossus. These folk likely descended from the strange beings crafted by Thard to serve as his footsoldiers. An NPC with such a talent can appear in the campaign at the DM's discretion. At least once in the past, a powerful warleader (see *Mastering Iron Heroes*) managed to seize control of a colossus.

DIMENSIONAL PROWLER

Large Outsider

Hit Dice: 8d8+16 (52 hp)

Initiative: +6

Speed: 40 feet (eight squares), climb 20 feet (four squares)

Defense: 19 (-1 size, +2 Dex, +8 natural), touch 11, flat-footed 17

DR: 10/magic

Base Attack/Grapple: +8/+14

Attack: Claw +9 melee (1d6+2)

Full Attack: 2 claws +9 melee (1d6+2)

Space/Reach: 5 feet/5 feet

Special Attacks: Dimensional twist, rend the mortal form

Special Qualities: Darkvision 60 feet, sidestep, Spell

Resistance 20, unnerving presence

Saves: Fortitude +8, Reflex +8, Will +10

Abilities: Str 14, Dex 15, Con 15, Int 11, Wis 18, Cha 17

Skills: Balance +13, Hide +12, Move Silently +13, Sense

Motive +15, Sleight of Hand +13, Spellcraft +11, Spot +15, Survival +15

Feats: Dodge (mastery 1), Improved Initiative, Skill Focus (Hide)

Environment: Any

Organization: Solitary

Challenge Rating: 11

Advancement: —

The horrific dimensional prowler can reach into a creature's body and tear it to shreds with the slightest gesture. It lurks in the strange, unknown space between reality and other cosmic realms. Some sages believe it can peer into and manipulate dimensions invisible to humanity. When a prowler uses its magical abilities, it merely reaches into these unknowable dimensions and alters reality as humanity knows it. Moving an object hundreds of feet in the blink of an eye is no more alien to a dimensional prowler than walking across a room.



Dimensional prowlers have an appearance that matches their bizarre abilities. They are humanoid-shaped creatures with long, spindly arms and legs that each end in three digits. Their torsos are long and narrow, while their head is little more than a slight stump with two long tentacles that contain the prowler's sensory organs. These organs resemble multifaceted eyes similar to those of a fly. A prowler has rough, chitinous skin, and it typically moves on all four limbs, climbing across walls and ceilings like a spider. In battle, it rears back on two legs and attacks with its hands. These creatures rarely resort to physical violence, as their ability to bend and shift dimensions deals far more damage than a simple claw attack.

Dimensional prowlers exude an aura that leaves mortal creatures uneasy, as if something is not quite right about these monsters. A prowler's appearance is merely what the human mind can make of its strange, multidimensional aspect. These creatures have no true physical form in the traditional sense. Instead, their bodies manifest in the zone of space and time that their psyches happen to occupy. The true form of a prowler is tucked away in pocket dimensions and imperceptible folds in space.

COMBAT

When faced with an opponent, a dimensional prowler uses its ability to slide into and manipulate dimensional space to rip its enemies into pieces. A weapon master might suddenly find himself suspended in midair over a pit. An archer unexpectedly drops into the ground, leaving her foot entombed in solid rock. Sages believe that dimensional prowlers can move into unknown pockets of reality and cause effects that are seemingly impossible to mortals. For this reason, they are deadly foes indeed.

Luckily, dimensional prowlers rarely trouble mankind. The typical peasant has nothing to fear from these creatures. Hundreds of them could swarm over a village, but the prowlers move through strange spaces that mortals cannot perceive. Sometimes, though, these creatures are pushed to attack and kill living creatures.

Prowlers live on raw magical energy. Powerful magical effects, mighty artifacts, and out-of-control arcane processes draw prowlers like blood draws sharks. In these areas, prowlers might attack and slay mortals. Sometimes, they do so because they see the mortals as a threat to the source of the magical effect. A hero who seeks to halt a runaway arcane experiment or destroy an artifact might face the dimensional prowlers who rely on it for sustenance.

In other cases, prowlers kill humans out of curiosity or ignorance. Due to their utterly alien way of perceiving and interacting with the world, a dimensional prowler might reach out to touch or inspect a human and accidentally turn him inside out.



Dimensional Twist (Su): By reaching into the space between dimensions, a prowler can rip and tear an opponent to shreds from the inside out. The prowler's claws seem to slide into a pocket of space and reappear within the target's body. As a standard attack action, the prowler can force a single opponent within its line of sight to suffer 8d6 points of damage. A Fortitude save (DC 18) halves this damage. This is a Wisdom-based saving throw.

Rend the Mortal Form (Su): A prowler can attempt to kill an opponent by slowly twisting and turning the space around him, causing him to turn inside out in a sudden, explosive burst. As a standard action, the prowler can target one opponent in its line of sight each round. The target must make a Fortitude save (DC 23) to resist the shift and change. If the target fails three saves against this ability in a one-hour span, he suddenly twists inside out and has just enough time to realize what's happened to him before dying. The first two failed saves cause mild discomfort and a growing sense that something is terribly wrong, but they otherwise offer no clue of the gory death that is at hand.

The saving throw against this ability is Wisdom based and includes a +5 racial bonus.

Darkvision (Ex): A dimensional prowler can see 60 feet even in total darkness. Darkvision is black and white only, but otherwise like normal sight.

Sidestep (Su): As a move action, a dimensional prowler can instantly move from its current space to a space within its line of sight. The prowler seems to disappear into an invisible gateway and reappear in the new space a moment later.

Unnerving Presence (Ex): A dimensional prowler bends, folds, and strains reality by its mere presence. Creatures other than outsiders feel threatened, tense, and nervous around prowlers. Any creature that comes within 60 feet of a prowler must make a Will save (DC 17) or become shaken for 1d4 minutes. When a mortal's mind attempts to fully perceive or understand the prowler, a primal, almost instinctive fear reaction results in an observer.

DIRE GLOOM

Medium Undead

Hit Dice: 8d12 (52 hp)

Initiative: +8

Speed: 10 feet (two squares), fly 60 feet (perfect, 12 squares)

Defense: 18 (+4 Dex, +4 natural), touch 14, flat-footed 14

DR: 5/piercing

Base Attack/Grapple: +4/+15

Attack: Slam +6 melee (1d6+3)

Full Attack: Slam +6 melee (1d6+3)

Space/Reach: 5 feet/5 feet

Special Attacks: Choking darkness, improved grab, natural grappler

Special Qualities: Corpse animator, darkvision 60 feet, lurker in the dark, undead traits

Saves: Fortitude +2, Reflex +6, Will +7

Abilities: Str 16, Dex 18, Con —, Int 10, Wis 12, Cha 12

Skills: Escape Artist +15, Hide +15, Listen +12, Move Silently +15

Feats: Improved Grapple, Improved Initiative, Improved Unarmed Strike

Environment: Any land or subterranean

Organization: Solitary

Challenge Rating: 5

Advancement: By character class

The dire gloom is a creature of liquid darkness that flows over its foes and drowns them in a chilling embrace. Its shape—if it can be said to have one—is hard to pin down because the undead beast roils endlessly across the ground or through the air. Most adventurers describe it as a bundle of inky streaks that coil and splash together in a motion that's almost hypnotic in its grace. But there's nothing delicate about the nasty manner in which it invades and destroys its victims.

Like a living globule of water, a dire gloom can force itself down an opponent's throat and into his lungs, choking the life out of him. The dire gloom then slowly consumes its victim's life force, draining energy and consuming his physical body over the course of a week or two. In this state, the dire gloom uses the victim's body like an armored shell. From a distance, the dire gloom's disguise masks it from detection. A closer inspection, though, reveals several telltale signs of its presence. The shell body's eyes turn an inky black, and the body moves in a jerky, awkward manner.

The dire gloom arises in areas where the stuff of the Negative Energy Plane spills over into the mortal realm. Intelligent creatures slain by the influx of energy become dire glooms, chunks of negative energy given intelligence as the dying creature's soul becomes enmeshed within the stuff of the negative plane. Dire glooms are hateful beings, and they carry twisted, distorted memories of their lives.

While dire glooms delight in tormenting and slaying their prey, they are by no means mindless killers. Many of them develop class abilities, particularly spellcasting talents, while others work with evil cultists, high priests, and others who can furnish them with a steady stream of victims in return for service. In particular, they make excellent assassins.





COMBAT

A dire gloom falls upon its foes like a torrent of water, overwhelming and drowning them with its body. Typically, these monstrosities lurk in dark places that render them almost invisible. They envelop their prey and kill it before it has a chance to react. More than one expedition to a forgotten ruin has ventured into a gloomy passage only to find one of its members missing when it emerged on the other side.

Choking Darkness (Ex): A dire gloom can attempt to force its way down the throat of an opponent that it has grappled. While grappling a foe, the dire gloom may attempt a grapple check to seize the opponent's body. If this check succeeds, it partially forces its way into the victim's mouth. The target still can breathe through his nose, but he's unable to speak or use spells with a verbal component. In addition, he suffers 1d4 points of Charisma damage per round.

The victim can use a full-round action to attempt to cough out the dire gloom by making a Fortitude save (DC 15). This is a Charisma-based saving throw.

If the target's Charisma drops to 0 before he can cough out the invader, the dire gloom has forced its way completely into his body. The target suffers 1d6 points of Constitution damage per round as the dire gloom tears apart his innards and drains his life. If the target dies, the dire gloom seizes control of the body according to the corpse animator ability described below.

Improved Grab (Ex): If the dire gloom hits with a slam attack, it deals normal damage and attempts to start a grapple as a free action without provoking an attack of opportunity. No initial touch attack is required. Unless otherwise noted, improved grab works only against opponents at least one size category smaller than the dire gloom. The dire gloom has the option to conduct the grapple normally, or simply use the part of its body it used in the improved grab to hold the opponent. If it chooses to do the latter, it takes a –20 penalty on grapple checks, but is not considered grappled itself; the dire gloom does not lose its Dexterity bonus to defense, still threatens an area, and can use its remaining attacks against other opponents. Each successful grapple check it makes during successive rounds automatically deals the damage indicated for the attack that established the hold. When a dire gloom gets a hold after an improved grab attack, it pulls the opponent into its space. This act does not provoke attacks of opportunity. It can even move (possibly carrying away the enemy), provided it can drag the opponent's weight.

Natural Grappler (Ex): The dire gloom gains a +4 racial bonus to all grapple checks. Its liquid, flexible form makes it a daunting wrestling opponent.

Corpse Animator (Ex): The dire gloom can animate the corpse of an opponent it killed using its choking darkness ability. This creature must be between size Small and Huge. Smaller and larger creatures either lack the space to host a dire gloom or are too bulky for the creature to handle.

While inside a body, the dire gloom gains a number of benefits and drawbacks. It can walk at a speed of 10 feet, its Dexterity score becomes 3, its natural bonus to defense equals the victim's bonus, and it has hit points determined by the size of the corpse. It cannot make attacks, as it lacks the fine control needed for an accurate, powerful strike.

Corpse Size	Hit Points
Small	5
Medium	10
Large	20
Huge	40

The dire gloom can escape from an animated corpse by billowing from its mouth as a full-round action. If the corpse's hit points drop to 0 or lower, the body collapses, leaving the dire gloom in its space. Attacks can injure only the corpse. As long as the body has any hit points remaining, it absorbs all damage.

Darkvision (Ex): A dire gloom can see 60 feet even in total darkness. Darkvision is black and white only, but otherwise like normal sight.

Lurker in the Dark (Ex): The dire gloom's black color grants it a +4 racial bonus to Hide checks made in dark or shadowy areas.

DIRE GLOOM CHARACTERS

Dire glooms that gain character class levels are among the most malevolent and deadly of their kind. These undead creatures invariably retain some fragment of their previous lives. While these memories are twisted and warped, they still allow a dire gloom to gain the benefits of its old training and improve its skills.

These dire glooms sometimes hold a treasure trove of information. They're immortal unless slain in combat, making some of them centuries old, with vague knowledge and recollections of their mortal lives. Explorers sometimes offer a victim to a dire gloom in exchange for scraps of secret information. The creatures prefer intelligent prey, which struggles and dies in an appealing manner, over animals and other offerings.

EMERALD SERPENT

Large Magical Beast

Hit Dice: 12d10+60 (126 hp)

Initiative: +1

Speed: 30 feet (six squares)

Defense: 22 (-1 size, +1 Dex, +12 natural), touch 10, flat-footed 21

DR: —

Base Attack/Grapple: +12/+27

Attack: Bite +18 melee (1d8+7 and poison) or spitting venom +12 ranged (poison)

Full Attack: Bite +18/+13/+8 melee (1d8+7 and poison) or spitting venom +12/+7/+2 ranged (poison)

Space/Reach: 10 feet/10 feet

Special Attacks: Constrict, improved grab, poison, spit venom

Special Qualities: Darkvision 60 feet, rapid attack, uncoil

Saves: Fortitude +13, Reflex +9, Will +6

Abilities: Str 24, Dex 12, Con 20, Int 6, Wis 14, Cha 10

Skills: Listen +9, Spot +8

Feats: Superior Constrict (mastery 1, 3, 4, 5), Superior Grab (mastery 1)

Environment: Any tropical or temperate

Organization: Solitary or pair

Challenge Rating: 9

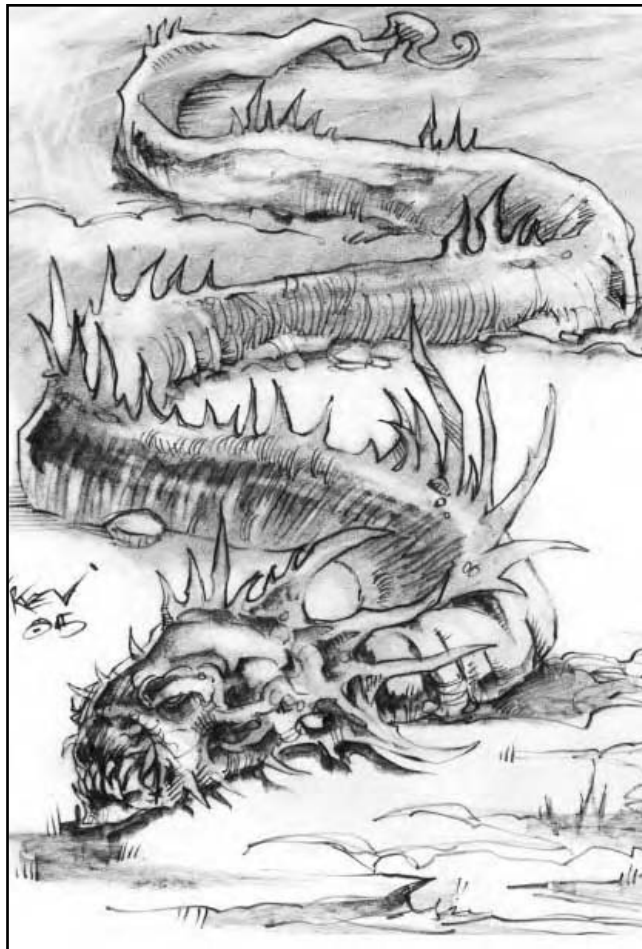
Advancement: 13–18 HD (Large); 19–24 HD (Huge)

With its massive, crushing coils and deadly, spitting poison, the emerald serpent is a formidable opponent for any adventuring party. Many evil cults, warlords, and powerful merchant princes use emerald serpents to guard their treasures. While the serpents are deadly animals, they are surprisingly easy to train if captured when young. A serpent requires relatively infrequent feedings—a single cow or similar creature can keep it satiated for several days. Thus, they make ideal guardians for isolated tunnels, secret entrances, and passages rife with traps. Since they require little upkeep, they are easy to maintain in dangerous or difficult-to-reach places.

An emerald serpent, as its name indicates, has a gleaming green hide. Under torchlight, its skin seems to glisten like a suit of fine chainmail. Its feral, yellow eyes indicate its low cunning, as serpents generally prefer to stalk and ambush their prey. Despite their great size, emerald serpents can move in near silence as they slither across the ground.

COMBAT

In battle, emerald serpents rely on their poison to wear down their enemies. They prefer to attack an opponent at long range, as this maneuver gives them the best chance to pelt a foe with venom. As the serpent's poison weakens its foe, it closes in to embrace the enemy in its crushing grasp.



Constrict (Ex): An emerald serpent can crush an opponent, dealing 2d6+9 points of bludgeoning damage, after making a successful grapple check. Because the serpent also has the improved grab ability, it deals constriction damage in addition to damage dealt by the bite attack used to grab.

Improved Grab (Ex): If the emerald serpent hits with a bite attack, it deals normal damage and attempts to start a grapple as a free action without provoking an attack of opportunity. No initial touch attack is required. Unless otherwise noted, improved grab works only against opponents at least one size category smaller than the serpent. The emerald serpent has the option to conduct the grapple normally, or simply use the part of its body it used in the improved grab to hold the opponent. If it chooses to do the latter, it takes a -20 penalty on grapple checks, but is not considered grappled itself; the serpent does not lose its Dexterity bonus to defense, still threatens an area, and can use its remaining attacks against other opponents. Each successful grapple check it makes during successive rounds automatically deals



the damage indicated for the attack that established the hold. When an emerald serpent gets a hold after an improved grab attack, it pulls the opponent into its space. This act does not provoke attacks of opportunity. It can even move (possibly carrying away the foe), provided it can drag the opponent's weight.

Poison (Ex): The emerald serpent's poison inflicts 1d8 points of Strength damage as its primary and secondary damage, with a Fortitude save (DC 21) needed to resist its effects. This is a Constitution-based saving throw.

Spit Venom (Ex): An emerald serpent has the ability to focus and spit its venom at a foe. Its poison is so potent that it can seep through a creature's skin and affect the victim with almost the same strength as if the serpent injected the poison with its fangs. This attack has a range increment of 20 feet. A creature hit by the poison gains a +2 bonus on its Fortitude save because the venom loses some of its strength as it seeps through cloth and skin. The emerald serpent can make a ranged attack with its poison once per round as a standard action.

Darkvision (Ex): An emerald serpent can see 60 feet even in total darkness. Darkvision is black and white only, but otherwise like normal sight.

Rapid Attack (Ex): The emerald serpent's quick reflexes and surprising intelligence allows it to make multiple attacks

per round as determined by its base attack bonus. It attacks as if it were a player character with the same base attack bonus.

Uncoil (Ex): An emerald serpent's long, sinuous body allows it to move through tight confines without penalty. A serpent can move through a passage designed for a creature up to two size categories smaller than its own size without squeezing. It merely uncoils, folds its body back on itself, and moves through such areas with ease.

EMERALD SERPENT GUARDIANS

Preparing an emerald serpent as a guardian or lookout is a long, involved process beyond the scope of most character's actions. A potential trainer must find a newly born serpent and spend six years shepherding it to adulthood. A trained serpent acts with the full potential of its Intelligence score. It can learn a variety of commands and obeys them to the best of its ability. An emerald serpent understands whether it's supposed to watch a certain area of a dungeon, avoid traps and similar hazards, and allow specific individuals or visitors wearing particular signs or clothing to pass unmolested.

Usually, an emerald serpent employed in this manner has free rein to establish an area as its hunting ground. Instead of restricting a serpent to one specific room, most trainers allow it to roam an entire dungeon level, network of passages, and so forth. In this manner, the serpent learns the area and turns the terrain to its advantage. Given that the beast has a powerful ranged attack with its poison, it needs room to repel intruders.

Many cults and other factions that use an emerald serpent as a guardian carve small tunnels and passages into the monster's hunting ground. These access points, typically designed to be too small for Medium creatures, grant a serpent the ability to outmaneuver or ambush its enemies.

For a bit of variety, you can introduce other types of serpents as well. Ruby serpents might spit venom that saps Intelligence, while the venom of sapphire serpents might inflict Wisdom damage. Onyx serpents might cause Constitution damage, and so on.

EMERALD SERPENT HIDE ARMOR

An emerald serpent's skin makes excellent hide armor. A suit of emerald serpent hide armor confers 1d6 damage reduction. This Medium armor weighs 15 lbs. and has an armor check penalty of -3.

Tough, flexible, and easy to work with, emerald hide armor is highly valued by snake cultists and savage warriors who lack access to metal armor. The typical suit of emerald serpent hide costs 150 gp.



ADVENTURE IDEA

A disreputable local merchant has been doing a lucrative business selling stolen goods under the cover of his legitimate shop. He stores his illegal merchandise outside of town in a cave guarded by a number of lackeys and an emerald serpent.

The thieves signal the lackeys every time they are about to arrive with a new delivery of illegal merchandise by making a shrill whistle. After dumping the goods, the thieves prefer to leave quickly, as they're more than a little afraid of the formidable emerald serpent guardian.

The emerald serpent is under the direct control of the merchant and follows only his orders; it does not obey the lackeys or thieves, but it does not attack them, either. When it hears the signal whistle, it comes to the cave mouth to watch the delivery.

The merchant has had his lackeys dig a number of pit traps inside the extensive cave area. The serpent has spent a good deal of time in this storehouse-lair digging a series of tunnels throughout the place, which allow it to evade the pit traps. While Medium characters can't manage to squeeze through these narrow passages, the serpent can slip through with relative ease.

When the heroes discover that some of their own items have been stolen, they manage to track the thieves to the cave. There they must avoid the traps, defeat the lackeys, confront the serpent, and retrieve their items without attracting the notice of the merchant or the thieves, who may be coming along at any moment with a new delivery of ill-gotten goods.



FLESH FLAYER

Large Monstrous Humanoid

Hit Dice: 8d8+32 (68 hp)

Initiative: +3

Speed: 30 feet (six squares)

Defense: 20 (-1 size, +3 Dex, +2 natural, +6 base defense), touch 18, flat-footed 11

DR: —

Base Attack/Grapple: +8/+16

Attack: Chain strike +12 melee (2d4+6)

Full Attack: Chain strike +12/+7 melee (2d4+6)

Space/Reach: 10 feet/10 feet, 15 with chain strike

Special Attacks: Chain attack, ecstatic touch

Special Qualities: Low-light vision

Saves: Fortitude +6, Reflex +9, Will +7

Abilities: Str 18, Dex 16, Con 18, Int 12, Wis 12, Cha 18

Skills: Intimidate +15, Listen +12, Profession (torturer) +12

Feats: Combat Reflexes (mastery 1), Weapon Focus (chain strike, mastery 1, 2)

Environment: Any

Organization: Solitary

Challenge Rating: 5

Advancement: By character class

A flesh flayer is a vicious creature that uses long, slender, hooked chains that run through its body to entangle, snare, and slay its opponents. In combat, it flings opponents across the battlefield, drags them toward its waiting claws, or rips the skin from their bodies. A flesh flayer is a deadly foe primarily because of its ability to entrap others in its hooks.

The typical flesh flayer is a gaunt humanoid creature clad in a blood-stained body cloak. Its pale skin is crisscrossed with dozens of scars. A close inspection of these old injuries reveals their true nature. Just beneath the skin of each “scar” is a thin, finely crafted chain. When the flesh flayer attacks, the scars undulate and pulse as the chains burst forth, ready to lash out at prey. Most flesh flayers are hairless,

and their bodies are covered with so many thick scars that identifying their gender is nearly impossible.

Flesh flayers are intelligent, independent creatures. They feed on the pain and suffering that their hooked chains inflict. Sometimes, a powerful or charismatic necromancer can gain the services of a flesh flayer as a torturer or inquisitor. These grim artisans are experts at forcing the truth from even the most recalcitrant prisoners.

On their own, flesh flayers seek to cause torment and agony. They gather mortal followers to them, particularly the weak and desperate. These thralls provide a flesh flayer with





victims. In return, the flesh flayer offers the agonizing yet ecstatic touch of its gruesome chains. In many cases, the flayer slowly builds a secretive cult that provides it with dozens of willing victims. To these fanatics, torment at the hands of a flesh flayer is the ultimate form of pleasure. Since a flesh flayer derives its sustenance from pain, not death, it finds this arrangement satisfying. Deep scars and other injuries can give away a commoner's involvement in a flayer cult, though most cultists attempt to hide their injuries with makeup and heavy clothing.

COMBAT

A flesh flayer relies on its deadly chains to control the battlefield. It can pull an opponent closer to attack her in melee, or it can grasp a foe and try to fling her a great distance. The flayer's chains can also deliver a strangely seductive touch, one that mingles intense agony with sheer pleasure. This attack is particularly deadly, as a befuddled victim might be torn to death without realizing that she is in great peril.

Chain Attack (Ex): The flesh flayer can make an attack that allows it to entangle a foe in its chains. As a full attack action, it makes a single chain attack against its target. If this attack hits, it inflicts damage. The target then must make an opposed grapple check against the flayer. The flesh flayer gains a bonus to its grapple check equal to the number of points of damage its attack inflicted. If the flesh flayer wins this opposed check, the target is entangled.

While the flesh flayer has a target entangled, it can choose from among the following actions. The victim of this attack can make a grapple or Escape Artist check to break free. While a flesh flayer has an opponent entangled, it can't use its chains to attack anyone else.

Inflict Damage: With a successful grapple check, the flesh flayer inflicts its chain damage against the target.

Pull Target: The flesh flayer can pull its entangled victim closer. To do this, the target and the flayer make an opposed grapple check. The flayer gains a +4 bonus on this check due to its chains. If the flayer wins, it pulls its victim one square closer to it, plus one additional square for each 5 points by which it won the grapple check.



