

RAPPAN A'THUK

Bestiary



NECROMANCER
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RAPPAN ATHUK

A Dungeon of Graves Bestiary

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A Monster for All Occasions

After having worked on converting the 400 or so levels of Rappan Athuk (there were, like, 400 of them, right ... it felt like 400), it's easy to get the idea that the Dungeon of Graves is a world in and of itself. Of course, a party of lusty plunderers could certainly spend their entire lives (which may indeed be nasty, brutish and short) exploring the myriad halls, chambers and caverns of Rappan Athuk, but there's no reason you can't drop this megadungeon of megadungeons into your own campaign world (provided you also have room for the Demon Prince of the Undead and a few other assorted luminaries among the underworld set).

With that in mind, we, the fine followers of the Frog God, provide some ideas for integrating some of the new monsters introduced in this tome into your own world. This booklet contains Swords & Wizardry stats of the monsters and sample lairs that you can nab when you're short on ideas.

Without further ado ... the monsters!

Albino Cave Spider

Hit Dice: 1d4 hp
Armor Class: 2 [17]
Attack: Bite (1d3 plus poison)
Saving Throw: 18
Special: Poison
Move: 9/3 (climb)
Alignment: Neutral
Challenge Level/XP: B/10

The albino cave spider is a hunting spider, preferring to lurk on the tops and sides of toadstools then leap or drop onto prey. It injects its venom, scurries away, and waits for the poison to do its work. Once the victim has turned into glowing ooze, it returns to feed. The albino cave spider normally feeds on normal and dire rats, but it attacks anything that comes within range.

The albino cave spider has dangerous venom that shares certain properties with green slime. The poison does 1d4 points of constitution damage on a failed saving throw. Further, if the saving throw fails, the venom has established a foothold in the victim's system, and continues to require saves (once per hour) until cured. The poison converts living tissue into a phosphorescent blue pus-like substance. Victims whose constitution scores reach 0 die, and the metabolic process accelerates until the entire body save the bones and a thin shell of skin remain. Infected body parts have a strange, squishy feeling, and pressing on infected wounds draws forth minty, blue-glowing goo. The cave spiders are attracted to the odor of this goo, for it is the substance that they subsist on; typically, an infected victim draws more spiders that wait until the victim succumbs before moving in and feasting.

The Crabby Hermit and His Pals

A cluster of 3-foot-tall purple toadstools provides a bit of cover for the entrance to a rather dingy cave system. The entry cavern is damp and smells of rotting vegetation. There are two small caverns attached to this one. One 10-foot-diameter opening is blocked by a crude portcullis of wood and leather and contains a small pool of brackish water and houses **4 albino cave spiders**.

The other cave is reached by traversing a 30-foot-long tunnel that descends about 20 ft. deeper into the earth. The tunnel is lined with skeletons of various creatures (mostly humanoid) that are covered with dry, parchment-like skin. The tunnel leads to a cavern about 25 ft. long and 15 ft. wide that is home to a mad hermit. The cave is furnished with a few tattered pelts and furs, a couple of crooked stools and a rather ornate (though tarnished) iron chest with a simple rusty lock.

The hermit also has a rope rigged up that can open the portcullis and release the albino cave spiders. Once they feed, they usually head back into their tiny cave, for they are partially trained by the hermit.

The hermit's treasure chest contains some soiled, old fashioned garments, a rather nice velvet fez, 270 copper pieces, 71 silver pieces and 30 gold pieces.

Amalgamation

Hit Dice: 30
Armor Class: -3 [22]
Attack: Up to five attacks: slam (2d6) or by weapon
Saving Throw: 3
Special: Item use, swarm attack 10d6, half damage from weapons, immunities
Move: 3/18 (flying)
Alignment: Neutral
Challenge Level/XP: 32/8,000

The amalgamation is a special creation used by certain ancient spellcasters to defend their hordes and treasure vaults—for even should the guardian fall, most of the items being guarded would be destroyed, and hence not fall into enemy hands. The creature is composed of a large number of magical and mundane items, and it can use any of them to attack. Because of its magical nature, the amalgamation can even wield magic items such as wands without penalty. The amalgamation resembles a vortex or cloud of items 20 ft. in diameter, swirling within a shimmering field of energy. The precise appearance of the construct depends on the items that comprise its bulk.

The amalgamation can use any items contained within its bulk, and it can activate and use up to five items per round. It can therefore attack with weapons, activate magic items, hurl flaming oil, or slam random objects against opponents. When activating magic items, it is considered to be using them as if a person of the required class. Unless instructed otherwise, the amalgamation uses items at random. However, it does not target them randomly—it uses them with care and precision, as if it had a genius intellect. Items with limited uses, such as scrolls and wands, are expended normally.

The amalgamation can move over enemies and damage them with the flying weapons and objects composing its bulk. It does this simply by moving over its victims. Anyone within the amalgamation takes 10d6 points of damage per round, with a saving throw allowed for half.

The amalgamation is immune to all spells and supernatural powers except the following: *dispel magic* deactivates magic items; *anti-magic shell* causes it to subside into quiescence for 1d4+1 rounds, during which time it is considered helpless.

Treasure: An amalgamation should incorporate at least one magic item per hit die. Once it is destroyed, there is a flat 70% chance that a given item has been destroyed or disenchanting—assuming the item was not already expended in battle.

Construction: The creation of an amalgamation is a process lost to time. In addition to the magic items, another 100,000 gp in components must be expended to summon the necessary binding forces, and multiple *wish* spells are required to anchor the forces together.

What They Left Behind

Stepping into the ruined town, characters are initially struck by the serenity. The houses, all of fine, dark, polished wood and pristine plaster, look as though their masters had just vacated them that morning. The

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streets of dark green paving stones and gleaming white posts (set in the middle of the streets—what use could they have been put to?) are neatly swept. The center of the town, where once rose the University of the Six Astrologomages, bears witness to the reason for the town's vacancy.

Where once stood a grand old castle entwined with ivy, copper domes shining in the morning sun, dim witchlights of tenne and silver lazily circling the walls at night, there is naught but a crater—not smoking, mind you, but barren and lifeless, the entrances to a few catacombs and sub-basements now bared to the light of day.

These catacombs contain trouble enough, of course, and hide many secrets, but they are not the only adventure in town. About one block from the university, next door to the beerhouse and across from the scriptorium, stood the shop of a master wand carver.

The shop is quite strange. From the outside, it is two stories tall. Walking through the hawthorn door, PCs find themselves on the second floor of a three-story space. A stair runs around the four walls, giving access to wall after wall of shelves holding finished wands and chunks of wood destined to become wands. Many of the shelves have been cleared, though, their contents lying on the floor alongside smashed jars, old papers and woodcarving tools.

A door in one wall on the bottom floor leads to the wand carver's private study and workroom, and to a secret stair that leads up to the top floor of the building, where the wand maker resided with his daughter. The door is guarded by an **amalgamation**, one of the last remaining inhabitants of the old college town.

Barrow Wight

Hit Dice: 6

Armor Class: 3 [16]

Attack: Slam (1d4 + energy drain)

Saving Throw: 11

Special: Level drain, insanity gaze

Move: 12

Alignment: Chaos

Challenge Level/XP: 10/1400

Barrow wights are undead creatures akin to normal wights, but they are always found in or near barrows, usually guarding the treasure therein. Creatures hit by a barrow wight's slam attack are drained of one level. Creatures killed by this level drain rise as barrow wights in 1d4 rounds and remain under their creator's control until it is destroyed. Anyone within 30 ft. who meets a barrow wight's gaze is affected as if by a *symbol of insanity* spell unless they make a successful saving throw.

Something Barrowed, Something Blue

Two weathered, six-foot-tall upright stones mark a dark entrance leading into the hillside. Sawgrass sways in the breeze over the mounded hill, and the entry smells of freshly churned dirt. Engraved into the monolithic stones are life-size images of a man and woman, one on each stone, turned to face one another. The woman wears a veil and holds a bouquet of flowers.

The entryway descends into the hillside through a 15-foot-long narrow corridor. Stones line the walls to keep dirt from caving in. The hallway opens into a 60-foot-diameter domed chamber. The floor is formed of concentric tiles ranging from green to deep blue as they lead inward. In the center of the room is an ornate wedding gazebo constructed of white stone. Strands of dead flowers wrap around the gazebo's columns and arches.

Marble sculptures of the couple depicted on the entry stones stand on opposite sides of the room. A body draped in velvet coverings lies behind each statue on a stone bier.

The man's crypt contains the body of a well-dressed nobleman who has a golden scepter (60 gp) clutched in his withered hands. A platinum crown with fake emeralds (225 gp) sits on his desiccated brow. The woman's crypt contains a woman's body, although she doesn't resemble the statue or carving. The corpse is ripped apart, jagged wounds marring her white arms and legs, and her face is puffy and purplish-blue as if she was recently strangled.

The "bride"—a **barrow wight**—hides in the gazebo, awaiting a wedding day that will never come. She still watches over the fickle suitor who left her at the altar. She wears a mold-encrusted veil and carries a bouquet of dead flowers. The dead woman in the niche is also a **barrow wight** under the bride's control. The jealous bride and her most recent kill focus their attacks on women entering the tomb.

Beetlor

Hit Dice: 8

Armor Class: 1 [18]

Attack: 2 claws (3d4) and bite (1d10)

Save: 8

Special: Confusion

Move: 6/3 (burrow)

Alignment: Neutral

Challenge Level/XP: 9/1100

Beetlors are subterranean, insectoid predators. They have shiny, orange carapaces and yellowish underbellies. Their claws are harder than steel, allowing them to burrow through stone. Sentient creatures that look into a beetlor's multi-faceted eyes must pass a saving throw or be confused (as the spell) for 3d4 rounds. Beetlors have their own language.

If You Can't Beat 'Em . . .

