

The Book of Beasts

A Basic Fantasy RPG Supplement

Basic Fantasy Website: <http://www.basicfantasy.org>

Version 2009.1

Copyright © 2009 Ray Allen, Tonya

Allen, Chris Gonerman

All Rights Reserved

Distributed under the terms of the Open

Game License version 1.0a

Table of Contents

INTRODUCTION.....	2	DIRE WEASEL.....	12	PHANTOM FUNGUS.....	21
THE STATISTICS BLOCK.....	2	DIRE WOLF.....	12	PHASE SPIDER.....	22
ALLIP.....	3	DIRE WOLVERINE.....	12	PSEUDODRAGON.....	22
ANIMATED OBJECT.....	3	DRAGONNE.....	12	REMORHAZ.....	22
ANKHEG.....	3	EAGLE, GIANT.....	13	ROPER.....	23
ARANEA.....	4	ETTERCAP.....	13	ROT GRUB.....	23
ASSASSIN VINE.....	4	ETTIN.....	13	SAHUAGIN.....	23
BEHIR.....	5	FROST WORM.....	14	SATYR.....	24
BODAK.....	5	GHAST.....	14	SEA CAT.....	24
BULETTE.....	5	GHOST.....	14	SEA HAG.....	24
CHOKER.....	6	GIBBERING MOUTHER.....	15	SHAMBLING MOUND.....	25
CLOAKER.....	6	GIRALLON.....	15	SHIELD GUARDIAN.....	25
COUATL.....	6	GRAY RENDER.....	16	SHOCKER LIZARD.....	26
DARKMANTLE.....	7	GRICK.....	16	SKUM.....	26
DELVER.....	7	GRIMLOCK.....	16	SPHINX.....	26
DEVOURER.....	8	HOMUNCULUS.....	16	SPIDER EATER.....	27
DIGESTER.....	8	KRAKEN.....	17	SWARM.....	27
DINOSAUR.....	8	KRENSHAR.....	17	BAT SWARM.....	27
DEINONYCHUS.....	9	LOCATHAH.....	17	CENTIPEDE SWARM.....	27
ELASMOSAURUS.....	9	MIMIC.....	18	LOCUST SWARM.....	28
MEGARAPTOR.....	9	MOHRG.....	18	RAT SWARM.....	28
TRICERATOPS.....	9	NAGA.....	18	SPIDER SWARM.....	28
TYRANNOSAURUS.....	10	DARK NAGA.....	18	TARRASQUE.....	28
DIRE ANIMAL.....	10	GUARDIAN NAGA.....	19	TENDRICULOS.....	29
DIRE BADGER.....	10	SPIRIT NAGA.....	19	VIOLET FUNGUS.....	29
DIRE BAT.....	10	WATER NAGA.....	19	WILL-O'-WISP.....	29
DIRE BEAR.....	10	NIGHTSHADE.....	19	WINTER WOLF.....	29
DIRE BOAR.....	11	NIGHTCRAWLER.....	20	WORG.....	30
DIRE LION.....	11	NIGHTWALKER.....	20	APPENDIX A: THE FINE ART	
DIRE RAT.....	11	NIGHTWING.....	21	OF MONSTER CONVERSION. .31	
DIRE SHARK.....	11	OTYUGH.....	21	APPENDIX B: TURNING THE	
DIRE TIGER.....	12	OWL, GIANT.....	21	UNDEAD.....	35
				OPEN GAME LICENSE.....	36

INTRODUCTION

Monsters! What GM has enough monsters! None do! This is the reason for this work. Every GM likes one or two monsters from another game system and finds themselves asking how they want to convert them into the format of the system they are using. Hereinafter are monsters from the System Reference Document (SRD) converted to the Basic Fantasy Role-Playing game format. Additional rules for converting monsters from the SRD format to Basic Fantasy and an updated Turning Undead chart are included in Appendices.

THE STATISTICS BLOCK

Name: The first thing given for each monster is its name (the most common name, if the monster is known by more than one). If an asterisk appears after the monster's name, it indicates that the monster is only able to be hit by special weapons (such as silver or magical weapons, or creatures affected only by fire, etc.) which makes the monster harder to defeat.

Armor Class: This line gives the creature's AC for normal combat. If the monster customarily wears armor, the first listed AC value is with that armor, and the second, in parentheses, is unarmored. Some monsters are only able to be hit (damaged) by silver or magical weapons; these are indicated either in words or with a dagger †; some monsters may only be hit with magical weapons, indicated by a double dagger ‡.

Hit Dice: This line gives the creature's number of hit dice, and lists any bonus hit points. Monsters always roll eight sided dice (d8) for hit points, unless otherwise noted. So a creature with 3+2 hit dice rolls 3d8 and adds 2 points to the total.

One or two asterisks (*) may appear after the hit dice figure; where present, they indicate a Special Ability Bonus to experience points (XP) awarded for the monster. See Character Advancement in the Adventure section for more details.

If the monster's Attack Bonus is different than its number of Hit Dice, for convenience the Attack Bonus will be listed in parentheses after the Hit Dice figure.

Movement: This line gives the monster's movement rate, or rates for those monsters able to move in more than one fashion. For example, Goblins have a normal walking movement of 20', and this is all that is listed for them. Mermaids can only move about in the water, and so their movement is given as Swim 40'. Pegasi can both walk and fly, so their movement is listed as 80' Fly 160'.

In addition, a distance may appear in parentheses after a movement figure; this is the creature's turning distance (see Part 5: The Encounter). If a turning distance is not listed, assume 5'.

Attacks: The number (and sometimes type or types) of attacks the monster can perform. For example, Goblins may attack once with a weapon, so they are marked 1

weapon. Ghouls are marked 2 claws/1 bite as they can attack with both claws and also bite in one round.

Damage: The damage figures caused by successful attacks by the monster. Generally this will be defined in terms of one or more die rolls.

No. Appearing: This is given in terms of one or more die rolls. Monsters that only appear underground and have no lairs will have a single die roll; those that have lairs and/or those that can be found in the wilderness will be noted appropriately. For example, a monster noted as "1d6, Wild 2d6, Lair 3d6" is encountered in groups of 1d6 individuals in a dungeon setting, 2d6 individuals in the wilderness, or 3d6 individuals in a lair.

Note that number appearing applies to combatants. Non-combatant monsters (juveniles, and sometimes females) do not count in this number. The text of the monster description should explain this in detail where it matters, but the GM is always the final arbiter.

Save As: The character class and level the monster uses for saving throws. Most monsters save as Fighters of a level equal to their hit dice.

Morale: The number that must be rolled equal to or less than on 2d6 for the monster to pass a Morale Check. Monsters having a Morale of 12 never fail morale checks, and fight until destroyed (or until they have no enemies left).

Treasure Type: This line reflects how much wealth the creature owns. See the Treasure section for more details. In most cases, a creature keeps valuables in its home or lair and has no treasure with it when it travels. Intelligent creatures that own useful, portable treasure (such as magic items) tend to carry and use these, leaving bulky items at home.

XP: The number of experience points awarded for defeating this monster. In some cases, the figure will vary; for instance, Dragons of different age categories will have different XP values. Review the Experience Points awards table in the Adventure section, above, to calculate the correct figure in these cases.

ALLIP

Armor Class:	15
Hit Dice:	6**
No. of Attacks:	1 touch + special
Damage:	energy drain (2 levels)
Movement:	Fly 30'
No. Appearing:	1d4 Lair 1d6
Save As:	Fighter: 6
Morale:	12
Treasure Type:	None
XP:	405

An allip is the spectral remains of someone driven to suicide by a madness that afflicted it in life. It craves only revenge and unrelentingly pursues those who tormented it in life and pushed it over the brink. It cannot speak intelligibly.

An allip is unable to cause physical harm, although it doesn't appear to know that. It keeps flailing away at enemies, yet it inflicts no wounds. An allip constantly mutters and whines to itself, creating a hypnotic effect. All sane creatures within 60 feet of the allip must save vs. paralysis or stop and stare blankly doing nothing. Creatures that successfully save cannot be affected by the same allip's babble for 24 hours. Anyone targeting an allip with mind influencing or reading magic makes direct contact with its tortured mind and takes energy drain damage as if they were hit in combat. An allip gains 5 temporary hit points for each level it drains with its incorporeal touch attack. Allips are turned as mummies.

ANIMATED OBJECT

Armor Class:	14
Hit Dice:	varies
No. of Attacks:	varies
Damage:	varies
Movement:	30' + see description below
No. Appearing:	1d6
Save As:	Fighter: varies, equal to hit dice
Morale:	12
Treasure Type:	None
XP:	varies

Animated objects come in all sizes, shapes, and colors. They owe their existence as creatures to spells such as *animate objects* or similar supernatural abilities. Hit dice, attacks, damage and saving throws are dependent upon the size, shape and form of the object. A tiny objects may have ½ hit dice and 1 attack for 1 point of damage and a colossal object may have 32 or more hit dice, multiple attacks that do huge amounts of damage.

Animated objects fight only as directed by the animator.

They follow orders without question and to the best of their abilities. Since they do not need to breathe and never tire, they can be extremely capable minions.

An animated object can have one or more of the following special abilities, depending on its form.

A sheetlike animated object such as a carpet or tapestry can grapple an opponent on a hit. It wraps itself around the opponent's head, causing that creature to be blinded until removed.

A flexible animated object such as a rope, vine, or rug deals 1- 1/2 times damage. Large size objects can make constriction attacks against multiple creatures at once, if they all are smaller than the object and can fit under it.

The base land speed given in the statistics block assume that an animated object lurches, rocks, or slithers along. Objects with two legs (statues, ladders) or a similar shape that allows faster movement have a +10 foot bonus to speed. Objects with multiple legs (tables, chairs) have a +20 foot bonus to speed. Wheeled objects have a +40 foot bonus to speed.

Objects might have additional modes of movement. A wooden object can float and has a swim speed equal to half its land speed. A rope or similar sinuous object has a climb speed equal to half its land speed. A sheetlike object can fly clumsily at half its normal speed.

A large animated object can trample creatures smaller than itself, dealing damage equal to the object's attack damage. Opponents may make a save vs death ray to halve the damage.

ANKHEG

Armor Class:	18
Hit Dice:	5*
No. of Attacks:	1 bite + special
Damage:	2d6 + special
Movement:	30' Burrow 20'
No. Appearing:	2d8 Wild 2d8 Lair 1
Save As:	Fighter: 5
Morale:	7
Treasure Type:	None
XP:	405

The ankheg is a burrowing monster with a taste for fresh meat. An ankheg has six legs, and some specimens are yellow rather than brown. It is about 10 feet long and weighs about 800 pounds.

An ankheg burrows with legs and mandibles. A burrowing ankheg usually does not make a usable tunnel, but can construct a tunnel; it burrows at half speed when it does so. It often digs a winding tunnel up to 40 feet below the surface in the rich soil of forests or farmlands. The tunnel

is 5 feet tall and wide, and from 60 to 150 feet long ([1d10 + 5] × 10).

An ankheg usually lies 5 to 10 feet below the surface until its antennae detect the approach of prey. It then burrows up to attack. Clusters of ankhegs share the same territory but do not cooperate.

If an ankheg hits with its bite attack, it has grabbed its prey and will retreat down its tunnel at its burrow speed, dragging the victim with it. If the ankheg is damaged after grabbing its prey, it will retreat backward down its tunnel at its land speed (not its burrow speed), dragging the victim with it.

An ankheg can spit a 30-ft. line of acid but it does not use this ability unless it is desperate or frustrated. It most often spits acid when reduced to fewer than half its hit points or when it has not successfully grabbed an opponent. One such attack depletes the ankheg's acid supply for 6 hours. It cannot spit acid or deal acid damage during this time.

ARANEA

Armor Class:	13
Hit Dice:	4**
No. of Attacks:	1 bite or 1 web or spells
Damage:	1d6+poison or web or spells
Movement:	50' Climb 30'
No. Appearing:	1d6 Wild 1d6 Lair 1d6
Save As:	Magic-User: 4
Morale:	7
Treasure Type:	D
XP:	320

An aranea is an intelligent, shape-changing spider with sorcerous powers. In its natural form, an aranea resembles a big spider, with a humpbacked body a little bigger than a human torso. It has fanged mandibles like a normal spider. Two small arms, each about 2 feet long, lie below the mandibles. Each arm has a hand with four many-jointed fingers and a double-jointed thumb.

An aranea has darkvision to 60 ft. and weighs about 150 pounds. The hump on its back houses its brain. Araneas speak Common and Elven.

An aranea avoids physical combat and uses its webs and spells when it can. In a battle, it tries to immobilize or distract the most aggressive opponents first. Araneas often subdue opponents for ransom. The bite attack of an aranea is poisonous. The victim of a bite must save vs. poison or die.

An aranea casts spells as a 3rd-level magic-user. It prefers illusions and avoids fire spells.

In spider or hybrid form (see below), an aranea can throw a web up to six times per day. This is similar to a web spell but has a maximum range of 50 feet, and is effective

against targets of up to Large size.

An aranea's natural form is that of a human-sized spider. It can assume two other forms. The first is a unique humanoid of halfling to human-size; an aranea in its humanoid form always assumes the same appearance and traits. In humanoid form, an aranea cannot use its bite attack, webs, or poison.

The second form is a spider-humanoid hybrid. In hybrid form, an aranea looks like a humanoid at first glance, but a second look reveals the creature's fangs and spinnerets. The aranea retains its bite attack, webs, and poison in this form, and can also wield weapons or wear armor. When in hybrid form, an aranea's speed is 30 ft..

An aranea remains in one form until it chooses to assume a new one. A change in form cannot be dispelled, nor does an aranea revert to its natural form when killed. A true seeing spell, however, reveals its natural form if it is in humanoid or hybrid form.

ASSASSIN VINE

Armor Class:	15
Hit Dice:	6
No. of Attacks:	1 + special
Damage:	1d6 + special
Movement:	5'
No. Appearing:	1d4
Save As:	Fighter: 6
Morale:	12
Treasure Type:	U
XP:	555

The assassin vine is a semi-mobile plant found in temperate forests that collects its own grisly fertilizer by grabbing and crushing animals and depositing the carcasses near its roots.

A mature plant consists of a main vine, about 20 feet long. Smaller vines up to 5 feet long branch off from the main vine about every 6 inches. These small vines bear clusters of leaves, and in late summer they produce bunches of small fruits that resemble wild grapes. The fruit is tough and has a hearty but bitter flavor. Assassin vine berries make a heady wine.

An assassin vine can move about, albeit very slowly, but usually stays put unless it needs to seek prey in a new vicinity. They have no visual organs but can ascertain all foes within 30 feet using sound and vibration.

A subterranean version of the assassin vine grows near hot springs, volcanic vents, and other sources of thermal energy. These plants have thin, wiry stems and gray leaves shot through with silver, brown, and white veins so that they resemble mineral deposits. An assassin vine growing underground usually generates enough offal to support a thriving colony of mushrooms and other fungi, which

spring up around the plant and help conceal it.

An assassin vine uses simple tactics: It lies still until prey comes within reach, then attacks. It uses its entangle ability both to catch prey and to deter counterattacks. An assassin vine deals 1d6 points of damage with a successful hit upon which it entangles the victim and does 1d6 points of damage each round thereafter.

BEHIR

Armor Class:	20
Hit Dice:	11** (+9)
No. of Attacks:	1 bite/6 claws or breath
Damage:	2d10/1d6x6 or breath
Movement:	40'
No. Appearing:	1d2 Wild 1d2 Lair 1d4
Save As:	Fighter: 11
Morale:	9
Treasure Type:	L
XP:	1765

The behir is a serpentine monster that can slither like a snake or use its dozen legs to move with considerable speed. A behir is about 40 feet long and weighs about 4,000 pounds. It can fold its limbs close to its long, narrow body and slither in snake fashion if it desires. The coloration of behirs ranges from ultramarine to deep blue with bands of gray-brown. The belly is pale blue. The two large horns curving back over the head look dangerous but are actually used for preening the creature's scales, not for fighting. Behirs are found in warm hilly areas and speak Common.