Throw Target: The flesh flayer can attempt to throw a smaller target through the air. The victim must be at least one size category smaller than the flayer. The flayer makes an opposed grapple check against its target without the +4 bonus due to its chains. If this check succeeds, the flayer may throw its target in any direction a total distance of one square plus one additional square for each 5 points by which it won the grapple check. Thrown characters suffer 1d3 points of damage per square thrown. A victim of this attack is no longer entangled in the flayer's chains—the creature must let go to throw her.

Ecstatic Touch (Su): The flesh flayer can choose to deliver an attack that causes both rapturous pleasure and intense agony in its victim. The flesh flayer makes its melee attack (or attacks) as normal. If the flayer hits, the target must make a Will save (DC 18). Determine the attack's damage as normal. If the save fails, this damage and all other damage from the flayer's chain attacks are recorded in secret.

The flayer shares the rapturous joy it feels as it devours its victim's pain, masking the true extent of the injuries it inflicts.

The DM (not the player) keeps track of the character's total damage from the flesh flayer. The player records damage from other attacks as normal, but the flesh flayer's attacks could leave the character at the edge of death without the victim even realizing it.

A given target must make only one Will save against this ability per encounter. If she succeeds, she doesn't need to attempt the saving throw again.

Low-Light Vision (Ex): A flesh flayer can see twice as far as a human in starlight, moonlight, torchlight, and similar conditions of shadowy illumination. It retains the ability to distinguish color and detail under these conditions.

FLESH FLAYER CHARACTERS

Most flesh flayers that advance in a character class gain levels in executioner, though a few become men-at-arms or arcanists. The other classes are almost unknown among their kind.

Many skilled flayer torturers gain levels in expert to become artisans of their craft. These horrific fiends see the act of inflicting pain as a cultured, artistic pursuit.

GLITTERWING

Tiny Magical Beast

Hit Dice: 1/2 d10+1 (3 hp)

Initiative: +4

Speed: 10 feet (two squares), fly 40 feet (perfect, eight squares)

Defense: 17 (+2 size, +4 Dex, +1 natural), touch 16, flat-footed 13

DR: —

Base Attack/Grapple: +0/−10

Attack: Sting +6 melee (1d2 and poison)

Full Attack: Sting +6 melee (1d2 and poison)

Space/Reach: 2.5 feet/0 feet

Special Attacks: Death pulse, light flash, luminescence, poison

Special Qualities: Darkvision 60 feet, glitterwing immunities, low-light vision

Saves: Fortitude +3, Reflex +6, Will +0

Abilities: Str 6, Dex 18, Con 12, Int 3, Wis 11, Cha 8

Skills: Hide +16, Tumble +8

Feats: Weapon Finesse

Environment: Temperate forest

Organization: Solitary, pair, or swarm (4–60)

Challenge Rating: 1/2

Advancement: 1–3 HD (Small)

The glitterwing is a small but dangerous moth found in the deepest sections of old growth forests. Its abdomen glows when the glitterwing is angered or on the hunt, serving as a warning sign to those who cross its path. In most cases, a glitterwing uses its luminescence to attract moths and other insects. Sometimes, though, a swarm of glitterwings may attack a group of humans. In particular, these creatures react aggressively toward any real or perceived attack against their nests. The nimble glitterwing not only boasts a stinger that drips with poison but also a lengthy proboscis that helps it navigate. The creatures measure about 3 feet long with a wingspan of just over that amount.

Many savage forest tribes use glitterwings as sentinels. A tribe might allow a glitterwing nest to grow along the edges of its territory. The glitterwings provide a convenient beacon at night, and they might attack any intruders or predators that blunder into the area. Since glitterwings are nocturnal, their nests are safe to pass during daylight hours.

In a few cases, tribespeople have learned to tend and use glitterwings in a manner similar to the way a beekeeper domesticates bees. By providing a nest with food, a tribe can slowly tame the glitterwings and use them as allies. Such creatures prove invaluable not only as guards, but as beasts of war. Glitterwings can use their natural luminescence to blind and dazzle opponents, forming a deadly team with a tribe's warriors.



COMBAT

In battle, glitterwings rely on their poisonous stingers to defeat larger foes. While this poison is relatively weak, its effects can prove deadly if dozens of glitterwings descend upon a single target. Glitterwings attack without any concern for their own safety. Once they join in battle, they fight to the death. When a glitterwing dies, its body explodes in a bright flash that disables its enemies and leaves them at the mercy of the rest of the swarm.

Death Pulse (Ex): When a glitterwing dies, the chemicals within its body that allow it to glow burst into a focused pulse of light. Any creature within 10 feet of the glitterwing must make a Fortitude save (DC 11) or be blinded for 1d4 rounds. This is a Constitution-based saving throw.

Light Flash (Ex): A glitterwing can emit a brief flash of light that overwhelms a creature's sight. As a standard action, it creates a short pulse of light. Any creature within 10 feet of the glitterwing must make a Fortitude save (DC 11) or be dazzled for one minute.

Luminescence (Ex): A glitterwing can shed light in a 10-foot radius around its body, with shadowy illumination extending another 20 feet beyond this area. As a free action,



the glitterwing can reduce the area it lights to a 5-foot radius, with 10 feet of shadowy illumination, or increase the area to its usual size. It may also choose to completely extinguish its light. Generally, glitterwings use this ability when they are angry or if they seek to draw prey.

Poison (Ex): A glitterwing's poison inflicts 1d2 points of Strength damage as its primary and secondary effect, with a Fortitude save (DC 11) needed to resist. This is a Constitution-based saving throw.

Darkvision (Ex): A glitterwing can see 60 feet even in total darkness. Darkvision is black and white only, but otherwise like normal sight.

Glitterwing Immunities (Ex): Glitterwings are immune to blindness and dazzling attacks.

Low-Light Vision (Ex): A glitterwing can see twice as far as a human in starlight, moonlight, torchlight, and similar conditions of shadowy illumination. It retains the ability to distinguish color and detail under these conditions.

USES FOR GLITTERWINGS

As mentioned above, some primitive tribes use glitterwings as guardians, sentinels, and even beasts of war. However, training a glitterwing is no easy feat. A beast master must find a complete hive and, over the course of many long months, earn its trust by providing it with food and protection. The Difficulty Classes for all Handle Animal checks made to work with glitterwings suffer a +10 increase.

Trained glitterwings swarm forward before their masters, using their light ability to point out enemies and blind their opponents. Once their masters close to melee range, the glitterwings swarm away to avoid dazzling their allies. If possible, the glitterwings attack with their poisoned stingers to soften up the foe.

While rustic peoples value glitterwings for their abilities, hunters and opportunists sometimes have other plans for the creatures. The luminescent material in their bodies can be applied to a rod to make it glow when properly treated. The glitterrod sheds light in a 10-foot radius, with shadowy illumination extending another 20 feet beyond this area. It glows for six hours, after which the treated tip is tapped out and worthless. (Market price 2 gp.) The luminescent material from six glitterwings can be combined into a lamp for illumination equivalent to a lantern. A glitterlamp glows for three times as long as a lantern and costs triple the price.

The chemicals that cause a glitterwing's death pulse can be collected carefully to create a flash bomb, which one can throw as a grenadelike weapon (see *Iron Heroes*, Chapter Eight: Combat). It causes all those within 10 feet to attempt a Fortitude save (DC 11). Those in direct hit range who fail the save are blinded for 1d4 rounds; those in splash range who fail it are blinded for only 1 round. (Market price 35 gp.)

GOSSAMER WYRM

Large Dragon

Hit Dice: 12d12+72 (150 hp)

Initiative: +8

Speed: 30 feet (six squares), climb 30 feet (six squares), fly 60 feet (good, 12 squares)

Defense: 23 (–1 size, +4 Dex, +10 natural), touch 13, flat-footed 19

DR: 5/magic

Base Attack/Grapple: +12/+21

Attack: Bite +16 melee (2d6+5) or tail stinger +16 melee (1d8+5 and poison)

Full Attack: Bite +16 melee (2d6+5) and 2 claws +11 melee (1d8+2) and 2 wings +11 melee (1d6+2) and tail stinger +11 melee (1d8+2 and poison)

Space/Reach: 10 feet/10 feet

Special Attacks: Breath weapon, poison, web

Special Qualities: Darkvision 60 feet, immune to stun and paralysis, spell resistance 21

Saves: Fortitude +14, Reflex +12, Will +12

Abilities: Str 20, Dex 18, Con 22, Int 14, Wis 18, Cha 20

Skills: Bluff +20, Diplomacy +20, Intimidate +20, Listen +17, Sense Motive +17, Spot +17, Survival +17, Swim +20

Feats: Cleave (mastery 1, 2), Combat Reflexes (mastery 1), Improved Initiative, Power Attack (mastery 1)

Environment: Any forest

Organization: Solitary, pair, or clutch (3–6)

Challenge Rating: 11

Advancement: 12–18 HD (Large); 19–25 HD (Huge)

A gossamer wurm is a strange combination of dragon and insect that plagues many forested areas with its deadly webs and subtle but deadly poison attack. Many folk mistake a gossamer wurm for a fey creature, and while these dragons do sometimes ally with the fair folk, they are properly members of dragonkind. The chromatic and metallic dragons accord them the full respect due to a dragon, though the mightiest gossamer wyrms pale in comparison to the eldest examples of other draconic lines.

Gossamer wyrms thrive in forested areas. They tend to dwell within the oldest such places, the great stands and thick jungles that have never known a human's axe or the slightest intrusion of civilization. Thus, they sometimes come into conflict with human settlements that seek to expand outward into such virgin territory. Gossamer wyrms look down upon humanoids as puny, weak creatures. They have little compunction about destroying a small community if they feel it impinges on their hunting ground. While they are intelligent and can be reasoned with, gossamer wyrms rarely treat nondragons or nonfey as equals. They see themselves as the rightful lords of the domains they claim, and other creatures should come, go, live, and die by their will.

Gossamer wyrms look like a bizarre blend of a dragon, an insect, and a butterfly. They have long, serpentine bodies and dragonlike heads. Their wings are brightly colored like a butterfly's and have a similar shape. A secondary pair of wings, much smaller but otherwise identical to the first, is set farther along the wyrm's body. Its long, slender limbs allow it to pluck fruit from trees and prey from the ground. The limbs resemble those of an enormous fly, covered with short tufts of fur and dark scales. Its long tail ends in a deadly, barbed stinger.

COMBAT

In battle, a gossamer wyrm prefers to strike from above. It leads off most attacks with its breath weapon. If this attack gravely wounds its victims or sends them fleeing in terror, it sweeps back to finish its enemies with its claws and fangs. Otherwise, it continues to snipe at the foe with its breath weapon and an occasional flyby attack. Against the toughest enemies, or if it faces an extended incursion, it seeks out the strongest warriors or commanders and stings them with its poison. As the venom takes hold, the gossamer wyrm flees. Later, once the poison has filled its victims with fevered dreams, the wyrm calls them to the deep forest. There, it either slays its defenseless enemies or questions them to learn how best to turn back a determined foray into its territory.

A gossamer wyrm in its home territory is a deadly foe. In a manner similar to a spider, the wyrm weaves thick, tough webs that can trap even the mightiest warrior. Worst of all, these webs are infused with strange fey magic that can cause a victim to become lost in dreams even as the wyrm closes in to finish him. In battle, a wyrm sometimes spins a web and casts it upon a foe.

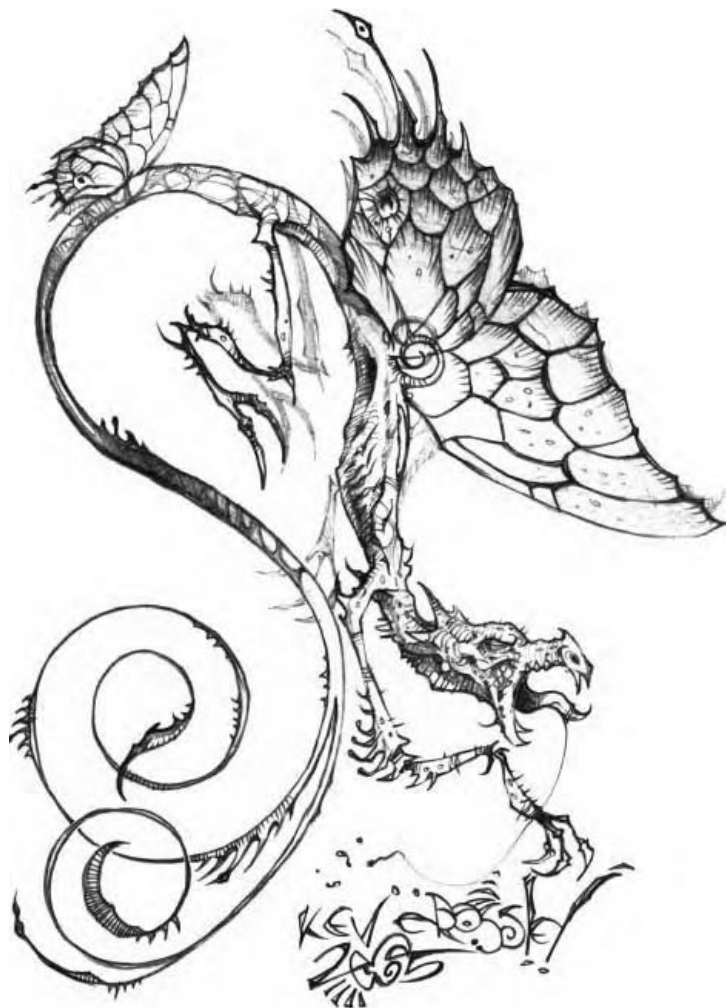
If surprised or caught in a bad situation, a gossamer wyrm's first impulse is to run. These creatures usually bolt straight upward, relying on the thick foliage of their forest homes to protect them from ranged attacks as they flee. Invariably, the wyrm retreats only to plot its next attack.

Breath Weapon (Su): A gossamer wyrm's breath weapon is a 60-foot cone that takes on one of two different effects:

- The wyrm can create a hallucinogenic gas that leaves its victims confused for 2d4 rounds (Will save, DC 22 negates). For details on confusion, see "States and Conditions" in Chapter Eight of *Iron Heroes*.
- The wyrm can produce a searing blast of energy that inflicts 16d6 points of damage.

Either way, the creature can use its breath weapon once every 10 rounds.

Poison (Ex): A gossamer wyrm's tail stinger delivers an insidious poison that seems to have little effect upon its initial delivery. The poison causes 2 points of Wisdom damage



as its primary and secondary effects. A Fortitude save (DC 22) allows one to resist the venom. However, a creature that fails to save against the primary or secondary effects must make a Will save (DC 22) the next time it falls asleep. If this save fails, the creature comes under the wyrm's mental control for 2d4 hours. The creature moves at half its normal speed and appears to be sleepwalking. It can take no independent action, and would walk off the side of a cliff if commanded to do so.

The wyrm can command its victim to travel to a specific place by mentally relaying a map to him. Once he is there, the wyrm can compel its victim to truthfully answer its questions. If attacked by the wyrm, the victim makes no attempt to defend himself. However, once the victim suffers damage, the control ends. The victim must take nonlethal or normal damage to break the control. A slap to the face, for example, does nothing to break the bond if it deals no damage.



The wyrm can issue specific commands to its victim. It sees through the victim's eyes and hears through his ears. For example, it could order a controlled humanoid to enter a gatehouse and lower a drawbridge. However, anything more complex than manipulating a simple mechanism is impossible. For example, the victim of this control moves too slowly to fight effectively. He loses his active bonuses to defense against all attacks and in turn cannot make any attacks.

After awakening, the victims of this control remember nothing aside from a hazy dream of a great and powerful dragon that held them in its claws. They have no recall of any actions they may have taken.

Web (Ex): A gossamer wyrm can throw a web eight times per day. This attack has a maximum range of 50 feet, with a range increment of 10 feet, and proves effective against targets up to one size category larger than the wyrm. An entangled creature can escape with a successful Escape Artist check (DC 16) or burst the web with a Strength check (DC 16). Both are standard actions. The check Difficulty Classes are Constitution based.

Wyrms can create sheets of sticky webbing that reach up to 100 square feet in total size. They usually position these sheets to snare flying creatures but can also try to trap prey on the ground. Approaching creatures must succeed at a Spot check (DC 20) to notice a web. Otherwise, they stumble into it and become trapped as though by a successful web attack. Attempts to escape or burst the webbing gain a +5 bonus if the trapped creature has something to walk on or grab while pulling free. Each 5-foot section of web has 15 hit points and DR 5/magic.

In addition to the effects outlined above, the gossamer wyrm's webbing is coated with a poison that renders its victims docile. Anyone caught in a web must make a Fortitude save (DC 22) or be dazed for 1d4 rounds. A successful save negates this effect. This is a Constitution-based saving throw.

A gossamer wyrm can move across its own web at its climb speed and can pinpoint the location of any creature touching its web.

Darkvision (Ex): A gossamer wyrm can see 60 feet even in total darkness. Darkvision is black and white only, but otherwise like normal sight.

GOSSAMER WYRM REALMS

A gossamer wyrm usually controls several square miles of forest. Even the most powerful fey in the area leave the wyrm alone, as this monster can prove a useful ally when outsiders intrude in the area. A wyrm usually builds a nest high in the trees, stringing long sheets of webbing together to create a small palace. Held aloft among the branches, the edifice glitters in the light of both sun and moon.

An individual gossamer wyrm tends to follow its own path when it comes to managing its realm. Some of these creatures see themselves as caretakers. They watch over the land, deal with intruders, and protect their allies. Others are cruel tyrants who hunt as they wish and jealously guard their lands. In any case, gossamer wyrms rarely fight against fey and other magical forest creatures—even the most vicious and greedy wyrms prefer to be left in peace rather than wage an aggressive war of conquest. Still, as humanity pushes deeper into the ancient forests, conflict seems inevitable.

GREY TROLL

Large Giant

Hit Dice: 8d8+72 (108 hp)

Initiative: –1

Speed: 30 feet (six squares)

Defense: 16 (–1 size, –1 Dex, +8 natural), touch 8, flat-footed 16

DR: —

Base Attack/Grapple: +6/+18

Attack: Bite +14 melee (2d8+8)

Full Attack: Bite +14 melee (2d8+8) and 2 claws +12 melee (1d6+8)

Space/Reach: 10 feet/10 feet

Special Attacks: Improved grab, extreme hunger, swallow whole

Special Qualities: Darkvision 60 feet, low-light vision, regeneration 8, satiated state, scent

Saves: Fortitude +15, Reflex +1, Will +3

Abilities: Str 26, Dex 8, Con 28, Int 4, Wis 8, Cha 12

Skills: Listen +5, Spot +4

Feats: Iron Will, Multiattack (mastery 1), Power Attack (mastery 1)

Environment: Any temperate mountain or underground

Organization: Solitary or clutch (2–8)

Challenge Rating: 8

Advancement: 9–12 HD (Large); 13–18 HD (Huge)

The squat, powerfully built grey troll is a consistent threat to any human settlement in or near a mountainous region. Grey trolls are ravenous devourers of all organic (and sometimes inorganic) material. Their hyperactive metabolisms drive them to eat anything or anyone that crosses their paths. They are distinguishable from other trolls by their dull grey hides and their long, distended jaws filled with rows of savage fangs.

Only when a grey troll is satiated—a rare event indeed—are these creatures safe to approach. When a grey troll manages to fill its cavernous gut, it becomes quiet, peaceful, and satisfied. A careful traveler then can query it about the history of the surrounding region or recent events. This species of troll is surprisingly intelligent and well spoken when full (see “Satiated State” on page 54), and a smart adventurer can extract useful

rumors, legends, and other information from this long-lived race. Yet, as soon as hunger gnaws at a grey troll's mind, it quickly turns back into a prowling, bloodthirsty predator.

COMBAT

Grey trolls use simple, direct tactics when their hunger drives them to attack. They use their Power Attack feat to its fullest. A grey troll might sacrifice its entire base attack bonus on its first strike, and then rein in its strength if its first few blows fail to connect. Once a troll is satiated, it uses cunning tactics to defeat its opponents. A grey troll might grapple a weak opponent and hold her hostage, demanding safe passage in return for the captive's life.

Improved Grab (Ex): If the grey troll hits with a claw attack, it deals normal damage and attempts to start a grapple as a free action without provoking an attack of opportunity. No initial touch attack is required. Unless otherwise noted, improved grab works only against opponents at least one size category smaller than the troll. The grey troll has the option to conduct the grapple normally, or simply use the part of its body it used in the improved grab to hold the opponent. If it chooses to do the latter, it takes a -20 penalty on grapple checks, but is not considered grappled itself; the troll does not lose its Dexterity bonus to defense, still threatens an area, and can use its remaining attacks against other opponents. Each successful grapple check it makes during successive rounds automatically deals the damage indicated for the attack that established the hold. When a grey troll gets a hold after an improved grab attack, it pulls the opponent into its space. This act does not provoke attacks of opportunity. It can even move (possibly carrying away the foe), provided it can drag the opponent's weight.

Extreme Hunger (Ex): As a grey troll battles its enemies, it stuffs them into its mouth and chews on them with the desperate enthusiasm of a starving man. If the troll grabs an opponent with its improved grab ability, it can transfer her to its mouth with a successful grapple check.

An opponent transferred to the troll's mouth is considered chewed. A chewed foe can make a grapple check or an Escape Artist check to break free from the troll. The target is in the troll's space and loses her active bonuses to defense. A chewed opponent automatically suffers bite damage on the troll's action. If a chewed opponent dies, the troll immediately swallows the corpse.

It's possible to attack the troll without risk of hitting the chewed target. However, anyone who attacks the chewed target has a chance of hitting the troll as if the two were grappling each other.

The troll loses its active bonus to defense against a chewed target. The chewed target can attack the troll as normal. While a troll chews an opponent, it cannot use its bite attack.



Swallow Whole (Ex): A grey troll can try to swallow a grabbed Small or smaller opponent whole by making a successful grapple check. A swallowed creature suffers 2d6+6 points of bludgeoning damage and 6 points of acid damage per round. A swallowed creature can cut its way out by using a light slashing or piercing weapon to deal 15 points of damage to the gullet (defense 13). Once the creature exits, the hole it cut closes at the end of its action.

A creature outside of the troll can hack a swallowed ally free on any single hit that inflicts 25 or more points of damage. The mighty blow chops into the troll's viscera and allows the swallowed creature to wriggle free on its action. This effect lasts for 1 round.

A grey troll's gut can hold two Small, eight Tiny, or 32 Diminutive or smaller opponents.

Darkvision (Ex): A grey troll can see 60 feet even in total darkness. Darkvision is black and white only, but otherwise like normal sight.



Low-Light Vision (Ex): A grey troll can see twice as far as a human in starlight, moonlight, torchlight, and similar conditions of shadowy illumination. It retains the ability to distinguish color and detail under these conditions.

Regeneration (Ex): A grey troll suffers normal damage from fire and acid attacks.

Satiated State (Ex): A grey troll undergoes a strange change as it devours its foes. If it eats a creature, it gains a +1 bonus to Intelligence per Hit Die devoured. A creature is considered devoured if it dies in the troll's gullet or if the troll swallows a dead opponent.

A grey troll's maximum Intelligence score equals its base score +10. Once the troll reaches this value, its driving hunger passes and it acts with the full benefits of its new Intelligence. Until this point, it acts according to its base Intelligence score.

The troll gains access to the Knowledge and Diplomacy skills with ranks equal to its Hit Dice + 3, modified by its ability scores as normal. In the case of Knowledge, use its maximum Intelligence as described above. For that skill, it has access to areas of knowledge that relate to the environment around it, such as nature, local history, and so forth. Some grey trolls manage to gain an understanding of more esoteric topics, but these specimens are rare. In any case, a satiated troll is surprisingly charming, polite, and well spoken. The creature is willing to bargain with travelers, but sometimes a troll acts in a peaceful manner to keep humans around for the inevitable return of its hunger. Most travelers know to keep any interaction with a grey troll as short as possible.

Once a troll stops eating, its intellect slowly spirals downward. It loses 1 point of Intelligence every 10 minutes. Each time it loses a point, it must make a Will save (DC 15 + 5 for each point lost). If it fails this save, its Intelligence immediately drops back to its base score and it loses access to Knowledge and Diplomacy.

Scent (Ex): This special quality allows a grey troll to detect approaching enemies, sniff out hidden foes, and track by sense of smell. Creatures with the scent ability can identify familiar odors just as humans do familiar sights.

The grey troll can detect opponents within 30 feet by sense of smell. If the opponent is upwind, the range increases to 60 feet; if downwind, it drops to 15 feet. Strong scents, such as smoke or rotting garbage, can be detected at twice the ranges noted above. Overpowering scents, such as skunk musk or troglodyte stench, can be detected at triple normal range.

When a grey troll detects a scent, the exact location of the source is not revealed—only its presence somewhere within range. The troll can take a move action to note the direction of the scent.

Whenever the grey troll comes within 5 feet of the source, it pinpoints the source's location.

HUNDOON

This race of powerful psychics poses a potentially dire threat to humanity. From their undermountain lairs, the hundoons slowly grow in both psionic and military might. The hundoons bear no particular ill will against humanity. Rather, they look upon races that, in their view, have lesser intellects and poorly developed minds as little more than animals that must be tamed. To hundoon eyes, humans are just another resource to exploit. This racial arrogance marks much of hundoon thought and tradition.