An old man races through Taharath's streets, dressed in dirty yellow underclothes and a shiny orange cape. He has bushy eyebrows and a white beard that flows to his midsection. His hair is mostly gone. On his feet are wooden shoes with six yellow claws sticking out the front. He wears leather gloves adorned with four claws each. He slams the gauntlets into rock walls as he races by, wincing in pain but determined. Percy Marot is little threat, but his rants draw smirks. He shouts that his "house is movin'!" and claims vocally that he's "a bug!"

Percy's house on the outskirts is under attack by **3 beetlors** that are burrowing beneath the stone foundations. The dwelling shifts and quakes, and the floor rises unnervingly. Percy saw one of the beetlors in his bedchamber recently, and became confused after staring at the insect. He's now convinced he's a beetlor, too. He dresses the part and runs through the streets to "tear down the city." The beetlors swarm anyone entering the home (Percy got out just in time). Once the infestation is cleared, the old man recovers his senses in about week. But he keeps wearing the odd outfit because it looks "fancy."

Blood Orchid

Hit Dice: 5

Armor Class: 3 [16]

Attack: 8 tentacles (1d3 plus poison)

Saving Throw: 12

Special: Blood drain, poison, resistance to electricity and fire (50%), telepathic bond

Move: 3/12 (flying)

Alignment: Chaos

Challenge Level/XP: 8/800

The blood orchid is an intelligent creature with certain qualities of both animal and plant. It has three downward-curving "petals" of flesh with a dark, pebbly outer hide and a pallid whitish underside. The petals end with split tips, and converge at the blood orchid's center. On its underside at the center dangle a swarm of writhing pallid tentacles: 16 manipulator arms and eight thinner tendrils with red eyes at the ends. At the center of these tentacles is a sphincter-shaped mouth at the end of a flexible trunk one foot long and six inches in diameter. At the apex of the blood orchid there is another cluster of eye tendrils. The blood orchid can close its outer petals downward and rest on the ground, where it resembles a rocky

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nodule or fungus of some kind. Despite their plantlike appearance, blood orchids are quite intelligent and ruthless.

Blood orchids feed in two ways: They can draw nutrients from soil and organic matter by settling atop it and burrowing their tentacles in like roots, and they can attach their mouths to living creatures and drain blood from them. Both forms of feeding are required for the blood orchid to remain healthy. Communication for blood orchids is through a means of empathy/telepathy. They have no sense of hearing.

Blood orchids can attack with up to eight of their 16 tentacles at a time. Tentacles that hit inject euphoria-inducing venom through spines on their sides. Those who fail a save against this poison are put into a comatose state for 1d6 minutes. Blood orchids will attach themselves to helpless opponents and feed off them with their blood-draining mouth. One favorite tactic of blood orchids is to drain almost all the victim's blood (leaving 1 point of constitution), then wait until the euphoria venom wears off before draining that last point, savoring the terror in the mind of its victim as it does so. When attacked by superior numbers, blood orchids seek to paralyze as many people as possible before feeding, and flee if outmatched.

Victims hit by a tentacle must make a saving throw or be pulled to the blood orchid's mouth and drained of blood, inflicting 1d4 points of constitution damage each round.

Blood orchids communicate through a non-magical telepathic bond. They can sense emotions in other blood orchids at a distance of 100 ft. or less, and emotions in other creatures at a range of five feet. They can communicate mentally with each other through full telepathy at a distance of 20 ft. or less, and can share knowledge very rapidly when touching each other.

How Red is My Valley

Within the rugged hills of the southern continent there is hidden a narrow valley that contains an ancient road of cut quartz and great, copper bands that span the road like arches. This road leads into the mountains – some think to a mysterious dungeon, others to a lost tribe of dwarves, and still others to the hall of a fire giant king.

The valley is choked with tiny gnats, the air thick with giant mosquitoes. Several places are rather marshy, and there are broad, rocky meadows of feather grass. The surrounding hills were once ruled by a rather large, churlish clan of hill giants, but those giants long since lost their lordship over the valley. Not 10 years ago, a cabal of rather wicked druids, savants they called themselves, discovered the valley and decided to make a home of it. The druids wore rust-red robes and carried brilliant silver scimitars. They carried with them the bones of their ancestors, wrapped in cloth-of-silver, and several **blood orchids**.

The blood orchids were transplanted into the valley, and the druids, 30 in number, soon conquered and enslaved the local hill giants. The hill giants are used to feed the blood orchids, which have cleared most animal life from the valley. The giants slave away, expanding their old caves to the specifications of the druids, who are intent on building a grand temple to their goddess, Shub-something-or-other.

Bone Crawler

Hit Dice: 12

Armor Class: 8 [11] or 2 [17]

Attack: Up to 12 bone blades (1d10) and whipfronds (1d6)

Saving Throw: 3

Special: Bone armor, bone blades, magic resistance (10%), whipfronds, whirling frenzy

Move: 12/9 (climb)

Alignment: Neutral

Challenge Level/XP: 14/2600

Unarmored, the bone crawler is a fleshy disc-shaped lump approximately six feet in diameter, with a slightly concave top. The bottom curves downward, and ends with a circular mouth at its nadir. From the central mass sprout several dozen tentacles, each specialized to perform different

functions; stubby muscular ones provide movement, thin graceful tendrils are tipped with sensory organs, and the long, limber whipfronds are used as a means of attack and manipulation. The flesh of a bone crawler ranges from olive green to slate grey to jet black.

When it is encased in bone armor, the bone crawler appears much different. When still, it resembles a 15-foot-diameter mound of bones, piled haphazardly together. Observers have a 1 in 6 chance to note tendrils or roots growing amid the mass. Once it moves, the armored crawler is a whirling nightmare of interlinked bones forming a 15-foot-diameter central mass, with bony tentacles extending out in all directions.

Many centuries ago a lich created the first bone crawler as a means of removing stray bones and other clutter from his lair, while putting this refuse to good use in defending his lair. The bone crawler bred true, was exchanged with allies of the long-dead lich, and now can be found scattered in ancient crypts and lairs, and roaming obscure corners of deep halls beneath the earth.

Bone crawlers exist by attacking and killing just about anything they can come to grips with. They feast upon the flesh of their enemies, and integrate the remaining skeletons into their mass, repairing any damage to the bone armor. Independent bone crawlers have been known to seek out crypts and graveyards, exhuming bodies for their bones.

The bone crawler usually masquerades as a pile of bones until enemies draw near. If it is discovered or attacked, it springs into action, closing as fast as it can and attacking with as many of its bone blades as it can bring to bear. If surrounded, it unleashes its whirling frenzy. Bone crawlers were bred to have little fear of death, so they fight until killed unless ordered otherwise.

Whipfronds have a reach of 10 ft., or 5 ft. when encased with bone blades. A whip frond can be severed with a successful attack at –4 to hit with a slashing weapon that inflicts, in a single blow, a number of hit points of damage equal to the bone crawler's hit dice. The bone crawler can regenerate one whipfrond per day. The bone crawler can only attack a single target with a maximum of four bone blades at once.

The bone crawler may whirl its bone blades around it in a swirling storm of sharpened edges. This attack inflicts 1d8 points of damage per three bone blades used (round down) on anyone within normal reach of its bone blades. A saving throw is allowed to avoid taking damage from this attack.

The bone crawler is surrounded with a shell of iron-hard bones. This shell is the equivalent of platemail. The bone armor has hit points equal to 10 x (HD + 1). Bone armor weighs one pound per hit point. It can take damage like any object, though it receives the bone crawler's saving throws and spell resistance. Unlike carried objects, area of effect attacks require the bone crawler to roll a separate saving throw for its bone armor, even if it makes the saving throw itself. Magic resistance is checked just once for the overall creature, however.

Every 10 hit points' worth of bone armor after the first 10 hp provides the bone crawler with one bone blade that it can use in melee as described above. As its armor receives damage, it likewise loses these bone blades. The last 10 points of bone armor represent those protecting the main body itself; until they are destroyed, the central body is considered to have AC 2 [17].

The bone crawler can repair its armor by absorbing new bones into its mass. This requires a 24-hour period while enzymes secreted by specialized tendrils harden the bone. The number of hit points gained depends on the size of the skeleton or bone collection absorbed: A normal skeleton repairs 2d4 hit points.

Beware the Bone Pile

"Beware the ossuary," say the locals. To dozens, maybe hundreds, of adventurers they have given this warning, always followed by a cup of hot rum and a wagging finger, and have any of them listened?

The ossuary is located about a mile outside of town. Carved into an abandoned quarry in the hills, it consists of a number of maze-like catacombs, all cramped, with damp, unhealthy air. Within the catacombs are shelves containing ancient bones in terracotta boxes; these represent no danger. There are also pits – deadfalls – filled to the brim with bones, and a central chamber containing the remains of 100 princes of old, as

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well as a **bone crawler**.

The bone crawler usually sits atop a thick, wooden trap door that leads down to a treasure chamber containing 1,160 silver pieces and 5,800 gold pieces in vessels of serpentine. The vessels (there are four) are worth 100 gp each.

Cave Creeper

Hit Dice: 3

Armor Class: 7 [12]

Attack: 8 tentacles (1 plus paralysis)

Saving Throw: 14

Special: Paralysis, swallow paralyzed creatures whole, surprised on 1-3 on 1d6

Move: 12/12 (climb)

Alignment: Neutral

Challenge Level/XP: 4/120

Cave creepers are ash grey octopods covered in paralyzing ooze that has an electric blue sheen. They can stick to virtually any surface, allowing them to ambush victims from walls and ceilings. Cave creepers can alter their coloration slightly to achieve a greater chance for surprise. While the cave creeper's tentacle attacks are fairly weak, they can swallow paralyzed creatures and store them in a translucent sac filled with acid that deals 1 point of constitution damage each round. Adventures can actually watch a comrade slowly dissolve. When there is nothing left but bone, the monster regurgitates the corpse. Cave creepers travel in pods of 2d6 creatures and have a penchant for stealing shiny trinkets.