A behir usually bites and grabs its prey first, then either swallows or constricts the opponent. It can employ its claws only against foes caught in its coils. If beset by a large number of foes, it uses its breath weapon. A behir's breath weapon is a 20' long, 5' wide line that it can use once every 10 rounds for 7d6 of electricity damage; a successful save vs. Dragon Breath reduces damage by half. A behir can deal 1d8 points of constriction damage on the following round with a successful hit with the bite attack or it may swallow the victim whole. A swallowed creature takes 1d8 points of damage per round from the behir's gizzard. However, a swallowed creature may cut its way out by using a small edged weapon to deal 25 points of damage to the gizzard (AC 15). Once the creature exits, muscular action closes the hole; another swallowed opponent must cut its own way out.

BODAK

Armor Class:	20
Hit Dice:	12* (+10)
No. of Attacks:	1 slam + special
Damage:	1d8 + special
Movement:	20'
No. Appearing:	1d2
Save As:	Fighter: 12
Morale:	12
Treasure Type:	None
XP:	1975

Bodaks are the undead remnants of humanoids who have been destroyed by the touch of absolute evil. A bodak retains fleeting memories of its past life and can speak Common.

A bodak has a Death Gaze attack (save vs. death ray negates) with a range of 30 feet. Humanoids who die from this attack are transformed into bodaks 24 hours later. Bodaks loathe sunlight, for its merest touch burns their impure flesh. Each round of exposure to the direct rays of the sun deals 1 point of damage to the creature. Bodak are turned as vampires. A bodak has darkvision 60 ft. and is immune to electricity and acid attacks.

BULETTE

Armor Class:	22
Hit Dice:	19** (+12)
No. of Attacks:	1 bite/2 claws or 4 claws
Damage:	2d8/2d6/2d6 or 2d6/2d6/2d6/2d6
Movement:	40' Burrow 10'
No. Appearing:	1d2 Wild 1d2 Lair 1d2
Save As:	Fighter: 19
Morale:	12
Treasure Type:	None
XP:	4675

Also known as the landshark, the bulette is a terrifying predator that lives only to eat. A bulette attacks anything it regards as edible, choosing the easiest or closest prey first. The only creatures it refuses to eat are elves (and it dislikes the taste of dwarves). These creatures are found in temperate hill regions.

A landshark can sense vibrations of the movement of prey up to 60 ft. away. When it senses something edible (that is, senses movement), it breaks to the surface, crest first, and begins its attack. A bulette can jump into the air during combat. This allows it to make four claw attacks instead of two, but it cannot bite.

Bulettes have Darkvision 60 ft.

CHOKER

Armor Class:	17
Hit Dice:	3+3
No. of Attacks:	2 tentacles
Damage:	1d3 + special
Movement:	20'
No. Appearing:	1
Save As:	Fighter: 3
Morale:	7
Treasure Type:	U
XP:	145

These vicious little predators lurk underground, grabbing whatever prey happens by. Its hands and feet have spiny pads that help the choker grip almost any surface. The creature weighs about 35 pounds, brown or mottled gray in color and is vaguely humanoid in shape.

A choker likes to perch near the ceiling, often at intersections, archways, wells, or staircases, and reach down to attack its prey. A choker attacks creatures of almost any size, but prefers lone prey of its size or larger. If one is very hungry, it may attack a group, but it waits to grab the last creature in line.

When attacking a choker deals 1d3 points of damage and continues to deal 1d3 points of damage every round unless it is forced to release its prey. Because it seizes its victim by the neck, a creature in the choker's grasp cannot speak or cast spells. Although not particularly dexterous, a choker is supernaturally quick and always win initiative in combat.

CLOAKER

Armor Class:	19
Hit Dice:	10** (+9)
No. of Attacks:	1 tail + special
Damage:	1d6 + special
Movement:	10' Fly 40'
No. Appearing:	1d3
Save As:	Fighter: 10
Morale:	7
Treasure Type:	C
XP:	1390

When resting or lying in wait, these creatures are almost impossible to distinguish from common black cloaks (the cloaker's ivory claws look very much like bone clasps). Only when it unfurls does the horrific nature of the creature become apparent. A cloaker has a wingspan of about 8 feet. It weighs about 100 pounds.

Cloakers usually lie still, watching and listening for prey. If facing a single opponent, a cloaker tries to engulf it's prey. If it hits with it's bite attack, it engulfs victim. Each round thereafter, the cloaker causes 1d4 points of damage plus the target's AC subtracted from 20 (e.g., 1d4+(20-target's

AC)). It can still use its whiplike tail to strike at other targets. Attacks that hit an engulfing cloaker deal half their damage to the monster and half to the trapped victim.

Against multiple foes, it lashes with its tail in concert with its moan to reduce the opposition's numbers, then engulfs a survivor. Multiple cloakers usually split up, leaving one or two behind to use special abilities while the rest make melee attacks.

A cloaker can emit a dangerous subsonic moan as an attack. By changing the frequency, the cloaker can cause one of four effects. Cloakers are immune to these sonic, mind-affecting attacks. Unless otherwise specified, a creature that successfully saves against one of these effects cannot be affected by the same moan effect from the same cloaker for 24 hours. If a Cloaker moans, it can not use it's bite attack in the same round.

Unnerve: Anyone within a 60-foot spread automatically takes a -2 penalty on attack and damage rolls. There is no save against this attack

Fear: Anyone within a 30-foot spread must succeed on a save vs. spells or become panicked for 2 rounds.

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

Stupor: A single creature within 30 feet of the cloaker must succeed on a save vs. spells or be affected as a hold person spell for 5 rounds. Even after a successful save, the creature must repeat the save if the cloaker uses this effect again.

COUATL

Armor Class:	21
Hit Dice:	13**** (+10)
No. of Attacks:	1 bite + special
Damage:	1d3+poison, 2d8
Movement:	20' Fly 60'
No. Appearing:	1 Wild 1d2 Lair 1d6
Save As:	Fighter: 13
Morale:	12
Treasure Type:	B, I
XP:	2615

A couatl is about 12 feet long, with a wingspan of about 15 feet. It weighs about 1,800 pounds and can be found in warm forests. They can speak the Common tongue, however, it can communicate telepathically with any creature within 90 feet that has an Intelligence score. The creature can respond to the couatl if it wishes—no common language is needed. They have darkvision to 60 ft.

A couatl uses its ESP ability on any creature that arouses

its suspicions. Since it is highly intelligent, a couatl usually casts spells from a distance before closing. If more than one couatl is involved, they discuss their strategy before a battle. A couatl deals 2d8 points of constriction damage with a successful hit with its bite attack. The bite injects a deadly poison and the victim must save vs. poison or die.

A couatl has these spell-like abilities and may use them at will: **detect evil**, **ESP**, and **invisibility**. A couatl casts spells as a 9th-level wizard and may choose its spells from the Cleric and Magic-User list. The Cleric spells are considered Magic-User spells for a couatl, meaning that the creature does not need a deity to cast them.

At will, a couatl can polymorph itself into any small or medium humanoid as well as become intangible. When intangible, the couatl is invisible, insubstantial, and capable of moving in any direction, even up or down, albeit at half normal speed. As an intangible creature, it can move through solid objects, including living creatures. It can see and hear on the Material Plane, but everything looks gray and ephemeral. Sight and hearing onto the Material Plane are limited to 60 feet.

DARKMANTLE

Armor Class:	17
Hit Dice:	1+2*
No. of Attacks:	1 slam
Damage:	1d4
Movement:	20' Fly 60'
No. Appearing:	2d6
Save As:	Fighter: 1
Morale:	7
Treasure Type:	Nil
XP:	37

The darkmantle hangs from a ceiling by a muscular “foot” at the top of its body. It can look like a stalactite, by holding its tentacles stiffly under itself, or like a lump of rock, spreading its tentacles so the membrane between them covers its body. Its shell and skin usually resemble limestone, but a darkmantle can change its color to match almost any type of stony background. A darkmantle is about 4 feet long from the tips of its tentacles to the top of its head. It weighs about 30 pounds. A darkmantle can “see” by emitting high-frequency sounds, inaudible to most other creatures, that allows it to ascertain objects and creatures within 90 feet. A **silence 15' radius** spell negates this ability and effectively blinds the darkmantle.

A darkmantle attacks by dropping onto its prey and wrapping its tentacles around the opponent’s head. Once attached, it squeezes and tries to suffocate the foe. A darkmantle that misses its initial attack often flies up and tries to drop on the opponent again. Once per day a darkmantle can cause darkness (**light** reversed, 6 turn duration). It most often uses this ability just before

attacking.

DELVER

Armor Class:	24
Hit Dice:	32 (+16)
No. of Attacks:	2 slams
Damage:	2d6+2/2d6+2 + special
Movement:	30'
No. Appearing:	1
Save As:	Fighter: 32
Morale:	11
Treasure Type:	Nil
XP:	9800

A delver is a strange creature with a teardrop shaped body that resembles a cross between a slug and a turtle. They are about 15 feet long and 10 feet wide and weigh about 6,000 pounds.

It prefers to fight from its tunnel, which it uses to protect its flanks while lashing out with its two flippers. A delver expecting trouble may honeycomb an area with tunnels, leaving most closed with layers of stone 1 or 2 inches thick. The delver can quickly dissolve the stone cover and pop up to attack unexpectedly.

These creatures produce a mucus-like slime that contains a highly corrosive substance. The slime is particularly effective against stone. A delver’s mere touch deals 2d6 points of acid damage to organic creatures or objects. Against metallic creatures or objects, a delver’s slime deals 4d8 points of damage, and against stony creatures (including earth elementals) or objects it deals 8d10 points of damage. A slam attack by a delver leaves a patch of slime that deals 2d6 points of damage on contact and another 2d6 points of damage in each of the next 2 rounds. A large quantity (at least a quart) of water or weak acid, such as vinegar, washes off the slime. An opponent’s armor and clothing dissolve and weapons that strike a delver dissolve immediately unless the wielder succeeds on a save vs paralysis. A creature attacking a delver with natural weapons takes damage from its slime each time an attack hits unless it succeeds on a save vs paralysis.

A delver can alter its slime to temporarily soften stone instead of dissolving it. Once every 10 minutes, a delver can soften and shape up to 25 cubic feet of stone.

DEVOURER

Armor Class:	24
Hit Dice:	17** (+12)
No. of Attacks:	2 claws
Damage:	2d6/2d6 + energy drain (1 level)
Movement:	30'
No. Appearing:	1
Save As:	Fighter: 17
Morale:	12
Treasure Type:	Nil
XP:	3890

Devourers lurk in dark places, stalking travelers with equal sadistic glee. These undead are 9 feet tall and are sometimes mistaken for mummies. However, there is an opening in its chest with a tiny figure inside. The figure is in deep agony as the devourer consumes its life essence to sustain itself. A devourer weighs 500 pounds and speak Common.

Even if it had no special abilities, a devourer would be a terrible opponent, for its bony claws can flay enemies alive. Living creatures hit by a devourer's claw attack or *spectral hand* ability lose one level due to the energy drain attack.

The devourer is named for its ability to consume an enemy's life essence. To do so, it must forgo its normal melee attacks and make a trap essence attack to engulf an enemy. This requires a normal attack roll but deals no damage. The creature's essence is trapped within the devourer's ribs, and the tiny figure takes on that victim's features. The trapped essence cannot be raised or resurrected, but a *wish* spell frees it, as does destroying the devourer. A devourer can hold only one essence at a time.

The trapped essence provides a devourer with enough power to use five spell-like abilities for each hit die or level of the trapped creature. As this energy is expended, the twisted soul fades away until it evaporates completely. The trapped essence loses one level for every five times the devourer uses one of its spell-like abilities. When the essence's number of negative levels equals the creature's total Hit Dice or level, the essence is destroyed.

At the start of any encounter, the trapped essence within a devourer is assumed to have 3d4+3 levels (enough fuel for thirty to seventy-five uses). Once per round, a devourer can use one of the following abilities: animal dead, confusion, spectral hand, or true seeing (caster level 17th). The spectral hand is a ghostly, glowing hand shaped from the life force of the trapped essence and moves as the devourer desires, allowing it to attack at a distance of 60' away.

The trapped essence provides a measure of magical protection. If any of the following spells are cast at the devourer, they affect the imprisoned essence instead: **charm person**, **confusion**, **dispel evil**, **fear**, **geas/quest**, **magic jar** or **maze**. In many cases, this deflection effectively neutralizes the spell. Some of these effects might eliminate the trapped essence, depriving the

devourer of its spell-like abilities until it can consume another victim.

DIGESTER

Armor Class:	17
Hit Dice:	15 (+11)
No. of Attacks:	1 claw + special
Damage:	1d8 + special
Movement:	60'
No. Appearing:	0 Wild 1d3 Lair 1d3+3
Save As:	Fighter: 15
Morale:	7
Treasure Type:	Nil
XP:	2975

A digester is a hunting and eating machine that stands about 5 feet tall and is 7 feet long from snout to tail. It weighs about 350 pounds. When it is not hungry (which is rarely), it lies low and avoids most other creatures. When hunting, it looks about for a likely target, then charges forth and delivers a gout of acid from an opening on the top of its head. If the initial attack is insufficient to kill the prey, the digester attacks with its hind feet until it can spray acid again.

A digester can spray acid in a 20-foot cone, dealing 8d8 points of damage to everything in the area. Once a digester uses this ability, it can't use it again until 1d4 rounds later.

DINOSAUR

Dinosaurs, ancient and terrible, come in many sizes and shapes. Bigger varieties have drab coloration, while smaller dinosaurs have more colorful markings. Most dinosaurs have a pebbly skin texture. Many are territorial and with their sharp teeth, aggressive dispositions and endless capacity for hunting make them dangerous creatures indeed.

They take full advantage of their size and speed. The swift carnivores stalk prey, staying hidden in cover until they can get into charge range and rush to the attack. Herbivores frequently overrun and trample their opponents.

Dinosaurs are found in isolated areas where other creatures are seldom found such as remote tropical islands, mountain valleys and high plateaus.

DEINONYCHUS

Armor Class:	16
Hit Dice:	8
No. of Attacks:	2 claws/1 bite + special
Damage:	1d6x2/1d3 + 2d6
Movement:	60'
No. Appearing:	1d3+3
Save As:	Fighter: 4
Morale:	7
Treasure Type:	Nil
XP:	875

This velociraptor is bright green along its back and flanks, with a much lighter shade of the same color on its underside. The body has darker spots or stripes. Its tail extends straight out behind itself, held aloft by an intricate structure of bony supports, thus allowing its weight to be carried entirely by the back legs. It weighs about 600 pounds.

A deinonychus uses a combination of speed, grasping forearms, large teeth, and hind legs with ripping talons. It hunts by running at prey, leaping, and ripping with its rear talons as it claws and bites. A deinonychus has a relatively large brain for a dinosaur, and its pack hunts with cunning tactics.

ELASOSAURUS

Armor Class:	13
Hit Dice:	23
No. of Attacks:	1 bite
Damage:	3d8
Movement:	20' Swim 50'
No. Appearing:	1d4+4
Save As:	Fighter: 11
Morale:	10
Treasure Type:	Nil
XP:	4650

Though it resides primarily in the water, an elasmosaurus only breathes air. An elasmosaurus has a total length of some 30 feet, including a tail half as long as its entire body, and weighs about 5,000 pounds. Observers who see only its head or tail might easily mistake it for a massive snake.

An elasmosaurus is aggressive and attacks anything it notices. The creature is strong, fast, and highly maneuverable, able to turn quickly and lunge at prey. When hunting, it travels with its head out of the water, snapping down quickly to seize prey.