A hundoon is a reptilian humanoid with narrow, malevolent eyes and a bony horn protruding from its snout. A hundoon usually wears a simple toga or kilt, and most prefer to fight with their vicious claws. A hundoon's horn determines its status within its society. The most powerful hundoons have psionic powers that they channel through this spike, which causes them to develop complex, fluted shapes. The majority of hundoons—members of the worker and warrior castes—have simple horns they use as tools.

Hundoons dwell within caverns found high in the mountains. All hundoons, from the simplest worker to the mightiest prince, enjoy a variety of psychic abilities. Hundoons communicate among their own kind using telepathy, and the typical hundoon settlement is unnervingly silent. The hundoons see other, less mentally developed races as simple brutes. They take humans as slaves, though some tribes consider humanoids of any type a delicacy. In any case, a hundoon looks upon a human in the same way humans consider a dog or cow.

HUNDOON SOCIETY

Hundoons are organized into a strictly maintained caste system. There are four such castes:

The **worker caste** is the lowest rank in hundoon society. Responsible for farming, hunting, expanding the settlement's caves, and other similar tasks, the workers form the vast bulk of hundoon communities. The workers have a few minor psionic powers that allow them to function together as an effective unit. Their horns are curved to a point and dull, rather than sharp.

The **warrior caste** is responsible for defense of the hundoon caverns and settlements. These hundoons are powerfully built and have an array of psychic powers that aid them in battle. Their horns are sharp, wicked weapons that resemble spikes. The warriors use their horns to focus and deliver powerful psychic attacks.

The **overseer caste** is responsible for the daily management of hundoon society. While physically weak, the overseers have a tremendous range of psychic powers that they can utilize over long distances. Under the overseers' direction, the worker and warrior castes function as effective units.

The **royal caste** consists of princes and princesses. The hundoons hold that the members of the royal caste are reincarnated deities sent to guide the race. They serve as religious leaders and provide the ultimate authority in all things. While the overseers provide the daily management of a settlement, the royal caste makes strategic decisions and gives the overseers a general outline of goals and priorities.

A hundoon is relegated to its caste based on the shape and size of its horn, and caste membership is rarely hereditary. The hundoons believe that their spirits are reincarnated at random within the womb of a pregnant female. Thus, a royal might be born to warrior parents, while a royal couple may have worker children. Mating outside of the castes is strictly prohibited.

Each caste maintains one or more crèches within a settlement. A newborn infant is delivered to the appropriate crèche and thereafter ignored by its parents. Elderly members of the appropriate caste manage each crèche and handle child-rearing duties. These elders train the youngsters in their psychic powers and the workings of hundoon society.

HUNDOON SETTLEMENTS AND ORGANIZATION

Each caste controls one section of a hundoon settlement, with the warriors occupying the outer defenses and a central citadel, the royals given a great palace at the center of the settlement, and the workers dwelling within small hovels clustered around the citadel and palace. The overseers also live in the palace, but they occupy a lesser wing attached to the main, opulent living quarters and temple areas.

Most of the wealth in hundoon society is concentrated with the royals, making their palace an attractive target for adventurers. Gold, gems, and other items discovered or looted by the settlement ends up in the royals' hands, as the other castes have little use for material wealth. The hundoons have no formal economy. Each caste fulfills its duty out of a sense of responsibility and a racial compulsion. As such, hundoons display a cavalier attitude toward wealth that draws greedy adventurers to their communities.

Hundoon settlements generally remain heavily guarded, as the warrior caste maintains a constant vigil. With a large pool of hundoons to draw upon, the warriors put their energy toward training, manning the walls, and building fortifications during times of peace.

While the hundoons typically fall into their roles without question, they sometimes experience an uprising among the overseer caste. The overseers are smart and independent enough to break away from hundoon society as a whole. Since the royals control the workers and warriors through the overseers, the overseer caste can bring about a quiet rebellion merely by altering or subverting the royals' wishes.

HUNDOON POPULATION BY CASTE

Caste	Percentage	Per Thousand
Worker	65%	650
Warrior	30%	300
Overseer	4.5%	45
Royal	0.5%	5

HUNDOON ATTITUDES

As mentioned above, hundoons tend to see humans as simple animals. While humans can be dangerous, the vast majority of them are easily defeated, eaten, or forced into service. Human slaves usually toil alongside hundoon workers. They take on the most hazardous or difficult tasks, function as beasts of burden and so forth. This attitude extends not only to humans, but to other creatures as well. The hundoons keep cattle, mules, oxen, and similar creatures as sources of food and beasts of burden.

Hundoons rarely make an active effort to raid and pillage human lands. They generally utilize whatever resources are the easiest to exploit. The hundoons might attack a village near their realms for slaves and food, but otherwise they're unlikely to seek out human prey.

The one exception to this general rule occurs when humans interfere with hundoon society. The hundoons have a racial attachment to the royal caste. When a member of that group is slain, the hundoon settlement as a whole turns all its power against the killers. Several times, human adventurers have slipped into a hundoon settlement, invaded one of its opulent palaces, and killed a royal while attempting to steal its treasures. If the adventurers are caught and killed, the matter ends there. If they escape, the hundoons come to see the nearby human realms as nests of predatory beasts that must be eliminated. In this way, hundoons take a pre-emptive stance toward humanity and slowly prepare to make war against it.

HUNDOON TRAITS

All hundoons, regardless of caste, share the following trait.

Limited Telepathy (Su): A hundoon can speak to any fellow hundoon within 200 feet using telepathy. The hundoon can also contact other creatures, but such conversations are only one way. A hundoon can mentally "speak" to a creature, but the creature must say its answers or responses aloud.

The hundoon cannot read the thoughts of a nonhundoon with this ability, even if the other creature wishes to make contact.



HUNDOON, WORKER CASTE

Medium Monstrous Humanoid

Hit Dice: 2d8+4 (13 hp)

Initiative: +0

Speed: 30 feet (six squares)

Defense: 14 (+4 natural), touch 10, flat-footed 14

DR: —

Base Attack/Grapple: +2/+7

Attack: Club +7 melee (1d6+5)

Full Attack: Club +7 melee (1d6+5)

Space/Reach: 5 feet/5 feet

Special Attacks: —

Special Qualities: Mind link, strength surge, limited telepathy

Saves: Fortitude +2, Reflex +3, Will +3

Abilities: Str 20, Dex 10, Con 14, Int 8, Wis 10, Cha 6

Skills: Craft (varies) +6

Feats: Skill Focus (Craft)

Environment: Subterranean

Organization: Solitary, pair, group (3–24), or community (40–160)

Challenge Rating: 1

Advancement: By character class

The hundoon workers are simple, brutish creatures. While they are stronger than the warriors, they lack the intellect, tactical sense, and ability to plan of their militant brethren.

The worker caste's role in society is not to think but to do. They carry out orders given to them by overseers (and even warriors) with a blind obedience. The least intelligent of the hundoon castes, the workers require close observation from the overseers in order to complete most complex tasks. A few exceptions exist in most hundoon settlements. These "thinking workers," as they are known, perform more advanced tasks, such as forging weapons or leading teams of workers in large-scale endeavors, such as erecting a building.

Hundoon workers are hulking humanoids with thick blue, scaly skin. The more intelligent workers have streaks of white and grey along their hides. Their horns are short, curved, and dull, making them poorly suited for use as weapons. Their psychic abilities allow them to perform well in large groups, and the overseers have a special link to the workers that helps them coordinate elaborate plans.

COMBAT

The worker caste strives to avoid battle, but its members can be pressed into service as emergency reserves. In addition, workers might have to fight alongside warriors when the hundoons attempt to expand their settlements into realms beyond their direct area of control.



Mind Link (Su): A group of hundoon workers forms a simple psychic network that allows them to coordinate their actions with fine precision. For example, while building a bridge, the hundoon workers pass tools to each other, help each other move beams or stones into place, and so forth without any conscious effort. In combat, hundoon workers gain a +1 bonus on attacks against an opponent for each hundoon worker that threatens the target.

Strength Surge (Su): Hundoon workers have the psychic ability to channel their mental energy into physical strength. Once per day, a worker can grant itself a +4 bonus to Strength and Constitution for 10 rounds. When the worker activates this ability, streams of energy pour from its horn, curl around its body, and channel into its arms and legs, causing them to swell with power.

Limited Telepathy (Su): A hundoon can speak to any fellow hundoon within 200 feet using telepathy. The hundoon can also contact other creatures, but such conversations are only one way. A hundoon can mentally "speak" to a creature, but the creature must say its answers or responses aloud.

The hundoon cannot read the thoughts of a nonhundoon with this ability, even if the other creature wishes to make contact.

HUNDOON, WARRIOR CASTE

Medium Monstrous Humanoid

Hit Dice: 4d8+12 (30 hp)

Initiative: +0

Speed: 30 feet (six squares)

Defense: 16 (+6 natural), touch 10, flat-footed 16

DR: —

Base Attack/Grapple: +4/+8

Attack: Greatsword +9 melee (2d6+8) or horn +8 melee (1d8+4)

Full Attack: Greatsword +9 melee (2d6+8) and horn +4 melee (1d8+2) or horn +8 melee (1d8+4) and 2 claws +3 melee (1d4+2)

Space/Reach: 5 feet/5 feet

Special Attacks: Mind lance, thoughts of war

Special Qualities: Battle telepathy, mind of battle, limited telepathy

Saves: Fortitude +4, Reflex +4, Will +6

Abilities: Str 18, Dex 10, Con 16, Int 10, Wis 14, Cha 10

Skills: Climb +11, Tumble +7

Feats: Weapon Focus (greatsword, mastery 1, 2)

Environment: Subterranean

Organization: Solitary, pair, group (3–24), or community (40–160)

Challenge Rating: 3

Advancement: By character class

Warrior hundoons are taller and broader than the workers or overseers. Their long, sharp horns serve as useful weapons in combat, while they also focus and direct the warriors' fearsome psychic powers. In battle, warrior caste hundoons can glimpse their opponents' intentions and gain a brief edge in the fight. They can also hurl bolts of psychic energy that stun and injure their enemies.

The warrior hundoons typically have red hides with white stripes and dots. A few warriors have olive skin. Known as "greenhides," they operate as scouts and spies. The warriors tend to bully members of the worker caste, but they are quiet and respectful to the overseers and royals.

Achievement and victory drive advancement within the warrior caste. As a hundoon defeats his foes and leads successful attacks or defenses of the settlement, the overseers take note of his deeds. While the warriors have absolute authority in military matters, the overseers (and thus indirectly the royals) determine how and when warriors receive promotions and new commands.

COMBAT

In battle, some hundoon warriors wield greatswords, but many rely on a combination of their savage claws and horn, along with their minor psychic abilities. The hundoon warriors are highly intelligent creatures and prefer to fight using

well-planned tactics, coordinated attacks, and teamwork. Only rarely does a hundoon warrior charge into the fray without considering his options.

Mind Lance (Su): A hundoon warrior can gather his psychic energy and project it as a powerful bolt. As a standard attack action, the hundoon causes a bolt of crackling white energy to project from his horn. This is a touch attack with a range of 100 feet and no range increment. This attack inflicts 1d6 points of damage for every 2 Hit Dice that the hundoon has. Larger, tougher warriors can summon and project more energy. A hundoon warrior can use this ability once per minute.

Thoughts of War (Su): While a hundoon cannot force its way into another creature's mind, it can catch glimpses of a foe's plans and intentions in battle. As a standard action, a hundoon can force a single target within 10 feet to make a Will save (DC 14). If this save fails, the hundoon gains a +2 bonus on attacks and defense against that creature for the duration of the encounter. This is a mind-affecting ability.

Limited Telepathy (Su): A hundoon can speak to any fellow hundoon within 200 feet using telepathy. The hundoon can also contact other creatures, but such conversations are





only one way. A hundoon can mentally “speak” to a creature, but the creature must say its answers or responses aloud. The hundoon cannot read the thoughts of a nonhundoon with this ability, even if the other creature wishes to make contact.

Battle Telepathy (Su): In addition to the standard hundoon telepathic powers described above, the warrior caste learns to use telepathy to coordinate their actions. They gain a +4 bonus to attacks while flanking rather than the normal +2 bonus.

Mind of Battle (Ex): Hundoon warriors are incapable of experiencing fear, which renders them immune to all such effects. In addition, hundoon warriors gain a +2 bonus on saves against mind-affecting abilities. They are conditioned for loyalty and teamwork, making it difficult to sway them from their tasks with magic.

HUNDOON, OVERSEER CASTE

Medium Monstrous Humanoid

Hit Dice: 6d8 (27 hp)

Initiative: +2

Speed: 30 feet (six squares)

Defense: 16 (+2 Dex, +4 natural), touch 12, flat-footed 14

DR: —

Base Attack/Grapple: +6/+5

Attack: Dagger +8 melee (1d4–1)

Full Attack: Dagger +8 melee (1d4–1)

Space/Reach: 5 feet/5 feet

Special Attacks: Mind burn, psychic crush

Special Qualities: Group mind, limited telepathy

Saves: Fortitude +2, Reflex +7, Will +8

Abilities: Str 8, Dex 14, Con 10, Int 14, Wis 16, Cha 15

Skills: Bluff +12, Diplomacy +12, Intimidate +12, Sense Motive +12

Feats: Dodge (mastery 1), Tactics of the Mind (mastery 1, 2)

Environment: Subterranean

Organization: Solitary, pair, group (3–24), or community (40–160)

Challenge Rating: 4

Advancement: By character class

The hundoon overseers have large, bulbous heads and tiny, pitifully weak bodies. Their horns branch into two spires, forming a T-shape with several short, knobby protrusions along them. Their scales are a deep red, with swirls of silver and gold. Without their psychic powers, the overseers are nearly helpless.

Hundoon overseers normally travel via palanquins carried by four workers and guarded by a pair of warriors. They use their mental powers to coordinate actions across a hundoon settlement, and at times they even command formations of hundoon warriors. Their oddly shaped horns allow them to focus their mental energies across great distances, making it possible for an overseer to maintain contact with hundreds of hundoons at once.



COMBAT

The hundoon overseers attempt to avoid direct physical confrontation whenever possible. They are at their best when protected by a stout line of warriors or sheltered from the action by heavy terrain or fortifications. While they have potent psionic abilities, their primary talent lies in commanding and coordinating large numbers of hundoons. Under an overseer’s watch, a hundoon warband becomes a finely honed military machine.

Mind Burn (Su): By focusing its mental energy, a hundoon overseer can ravage an opponent’s mind, sapping her intellect and leaving her in a vapid state. The hundoon focuses this ability on one foe within 100 feet. The target must make a Will save (DC 16) or suffer 1d6 points of Intelligence damage. This is a Wisdom-based saving throw. The overseer can use this ability at will.

Psychic Crush (Su): An overseer can project a halo of raw force that sweeps out over the area around it in a 50-foot radius. Any nonhundoons in this area must make a Fortitude save (DC 16) or be stunned for 1d3 rounds. This is a

Wisdom-based saving throw. The overseer can use this ability once every 3 rounds.

Group Mind (Su): A hundoon overseer has the ability to bind hundoon warriors and workers together into a single overmind. In this state, the hundoons act as one creature spread across many bodies. An overseer can bind together a total number of warriors and workers equal to its Intelligence score. All of the affected hundoons must be within 500 feet of the overseer. If they move farther away, they lose the benefits of this ability. The overseer can remove creatures from this network and add new ones as a free action once per round.

A hundoon within the group mind gains several special abilities. (But the overseer gains none of them. They arise because the overseer directs and aids the hundoons under its command. The overseer cannot give itself these abilities.)

1. If one or more hundoons must attempt a skill check or save in response to an attack or effect, the hundoons as a whole use the best total result. For example, a group of hundoon warriors under the control of an overseer walk past a hidden monster. The creature's total Hide result is 24. When the warriors make their Spot checks, the highest result that any of them attains counts as the final result for each warrior. Either all of the warriors spot the creature, or none of them spot it. The same effect applies to saving throws.
2. A hundoon within the group mind gains the benefits of flanking an opponent if any other member of the group mind threatens the target. The hundoons within the group mind coordinate their attacks with perfect timing and planning. A pair of hundoons fighting side by side attacks with the same opportunistic accuracy as if they flanked their foes.
3. When a hundoon in the network uses any of its psychic abilities that require a save, the DC gains a +2 bonus. The net sum of the group's mental power serves to heighten the abilities of the hundoons within it. This benefit applies to any supernatural ability a hundoon has.

While the group mind confers several benefits, it has one critical drawback. If the hundoon overseer who established the group mind dies, all hundoons within the group are stunned for 1 round. The psychic backlash of the overseer's death overloads their minds and leaves them briefly unable to act.

Limited Telepathy (Su): A hundoon can speak to any fellow hundoon within 200 feet using telepathy. The hundoon can also contact other creatures, but such conversations are only one way. A hundoon can mentally "speak" to a creature, but the creature must say its answers or responses aloud. The hundoon cannot read the thoughts of a nonhundoon with this ability, even if the other creature wishes to make contact.

HUNDOON, ROYAL CASTE

Medium Monstrous Humanoid

Hit Dice: 10d8+30 (75 hp)

Initiative: +6

Speed: 30 feet (six squares)

Defense: 20 (+2 Dex, +8 natural), touch 12, flat-footed 18

DR: —

Base Attack/Grapple: +10/+15

Attack: Greatsword +17 melee (2d6+9)

Full Attack: Greatsword +17/+12 melee (2d6+9)

Space/Reach: 5 feet/5 feet

Special Attacks: Mind hammer

Special Qualities: Death wail, limited telepathy

Saves: Fortitude +6, Reflex +9, Will +9

Abilities: Str 20, Dex 14, Con 16, Int 12, Wis 14, Cha 20

Skills: Diplomacy +18, Sense Motive +15, Tumble +15

Feats: Improved Initiative, Weapon Focus (greatsword, mastery 1, 2, 4)

Environment: Subterranean

Organization: Solitary

Challenge Rating: 8

Advancement: By character class





Members of the hundoon royal caste serve as the true rulers of hundoon society. A blend of religious and political leaders, this caste's members combine powerful psychic abilities with a daunting physical presence. A royal caste hundoon is taller and more powerfully built than even the warriors and workers. It has two horns rather than one, both sweeping forward in a majestic curve. The horns glisten and shine thanks to the silver metallic material that makes them up.

The royal caste rarely mingles with the other hundoons. In many ways, its members live a completely separate existence. Within the walls of their palaces, the royal hundoons practice their psychic abilities, train in arts ranging from painting and sculpture to various weapon styles, and lead religious services dedicated to their ancestors and the small pantheon of hundoon gods. The royal caste interacts with the overseers on a weekly basis, usually issuing new orders and directives based on the results of debate, oracular readings, and religious ceremonies. Only under the direst circumstances do the hundoon royals venture from their palaces.

COMBAT

While the royals rarely leave their opulent domains, they are mighty foes in battle. Their psychic abilities, imposing physical stature, and long hours of training with weapons—purely for the joy of mastering various fighting styles—make them daunting opponents. Still, if faced with an enemy, a royal tends to call upon workers, warriors, and even overseers to defend it. The royals risk their lives only as a last resort; they see their proper place in hundoon society as leaders and priests, not warriors.

Mind Hammer (Su): This fearsome attack allows a hundoon royal to crush an opponent's mind with a focused bolt of mental energy. A green bolt of power arcs between the royal's two horns, gathering force before it slams into the target's head and overloads her mind with psychic energy. The target of this attack must make a Fortitude save (DC 19) or suffer 1d8 points of damage to Intelligence, 1d8 points of damage to Wisdom, and 1d8 points of damage to Charisma. This is a Wisdom-based saving throw and includes a +2 racial bonus. Mind hammer has a range of 100 feet and is usable at will.

Death Wail (Su): On a primal level, all hundoons are attuned to a royal's psychic signature. In subtle ways, a royal's wishes and thoughts echo through an entire hundoon community. If a royal is irritable or unhappy, this mood emerges in the hundoons within the settlement. While this connection is too clumsy and inexact to provide a royal with absolute control over its minions, it does create a horrific effect when a royal dies.

When slain, a royal sends a psychic wail echoing through the area. All hundoons within 10 miles gain a sudden, clear image of the royal's death and all those involved in the deed. Warriors and workers gain a +4 enhancement bonus to Strength and Constitution for the next hour. All hundoons immediately know the location of the royal's corpse. They all stop their current actions (unless to do so would put their lives in danger) and seek out the villains responsible for the royal's death. The normal structure of hundoon society disappears, and every last member becomes consumed with one goal: avenging the royal's death.

While the bonus granted by the death wail fades, the memories and sensations do not. After a day, hundoon society returns to normal even if the killers have not been slain. However, the hundoons continue to seek out the murderers and may even plot attacks or invasions against any human realms to which the killers fled for safety.

Limited Telepathy (Su): A hundoon can speak to any fellow hundoon within 200 feet using telepathy. The hundoon can also contact other creatures, but such conversations are only one way. A hundoon can mentally "speak" to a creature, but the creature must say its answers or responses aloud. The hundoon cannot read the thoughts of a nonhundoon with this ability, even if the other creature wishes to make contact.

HUNTING SPIRIT

Medium Undead

Hit Dice: 6d12 (39 hp)

Initiative: +3

Speed: 40 feet (eight squares)

Defense: 13 (+3 Dex), touch 13, flat-footed 10

DR: —

Base Attack/Grapple: +3/+6

Attack: Bite +6 melee (1d6+3)

Full Attack: Bite +6 melee (1d6+3) and 2 claws +1 melee (1d4+1)

Space/Reach: 5 feet/5 feet

Special Attacks: Focused hunter

Special Qualities: Darkvision 60 feet, incorporeal, relentless hunter, undead traits

Saves: Fortitude +2, Reflex +5, Will +9

Abilities: Str 16, Dex 16, Con —, Int 5, Wis 18, Cha 10

Skills: Survival +13

Feats: Swarm Tactics (mastery 1, 2, 3)

Environment: Any land or subterranean

Organization: Solitary, pair, or pack (3–5)

Challenge Rating: 5

Advancement: 7–10 HD (Medium); 11–18 HD (Large)

A hunting spirit is a relentless hunter, the undead essence of a creature that died while pursuing a victim. Even as the creature's body dies, its spirit continues onward in search of

its prey. The hatred, anger, or hunger that drove it forward pushes its spirit on after death. Hunting spirits are dangerous because they tend to latch onto and pursue whoever stumbles across their territory. Once a hunting spirit catches its victim's scent, it runs him down until it finally overtakes the prey or is itself destroyed. If the spirit kills the quarry, it then looks for a new target to chase.

Tales abound of hunting spirits that have traveled thousands of miles across deserts, rivers, and even oceans in pursuit of their chosen foe. Unlike wild animals or many other predatory undead, a hunting spirit can gain sustenance only from the one creature it has chosen to kill.

Hunting spirits are spectral forms similar to hounds, great cats, and other large predators. The shape they take on might be influenced by their forms in life, but every spirit has a few common traits dictated by its tenacity, hunger, and origin. A hunting spirit has a spectral, nearly transparent body marked by two glowing red eyes. It always keeps its gaze locked onto its chosen prey, though it fights and reacts to enemies as normal.

Some powerful mages turn hunting spirits into guardians and watchers. They lure the creatures to the forests and desolate plains around their towers using human bait. With the hunting spirits in place, any intruder must fight his way through an increasingly large pack of pursuers.

COMBAT

A hunting spirit tries to attack its chosen prey. If anyone or anything stands between the spirit and its target, it makes an attempt to evade this foe. If it cannot move around him, it tears into him with its savage jaws and deadly claws. As spectral creatures, hunting spirits can merely walk through most obstacles or enemies. An opponent must demonstrate that he has the skill and means needed to harm the spirit before it deigns to stop and fight him.

Hunting spirits exist in essentially two states. They either are on the trail of a target, or they seek a new target to chase. The spirits usually select worthy opponents. For example, a hunting spirit that wanders through a forest doesn't run down every squirrel it encounters. Instead, hunting spirits generally target humanoids and other intelligent opponents. Each spirit focuses on one specific creature and continues to pursue it to the death.

Packs of hunting spirits are ferocious indeed, as the entire group usually focuses on a single target. Even the mightiest warriors may be overwhelmed by a large number of these undead beasts.

Focused Hunter (Ex): When a hunting spirit finally corners its foe, it attacks with a ferocious abandon fueled by supernatural fury. The spirit's attacks tear into its victim's body and soul. In addition to its normal damage, the spirit



bestows one negative level with each bite, with a Fortitude save (DC 13) needed to remove this drain. (Remember that negative levels work differently in *Iron Heroes* than in the core rules; see *Iron Heroes*, Chapter Eight: Combat.)

Darkvision (Ex): A hunting spirit can see 60 feet even in total darkness. Darkvision is black and white only, but otherwise like normal sight.

Incorporeal (Su): As a reminder, incorporeal creatures in *Iron Heroes* have a 50 percent chance to ignore all corporeal attacks against them. Their attacks ignore all passive bonuses and damage reduction. (If you use this creature with a game other than *Iron Heroes*, use that game's rules for incorporeal creatures as normal.)

Relentless Hunter (Su): The hunting spirit always knows the location of its chosen prey. As a free action once per round, it can determine the relative direction and distance to its quarry. Its target loses the benefits of concealment and any other effect that obscures it from view. Even if the target becomes invisible, the spirit sees it as normal. The hunting spirit automatically succeeds at any Spot and Listen checks to detect its quarry.