Everyone Can Hear You Scream

A pain-filled scream echoes from ahead of PCs down a long hallway. The sound is strangely muted, but the person is clearly in agony. The hall where the screaming emanates widens to 30 ft. across. Six 20-foot-tall statues of armored warriors stand in curving niches along the wall, each massive fighter holding a sword high in its right hand. Five hold glistening blue shields in their left hand, while the sixth holds a gray shield decorated with an exploding star and a towering wave.

In the middle of the hall sits an ash grey octopod that is slowly dragging itself across the stone. A trail of ooze stretches behind it. Inside a swollen translucent sac on the creature is a struggling halfling. Inventor Ollie Nematoad was investigating predictions of an impending destruction looming for the city of Taharath when a **cave creeper** attacked and swallowed him. He partially resisted the creature's paralyzing ooze, but can do nothing except scream for help. He can't escape on his own, and has but 12 rounds left before the creeper digests him.

The cave creeper on the ground is easy pickings for PCs, but clinging to the shields are **5 more cave creepers** that leap from their perches onto anyone passing below.

Crimson Death

Hit Dice: 13

Armor Class: 0 [19]

Attack: Incorporeal touch (fluid drain)

Saving Throw: 3

Special: Fluid drain, grab, incorporeal traits, weakened

Move: 24 (flying)

Alignment: Chaos

Challenge Level/XP: 15/2,900

A crimson death attacks from ambush, usually hiding in naturally occurring fog and waiting for potential prey to wander close. Oftentimes, a crimson death uses sound (imitating cries for help, for example) to lure a victim into its grasp. An opponent hit by a crimson death must make a saving throw or be wrapped in its incorporeal tendrils. A crimson death

deals 1d6 points of constitution damage to an opponent each round it holds the creature. After draining its victim's constitution, the crimson death, sated from feeding, moves at one-half its normal speed and becomes corporeal for 1 hour.

The Pirate Hugo

Behind the abandoned church lies a sprawling necropolis of crumbling marble statuary and tarnished bronze grave markers. The necropolis covers at least 10 acres, and at its heart are a number of crypts and tombs. Most have been broken into, but one remains intact.

This tomb, a smaller one, is constructed of reddish marble streaked with browns and golds. Atop the 10-foot-by-10-foot building is a tarnished bronze statue of an armored warrior blowing a horn (it was once covered with silver leaf, but no more). There is no obvious entrance to the tomb. Carved into the marble (and once decorated with silver inlay that has long ago been removed) are the words "Hugo of the Silver Trump; Mariner." Those studied in the tales of the sea might recognize the name, for Hugo was a feared pirate about 100 years ago.

The key to entering the tomb lies in the horn on the statue. The horn cannot be removed, and it cannot be blown into from the correct end. Blowing in the wrong end is possible, but has no effect. A very careful study of the statue, though, reveals that one of the fingertips on the statue's lower hand can be unscrewed to form a mouthpiece for the trumpet. If blown, a part of one of the tomb's walls descends inward, leading to a copper stair that descends into the earth.

Within the tomb proper, one finds several artifacts from Hugo's life of crime, including a stuffed eye of the deep, several cutlasses, a peg leg (a plaque indicates it was cut from one Albard the Gug) and a sea chest containing hard tack (moldy) and three bottles of excellent rum. A fourth, also sealed with wax, contains a treasure map. Hugo's resting place appears to be behind a brass medallion that measures three feet in diameter and is covered in a bas-relief of a wind god, cheeks filled with air and lips pursed as though blowing up a hurricane. If this is pried loose, Hugo's spirit, now a **crimson death**, leaks out and does its best to spread death and destruction.

Behind the medallion is a small space that contains 1,240 copper pieces, 370 silver pieces, 2,650 gold pieces and a small brass brooch (worth 1 gold piece) that can be used to unlock the fabulous treasure indicated on the map mentioned above.

Demon: Maphistal

Hit Dice: 20 (90 hp)

Armor Class: -3 [22]

Attack: +3 *heavy mace* (2d6) and bite (1d8 plus disease) or 2 claws (1d8) and bite (1d8 plus poison)

Saving Throw: 3

Special: Bone knit, disease, spells, summon undead, +1 or better weapon to hit, immunity to electricity and poison, magic resistance (70%), telepathy 100 ft.

Move: 15/30 (flying)

Alignment: Chaos

Challenge Level/XP: 30/7400

Maphistal is the second of Orcus, Demon Prince of the Undead. He makes his home on a stinking, smoldering layer of the Abyss and commands his troops from his great castle, *Maalstege* (The Keep of Bones, so called because it is believed to be constructed from the skeletal remains of those slain by Maphistal). He is loyal to no one but Orcus. He does not trust Sonechard, the General of Orcus's undead legions, and seeks to discredit him at any opportunity, though he does not do this openly for fear of rebellion by his troops or punishment by Orcus. His machinations against Sonechard are primarily through his agents and spies in Sonechard's camps.

Maphistal stands 9 ft. tall and weighs 700 pounds. He is a feral-looking humanoid with two great horns protruding from his head and huge, bat wings sprouting from his shoulders. His legs end in sooty hooves and

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short, coarse, black hair covers his body save his face and clawed hands.

Maphistal's +3 *heavy mace* deals an extra 1d6 points of damage against lawful creatures and it drains one level from any lawful creature attempting to wield it. Each time a living creature is hit by Maphistal's mace, it must succeed on a saving throw or lose 1d4 points of dexterity as its bones fuse together. Creatures reduced to 0 dexterity can no longer move or attack. Only a *restoration* spell can repair this damage, restoring 1d4 points of dexterity with each application.

Maphistal's bite infects victims with a demonic fever that incubates for 1 day and then begins inflicting 1d6 points of constitution damage each day until the afflicted succeeds at a saving throw at a -3 penalty. Maphistal can cast the following spells: *animate dead*, *darkness*, *dispel magic*, *power word stun* and *suggestion*. Once per day, Maphistal can summon 3d10 zombies or skeletons, 2d6 ghouls, 2d4 ghosts, 1d6 wraiths or wights, or 1d4 spectres.

The Missing Mace

A blasted pit in the earth smokes with sulfurous fumes. Fires dance along the crater's rim, the purplish flames moving of their own accord in a fiery dance around the destruction. In the center of the 15-foot-deep hole stands a large heavy mace. The weapon's head is embedded into the stone and dirt, so that just its handle sticks up for someone to grab.

Sonechard, General of Orcus' undead armies, tricked the demon Maphistal into setting down his +3 *heavy mace* for just a second. But that short moment was all it took. Sonechard teleported away from Maphistal's Keep of Bones, taking the prized weapon with him. He cast it from the Abyss immediately, not caring where it landed.

The mace drains one level from any lawful creature attempting to wield it. In addition, 1d4+2 rounds after the mace is discovered, Maphistal sends a host of undead to secure the weapon until the demon reclaims it. The group consists of **3d10 zombies**, **2d4 ghosts** and **2 spectres**. Maphistal arrives within a day if PCs remain to fight the never-ending undead arriving to protect their master's mace.

Devouring Mist

Hit Dice: 14

Armor Class: 6 [13]

Attack: 2 slams (1d6 plus blood drain)

Saving Throw: 3

Special: Blood drain, create spawn, +1 or better weapon to hit, gaseous, magic resistance (25%)

Move: 15 (flying)

Alignment: Chaos

Challenge Level/XP: 16/3200

These drifting nightmares resemble clouds of dark red vapor, normally about 10 ft. in diameter, though they can reshape their body and slip through even the smallest of cracks with ease. Spawned of the dreams of the Bloodwraith, devouring mists are undead composed of equal parts blood and malice, wedded together by negative energy. They drift the halls of the Bloodways, looking for living prey to feed on and torment. When they strike, they engulf their enemies and draw the blood from their bodies.

Devouring mists cannot speak, or produce any sounds at all, but they do understand Common.

A devouring mist is gaseous, and therefore can pass through small areas such as cracks under doors, but it cannot pass through solid matter. Devouring mists are utterly silent.

On a successful slam attack, the devouring mist deals 1d4 points of constitution damage as it pulls the blood out of its victim's body through the skin. For every point so drained, the devouring mist regains 1d4 hit points. Creatures without blood are immune to blood drain.

If a victim's constitution is reduced to 0 due to the devouring mist's ability drain, the blood from the victim's body forms into a new devouring mist in 1d4 rounds. Further, the victim's corpse rises as a vampire in 1d4 days unless the remains are blessed before this rising.

Cyclopean Eye

While spelunking as only adventurers can, they come to a large cavern that, in shape, is reminiscent of an amphitheater. The walls are stark white, but stained with rust. The floor of this natural amphitheater has been carved smooth, and at the back of the cave is a dais upon which stands a terracotta statue. The statue is 20 ft. tall and depicts a cyclops holding a large mattock. The cyclop's eye is a large sapphire (worth 1,500 gp). If the sapphire is pried loose, a **devouring mist** is freed from the hollow statue.

The only treasure on the statue is the mattock, which, if chipped out of the terracotta, is a *mattock of the titans* that allows its wielder to excavate a 10-foot-cube of dirt per hour. A stout swing of the mattock against the back wall of the cave opens up more astounding corners of the underworld.