MEGARAPTOR

Armor Class:	16
Hit Dice:	10
No. of Attacks:	2 claws/1 bite + special
Damage:	1d4x2/2d6 + 2d8
Movement:	60'
No. Appearing:	1d3+3
Save As:	Fighter: 5
Morale:	11
Treasure Type:	Nil
XP:	1300

This creature is a larger version of the deinonychus, standing about 12 feet tall with a total length of 24 feet. It has the same appearance, habits, and abilities of the smaller velociraptor.

TRICERATOPS

Armor Class:	18
Hit Dice:	20
No. of Attacks:	1 gore
Damage:	2d8 or 2d12
Movement:	30'
No. Appearing:	1d4+4
Save As:	Fighter: 10
Morale:	11
Treasure Type:	Nil
XP:	1300

This short tempered and aggressive dinosaur has a large plate on its head from which protrude two giant horns. A smaller horn grows from its nose. It has a body about 25 feet long and weighs about 20,000 pounds.

These creatures are likely to charge and skewer any creature that infringes on their territory. A triceratops may trample smaller opponents for 2d12 points of damage. If there is only one target in the dinosaur's path, the attack roll is made normally, if there are two or more, each target must save vs death ray to avoid the monster's charge. Those who fail are hit if the triceratops makes a successful attack roll.

TYRANNOSAURUS

Armor Class:	17
Hit Dice:	18 (+12)
No. of Attacks:	1 bite
Damage:	5d6
Movement:	40'
No. Appearing:	1d2
Save As:	Fighter: 9
Morale:	11
Treasure Type:	Nil
XP:	4000

Despite its enormous size and 6-ton weight, this fearsome carnivore is a swift runner. A tyrannosaur's head is nearly 6 feet long, and its teeth are from 3 to 6 inches in length. It is slightly more than 30 feet long from nose to tail. A tyrannosaur pursues and eats just about anything it sees. Its tactics are simple—charge in and bite.

A tyrannosaur will swallow a humanoid or smaller sized opponent on a roll of a 20 on an attack. The swallowed creature takes 2d8 points of bludgeoning damage and 1d8 points of acid damage per round from the tyrannosaur's gizzard. A swallowed creature can cut its way out by using a light slashing or piercing weapon to deal 25 points of damage to the gizzard (AC 12). Once the creature exits, muscular action closes the hole; another swallowed opponent must cut its own way out. A tyrannosaur's gizzard can hold 2 humanoid-sized opponents.

DIRE ANIMAL

Dire animals are larger, tougher, meaner versions of ordinary animals. Each kind tends to have a feral, or prehistoric appearance.

DIRE BADGER

Armor Class:	16
Hit Dice:	6*
No. of Attacks:	2 claws/1 bite
Damage:	1d4x2/1d6
Movement:	30'
No. Appearing:	1d4+1
Save As:	Fighter: 6
Morale:	10
Treasure Type:	Nil
XP:	555

These vicious creatures tolerate no intrusions. They cannot burrow into solid rock, but can move through just about any material softer than that. A dire badger usually leaves behind a usable tunnel 5 feet in diameter when burrowing unless the material it's moving through is very loose. A dire badger is from 5 to 7 feet in length and can weigh up to 500 pounds.

Dire badgers attack with their sharp claws and teeth. When a dire badger that takes damage in combat, it flies into a berserk rage on its next turn, clawing and biting madly until either it or its opponent is dead. It gains +2 to attack rolls and -2 armor class. The creature cannot end its rage voluntarily.

DIRE BAT

Armor Class:	20
Hit Dice:	7
No. of Attacks:	1 bite
Damage:	1d8
Movement:	20' Fly 40'
No. Appearing:	1 or 2d4
Save As:	Fighter: 7
Morale:	10
Treasure Type:	Nil
XP:	670

A dire bat has a wingspan of 15 feet and weighs about 200 pounds. They swoop down upon unsuspecting prey from above. It uses echolocation to pinpoint creatures within 40 feet. Opponents still have total concealment against the bat unless it can actually see them.

DIRE BEAR

Armor Class:	17
Hit Dice:	12
No. of Attacks:	2 claws/1 bite
Damage:	2d4x2/2d8
Movement:	40'
No. Appearing:	1d2
Save As:	Fighter: 12
Morale:	10
Treasure Type:	Nil
XP:	1875

The omnivorous dire bear usually does not bother creatures that try to avoid it, but will aggressively defend a kill or other source of food. It will not hesitate to rip apart anything that might contain something edible. A typical dire bear is 12 feet long and weighs as much as 8,000 pounds. A dire bear attacks by tearing at opponents with its claws.

DIRE BOAR

Armor Class:	15
Hit Dice:	7*
No. of Attacks:	1 gore
Damage:	1d8
Movement:	40'
No. Appearing:	2d4
Save As:	Fighter: 7
Morale:	11
Treasure Type:	Nil
XP:	735

Dire boars are omnivorous and spend most of their time rooting around, much as ordinary pigs do. They viciously attack anything that approaches them, however. Dire boars grow up to 12 feet long and weigh as much as 2,000 pounds.

A dire boar charges its opponent, trying to rip the target open with its tusks and is such a tenacious combatant that it continues to fight without penalty even while disabled or dying. It is finally killed at -10 hit points.

DIRE LION

Armor Class:	15
Hit Dice:	8
No. of Attacks:	2 claws or 4 claws/1 bite
Damage:	1d6x2/1d8
Movement:	40'
No. Appearing:	2d6
Save As:	Fighter: 8
Morale:	10
Treasure Type:	Nil
XP:	875

Dire lions are patient hunters, just like their smaller cousins, but apt to take on bigger prey. They grow to be up to 15 feet long and weigh up to 3,500 pounds.

A dire lion attacks by running at prey, leaping, and clawing and biting as it rakes with its rear claws. It often jumps onto a creature larger than itself.

DIRE RAT

Armor Class:	15
Hit Dice:	1+1*
No. of Attacks:	1 bite + special
Damage:	1d4 + special
Movement:	40'
No. Appearing:	2d10
Save As:	Fighter: 1
Morale:	10
Treasure Type:	Nil
XP:	37

Dire rats are omnivorous scavengers, but will attack to defend their nests and territories. They can grow to be up to 4 feet long and weigh over 50 pounds.

Packs of these creatures attack fearlessly, biting and chewing with their sharp incisors.

Any rat bite has a 50% chance of causing a disease. A character who suffers one or more rat bites where the die roll indicates disease will sicken in 3d6 hours. The infected character will lose one point of Constitution per hour; after losing each point, the character is allowed a save vs. Death Ray (adjusted by the current Constitution bonus or penalty) to break the fever and end the disease. Any character reduced to zero Constitution is dead.

DIRE SHARK

Armor Class:	17
Hit Dice:	18
No. of Attacks:	1 bite
Damage:	3d8
Movement:	60'
No. Appearing:	2d4
Save As:	Fighter: 18
Morale:	10
Treasure Type:	Nil
XP:	4000

Dire sharks attack anything they perceive to be edible, even larger creatures. This monstrous fish can grow to a length of 25 feet and weigh more than 20,000 pounds.

Dire sharks bite with their powerful jaws, swallowing smaller creatures in one gulp. It will swallow a humanoid or smaller sized opponent on a roll of a 20 on an attack. The swallowed creature takes 2d6 points of bludgeoning damage and 1d8 points of acid damage per round from the tyrannosaur's gizzard. A swallowed creature can cut its way out by using a light slashing or piercing weapon to deal 25 points of damage to the gizzard (AC 13). Once the creature exits, muscular action closes the hole; another swallowed opponent must cut its own way out. A shark's gullet can hold 4 humanoid-sized opponents.

DIRE TIGER

Armor Class:	17
Hit Dice:	16
No. of Attacks:	2 claws/1 bite
Damage:	2d4x2 or 2d4x4/2d6
Movement:	40'
No. Appearing:	1d2
Save As:	Fighter: 16
Morale:	10
Treasure Type:	Nil
XP:	3250

Dire tigers prey on just about anything that moves. They will patiently stalk a potential meal, striking whenever the creature lets down its guard. These large cats grow to be over 12 feet long and can weigh up to 6,000 pounds.

They attack by running at prey, leaping, and clawing and biting as it rakes with its rear claws which do the same amount of damage as the fore-claws.

DIRE WEASEL

Armor Class:	16
Hit Dice:	3
No. of Attacks:	1 bite
Damage:	1d6
Movement:	60'
No. Appearing:	1d2
Save As:	Fighter: 3
Morale:	10
Treasure Type:	Nil
XP:	145

Dire weasels grow to be up to 10 feet long and can reach a weight of 700 pounds. They stalk their prey in the dark and then leap on it, biting and clawing.

A dire weasel that hits with its bite attack latches onto the opponent's body with its powerful jaws. An attached dire weasel loses its Dexterity bonus to AC and thus has an AC of 12. A dire weasel drains blood for 1d4 points of Constitution damage each round it remains attached.

DIRE WOLF

Armor Class:	14
Hit Dice:	6
No. of Attacks:	1 bite
Damage:	1d8
Movement:	50'
No. Appearing:	2d4
Save As:	Fighter: 6
Morale:	10
Treasure Type:	Nil
XP:	500

Dire wolves are efficient pack hunters that will kill anything they can catch. They are mottled gray or black, about 9 feet long and weighing some 800 pounds. These wolves prefer to attack in packs, surrounding and flanking a foe when they can.

DIRE WOLVERINE

Armor Class:	16
Hit Dice:	5
No. of Attacks:	2 claws/1 bite
Damage:	1d6x2/1d8
Movement:	30'
No. Appearing:	1d2
Save As:	Fighter: 5
Morale:	10
Treasure Type:	Nil
XP:	360

Dire wolverines are vicious creatures that grow to about 12 feet in length and can weigh as much as 2,000 pounds. They attack opponents wantonly, fearing no other creatures.

A dire wolverine that takes damage in combat flies into a berserk rage on its next turn, clawing and biting madly until either it or its opponent is dead. An enraged dire wolverine gains +2 to attacks and -2 AC. The creature cannot end its rage voluntarily.

DRAGONNE

Armor Class:	18
Hit Dice:	9*
No. of Attacks:	2 claws/1 bite
Damage:	2d4x2/2d6
Movement:	40' fly 30'
No. Appearing:	1d6 Wild 1d6 Lair 1d10
Save As:	Fighter: 9
Morale:	10
Treasure Type:	Nil
XP:	1150

A dragonne, a strange combination of a lion and dragon, possesses huge claws and fangs, and large eyes, usually

the color of its scales. A dragonne is about 12 feet long and weighs about 700 pounds. Dragonnes are intelligent creatures and often speak several languages.

A dragonne's wings are useful only for short flights, carrying the creature for 10 to 30 minutes at a time. Nevertheless, it uses its wings effectively in battle. If opponents attempt to charge or encircle it, the dragonne simply takes to the air and finds a more defensible position. A dragonne can loose a devastating roar every 1d4 rounds. All creatures except dragonnes within 120 feet must save vs. dragon breath or become fatigued. Those within 30 feet who fail their saves become exhausted.

EAGLE, GIANT

Armor Class:	15
Hit Dice:	4
No. of Attacks:	2 claws/1 bite
Damage:	1d6x2/1d8
Movement:	10' fly 90'
No. Appearing:	2d6
Save As:	Fighter: 4
Morale:	7
Treasure Type:	Nil
XP:	240

A typical giant eagle stands about 10 feet tall, has a wingspan of up to 20 feet, and resembles its smaller cousins in nearly every way except size. It weighs about 500 pounds. Many giant eagles are intelligent creatures and speak Common.

A giant eagle typically attacks from a great height, diving earthward at tremendous speed. When it cannot dive, it uses its powerful talons and slashing beak to strike at its target's head and eyes.

A solitary giant eagle is typically hunting or patrolling in the vicinity of its nest and generally ignores creatures that do not appear threatening. A mated pair attacks in concert, making repeated diving attacks to drive away intruders, and fights to the death to defend their nest or hatchlings.

ETTERCAP

Armor Class:	14
Hit Dice:	6+1
No. of Attacks:	2 claws/1 bite + poison
Damage:	1d3x2/1d8
Movement:	30'
No. Appearing:	1d2
Save As:	Fighter: 6
Morale:	7
Treasure Type:	Nil
XP:	555

This creature's appearance is a cross between a grossly

bloated spider and a humanoid. It is often found in the company of 2-4 large spiders. They are about 6 feet tall and weighs about 200 pounds and speak Common.

Ettercaps are not brave creatures, but their cunning traps often ensure that the enemy never draws a weapon. When an ettercap does engage its enemies, it attacks with its keen-edged claws and venomous bite. It usually will not come within melee reach of any foe that is still able to move. The poison of an ettercap paralyzes its foe on a missed saving throw vs. poison. This paralysis will wear off naturally in 1d6+6 turns.

An ettercap can throw a web eight times per day to entangle enemies. To hit, the ettercat must make an attack roll against AC10 + the target's Dexterity modifier and any magic modifier. If the ettercap hits, the target is entangled. An entangled creature takes a -2 penalty on attack rolls and a -4 penalty on Dexterity. The web has a maximum range of 50 feet and is effective against targets of up to Medium size. The web anchors the target in place, allowing no movement. An entangled creature can burst the web as per the **Web** spell.

Ettercaps can also create sheets of sticky webbing from 5 to 60 feet square. They usually position these to snare flying creatures but can also try to trap prey on the ground. Approaching creatures may stumble into it and become trapped.

An ettercap can move across its own sheet web and can determine the exact location of any creature touching the web.

ETTIN

Armor Class:	18
Hit Dice:	13 (+10)
No. of Attacks:	2 weapons
Damage:	2d6 or by weapon type
Movement:	30'
No. Appearing:	1 Wild 1d4 Lair 1d4
Save As:	Fighter: 13
Morale:	7
Treasure Type:	J (Y in lair)
XP:	2,175

Ettins, or two-headed giants, are vicious and unpredictable hunters that stalk the night. An ettin never bathes if it can help it, which usually leaves it so grimy and dirty its skin resembles thick, gray hide. An adult ettin grows to about 13 feet tall and a weight of 5,200 pounds. They live about 75 years.

Ettins have no language of their own but speak a pidgin of Orc, Goblin, and Giant. Creatures that can speak any of these languages must succeed on an Intelligence check to communicate with an ettin.

Though ettins aren't very intelligent, they are cunning fighters. They prefer to ambush their victims rather than

charge into a straight fight, but once the battle has started, an ettin usually fights furiously until all enemies are dead. An ettin fights with a huge morningstar or giant-sized javelin in each hand. Because each of its two heads controls an arm, the ettin does not take a penalty on attack or damage rolls for attacking with two weapons.

FROST WORM

Armor Class:	18
Hit Dice:	32** (+15)
No. of Attacks:	1 bite + special
Damage:	2d8 + special
Movement:	30'
No. Appearing:	1
Save As:	Fighter: 16
Morale:	10
Treasure Type:	None
XP:	14450

These gigantic worms from the frozen north have two huge mandibles and a strange orifice on its head that it uses to create a trilling sound in combat. It cannot burrow through stone, but can manage ice and frozen earth. When moving through such hard materials it leaves behind a usable tunnel about 5 feet in diameter. A frost worm is about 40 feet long, 5 feet in diameter, and weighs about 8,000 pounds.

Frost worms lurk under the snow, waiting for prey to come near. They begin an attack with a trill and then set upon helpless prey with their bite. The trill forces its prey to stand motionless. This mind-affecting compulsion affects all creatures other than frost worms within a 100-foot radius. Creatures must save vs. paralysis or be stunned for as long as the worm trills and for 1d4 rounds thereafter, even if they are attacked. However, if attacked or violently shaken, a victim is allowed another saving throw. Once a creature has resisted or broken the effect, it cannot be affected again by that same frost worm's trill for 24 hours.

The body of a frost worm generates intense cold, causing opponents to take an extra 1d8 points of cold damage every time the creature succeeds on a bite attack. Creatures attacking a frost worm unarmed or with natural weapons take this same cold damage each time one of their attacks hits.