INCARNATION

Huge Outsider

Hit Dice: 22d8+330 (429 hp)

Initiative: +2

Speed: 40 feet (eight squares), fly 40 feet (perfect, eight squares)

Defense: 32 (-2 size, +2 Dex, +22 natural), touch 10, flat-footed 30

DR: 15/magic

Base Attack/Grapple: +22/+46

Attack: Physical attack +36 melee (4d6+16)

Full Attack: Physical attack +36/+31/+26/+21 melee (4d6+16)

Space/Reach: 10 feet/10 feet

Special Attacks: Icon of faith, magical power

Special Qualities: Alter reality, darkvision 60 feet, spell resistance 30

Saves: Fortitude +28, Reflex +15, Will +15

Abilities: Str 42, Dex 14, Con 40, Int 6, Wis 14, Cha 30

Skills: Climb +41, Intimidate +35, Jump +41, Listen +27, Spot +27, Swim +41

Feats: Cleave (mastery 1, 2, 3, 4, 5, 6, 7, 8)

Environment: Any

Organization: Solitary

Challenge Rating: 20

Advancement: 23–30 HD (Gargantuan); 31+ HD (Colossal)

An incarnation is the physical manifestation of an object of worship, obsession, or other religious activity. Sometimes, a cult's dedication and belief are so strong that a being of pure emotional energy forms in response to the faithful's fervent prayers and rituals. In other situations, the power of belief allows a strange being from an unknown dimension to breach the barrier between worlds. As it enters reality, the perceptions and beliefs of the cultists that summoned it help shape its physical form and abilities. An incarnation called by a blood cult of assassins might take the shape of a fearsome killer, while one summoned by a mystery cult dedicated to unlocking the secrets of arcane might could appear as a shimmering cloud of raw energy.

Incarnations are particularly dangerous because they have the ability to shape and mold reality. Just as they alter themselves to take on their perceived form, so too can they change reality to meet their needs. Luckily, most incarnations persist for a few days at most. The power behind the rituals lasts only a short time, and the strain of maintaining its shape and surviving in an alien realm eventually drives the incarnation back to its planar home.

Sometimes, an incarnation makes repeated appearances on the Material Plane. Long-lasting, persistent cults can ritualize the actions, beliefs, and ceremonies needed to draw forth an incarnation. A primitive tribe might use a ceremony

to summon an incarnation of battle to destroy those who enter its territory. A murderous cult could call an incarnation to assassinate one of its enemies. A cult that grows around the worship of a monarch might use a ceremony to call forth a creature that judges the worthiness of the next king.

While the appearance and worship of incarnations is rare, they're equally likely to appear among primitive barbarians and refined city folk. Incarnations demand only fervent belief to help them assume material form. In many cases, the rituals, sacrifices, and symbols linked to an incarnation serve only to stoke the fires of fanaticism. They meet no true mystical need in bringing forth a creature.

The values given for the incarnation's attack and full attack actions represent the typical damage and attack values that these creatures use. One incarnation might fight with a greatsword, while another relies on claws and fangs to tear apart its enemies. Use the base attack listing and ability scores to model different attack forms for an incarnation that takes on a specific appearance.

COMBAT

An incarnation uses its terrible, reality-warping powers to their fullest. In addition to these talents, it makes a formidable opponent in physical combat. Incarnations have tremendous strength and endurance derived from their magical natures. As beings formed from energy and materials alien to the mortal realm, they are hardy, resilient, and capable of delivering crushing blows.

Icon of Faith (Ex): The presence of an incarnation whips the faithful into a state of religious ecstasy. If the incarnation is called into reality through the actions of a religious cult, the members of that cult gain a +2 morale bonus to all Will saves while in its presence.

Magical Power (Su): An incarnation gains the ability to cast spells from a single school of magic. Its mastery in this school is 8, and it can spend up to 10 mana per round in casting spells. If the incarnation focuses its energy, it can cast a spell costing up to 30 mana once per minute. Afterward, it can't use this ability again for one minute while it recharges its power.

The incarnation does not make a channeling check. As a being of the outer cosmos, it manipulates magical energy with ease. Incarnations usually employ their magical abilities in accordance with the cult's system of belief. For example, a cult of a bloodthirsty deity might summon an incarnation that uses enchantment magic to whip the faithful into a frenzy before battle.

Alter Reality (Su): An incarnation bends reality to accommodate its manifestation, causing events similar to the following effects.

- Natural fires refuse to light, causing torches and campfires to die.
- A steady, cold rain falls even on a cloudless day.
- The sun goes black, plunging the area into darkness.
- Every intelligent creature in the area receives a sudden vision.
- Wild and domestic animals panic and flee the area.

These effects occur in a one-mile radius centered on the incarnation's location. They're meant to showcase an incarnation's power and its influence on the environment. The effects should have minimal impact on the threat posed by an incarnation. Instead, use them as a story device to signal to the characters that something is deeply wrong. Use the sample effects to create more of your own.

Darkvision (Ex): An incarnation can see 60 feet even in total darkness. Darkvision is black and white only, but otherwise like normal sight.

INCARNATION CULTS

Incarnations appear only when called by a cult, and in the vast majority of cases, the faithful believe that the incarnation is their deity rather than a being spawned by the collective power of their belief. Incarnations generated in this way tend to fall into two basic patterns of behavior.

1. If a cult has a rigid hierarchy of leadership, the incarnation answers to the individual desires, commands, and wishes of the cult leader. In this case, the emotional energy that spawned the incarnation filters through the cult leader. As the focus of the cult's collective adoration and obedience, the cult leader gains full control over the incarnation's actions.
2. In other cases, the incarnation appears in a situation centered on a specific ritual or to a cult that lacks central leadership. The incarnation's actions tend to follow the same basic pattern in this case. If the ritual puts forth a range of actions for the creature, it fulfills them. If not, it follows the general sense or expectations of the group. In the worst case, the incarnation forms without any direction from those who spawned it, killing or destroying everything in its path. These unfettered incarnations arise when minor, primitive cults unwittingly tap into the power of these fearsome beings.

There is no confirmed instance of an incarnation appearing spontaneously, though sages theorize that such an event is possible. For example, the residents of a besieged city might take comfort in a legend that says the city's founder will appear to destroy any opponent who threatens to topple the outer walls. The collected belief and faith of the city's



residents might cause an incarnation to manifest and act according to the group's wishes, rather than an individual's commands.

SAMPLE CULTS

The following examples should give you some idea of how an incarnation cult might form, along with its goals and its place in society.

BERSERKER CULTS

A small number of berserker cults call forth incarnations to fight alongside them in battle. A berserker cult might erect a massive bonfire on the eve of battle. The berserkers whip themselves into a bloodthirsty frenzy, chanting, dancing, and even conducting duels (to the death or first blood) to commemorate the coming struggle.

Amid the rabid emotions and seething fury of the berserker cultists, an incarnation may arise. These beings stand alongside the berserkers and usually take the form of the cult's totem, god, or other important figure. Sometimes they appear as heroes or notable figures from the cult's past.



In any case, a berserker cult with access to an incarnation is a mighty foe indeed. Luckily, these groups are rare, and even those capable of calling incarnations succeed only infrequently. The berserkers seldom keep exact records aside from vague oral traditions. Thus, an incarnation's appearance is usually seen as divine intervention or a mighty omen that has little to do with the berserkers' specific actions, ceremonies, rituals, and so forth.

FOLLOWERS OF THE VOICE

In the primeval forests at the edge of civilization stand the ruins of the ancient wood folk. These creatures were once masters of magic. Long-lived, beautiful, and given to spending endless days enjoying music, fine drink, and frivolity, they lived an idyllic existence in their forested homelands. Unfortunately, these peaceful folk were destroyed in an unknown cataclysm. Their ruins indicate that an attack from some sort of subterranean creature or civilization sealed their doom.

Today, the ruins remain high in the branches of the oldest forests where the trees stretch hundreds of feet into the air. One of these trees contains a full temple crafted from stone. The primitive barbarians of the forest consider this place their most sacred site. Each year, the clan elders ascend to the temple with a number of human sacrifices, usually captives taken in raids. These unfortunate victims are killed before a great stone idol of a humanoid head. In the aftermath of these killings, the head supposedly offers prophecies and counsel to the tribal elders.

During times of war, the tribes gather to pray at the foot of the tree. Sometimes, their devotion is rewarded with the appearance of an incarnation that takes the form of a mammoth, walking tree. This creature rampages through the forest, destroying all outlanders while sparing the barbarian folk and allied creatures from its rage. Once it has cleansed the forest of intruders, the incarnation returns to the tree, where it once again slumbers.

THE INNOQUA TRIBE

In the wildlands outside the city lives a primitive tribe called the Innoqua. Their homeland used to lie far from any other settled lands, but over recent decades, as civilization has come to the area, new communities have cropped up unsettlingly close to their own territory. The Innoqua see this "civilization" as an unnatural force that shackles the people and keeps them from their proper state living in harmony with the natural world. They also resent the changes the city has made on their own hunting grounds, the ugly stamp of urban life left on the once pure woodlands.

As this hatred of development has grown within the members of the tribe, a new faith has seized hold of the Innoqua.

It centers around a worship of the freedom to live at peace with one's natural surroundings. While the Innoqua have always been a nonviolent folk, the pain of seeing their homeland blemished by the new cities has altered their nature and granted them the ability to call an incarnation in secret woodland rites.

To complete the summoning, the oppressed tribespeople venture deep into the woods. The secrets of the ritual are kept among the elders, but the entire tribe witnesses the creation of the incarnation. Bearing stone weapons and following their otherworldly defender, they charge from the woods to the nearest offending town, destroying the urban blight and leaving only vestiges of the foundries, tenements, and administration buildings that once stood there.

With each new ritual the Innoqua have gained increased confidence in their cause. Soon they will be ready to take on one of the larger cities in the area and pound it to dust.

VARGAMASH

In the streets of the city, people speak of the cult of Vargamash in feared whispers. Vargamash is a rat god, a being of predatory instinct that survives by picking off the weak and making opportunistic attacks or thefts against the poor. A faction of the beggars in the city forms the main contingent of Vargamash's cult, while a number of thieves supplement the church's ranks.

The cult's precepts are simple. The rich, the healthy, and those in power are contemptible leeches who thrive on the misery and pain of others. The cult arranges assassinations of particularly wealthy citizens, and it also keeps watch for a lapse in guard patrols and other security measures. The cult operates at its best when it has as low a profile as possible. In most cases, a burglary or mugging has no obvious ties to the cult's actions.

As the cult gains money and recruits, it slowly works to build a hidden cathedral to its dark deity. When construction is finally complete, the cultists gather for the first and last time. Normally, the cult relies on a carefully built network of spies, informers, and observers to spread information. Not until the cult is ready to act do its members ever gather together as a whole.

Once the cult is pleased with its success and the size of its membership, the cultists summon Vargamash and put the finishing touches on their plans. When the rat god manifests as an incarnation, it rampages through the streets. In a short time, it transforms the city into a bloody ruin, smashing the old order and leaving the cultists in command. In the aftermath of this apocalyptic act, the cult leaders declare the city the domain of all beggars and their allies. The surviving folk must either flee or face slavery at the beggars' hands.

IRON DEVIL

Large Outsider

Hit Dice: 8d8+40 (76 hp)

Initiative: +2

Speed: 20 feet (four squares)

Defense: 21 (-1 size, -2 Dex, +14 natural), touch 7, flat-footed 21

DR: 5/magic

Base Attack/Grapple: +8/+17

Attack: Claw +12 melee (1d6+5)

Full Attack: 4 claws +12 melee (1d6+5)

Space/Reach: 10 feet/10 feet

Special Attacks: Blazing innards, fiery eruption, smoking burst

Special Qualities: Darkvision 60 feet, cold vulnerability, fire immunity, iron beast, radial symmetry, spell resistance 18

Saves: Fortitude +11, Reflex +6, Will +6

Abilities: Str 20, Dex 6, Con 20, Int 6, Wis 11, Cha 9

Skills: Appraise +9, Craft (metal trinkets/tools) +9,

Intimidate +10, Jump +16, Listen +11, Spot +11

Feats: Blindfight, Lightning Reflexes, Improved Initiative

Environment: Any

Organization: Solitary

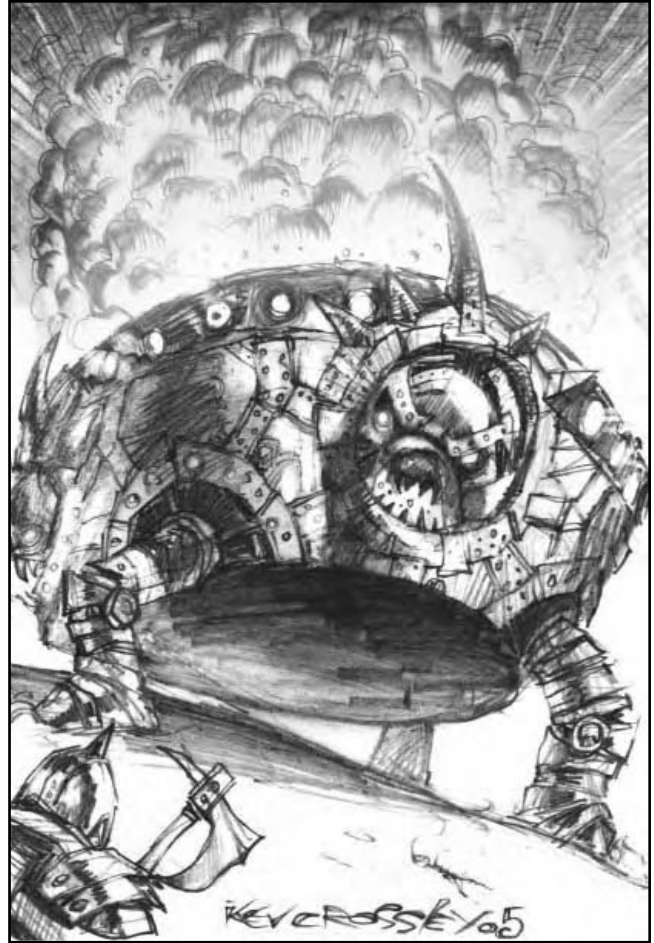
Challenge Rating: 8

Advancement: 9–14 HD (Large); 15–22 HD (Huge)

An iron devil is feared both for its impenetrable metal skin and its devastating fiery attacks. Forged in the pits of hell and animated with the spirit of a vengeful soul, an iron devil exists only to leave fire, fear, and torment in its wake. These terrible creatures sometimes serve powerful diabolists, particularly those who have sold their souls in return for an alliance with infernal dukes.

An iron devil has a round central body shaped like a cauldron. Four leering faces are set along the side of its main body. Its four retractable clawed arms and four legs are each between one pair of faces, giving it a radial symmetry. The upper portion of the iron devil's body is studded with small holes from which gouts of flame and heat burst with regular intervals. In battle, the iron devil blasts the area around it with fire, roasting its enemies alive. Its strange symmetry allows it to leap into the midst of an enemy formation and attack in all directions at once without becoming overwhelmed.

In the depths of hell, iron devils commonly serve in the diabolic workshops that produce the great siege engines and terrible war machines used in endless battles. The iron devils melt iron, steel, and lead with their fiery bursts, then shape the softened chunks of metal with their claws. According to legend, an iron devil's corpse can serve as the crucible for a powerful magical weapon. The stories say that a metal melted



within the hollowed-out body of an iron devil gains several strange properties, such as the ability to cleave through demonic or diabolic flesh.

COMBAT

Iron devils are brutal and strong, but they lack their kin's intellectual and personal talents. Unlike other devils, iron devils have little patience for elaborate tactics or plans. Instead, they throw themselves into the fray with vicious abandon. Their short, raw tempers usually push them to assault whoever last wounded them.

Blazing Innards (Ex): An iron devil's interior body is filled with a fiery liquid similar to molten iron. If it suffers more than 10 points of damage from a single melee piercing or slashing attack, liquid metal spurts from the wound and onto the attacker, inflicting 1d6 points of fire damage.

Fiery Eruption (Ex): As a free action once every 5 rounds, an iron devil can cause fiery energy to erupt from its upper body and flow over the surrounding area, much like a cauldron boiling over. All creatures within a 30-foot



radius of the iron devil take 8d6 points of fire damage. A successful Reflex save (DC 18) halves this damage. This is a Constitution-based saving throw.

Smoking Burst (Ex): Once per minute as a free action, an iron devil can cause a large, choking cloud to roil forth from its body. It creates a thick, dense area of smoke in a 60-foot radius centered on its body. Living creatures can't breathe in the smoke and must hold their breath or suffocate. The smoke provides partial concealment against adjacent opponents and total concealment against opponents who are farther away. The cloud lasts for 1d4+1 rounds.

Darkvision (Ex): An iron devil can see 60 feet even in total darkness. Darkvision is black and white only, but otherwise like normal sight.

Iron Beast (Ex): An iron devil is a strange fusion of outsider and construct. It gains immunity to poisons, disease, and paralysis; it doesn't sleep; and it doesn't need to breathe. It's still vulnerable to critical hits.

Radial Symmetry (Ex): An iron devil's four faces and four arms allow it to fend off attackers from multiple directions at once. It cannot be flanked.

DIABOLIC WEAPONS

If a slain iron devil is properly gutted and preserved, its body can serve as a crucible for melting and preparing metal ingots in the production of weapons. It costs 1,000 gp to buy the materials needed to complete this work, and the conversion takes one week of effort. In addition, the artisan must make a Craft (metal trinkets/tools) check (DC 20) and a Knowledge check (the planes or a similar field of study, DC 25) to complete the work successfully. On a failed check, the time and money are wasted and nothing happens.

If the checks succeed, the weaponsmith can use the iron devil's hollowed-out body in the production of arms. Metal melted down in the body gains several useful benefits:

- A weapon crafted in this manner defeats the damage reduction of all outsiders, even those with a dash (—) as their DR type.
- It gains double the normal hit points and hardness.
- It inflicts an additional 1d6 points of fire damage on a successful attack.

Unfortunately, the taint of the devil's blood remains with the weapon. The wielder finds that his temper runs short and fiery, much like that of an iron devil. In battle, he must make a Will save (DC 15) if he suffers more than 10 points of damage during a round. If he fails this save, the wielder attacks a randomly selected target chosen from among the friends and foes that he threatens. Each time he must make this save after the first time, the save Difficulty Class increases by 5. The DC resets to 15 at the end of the encounter.

KUHL'ANI

Medium Outsider

Hit Dice: 10d8+50 (95 hp)

Initiative: +3

Speed: 30 feet (six squares)

Defense: 21 (+3 Dex, +8 natural), touch 13, flat-footed 18

DR: 5/magic

Base Attack/Grapple: +10/+14

Attack: Slam +15 melee (1d6+6 and horrific touch)

Full Attack: Slam +15 melee (1d6+6 and horrific touch)

Space/Reach: 5 feet/5 feet

Special Attacks: Glimpse of the abyss, grasping darkness, horrific touch

Special Qualities: Darkvision 60 feet, horrific aspect, immunities

Saves: Fortitude +12, Reflex +10, Will +8

Abilities: Str 18, Dex 16, Con 20, Int 14, Wis 12, Cha 18

Skills: Balance +16, Climb +17, Jump +17, Knowledge (the planes area of study) +15, Listen +14, Spellcraft +15, Spot +14, Survival +14, Swim +17, Tumble +16

Feats: Weapon Focus (slam, mastery 1, 2), Whirlwind Attack (mastery 3, 5)

Environment: Any

Organization: Solitary

Challenge Rating: 12

Advancement: 11–15 HD (Medium); 16–24 HD (Large)

A kuhl'ani is a strange creature of raw, violent energy that can destroy flesh, bone, metal, and stone with ease. It appears as a humanoid creature with patchwork flesh seemingly sewn together from hundreds of different scraps of skin. Usually, it wears a simple cloak or hooded robe. Its body undulates and shudders as if some energy inside it struggles to break free. In truth, this patchwork skin is a material shell that contains the kuhl'ani's raw essence. When it attacks, it unleashes the energy that seethes within its body. The slightest exposure to a kuhl'ani can kill a mortal. However, the kuhl'ani suffers agonizing pain when its raw essence is exposed to the stuff of the Material Plane, dying even as it destroys its prey. The patchwork skin it wears serves as a protective sheath against the environment.

In fact, no native of the kuhl'ani's home plane, an enigmatic realm known as the Rings of Rot, can long survive the touch of the Material Plane. No one's sure why, since the few adventurers foolish enough to journey to the Rings have never returned. But the arcanists who sponsor such expeditions mutter that it has something to do with fractures that erupt when incomprehensible beings fold themselves down into material space. They worry that the occasional appearances of kuhl'ani in the mortal realm are preludes to invasion or war—that the Rings of Rot as a whole seeks to destroy and eventually replace the Material Plane.

The kuhl'ani themselves can't settle the issue, because their fundamentally alien nature makes it impossible to communicate with the creatures. Besides, attempted chats are ill advised. The merest sight of a kuhl'ani's true form can blast the sanity from the stoutest warrior.

COMBAT

The kuhl'ani uses physical blows to overwhelm its enemies. When pressed or when it must quickly best a foe, it can unleash its true form. The purplish-black material contained within its shell flows forth to crush its enemies, drain their life energy, and leave them withered husks. While these attacks are deadly, they leave the kuhl'ani weak and injured. Its shell protects it from the Material Plane, and the slightest exposure to air, dirt, and other common materials scars its true form.

Glimpse of the Abyss (Ex): The kuhl'ani knows that its true form can sunder a mortal's mind. As a standard action, it allows its inner material to seep through its mask. By doing so, it gains a gaze attack that inflicts 1d4 points of Wisdom damage; victims must make a Will save (DC 24) to avoid the damage. While exposed in this way, the kuhl'ani suffers 2d6 points of damage per round. It suffers this damage at the start of its action, before it does anything. It can cancel this effect and halt the damage it takes as a free action.

Grasping Darkness (Ex): A kuhl'ani can lash out with its true inner self to attack opponents. The kuhl'ani activates this ability as a standard action. First, it suffers 2d6 points of damage as it exposes its body to the stuff of the Material Plane, as mentioned in the glimpse of the abyss ability above. It then makes a single touch attack against a foe within 30 feet, using a sinuous, dark purple tentacle that bursts from its body. If this attack hits, the target suffers 15d8 points of damage and takes 2 points of damage each to Strength, Dexterity, and Constitution. On a successful Fortitude save (DC 24), the target suffers half damage and avoids the ability score damage. This Constitution-based saving throw includes a +4 racial bonus.

Horrid Touch (Ex): Any creature struck by a kuhl'ani's touch attack undergoes a sudden, horrible decay. The victim's skin turns brown and leathery as the very life energy within it drains away. The victim suffers 1d4 points of Constitution damage.

Darkvision (Ex): A kuhl'ani can see 60 feet even in total darkness. Darkvision is black and white only, but otherwise like normal sight.

Horrid Aspect (Ex): If a kuhl'ani is reduced to fewer than 0 hit points, its outer physical shell falls away, leaving only a fragment of its true form (its real body can't wholly exist within the material realm). But even this distorted image is enough to destroy a mortal's sanity. Anyone within



60 feet of the kuhl'ani and with a clear line of sight to it must make a Will save (DC 24) or suffer 1d6 points of Wisdom damage. The save Difficulty Class of this ability is Charisma-based and includes a +4 racial bonus. This is a gaze attack that continues to affect the kuhl'ani's enemies. Outsiders, the undead, and elementals are immune to this ability.

The kuhl'ani's inner form has 40 hit points and a natural defense bonus of 0. It suffers 10 points of damage per round due to the massive exposure to the Material Plane; this is in addition to the damage suffered from glimpse of the abyss. It suffers this damage at the start of its action, before it can do anything. Otherwise, it uses the values as outlined in the creature's stat summary on the previous page. If the inner form falls to 0 or fewer hit points, it is destroyed. Its body dissipates in a cloud of foul smoke.

Immunities (Ex): The kuhl'ani's strange body and alien nature make it immune to many common effects. It doesn't need to sleep, eat, drink, or breathe. It's immune to stun, critical hits, sneak attack damage, paralysis, fear, and mind-affecting abilities.



MOSS TROLL

Large Giant

Hit Dice: 6d8+24 (51 hp)

Initiative: +7

Speed: 30 feet (six squares)

Defense: 17 (-1 size, +3 Dex, +5 natural), touch 12, flat-footed 14

DR: —

Base Attack/Grapple: +4/+13

Attack: Claw +8 melee (1d6+5)

Full Attack: 2 claws +8 melee (1d6+5) and bite +6 melee (1d6+2)

Space/Reach: 10 feet/10 feet

Special Attacks: Grasping vines, rend, verdant tomb

Special Qualities: Darkvision 60 feet, low-light vision, natural camouflage, regeneration 6, scent

Saves: Fortitude +9, Reflex +5, Will +4

Abilities: Str 20, Dex 16, Con 18, Int 6, Wis 14, Cha 8

Skills: Climb +14, Hide +8 (+16 in lush areas), Survival +11

Feats: Improved Initiative, Multiattack (mastery 1), Skill Talent (Hide, Survival)

Environment: Any temperate or warm forest

Organization: Solitary or pack (2–5)

Challenge Rating: 6

Advancement: 7–12 HD (Large); 13–18 HD (Huge)

A moss troll is a large, lumbering humanoid beast with a layer of woody plants, ferns, and moss growing from its tough skin.