Dragon, Faerie

Hit Dice: 2

Armor Class: 4 [15]

Attack: Bite (1d4)

Saving Throw: 16

Special: Breath weapon, spells, invisibility, magic resistance (10%), telepathy (2 miles)

Move: 9/36 (flying)

Alignment: Neutrality

Challenge Level/XP: 5/240

The faerie dragon is a tiny beast with delicate and brightly colored butterfly wings and a long, thin prehensile tail. Its scales are smooth and range in color from red to purple, with all colors of the spectrum falling in between. Its eyes are bluish-green, and its backward curving horns are silver with gold flecks. Faerie dragons are fey members of the dragon family and are believed to be distant cousins of the pseudodragon. Female faerie dragons have a golden sheen to their coloring while males have a silver sheen. Faerie dragons love to play pranks on passers-by and employ their spells to this end. Some faerie dragons spend months on end preparing for the day they can unleash their single grand practical joke or prank. Faerie dragons avoid combat and only attack if cornered or if their lair or young are in immediate danger. A faerie dragon attacks with its breath weapon, spells, and bite.

The faerie dragon's breath weapon is a cone 5 ft. long and 5 ft. wide at the base. Those within the cone must make a saving throw or wander aimlessly in a state of euphoric bliss for 2d6 rounds (similar to a *confusion* effect). The faerie dragon can emit its breath weapon three times per day.

A faerie dragon can replicate magic-user (65% chance) or druid spells (35% chance) as a 4th-level spell caster. A faerie dragon can become invisible at will and remain invisible even while attacking. This effect can be dispelled, but the faerie dragon can create it again on its next turn.

Tears of a Sad Clown

A court jester stumbles from the woods, his white face paint smeared and streaked by tears. His eyes are downcast, and his mouth is fixed (and painted) in a permanent frown. Linus Huxby the Splendid made a living entertaining crowds in Bargarsport. Despite the rough-and-tumble city, Huxby considered it a good day when he could make passers-by grin. Things were going well, until Huxby insulted a passing warlord seriously lacking a sense of humor. Acaris the Mean (but not terribly original) called for the jester's head on a pike. Linus fled, but bounty hunters still seek his bell-bedecked head.

The happy jester is a sad man. But his depression didn't sit well with **2 faerie dragons** he passed in the Forlorn Forest.

The mirthful dragons now follow the man, hoping to liven up his spirits with well-played pranks. They feel a kinship with the gaily dressed (albeit horribly sad) clown and just want to see him smile. The dragons cast various spells around the man, and occasionally attempt to cheer him up with a blast of their euphoric breath. PCs near the sad jester can expect to be bombarded with non-damaging spells such as a *magic mouth* telling jokes, *phantasmal force* hands appearing out of thin air to vigorously shake PCs' hands, and

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pyrotechnics igniting fireworks from campfires. The dragons try to make PCs the butt of all their jokes, hoping to get the jester to laugh.

The jokes stop if Huxby moves on or the PCs catch the faerie dragons in the act. Or if the PCs join in to make the sad jester happy again.

Gas Spore

From a distance greater than 10 ft., the gas spore is likely to be mistaken for a different orb-shaped monster. The gas spore is not related to that creature, but uses its mimicry to lure would-be victims to their doom. The gas spore has a fly speed of 6. When a gas spore contacts a living creature (or a living creature touches a gas spore unarmed or with natural attacks), it injects poisonous rhizomes into the foe if that opponent fails a saving throw. Each day thereafter, an infected creature must succeed on a saving throw (cumulative –1 penalty per additional day) or take 1d6 points of constitution damage. Constitution damage continues until the victim dies or the rhizomes are destroyed. At constitution 0, a victim dies and 2d4 gas spores emerge from its body. A *cure disease* spell cast on an affected creature before it dies destroys the rhizomes and prevents any further constitution damage.

If a gas spore is struck for a single point of damage (by a weapon, natural attack, spell, or effect), it explodes in a violent blast of gas that deals 6d6 points of damage to all creatures within a 30-foot radius. A successful saving throw reduces the damage by half.

Mistaken Identity

Three large globes float down this dimly lighted hall, limp tentacles swinging pendulously beneath the drifting orbs. These **3 gas spores** have vines and other mosses growing atop them, so that each one can barely rise three feet off the ground. An evil druid named Asterina Horsfield cultivates the stringy strands of moss for spell components. The moss and tendrils are harmless, but give the gas spores a dreadlocked appearance some might mistake for another orb-shaped monster.

The gas spores float around a pool of frigid mountain water that heals 1d6 points of damage once per week for anyone who drinks from it. The water is filled with gas spore rhizomes, however, which mature and grow in the imbiber as if a gas spore had infected the individual. The rhizomes in the water die off within three weeks once the gas spores are destroyed. The water loses its potency after a week if removed from the pool.

Juju Zombie

Armor Class: 2 [17]

Attack: Weapon or fists (1d6)

Saving Throw: 14

Special: +1 or better weapon to hit, immunity to electricity and cold, immunity to magic missile, resistance to fire (50%)

Move: 12

Alignment: Chaos

Challenge Level/XP: 5/240

A juju zombie looks like a desiccated humanoid with grayish, leathery flesh. It is dressed in filthy rags, and its eyes are small pinpoint of crimson light. An odor of death hangs in the air around the creature.

Juju zombies' hatred of living creatures and the magic that created them are what hold them to the world of the living. When a humanoid or monstrous humanoid is slain by an *energy drain* or a similar spell or spell-like ability, it may rise as a juju zombie.

That Old Black Magic

A flatboat pushes through the murky swamp, five figures on each side poling the craft forward. The vessel is decorated with limp strips of black cloth, brittle dried flowers and the fly-ridden pelts of various dead animals. The word "Mojango" is carved into the raft's low sides. A figure sits in

the bow, slowly tapping a rack of empty turtle shells to create a hollow, thumping tune that announces the boat's arrival. In the center of the flat deck stands a warped, upright tree trunk. A dark cavity carved into the trunk looks like a vacant, staring eye.

The Mojango belonged to Crimthann, a dark priest of Orcus who abandoned the swamp to oversee a temple to his demon lord. The ship, powered by **11 juju zombies**, still plies the swamps, searching on its own for a missing power source named the All-Seeing Eye of Mojango. This malevolent orb fits neatly into the empty tree trunk and foretells doom for all it surveys.

The Eye is also searching for the ship, appearing in the tallest trees randomly throughout the swamp to gain the best vantages. The Eye is dangerous, draining 1d4 levels from anyone touching it. Crimthann himself cast the orb off the boat for fear it would someday become powerful enough to overthrow even his master. His action cost him his life, and turned him into a ghost lord.

The juju zombies protect the boat at all costs. The turtle shell tune casts a constant *protection from evil*, 10-foot radius around the boat as long as the zombie taps out the hollow beat. The juju zombies fight with claws and oars if attacked.

Meat Puppet

Hit Dice: 4

Armor Class: 7 [12]

Attack: Slam (1d6)

Saving Throw: 13

Special: Throttle, resistance to slashing and piercing weapons (50%), fleshknit

Move: 12

Alignment: Chaos

Challenge Level/XP: 5/240

Meat puppets are boneless, skinless corpses reanimated after being exposed to necromantic energies. Creatures struck by their slam attack must pass a saving throw or be grappled and throttled by its boneless limbs. Throttled victims are strangled and suffer 1d6 points of damage until the hold is broken with an attack or an open doors check. The meat puppet heals damage done to it at a rate of 1 hit point per round. It continues to heal damage even if reduced below 0 hit points, or disintegrated. Only damage from magic weapons is not mended.

The Bone Crusher

The ground rumbles and shakes as the Bone Crusher (AC 3 [16], 300 hit points) approaches. This five-ton contraption from hell is a massive stone roller carved with thousands of grinning skulls. Massive femurs attached on each end of the roller support a cobbled-together platform of bone that hovers above and slightly behind the massive roller. A single stone wheel below the platform serves as a steering mechanism. The roller inflicts 10d6 points of crushing damage to anything caught in its path.

Despite moving at a mere 15 ft., the Bone Crusher animates any living corporeal creature it crushes as a **meat puppet** in its wake. Currently, **6 human meat puppets** follow the Bone Crusher. Commanding the massive crusher is the **vrock, Beek Vrut**, who carries a *wand of paralyzing* (15 charges) and a long spear.

Only those who serve Orcus can command the Bone Crusher or access its powers. If the juggernaut's commander is slain, the entire machine falls into thousands of jumbled bones and stones. The Bone Crusher can only reform through months of vile rituals and the desecration of at least 100 graves.

Cesspit of Terror

A dilapidated alchemical laboratory wastes away in this large chamber. The room's furnishings are piled around the edges of the chamber as if forcibly shoved aside. A dried greenish film covers the contents, walls

and ceiling as if something exploded outward from the center of the room. Human-sized glass tubes stand broken and empty, with a nauseating green sludge remaining in the lower portions. A pile of mold-covered rags sits in a corner, surrounded by dozens of deflated rat corpses. A rusted mesh grate covers a sludge-filled drainage pit in the floor. An **otyugh meat puppet** lies in wait below the drain.

The unfortunate otyugh, which the laboratory's alchemist used as waste disposal, suffered from a necromantic explosion in the lab. The catastrophe transformed the creature into its current undead state. It attacks by punching through the grate with three tentacles, and emerges only to pursue.

The wizard **Arkren** hides under the moldering pile of rags. Arkren dabbled in the necromantic arts, an unfamiliar territory for him. His last experiment went horribly wrong, destroying the lab and transforming him into an atrocity. Although his mind remains untouched, Arkren's body was transformed into an **ochre jelly**. He lives off rats and is unable to communicate. He desperately seeks a solution to his predicament.

Without components, a spell book or sufficient orifices to speak, he has lost the ability to cast spells. He has all the statistics and abilities of a normal ochre jelly except that his acid attacks affect only bones. He can protrude a barbed pseudopod to inject acid into opponents to dissolve their skeletal structure. This attack acts as a normal ochre jelly attack except that any creature killed immediately returns as a meat puppet. Creatures without a skeletal system (including most constructs and oozes, plants, and incorporeal creatures) are immune to Arkren's acid damage.

Ochre Jelly: HD 6; AC 8[11]; Atk acid-laden strike (3d4); Move 3; Save 11; AL N; CL/XP 6/400; Special: lightning divides creature.