A frost worm can breathe a 30-foot cone of frost, once per hour, for 15d6 cold damage. Those struck by the cone may save vs. dragon breath for half damage. Opponents held motionless by the frost worm's trill get no saving throw.

When killed, a frost worm turns to ice and shatters in an explosion that deals 20d6 points of cold and piercing damage to everything within 100 feet. A victim may save vs. dragon breath for half damage.

GHAST

Armor Class:	15
Hit Dice:	2**
No. of Attacks:	2 claws/1 bite
Damage:	1d4/1d4/1d4 + paralysis + stench
Movement:	30'
No. Appearing:	1d4 Wild 1d4 Lair 1d8
Save As:	Fighter: 2
Morale:	9
Treasure Type:	B
XP:	125

Although these creatures look just like their lesser kin, the ghoul, they are far more deadly and cunning. Those hit by a ghastr's bite or claw attack must save vs. Paralyzation or be paralyzed for 2d8 turns. Elves are immune to this paralysis. Ghastrs try to attack with surprise whenever possible, striking from behind tombstones and bursting from shallow graves; when these methods are employed, they are able to surprise opponents on 1-3 on 1d6. Like all undead, they may be Turned by Clerics as a ghoul and are immune to sleep, charm and hold magics.

Humanoids bitten by ghastrs may be infected with ghoul fever. Each time a humanoid is bitten, there is a 10% chance of the infection being passed. The afflicted humanoid is allowed to save vs. Death Ray; if the save is failed, the humanoid dies within a day.

An afflicted humanoid who dies of ghoul fever rises as a ghastr at the next midnight. A humanoid who becomes a ghastr in this way retains none of the abilities it possessed in life. It is not under the control of any other ghastrs, but it hungers for the flesh of the living and behaves like a normal ghastr in all respects.

The stink of death and corruption surrounding these creatures is overwhelming. Living creatures within 10 feet must succeed on a save vs. Poison or be sickened for 2d6 rounds (-2 to attack rolls). A creature that successfully saves cannot be affected again by the same ghastr's stench for 24 hours. A neutralize poison spell removes the effect from a sickened creature.

GHOST

Armor Class:	20*
Hit Dice:	10 (+9)
No. of Attacks:	1 touch/1 gaze
Damage:	1d6 + special
Movement:	30'
No. Appearing:	1
Save As:	Fighter: 10
Morale:	10
Treasure Type:	E, N, O
XP:	5,500

Ghosts are the spectral remnants of intelligent beings who,

for one reason or another, cannot rest easily in their graves. A ghost greatly resembles its corporeal form in life, but in some cases the spiritual form is somewhat altered. Because they are incorporeal, ghosts may be hit only by magical weapons.

Encountering a ghost is so terrible that the creature will age 10 years and must save vs. spells or flee for 2d6 rounds. A ghost can blast living beings with a glance, at a range of up to 30 feet. Creatures that meet the ghost's gaze must succeed on a save vs. spells or be paralyzed for 2d4 rounds. A ghost that hits a living target with its touch attack deals 1d6 points of damage and ages the victim 1d4x10 years while healing itself of 5 points of damage. Elves can ignore the first 200 years of aging; dwarves the first 50 and halflings the first 20. Otherwise, each 10 years of aging will cause the character to permanently lose 1 point of Constitution. Lost Constitution can be regained at a rate of one point per casting of **restoration**; nothing else (except a wish) can restore Constitution lost to a ghost. If a character's Constitution falls to 0, he or she dies permanently and can not be **raised** (but still may be **reincarnated**).

Once per round, a ghost can merge its body with that of another creature. This ability is similar to a magic jar spell (caster level 10th), except that it does not require a receptacle. To use this ability, the ghost must move into the target's space, however, the target can resist the attack with a successful save vs. spells. A creature that successfully saves is immune to that same ghost's magic jar attack for 24 hours, and the ghost cannot enter the target's space. If the save fails, the ghost controls the target's body and vanishes into it.

A ghost can use **telekinesis** (as per the 5th level Magic-User spell) as if a 10th level Magic-User. When a ghost uses this power, it must wait 1d4 rounds before using it again.

A ghost can be turned as a Vampire but with a -4 turn resistance modifier to the roll.

GIBBERING MOUTHER

Armor Class:	19
Hit Dice:	9**
No. of Attacks:	6 bites + special
Damage:	1d6 + special
Movement:	10 ft. swim 20 ft.
No. Appearing:	1
Save As:	Fighter: 9
Morale:	12
Treasure Type:	None
XP:	1225

A gibbering moulder is a horrible creature seemingly drawn from a lunatic's nightmares. It has the fluid body of an amoeba. Eyes and toothy mouths constantly appear and disappear all over the creature.

As soon as a moulder spots something edible, it begins a constant gibbering. All creatures (other than moulders) within 60-feet must save vs paralysis or be affected as though by a confusion spell for 1d2 rounds. Also, a gibbering moulder may fire a stream of spittle at one opponent within 30 feet. The moulder makes an attack against AC10 + Dex bonus of the target; if it hits, it deals 1d4 points of acid damage, and the target must save vs. poison or be blinded for 1d4 rounds. Any creature hit by 3 or more of the moulder's mouths will be engulfed on the next round. The moulder will be able to make 12 bite attacks on the engulfed creature. A swallowed creature can cut its way out by dealing 5 points of damage to the gibbering moulder with a small edged weapon.

GIRALLON

Armor Class:	16
Hit Dice:	7
No. of Attacks:	4 claws/1 bite
Damage:	1d4x4/1d8
Movement:	40'
No. Appearing:	1 Wild 1d2 Lair 2d4
Save As:	Fighter: 7
Morale:	10
Treasure Type:	None
XP:	1225

Girallons are savage, magical cousins of the gorilla. When moving on the ground, a girallon walks on its legs and lower arms. An adult girallon is about 8 feet tall, broad-chested, and covered in thick, pure white fur. It weighs about 800 pounds.

A solitary girallon usually conceals itself in the branches of a tree or under a pile of leaves and brush, with only its nose showing. When it spots or scents prey, it charges to the attack. A girallon picks up prey that is small enough to carry and withdraws, often vanishing into the trees before the victim's companions can do anything to retaliate. Against larger foes, a girallon seeks to tear a single opponent to bits as quickly as it can.

A girallon that hits with two or more claw attacks latches onto the opponent's body and tears the flesh. This attack automatically deals an extra 2d4 points of damage.

GRAY RENDER

Armor Class:	19
Hit Dice:	10
No. of Attacks:	2 claws/1 bite
Damage:	1d6/2d6
Movement:	30'
No. Appearing:	1
Save As:	Fighter: 10
Morale:	12
Treasure Type:	None
XP:	1300

A gray render stands about 9 feet tall in spite of its hunched posture and is about 4 feet wide. This bestial creature has six keen eyes on its large head which gives it amazingly good vision. It weighs about 4,000 pounds. They are never found in groups. Each of these asexual creatures produces one offspring and carries it for a time in a pouch, but thereafter the young render must fend for itself.

A unique quality of the gray render is its tendency to bond with, protect, and provide for another creature (or group of creatures) native to its surroundings. Whether accepted or not, the render always attempts to remain fairly close, watching over its adopted charge(s) and daily bringing an offering of meat. It never willingly harms adopted creatures and retreats if they attack it.

A gray render attacks to kill, whether to bring down prey or to protect itself or those it has adopted. When hunting, it sometimes attempts to hide and wait for prey to wander close.

A gray render that hits a successful bite attack establishes a hold, latching onto the opponent's body and tearing the flesh for 2d6 points of damage each round until it or its prey is dead.

GRICK

Armor Class:	16
Hit Dice:	2
No. of Attacks:	4 tentacles/1 bite
Damage:	1d4x4/1d3
Movement:	30'
No. Appearing:	1 Wild 1d4
Save As:	Fighter: 2
Morale:	12
Treasure Type:	V
XP:	75

An adult grick is a snake-like creature about 8 feet long from the tips of its tentacles to the end of its body and weighs some 200 pounds. Its body coloration is uniformly dark, with a pale underbelly. Its tentacles are segmented like an earthworm and attached just below the head.

Gricks attack when hungry or threatened. They hunt by holing up near high-traffic areas, using their natural

coloration to blend into convenient shadows. When prey (virtually anything that moves) ventures near, they lash out with their tentacles. A grick's rubbery body seems to shed blows of any kind. Its jaws are relatively small and weak compared to its body mass, so rather than consume its kill immediately, a grick normally drags its victim back to its lair to be eaten at its leisure.

Multiple gricks do not fight in concert. Each attacks the prey closest to it, and breaks off the fight as soon as it can drag dead or unconscious prey away.

GRIMLOCK

Armor Class:	15
Hit Dice:	2
No. of Attacks:	1 battleaxe
Damage:	1d8
Movement:	30'
No. Appearing:	1d4 Wild 1d10+10 Lair 1d6x10
Save As:	Fighter: 2
Morale:	7
Treasure Type:	D
XP:	100

Grimlocks are muscular humanoids with gray skin. Some believe they were once hobgoblins but no one is sure about the truth of it. They are blind, but their exceptional senses of smell and hearing allow them to notice foes nearby. As a result, they usually shun ranged weapons and rush to the attack, brandishing their stone battleaxes.

They can sense all foes within 40 feet as a sighted creature would. Beyond that range, they treat all targets as having total concealment. Grimlocks are susceptible to sound- and scent-based attacks, however, and are affected normally by loud noises and sonic spells (such as *silence 15' radius*) and overpowering odors. Negating a grimlock's sense of smell or hearing reduces this ability to fight. If both these senses are negated, a grimlock is effectively blinded. They are immune to gaze attacks, visual effects, illusions, and other attack forms that rely on sight.

HOMUNCULUS

Armor Class:	14
Hit Dice:	2
No. of Attacks:	1 bite + poison
Damage:	1d4-1 + poison
Movement:	20'
No. Appearing:	1
Save As:	Fighter: 2
Morale:	12
Treasure Type:	None
XP:	100

A homunculus is a miniature servant created by a wizard. These creatures are weak combatants but make effective

spies, messengers, and scouts. A homunculus's creator determines its precise features. Homunculi are little more than tools designed to carry out assigned tasks. They are extensions of their creators, sharing the same alignment and basic nature. A homunculus cannot speak, but the process of creating one links it telepathically with its creator.

It knows what its master knows and can convey to him or her everything it sees and hears, out to a distance of 1,500 feet. A homunculus never travels beyond this range willingly, though it can be removed forcibly. If this occurs, the creature does everything in its power to regain contact with its master. An attack that destroys a homunculus deals 2d10 points of damage to its master.

If the creature's master is slain, the homunculus also dies, and its body swiftly melts away into a pool of ichor.

Homunculi land on their victims and bite with their venomous fangs. The poison will cause the opponent to fall asleep for 6d6 minutes on a failed save vs. poison.

KRAKEN

Armor Class:	20
Hit Dice:	36 (+15)
No. of Attacks:	10 tentacles/1 bite
Damage:	7d6x10/4d6
Movement:	20'
No. Appearing:	1
Save As:	Fighter: 36
Morale:	11
Treasure Type:	None
XP:	12500

A kraken is possibly the largest known creature. This gargantuan beast's body is 150' long and with 10 barbed tentacles that can reach an additional 500'. Its beak-like mouth is located where the tentacles meet the lower portion of its body. They usually stay to the deepest parts of the oceans but will come to the surface for prey.

Krakens strike their opponents with their barbed tentacles, then grab and crush with their arms or drag victims into their huge jaws. Once an opponent has been hit, the kraken has wrapped a tentacle around the victim and can automatically inflict 7d6 points of damage each round. When six of the tentacles are wrapped around a ship, the kraken may crush for 4d6 points of damage to the vessel each round. Victims caught in the kraken's tentacles may attack at a -4. If a tentacle takes 60 points of damage it has been severed. Severed tentacles will regrow in 1d10+10 days.

A kraken can jet backward once per round at a speed of 280 feet in a straight line. When a kraken has lost 5 of its tentacles or 50% of its hit points it will emit a cloud of jet-black ink in an 100-foot square spread. This can be repeated once per minute. The cloud provides total

concealment, which the kraken normally uses to escape a fight that is going badly. Creatures within the cloud are considered to be blinded.

KRENSHAR

Armor Class:	15
Hit Dice:	2**
No. of Attacks:	2 claws/1 bite
Damage:	1d6x2/1d4
Movement:	40'
No. Appearing:	1d2 Wild 1d10
Save As:	Fighter: 2
Morale:	7
Treasure Type:	None
XP:	125

The krenshar is a strange, catlike carnivore with extremely flexible skin on its head. A typical krenshar measures 4 or 5 feet in length with a long, narrow head. It weighs about 175 pounds. They use solitary scouts to drive prey into the waiting clutches of the pride. The scout appears from hiding, uses its scare ability, then chases the fleeing target to join the attack.

A krenshar can pull the skin back from its head, revealing the musculature and bony structures of its skull. This alone is usually sufficient to scare away foes who fail a save vs paralysis or petrify. Combining this scare ability with a loud screech produces an unsettling effect. A creature that successfully saves cannot be affected again by the same krenshar's scare ability for 24 hours. The shriek does not affect other krenshars.

LOCATHAH

Armor Class:	14
Hit Dice:	2
No. of Attacks:	1 spear or 1 light crossbow
Damage:	1d6
Movement:	10' swim 60'
No. Appearing:	1d4 Wild 1d20 Lair 3d10+70
Save As:	Fighter: as per hit dice
Morale:	7
Treasure Type:	D
XP:	75

Although humanoid in shape, locathahs are clearly more fish than human. The average locathah stands 5 feet tall and weighs 175 pounds. Females and males look very much alike, although the former can be recognized by the two ochre stripes marking their egg sacs. Locathahs speak their own language.

When encountered in groups larger than 11 individuals, there will also be two 3 hit dice sergeants and 1 leader of 3-6 hit dice. If the lair is encountered, the tribe will have one 3 hit dice sergeant per 10 adults, five 5 hit dice

lieutenants, and three 7 hit dice captains. The chief will be a 10 hit dice creature.

Any battle with locathahs usually begins with the creatures loosing volleys of bolts from their crossbows; underwater, their crossbows have a range increment of 60 feet. If they have managed to set up an ambush or other trap, they continue to employ crossbows for as long as possible. Otherwise, they close to bring their spears into play. Although primarily used for fishing, these spears make formidable weapons.

Locathahs lack teeth, claws, and other natural weapons, so they are not especially dangerous if unarmed. A weaponless locathah will generally turn and flee.

MIMIC

Armor Class:	15
Hit Dice:	7**
No. of Attacks:	1 slam
Damage:	3d4
Movement:	10'
No. Appearing:	1
Save As:	Fighter: 7
Morale:	10
Treasure Type:	None
XP:	800

A master of deception, mimics can have almost any dimensions, but it usually is not more than 10 feet long. These creatures speak Common. In combat a mimic will often surprise an unsuspecting adventurer by lashing out with a heavy pseudopod. The creature does not necessarily fight to the death if it can succeed in extorting treasure or food from a party.

A mimic exudes a thick slime that acts as a powerful adhesive, holding fast any creatures or items that touch it. A weapon that strikes an adhesive-coated mimic is stuck fast unless the wielder succeeds on an open doors check to pull the weapon free. Strong alcohol dissolves the adhesive in 3 rounds. A mimic can dissolve its adhesive at will, and the substance breaks down 5 rounds after the creature dies.

A mimic can assume the general shape of any object that fills roughly 150 cubic feet (5 feet by 5 feet by 6 feet), such as a massive chest, a stout bed, or a wide door frame and weighs about 4,500 pounds.. The creature cannot substantially alter its size, though. A mimic's body is hard and has a rough texture, no matter what appearance it might present. Anyone who examines the mimic can easily detect the ruse. Of course, by this time it is generally far too late.