This variety of troll has a symbiotic relationship with plant life. Its ability to regenerate allows plants to feed off its flesh. In return, the moss troll has developed the ability to manipulate the plants that take root upon its body. In battle, the moss troll uses these plants to entangle and harass its enemies.

Moss trolls are little more than wild animals. Perhaps due to their close relationship with simple plants, fungi, and moss, their intellects are barely above animal level. They typically stake out a hunting ground and attack all creatures that enter it.

Moss trolls thrive in hot, wet environments where their symbiotic plants can flourish. Cold weather causes a moss troll to wither and enter a state of hibernation.

COMBAT

In battle, moss trolls prefer hit-and-run tactics. They blend into the terrain, leaping out to strike from the shadows before disappearing again into the wilderness. While they are by no means smart creatures, they possess a predatory cunning that allows them to ambush and track their prey with surprising effectiveness.



Moss trolls run in fear from fire and cold, the two forms of damage from which they can't regenerate. Furthermore, they're overly cautious when dealing with opponents that can harm their plant allies.

Grasping Vines (Ex): The plants that take root in a moss troll's body aid it in battle by clinging to the troll's foes and wrapping around their arms, legs, and torso. Each time the troll strikes an opponent with its claws, the target must make a successful Reflex save (DC 18) or suffer a -2 penalty to Dexterity and a two-square (10-foot) penalty to movement. This is a Constitution-based saving throw. The plants on the moss troll's body cover the target, hindering his ability to fight and move effectively. This penalty increases with each successful attack. If the target of this ability uses a full-round action to do nothing but tear at the brambles and vines that cling to him, he removes the penalties.

Rend (Ex): If a moss troll strikes an opponent with both claws, it immediately inflicts an additional 2d6+5 points of damage as it rips and tears into the target.

Verdant Tomb (Ex): If a creature's speed drops to 0 due to the moss troll's grasping vines ability, the target creature becomes rooted in place as a result of the writhing vines that cover him. He can no longer free himself with a full-round action. Instead, he must make an Escape Artist check (DC 24) to wriggle free.

Alternatively, he can inflict 20 points of damage to the vines with a small slashing weapon. In addition, the victim's allies can hack at the vines with slashing weapons, freeing him if they manage to inflict a total of 20 points of damage upon the vines.

The trapped creature suffers 2 points of temporary Constitution damage per round as the vines burrow into his flesh, take root in the ground, and feed upon his body. He can make a Fortitude save (DC 18) for half damage. This save is Constitution based. A Medium or larger creature slain in this manner transforms into a moss troll 1d4 days after its death.

Darkvision (Ex): A moss troll can see 60 feet even in total darkness. Darkvision is black and white only, but otherwise like normal sight.

Low-Light Vision (Ex): A moss troll can see twice as far as a human in starlight, moonlight, torchlight, and similar conditions of shadowy illumination. It retains the ability to distinguish color and detail under these conditions.

Natural Camouflage (Ex): The leafy plants, ferns, and moss that grow over the troll's body help conceal it from view in its normal environment. A moss troll gains a +8 bonus on all Hide checks made in areas that are overgrown with plants, thick forests, tall grass, and the like.

Regeneration (Ex): A moss troll suffers normal damage from fire and cold effects.

Scent (Ex): This special quality allows a moss troll to detect approaching enemies, sniff out hidden foes, and track by sense of smell. Creatures with the scent ability can identify familiar odors just as humans do familiar sights.

The moss troll can detect opponents within 30 feet by sense of smell. If the opponent is upwind, the range increases to 60 feet; if downwind, it drops to 15 feet. Strong scents, such as smoke or rotting garbage, can be detected at twice the ranges noted above. Overpowering scents, such as skunk musk or troglodyte stench, can be detected at triple the normal range.

When a moss troll detects a scent, the exact location of the source is not revealed—only its presence somewhere within range. The troll can take a move action to note the direction of the scent.

Whenever the moss troll comes within 5 feet of the source, it pinpoints the source's location.

NECROPHAGE

Tiny Undead

Hit Dice: 2d12 (13 hp)

Initiative: +4

Speed: 30 feet (six squares)

Defense: 18 (+2 size, +4 Dex, +2 natural), touch 16, flat-footed 14

DR: —

Base Attack/Grapple: +1/−8

Attack: Stinger +7 melee (1d4−1)

Full Attack: Stinger +7 melee (1d4−1)

Space/Reach: 5 feet/5 feet

Special Attacks: Death devourer, herald of doom

Special Qualities: Darkvision 60 feet, undead traits

Saves: Fortitude +0, Reflex +4, Will +5

Abilities: Str 8, Dex 18, Con —, Int 6, Wis 14, Cha 18

Skills: Move Silently +9, Hide +17

Feats: Weapon Finesse (mastery 1)

Environment: Any land or subterranean

Organization: Solitary or swarm (2–20)

Challenge Rating: 1

Advancement: 3–4 HD (Small); 5–10 HD (Medium)





A necrophage is a small undead creature that devours not only the dead, but the necromantic energy spawned when a living creature meets its end. Necrophages haunt battlefields, execution grounds, and other areas where death is common. As they devour death energy, they create a terrible feedback loop that causes death energy to grow even stronger in the surrounding area. Injuries become more grievous, wounds become harder to heal, and so forth. Necrophages themselves are rarely deadly, as they have only a weak tail stinger for attacking opponents. However, the threat they pose from their magical abilities makes them a deadly menace to adventurers.

A necrophage resembles a humanoid skull with long, chitinous legs that emerge from its underbelly. Its eye sockets glow with a green, spectral light, while its bony tail is set with a sharp barb. The creature lacks a mouth, but its skeletal nostrils are ringed with cilia that gently wave back and forth. When the necrophage draws near a dying creature, these cilia thrash with greater speed, betraying the creature's excitement at its impending feast.

The appearance of necrophages on a battlefield is seen as an omen for defeat and ruin. These creatures tend to appear only when the tides of fate promise a great bloodletting. In addition, sometimes a powerful necromancer calls a swarm of necrophages to do his bidding. The tiny, verminlike undead skitter among the rotting feet of the necromancer's legions as they march to war.

Necrophages spawn in areas with a high concentration of necromantic energy. They arise spontaneously, the raw energy of death given physical form, in areas such as morgues, the site of an executioner's block or a gallows pole, and so forth. Typically, they lurk in such areas and wait for new victims to fall into their grasp. In some cases, a necrophage can steadily claim victims without arousing any suspicion. The isolated victims of a plague may die more often, while injured warriors pass away during the night without drawing undue attention. As more creatures die in the area, more necrophages are spawned from the collected residue of death.

COMBAT

In battle, a necrophage rushes about in search of a dying creature or a potential victim who hangs on the verge of defeat. By focusing its necromantic energy, the necrophage can help hasten the inevitable. The fell power it controls causes its victim's blood to run freely from cuts, and even relatively minor injuries become terrible wounds.

Death Devourer (Su): If a creature dies within 60 feet of a necrophage, the monster absorbs a portion of the death energy that radiates through the area. Immediately upon the victim's death, all living creatures within 60 feet of the

necrophage must make Fortitude saves (DC 15) or suffer 1d6 points of damage as it gathers the death energy, focuses it, and flashes it across the area. This is a Charisma-based saving throw.

The necrophage does not gain this benefit when a nonliving creature, such as an undead or construct, is destroyed.

Herald of Doom (Su): As a standard action, a necrophage can target a single opponent with an aura of necromantic energy. The aura has a range of 60 feet. The target must make a Will save (DC 15) to resist the aura. This is a Charisma-based saving throw. On a failed save, the target suffers several effects that last for one minute:

- All damage rolled against her gains a +2 profane bonus.
- When attempting to stabilize, the target has only a 5 percent chance of halting the loss of hit points while dying.
- The target suffers a -2 profane penalty on all Fortitude saves.

The necrophage must remain within 60 feet of the target for the aura to work. Once a foe fails a saving throw, the necrophage cannot target anyone else with this ability for one minute.

Darkvision (Ex): A necrophage can see 60 feet even in total darkness. Darkvision is black and white only, but otherwise like normal sight.

PAELDREM

Medium Monstrous Humanoid

Hit Dice: 4d8+8 (26 hp)

Initiative: +4

Speed: 30 feet (six squares)

Defense: 19 (+4 Dex, +4 base defense, +1 shield), touch 14, flat-footed 11

DR: 1d3/magic (studded leather armor)

Base Attack/Grapple: +4/+6

Attack: Rapier +7 melee (1d6+2)

Full Attack: Rapier +7 melee (1d6+2)

Space/Reach: 5 feet/5 feet

Special Attacks: Death spasm, dual tactics, paired blades

Special Qualities: Human guise, twin combat style, twin minds

Saves: Fortitude +3, Reflex +8, Will +4

Abilities: Str 14, Dex 18, Con 15, Int 11, Wis 10, Cha 12

Skills: Hide +7, Tumble +11

Feats: Swarm Tactics, Weapon Focus (rapier)

Environment: Any land or underground

Organization: Pair, party (4), group (8), or tribe (16)

Challenge Rating: 3

Advancement: By character class

By night, they walk the long roads that stretch between each isolated, flickering point of civilization. Always two abreast, never in groups larger than sixteen, the paeldrem wander the known world in search of goals inscrutable to the minds of men. These strange, humanlike creatures are slender, hairless, and androgynous. They can adopt the guise of a male or female human, as their subtle facial features allow them to pose as either gender with ease.

Paeldrem always operate in pairs. They are born as twins, and the members of such a pair form a close psychic bond. Two linked paeldrem share a single personality, experience each other's senses and thoughts at the same time, and operate much like a single being cast into two bodies. In battle, this fact makes them deadly foes who work together skillfully to defeat an enemy.

COMBAT

A linked paeldrem pair fights as a single entity with two bodies. A pair gains a number of benefits when it operates together. The following abilities refer to a linked pair of paeldrem. Each paeldrem has one spawn clone that counts as its link, and vice versa. These two paeldrem must be within 100 feet of each other to gain the benefits of their linked pair abilities. A paeldrem cannot form a pair with any other member of its race—only with the specific paeldrem it was matched with at birth.

Death Spasm (Su): If a paeldrem's pair mate dies when the two operate as a linked pair, the surviving paeldrem seeks to join it in death. The survivor's mind, rent to pieces by the death of its pair mate, focuses only on slaying as many opponents as possible and dying in the process. The paeldrem gains a +6 bonus to both Strength and Constitution, and it continues to act as normal until it reaches –10 hit points. It is not considered dying until it reaches that total or lower. The paeldrem attacks any nonpaeldrem in the area and continues to fight until no such foes remain within its line of sight. Even then, it must spend one minute without seeing any nonpaeldrem before the bloodlust passes.

Dual Tactics (Su): If a linked pair has access to the same type of token pool, the two members of the pair combine the tokens they earn when fighting. For example, a pair of paeldrem berserkers fights together. On their action, one member of the pair stokes fury to generate fury tokens. The other member of the pair then immediately spends those tokens to activate its berserker abilities.

Paired Blades (Ex): When a linked pair of paeldrem fights together, the two form a unit that operates with greater efficiency than the sum of its parts. A paeldrem grants its linked pair mate a +2 bonus to attacks and a +2 active bonus to defense against any opponent it attacks. Activating this ability is not an action, and these bonuses persist for 1 round after the pair separates to more than 100 feet of each other.



Human Guise (Ex): Paeldrem enjoy a +5 racial bonus on all Disguise checks made to mimic the appearance of a human. They do not suffer the –2 penalty for adopting a different gender. Normally, these creatures use simple disguises, such as wigs, traveler's clothes, and similar gear, when wandering through human lands.

Twin Combat Style (Ex): A paeldrem gains a +5 bonus on any aid another attempts made to improve its linked pair mate's defense or improve its linked pair mate's attacks against a target.

Twin Minds (Su): A linked pair of paeldrem gains a +5 bonus on Spot and Listen checks as long as the two stay within 100 feet of each other. In addition, each member of the pair can see and hear what the other notices. If one member of a pair succeeds at a Spot or Listen check, both members succeed.

PAELDREM SOCIETY

None can truly say how long the paeldrem have wandered in human society, nor do sages know the paeldrem's goals or plans. The paeldrem commonly pose as married couples, with most of them traveling as a lone pair in civilized lands. In



wilderness areas, they move in groups of four, eight, or sixteen for protection, but they never gather in larger groups or in units of different numbers. Most sages believe that the paeldrem consider other numbers unlucky or taboo.

The paeldrem tend to speak in absolutes. They have trouble with the concept of grey areas in morality, thought, or action. To the paeldrem, an issue is either right or wrong, an idea is either workable or pointless, and a person is either a friend or an enemy. They swap back and forth from one judgment to the other with ease, but they never vary from absolutes. A paeldrem couple might attack a party of adventurers, but if the pair learns that the explorers share their goals, they'll fight alongside the party with the same fervor and commitment as lifelong friends.

In truth, the paeldrem seek their own kind. They wander the world to uncover lost colonies and pair groups of their own people. Slowly but surely, they gather in increasing numbers. Groups of sixteen, the largest bands of paeldrem, have been sighted only within the past few years. Rumors abound of even larger groups forming, putting the sages' theories to the test.

The paeldrem tend toward standoffish behavior around other creatures and gather in hidden enclaves. In urban areas, the paeldrem might take over an abandoned ruin or a set of secret tunnels beneath the city streets. They sometimes establish small shrines to a pair of nameless deities, but such temples appear only in areas where many paeldrem have lived for a long time. In most cases, the paeldrem establish small camps tucked away in remote wilderness areas. Thus, it's difficult to gauge their true strength and numbers in any particular region.

TRUE HISTORY OF THE PAELDREM

The paeldrem originated in an alien realm far beyond the mortal world. Once, two mighty gods ruled this realm. These two beings crafted new forms of life, forged planets, lit stars, and built an entire cosmos to their liking. Their world was a veritable paradise where the living things they created flourished under their watchful eyes.

Sadly, no good thing can last. A strange, powerful entity breached the barriers between worlds and set itself upon this fair realm. For thousands of years, its influence slowly spread, corrupting living creatures, spawning undead, and gathering demons to its side. Caught up in the joys of creation and overconfident in their power, the two deities failed to note its malign actions until it was too late. When the dreaded being made an open assault upon them, the invader proved too powerful for the pair to defeat. They faced certain destruction.

To preserve themselves, the two gods sundered their bodies, personalities, and souls into hundreds of thousands of

pieces and flung themselves across the multiverse. In time, many of these shards took root in the world of men. Thus, the first paeldrem arose.

The paeldrem know little of this story aside from vague legends and an instinctual drive to gather in greater numbers, though always in a sacred multiple of two. Each paeldrem contains a tiny essence of one of the two deities, and each pair consists of a paeldrem with one shard from each god. When a paeldrem dies, it passes into the afterlife for a short time before the shard returns to the world, though it loses most memories of its previous life. However, a paeldrem cannot reincarnate until its pair mate also perishes and joins it in the afterlife, so most paeldrem kill themselves if their pair mate dies first.

When the paeldrem finally gather all of their kind together, the two deities will arise once more. Unfortunately, over time they've become jealous, hateful beings. The paeldrem might cooperate with humanity for now, but once they assemble their combined power, they know there will be space for no other in the world. The twin gods learned the lesson of militancy and aggression the hard way. They intend to apply it with a ruthless efficiency.

PAELDREM NPCs

Paeldrem usually have levels in warrior, though a significant number train in player character classes such as weapon master, man-at-arms, and thief. Roughly half of all paeldrem pairs consist of mates who belong to the same class, while the other half are made up of two complementary classes, such as armiger and archer.

PIPRISUG

Medium Aberration

Hit Dice: 8d8 (36 hp)

Initiative: +8

Speed: 30 feet (six squares), climb 20 feet (four squares)

Defense: 16 (+4 Dex, +2 natural), touch 14, flat-footed 12

DR: 15/piercing

Base Attack/Grapple: +6/+5

Attack: Claw +5 melee (1d4-1)

Full Attack: 2 claws +5 melee (1d4-1)

Space/Reach: 5 feet/5 feet

Special Attacks: Defensive pheromones, puppeteer

Special Qualities: Expert contortionist

Saves: Fortitude +2, Reflex +6, Will +9

Abilities: Str 8, Dex 18, Con 10, Int 14, Wis 16, Cha 18

Skills: Bluff +15, Escape Artist +23, Hide +15, Move Silently +15

Feats: Dodge (mastery 1, 2), Improved Initiative

Environment: Any land or subterranean

Organization: Solitary or clutch (2–8)

Challenge Rating: 6

Advancement: By character class

The dreaded piprisug uses its strange abilities to confuse, control, and ultimately defeat its prey. In battle, it alters its enemies' minds, causing them to see hallucinations, suffer phantom injuries, and ignore the true threat they face. Most experienced warriors would prefer to face a rampaging shell-back (see page 80) or a vicious ogre than a piprisug. At least against such foes, you know that your mind remains your own.

Piprisugs are emaciated-looking humanoid creatures with bulbous heads and long, ropy limbs. Their flesh is soft, spongy, and dry, more like that of a fungus than an animal. A piprisug has three eyes arranged in a triangle on its face, along with a short, quivering tentacle directly above the third eye. Its skin is white with speckles of light to dark brown scattered across its head and torso. A piprisug has excellent flexibility and agility, allowing it to hide even in relatively tight or compact spaces. It can slip beneath a couch or wedge itself within a narrow crack with relative ease.

COMBAT

Piprisugs prefer indirect confrontations, as they are physically weak and fragile. They emit a variety of pheromones that cause hallucinations, confusion, and other effects in their enemies. A piprisug unleashes these chemicals as a reflexive action when frightened or cornered. It can also manipulate the chemicals to produce specific reactions in its foes. A piprisug can even exert precise control over a specific subject, turning it into the piprisug's puppet. Luckily, piprisugs can seize control over only a limited number of humanoids at once. The pheromones it uses must be tailored to a specific creature, making it impossible to generate the chemicals needed to control many opponents.

Defensive Pheromones (Ex): When startled, scared, or threatened, a piprisug emits a chemical that warns other piprisugs of the danger while scrambling the senses of all other creatures in the area. The piprisug activates this ability as a free action on its first action of a combat encounter. All creatures within 100 feet of the piprisug that need to breathe must make a Will save (DC 18). On a failed save, the creature suffers hallucinations. Roll 1d4 and consult the table at right. Use the resulting effect against that specific creature for the rest of the encounter.

This effect lasts for 1 round. A creature who failed the first save must make another at the start of its action until it leaves the piprisug's area of effect. If a creature stands within more than one piprisug's area of effect, the save DC increases by 1 for each piprisug beyond the first. The creature still makes only one save, not one for each piprisug.



1d4 Effect

- 1 *Horrific Visions:* The victim sees horrifying creatures and other sanity-blasting sights. It suffers 1d4 points of temporary Wisdom damage. If it threatens any other creatures, either friends or allies, it attacks one at random.
- 2 *Panic:* The victim screams and runs in a random direction. Roll 1d8 to pick the direction it runs (use the rules for weapons and scatter from “Throw Splash or Grenadelike Weapon” in Chapter Eight of *Monte Cook Presents: Iron Heroes*). The creature runs or double moves, depending on the terrain. If it encounters an obstacle it cannot pass, such as a wall or creature, it moves in a new, randomly chosen direction.
- 3 *Splintered Vision:* If the victim can see the piprisug, it mistakes the piprisug for an ally. If anyone attempts to injure the piprisug, the victim attacks the closest aggressor.
- 4 *Stunned:* The victim is stunned for 1 round.



Puppeteer (Ex): A piprisug exerts control over its opponents by bathing them in different combinations of its pheromones. It can cause general changes in a creature's actions and enjoys limited, direct control when the creature is in its presence.

As a standard action, the piprisug focuses on a creature within 60 feet. The target must make a Will save (DC 18) or fall under the piprisug's control, in which case the target considers the piprisug a close ally and fights to protect it. The target still maintains its old friendships and alliances, however. For example, an adventurer might attack his allies if they strike at the piprisug, but he would not fight them without good reason. Likewise, the piprisug could not use the puppeteer ability to force the adventurer to slit his friends' throats while they slept.

A creature affected by this ability makes a new save once per week to overcome this control. Usually, the victim reports to his puppet master once per day for new orders. The piprisug can issue general requests or orders to the victim when they meet face to face, but it cannot command him over a long distance.

A piprisug can exert even greater control over a target within 20 feet. If a target within that range fails its Will save (DC 18), it will attack others (including its own allies), take actions, and otherwise act precisely as the piprisug wishes. If the piprisug uses this ability, the target makes a new saving throw at the start of its action each round to overcome this control.

When a character succeeds at his save, he breaks free of the piprisug's control. However, the piprisug may continue to target the same character on subsequent rounds. A successful saving throw grants a character no immunity to further control attempts.

A piprisug can control a number of creatures equal to 1 + its Charisma modifier; in the example given here, it could control five creatures. If it tries to control more than that, it loses control of a victim chosen at random.

Expert Contortionist (Ex): A piprisug can twist and turn its body to fit into incredibly small spaces. It gains a +8 racial bonus to all Escape Artist checks. In addition, it can move without squeezing through a space that's normally wide and tall enough only for a Tiny creature. It moves at its normal speed and suffers none of the effects of squeezing in such situations.



PIPRISUG SOCIETY

Piprisugs are solitary creatures, though sometimes they gather in small groups called clutches. They are supremely arrogant; the typical piprisug uses its abilities to collect a handful of slaves to act as laborers, guards, and servants. The piprisugs view the races they control, such as humans, ogres, and orcs, as dense brutes that are easily manipulated.

Yet, despite their intelligence, the piprisugs are surprisingly passive. They care only for a comfortable lair, plentiful supplies, and enough servants to keep them from having to do much physical work. Most piprisugs seek comfort, and perhaps the thrill of controlling others, over everything else.

The piprisugs' ability to squeeze into small spaces and climb walls with ease allows them to hide among humanity. A piprisug might make its lair atop a bell tower, in the basement of a building at the edge of town, or in some other place that's isolated from its surroundings despite being located within a city.

Rumors persist of small cabals of piprisugs who control entire kingdoms. By placing a few key figures under its control, a piprisug can exert tremendous influence over the land. In reality, though, such arrangements are rare. Sooner or later, the piprisug will lose control over its thralls. Instead, these strange creatures sometimes form alliances with humans. In return for willing protection and a safe haven, a piprisug might use its abilities to manipulate the enemies of its new ally.

Most piprisugs speak Common in a lisping, whining voice. They usually make an effort to master a number of languages, as such skills allow them to communicate with and control a wider range of creatures.

PIPRISUG CHARACTERS

Most piprisugs who gain character classes opt for thief or arcanist levels. Piprisugs despise physical activity, making them unlikely to take up the study of weapons and armor. Piprisug thieves rely on their social and stealth skills to navigate human cities. These master manipulators lurk behind the scenes of a surprising number of kingdoms and city-states.

Piprisugs have a natural talent for magic. They don't need to make channeling checks when casting spells. If you import classes from other games, the sorcerer, magister, and wizard also make good selections.

PLAGUE GIANT

Large Undead

Hit Dice: 18d12 (117 hp)

Initiative: -2

Speed: 30 feet (six squares)

Defense: 15 (-1 size, -2 Dex, +8 natural), touch 15, flat-footed 15

DR: 5/—

Base Attack/Grapple: +9/+19

Attack: Claw +14 melee (1d6+6)

Full Attack: 2 claws +15 melee (1d6+6) and bite +13 melee (2d6+3)

Space/Reach: 10 feet/10 feet

Special Attacks: Disease bearer, plague of flies

Special Qualities: Darkvision 60 feet, strength from sickness, undead traits

Saves: Fortitude +6, Reflex +4, Will +11

Abilities: Str 22, Dex 6, Con —, Int 6, Wis 11, Cha 12

Skills: Climb +17, Jump +17, Listen +10, Spot +10

Feats: Cleave (mastery 1, 2), Multiattack (mastery 1), Power Attack (mastery 1, 2), Weapon Focus (claws, mastery 1), Weapon Focus (bite, mastery 1)

Environment: Any

Organization: Solitary, pair, or tribe (3–24)

Challenge Rating: 9

Advancement: 19–22 HD (Large); 23–30 HD (Huge)

A plague giant is the decaying husk of a monstrously large humanoid creature animated as an undead being. It drips of pestilence and corruption, leaving plagues, misery, and death in its wake. Battling a plague giant is no easy task, for these creatures have but a single weakness. A black, rotted heart pumps diseased ichor through the giant's body, allowing it to continue its foul crusade. While physical blows and spells can eventually topple the beast, the easiest and surest way to slay one is to skewer it through the heart. However, only the bravest warriors have the mettle to hack through the giant's diseased flesh, crawl into its body, and destroy the source of its evil.

Plague giants typically serve necromancers as siege engines and shock troops. With the great number of diseases they carry, the giants prove useful even when slain. After a giant has been defeated, it continues to pose a hazard to those who draw too close to its rotting, disease-ridden corpse.

A plague giant towers over the battlefield. Its raw, reddish-brown skin is covered with festering, weeping sores. Rivulets of mucous and slime run down its body, pooling in small puddles wherever it steps. Most plague giants are shaved bald, with bloodshot eyes and mouths filled with the decaying remnants of greenish, cracked fangs. A dense cloud of small black flies fills the air around a plague giant. These



insects burrow between plates of armor, swarm into a warrior's mouth and nose, and otherwise harass and annoy the giant's enemies.