Minotaur, Phase

Hit Dice: 6

Armor Class: 5 [14]

Attack: Two-handed axe (3d6) and gore (1d8)

Saving Throw: 11

Special: Powerful charge (double damage), etherealness, cannot get lost in maze

Move: 12

Alignment: Chaos

Challenge Level/XP: 7/600

A phase minotaur stands more than 7 ft. tall and weighs about 700 pounds. A phase minotaur typically begins battle by charging at an opponent, lowering its head to bring its mighty horns into play. In addition to the normal benefits and hazards of a charge, this allows the beast to make a single gore attack that scores double damage.

A phase minotaur can shift from the Ethereal Plane to the Material Plane and shift back again in place of a move, attacking while material.

The Taxman Cometh

A rumbling steel cart rolls into the hamlet of Fillwater, its giant steel wheels tearing up the dirt road. Two massive bulls pull the vehicle, each straining against the yoke holding them in place. Riding in the cart is an elderly man dressed in velvet robes and lace finery. Flanking him are **2 phase minotaurs**, each hefting a giant two-handed axe. The minotaurs wear purple sashes and have small tinkling bells affixed to the tips of their gleaming horns. Each also wears a gold nose ring (30 gp) through their bull snouts.

The old man is Rayne Henley, a crotchety miser who lives on the outskirts of the city. He regularly comes into town to collect "taxes," often making up amounts on the spot. The minotaurs make sure people pay whatever he requests. Henley devises fees for entering town (3 gp), a pre-damage deposit for adventurers (100 gp), and a spells-and-armor tax (75 gp). If Henley can think of it, he can tax it. The extortionist shakes the townspeople down each month for gold, and any newcomers (especially prosperous-looking PCs) are a welcome sight for the old man's greedy eyes. Henley keeps a small fortune in gold (nearly 2,600 gp) in a vault in his manor house overlooking the town, although the money rightfully belongs to the townspeople.

Mordnaissant

Hit Dice: 9

Armor Class: 5 [14]

Attack: 2 claws (1) or ray (see below)

Saving Throw: 7

Special: Death curse, lash of fury, pain wail

Move: 3/24 (flying)

Alignment: Chaos

Challenge Level/XP: 12/2000

Occasionally when a pregnant mother dies violently in a place infused with unholy or negative energies, the unborn child within her does not simply perish, but instead continues to grow, vitalized by dark power, until it is capable of clawing its way free from its dead mother. This horrible creature, known as a mordnaissant, lives an existence of eternal pain, loneliness and suffering, relieved only by its ability to inflict harm on those around it. The mordnaissant appears as a shriveled fetus that floats within a translucent sphere of black energy. Though capable of crawling, it prefers flight. The glitter of its jet-black eyes denotes a limited but hostile intellect lurking behind them. Mordnaissants avoid bright light if they can, though they suffer no ill effects from it.

The mordnaissant attacks any living creatures it encounters, wailing in pain and lashing out with dark energy. It only uses its claw attacks as a last resort, such as if grappled, or if no enemies are mobile enough to oppose it.

The mordnaissant can produce a terrible, befuddling wailing sound that mirrors the pain its very existence brings it. All living creatures within 20 ft. must make a saving throw each round the wailing continues or be stunned for one round.

The mordnaissant can lash out with its negative energy powers and directly attack the vitality of living creatures. A victim hit by a ray must make a saving throw for half damage or duration, as appropriate.

There are three possible lashes the mordnaissant can use. It can whip the flesh, which inflicts 2d10 points of *cause wounds*-type damage; it can whip the mind, which causes 1d4+1 points of temporary intelligence damage; or it can whip the soul, which stuns the victim for 1d4+1 rounds.

As a final cruel jest to the individual that puts a mordnaissant out of its misery, the slayer must make a saving throw or suffer from a terrible curse that reduces all subsequent XP rewarded by 20%. This curse may only be removed by a *remove curse* spell or with the application of a *limited wish* or *wish*.

Wail of the Earth Mother

The villagers of Ceza' Atan and Cata Luawn fear the Seething Jungle, even as they worship within it. Their earth mother protector is in pain, her anguished wails echoing through the banyan trees and shoots of bamboo. Villagers escort virgins to the bamboo-and-emerald idol, but the sacrifices haven't appeased the goddess. The escorts are also missing. Villagers say the goddess's spirit walks uneasily among the trees, mercilessly killing those who approach her reclining statue.

The earth mother idol is a massive emerald-and-bamboo construction standing 15-foot-tall in the center of a jungle clearing. A low altar of black igneous rock stands before the statue of the earth goddess. Piled-up emerald stones form her head, shoulders and arms. Sharpened bamboo branches curve to form her fertile belly. Her legs are stone arches rising from the ground. The superstitious villagers sacrifice virgins each full moon by tying the women to the fast-growing bamboo. The sharp shoots slowly impale and kill the struggling women. Skeletons are still entwined in the thick bamboo, with more bones littering the jungle floor around the statue.

Unfortunately for the villagers, the last woman sacrificed was not a virgin. She was a few months pregnant, but hid her condition from the villagers. When the woman died on the sharpened stakes, her unborn child became a **mordnaissant** that inhabits the idol's barren bamboo womb. The unholy child rises out of the bamboo-and-bone thicket to attack anyone approaching its "mother."

Mustard Jelly

Hit Dice: 7
Armor Class: 2 [17]
Attack: Slam (2d4 plus 1d4 acid)
Saving Throw: 9
Special: Acid, constriction, poison aura, +1 or better weapon to hit, divide, energy absorption, resistance to cold (50%), magic resistance (15%)
Move: 12
Alignment: Neutrality
Challenge Level/XP: 12/2000

Mustard jelly appears to be a yellowish-brown form of the ochre jelly and is thought to be a distant relative of said creature. However, the mustard jelly is far more dangerous than its supposed relative because it is intelligent. The mustard jelly gives off a faint odor of mustard plants to a range of 20 ft. The mustard jelly exudes an aura in a 10-foot radius centered on it that *slows* (as the *slow* spell) any creature in the area as long as it remains in the area and for 1d4 rounds afterward. A new save must be made each round a creature is within 10 ft. of the mustard jelly.

A mustard jelly attacks by forming a pseudopod from its body and either slashing or enveloping its foes. A creature hit by a pseudopod must pass a saving throw or be constricted for automatic pseudopod damage each round.

A mustard jelly can split itself into two identical jellies, each with half of the original's current hit points (round down). A jelly with 10 hit points or less cannot divide itself. When divided, each jelly moves faster than the original (base speed 15 ft. per round).

A mustard jelly is immune to electrical effects and *magic missiles*. If targeted by an electricity effect (including area effects) or a *magic missile* spell, the mustard jelly gains temporary hit points equal to the amount of damage it would have otherwise sustained. These temporary hit points last for 1 hour.

All Hail the Ailing God!

This roughly circular chamber appears to be long abandoned. The skeletons of thousands of rats litter the floor. Oddly, all the remains face a grotesque idol on the opposite side of this 50-foot-diameter room. A 10-foot-wide basin-like depression in front of the statue holds a pool of thick, green liquid. The green sludge jiggles and swirls if approached. The movement is caused by dozens of normal subterranean frogs infesting the pool. A stone skeletal hand breaks the surface of the slime. It holds a fist-sized emerald (750 gp) at the tips of its fingers.

The idol stands 15 ft. tall, its head nearly touching the ceiling. The statue is Rachiss, a lesser god of pestilence. The carving has the body of a bloated slug with the upper torso of an obese male human. Stubby insect-like appendages serve as arms. The slug god's torso and head hover over the basin. Its gaping mouth forms a silent and frozen scream.

The real danger in the room lies within a hollow cavity inside the idol. A mustard jelly keeps watch over this shrine to the diseased lord. The statue vomits forth the **mustard jelly** from its nose and mouth to fall on anyone near the pool. The hollow cavity inside the statue contains 200 emeralds (10 gp each), a scroll of cure disease (inside a sealed glass scroll tube) and a crystal wand of pyrotechnics (4 charges). The cavity can be accessed only by a curving 10-inch-diameter tube that runs from the idol's face down into the statue's gut.

Ooze, Ebon

Hit Dice: 8
Armor Class: 9 [10]
Attack: Crush (3d6 plus 2d6 acid)
Saving Throw: 8
Special: Acid, engulf, immunities

Move: 9
Alignment: Neutral
Challenge Level/XP: 9/1100

This loathsome mass of black gelatinous substance bears a close resemblance to its cousin, the black pudding, and is often mistaken for one. It is a jet-black blob that tends to stay in a single, rounded mass save when it lashes out with a pseudopod or attempts to engulf a target. The ebon ooze actually has more in common with a gray ooze. It has an affinity for negative energy, and often seeks out or is born in places where large numbers of undead dwell. Unlike most oozes, the ebon ooze is intelligent, and takes great pleasure in stalking and devouring living creatures. Although it is not adversely affected by sunlight, the ebon ooze finds it painful, and so usually takes shelter by day if outdoors.

The ebon ooze prefers to attack by ambush, and uses terrain to its advantage. Though not an especially brilliant thinker, it does devote a lot of time to hunting and killing prey, and is unusually good at it. If it feels it clearly outmatches its prey, it stalks and torments its food rather than simply killing it.

The acid of the ebon ooze only dissolves living flesh. The bones and even skin of the victim are discarded when it has finished consuming a meal.

Those hit by a successful crush attack may be engulfed in the same round if the victim fails a saving throw. Those engulfed are subject to acid damage each round and are trapped within the body of the ooze. The ooze is free to make other attacks in subsequent rounds and can engulf up to six creatures.

Ebon oozes are immune to acid and sonic damage and to disease and any poison not specifically designed to affect oozes. Cold-based attacks stun the ebon ooze for one round per six points of damage they would have inflicted, rounded down (minimum 0). Fire and force-based attacks do normal damage.