MOHRG

Armor Class:	23
Hit Dice:	14**
No. of Attacks:	1 slam or 1 tongue
Damage:	1d6 or special
Movement:	30'
No. Appearing:	1 Wild 1d4 Lair 1d4 (plus 5d4 zombies)
Save As:	Fighter: 14
Morale:	12
Treasure Type:	None
XP:	2615

Mohrgs are the animated corpses of mass murderers or similar villains who died without atoning for their crimes. Most mohrgs are 5 to 6 feet tall and weigh about 120 pounds.

Like zombies, mohrgs attack by slamming enemies with their fists. They often catch opponents flat-footed, for they move much faster than zombies. A mohrg lashes out with its tongue in combat. An opponent the tongue touches must save vs. paralysis or become paralyzed for 1d4 minutes (6d4 rounds).

Creatures killed by a mohrg rise after 1d4 days as zombies under the mohrg's control. They do not possess any of the abilities they had in life.

NAGA

All nagas have long, snakelike bodies covered with glistening scales, and more or less human faces. They range in length from 10 to 20 feet and weigh from 200 to 500 pounds. The eyes of a naga are bright and intelligent, burning with an almost hypnotic inner light.

Nagas favor spells over other forms of combat. Because they are almost always found in the lairs they guard and know well, they can arrange most encounters to suit their wishes.

DARK NAGA

Armor Class:	14
Hit Dice:	13**
No. of Attacks:	1 bite/1 sting
Damage:	2d4/1d4
Movement:	40'
No. Appearing:	1 Lair 1d4
Save As:	Magic-User: 13
Morale:	11
Treasure Type:	None
XP:	2615

Dark nagas speak Common and prefer to fight from an elevated position where they get a good view of the battlefield while also staying out of reach. The sting of a

dark naga causes the victim to lapse into a nightmare-haunted sleep for 1d4 turns. They cast spells as 7th-level wizards and have a +2 racial bonus on saving throws against all *charm* effects. A dark naga can continuously detect the thoughts of any opponents that it focuses upon and are immune to any form of mind reading themselves. This ability is always active.

GUARDIAN NAGA

Armor Class:	18
Hit Dice:	21**
No. of Attacks:	1 bite/1 spit
Damage:	2d6
Movement:	40'
No. Appearing:	1 Lair 1d4
Save As:	Magic-User: 20
Morale:	11
Treasure Type:	None
XP:	6700

Guardian nagas speak Common and usually warn off intruders before attacking. If the warning is ignored, they may begin a spell assault or spit poison. A guardian naga can spit its venom up to 30 feet as a standard action. This is a ranged touch attack with no range increment. Opponents hit by this attack must make successful a save versus poison or take 1d10 points of Constitution damage from the attack. A guardian naga can spit its venom up to 30 feet. They cast spells as 9th-level wizards, and can also cast spells from the cleric list. The cleric spells are considered arcane spells for a guardian naga, meaning that the creature does not need a holy symbol to cast them.

SPIRIT NAGA

Armor Class:	16
Hit Dice:	17**
No. of Attacks:	1 bite + special + special
Damage:	2d6 + poison + charm
Movement:	40'
No. Appearing:	1 Lair 1d4
Save As:	Magic-User: 17
Morale:	11
Treasure Type:	None
XP:	4180

Spirit nagas speak Common and meet foes boldly so as to use their gaze attacks to best effect. They quickly slither forward to bite foes that avert their eyes to avoid their charming gaze. The gaze attack is as per *charm person* with a 30 foot range. Opponents bit by the naga must make successful a save versus poison or take 1d8 points of Constitution damage from the attack. Spirit nagas cast spells as 7th-level wizards, and can also cast spells from the cleric list. The cleric spells are considered arcane spells for a guardian naga, meaning that the creature does not

need a holy symbol to cast them.

WATER NAGA

Armor Class:	15
Hit Dice:	13**
No. of Attacks:	1 bite
Damage:	2d6 + poison
Movement:	40'
No. Appearing:	1 Lair 1d4
Save As:	Magic-User: 13
Morale:	11
Treasure Type:	None
XP:	2395

Water nagas speak Common and prefer to stay mostly concealed in a body of water while they launch a spell attack. Opponents bit by the naga must make successful a save versus poison or take 1d8 points of Constitution damage from the attack. Water nagas cast spells as 7th-level wizards but never use fire spells.

NIGHTSHADE

Nightshades are powerful undead composed of equal parts darkness and absolute evil. They can read and understand all forms of communication; however, they communicate with others by telepathy.

Each of the three known varieties of nightshade, nightcrawler, nightwalker and nightwing are terrible creatures with unique powers and abilities. Their tactics vary according to their abilities, but they all make liberal use of haste. If exposed to natural daylight (not merely a daylight spell), nightshades take a -4 penalty on all attack rolls and saving throws. All nightshades give off a 20-foot radius emanation of utter desecration, imbuing their surroundings with negative energy. The nightshade's evil is so great that it is treated as the shrine of an evil power. All undead within 20 feet of the nightshade gain a +2 profane bonus on attack rolls, damage rolls, and saving throws, and +2 hit points per HD. Turn undead within this area take a -6 penalty. A nightshade's desecrating aura cannot be dispelled except by a dispel evil spell. If the effect is dispelled, the nightshade can resume it as a free action on its next turn.

NIGHTCRAWLER

Armor Class:	35
Hit Dice:	47**
No. of Attacks:	1 bite/1 sting + special
Damage:	4d6/2d8 + poison
Movement:	40'
No. Appearing:	1
Save As:	Fighter: 20
Morale:	12
Treasure Type:	None
XP:	36700

A nightcrawler is a behemoth undead creature similar to a purple worm, though utterly black in color. It measures about 7 feet in diameter and is 100 feet long from its toothy maw to the tip of its stinging tail. It weighs about 55,000 pounds.

A nightcrawler attacks by burrowing through the ground and emerging to strike. Living creatures inside a nightcrawler's gizzard gain one negative level each round. For each such negative level bestowed, the nightcrawler gains 5 temporary hit points. If the nightcrawler hits with a 19 or 20 on its bite attack, the opponent has been swallowed whole. Swallowed creatures take 3d8 points of bludgeoning damage plus 2d8 points of acid damage per round from the nightcrawler's gizzard and is subject to the creature's energy drain. A swallowed creature can cut its way out by using a light slashing or piercing weapon to deal 35 points of damage to the gizzard (AC 21). Once the creature exits, muscular action closes the hole; another swallowed opponent must cut its own way out. The creature has a poisonous stinger in its tail; those injured by it must save vs. Poison or die. It has the following spell-like abilities and may use them at will—*darkness*, *detect magic*, *dispel magic*, *haste*, *invisibility*, *detect invisible*; 3/day—*cone of cold*, *confusion*, *hold person*; 1/day—*disintegrate*. A nightcrawler can summon undead creatures once per night: 2d8 shadows, 1d3+3 wights, or 1d3 wraiths. The undead arrive in 1d10 rounds and serve for 1 hour or until released.

NIGHTWALKER

Armor Class:	32
Hit Dice:	40**
No. of Attacks:	2 slams + special
Damage:	2d6/2d6 + poison
Movement:	40'
No. Appearing:	1d4
Save As:	Fighter: 20
Morale:	12
Treasure Type:	None
XP:	6400

Nightwalkers are huge human-shaped undead horrors that haunt the darkness. They are about 20 feet tall and weigh

about 12,000 pounds. When hiding in a dark area, a nightwalker is nearly invisible.

Nightwalkers lurk in dark areas where they can almost always surprise the unwary. It can destroy any weapon or item of Large size or smaller (even magic ones, but not artifacts) by picking it up and crushing it between its hands. The item is entitled to a save vs. death ray if held by a character to resist destruction. The character's Strength bonus is applied to the roll.

A creature that meets the nightwalker's frightening gaze (30 feet range) must save vs paralysis or be paralyzed with fear for 1d8 rounds. Whether or not the save is successful, that creature cannot be affected again by the same nightshade's gaze for 24 hours.

Any living creature withing 30 feet of a nightwalker take 5d8 points of damage and causes it to be sickened for 1d4 rounds from its unholy blight aura. A successful save vs Spells reduces damage to half and negates the sickened effect. The effects cannot be negated by remove disease or heal, but remove curse is effective.

It has the following spell-like abilities and may use them at will—*darkness*, *detect magic*, *dispel magic*, *haste*, and *detect invisibility*; 3/day—*confusion*, *hold person*, *invisibility*; 1/day—*cone of cold*, and *slay living*.

A nightwalker can summon undead creatures once per night: 2d6 shadows, 1d4 wights, or 1d2 wraiths. The undead arrive in 1d10 rounds and serve for 1 hour or until released.

Tactics Round-by-Round

The nightwalker is an exceedingly intelligent foe that makes the best use of all its abilities. It favors using its spell-like abilities to divide and disable its enemies, then closing to melee with opponents it has isolated from their allies.

Prior to combat: The nightwalker keeps its *detect invisibility* power active most of the time. It uses *haste* and *invisibility* to prepare for battle.

Round 1: Move to within 30 feet to make use of gaze attack, unholy blight aura and strike with *confusion* or *hold person*.

Round 2: Hit a spellcaster with *slay living*.

Round 3: Move up to engage the enemy and attempt to disarm an enemy fighter.

Round 4: Crush the disarmed weapon or use another gaze attack.

Round 5: Attack the unarmed foe or a nearby spellcaster.

NIGHTWING

Armor Class:	30
Hit Dice:	17**
No. of Attacks:	1 bite + special
Damage:	2d6 + special
Movement:	60' fly 20'
No. Appearing:	1 Lair 1d6 Wild 1d2
Save As:	Fighter: 17
Morale:	12
Treasure Type:	None
XP:	3890

Nightwings are batlike flyers that hunt on the wing with a wingspan of about 40 feet and weight of about 4,000 pounds. They prowl the night sky and dive onto their victims and are all but invisible, detectable only because of the stars they obscure in their passing.

A nightwing can weaken magic armor, weapons, and shields by making a successful attack against AC 10 + opponents Dexterity modifier. The targeted item must succeed a save vs Death Ray or lose 1 point of its enhancement bonus. This save is the same as the character's save vs Death Ray only the magic bonus of the item is added to the roll. An item that loses its entire enhancement bonus becomes merely a normal item and loses any special abilities. Casting *dispel evil* upon the item reverses the effect of the magic drain, provided this occurs within a number of days after the attack equal to the caster's level.

It has the following spell-like abilities and may use them at will—*darkness*, *detect magic*, *dispel magic*, *haste*, and *detect invisibility*; 3/day—*confusion*, *hold person*, *invisibility*; 1/day—*cone of cold*, and *slay living*.

A nightwing can summon undead creatures once per night: 2d6 shadows, 1d4 wights, or 1d2 wraiths. The undead arrive in 1d10 rounds and serve for 1 hour or until released.

OTYUGH

Armor Class:	17
Hit Dice:	6*
No. of Attacks:	2 tentacles/1 bite + special
Damage:	1d4x2/1d6 + special
Movement:	20'
No. Appearing:	1 Lair 1d3+1 Wild 1d2
Save As:	Fighter: 6
Morale:	9
Treasure Type:	U
XP:	555

A typical otyugh has a body 8 feet in diameter and weighs about 500 pounds. When inclined Otyughs speak Common.

An otyugh attacks living creatures if it feels threatened or if it is hungry; otherwise it is content to remain hidden.

Otyughs slash and squeeze opponents with their tentacles, which they also use to drag prey into their mouths. They deal automatic tentacle damage with a successful attack on every round that it's prey is held. The bite of an otyugh is diseased and the recipient of the attack must save vs. Poison or contract filth fever (incubation period 1d3 days; damage 1d3 Dex and 1d3 Con).

OWL, GIANT

Armor Class:	15
Hit Dice:	6
No. of Attacks:	2 claws
Damage:	1d6 x2
Movement:	10' fly 70'
No. Appearing:	1 Lair 1d2 Wild 1d4
Save As:	Fighter: 6
Morale:	9
Treasure Type:	None
XP:	5

Giant owls are nocturnal birds of prey, feared for their ability to hunt and attack in near silence. They are intelligent, and though naturally suspicious, sometimes associate with good creatures. These birds can be trained as mounts if they are raised in captivity. A typical giant owl stands about 9 feet tall, has a wingspan of up to 20 feet, and resembles its smaller cousins in nearly every way except size.

A giant owl attacks by gliding silently just a few feet above its prey and plunging to strike when directly overhead. A giant owl can see five times as far as a human can in dim light.

PHANTOM FUNGUS

Armor Class:	14
Hit Dice:	2
No. of Attacks:	1 bite
Damage:	1d6
Movement:	20'
No. Appearing:	1
Save As:	Fighter: 2
Morale:	12
Treasure Type:	None
XP:	100

This creature looks like a brown and greenish-brown mass with a cluster of nodules atop the main mass, though it is visible only when dead. A cluster of nodules atop the main mass serve as sensory organs. The creature feeds and attacks with a gaping maw lined with rows of teeth. Four stumpy legs support the creature and allow it to move

about. This ambulatory fungus is naturally invisible, making it a feared predator among subterranean inhabitants.

A phantom fungus usually roams quietly, hunting for prey. It attacks lone individuals almost anywhere, but when tackling groups it prefers an open space where it has a better chance.

The creature is constantly invisible even when attacking. It works like *invisibility* and lasts as long as the phantom fungus is alive. A phantom fungus becomes visible 1 minute after it is killed.

PHASE SPIDER

Armor Class:	15
Hit Dice:	9+1 (+8)
No. of Attacks:	1 bite + poison
Damage:	1d6 + poison
Movement:	40'
No. Appearing:	1d4
Save As:	Fighter: 9
Morale:	7
Treasure Type:	None
XP:	100

Phase spiders are aggressive predators that can move quickly from an intangible state to attack opponents. When intangible, the phase spider is invisible, insubstantial, and capable of moving in any direction, even up or down, albeit at half normal speed. As an intangible creature, it can move through solid objects, including living creatures. It can see and hear on the Material Plane, but everything looks gray and ephemeral. Sight and hearing onto the Material Plane are limited to 60 feet. A typical phase spider's body is 8 feet long. It weighs about 700 pounds. Phase spiders do not have a language and cannot speak.

Once a spider locates prey, however, it shifts to intangible state to attack, attempting to catch its victim off-guard (+2 to hit). The spider shifts in, bites its victim, and retreats quickly back to intangible state at the beginning of the next round.

PSEUDODRAGON

Armor Class:	18
Hit Dice:	2*
No. of Attacks:	1 bite/1 sting + poison
Damage:	1/1d3 + poison
Movement:	10' fly 60'
No. Appearing:	1 Wild 1d2 Lair 1d4
Save As:	Magic User: 2
Morale:	7
Treasure Type:	None
XP:	125

A pseudodragon has a small green body about 1 foot long,

with a 2-foot tail. It weighs about 7 pounds.

Pseudodragons can communicate telepathically with creatures that speak Common or Sylvan, provided they are within 60 feet. They can also vocalize animal noises.

In combat a pseudodragon can deliver a vicious bite, but its principal weapon is its sting-equipped tail. The sting delivers a poison that will cause the recipient to fall asleep for 1d3 hours on a failed save. The bite only causes one point of damage on a successful hit. A pseudodragon can locate creatures within 60 feet by nonvisual means (mostly hearing and scent, but also by noticing vibration and other environmental clues). Opponents the pseudodragon can't actually see still have total concealment against the pseudodragon.

Pseudodragons have a chameleon-like ability that makes them nearly invisible, granting an 80% chance that they will go unnoticed. If detected by onlookers, the pseudodragon can be attacked without significant penalty.

These small dragons also share the love of treasure of their larger cousins but lack any sense of value. They are perfectly happy with a small "horde" of broken glass and other shiny objects.

REMORHAZ

Armor Class:	20
Hit Dice:	16* (+12)
No. of Attacks:	1 bite
Damage:	2d8 + fire
Movement:	30' burrow 20'
No. Appearing:	1
Save As:	Fighter: 16
Morale:	12
Treasure Type:	None
XP:	3185

A remorhaz is whitish-blue in color but pulses with a reddish glow from the heat its body produces. The creature is a little more than 20 feet long, with a body about 5 feet wide. It weighs about 10,000 pounds.