COMBAT

Some plague giants fight with clubs or huge maces, but most prefer to rip into their enemies with their jagged fangs and gnarled, slime-covered claws. As a plague giant fights, its weeping injuries spread diseased filth across the battlefield. Even warriors who keep away from the giant risk contracting a deadly illness. Those brave enough to battle the creature up close must contend not only with the threat of disease but also with the supernatural abilities the giant brings to bear on its foes.

Disease Bearer (Su): The plague giant is infested with a horrific disease that inflicts on a victim an outbreak of weeping sores, bloating, and eventually death. Anyone struck by the giant's bite or claw attack must make a Fortitude save (DC 19). On a failed save, the target contracts the giant's plague. This plague causes 1 point of temporary Constitution



damage each day, with a Fortitude save (DC 19) needed to recover. A creature that dies from this disease rises as a zombie if it is size Medium or smaller. Otherwise, it animates as a plague giant.

Plague of Flies (Ex): The thick cloud of flies that surrounds a plague giant makes it a daunting foe. Any living creature within 30 feet of the giant suffers a –2 penalty on attacks, skill and ability checks, and saves. The flies swarm around living creatures and bite at them, inflicting no damage but causing enough of a distraction to hamper their efforts.

Darkvision (Ex): A plague giant can see 60 feet even in total darkness. Darkvision is black and white only, but otherwise like normal sight.

Strength From Sickness (Ex): A plague giant is notoriously difficult to defeat through force of arms. First, it regenerates 15 hit points per round. And even after the creature is destroyed, its body parts knit themselves back together. The disease spirits that animate the giant continue to struggle on after the creature's death. Aside from destroying the giant's heart, a process detailed below, the best way to finally defeat the creature is to reduce it to below 0 hit points, douse its corpse in oil, and set it aflame. While the creature can regenerate fire damage, burning its dead flesh to ash prevents it from reforming.

THE GIANT'S HEART

Destroying a plague giant's heart is a difficult task at best, yet it's the surest way to defeat the beast. The player characters can make a Knowledge check (DC 20, any area of study relating to magic, religion, or the undead) to learn the following information.

A character who wants to destroy the giant's heart must dig into its putrid flesh. This requires a Climb check as a standard action against the giant's base attack check. If the character succeeds, she clammers up the giant's leg and onto its torso. On her next action, she must inflict at least 10 points of damage against the creature, then immediately use a move action to reach into the wound. As this injury heals around her arm, the character becomes trapped in place and loses her active bonus to defense. Each round, she may use a standard action to attack the giant's heart. The character reaches into the giant's torso in an attempt to grab the heart, crush it in her grasp, and kill the giant. The giant must make a Fortitude save (DC 5 + the character's Strength modifier) or be immediately destroyed. The save Difficulty Class for this attack increases by 5 for each round the character attempts this action after the first.

A character who attempts this attack is exposed to the giant's disease each round, as described in the disease bearer special ability outlined above.

SAND HOMUNCULUS

Small Construct

Hit Dice: 8d10+10 (55 hp)

Initiative: +4

Speed: 20 feet (four squares), fly 20 feet in dust cloud form (perfect, four squares)

Defense: 21 (+1 size, +4 Dex, +6 natural), touch 15, flat-footed 17

DR: — or 15/magic in dust cloud form

Base Attack/Grapple: +6/+3

Attack: Claw +11 melee (1d4+1)

Full Attack: 2 claws +11 melee (1d4+1)

Space/Reach: 5 feet/5 feet

Special Attacks: Choking grasp, dust cloud, stinging storm

Special Qualities: Darkvision 60 feet, lurking presence, construct traits

Saves: Fortitude +2, Reflex +6, Will +3

Abilities: Str 12, Dex 18, Con –, Int 14, Wis 12, Cha 15

Skills: Climb +12, Hide +15, Listen +12

Feats: Dodge (mastery 1, 2), Weapon Finesse (mastery 1)

Environment: Any

Organization: Solitary or pack (2–5)

Challenge Rating: 5

Advancement: —

A sand homunculus is a small, animated cloud of dust, dirt, and sand that can choke its opponents to death, obscure an area with a thick cloud of swirling dirt, or spy upon a foe merely by spreading itself over an area and remaining still. Sand homunculi once served as spies, assassins, and scouts for the powerful spellcasters who created them. The secret of their construction has long been lost. The remaining sand homunculi outlived their masters, allowing them to gain a level of sentience and independence uncommon in constructs.

The surviving sand homunculi now work as freelance spies and killers for the highest bidder. They usually consort with sorcerers, cult leaders, and others who have the required knowledge of ancient lore needed to contact them. A few rituals, perhaps once used by ancient spellcasters to command sand homunculi, allow a skilled caster to call the closest sand homunculus for an audience. These creatures need not answer the call, and the spell allows them an insight into their would-be paymaster's intentions and attitudes. Some sages theorize that the sand homunculi altered these incantations or even created them.

The typical sand homunculus is abrasive, arrogant, and demanding. These creatures, all of which are at least 500 years old, see themselves as patently superior to the weak, pathetic organic creatures that they've watched wither and die year after year. They delight in tormenting, though not necessarily killing, living creatures. When they do kill, they

feel they're providing the victim with an escape from the drudgery and pain of mortal existence.

A sand homunculus has two forms. It can take the shape of a short, humanoid creature with rough, brown skin, long fangs, and a leering, wide mouth. Alternatively, it can take the form of a thick cloud of dust and dirt.

COMBAT

In battle, a sand homunculus uses its unique magical abilities to choke, harass, and vex its enemies. A sand homunculus can shift its body into a cloud of dust, allowing it to evade physical damage while still hampering its enemies. It excels at aiding larger, tougher creatures who have more powerful physical or magical attacks. However, the sand homunculus can easily pick off a single opponent. By sliding into a foe's nose and mouth, the sand homunculus can choke its victim to death. Such an attack leaves it vulnerable to its target's allies, making this attack useful only against lone foes.

Choking Grasp (Ex): While in its dust cloud form (see below), a sand homunculus can attempt to choke and kill a single opponent. The sand homunculus gathers all of its dust together in a single square occupied by its target. While using this ability, it loses the benefits (but not the drawbacks) of its dust cloud form.

The homunculus must make a touch attack against its target. If it hits, the target cannot breathe or speak. He must hold his breath and might suffocate if he does not receive aid. The target suffers 1d8 points of damage per round as the sand forces its way into his mouth and nose, with a Fortitude save (DC 15) for half damage. The save DC is Strength based. The homunculus must use a standard attack action each round to maintain its grip. It's forced to remain almost completely still while it slowly chokes its victim.

Anyone who threatens the victim can make an attack against the homunculus. The homunculus loses its active bonuses to defense in such cases. However, the attacker must randomly resolve his target as if he were attacking into a grapple. If the attacker uses a move action to line up his attack with a melee weapon (but not a ranged weapon), he does not determine his target randomly.

The target of this attack can attempt to break free by killing the homunculus with physical attacks. The victim suffers no special penalties against the homunculus, though the creature loses its active bonuses to defense against him.

Dust Cloud (Su): As a move action, a sand homunculus can burst into a cloud of dust. This cloud covers a two-square-by-two-square area: The homunculus always occupies a square-shaped space. It cannot form a long, thin line or any other alternate shape. If it tries to move into a smaller area, use the rules for squeezing as normal.



While in its dust cloud form, the sand homunculus gains a fly speed of 20 feet with perfect maneuverability. It also gains the use of its choking grasp and stinging storm special abilities.

In dust cloud form, the sand homunculus has DR 15/magic, and all physical attacks against it enjoy a 50 percent miss chance. Attempting to injure a sand homunculus while it assumes this shape is quite literally the same as fighting a dust storm with a sword.

The dust cloud provides concealment to all creatures within it. While in this form, the sand homunculus cannot use any of its physical attacks or special abilities aside from its stinging storm and choking grasp abilities.

Stinging Storm (Ex): The homunculus can whirl the stuff of its dust cloud body like a cyclone, lashing at all within its area and blocking ranged attacks. All creatures within the cloud suffer 1d4 points of slashing damage per round, while any ranged attack fired into or through the cloud suffers a -4 penalty. The homunculus activates this ability as a standard attack action. It lasts for 1 round. On its next action, the homunculus can use another standard attack action to continue using its stinging storm.



Darkvision (Ex): A sand homunculus can see 60 feet even in total darkness. Darkvision is black and white only, but otherwise like normal sight.

Lurking Presence (Ex): The homunculus' appearance gives it a +10 bonus on Hide checks made in sandy areas. While in its dust cloud form, the homunculus can drop to the ground and spread itself over an area. In this case, it gains an additional +4 bonus on Hide checks and can hide itself without cover or shadows if it was previously unobserved. In other words, the homunculus cannot attempt to hide in the middle of a fight while its opponents can see it, but it can hide in the middle of an empty, brightly lit room. It simply spreads itself out to look like dust or dirt scattered in the area.



ADVENTURE IDEA

A small number of local officials have formed a secret cabal to help each other rise to ever greater political power in the city. One of their first acts was to hire a sand homunculus to remove those who would oppose them in their bid for advancement.

The members of the cabal contracted with the sand homunculus to eliminate these enemies. But unbeknownst to them, the creature has not been doing so. Instead, it has teamed up with the rest of its pack to capture and hold the victims prisoner. The homunculi kidnap the targets one at a time, rendering them unconscious with their choking grasp ability, then dragging them to their lair to torture them mercilessly. The sadistic creatures prefer tormenting others to actually killing them and see little reason why they should consider themselves bound to a contract with mere organic beings.

When an influential member of the community and friend of the player characters goes missing, the adventurers manage to track him to one of the members of the cabal, from whom they must wrest the secret of the sand homunculus' role in the disappearance.

When the group finally makes it to the creatures' lair, it may surprise the PCs to find a pack of homunculi, rather than just the one with which the cabal has had contact. They may also be surprised to discover not just a single victim in need of rescuing, but a total of four desperate abductees.

In combat, each homunculus attacks a single player character with its choking grasp and stinging storm abilities. The creatures' innate arrogance makes them nearly blind to the possibility of their defeat. The homunculi prove quite difficult to kill—they use their dust cloud form to scatter themselves over the floor of their lair, making themselves more difficult targets.

Only when all the members of the pack but one have been dispatched does the truth of its peril truly sink in. In order to save its own life, the last homunculus threatens to choke the PCs' captured friend to death unless the heroes let it go free.

After the PCs defeat the homunculi, the grateful victims offer them a reward, which they double if the group can bring down the members of the cabal. They beseech them to stomp out these evildoers in the shadows before they formulate a new plan.



SELVRIN

Medium Aberration

Hit Dice: 12d8+36 (90 hp)

Initiative: +12

Speed: 50 feet (10 squares)

Defense: 29 (+12 Dex, +1 shield, +6 base defense), touch 28, flat-footed 11

DR: —

Base Attack/Grapple: +9/+12

Attack: Iron needle +21 melee (1d8+3)

Full Attack: Iron needle +19/+14 melee (1d8+3) and bite +19 melee (1d8+1)

Space/Reach: 5 feet/5 feet

Special Attacks: Blood fury, horrid feast, versatile limbs

Special Qualities: Alien anatomy, darkvision 60 feet, bounding maneuver

Saves: Fortitude +7, Reflex +16, Will +10

Abilities: Str 16, Dex 34, Con 16, Int 12, Wis 14, Cha 10

Skills: Climb +18, Jump +18, Tumble +27

Feats: Two-Weapon Fighting (mastery 1, 2), Weapon Finesse (mastery 1, 2, 3)

Environment: Any land or subterranean

Organization: Solitary, pair, or mob (3–12)

Challenge Rating: 10

Advancement: By character class

The fearsome selvrin attacks with a brutal flurry of slashes, cuts, and bites that can reduce its opponent to a pile of shredded flesh in mere moments. A selvrin has a generally humanoid shape. Its eyeless, earless head is marked only by a small, snoutlike nose and a wide, fanged mouth. It can use its four limbs as either arms or legs with equal facility. Each limb ends with a broad, circular palm ringed with long, clawed fingers. Selvrins craft strange weapons adapted to their unique hands, allowing them to shift a blade from one limb to the other without disrupting the flow of its attacks. A selvrin might tumble across the battlefield, spring off its feet, switch its weapons to its feet in midair, and then grab onto a foe with its hands while driving its weapons into the victim with its feet.

The selvrins crave the taste of flesh. Utterly malevolent, they fight for the joy of inflicting pain and for the opportunity to eat the body of a living creature. To a selvrin, a meal tastes best if it is spiced with fear, uncertainty, and pain.

COMBAT

In battle, a selvrin is a blur of flashing blades, rending claws, and savage fangs. The selvrin enters a state of bloodlust similar to a berserker's fury, allowing it to ignore even the most horrific injuries as it tears into its enemies' ranks. Like a shark, the selvrin enters a state of frenzy as soon as it smells or taste blood. Overcome with an all-consuming desire to

rip, tear, and devour, a selvrin battles even beyond the point of death.

Blood Fury (Ex): If a selvrin injures an opponent, it may enter a state of bloodlust as a free action at any time during the rest of the encounter. Some selvrins prefer to retain their rational minds while they fight, but others give themselves over to the allure of mindless carnage. While in this state, the selvrin becomes immune to mind-affecting effects and gains a +4 bonus to Strength. If its hit points drop below 0, it continues to fight as normal until it dies.

Horrid Feast (Ex): If a selvrin hits an opponent with its bite attack, it rends, tears, and chews on the victim. The selvrin heals an amount of damage equal to half the amount of damage it inflicted with its bite attack.

Versatile Limbs (Ex): A selvrin's arms and legs are essentially interchangeable. It can walk on its hands and grasp weapons in its feet with equal ease. In battle, it flows like an avalanche over its enemies, bouncing, leaping, slashing, and clawing with all four limbs at once. In addition to its normal spread of attacks, the selvrin gains one additional attack at its best base attack bonus when it uses a standard or full attack action to attack.

Alien Anatomy (Ex): A selvrin's strange bodily arrangement makes it immune to critical hits and sneak attack damage. Dissection of a selvrin reveals that it lacks normal internal organs. Instead, its body is filled with a viscous, slimy material that seems to contain liquefied "organs."

Darkvision (Ex): A selvrin can see 60 feet even in total darkness. Darkvision is black and white only, but otherwise like normal sight.

Bounding Maneuver (Ex): As a selvrin speeds across a battlefield, it moves with fluid, unpredictable agility. It tumbles off its feet, sprints on its hands, and rolls past its foes, making it difficult to intercept or hinder. The selvrin gains a +4 bonus on all Tumble checks and ignores the effects of difficult terrain.

SELVRIN SOCIETY

Selvrins tend to wander the land in search of chaotic realms or war zones where they can slaughter victims at will. While the selvrins are bloodthirsty killers, they are by no means foolish. They might turn into mindless killing machines in the midst of battle, but they take care to ensure that the battlefields or hunting grounds ideally suit to their needs. The selvrins know that, while they excel in combat, a large enough force can overwhelm them.

The selvrins follow an elaborate system of blood duels to establish dominance within a mob. Usually, an underling challenges his superior to a fight to the death for the right to lead. Sometimes, though, a selvrin uses more underhanded methods to eliminate a rival. It might abandon the rival on



the field of battle, murder it in the night, or poison it. The selvrins extend the same bloodthirsty, amoral attitude they apply to other races to their own kind.

THE GREAT FEAST

Sometimes, the selvrins gather in large numbers. They fight nonlethal duels to establish the absolute hierarchy of skill in the region, form into new mobs based on personal preferences and plans for the coming years, and so forth. As part of this gathering, the selvrins collect captives of various intelligent races. They give these captives a few weapons, perhaps a shield or a suit of armor, and unleash them in the wild. The selvrins allow their prey to run for a few hours before launching their pursuit. This event is known as the great feast, and the selvrins who run down and devour the most victims earn tremendous prestige and respect from their kind. In addition, selvrins who have displayed cowardice in battle or who have become outcasts among their own kind are forced to participate in this hunt as prey. All prey have but one hope—to outrun or outfight the hunting selvrins for two days. After that time, the Great Feast ends and the selvrins must begin the first of the duels to establish dominance.



Selvrins actively seek skilled warriors to serve as their prey. Sometimes they work with slave traders, thieves' guilds, and other underworld organizations to find suitable victims. A despot might scour her prisons for skilled warriors in hopes of buying a temporary alliance with the selvrins, or she might seek to bribe them into avoiding her land. The selvrins measure the success of the feast in part on the quality of the meat arrayed before them. A peasant makes for easy prey, but it lacks the satisfying challenge of a talented fighter.

SELVRIN CHARACTERS

Selvrins make natural harriers, and many of them gain levels in that class. Other selvrins become weapon masters, executioners, and berserkers. Few selvrins follow the path of the thief or arcanist, while the other classes, particularly the armiger, are almost unknown among this race.

The selvrins train among their own kind. Some sages believe that the first harriers forged their method of fighting by observing selvrin warriors in action. It is highly doubtful that these malevolent beasts would willingly train others.

SELVRIN WEAPONS

In combat, selvrins use a variety of strange blades that adapt well to their oddly shaped hands and feet. They're all proficient with the three weapons listed below. A nonselvrin who gains proficiency with the iron needle or the spin blade still suffers a -2 penalty on attacks with them, because they're too awkward and strangely balanced for a humanoid to use without restriction.

Iron Needle (Medium light power exotic weapon, 1d8 points of piercing damage): An iron needle is a slender, stabbing weapon. Its base rests in the palm of the selvrin's hand, while the wielder's fingers slide into and hook around metal loops arranged around the base. A selvrin uses this weapon to jab at its foes, stabbing into their flesh with powerful thrusts.

Selvrin Flail (Medium light disarm trip exotic weapon, 1d4 points of bludgeoning damage): A selvrin flail consists of a short, studded leather strap that ends in a lead ball. The flail lacks a handle; instead, its wielder merely grips the strap. The selvrins rely on their speed and power, rather than the flail's crushing weight, to inflict wounds. Unlike other selvrin weapons, a nonselvrin who becomes proficient with this flail does not suffer the -2 penalty to attacks with it.

Spin Blade (Medium light finesse exotic weapon, 1d6 points of slashing damage): Similar to a circular saw blade, this weapon allows a selvrin to slash and twist through an opponent's flesh. Each time a selvrin hits an opponent with a spin blade, it gains a +1 bonus on the rest of its attacks on its current action. This bonus applies only on attacks the selvrin makes during its action, and it resets to 0 at the end of the selvrin's action.

SHELLBACK

Huge Magical Beast

Hit Dice: 20d10+180 (290 hp)

Initiative: -2

Speed: 20 feet (four squares)

Defense: 36 (-2 size, -2 Dex, +30 natural), touch 6, flat-footed 36

DR: —

Base Attack/Grapple: +20/+38

Attack: Bite +28 melee (2d6+10)

Full Attack: Bite +28 melee (2d6+10) and 2 claws +23 (1d8+5)

Space/Reach: 15 feet/10 feet

Special Attacks: Trample

Special Qualities: Body vulnerabilities, brute instincts, darkvision 60 feet, low-light vision

Saves: Fortitude +21, Reflex +10, Will +9

Abilities: Str 30, Dex 6, Con 28, Int 6, Wis 12, Cha 4

Skills: Listen +9, Spot +9, Survival +8

Feats: Improved Bull Rush (mastery 1, 3, 5), Improved Trample, Iron Will, Power Attack (mastery 1, 2)

Environment: Any land

Organization: Solitary or herd (2-12)

Challenge Rating: 11

Advancement: 21-26 (Huge); 27-38 (Gargantuan)

A shellback is a large, powerfully built creature similar to a turtle. It uses its great weight and muscular legs to stomp its opponents into a bloody pulp. Its thick shell deflects most attacks, making it difficult to defeat a shellback with brute force. Instead, those who would hunt this beast must learn its weaknesses. A shellback's great strength and stubborn, aggressive personality make it almost impossible to tame. However, some warlords have learned to direct a shellback's rage toward their enemies. A small group of outriders armed with javelins and barbed arrows can drive or lead an enraged shellback to a city or town.

Raw force rarely proves useful against a shellback. Instead, attackers must dodge its claws, climb atop its body, and find weak points in its shell. Only by exploiting these gaps in the shellback's defenses can its opponents defeat the beast.

COMBAT

In battle, the shellback uses its immense size and strength to overwhelm its enemies. In many areas, shellbacks are the ultimate predators. They rule over a tract of forest or plains as the undisputed masters of the land. At times, this role can cause them to fight in an overconfident, reckless manner. Since shellbacks have little more than an animal-level intellect, they tend to assume that they can easily defeat any opponent that cannot match their vast bulk.

Trample (Ex): As a full-round action, a shellback can move up to twice its speed and literally run over any opponents at least one size category smaller than itself. The shellback merely has to move over the opponents in its path; any creature whose space is completely covered by the shellback's space is subject to the trample attack. If a target's space is larger than 5 feet, it is considered trampled only if the shellback moves over all the squares it occupies. If the shellback moves over only some of a target's space, the target can make an attack of opportunity against the shellback at a -4 penalty. A shellback that accidentally ends its movement in an illegal space returns to the last legal position it occupied, or the closest legal position, if there's a legal position that's closer.

A shellback's trample attack deals $2d8+10$ points of bludgeoning damage. Trampled opponents can attempt attacks of opportunity, but these carry a -4 penalty. If they do not make attacks of opportunity, trampled opponents can attempt Reflex saves (DC 30) to take half damage.

A shellback can deal trampling damage to each target only once per round, no matter how many times its movement takes it over a target creature.

Body Vulnerabilities (Ex): The shellback's body has a number of action zones that its opponents can use to manipulate its behavior or find weak points in its defenses. For example, experienced warriors know of a small gap between a shellback's legs and its thick armor, but moving into position to stab into that gap requires careful timing and steely nerves. The three action zones below cover these vulnerabilities. (For full details on action zones, see Chapter Four: Combat in *Mastering Iron Heroes*; however, the descriptions below should give you all the information you need to use the shellback in an encounter.) Remember to outline them for players as combat begins.

Back Attack (Reusable Action Zone): You can scale a shellback's body and take a position on its back. While risky, this maneuver allows you to avoid its attacks. You must make a Climb check opposed by the shellback's base attack check to climb up its body. You must climb a total of 10 feet to reach the top of the creature's back. Once there, you must make a Balance check (DC 20) each round to keep your footing. If you fail this check, you fall prone. A prone character must also make a Balance check (DC 10) each round or fall off the shellback, taking $1d6$ points of damage and landing in a randomly chosen square adjacent to the beast.

The shellback cannot attack characters who stand atop it. In addition, while on top of the shellback, you can seek out gaps and spaces in its armor. Each round, you can make a Search check (DC 10) to find such a point. On a successful check, the shellback loses 2 points of natural armor against your attacks. You can take a skill challenge (see *Iron Heroes*,



Chapter Four) to increase this loss by 1 point for every 5 points you increase the Difficulty Class.

Belly Vulnerability (Reusable Action Zone): The armor plating beneath the shellback is much thinner than the shell that protects its back. With a successful Tumble check (DC 20), you can dash beneath a shellback, avoid its crushing legs, and attack it from below. The shellback has a natural armor bonus of $+4$ against such attacks, for a total defense of 10. If you end your action beneath the shellback, you immediately move to the nearest unoccupied space. If two spaces are the same distance away, you choose which one you enter.

Joint Vulnerability (Reusable Action Zone): The shellback has narrow gaps between its shell, its thick plating, and the point where its legs and neck meet its shell. To take advantage of this weakness, you must make a Climb, Jump, or Tumble check (DC 20) as a move action to attempt an attack against a gap. On a successful check, you may make an attack against the vulnerable point's natural armor bonus of $+4$, for a total defense of 10.



Brute Instincts (Ex): A shellback enters a fearsome rage whenever it suffers injuries. While this state can prove dangerous, a smart warrior can turn it to his advantage. The shellback acts in a predictable manner when injured, and its diminutive intellect makes it relatively easy to manipulate. For example, a warlord might find a shellback, injure it, and then use a small contingent of cavalry to lead the enraged beast to an enemy stronghold or camp. The shellback lacks the intelligence to distinguish one humanoid opponent from another. Once enraged, it focuses its attention on the closest foe at hand.

When a shellback drops below half its maximum hit points, it gains a +4 bonus to Strength and automatically attacks the nearest opponent. If the closest foe is not within its reach, it charges, runs, or double moves (whichever is appropriate) toward the closest enemy. It remains in this state until it goes more than 10 minutes without seeing an opponent. The shellback considers any target an enemy if it fits the same general shape and appearance as its most recent attacker. For example, if injured by a group of warriors, a shellback attacks all humanoid foes. It ignores animals, larger humanoids, and so forth.

Darkvision (Ex): A shellback can see 60 feet even in total darkness. Darkvision is black and white only, but otherwise like normal sight.

Low-Light Vision (Ex): A shellback can see twice as far as a human in starlight, moonlight, torchlight, and similar conditions of shadowy illumination. It retains the ability to distinguish color and detail under these conditions.