Disturb Not the Vampires' Revels

A vampires' retreat is a very secret, special place, where different bloodlines mingle and exchange gossip without the threat of violence. They are usually palatial places, always underground, and hidden behind the simplest of facades. One in particular, in the stately city of Nomo, is within the many-storied (both in terms of their multiple levels and fame in storytelling circles) sewers of that seat of empire. Three levels below the streets of Nomo, behind three clever traps (the infamous Rubinous Rooms), there lies a grand gallery with many doors, those doors leading into salons, studios, feast halls, dungeons and well-appointed apartments.

The grand gallery is decorated with statues of antiquity (some of which serve as *magic jars* for pesky adventurers). It is guarded by an **ebon ooze**. Each of the vampires of Nomo carries a silver tuning fork, and striking this fork against the stone floor causes the ebon ooze to let a person pass without molestation. Otherwise, it immediately moves to attack intruders.

Orcus (Demon Prince of Undead)

Hit Dice: 30 (120 hp)
Armor Class: -5 [24]
Attack: Wand of Orcus (2d6 or death) or 2 fists (3d6) and tail sting (2d6 plus poison)
Saving Throw: 3
Special: Command undead, spells, summon undead, +3 or better weapon to hit, immunity to electricity and poison, speak with dead, magic resistance (75%), telepathy 100 ft.
Move: 18/24 (flying)
Alignment: Chaos
Challenge Level/XP: 40/10400

Orcus is one of the strongest (if not the strongest) and most powerful

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of all demon lords. He fights a never-ending war against rival demon princes that spans several Abyssal layers. From his great bone palace he commands his troops as they wage war across the smoldering and stinking planes of the Abyss. Orcus spends most of his days in his palace, rarely leaving its confines unless he decides to lead his troops into battle (which has happened on more than one occasion). Most of the time though, he is content to let his generals and commanders lead the battles.

Orcus is a squat, bloated humanoid standing 15 ft. tall and weighing 3 tons. His goat-like head sports large, spiraling ram-like horns and his legs are covered in thick brown fur and end in hooves. Two large, black, batlike wings protrude from its back and a long, snake-like tail, tipped with a sharpened barb, trails behind it.

When not warring against rival demon princes, Orcus likes to travel the planes, particularly the Material Plane. Should a foolish spellcaster open a *gate* and speak his name, he is more than likely going to hear the call and step through to the Material Plane. What happens to the spellcaster that called him usually depends on the reason for the summons and the power of the spellcaster. Extremely powerful spellcasters are usually slain after a while and turned into undead soldiers or generals in his armies.

Combat

Orcus prefers to fight using his *Wand*. His tail sting delivers a virulent poison (save or die).

Orcus can command or banish undead as a 15th-level cleric, controlling up to 150 HD worth of undead at one time. He casts spells as a 15th level cleric and 12th level magic-user, and can use the following magical abilities at will: *animate dead*, *charm monster*, *darkness*, *dispel magic*, *ESP*, *fear*, *feeblemind* (1/day), *lightning bolt*, *speak with dead*, *symbol (any)* and *wall of fire*.

Orcus radiates a 60-foot-radius aura of fear (as the spell). A creature in the area must succeed on a saving throw or be affected as though by a fear spell (caster level 35th). A creature that successfully saves cannot be affected again by Orcus' fear aura for one day.

Three times per day, Orcus can summon one balor, 1d3 nalfeshnees or 1d4 mariliths. As their prince, Orcus can summon up to 100 HD of any type of undead each day.

Wand of Orcus

Mighty Orcus wields a huge black skull-tipped rod that functions as a +3 *heavy mace*. It slays any living creature it touches if the target fails a saving throw. Orcus can shut this ability off so as to allow his wand to pass into the Material Plane, usually into the hands of one of his servants. Further, the *Wand* has the following magical powers: 3/day—*animate dead*, *darkness* and *fear*; 2/day—*unholy word*.

Servants of Orcus

The followers of the Prince of Undead are clerics who venerate death, magic-users fascinated with death, and cambions and alu-demons. His followers are most often clerics and necromancers. Clerics of Orcus are known as Disciples of Orcus and must sign a pact of evil. Disciples of Orcus can receive spells up to 3rd level from Orcus.

The Black Door

Really? You need another lair for Orcus besides the massive adventure Bill and Clark and so many others took years crafting so you could tempt curious PCs to a horrible fate? OK, if you insist ...

The Sages of Eminence whisper of a portal of dark onyx stones, each black rock struck through with intertwining ruby-red veins. This shadowy archway—for deep mists swirl and churn in frenzied, overlapping layers between its black standing stones—appears where it will, its vaporous depths flickering with temptations to lure the unwise into stepping through. Watchers staring into the fog catch glimpses of fantastic diadems and shining gemstones, unguarded gold

idols and silver trinkets, and more gold coins than they can imagine.

And the promises of gold and gems are true—at least to those who survive.

The Sages believe the door is the will of a demon lord made manifest, an extension of his malicious machinations to tempt mortals into his clutches.

And the door does just that.

Anyone stepping through feels a tugging pull on their body as their thoughts slip into a dark recess of pain and suffering. A long hallway stretches and pulls before them, and icy needles of agony slice their muscles. Their screams wither and die in their throats. Many see visions of their impending death.

And then ... the pain is gone.

And the person is somewhere else.

The door—which randomly appears where a Referee wishes—is a direct conduit to Rappan Athuk, a tempting lure to draw adventurers to their doom. Anyone stepping through the door is dumped near the Dungeon of Graves, none the worse off for the trip—unless they decide to continue on into the dangerous catacombs.

Roll 1d6 and consult the chart to find where PCs may land, or choose a good spot for your players. (Referees might even separate PCs, although that would just be mean, now wouldn't it?) All areas are described in the main Rappan Athuk adventure:

1. **Area 0C-10:** The ruined cottage outside Zelkor's Ferry.
2. **Area G-5:** One of the mausoleums, although these doors are normally locked.
3. **Area 4B-3:** The entrance to the Gut.
4. **Area 1-1:** The entrance to Level 1.
5. **Area 0C-A:** A backdoor into Bristleback's Inn in Zelkor's Ferry, although this is guaranteed to get a few looks!
6. **Area 0C-F:** A closet door in the Necromancer's shop in Zelkor's Ferry. He will *not* be happy with their appearance.

Plantoid

Hit Dice: 5

Armor Class: 5 [14]

Attacks: 4 tendrils (1d4 + grab)

Saving Throw: 12

Special: Only harmed by sharp weapons, control, create servitor

Move: 15 (flying)

Alignment: Neutrality

Challenge Level/XP: 7/600

This creature is a floating sphere of moss with several red eyes that are randomly spaced over the surface of the sphere, looking out through eyelid-like gaps. Plantoids are creatures from another dimension or plane of existence, occasionally summoned forth into the Material Plane. The eyes are not magical, but the long strands of moss trailing after the plantoid have a very dangerous ability to enslave anyone caught within them. The soft, mossy consistency of plantoids makes these creatures immune to blunt weapons. The plantoids can snap their mossy beards out like whips, attempting to touch a potential victim.

A plantoid lashes out with several mossy tendrils when it attacks. Those struck must make a saving throw or be grabbed by the monster. The next round, the tendrils of a plantoid inject a mind-controlling substance. Anyone so injected must make another saving throw or be completely dominated by the creature. The victim gets a new saving throw to resist every 4 hours after control is initiated.

Anyone controlled by a plantoid for more than 24 hours becomes a plantoid servitor, all human reason irrevocably lost. A plantoid can only control and transform a single creature or servitor at a time. Servitors fight as zombies with a bite attack that conveys a poison that paralyzes for 1d6 rounds.

Plantoid King

It is rumored that plantoid "Kings" exist, with 10 HD, magic resistance (55%), and can only be harmed by +1 or better weapons.

Servitors of Bedlam

The small hamlet of New Ashton is a close-knit community with strong morals and closed minds. Recently, its residents banded together to chase a wandering vagabond from their town. Rhawtin Omphalotus came to New Ashton preaching of the damnation of civilization and the fall of “progressive” gods. The Freya worshipping citizenry tarred and feathered the radical druid before driving him away.

The “druid” Omphalotus is actually an evil priest who follows Rachiss, the demigod of parasites. Omphalotus seeks the downfall of civilization through the spread of parasites, leeching fungi and plagues. Omphalotus (following the teachings of Rachiss) wants nature to reclaim modern cultures through malicious activities and biological terrorism.

Omphalotus summoned a **plantoid** to enact revenge upon the New Ashton. Through slow and methodical planning, Omphalotus and the plantoid converted all but one of New Ashton’s residents into **63 plantoid servitors**. Over the last two months, the naked plantoid servitors destroyed the majority of buildings and farmlands in town. Using only their bare hands (tools and weapons are forbidden), they are demolishing the community they painstakingly built.

When encountered, a group of **12 servitors** are systematically dismantling a windmill on the north side of town. A teenage girl named **Atoka Goremun** pleads for help from a perch atop the windmill. She says her father was dragged into the town’s well by a horrific orb of eyes and devoured. Her father, the captain of the town’s militia, was actually enveloped by a plantoid’s tendrils when he tried to poison the well and kill the creature where it hid.

The plantoid servitors bring “unconverted” travelers and citizens alike to the well in the center of town. The well remains the only feature of New Ashton untouched by demolition. The plantoid servitors return each night to sleep near the well. The plantoid rests at the bottom of the well, rising only to enslave new servitors every 24 hours. Omphalotus stays near the well, but flees if the plantoid looks like it might be defeated. Currently, the plantoid holds Atoka’s father in its tendrils. He has not yet been turned into a servitor.