Remorhazes hide under the snow and ice until they hear movement above them, then attack from below and surprise prey.

On an attack roll of 20, the remorhaz has swallowed its prey whole. Once inside, the opponent takes 2d8 points of bludgeoning damage plus 8d6 points of fire damage per round from the remorhaz's gizzard. A swallowed creature can cut its way out by using a light slashing or piercing weapon to deal 25 points of damage to the gizzard (AC 15). Once the creature exits, muscular action closes the hole; another swallowed opponent must cut its own way out.

An enraged remorhaz generates heat so intense that anything touching its body takes 8d6 points of fire damage. Creatures striking a remorhaz with natural attacks or

unarmed attacks are subject to this damage, but creatures striking with melee weapons do not take damage from the remorhaz's heat. This heat can melt or char weapons; any non-magical weapon is destroyed that strikes a remorhaz. Magical weapons are allowed a save vs. Dragon Breath to avoid destruction.

ROPER

Armor Class:	20
Hit Dice:	18 (+12)
No. of Attacks:	6 strands/1 bite
Damage:	2d6 per strand/3d6
Movement:	5'
No. Appearing:	5d4
Save As:	Fighter: 1
Morale:	12
Treasure Type:	L (x5), T (x5)
XP:	16

A roper stands some 9 feet tall and tapers from 3 or 4 feet in diameter at the base to 1 foot across at the top. It weighs 2,200 pounds. Ropers have 60' darkvision and their coloration and temperature change to match the features of the surrounding cave. They hunt prey by standing very still and imitating a bit of rock. This tactic often allows it to attack with surprise. When prey comes within reach, it lashes out with its strands. In melee, it bites adjacent opponents with its powerful maw.

If a roper hits with a strand attack, the strand latches onto the opponent's body. This deals no damage but drags the stuck opponent 10 feet closer each subsequent round unless that creature breaks free, which requires an open doors check. If a roper can draw in a creature within 10 feet of itself it may bite with a +4 attack bonus in the same round. A strand has 10 hit points and can be attacked instead of the body of the roper. If the strand is currently attached to a target, the attacker takes a -4 penalty on its attack roll. Severing a strand deals no damage to a roper.

Most encounters with a roper begin when it fires strong, sticky strands. The creature can attack with up to six strands at once, and they can strike up to 50' away. If a strand is severed, the roper can extrude a new one on the next round. A roper's strands can sap an opponent's strength. Anyone grabbed by a strand must save vs. Paralysis or have their Strength reduced by 1/2.

Ropers are immune to electricity and take half damage from cold but are vulnerable against fire, saving at a -4.

Ropers enjoy the taste of platinum and gems which can be extracted from the gizzard of a roper after it is dead. Jewelry is generally not found with ropers as they eat the gems and platinum upon acquiring the items. Any magic items that do not include platinum or gems are found nearby as ropers have little interest in them.

ROT GRUB

Armor Class:	10
Hit Dice:	1 hp
No. of Attacks:	1 bite
Damage:	special
Movement:	5'
No. Appearing:	5d4
Save As:	Fighter: 1
Morale:	12
Treasure Type:	None
XP:	16

Rot grubs are 1-inch long vermin found in carrion, dung, and other such garbage and organic material. They are often white or brown colored. When a living creature contacts an area (dung heap, offal, etc) infested with rot grubs, the grubs will attack if they can come in contact the victim's skin. A rot grub secretes an anesthetic when it bites and will burrow into the flesh. A burrowing grub can be noticed if the victim succeeds at a Wisdom check. If successful, the victim sees strange rippling beneath his skin. If failed, the creature does not notice the grubs. During the first two rounds, a burrowing rot grub can be killed by applying fire to the infested skin or by cutting open the infested skin with any slashing weapon. Either method deals 2d6 points of damage to the victim, but kills the grubs. After the second round, only a **cure disease** can kill the grubs as they burrow to the victim's heart and devour it in 1d3 turns.

SAHUAGIN

Armor Class:	16
Hit Dice:	2+2*
No. of Attacks:	1 trident/1 bite or 2 talons/1 bite or heavy crossbow or net
Damage:	1d8/1d4 or 1d4x2/1d4 or 1d8
Movement:	30'
No. Appearing:	1d8 Lair 1d6x10 Wild 1d10+10
Save As:	Fighter: 2
Morale:	7
Treasure Type:	Individuals N; Lair E, I, O
XP:	100

Sahuagin are a predatory fish-man race that feature green coloration that is darker along the back and lighter on the belly. Many have dark stripes, bands, or spots, but these tend to fade with age. An adult male sahuagin stands roughly 6 feet tall and weighs about 200 pounds. Sahuagin are the natural enemy of aquatic elves. The two cannot coexist peacefully: Wars between them are prolonged, bloody affairs that sometimes interfere with shipping and maritime trade. Sahuagin have an only slightly less vehement hatred for tritons. They speak their own language, as well as Common and usually one other language. A Sahuagin can survive out of the water for 1d8 hours before dying from exposure.

Sahuagin are savage fighters, asking for and giving no quarter. When swimming, a sahuagin tears with its feet as it strikes with its talons or a weapon. About half of any group of sahuagin are also armed with nets.

A sahuagin can locate creatures underwater within a 30-foot radius. Once per day a sahuagin that takes damage in combat can fly into a frenzy in the following round, clawing and biting madly until either it or its opponent is dead. It gains +1 bonus to attack, and takes a -2 penalty to Armor Class. A sahuagin cannot end its frenzy voluntarily.

A sahuagin fully immersed in fresh water must succeed on a save vs poison or become fatigued. Even on a success, it must repeat the save attempt every 10 minutes it remains immersed. Abrupt exposure to bright light blinds sahuagin for round. On subsequent rounds, they are dazzled while operating in bright light.

Sahuagin can communicate telepathically with sharks up to 150 feet away. The communication is limited to fairly simple concepts such as “food,” “danger,” and “enemy.”

SAHUAGIN MUTANTS

About one in two hundred sahuagin has four arms. Such creatures can make four claw attacks or use extra weapons, in addition to the claw and bite attacks.

If a community of aquatic elves is located within 100 miles of a sahuagin community, about one in one hundred sahuagin looks just like an aquatic elf. These creatures, called malenti, have a swim speed of 40 feet. Malenti have no natural attacks. They are otherwise identical with sahuagin.

SATYR

Armor Class:	15
Hit Dice:	5*
No. of Attacks:	1 head butt/dagger or shortbow
Damage:	1d6/1d4 or 1d6
Movement:	40'
No. Appearing:	1 Lair 1d10 Wild 1d6
Save As:	Fighter: 5
Morale:	10
Treasure Type:	Individuals S; Lair I
XP:	405

A satyr's body has the upper half of a man and the lower half of a goat with hair that is red or chestnut brown, while its hooves and horns are jet black. It is about as tall and heavy as an elf. They speak Sylvan, and most also speak Common.

The keen senses of a satyr make it almost impossible to surprise one in the wild. Conversely, with their own natural grace and agility, satyrs can sneak up on travelers who are not carefully watching the surrounding wilderness. Once engaged in battle, an unarmed satyr attacks with a powerful head butt. A satyr expecting trouble is likely to be

armed with a bow and a dagger and typically looses arrows from hiding, weakening an enemy before closing.

Satyrs can play a variety of magical tunes on their pan pipes. Usually, only one satyr in a group carries pipes. When it plays, all creatures within a 60-foot spread (except satyrs) must save vs. spells or be affected by **charm person, sleep, or fear**. The satyr chooses the tune and its effect. In the hands of other beings, these pipes have no special powers. A creature that successfully saves against any of the pipe's effects cannot be affected by the same set of pipes for 24 hours.

SEA CAT

Armor Class:	18
Hit Dice:	11 (+7)
No. of Attacks:	2 claws/1 bite
Damage:	1d6x2/1d8
Movement:	10' Swim 40'
No. Appearing:	1 Wild 1d10
Save As:	Fighter: 11
Morale:	12
Treasure Type:	None
XP:	1670

These creatures are sea green colored with a cat head and fish body. A typical sea cat is 12 feet long and weighs 800 pounds. Sea cats attack on sight, either for food or to defend their territory, and use both claws and teeth to grab and rend their prey. They display tremendous courage, always fighting to the death, even against creatures many times their size. Pairs and prides of sea cats attack in concert, trying to wear the opponent down until one beast can dispatch it. A sea cat can hold its breath for 6d10 rounds before it risks drowning. A sea cat that hits with both claw attacks latches onto the opponent's body and tears the flesh. This automatically deals an extra 2d6 points of damage.

SEA HAG

Armor Class:	14
Hit Dice:	4+1
No. of Attacks:	2 daggers
Damage:	1d4+4/1d4+4
Movement:	30' Swim 40'
No. Appearing:	1
Save As:	Fighter: 4
Morale:	8
Treasure Type:	F
XP:	480

Sea Hags are horrible creatures that do evil for the simple love of it. This love of evil is only equaled by their hideous appearance. Many use their dark magics and knowledge of the fell things to serve a more powerful being, but they are seldom faithful. They may turn on their master if they see a

chance to seize power for themselves.

The sea hag is found in the water of seas or overgrown lakes and appear as old crones whose bent shapes belie their fierce power and swiftness.

Sea hags are not subtle and prefer a direct approach to combat. They usually remain in hiding until they can affect as many foes as possible with their horrific appearance. The sight of a sea hag is so revolting that anyone (other than another hag) who sets eyes upon one must succeed on a save vs spells or instantly be weakened, taking 2d6 points of Strength damage. This damage cannot reduce a victim's Strength score below 0, but anyone reduced to Strength 0 is falls to the ground helpless. Creatures that are affected by this power or that successfully save against it cannot be affected again by the same hag's horrific appearance for 24 hours. The Strength damage is temporary and lasts for 1d6 turns.

Three times per day, a sea hag can cast its evil eye gaze upon any single creature within 30 feet. The target must succeed on a save vs poison or be paralyzed for three days (75%) or die (25%). A remove curse or dispel evil can restore sanity sooner. Creatures with immunity to fear effects are not affected by the sea hag's evil eye.

A sea hag will attack with two daggers in melee combat, but only when they have the advantage of numbers. They gain +4 to damage due to their ogre-like strength.

SHAMBLING MOUND

Armor Class:	20
Hit Dice:	13** (+10)
No. of Attacks:	2 Slams
Damage:	2d6
Movement:	20' Swim 20'
No. Appearing:	1
Save As:	Fighter: 13
Morale:	12
Treasure Type:	B, O
XP:	2395

Shambling mounds, also called shamblers, appear to be heaps of rotting vegetation. They are actually intelligent, carnivorous plants with sensory organs located in its upper body. A shambler's body has an 8-foot girth and is about 6 feet tall when the creature stands erect. It weighs about 3,800 pounds. The mostly likely place that shamblers are encountered are in temperate marshes or other warm wetlands.

A shambling mound batters or constricts its opponents with two huge, arm-like appendages. If a shambler hits with both slam attacks. It can then automatically constrict for 4d6 points of damage on the next round.

Shamblers take no damage from electricity. Instead, any electricity attack used against a shambler heals 1d6 hit points.

SHIELD GUARDIAN

Armor Class:	24
Hit Dice:	25** (+14)
No. of Attacks:	2 Slams
Damage:	1d10x2
Movement:	30'
No. Appearing:	1
Save As:	Fighter: 13
Morale:	12
Treasure Type:	B, O
XP:	2395

Created by spellcasters to be bodyguards, shield guardians are constructs that protect their masters with spells and stamina. When it is fashioned, a shield guardian is keyed to a particular magical amulet. Henceforth, it regards the wearer of that amulet to be its master, protecting and following that individual everywhere (unless specifically commanded not to do so). The shield guardian can find the amulet wearer (or just the amulet, if it is removed after the guardian is called). They are 9 feet tall and weighs more than 1,200 pounds. Shield guardians cannot speak, but they understand commands given in any language. These constructs have darkvision to 60 feet.

A shield guardian obeys its master's verbal commands to the best of its ability, although it is not good for much beyond combat and possibly simple manual labor. It can also be keyed to perform specific tasks at specific times or when certain conditions are met. The wearer of the amulet can call the shield guardian from any distance, and it will come as long as it is on the same plane.

Shield guardians are straightforward in battle, bashing with their heavy stone fists. They are made for defense and are not particularly impressive on offense. If ordered to do so, a shield guardian moves swiftly to defend the wearer of its amulet, blocking blows and disrupting foes. All attacks against the amulet wearer take a -2 penalty when the shield guardian is adjacent to its master.

The wearer of a shield guardian's amulet can activate this defensive ability if within 100 feet of the shield guardian. This ability transfers to the shield guardian half the damage that would be dealt to the amulet wearer.

A shield guardian can store one spell of 4th level or lower that is cast into it by another creature. It "casts" this spell when commanded to do so or when a predefined situation arises. Once this spell is used, the shield guardian can store another spell (or the same spell again).

CONSTRUCTION

A shield guardian is built from wood, bronze, stone, and steel. The creature's master may assemble the body or hire someone else to do the job. The keyed amulet is fashioned at the same time, and its cost (20,000 gp) is included in the cost of the guardian. After the body is sculpted, the shield guardian is animated through an extended magical ritual

that requires a specially prepared laboratory or workroom, similar to an alchemist's laboratory and costing 500 gp to establish. If the creator is personally constructing the creature's body, the building and the ritual can be performed together. A shield guardian with more than 25 Hit Dice can be created, but each additional Hit Die adds +20,000 gp to the market price.

After the body is created, the master must make a save versus spells or the animation of the shield guardian fails due to a flaw in the body components or in the amulet.

AMULET

If a shield guardian's amulet is destroyed, the guardian ceases to function until a new one is created. If the wearer dies but the amulet is intact, the shield guardian carries out the last command it was given.

SHOCKER LIZARD

Armor Class:	16
Hit Dice:	2*
No. of Attacks:	1 bite
Damage:	1d4
Movement:	40' Swim 20'
No. Appearing:	1d6 Lair 2d6
Save As:	Fighter: 2
Morale:	7
Treasure Type:	None
XP:	100

A shocker lizard has a pale gray or blue underside, shading to a darker hue on its back. It has blue-black markings along its back and tail. They are about 1 foot tall at the shoulder and weigh 25 pounds. These lizards are found in warm marshes.

A shocker lizard relies on its electricity abilities in combat and can automatically detect any electrical discharges within 100 feet. They tend to bite only after its shock has rendered an opponent unconscious or when the shock seems to have no effect at all. A solitary lizard flees once it delivers its shocks, but if other shocker lizards are nearby, they all home in on their comrade's discharges and attempt to administer their shocks to the foe.

Once per round, a shocker lizard can deliver an electrical shock to a single opponent within 5 feet. This attack will stun on a failed save vs. death ray. Whenever two or more shocker lizards are within 20 feet of each other, they can work together to create a lethal shock. This effect has a radius of 20 feet, centered on any one contributing lizard. The shock deals 2d8 points of electricity damage for each lizard contributing to it, to a maximum of 12d8. A successful save vs. death ray reduces the damage by half.

SKUM

Armor Class:	13
Hit Dice:	2
No. of Attacks:	1 bite or 1 bite and 2 claws
Damage:	2d6 or 2d6 and 1d4x2
Movement:	20' Swim 40'
No. Appearing:	1d6 Lair 3d6
Save As:	Fighter: 2
Morale:	7
Treasure Type:	None
XP:	75

A skum is an underground amphibious creature that is about the same height and weight as a human. They appear to be a loathsome cross between humans and fish. These creatures have darkvision to 60'. A skum also gains two rake attacks with its claws when it attacks while swimming.