SKAERRIM

Medium Fey

Hit Dice: 6d6+6 (27 hp)

Initiative: +4

Speed: 30 feet (six squares)

Defense: 14 (+4 Dex), touch 14, flat-footed 10

DR: 15/cold iron

Base Attack/Grapple: +3/+4

Attack: Dagger +4 melee (1d4+1)

Full Attack: Dagger +4 melee (1d4+1)

Space/Reach: 5 feet/5 feet

Special Attacks: Arcane power

Special Qualities: Low-light vision, shape change, spell vulnerability, walker between worlds

Saves: Fortitude +3, Reflex +9, Will +7

Abilities: Str 12, Dex 19, Con 13, Int 14, Wis 14, Cha 20

Skills: Bluff +14, Diplomacy +14, Disguise +14, Hide +13, Intimidate +14, Move Silently +13, Sleight of Hand +13, Tumble +13

Feats: Devious Manipulator (mastery 1, 2), Dodge (mastery 1)

Environment: Any forest

Organization: Solitary

Challenge Rating: 4

Advancement: Special, see below

The skaerrim are strange beings of pure magic that dwell in the gap between the world of mortals and the dreamlike realm of the fey folk. Some are curious and even helpful, while others seem malevolent and delight in tormenting and devouring mortals. The skaerrim are fundamentally unable to understand the limits of a mortal existence. Their magical nature allows them to survive almost any trauma. Even when a foe destroys a skaerrim's physical form, its soul returns to the fey realm, where it slowly reforms. To a skaerrim, dying is really no more traumatic or momentous than taking a nap.

Skaerrim are master shapeshifters. When they enter the mortal realm, they can take on almost any humanoid or animal form. Regardless of the shape a skaerrim takes, it always retains one consistent physical feature that reveals its true nature. A skaerrim might have purple eyes, a tuft of red hair, or a similar trait that manifests across the different forms it assumes.

When dealing with humans, the skaerrim's actions are difficult to predict. The same skaerrim might be playful or helpful one day and sadistic or manipulative the next. Their experience and mindset is so utterly alien that they can't understand even the most basic of human interactions. A skaerrim might assist a traveler one day due to the same capricious impulses that cause it to waylay and devour a wandering minstrel the next. When it comes to humanity, the skaerrim are like curious children playing with a colony of ants.

The skaerrim do have one absolute: They must obey any oaths, agreements, or contracts they make with a mortal. Supposedly, the lord of these creatures requires them to swear upon their undying souls to offer at least that measure of respect to the mortals whose lives they meddle in. Whether this is true or false remains unknown, but rumors and legends recount dozens of instances where a skaerrim kept its word when a clever or lucky human entered into a bargain with it and emerged the victor. Skaerrim delight in promising humans wealth or power if they agree to a seemingly impossible challenge or dare.

COMBAT

If the skaerrim have one weakness, it's their tendency to underestimate the threat posed by a skilled warrior or an indomitable berserker. They see all humans as similar in terms of talent, power, and ability. A skaerrim who drives children and peasants before him may not know how to react when a dauntless armiger shrugs off his attacks and skewers him with a sword.

While skaerrim are immortal, they tend to avoid repeated confrontations with humans who defeat them. To a skaerrim, there is no greater shame than to fall to a mortal warrior. According to legend, a skaerrim slain a second time by the same mortal becomes mortal itself. Thus, a defeated skaerrim might use indirect tactics to vex a human opponent. It might lead monsters to his doorstep, challenge him with riddles, or taunt him from a safe distance as he battles a deadly monster.

When faced with a direct threat, the skaerrim unleash their magic. They command arcane power with the same ease that a mortal breathes air or walks upon the earth. While this makes them formidable opponents, their spells still have limits. If a party of adventurers can withstand a few of a skaerrim's spells, they can wear down its strength and defeat it.

Arcane Power (Su): A skaerrim has mastery in all schools of magic equal to half its Challenge Rating + 1. If a skaerrim acquires a template, gains levels in a class, or otherwise changes its Challenge Rating, adjust its mastery rating accordingly.

Each round, a skaerrim can cast a spell that has a mana cost of up to 5 + its Challenge Rating. The skaerrim does not have a mana pool, nor does it make channeling checks to cast the spell. As a being of pure magic, it shapes energy and creates spell effects with ease.

Low-Light Vision (Ex): A skaerrim can see twice as far as a human in starlight, moonlight, torchlight, and similar conditions of shadowy illumination. It retains the ability to distinguish color and detail under these conditions.

Shape Change (Su): A skaerrim can adopt a variety of guises. As a standard action, it can change itself to resemble



any humanoid, animal, monstrous humanoid, or giant. It gains its new form's size, movement modes, and extraordinary abilities (but not its spell-like or supernatural abilities). It gains a +4 bonus to Strength and a -2 penalty to Dexterity for each size category it increases. While the skaerrim's outward appearance changes, its capabilities and talents remain the same. It can still use its arcane power ability.

The skaerrim gains a +10 bonus on all Disguise checks if it adopts a new form to hide its identity. However, the skaerrim loses this bonus against anyone who knows and recognizes the physical feature that remains constant throughout its forms. For example, a skaerrim with a shock of red hair might have a certain red mark somewhere on its new body regardless of the shape it takes.

Spell Vulnerability (Ex): As beings of pure magic, it would seem that skaerrim would be immune to many spells. In reality, the opposite is true. A skaerrim's physical form is based on magic, and as such it is vulnerable to any spell effects. A



skaerrim suffers a –4 penalty on all saving throws, except for those made to resist mind-affecting abilities. It makes its saves without penalty against such mental effects, as the skaerrim's mind lacks its body's weakness.

Walker Between Worlds (Sp): A skaerrim can shift between the planes, allowing it to step from its home realm to the mortal world. It takes a skaerrim a full-round action to begin this process, and 1d10 rounds later, it arrives in its destination realm. A cornered skaerrim might try to use this ability to escape its enemies, but there is no guarantee that it can flee an area in time. Remember that this is a spell-like ability, meaning that the skaerrim's opponents can disrupt its use just as they would a spell.

ADVANCEMENT

The statistics given on page 82 represent the typical skaerrim, but members of this race vary in arcane might. The better a skaerrim is at manipulating magic, the stronger its material form. You can create a more powerful skaerrim by increasing its Hit Dice as normal. For every 2 additional Hit Dice you grant it, increase its Challenge Rating by 1. As noted above, the higher a skaerrim's Hit Dice, the more skill it has in using magic.

SKAERRIM AND HUMANITY

The skaerrim see humans as playthings. Members of this race who enter the mortal realm might do so out of a sense of curiosity, a desire to explore the land, or a sadistic drive to torment and manipulate the weak. When encountering a skaerrim, an adventurer never knows whether she faces a benign traveler, a psychotic murderer, or an inquisitive explorer.

The skaerrim that spend time with mortals tend to be outcasts and rebels among their kind. Most skaerrim have little use for humanity. They prefer to remain in the strange realm they inhabit, a sprawling, endless forest of twisted trees, strange glades, and soaring towers crafted from wood and glass. Stories persist of unfortunate mortals who stumble into the skaerrim realm and never return. Its splendor and beauty supposedly are so great that a mortal stands agape at the wondrous sights, unable to move or even think clearly until she starves to death where she stands.

SKAERRIM BARGAINS

Many of the skaerrim that visit with mortals seek to test them and observe their actions. Since the skaerrim are effectively immortal, they find the concept of death fascinating. Their bargains often involve life-threatening situations or offer a mortal a spectacular reward if she succeeds—and a painful death if she fails. By observing a human struggling to survive peril, a skaerrim might gain some insight into fear and other unfamiliar emotions.

Most skaerrim bargains are simple tests that involve an obvious danger or challenge of a human's abilities, such as a duel against an ogre, a riddle-guessing game, and so forth. The rewards might range from the skaerrim's aid in completing a task or battling an enemy to a material gift, such as gold coins or a magical item. Unfortunately, the penalty is always the same—death. Sometimes, a skaerrim will introduce a variation, such as by suggesting the death of a loved one as the cost of failure. In any case, the skaerrim insists on watching the challenge unfold. It usually adopts a form that allows it to observe the action without interfering.

TRONDAR

Medium Elemental (Earth)

Hit Dice: 4d8+16 (34 hp)

Initiative: –2

Speed: 20 feet (four squares), burrow 40 feet (eight squares)

Defense: 18 (–2 Dex, +10 natural), touch 8, flat-footed 18

DR: 5/wood or bone or natural attacks

Base Attack/Grapple: +3/+7

Attack: Fist +8 melee (1d8+4)

Full Attack: 2 fists +8 melee (1d8+4)

Space/Reach: 5 feet/5 feet

Special Attacks: Earth shift, entomb

Special Qualities: Earth reliance, tremorsense 100 feet, elemental traits

Saves: Fortitude +8, Reflex –1, Will +1

Abilities: Str 18, Dex 6, Con 18, Int 12, Wis 10, Cha 8

Skills: Appraise +8, Craft (metal objects/structures) +8, Listen +7

Feats: Power Attack (mastery 1), Weapon Focus (fists, mastery 1)

Environment: Any land or underground

Organization: Solitary, pod (2–8), swarm (9–19), or legion (20–1,000)

Challenge Rating: 4

Advancement: 5–8 HD (Medium), 9–16 HD (Large)

A trondar is a humanoid-shaped creature of pure elemental earth. Accidentally summoned to the world centuries ago by the Masters (see "Sample Setting: The Swordlands" in Chapter Six of *Monte Cook Presents: Iron Heroes*), they once served as slaves and workers. The trondars built many of the Masters' greatest cities and monuments. It was their skill at shaping and molding rock, rather than the Masters' talent for magic, that created many of the world's architectural wonders.

Unfortunately, the trondars are far from peaceful artisans. They consider themselves refugees trapped far from home. With the fall of the Masters, the trondars are now free to do as they please. Unable to return to their home plane, they instead have chosen to terraform the world to their liking. In isolated areas, they have replaced lush forests, rolling

grasslands, and gentle rivers with obsidian plains, smoking volcanoes, and barren vistas of rock and rubble. To the trondars, all that is green and living is anathema.

A trondar is a lump of rock and dirt in the shape of a humanoid. Most of them consist of a few large boulders knitted together with thick, loamy soil. Trondars leave trails of loose dirt as they move. As long as a trondar remains in contact with raw earth or stone, it draws new material from the ground while sloughing off old material from its body. In this manner, a trondar draws sustenance from the ground and revitalizes its body.

COMBAT

In battle, trondars use their affinity for the earth to defeat their opponents. They prefer to do battle in areas with volcanic rifts, pits, and lava streams, as they can use such features to maximize their abilities. On the other hand, they avoid open sources of water or any place that requires them to lose contact with the ground. Such places greatly reduce their powers.

All the save Difficulty Classes for trondar abilities are Constitution based. The DCs equal 10 + half the trondar's HD + its Constitution modifier.

Earth Shift (Su): As a standard action, a trondar can cause the earth to flow like water. It can manifest one of two effects with a range of 500 feet:

- The trondar can cause up to six squares to become difficult terrain. Each square affected by this ability must be adjacent to at least one other targeted square.
- The trondar can force a creature to move six squares across bare earth or rock. The creature's movement can end in a square that is not earth or rock, but its path cannot cross such features. A Reflex save (DC 16) allows a creature to avoid this effect.

Entomb (Su): A trondar can attempt to mire a creature in dirt and rock. As a standard action with a range of 100 feet, the trondar forces a single opponent to make a Reflex save (DC 16). If this save fails, the creature sinks knee deep into the rock or earth and becomes trapped in place. The target must make a Strength check (DC 15) to break free. His allies can make a check with the same Difficulty Class to assist or pull the target free. While trapped in this manner, a target is considered entangled and cannot move.

The trondar can attempt to use this ability again against a trapped creature. In this case, the target makes another Reflex save. If this save fails, he sinks into the ground to his chest. He can't move and suffers a –8 penalty to Dexterity (minimum 0) and a –4 penalty to all attacks. The victim must make a Strength check (DC 20) to pull himself partially free,



in which case he's trapped to knee depth, as described above. His allies can make their own Strength checks to assist.

The trondar can use this ability a third time against a creature trapped to chest depth. If the target fails his Reflex save, he completely sinks into the earth and must hold his breath or suffocate. Freeing a creature trapped in this manner requires a Strength check (DC 20) as a full-round action to dig him out. The trapped creature makes this check with a –5 penalty, as it can't move effectively. On a successful check, the creature is considered trapped to chest depth, as described above.

Damage Reduction (Su): The trondar have an innate connection to all stone and metal items. They suffer reduced injuries from them, as reflected in their damage reduction. Weapons made from other materials—such as wood, bone, or anything else—defeat their DR. For example, a living creature's natural attacks defeat the trondar's damage reduction.

Earth Reliance (Ex): A trondar must remain in contact with rock and dirt to sustain its might. If a trondar loses contact with the earth from some reason, it suffers 1 point of damage per round and sustains a –4 penalty to its Strength



and Constitution scores. If a trondar is immersed in water, it must make a Fortitude save (DC 22) or die immediately. Even on a successful save, it suffers 5d6 points of damage and takes 2 points of Strength and Constitution damage per round of immersion.

Tremorsense (Ex): A trondar is sensitive to vibrations in the earth and can automatically pinpoint the location of anything in contact with the ground. This ability has a range of 100 feet.

TRONDAR SOCIETY

The trondar gather near the sites where the Masters kept them as slaves. For many years they remained in hiding, slowly massing their numbers to overwhelm their enemies. In the recent past, they have begun to spread outward. They destroy any human settlements they encounter and annihilate all life in their path.

With a few notable exceptions, trondars have little concept of an individual identity. The typical trondar has too strong a connection to the world as a whole. It sees itself as the will of the earth made material, and it believes that other creatures (except for those similarly tied to the earth) are invaders, parasites, and marauders.

At least one trondar per pod or swarm develops a fully fledged personality. Known as *gdran*, these trondars serve as leaders and masterminds. The other trondars in a group obey the *gdran* without question. Most *gdran* have higher than average Intelligence and Charisma scores. If a *gdran* dies, either the surviving trondars seek out a new *gdran* to lead them, or one spontaneously develops a new, stronger personality.

When several *gdran* gather in once place, the trondars use a simple democratic process to make decisions. The *gdran* debate an issue and then vote, with the majority position becoming the official policy or course of action of the entire group. The *gdran* set aside their egos when dealing with each other, and they readily and enthusiastically follow a course of action once it has been agreed upon.

Even though most trondars never become *gdran*, the average member of the race is by no means stupid. Trondars display the same initiative and creativity as any humanoids with similar Intelligence scores. However, they subsume their personal desires, goals, or health for the good of the group. Trondars' connection to the earth allows them to see far beyond the limits of their minds and bodies.

THE GREAT TRANSFORMATION

Trondars fight to turn the world into what passes for a lush paradise on the Elemental Plane of Earth. When 20 or more of them gather in an area, they cause persistent changes to take hold. To do so, the trondars enter a mysti-

cal trance that leaves them helpless, though at least part of the group remains awake and on guard. Once the trondars enter their sleep state, they cannot awaken until their ritual is complete.

At least 20 trondars must enter this state for it to have any effect. Each day that passes, an area with a radius of one-tenth of a mile for every 20 trondars in the group transforms into a bare, dead realm of rock and earth. Human settlements crumble to dust, rivers dry up or divert around the area, mundane plants die, and animals flee in a panic. The ritual, known as the Great Transformation, lasts for up to 10 days, and as many as 200 trondars can take part in it. An individual trondar can participate in this ritual only twice per year.

Because the transformation is physical rather than magical in nature, it can be reversed. The land eventually returns to normal once the ritual ends. Of course, it takes many years for new trees and plants to grow back or for rivers and animal life to return.

UNGULAK

Medium Aberration

Hit Dice: 12d8+60 (114 hp)

Initiative: +1

Speed: 30 feet (six squares), burrow 20 feet (four squares)

Defense: 25 (+1 Dex, +14 natural), touch 11, flat-footed 24

DR: —

Base Attack/Grapple: +9/+16

Attack: Claw +16 melee (1d6+7)

Full Attack: 2 claws +16 melee (1d6+7) and bite +11 melee (1d8+3)

Space/Reach: 5 feet/5 feet

Special Attacks: Horrific shriek

Special Qualities: Darkvision 60 feet, tremorsense 100 feet, tunneling

Saves: Fortitude +9, Reflex +5, Will +9

Abilities: Str 24, Dex 12, Con 20, Int 12, Wis 12, Cha 10

Skills: Hide +16, Listen +16, Move Silently +16

Feats: Cleave (mastery 1, 2), Power Attack (mastery 1, 2), Weapon Focus (claws, mastery 1)

Environment: Any land or subterranean

Organization: Solitary, pair, or clutch (3–12)

Challenge Rating: 9

Advancement: 13–14 HD (Medium); 15–20 HD (Large); 21+ HD (Huge)

An ungulak is a serpentine creature that uses an array of magical abilities to slay its opponents. The ungulak's primary weapon is its horrific shriek, a sonic attack that can splinter iron, bone, and wood. After pulverizing its enemies with its keen, it wades into battle to fight with its long, hooklike arms and crushing, serpentine coils.

An ungulak looks like a nightmarish combination of a serpent and an insect. Its lower body is a smooth, scaled, purple tail similar to a snake's body. Its upper half consists of a fanged maw, two large, bulbous eyes, and a pair of long, hooked arms.

Ungulaks carve extensive networks of tunnels through loose soil and dirt. A single ungulak's hunting grounds might be crisscrossed with miles of tunnels, small caves, and hidden lairs. These creatures are highly territorial and spend years fortifying an area against intruders.

COMBAT

Ungulaks rarely venture far from their home territory, as they rely upon the multitude of known bolt holes, hiding spots, and other secret tunnels to keep them safe in the face of a determined foe. An ungulak might emerge from hiding to use its sonic attack, grab a stunned opponent, and then disappear into a hidden tunnel before its opponents can recover.

These hit-and-run tactics serve an ungulak well. The creatures prefer to avoid decisive, drawn-out battles unless they find themselves cornered. Unlike other predators, the ungulaks rely on tactical withdrawals to help defeat their enemies. An ungulak generally flees for its life after it loses half its hit points, but after running away it almost invariably tries to launch a second, surprise attack from a different direction.

Horrible Shriek (Ex): An ungulak produces a 60-foot cone of sonic energy that batters its opponents, knocking them over physically and mentally. Any creature in this attack's area must make a Fortitude save (DC 21). On a failed save, a victim suffers 10d6 points of sonic damage, is stunned for 1d4 rounds, and is knocked prone. A creature that makes its save suffers half damage and is neither stunned nor knocked prone.

The ungulak must build up sonic energy to unleash this ability. It can use the horrible shriek once every 5 rounds.

Darkvision (Ex): An ungulak can see 60 feet even in total darkness. Darkvision is black and white only, but otherwise like normal sight.

Tremorsense (Ex): An ungulak is sensitive to vibrations in the earth and can automatically pinpoint the location of anything that is in contact with the ground. This ability has a range of 100 feet.

Tunneling (Ex): When an ungulak uses its burrowing movement mode, it can choose to leave a tunnel in its wake. This tunnel is roughly 6 feet high and 5 feet wide, large enough for a Medium creature to pass through. When the ungulak tunnels in this manner, it moves at only half its normal burrowing speed.



UNGULAK TUNNELS

The area surrounding an ungulak's territory is invariably honeycombed with tunnels and passages. Ungulaks take care to hide these passages, as they rely upon them to avoid powerful creatures and ambush weaker ones. Finding an entrance to an ungulak's tunnels is never easy. It usually requires a Search check with a Difficulty Class equal to 10 + the ungulak's total Hide bonus.

Ungulaks maximize their tremorsense ability in patrolling their hunting grounds. An ungulak might dig a tunnel a few feet below the side of a hill. There, it waits for prey to pass by. With its tremorsense ability, it can detect passing creatures. Once it has determined its prey's marching order, size, and so forth, it slips forward to one of its waiting ambush points. Alternatively, it may simply erupt from the ground to attack its prey from below.



Adventurers and explorers seek out ungulak tunnels despite the threat these predators pose. With their tremorsense, ungulaks can sense the presence of caves, openings, and other cavities in the ground. These creatures tunnel into such spaces, sometimes opening access to long-lost ruins, dungeons, and other subterranean sites. Thus, an expedition into ungulak tunnels carries with it a high risk but the potential for a great reward.

VARDRAG

Huge Giant

Hit Dice: 24d8+216 (324 hp)

Initiative: -2

Speed: 40 feet (eight squares)

Defense: 21 (-2 size, -2 Dex, +15 natural), touch 6, flat-footed 21

DR: —

Base Attack/Grapple: +18/+46

Attack: Huge club +36 melee (2d6+20)

Full Attack: Huge club +36/+31/+26/+21 (2d6+20)

Space/Reach: 15 feet/15 feet

Special Attacks: —

Special Qualities: Battle lust, wrathful mind

Saves: Fortitude +23, Reflex +6, Will +9

Abilities: Str 50, Dex 6, Con 28, Int 6, Wis 12, Cha 6

Skills: Climb +24, Jump +25, Listen +10, Survival +10

Feats: —

Environment: Temperate mountains and forests

Organization: Solitary, pair, or tribe (3–12)

Challenge Rating: 15

Advancement: 25–32 HD (Huge); 33–40 HD (Gargantuan)

The monstrously strong yet incredibly stupid vardrags are among the most dangerous creatures an adventuring party can encounter. One moment, a vardrag might be happy to speak with travelers in an infantile, almost innocent fashion. The next moment, it flies into a homicidal rage due to some perceived or real slight. Regardless of the source of its irritation, few warriors can stand against the vardrag's immense strength and toughness. In most cases, a skilled diplomat or cunning liar is far better equipped to handle a vardrag than a mighty warrior.

All vardrags seem to have trouble dealing with other intelligent beings. In their natural state, they are curious, simple-minded creatures that hunt, gather food, and exist largely in peace with their environment. They have a tendency to seek out strangers in their territory, as their curiosity compels them to investigate those who wander close to their camps. A vardrag might ask to look at a warrior's sword or ask a party to help it hunt down an elk. Most encounters with a vardrag begin innocently enough, but the creatures invariably attack those who fail to handle them delicately. Like an enormously



strong, spoiled brat, a vardrag tends to resort to violence at the first sign that a social interaction has drifted in a direction it doesn't like. Vardrags also have an alarming tendency to misinterpret body language and other subtle signs as aggressive moves, mockery, and so forth.

COMBAT

A vardrag uses its monstrous strength to crush and rend its opponents. Once aroused into a wrathful state, only the blood of its enemies can soothe a vardrag's anger. Diplomacy remains the best option for defeating this creature. The more injuries it suffers, the more enraged it becomes. An enraged vardrag might rip down trees, stomp on wildlife, and otherwise unleash its anger on its surroundings if its enemies escape its grasp. Yet a soothing word can return it to a quiet, childlike state.

Due to their puny intellects and incredible strength, vardrags lack access to feats. They're too dense to develop any advanced combat talents, but their mighty strength allows them to simply batter through their foes. Wherever these creatures dwell, they are the unquestioned masters.

Luckily, they also lack the intelligence to develop ambition, greed, or similar traits that might push them into conflicts. As long as they're left alone, they dwell in peace.

Battle Lust (Ex): In combat, a vardrag gains tokens similar to a player character. Each time it loses 20 hit points, it gains a battle lust token. For each token it possesses, it gains a +2 bonus to Strength. It can spend a token to gain a +4 bonus on its attack roll or damage on a single attack. It must spend this token before resolving the attack.

The vardrag gains tokens based on the total damage it has suffered, not for individual attacks. The vardrag does not lose battle lust tokens if it gains healing. If a vardrag begins its action without an opponent in its threatened area (or if it doesn't know that a foe is within reach), it must move toward the nearest enemy. If its opponents still remain out of its reach at the end of its action, it loses a battle lust token. When this occurs, the vardrag stomps its feet, kicks over trees, or otherwise wreaks havoc out of frustration.

The vardrag also loses battle lust tokens if someone attempts to soothe its anger. A successful Diplomacy check opposed by the vardrag's Will save causes it to lose one token. The character making the Diplomacy check can accept a –5 skill challenge (see *Iron Heroes*, Chapter Four) to increase the number of tokens he strips from the vardrag. For each challenge accepted, the character removes one additional token from the vardrag on a successful check. There is no cap on the total penalty a character can take in this manner.

As long as a vardrag has at least one battle lust token, it is immune to all mind-affecting effects and Charisma-based skills, aside from the use of Diplomacy as noted above.

Wrathful Mind (Ex): Vardrags are notoriously difficult to handle, as they can enter a state of furious rage by misinterpreting the most innocent gesture, statement, or facial expression. Each minute that the party interacts with a vardrag in a social situation, one member of the group must serve as spokesperson and make a Diplomacy check. No one may assist with this check. In addition, each other member must make a Diplomacy check (DC 10). Each character that fails this check imposes a –2 penalty on the spokesperson's check.

The DC of the spokesman's initial Diplomacy check is 15. Each minute (in other words, for each subsequent check), the DC increases by 5. In addition, the DM should determine the vardrag's initial attitude, desires, and so forth as normal. If the characters take actions or make statements that run counter to these goals or attitudes, increase the DC by another 5.

For example, Thordran the vardrag wants the party to stop and tell him about the land beyond the mountains. If the characters don't humor him, the Diplomacy check Difficulty Class to keep him mollified increases by 5. In addition, Thordran might walk after the characters and continue talking to them in the hope that they'll tell him what he wants to know.

This use of Diplomacy is an extended skill check. If the party fails more than three Diplomacy checks in this manner, the vardrag gains a battle lust token and immediately attacks.