The Ravager

Ravager (crawler)

Hit Dice: 30 (180 hp)
Armor Class: –4 [23]
Attack: Bite (6d6), 4 claws (4d6)
Saving Throw: 3
Special: Trample (4d6), +3 or better weapon to hit, death resistance, cold and fire resistance (50%), form-shifting, magic disruption (20%), regenerate 3 hp/round, vampiric healing.
Move: 18/9 (burrow)
Alignment: Neutral
Challenge Level/XP: 40/10,400

Ravager (brawler)

Hit Dice: 30 (180 hp)
Armor Class: –4 [23]
Attack: Bite (6d6), 2 claws (4d6)
Saving Throw: 3
Special: Trample (4d6), +3 or better weapon to hit, death resistance, cold and fire resistance (50%), form-shifting, magic disruption (20%), regenerate 3 hp/round, vampiric healing.
Move: 30
Alignment: Neutral
Challenge Level/XP: 40/10,400

Ravager (flier)

Hit Dice: 30 (180 hp)
Armor Class: –4 [23]
Attack: Bite (6d6), 2 claws (4d6)
Saving Throw: 3
Special: Trample (4d6), +3 or better weapon to hit, death resistance, cold and fire resistance (50%), form-shifting, magic disruption (20%), regenerate 3 hp/round, vampiric healing.
Move: 9/40 (flying)
Alignment: Neutral
Challenge Level/XP: 40/10,400

Ravager Spawn (crawler)

Hit Dice: 16
Armor Class: –2 [21]
Attack: Bite (3d8) and 4 claws (2d8)
Saving Throw: 3
Special: +3 or better weapon to hit, death resistance, fire resistance (50%), form shifting, magic disruption (5%), regenerate 3 hp/round, vampiric healing
Move: 15/3 (burrow)
Alignment: Neutral
Challenge Level/XP: 25/5,900

Ravager Spawn (brawler)

Hit Dice: 16
Armor Class: –2 [21]
Attack: Bite (3d8) and 2 claws (2d8)
Saving Throw: 3
Special: +3 or better weapon to hit, death resistance, fire resistance (50%), form shifting, magic disruption (5%), regenerate 3 hp/round, vampiric healing
Move: 18
Alignment: Neutral
Challenge Level/XP: 25/5,900

Ravager Spawn (flier)

Hit Dice: 16
Armor Class: –4 [23]
Attack: Bite (3d8) and 2 claws (2d8)
Saving Throw: 3
Special: +3 or better weapon to hit, death resistance, fire resistance (50%), form shifting, magic disruption (5%), regenerate 3 hp/round, vampiric healing
Move: 9/30 (flying)
Alignment: Neutral
Challenge Level/XP: 25/5,900

The Ravager was created eons ago by a primeval race of beings who believed in the unity of three forces: body, mind, and spirit. In their ongoing war with another race of savages, they created several weapons of terrible power. The greatest of these is the living beast known only as the Ravager.

This beast was given incredible vitality, and the power to manipulate its own body to assume a form most advantageous to it: a crawling weasel-like form that can burrow, a hulking apelike humanoid form with greater reach and strength, and a winged form to allow it greater mobility and agility.

After being used once or twice on the battlefield, those who created it realized its awesome danger and contained it in the strongest prison they could devise, suspended in time until it would once again be needed.

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However, due to the subsequent influence of Orcus near the vault where the Ravager was contained, the wards were damaged, and a taint of evil infected its quarantine. This has resulted in it reproducing asexually, and has granted the ravager an astonishing capacity for growth. For every decade that it lives, it permanently gains 1 hit die. There is no known limit to how far this advancement can go before it either devastates the planet it lives on or collapses under its own weight.

The ravager can damage creatures by simply walking over them, trampling them for 4d6 points of damage (save for half).

The ravager possesses an innate resistance to effects that would kill or permanently incapacitate it, including petrification and imprisonment. Against such effects it is considered to automatically make any required saving throws. It is also immune to all energy level damage and drain.

The ravager can physically alter its physiology to take on one of the three listed forms: the crawler, the brawler, or the flier. Doing so takes one minute, and during this period it cannot take any other actions, though it is not considered helpless.

Crawler: This enormous creature stands 18 ft. high at the shoulders and has a body 30 ft. long. Its body is long and narrow, with eight stubby legs ending in ebon claws the size of large falchions. Its mouth is filled with sharp black teeth, and its eyes are jet-black orbs the size of dinner platters, set above a delicate muzzle like that of a bulldog. The body is hairless, covered with a thick, leathery crimson hide.

Brawler: Towering 35 ft. high is a massive, apelike creature, resting on two sets of powerfully muscled legs. A third set of arms, thick and corded with muscle, bulges out from its massive shoulders, ending with massive black claws. The mouth is filled with jagged black teeth, and glistening black eyes are set over a wide muzzle. Its skin is deep red, somewhat lighter on the underbelly.

Flier: With a crack and boom, this creature spreads a pair of great leathery wings over 50 ft. in span. Its body is lean and covered with rippling muscle beneath a thick, leathery crimson hide. Its claws and teeth are black, as are its eyes.

Every time the ravager comes into contact with a spell or supernatural effect, there is a percent chance as indicated above that the magic does not affect it. In the case of ongoing effects, a new check is made each round.

Whenever the ravager hits with a melee attack, it is healed hit points equal to half the damage it inflicts on its opponent. This ability cannot heal it above its natural maximum hit points. This ability extends to its trample special attack, where applicable.

The Maiden Prison of Swords

A wall of granite streaked with ribbons of iron stands before you. A massive **iron golem** resembling a nude woman takes a knee, hands grasping a long sword in front of her. Her back to the wall, she holds her head down in reverence. Behind her, two more feminine **iron golems** hold an enormous 20-foot-tall round granite plug against the wall. Three large iron long swords are embedded in the stone cover. The golems securing the door remove two of the swords for combat, leaving the center sword in place. The stone disk is inscribed with an enigmatic verse that states, "Entrenched in dark, world surrendered not, Blade of the Maiden, this world depart." The golems attack interlopers on sight.

The round stone door weighs 50 tons and is nearly impossible to move without the golems' combined strength. A 30-foot-diameter cylindrical chamber of lead, iron and granite lies beyond the door. The door secures the **Ravager** (currently in brawler form). The third long sword stuck through the door pierces the beast's chest and holds it captive in suspended animation.

The *sword of maidens* has many powers—most now long forgotten—but its primary purpose now is to hold the Ravager helpless. If a woman wields the blade, the *sword of maidens* is treated as a +3 *long sword* that makes its wielder immune to level draining and heals 1d6 points of damage per day; otherwise, it acts as a +1 *long sword*. A female paladin wielding the blade also gains spell resistance equal to her level and can *dispel evil* as a 12th-level Cleric. The long sword (again if wielded by a female) causes *temporal stasis* upon an opponent if a 20 is rolled to hit. The *sword of maidens* must remain impaled in the subject or the effect is broken.

Over the years, the chamber's leaded vault robbed the sword of its po-

teny. Once the vault is breached, the Ravager removes the sword and begins systematically destroying the land. The sword instantly regains its full abilities once removed from the chamber.

Shadow Hunter Hatchling

Hit Dice: 5

Armor Class: 2 [17]

Attack: Bite (1d6 plus poison)

Saving Throw: 12

Special: Poison, hunt by smell, shadowblend

Move: 12/12/12 (climb/swim)

Alignment: Neutral

Challenge Level/XP: 7/600

Shadow Hunter Adult

Hit Dice: 8

Armor Class: 1 [18]

Attack: Bite (1d8 plus poison)

Saving Throw: 8

Special: Poison, hunt by smell, shadowblend (surprise on 1–4 on 1d6 in shadows)

Move: 12/9/12 (climb/swim)

Alignment: Neutral

Challenge Level/XP: 10/1400

The shadow hunter is a great, dark serpent that dwells in the deep caverns beneath the earth, where it hunts dark elves and other medium- to large-sized creatures. An adult specimen is over 40 ft. long and nearly five feet thick in its midsection. In full light it is covered with non-reflective black scales, and its underbelly is the dark red of clotted blood. Shadow hunters have the ability to blend into shadows, to protect themselves from molestation while digesting a meal, and to more successfully stalk prey. Unlike normal snakes, shadow hunters often work in groups of two or three to corner prey in passages.

Shadow hunters are sly but aggressive hunters, scenting prey and then stalking it. They usually know the region where they live fairly well, and often work with other shadow hunters to pin down prey. They are particularly fond of dark elves, but eat any small to large-sized creature as long as it is living, organic, and animal-based (i.e., not plant or fungus). When they attack, they strike and envenom their prey, holding on and chewing their poison into their foe until it stops struggling. If facing more than one foe, they release the poisoned prey and lash out at anyone else attacking them, returning to eat when they have driven off their disturbers.

A shadow hunter's poison is lethal, killing those who fail a saving throw.

Worm Your Way Out of This One

A heavy gate blocks off this underground tunnel from a dark cavern beyond. The gate is locked with a rusted lock, but opens easily on well-oiled hinges. Beyond the gate, a single lantern flickers feebly nearly 30 ft. in the air. It casts a weak glow in a 12-foot-radius. Ten feet below the candlelight hangs an elf, suspended from the same rope to which the lantern is attached. The rope goes behind the elf to some sort of harness, not around his neck. A battered anvil sits beside the gate, and a mace with a leather-wrapped handle leans against it. A taut rope is tied around the anvil, its length vanishing upward toward the lantern and elf.

Or at least what remains of the elf. Unless PCs can see in the darkness or light up the room, they won't see that his torso, head and arms are all that remain. His legs are gone, chomped off at the waist. His arms are bound behind his back with a leather strap. A harness wraps around his torso, and the rope runs to a pulley somewhere high above then back down to the anvil. Cutting the rope causes the elf and lantern to drop 20 ft. to the hard stone.