SPHINX

Armor Class:	22
Hit Dice:	15
No. of Attacks:	2 claws / 1 bite
Damage:	2d4 or 4d4 / 1d8
Movement:	50' fly 80'
No. Appearing:	1
Save As:	Fighter: 15
Morale:	11
Treasure Type:	I
XP:	2850

Sphinxes are enigmatic creatures with great, feathery wings and leonine bodies. All sphinxes are territorial, but the more intelligent ones can differentiate between deliberate intrusion and temporary or inadvertent trespass. A typical sphinx is about 10 feet long and weighs about 800 pounds. They are clever and generally good-natured, but they can be savage opponents. Most sphinxes fight on the ground, using their wings to help them pounce much as lions do. If outnumbered by earthbound creatures, a sphinx takes wing and attacks on the fly. In battle, a sphinx rips apart enemies with its razor-sharp claws. It relies on its natural weapons in a fight, employing its spells for defense or healing. An sphinx casts spells as a 6th-level cleric from the cleric spell list. If attacking from in-flight or if it charges a foe, it may rake with all four claws doing 1d6 damage per claw. Three times per day a sphinx can loose a mighty roar. When it does this, all creatures within 500 feet must succeed on a save vs. spells or be affected as though by a *fear* spell for 2d6 rounds. Other sphinxes are immune to these effects.

SPIDER EATER

Armor Class:	14
Hit Dice:	4
No. of Attacks:	1 bite / 1 sting
Damage:	1d8 / 1d8
Movement:	30' fly 60'
No. Appearing:	1
Save As:	Fighter: 4
Morale:	7
Treasure Type:	None
XP:	240

A spider eater is a two-legged hornet about 10 feet long and 4 feet high, and has a wingspan of about 20 feet and weighs about 4,000 pounds. It attacks with its venomous sting and powerful mandibles. Its usual tactic is to deliver a sting, then back off, hovering out of reach until the paralyzing venom takes effect. Female spider eaters lay their eggs inside paralyzed creatures. The young emerge about six weeks later, literally devouring the host from inside.

SWARM

Swarms are dense masses of tiny creatures that would not be particularly dangerous in small groups, but can be terrible foes when gathered in sufficient numbers. For game purposes a swarm is defined as a single creature within a space of 10 feet—gigantic hordes are actually composed of dozens of swarms in close proximity. A swarm has a single pool of Hit Dice and hit points, a single initiative modifier, a single speed, and a single Armor Class. It makes saving throws as a single creature.

Many different creatures can mass as swarms; bat swarms, centipede swarms, locust swarms, rat swarms, and spider swarms are described here.

A swarm consists of 300 nonflying creatures or 1,000 flying creatures. Swarms of nonflying creatures include many more creatures than could normally fit in a 10-foot square based on their normal space, because creatures in a swarm are packed tightly together and generally crawl over each other and their prey when moving or attacking. Larger swarms are represented by multiples of single swarms. A large swarm is completely shapeable, though it usually remains contiguous.

In order to attack, a single swarm moves into opponent. It can occupy the same space as a creature of any size, since it crawls all over its prey, but remains a creature with a 10-foot space.

Swarms are extremely difficult to fight with physical attacks. However, they have a few special vulnerabilities, as follows: A lit torch swung as an improvised weapon deals 1d3 points of fire damage per hit. A weapon with a special ability such as flaming or frost deals its full energy damage with each hit, even if the weapon's normal

damage can't affect the swarm. A lit lantern can be used as a thrown weapon, dealing 1d4 points of fire damage to all creatures in squares adjacent to where it breaks.

BAT SWARM

Armor Class:	16
Hit Dice:	3
No. of Attacks:	1 swam
Damage:	1d6
Movement:	5' fly 40'
No. Appearing:	1 Lair 1d20
Save As:	Fighter: 3
Morale:	12
Treasure Type:	None
XP:	145

A bat swarm is nocturnal, and is never found aboveground in daylight. They seek to surround and attack any warm-blooded prey it encounters. Any living creature that begins its turn with a swarm in its space must succeed on a save vs. poison or be nauseated for 1 round incurring -2 on attacks, saves and armor class. A bat swarm notices and locates creatures within 20 feet.

CENTIPEDE SWARM

Armor Class:	18
Hit Dice:	4
No. of Attacks:	1 swam
Damage:	1d6
Movement:	10'
No. Appearing:	1 Lair 1d20
Save As:	Fighter: 4
Morale:	12
Treasure Type:	None
XP:	240

A centipede swarm seeks to surround and attack any living prey it encounters. Any living creature that begins its turn with a swarm in its space must succeed on a save vs. poison or be nauseated for 1 round incurring -2 on attacks, saves and armor class.

LOCUST SWARM

Armor Class:	18
Hit Dice:	4
No. of Attacks:	1 swam
Damage:	2d6
Movement:	10'
No. Appearing:	1 Lair 1d20
Save As:	Fighter: 4
Morale:	12
Treasure Type:	None
XP:	240

A locust swarm is a cloud of thousands of winged vermin that devours any organic material in its path. Any living creature that begins its turn with a swarm in its space must succeed on a save vs. poison or be nauseated for 1 round incurring -2 on attacks, saves and armor class.

RAT SWARM

Armor Class:	18
Hit Dice:	2
No. of Attacks:	1 swam + disease
Damage:	1d6
Movement:	10'
No. Appearing:	1 Lair 1d20
Save As:	Fighter: 2
Morale:	12
Treasure Type:	None
XP:	75

A rat swarm seeks to surround and attack any warm-blooded prey it encounters. The attack of the rat swam is diseased. Any character hit by a rat swam must save vs. poison or be infected and become sickened in 3d6 hours. The infected character will lose one point of Constitution per hour; after losing each point, the character is allowed a save vs. Death Ray (adjusted by the current Constitution bonus or penalty) to break the fever and end the disease. Any character reduced to zero Constitution is dead.

SPIDER SWARM

Armor Class:	18
Hit Dice:	2
No. of Attacks:	1 swam + poison
Damage:	1d6
Movement:	10'
No. Appearing:	1 Lair 1d20
Save As:	Fighter: 2
Morale:	12
Treasure Type:	None
XP:	75

A spider swarm seeks to surround and attack any warm-blooded prey it encounters. Any living creature that begins

its turn with a swarm in its space must succeed on a save vs. poison or be nauseated for 1 round incurring -2 on attacks, saves and armor class.

TARRASQUE

Armor Class:	35
Hit Dice:	48 (+16)
No. of Attacks:	2 claws/2 horns/1 tail slap/1 bite
Damage:	1d12x2/1d10x2/3d8/4d8
Movement:	20' Rush 150'
No. Appearing:	1
Save As:	Fighter: 20
Morale:	12
Treasure Type:	None
XP:	20400

The tarrasque is a huge reptile that is 70 feet long and 50 feet tall, and weighs about 130 tons. It attacks with its claws, teeth, horns, and tail. The tarrasque can not speak and it exist only to eat, kill and destroy everything it encounters. When it is active it ravishes the land for miles. It is only active for a week or two and then returns to it's lair to become dormant for up to 20 years. Only one tarrasque is said to exist.

The tarrasque can inspire terror by charging or attacking. Affected creatures must succeed save vs paralysis or become paralyzed with fright, remaining in that condition as long as they are within 60 feet of the tarrasque. Once per turn, the normally slow-moving tarrasque can suddenly move at a speed of 150 feet for one round and attack. It is immune to all heat/fire and regenerates 1 hp per round. If the tarrasque loses a limb or body part, the lost portion regrows in 1d6 minutes (the detached piece dies and decays normally). The creature can reattach the severed member instantly by holding it to the stump. The tarrasque's carapace is exceptionally tough and highly reflective, deflecting all rays, lines, cones, and even magic missile spells. There is a 1-in-6 chance of reflecting any such effect back at the caster; otherwise, it is merely negated.

The tarrasque will swallow it's opponent with a hit of 18 or greater. Once inside, the opponent takes 2d8 points of crushing damage plus 2d8 points of acid damage per round from the tarrasque's digestive juices. A swallowed creature can cut its way out by dealing 50 points of damage to the tarrasque's digestive tract (AC 25). Once the creature exits, muscular action closes the hole; another swallowed opponent must cut its own way out.

No form of attack deals lethal damage to the tarrasque; any spell or effect that would kill it instantly (e.g., a **disintegrate** spell) instead deals damage equal to the creature's full normal hit points +10. The tarrasque can be slain only by raising its damage total to its full normal hit points +10 and using a wish to keep it dead.

TENDRICULOS

Armor Class:	16
Hit Dice:	9*
No. of Attacks:	1 bite/2 tendrils
Damage:	2d8/1d6
Movement:	20'
No. Appearing:	1
Save As:	Fighter: 9
Morale:	12
Treasure Type:	None
XP:	1075

A tendriculos is a plant-like creature that can rear up to a height of 15 feet. It weighs about 3,500 pounds. Animals and other plant creatures are unnerved by the presence of a tendriculos; they avoid it and any place it has been within the last 24 hours. Prowling deep forests or waiting in vegetated areas (looking like nothing more than a small hillock), a tendriculos attacks savagely, showing no fear. It attempts to swallow as much flesh as it can, as quickly as it can.

A tendriculos can swallow whole any creature smaller than itself if it hits with a natural 20 on its bite attack. Once inside the plant's mass, the opponent must succeed on a save vs. paralysis or be paralyzed for 3d6 rounds by the tendriculos's digestive juices, taking 2d6 points of acid damage per round. A new save is required each round inside the plant. A swallowed creature can cut its way out by using a light slashing or piercing weapon to deal 25 points of damage to the tendriculos's interior (AC 14). Once the creature exits, the hole closes behind them and any other swallowed opponents must cut their own way out.

Bludgeoning weapons and acid deal normal damage to a tendriculos. A tendriculos that loses part of its body mass can regrow it in 1d6 minutes. Holding the severed portion against the mass enables it to reattach instantly.

VIOLET FUNGUS

Armor Class:	13
Hit Dice:	2
No. of Attacks:	1 tentacle
Damage:	1d6 + poison
Movement:	10'
No. Appearing:	1d6
Save As:	Fighter: 2
Morale:	12
Treasure Type:	None
XP:	75

Violet fungi resemble shriekers and are often found growing among them. Their coloration ranges from purple overall to dull gray or violet covered with purple spots. In combat a violet fungus flails about with its tentacles at living creatures that come within its reach. The attacks of

the fungus are poisoned and a character will lose one point of Constitution per hit on a failed save. Any character reduced to zero Constitution is dead.

WILL-O'-WISP

Armor Class:	29
Hit Dice:	9**
No. of Attacks:	1 shock
Damage:	2d8
Movement:	Fly 50'
No. Appearing:	1d4
Save As:	Fighter: 9
Morale:	12
Treasure Type:	U
XP:	1225

Will-o'-wisps are faintly glowing spheres of light that can be yellow, white, green, or blue. They are easily mistaken for lanterns, especially in the foggy marshes and swamps where they reside. A will-o'-wisp's body is a globe of spongy material about 1 foot across and weighing about 3 pounds, and its body sheds as much light as a torch. They have no vocal apparatus but can vibrate to create a voice with a ghostly sound.

Will-o'-wisps usually avoid combat as they prefer to confuse and bewilder adventurers, luring them into morasses or other hazardous places. When they are forced to fight, they loose small electrical shocks. A will-o'-wisp is immune to all spells, except *magic missile* and *maze*.

A startled or frightened will-o'-wisp can extinguish its glow, effectively becoming invisible as the spell.

WINTER WOLF

Armor Class:	15
Hit Dice:	6
No. of Attacks:	1 bite
Damage:	1d6 + cold
Movement:	50'
No. Appearing:	1d4 Lair 1d6
Save As:	Fighter: 6
Morale:	7
Treasure Type:	U in lair only
XP:	555

A winter wolf is a dangerous predator that grows about 8 feet long and stands about 4-1/2 feet at the shoulder. It weighs about 450 pounds. These wolves typically hunt in packs. Their size, cunning, and formidable breath weapon allow them to hunt and kill creatures much larger than themselves. A pack usually circles an opponent, each wolf attacking in turn to exhaust it. If they're in a hurry, white wolves try to pin their foes.

The breath weapon of a winter wolf is a 15-foot cone that it may use once every 1d4 rounds for 4d6 cold damage. A

save vs. dragon breath for half damage applies. The bite of a winter wolf also deals cold damage for an extra 1d6 points.

A winter wolf that hits with a bite attack can attempt to trip the opponent as a free action. The target of the trip attack must save vs. death ray or fall to the ground.

WORG

Armor Class:	14
Hit Dice:	4
No. of Attacks:	1 bite
Damage:	1d6
Movement:	50'
No. Appearing:	1d4 Pack 1d6
Save As:	Fighter: 4
Morale:	7
Treasure Type:	U in lair only
XP:	240

These thoroughly evil creatures have gray or black fur,

grow to 5 feet long and stands 3 feet tall at the shoulder. It weighs 300 pounds. More intelligent than their smaller cousins, worgs speak their own language. Some can also speak Common and Goblin.

Mated pairs or packs work together to bring down large game, while lone worgs usually chase down creatures smaller than themselves. Both often use hit-and-run tactics to exhaust their quarry. A pack usually circles a larger opponent: Each wolf attacks in turn, biting and retreating, until the creature is exhausted, at which point the pack moves in for the kill. If they get impatient or heavily outnumber the opponent, worgs attempt to pin it.

A worg that hits with a bite attack can attempt to trip the opponent as a free action. The target of the trip attack must save vs. death ray or fall to the ground.

APPENDIX A: THE FINE ART OF MONSTER CONVERSION

Consider the 3.5e Couatl below:

Couatl

Size/Type: Large Outsider (Native)

Hit Dice: 9d8+18 (58 hp)

Initiative: +7

Speed: 20 ft. (4 squares), fly 60 ft. (good)

Armor Class: 21 (-1 size, +3 Dex, +9 natural), touch 12, flat-footed 18

Base Attack/Grapple: +9/+17

Attack: Bite +12 melee (1d3+6 plus poison)

Full Attack: Bite +12 melee (1d3+6 plus poison)

Space/Reach: 10 ft./5 ft.

Special Attacks: Constrict 2d8+6, improved grab, poison, psionics, spells

Special Qualities: Darkvision 60 ft., change shape, ethereal jaunt, telepathy 90 ft.

Saves: Fort +8, Ref +9, Will +10

Abilities: Str 18, Dex 16, Con 14, Int 17, Wis 19, Cha 17

Skills: Concentration +14, Diplomacy +17, Jump +0, Knowledge (any two) +15, Listen +16, Search +15, Sense Motive +16, Spellcraft +15 (+17 scrolls), Spot +16, Survival +4 (+6 following tracks), Tumble +15, Use Magic Device +15 (+17 scrolls)

Feats: Dodge, Empower Spell, Eschew Materials, Hover, Improved Initiative

Environment: Warm forests

Organization: Solitary, pair, or flight (3-6)

Challenge Rating: 10

Treasure: Standard

Alignment: Always lawful good

Advancement: 10-13 HD (Large); 14-27 HD (Huge)

Level Adjustment: +7

A couatl is about 12 feet long, with a wingspan of about 15 feet. It weighs about 1,800 pounds. Couatls speak Celestial, Common, and Draconic, and also have the power of telepathy (see below).

Combat

A couatl uses its detect thoughts ability on any creature that arouses its suspicions. Since it is highly intelligent, a couatl usually casts spells from a distance before closing. If more than one couatl is involved, they discuss their strategy before a battle.

Constrict (Ex)

A couatl deals 2d8+6 points of damage with a successful grapple check.

Improved Grab (Ex)

To use this ability, a couatl must hit a creature of up to two size categories larger with its bite attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and can constrict.

Poison (Ex)

Injury, Fortitude DC 16, initial damage 2d4 Str, secondary damage 4d4 Str.

The save DC is Constitution-based.

Psionics (Sp)

At will-detect chaos, detect evil, detect good, detect law, detect thoughts (DC 15), invisibility, plane shift (DC 20). Effective caster level 9th. The save DCs are Charisma-based.

Spells

A couatl casts spells as a 9th-level sorcerer.