APPENDIX:

MONSTER TABLES

While this bestiary offers more than 30 new monsters for Iron Heroes campaigns, no DM would deny that there's always room for more! The monster tables in this appendix offer hundreds of ideas for Malhavoc monsters to add to your campaign.

CONVERTING MONSTERS


The character classes in *Iron Heroes* are balanced against the creatures from the standard d20 System rules. Thus, a 2nd-level *Iron Heroes* party can handle CR 2 monsters and other threats in the same manner as a group of 2nd-level characters playing regular d20 System games. There are still a few things to look out for, however.

As mentioned in Chapter One, instant death effects, such as petrification, are far more troubling to *Iron Heroes* PCs than to characters in other games. Since *Iron Heroes* characters lack access to the magic needed to cure such conditions, a character who fails a save is permanently dead unless the DM provides some way to restore her. Thus, try to avoid using creatures like basilisks, bodaks and medusas, which have instant kill abilities. Such opponents should appear only in encounters that serve as the climax or another important part of an adventure.

Of course, at high levels, it becomes difficult to avoid using creatures with instant kill abilities. In such cases, try to tone down the creature's ability by using it less often, perhaps only once every 5 rounds. This way, the tension remains high, but the characters aren't ruthlessly mowed down by a run of bad luck on saving throws.

When converting monsters for *Iron Heroes* games, the only thing you have to adjust is Armor Class and damage reduction. If a creature wears armor, use the armor's closest match in Chapter Seven of *Iron Heroes* for the purposes of damage reduction. Otherwise, break a creature's defense down into active and passive bonuses. As a rule of thumb, any bonus that disappears when a creature is flat footed is an active defense.

If a feat, skill, or ability does not have a direct definition in *Iron Heroes*, use the rules from the appropriate core book. For example, monsters from *Monte Cook's Arcana Evolved* should use the *Arcana Evolved* rules for any feats and abilities that do not appear in *Iron Heroes*.



This is the second bestiary published by Malhavoc Press, the first being the *Legacy of the Dragons* for *Arcana Unearthed/Arcana Evolved*. But we've published far more new monsters over the years than the ones you've seen in these two books. This appendix lists them all alphabetically by Challenge Rating for your convenience.

The purpose of these consolidated monster tables is twofold. First, they show you the broad choice you have in selecting foes for your *Iron Heroes* games, above and beyond the creatures in the MM. Because d20 monsters can face *Iron Heroes* PCs (see next section), the sky's the limit!

Second, the tables also serve as a resource for DMs of standard d20 campaigns. If you've been following Malhavoc Press over the years, it may surprise you to learn you have some hidden monster gems just waiting to be dusted off and put to work.

MALHAVOC MONSTERS — TEMPLATES AND LOW CHALLENGE RATINGS



Monster	CR	Type	Environment	Source	Notes
Outcast Angel Template	-0 to -2	Outsider (angel)	Varies	<i>Anger of Angels</i>	CR varies by angel
Rebellious Angel Template	-0 to -1	Outsider (angel)	Varies	<i>Anger of Angels</i>	CR varies by angel
Fallen Angel Template	+0	Outsider (angel)	Varies	<i>Anger of Angels</i>	
Corporeal Undead Template	+1	Undead	Varies	<i>Monte Cook's Arcana Evolved</i>	
Creature of the Mist Template	+1	Varies (air)	Any land and underground	<i>Complete Book of Eldritch Might</i>	
Evolved Creature Template	+1	Varies	Varies	<i>Monte Cook's Arcana Evolved</i>	
Fungiform Ego Template	+1	Ooze (psionic)	Varies	<i>Hyperconscious</i>	
Nephilite, Emite Template	+1	Outsider (native)	Any land and underground	<i>Anger of Angels</i>	
Reflexion Template	+1	Varies (psionic, dreamborn)	Any	<i>Hyperconscious</i>	
Rune Animal Template	+1	Magical beast	Varies	<i>Legacy of the Dragons</i>	
Theriofiend Template	+1	Outsider (native)	As the fiend's parents'	<i>Anger of Angels</i>	
Vrykolaka Template	+1	Undead	Any land	<i>Anger of Angels</i>	
Divinely Infused Template	+1 to +2	Varies	Any land and underground	<i>Requiem for a God</i>	CR varies by HD
Idbeast Template	+1 to +3	Magical beast (psionic)	Varies	<i>Hyperconscious</i>	CR varies by HD
Chaos-Shaped Template	+2	Aberration	Varies	<i>Chaositech</i>	
Elemental Scion Template	+2	Varies	Varies	<i>Legacy of the Dragons</i>	
Nephilite, Avvite Template	+2	Outsider (native)	Any land and underground	<i>Anger of Angels</i>	
Nephilite, Raphaite Template	+2	Outsider (native, incorporeal)	Any land and underground	<i>Anger of Angels</i>	
Psionic Lich Template	+2	Undead (psionic)	Any	<i>Hyperconscious</i>	
Purveyor of Dichotomy	+2	Varies	Varies	<i>Beyond Countless Doorways</i>	See CR notes in source
Magical Construct	+2 to +4	Construct	Any land and underground	<i>Complete Book of Eldritch Might</i>	CR varies by HD
Chaosomaton Template	+3	Construct	Varies	<i>Chaositech</i>	
Incorporeal Undead Template	+3	Undead (incorporeal)	Varies	<i>Monte Cook's Arcana Evolved</i>	
Totem Spectre Template	+4	Undead	Varies	<i>Legacy of the Dragons</i>	
Psimech Template	+5	Construct (psionic)	Varies	<i>Hyperconscious</i>	
Fused Aberration Template	Varies	Aberration	Any	<i>Chaositech</i>	See CR notes in source
Spined Grappler	1/4	Magical beast	Any subterranean	<i>Legacy of the Dragons</i>	
Alabast	1/2	Humanoid	Cold or temperate land	<i>Monte Cook's Arcana Evolved</i>	
Blessed Child (Balsam)	1/2	Outsider (good)	Any land and underground	<i>The Book of Hallowed Might</i>	
Glitterwing	1/2	Magical beast	Temperate forest	<i>Iron Heroes Bestiary</i>	
Rhodin Warrior	1/2	Humanoid	Any land and underground	<i>Monte Cook's Arcana Evolved</i>	
Rock Bat	1/2	Magical beast	Ruins of Serathis (Serran)	<i>Ruins of Intrigue</i>	
Akthar	1	Monstrous humanoid	Ruins of Serathis (Serran)	<i>Ruins of Intrigue</i>	
Hundoon, Worker Caste	1	Monstrous humanoid	Subterranean	<i>Iron Heroes Bestiary</i>	
Necrophage	1	Undead	Any land or subterranean	<i>Iron Heroes Bestiary</i>	
Spined Hound	1	Magical beast	Ruins of Serathis (Serran)	<i>Ruins of Intrigue</i>	
Staj	1	Magical beast	Warm or temperate plains	<i>Legacy of the Dragons</i>	
Terrig	1	Humanoid	Warm or temperate plains	<i>Legacy of the Dragons</i>	
Vallorian	1	Humanoid	Any subterranean	<i>Legacy of the Dragons</i>	
Balthrok	2	Monstrous humanoid	Any temperate	<i>Legacy of the Dragons</i>	
Bone Viper	2	Magical beast	Warm plains and forest	<i>Legacy of the Dragons</i>	
Ephemerite	2	Construct (angel)	Any land and underground	<i>Anger of Angels</i>	
Eye Golem	2	Construct	Any land and underground	<i>Complete Book of Eldritch Might</i>	
Grynloc	2	Monstrous humanoid	Any land	<i>Legacy of the Dragons</i>	
Inshon	2	Monstrous humanoid	Warm or temperate land	<i>Monte Cook's Arcana Evolved</i>	
Kahrn, Larva	2	Magical beast	Any	<i>Legacy of the Dragons</i>	
Obaan	2	Outsider (chaos, evil)	Any	<i>Chaositech</i>	
Qin	2	Humanoid (psionic)	Any land	<i>Hyperconscious</i>	
Riding Pteranodon	2	Animal (reptilian)	Temperate or tropical plains, marshes	<i>Beyond Countless Doorways</i>	
Urgan's Minion	2	Monstrous humanoid	Any	<i>Legacy of the Dragons</i>	
Velociraptor	2	Animal (reptilian)	Temperate or tropical plains, tropical forest	<i>Beyond Countless Doorways</i>	
Witchraven	2	Magical beast	Any	<i>Legacy of the Dragons</i>	
Afghul	3	Magical beast	Plane of Carrigmoor (outside)	<i>Beyond Countless Doorways</i>	
Bayard	3	Construct	Any	<i>Hyperconscious</i>	
Chalaziom	3	Aberration (psionic)	Any aquatic and underground	<i>Hyperconscious</i>	
Chorrim	3	Giant	Any land or underground	<i>Monte Cook's Arcana Evolved</i>	
Dire Kobold	3	Humanoid (reptilian)	Temperate forests, plains, hills	<i>Beyond Countless Doorways</i>	
Dothrog	3	Aberration	Temperate marsh	<i>Legacy of the Dragons</i>	
Dread Helminth	3	Magical beast	Any	<i>Legacy of the Dragons</i>	
Dream Hunter	3	Magical beast	Warm plains or desert	<i>Monte Cook's Arcana Evolved</i>	





MALHAVOC MONSTERS — LOW TO MEDIUM CHALLENGE RATINGS

Monster	CR	Type	Environment	Source	Notes
Giant Lizardfolk	3	Humanoid (reptilian)	Marshes, tropical forests, plains	<i>Beyond Countless Doorways</i>	
Hate Reaper	3	Magical beast	Warm plains	<i>Legacy of the Dragons</i>	
Hundoon, Warrior Caste	3	Monstrous humanoid	Subterranean	<i>Iron Heroes Bestiary</i>	
Mud Slime	3	Ooze (aquatic)	Temperate marshes	<i>Legacy of the Dragons</i>	
Nephilite, Gibborite	3	Outsider (native)	Any land	<i>Anger of Angels</i>	
Paeldrem	3	Monstrous humanoid	Any land or underground	<i>Iron Heroes Bestiary</i>	
Rhodin (Skurg)	3	Humanoid	Any land and underground	<i>Monte Cook's Arcana Evolved</i>	
Spelleater	3	Aberration	Subterranean	<i>Legacy of the Dragons</i>	
Squamous Lir	3	Humanoid	Warm or temperate plains	<i>Legacy of the Dragons</i>	
Star Ooze	3	Ooze	Any nonsubterranean	<i>When the Sky Falls</i>	
Valkith (Harrid Hound)	3	Magical beast	Any	<i>Legacy of the Dragons</i>	
Blessed Child	4	Outsider (good)	Any land and underground	<i>The Book of Hallowed Might</i>	
Chlorthek	4	Aberration	Any	<i>Legacy of the Dragons</i>	
Cliff Ogre	4	Giant	Any mountains	<i>Iron Heroes Bestiary</i>	
Devil, Whispering Corrupter	4	Outsider (evil, lawful)	Any land and underground	<i>The Book of Hallowed Might II</i>	
Dire Dreamself	4	Monstrous humanoid (psionic, dreamborn)	Any	<i>Hyperconscious</i>	
Hundoon, Overseer Caste	4	Monstrous humanoid	Subterranean	<i>Iron Heroes Bestiary</i>	
Lasher Beast	4	Aberration	Any subterranean	<i>Legacy of the Dragons</i>	
Nhalcid	4	Magical beast (psionic)	Any land and underground	<i>Hyperconscious</i>	
Radont, Domesticated	4	Animal	Any land	<i>Monte Cook's Arcana Evolved</i>	
Rock Ape	4	Magical beast	Any land or underground	<i>Legacy of the Dragons</i>	
Skaerrim	4	Fey	Any forest	<i>Iron Heroes Bestiary</i>	
Tingual	4	Magical beast	Any warm	<i>Legacy of the Dragons</i>	
Trondar	4	Elemental (earth)	Any land or underground	<i>Iron Heroes Bestiary</i>	
Yamado	4	Outsider (evil, law)	Plane of Ten Courts of Hell	<i>Beyond Countless Doorways</i>	
Akashic Seeker	5	Magical beast	Any	<i>Legacy of the Dragons</i>	Requires akashic class
Angel of the Elements (Fire)	5	Outsider (good)	Any land and underground	<i>The Book of Hallowed Might</i>	
Angel of the Elements (Waves)	5	Outsider (good)	Any land and underground	<i>The Book of Hallowed Might</i>	
Angel of the Elements (Winds)	5	Outsider (good)	Any land and underground	<i>The Book of Hallowed Might</i>	
Blade Breaker	5	Monstrous humanoid	Cold mountains and subterranean	<i>Legacy of the Dragons</i>	
Dire Gloom	5	Undead	Any land or subterranean	<i>Iron Heroes Bestiary</i>	
Grahlus	5	Monstrous humanoid	Plane of Yragon (or any)	<i>Beyond Countless Doorways</i>	
Flesh Flayer	5	Monstrous humanoid	Any	<i>Iron Heroes Bestiary</i>	
Harrid	5	Monstrous humanoid	Warm land	<i>Monte Cook's Arcana Evolved</i>	
Hunting Spirit	5	Undead	Any land or subterranean	<i>Iron Heroes Bestiary</i>	
Memory of Starlight	5	Aberration	Plane of Avideral	<i>Beyond Countless Doorways</i>	
Phrensy	5	Outsider (psionic, dreamborn)	The Shallows plane	<i>Hyperconscious</i>	
Radont, Wild	5	Magical beast	Any land	<i>Monte Cook's Arcana Evolved</i>	
Rune Manifest, Arcane	5	Elemental	Any	<i>Legacy of the Dragons</i>	
Rune Manifest, Terror	5	Elemental	Any	<i>Legacy of the Dragons</i>	
Sand Homunculus	5	Construct	Any	<i>Iron Heroes Bestiary</i>	
Sscre	5	Outsider (chaos, evil)	Any	<i>Chaositech</i>	
Vultaur	5	Monstrous humanoid (psionic)	Any	<i>Hyperconscious</i>	
Dragon (of Serran)	5–33	Dragon	Any (Serran)	<i>Monte Cook's Arcana Evolved</i>	CR varies by age
Angel of the Elements (Stone)	6	Outsider (good)	Any land and underground	<i>The Book of Hallowed Might</i>	
Arachtar	6	Aberration	Temperate forest or any urban	<i>Legacy of the Dragons</i>	
Briar Beast	6	Magical beast	Temperate forest or hills	<i>Legacy of the Dragons</i>	
Divinity Parasite god	6	Magical beast	Any land and underground	<i>Requiem for a God</i>	Must be near a dead
Moss Troll	6	Giant	Any temperate or warm forest	<i>Iron Heroes Bestiary</i>	
Navver's Curse	6	Fey	Temperate or cold woods	<i>Legacy of the Dragons</i>	
Piprisug	6	Aberration	Any land or subterranean	<i>Iron Heroes Bestiary</i>	
Ru-Akthar	6	Magical beast	Ruins of Serathis (Serran)	<i>Ruins of Intrigue</i>	
Scampering Maw	6	Aberration (psionic)	Any warm	<i>Hyperconscious</i>	
Vuldrog	6	Magical beast	Cold mountains	<i>Legacy of the Dragons</i>	
Agrippa	7	Outsider (evil)	Any land	<i>Anger of Angels</i>	
Blade Ooze	7	Ooze	Any	<i>Iron Heroes Bestiary</i>	
Blade Troll	7	Giant	Any subterranean	<i>Legacy of the Dragons</i>	
Blessed Child (Fealom)	7	Outsider (good)	Any land and underground	<i>The Book of Hallowed Might</i>	
D'Stradi Abductor	7	Outsider (chaos, evil)	Any land and underground	<i>Complete Book of Eldritch Might</i>	
Hungry Dreamer	7	Outsider (psionic, dreamborn)	Any	<i>Hyperconscious</i>	
Kahrn, Adult	7	Magical beast	Any	<i>Legacy of the Dragons</i>	
Memekeeper	7	Construct	Engram ark	<i>When the Sky Falls</i>	Requires rare meteorite
Rune Manifest, Disease	7	Elemental	Any	<i>Legacy of the Dragons</i>	



MALHAVOC MONSTERS — MEDIUM CHALLENGE RATINGS



Monster	CR	Type	Environment	Source	Notes
Shadow Troll	7	Giant	Any land or underground	<i>Monte Cook's Arcana Evolved</i>	
Sohr, Battle	7	Magical beast	Any land	<i>Complete Book of Eldritch Might</i>	
T'kraam, the Thunderkin	7	Magical beast	Any land	<i>Complete Book of Eldritch Might</i>	
Taeniad	7	Monstrous humanoid (psionic)	Any land and underground	<i>Hyperconscious</i>	
Bone Machine	8	Construct	Any land or underground	<i>Iron Heroes Bestiary</i>	
Dark Warden	8	Giant	Any land	<i>Monte Cook's Arcana Evolved</i>	
Devil, Malgron	8	Outsider (evil, lawful)	Any land and underground	<i>The Book of Hallowed Might II</i>	
Duncharath	8	Undead (psionic)	Any land and underground	<i>Hyperconscious</i>	
Faradian	8	Monstrous humanoid	Any land	<i>Legacy of the Dragons</i>	
Feral Walker	8	Plant	Temperate marshes	<i>Arcana Evolved Spell Treasury</i>	Coming in March 2006
Grey Troll	8	Giant	Any temperate mountain or underground	<i>Iron Heroes Bestiary</i>	
Hundoon, Royal Caste	8	Monstrous humanoid	Subterranean	<i>Iron Heroes Bestiary</i>	
Hypnolox	8	Magical beast	Any subterranean	<i>Legacy of the Dragons</i>	
Iron Devil	8	Outsider	Any	<i>Iron Heroes Bestiary</i>	
Lastrogos (Spirit Devourer)	8	Aberration	Any land or underground	<i>Legacy of the Dragons</i>	
Malafide	8	Aberration (psionic)	Astral Plane	<i>Hyperconscious</i>	
Mind Grub Collective	8	Aberration (psionic)	Underground	<i>Hyperconscious</i>	
Mournwrath	8	Outsider (psionic)	Any	<i>Hyperconscious</i>	
Ox Demon	8	Outsider (evil, law)	Plane of Ten Courts of Hell	<i>Beyond Countless Doorways</i>	
Rune Manifest, Battle	8	Elemental	Any	<i>Legacy of the Dragons</i>	
Sohr, Standard	8	Magical beast	Any land	<i>Complete Book of Eldritch Might</i>	
Spectre of the Divine	8	Undead (incorporeal)	Any land and underground	<i>Requiem for a God</i>	
Treewarden	8	Plant	Any forest	<i>Arcana Evolved Spell Treasury</i>	Coming in March 2006
Wind Lord	8	Giant	Cold and temperate mountains	<i>Legacy of the Dragons</i>	
Ark Guardian, Lesser	9	Dragon (plasma)	Any world with engram ark	<i>When the Sky Falls</i>	Requires rare meteorite
D'Stradi Dancer	9	Outsider (chaos, evil)	Any land and underground	<i>Complete Book of Eldritch Might</i>	
Emerald Serpent	9	Magical beast	Any tropical or temperate	<i>Iron Heroes Bestiary</i>	
Ghoul Worm	9	Aberration	Any land	<i>Legacy of the Dragons</i>	
Meibomian Cyst	9	Aberration (shape-changer, psionic)	Any land and underground	<i>Hyperconscious</i>	
Plague Giant	9	Undead	Any	<i>Iron Heroes Bestiary</i>	
Ungulak	9	Aberration	Any land or subterranean	<i>Iron Heroes Bestiary</i>	
Xaaer (Death Ooze)	9	Ooze	Any land or underground	<i>Monte Cook's Arcana Evolved</i>	
Arcane Angel, Valliance	10	Outsider (good)	Any land and underground	<i>Complete Book of Eldritch Might</i>	
Blessed Child (Hallas)	10	Outsider (good)	Any land and underground	<i>The Book of Hallowed Might</i>	
Bog Salamander	10	Magical beast	Warm swamps	<i>Legacy of the Dragons</i>	
Cyclops	10	Giant	Any land or underground	<i>Monte Cook's Arcana Evolved</i>	
Night Beast	10	Undead	Any	<i>Legacy of the Dragons</i>	
Qualleg	10	Aberration (aquatic)	Any subterranean	<i>Legacy of the Dragons</i>	
Selvrin	10	Aberration	Any land or subterranean	<i>Iron Heroes Bestiary</i>	
Slassan	10	Aberration	Any underground	<i>Monte Cook's Arcana Evolved</i>	
Dimensional Prowler	11	Outsider	Any	<i>Iron Heroes Bestiary</i>	
Gossamer Wyrn	11	Dragon	Any forest	<i>Iron Heroes Bestiary</i>	
Shellback	11	Magical beast	Any land	<i>Iron Heroes Bestiary</i>	
Slaughterfiend	11	Aberration	Temperate desert or mountains, or temperate aquatic	<i>Legacy of the Dragons</i>	
Soulshriver	11	Aberration (psionic)	Any land or underground	<i>Hyperconscious</i>	
Vampire Demon	11	Outsider (evil)	Plane of Ten Courts of Hell	<i>Beyond Countless Doorways</i>	
Arboreal Corrupter	12	Aberration	Any forest	<i>Legacy of the Dragons</i>	
Blade Tyrant	12	Construct	Any land or subterranean	<i>Iron Heroes Bestiary</i>	
Devil, Avrolar	12	Outsider (evil, lawful)	Any land and underground	<i>The Book of Hallowed Might II</i>	
Kuhl'ani	12	Outsider	Any	<i>Iron Heroes Bestiary</i>	
Ogre Psychic	12	Giant (psionic)	Any land and underground	<i>Hyperconscious</i>	
Clawing Dark	13	Outsider	Any	<i>Iron Heroes Bestiary</i>	
Cruor	13	Aberration	Any	<i>When the Sky Falls</i>	
D'Stradi Annihilator	13	Outsider (chaos, evil)	Any land and underground	<i>Complete Book of Eldritch Might</i>	
Kallendine	13	Magical beast	Plane of the Nexus	<i>Complete Book of Eldritch Might</i>	
Meld	13	Aberration (psionic)	Any land and underground	<i>Hyperconscious</i>	
Scapeworm	13	Magical beast (psionic)	Any (mindscape)	<i>Hyperconscious</i>	Requires mindscape rules
Rune Reaver	13	Monstrous humanoid	Any land	<i>Legacy of the Dragons</i>	
Spirit of Sorrow	13	Undead	Any	<i>Legacy of the Dragons</i>	
Unholy Riven	13	Monstrous humanoid	Any land and underground	<i>Complete Book of Eldritch Might</i>	
Zaug	13	Outsider (chaos, evil)	Any	<i>Chaositech</i>	
Darval	14	Aberration	Underground	<i>Legacy of the Dragons</i>	



MALHAVOC MONSTERS — MEDIUM TO HIGH CHALLENGE RATINGS



Monster	CR	Type	Environment	Source	Notes
Terrorite	14	Outsider (evil)	Plane of Kin-Li'in	<i>Beyond Countless Doorways</i>	
Arcane Angel, Thaerestian	15	Outsider (lawful)	Any land and underground	<i>Complete Book of Eldritch Might</i>	
Crested Serpent	15	Magical beast	Any temperate or warm	<i>Legacy of the Dragons</i>	
Thelihydra	15	Aberation (psionic)	Any	<i>Hyperconscious</i>	
Vardrag	15	Giant	Temperate mountains and forest	<i>Iron Heroes Bestiary</i>	
Vreeth	15	Outsider (chaos, evil)	Any	<i>Chaositech</i>	
Carach	16	Outsider (chaos, evil)	Any	<i>Chaositech</i>	
Colossus of Thard	16	Magical beast	Any land	<i>Iron Heroes Bestiary</i>	
Godflesh Golem	16	Construct	Any land	<i>Requiem for a God</i>	
Vorm the Unspeakable	16	Outsider (chaos, evil)	Any land and underground	<i>Demon God's Fane</i>	Unique demon
Zetetic	16	Aberation	Any land	<i>Legacy of the Dragons</i>	
Ark Guardian, Standard	17	Dragon (plasma)	Any world with engram ark	<i>When the Sky Falls</i>	Requires rare meteorite
Oathstalker	17	Outsider	Any	<i>Legacy of the Dragons</i>	
Arathad	18	Ooze	Any	<i>Legacy of the Dragons</i>	
Rephidix	18	Outsider (evil)	Plane of Curnorost (or any)	<i>Beyond Countless Doorways</i>	Unique creature
Shaadom	18	Outsider (chaos, evil)	Any	<i>Chaositech</i>	
Dhar Rhyth	19	Outsider (chaos, evil)	Any	<i>Chaositech</i>	
Incarnation	20	Outsider	Any	<i>Iron Heroes Bestiary</i>	
Ochremeshk, the Demon God	20	Outsider (evil)	Any land and underground	<i>Demon God's Fane</i>	Demon prince
Shuyarn	20	Outsider	Any	<i>Legacy of the Dragons</i>	
Xenocrysth	20	Magical beast (psionic)	Any	<i>Hyperconscious</i>	
Bhor Kei	21	Outsider (chaos, evil)	Any	<i>Chaositech</i>	Unique chaos lord
Shallamoth Kindred	25	Outsider (chaos, evil)	Any	<i>Chaositech</i>	Unique chaos lord



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