It can choose its spells known from the sorcerer list, the cleric list, and from the lists for the Air, Good, and Law domains. The cleric spells and domain spells are considered arcane spells for a couatl, meaning that the creature does not need a divine focus to cast them.

Typical Spells Known (6/7/7/7/4; save DC 13 + spell level)

0-cure minor wounds, daze, disrupt undead, light, obscuring mist, ray of frost, read magic, resistance; 1st-endure elements, mage armor, protection from chaos, true strike, wind wall; 2nd-cure moderate wounds, eagle's splendor, scorching ray, silence; 3rd-gaseous form, magic circle against evil, summon monster III; 4th- charm monster, freedom of movement.

Change Shape (Su)

A couatl can assume the form of any Small or Medium humanoid.

Ethereal Jaunt (Su)

This ability works like the ethereal jaunt spell (caster level 16th).

Telepathy (Su)

A couatl can communicate telepathically with any creature within 90 feet that has an Intelligence score. The creature can respond to the couatl if it wishes-no common language is needed.

That's a lot of information! There's a good chance that most of it will never be used in a game, even if the creature is used in combat. First, the easy parts of the conversion: there are no BFRPG equivalents of the SRD stats below, so they may be ignored.

Size/Type: Large Outsider (Native)
Initiative: +7
Full Attack: Bite +12 melee (1d3+6 plus poison)
Space/Reach: 10 ft./5 ft.
Abilities: Str 18, Dex 16, Con 14, Int 17, Wis 19, Cha 17
Skills: Concentration +14, Diplomacy +17, Jump +0, Knowledge (any two) +15, Listen +16, Search +15, Sense Motive +16, Spellcraft +15 (+17 scrolls), Spot +16, Survival +4 (+6 following tracks), Tumble +15, Use Magic Device +15 (+17 scrolls)
Feats: Dodge, Empower Spell, Eschew Materials, Hover, Improved Initiative
Challenge Rating: 10
Alignment: Always lawful good
Advancement: 10-13 HD (Large); 14-27 HD (Huge)
Level Adjustment: +7

This leaves the following to be converted:

Armor Class: 21 (-1 size, +3 Dex, +9 natural), touch 12, flat-footed 18
Hit Dice: 9d8+18 (58 hp)
Attack: Bite +12 melee (1d3+6 plus poison)
Base Attack/Grapple: +9/+17
Special Attacks: Constrict 2d8+6, improved grab, poison, psionics, spells
Special Qualities: Darkvision 60 ft., change shape, ethereal jaunt, telepathy 90 ft.
Speed: 20 ft. (4 squares), fly 60 ft. (good)
Organization: Solitary, pair, or flight (3-6)
Treasure: Standard
Saves: Fort +8, Ref +9, Will +10
Environment: Warm forests

Of these stats, AC, Hit Dice, Attack, Base Attack/Grapple, Speed and Environment are the easiest to convert.

AC: AC is usually a 1:1 conversion; in the case of the Couatl this would be 21. (Ignore the 3.5e AC breakdown.) However, because d20 monsters often have very high armor class values, above 25 the ratio should be 1:2, so that 25-26 = 25, 27-28 = 26, 29-30 = 27, etc. Otherwise, 3.5e monsters with very high armor classes become unhittable when converted.

Hit Dice: The monster's Hit Dice in 3.5e can vary. The example creature just happens to use a d8. To convert the Hit Dice, simply drop the d(x) so 9d8+18 will become 9+18. However, note that in BFRPG the "plus" value added to the

monster's hit dice does not affect the chance of hitting in combat; it is recommended that large hit die “plus” values be converted to actual hit dice, with one hit die being added for each 4.5 points of bonus removed. This would result in the Couatl having 13 hit dice.

Attack, Damage, and “To Hit” Bonus: The 3.5e attack contains both the attack information as well as the damage caused. Move the attack (e.g., Bite) to the BFRPG monster's attack. Special Attacks are noted as “+ special”. The “to hit” bonus is not normally used (as the monster's attack bonus is taken from the table in the BFRPG core rules), but if desired the 3.5e stat may be retained; move the bonus from either the 3.5e attack line or the first bonus from the “Base Attack/Grapple” to the Hit Dice line above inside parenthesis.

Damage: This is easy to convert. Physical damage is moved to the BFRPG Damage stat. Special Damage is noted as well.

Special Attacks and Special Qualities: The number of special attacks in the 3.5e stat block will determine the number of “*” to be added to the Hit Dice number. Both Special Attacks and Special Qualities should be described in the monster description. Feel free to omit some asterisks if the monster has many special abilities but not all are likely to be used in a given combat.

Speed: This stat should be placed in the BFRPG “Movement” field. Maneuverability should be converted from 3.5e to BFRPG as follows:

Perfect = Type A
Good = Type B
Average = Type D
Poor = Type F
Clumsy = Type H

Organization: This will need to be interpreted for the BFRPG “No. Appearing” stat. Use your best judgment to convert from the 3.5e to the BFRPG “Wild/Lair” or refer to an earlier edition Monster Manual stat block.

Treasure: This is the most difficult part of the conversion. If there is a 1e or 2e Monster Manual available, compare the Treasure Type from the monster's stat block in the older work and select a type or types that are similar in BFRPG. If not, make an educated guess as to what that monster would have.

Saving Throws: Monster saving throws are usually rolled on the Fighter Saving Throw table. Discard the 3.5e saving throws and replace them with a Fighter level value, generally equal to the hit dice of the creature (unless another character class is more appropriate).

Morale: Morale checks are rolled on 2d6 in BFRPG. There is no 3.5e equivalent to this statistic. To determine the morale of a creature use the following table:

2	Runs away if it can.
3 – 5	Almost always runs.
6 – 7	Normal, will run if companions run.
8 – 9	Stable, will stay and fight if companions stay and fight.
10 – 11	Loyal, will stay and fight most of the time.
12	Fanatical, these guys are insane!

The Morale stat from a 1E or 2E Monster Manual (if available) may be of assistance in determining this value.

XP Value: The experience point value for the creature is calculated as per the XP Values table in Character Advancement in the BFRPG core rules.

Environment: The environment stat should be included in the monster description below the stat block.

Once all of the stats are moved to their new positions and the description edited, we would have something that looks like this:

Couatl
Armor Class: 21
Hit Dice: 13**** (+10)
No of Attacks: 1 Bite + special
Damage: 1d3 + poison/2d8
Movement: 20' Fly 60'
No. Appearing: 1d6 Wild/Lair 1d2

Save as: F9

Morale: 12

Treasure Type: B, I

XP Value: 1375

A couatl is about 12 feet long, with a wingspan of about 15 feet. It weighs about 1,800 pounds and can be found in warm forests. They can speak the Common tongue, as well as communicate telepathically with any creature within 90 feet that has an Intelligence score. The target creature can respond to the couatl if it wishes—no common language is needed. They have Darkvision to 60 ft

A couatl uses its ESP ability on any creature that arouses its suspicions. Since it is highly intelligent, a couatl usually casts spells from a distance before closing. If more than one couatl is involved, they discuss their strategy before a battle. A couatl deals 2d8+6 points of constriction damage with a successful hit with its bite attack. The bite injects a deadly poison and the victim must save vs. poison or die.

A couatl has these spell-like abilities and may use them at will—detect evil, ESP and invisibility. A couatl casts spells as a 9th-level wizard and can choose its spells known from the wizard and cleric list. The cleric spells are considered arcane spells for a couatl, meaning that the creature does not need a deity to cast them.

A couatl can polymorph itself into any small or medium humanoid as well as become intangible. When intangible, the couatl is invisible, insubstantial, and capable of moving in any direction, even up or down, albeit at half normal speed. As an intangible creature, it can move through solid objects, including living creatures. It can see and hear on the Material Plane, but everything looks gray and ephemeral. Sight and hearing onto the Material Plane are limited to 60 feet.

APPENDIX B: TURNING THE UNDEAD

Clerics can Turn the undead, that is, drive away undead monsters by means of faith alone. An updated Clerics vs. Undead Table is provided below.

Clerics vs. Undead Table

Cleric Level	Skeleton	Zombie	Ghoul / Ghast	Wight	Wraith	Mummy / Allip	Spectre	Vampire / Ghost	Bodak / Mohrg	Nightshade
1	13	17	19	No	No	No	No	No	No	No
2	11	15	18	20	No	No	No	No	No	No
3	9	13	17	19	No	No	No	No	No	No
4	7	11	15	18	20	No	No	No	No	No
5	5	9	13	17	19	No	No	No	No	No
6	3	7	11	15	18	20	No	No	No	No
7	2	5	9	13	17	19	No	No	No	No
8	T	3	7	11	15	18	20	No	No	No
9	T	2	5	9	13	17	19	No	No	No
10	T	T	3	7	11	15	18	20	No	No
11	D	T	2	5	9	13	17	19	No	No
12	D	T	T	3	7	11	15	18	No	No
13	D	D	T	2	5	9	13	17	No	No
14	D	D	T	T	3	7	11	15	20	No
15	D	D	D	T	2	5	9	13	19	No
16	D	D	D	T	T	3	7	11	18	No
17	D	D	D	D	T	2	5	9	17	20
18	D	D	D	D	T	T	3	7	15	19
19	D	D	D	D	D	T	2	5	13	18
20	D	D	D	D	D	T	T	3	11	17

OPEN GAME LICENSE

INTRODUCTION

Monster Directory: A Basic Fantasy Supplement (hereinafter "the Supplement") is based on the System Reference Document v3.5 ("SRD"), which is Open Game Content. The text of the Open Game License itself is not Open Game Content. Instructions on using the License are provided within the License itself.

Designation of Open Game Content: The entire text of the Supplement (except the Open Game License, as noted above) is Open Game Content, released under the Open Game License, Version 1.0a (reproduced below) as described in Section 1(d) of the License. Artwork incorporated in this document is not Open Game Content, and remains the property of the copyright holder.

Designation of Product Identity: Product identity is not Open Game Content. The following is designated as product identity pursuant to OGL v1.0a(1)(e) and (7): (A) product and product line names, including Basic Fantasy Role-Playing Game, Basic Fantasy RPG, and BFRPG, as well as the phrase "make mine Basic"; (B) all artwork, logos, symbols, graphic designs, depictions, likenesses, formats, poses, concepts, themes and graphic, photographic and other visual representations, including the "eye" logo, which is the personal mark of Chris Gonnerman for his various products, and which is Copyright © 2002 Chris Gonnerman, and the "Scribbled Dragon," which is Copyright © 2005 Erik Wilson; (C) logos and trademarks, including any trademark or registered trademark clearly identified as product identity by the owner of the product identity, and which specifically excludes the open game content.

More information on the Open Game License can be found at:

<http://www.wizards.com/d20>

OPEN GAME LICENSE VERSION 1.0A

The following text is the property of Wizards of the Coast, Inc. and is Copyright 2000 Wizards of the Coast, Inc ("Wizards"). All Rights Reserved.

1. Definitions: (a) "Contributors" means the copyright and/or trademark owners who have contributed Open Game Content; (b) "Derivative Material" means copyrighted material including derivative works and translations (including into other computer languages), potation, modification, correction, addition, extension, upgrade, improvement, compilation, abridgment or other form in which an existing work may be recast, transformed or adapted; (c) "Distribute" means to reproduce, license, rent, lease, sell, broadcast, publicly display, transmit or otherwise distribute; (d) "Open Game Content" means the game mechanic and includes the methods, procedures, processes and routines to the extent such content does not embody the Product Identity and is an enhancement over the prior art and any additional content clearly identified as Open Game Content by the Contributor, and means any work covered by this License, including translations and derivative works under copyright law, but specifically excludes Product Identity. (e) "Product Identity" means product and product line names, logos and identifying marks including trade dress; artifacts; creatures characters; stories, storylines, plots, thematic elements, dialogue, incidents, language, artwork, symbols, designs, depictions, likenesses, formats, poses, concepts, themes and graphic, photographic and other visual or audio representations; names and descriptions of characters, spells, enchantments, personalities, teams, personas, likenesses and special abilities; places, locations, environments, creatures, equipment, magical or supernatural abilities or effects, logos, symbols, or graphic designs; and any other trademark or registered trademark clearly identified as Product identity by the owner of the Product Identity, and which specifically excludes the Open Game Content; (f) "Trademark" means the logos, names, mark, sign, motto, designs that are used by a Contributor to identify itself or its products or the associated products contributed to the Open Game License by the Contributor (g) "Use", "Used" or "Using" means to use, Distribute, copy, edit, format, modify, translate and otherwise create Derivative Material of Open Game Content. (h) "You" or "Your" means the licensee in terms of this agreement.

2. The License: This License applies to any Open Game Content that contains a notice indicating that the Open Game Content may only be Used under and in terms of this License. You must affix such a notice to any Open Game Content that you Use. No terms may be added to or subtracted from this License except as described by the License itself. No other terms or conditions may be applied to any Open Game Content distributed using this License.

3. Offer and Acceptance: By Using the Open Game Content You indicate Your acceptance of the terms of this License.

4. Grant and Consideration: In consideration for agreeing to use this License, the Contributors grant You a perpetual, worldwide, royalty-free, non-exclusive license with the exact terms of this License to Use, the Open Game Content.

5. Representation of Authority to Contribute: If You are contributing original material as Open Game Content, You represent that Your Contributions are Your original creation and/or You have sufficient rights to grant the rights conveyed by this License.

6. Notice of License Copyright: You must update the COPYRIGHT NOTICE portion of this License to include the exact text of the COPYRIGHT NOTICE of any Open Game Content You are copying, modifying or distributing, and You must add the title, the copyright date, and the copyright holder's name to the COPYRIGHT NOTICE of any original Open Game Content you Distribute.

7. Use of Product Identity: You agree not to Use any Product Identity, including as an indication as to compatibility, except as expressly licensed in another, independent Agreement with the owner of each element of that Product Identity. You agree not to indicate compatibility or co-adaptability with any Trademark or Registered Trademark in conjunction with a work containing Open Game Content except as expressly licensed in another, independent Agreement with the owner of such Trademark or Registered Trademark. The use of any Product Identity in Open Game Content does not constitute a challenge to the ownership of that Product Identity. The owner of any Product Identity used in Open Game Content shall retain all rights, title and interest in and to that Product Identity.

8. Identification: If you distribute Open Game Content You must clearly indicate which portions of the work that you are distributing are Open Game Content.

9. Updating the License: Wizards or its designated Agents may publish updated versions of this License. You may use any authorized version of this License to copy, modify and distribute any Open Game Content originally distributed under any version of this License.

10. Copy of this License: You MUST include a copy of this License with every copy of the Open Game Content You Distribute.

11. Use of Contributor Credits: You may not market or advertise the Open Game Content using the name of any Contributor unless You have written permission from the Contributor to do so.

12. Inability to Comply: If it is impossible for You to comply with any of the terms of this License with respect to some or all of the Open Game Content due to statute, judicial order, or governmental regulation then You may not Use any Open Game Material so affected.

13. Termination: This License will terminate automatically if You fail to comply with all terms herein and fail to cure such breach within 30 days of becoming aware of the breach. All sublicenses shall survive the termination of this License.

14. Reformation: If any provision of this License is held to be unenforceable, such provision shall be reformed only to the extent necessary to make it enforceable.

15. COPYRIGHT NOTICE

Open Game License v 1.0 Copyright 2000, Wizards of the Coast, Inc.

System Reference Document Copyright 2000-2003, Wizards of the Coast, Inc.; Authors Jonathan Tweet, Monte Cook, Skip Williams, Rich Baker, Andy Collins, David Noonan, Rich Redman, Bruce R. Cordell, John D. Rateliff, Thomas Reid, James Wyatt, based on original material by E. Gary Gygax and Dave Arneson.

Basic Fantasy Role-Playing Game Copyright © 2006 Chris Gonnerman.

Book of Beasts: A Basic Fantasy Supplement Copyright © 2009 Ray Allen

END OF LICENSE