A ruthless thieves' guild uses this chamber to get rid of enemies, spies

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and double-crossers. The thieves caught the elf spying, tied him up and then hoisted him into the darkness. The thieves struck the anvil with the mace to sound the “dinner bell” and summoned **3 shadow hunters** and **6 shadow hunter hatchlings**. The giant worms now associate the anvil’s vibrations with fresh meat and swarm into the room expecting a meal. Any other loud noises in the chamber may also attract the giant hunters.

Eight tunnels lead out of the room into a warren of twisting passageways the shadow hunters use to their full advantage to hunt prey blundering into their territory.

Mealworm

A dead purple worm fills this tunnel, its bloated, stinking carcass leaving barely enough room to squeeze between it and the rock corridor it nearly blocks. Large bites rend the flesh of the dead creature. Slimy blood leaks across the stones. Gnats, flies and vermin scurry over, into and out of the worm’s distended skin.

The purple worm died after blundering through a shadow hunter nest. The angry worms chased their bigger cousin, harrying the worm until exhaustion overcame it and the hungry predators finished it off. The larger shadow hunters moved on when a party of dark elves passed nearby, but **6 shadow hunter hatchlings** remain. The smaller worms burrow through the purple worm’s innards, looking for juicy bits. Adventurers passing beside the creature are a welcome treat. The hatchlings burst from the sides of the purple worm in a shower of ichor and gore to attack.

Skeleton, Black

Hit Dice: 6

Armor Class: 4 [15]

Attacks: 1 weapon (1d6) or 2 claws (1d4)

Saving Throw: 11

Special: Shriek

Move: 12

Alignment: Neutrality

Challenge Level/XP: 6/400

A black skeleton is a 6-foot-tall skeleton with glistening, black bones, seemingly constructed of blackened steel. Small red pinpoint of light burn in its hollowed eye sockets. Black skeletons wear any clothes or armor they had in life, and some still carry their gear and weapons. A black skeleton can shriek a hellish sound that causes fear (save avoids).

Cruel Lye

Instruments of torture hang from metal hooks that line the walls of this dungeon room. Knives, whips, branding irons and worse hang from leather straps. Many are coated with dried blood. A massive rack sits in the center of the 50-foot-by-60-foot chamber, and iron maidens stand in each corner. Blood stains cover the floor in wild streaks and dark splotches. Nine 3-foot-tall doors along the walls open into sparse, five-foot-square cells. Three cells contain skeletons of prisoners forgotten when the room was abandoned.

Four 10-foot-wide square pits cut through the stone floor open into bare earth. Each pit is filled to the brim with lye, the white powder mounded and spilling over the rock. Decomposing arms, legs and torsos of various humanoid creatures jut from the caustic powder. The obviously dead bodies twitch and turn in the lye, however, churning slowly through the powder. Shifting trails in the lye mark the movement of the body parts.

Inside the pits are **8 black skeletons** (2 per pit) that tug and pull bodies deeper into the powder so they can dissolve. Two stone ladders submerged in each lye pit let the skeletons scramble out. The skeletons are themselves coated with lye, making them appear to be normal skeletons. The skeletons grab anything pushed into the pit (poles, hands, etc.) and attempt to pull the item or person into the lye. Bare flesh takes 1d2 points of damage from the corrosive powder.

The skeletons’ mouths are also filled with lye, so their first shriek

releases a cloud of choking dust into the room that deals 1d6 points of damage (save avoids) to anyone in the chamber.

The 8-foot-deep pits contain dissolving flesh and bone, but nothing of any value. One of the prisoner’s skulls in a cell has a gold tooth worth 75 gp. A false bottom inside the base of one of the iron maidens holds the torturer’s treasure: 54 gp, a thick journal wrapped in brittle leaves detailing his victims’ deaths, and an assortment of jewelry taken from the dead worth a total of 200 gp.

Stone Treant

Hit Dice: 21

Armor Class: -2 [21]

Attack: 6 slams (3d8)

Save: 3

Special: Acidic blood, half damage from normal weapons, radial symmetry, magic resistance (35%)

Move: 12/3 (burrow)

Alignment: Neutral

Challenge Level/XP: 25/5,900

The stone treant is a variant of the treant native to the elemental plane of earth. They are very rare even there, located in isolated pockets in the plane where they tend groves of crystals and natural gem outcroppings. Knowledge of their existence has been all but lost, as has the ritual of summoning and binding them into service. A stone treant stands 20-30 ft. tall, with a trunk about 4 ft. in diameter. It weighs close to 10,000 pounds. Stone treants are intelligent, and speak Terran. They generally do not bother to communicate with non-earth elemental beings, however.

Anyone striking the stone treant with a piercing or slashing attack and inflicting damage releases a gout of acidic blood, which causes 5d4 points of acid damage to the person who struck it. A saving throw reduces this damage by half. The blood becomes inert one round after leaving the elemental’s body.

Because of its shape, the stone treant can bring no more than four of its slam attacks to bear on any one target. However, it also perceives the area around it equally well, and thus it cannot be flanked.

The Book of Terran

In the center of the Petrified Forest of Drevjen sits a salt grotto holding the fable Book of Terran. Navigating the stone woods seems an almost impossible task. All flora in the forest is made of various minerals, crystals and rock. Leaves and grass of jade, granite trees, flint vines and marble undergrowth make travel extremely difficult. Clearing paths requires tedious work and stone-cutting tools. Existing trails wind maze-like through the forest. Aside from the fact that everything is stone, the plant-life acts in all respects like living plants. Plant and plant-like creatures brought into the woods turn to stone within 24 hours.

The crunch of brittle stone leaves and grass sound with every step PCs take. Outlying trees and brush have few leaves, but deeper into the forest the stone trees remain pristine. These massive stone behemoths filter out most natural light, resulting in vast cave-like rooms and twisting passages with occasional pinpoint of light beaming through. Damage to the petrified forest regenerates over time as if the plants still thrive. Plants taken from the forest transform into normal vegetation within 24 hours.

The salt grotto lies in the heart of the forest. A stone lectern made from tree roots in the middle of the 80-foot-diameter grotto holds the Book of Terran. Six stone trees of various species encircle the lectern, their roots erupting from the ground to secure the book. The Book of Terran holds the secrets of the Elemental Plane of Earth. It is rumored that the book holds spells capable of summoning volcanoes from the bowels of earth, for calling meteors from the sky or for creating elemental nodes of the reader’s design. **Yggdrasil**, a massive and ancient ash **stone treant** serves as guardian and curator of the Book of Terran. The callous and somber Yggdrasil cares not for the lives or events of mortals, but may listen to druids renowned for their achievements and stature. Yggdrasil commands a troop of stone treants scattered throughout the forest.

Tangtal

Hit Dice: 3
Armor Class: 6 [13]
Attacks: 2 claws (1d4+1), 1 bite (1d6)
Saving Throw: 14
Special: Duplicate
Move: 15/6 (swim)
Alignment: Neutrality
Challenge Level/XP: 4/120

A tangtal is about 7 ft. long from nose to tail and weighs about 350 to 400 pounds. It has short, stiff fur, dark brown in color. Small white flecks cover its head, throat and neck, and shoulders. Its legs are long and powerful and end in sharpened claws. It has a long, upward curving tail with a white tip. Once per day, a tangtal can create up to 8 duplicates of itself (otherwise similar to *mirror image* spell).

Cat-o'-nine-tails

The deep forests around the city of Taharath are a maze of tree trunks, hanging branches, dense foliage and deep shadows. Ancient oaks grow to great heights and wild roses and thistle bushes clog the game trails. Locust trees grow amid this lush greenery, snagging passers-by with thick thorns. Anyone pushing through the grasping trees may discover a small clearing where the grasses are withered in a 40-foot-diameter circle.

A blasted oak stump stands in the middle of this clearing. The stump is 8-ft.-tall and appears to have been struck by lightning. One side of the stump is carved to resemble a throne. A skeleton dressed in dirty brown and green rags slumps in the seat, a cat-o'-nine tails held across its lap. Locust tree thorns decorate the weapon's leather straps, each three-inch barb wickedly sharp. The skeleton's clothing is torn and shredded. The cloth near the skeleton's throat is dark with dried blood.

A tangtal lives among the trees. The great cat — once the familiar of the evil druid now slumped in the chair — still bears long scars on its flanks, painful reminders of the barbed cat-o'-nine tails its owner frequently used on it. The cat viciously attacks anyone touching the weapon.

The weapon is a +1 *cat-o'-nine tails*. Each strike from the wicked barbs causes painful red scars that never heal (save avoids). The druid also has a pouch at his side that contains 2 rubies (60 gp each), 67 gp and a bird whistle.

Water Weird

Hit Dice: 6
Armor Class: 2 [17]
Attack: Slam (1d8)
Saving Throw: 11
Special: Control water elemental, resistance to fire (50%), reform body, vulnerabilities
Move: 12 (swim)
Alignment: Chaos
Challenge Level/XP: 8/800

The water weird is an evil watery, snake-like creature summoned to the Material Plane by a chaotic spellcaster. They are often employed as guards to watch over the spellcaster or his belongings. When summoned, a water weird appears in a large pool of water where it makes its lair. It cannot leave this pool. The water weird appears as a 10-foot long (or longer) snake-like creature composed entirely of water. Other than its snake-like body, its only distinguishing features are its slitted eyes and its large mouth. Water weirds hate all living non-water-based creatures and attack them on sight. Though intelligent, water weirds never speak, at least to those of any other race. Whether they communicate with one another is completely unknown.

The water weird has the ability to take control of a water elemental that is within 30 ft. by succeeding on a saving throw. If the elemental is being

controlled by another creature, the water weird and current controller make opposed saving throws with the one rolling best gaining control of the elemental for that round.

Victims struck by a water weird's slam attack must pass a saving throw or be grappled and pulled into the water.

When reduced to 0 hit points or less, the water weird collapses back into the water. Two rounds later, it reforms at full strength (minus any damage suffered from a *purify food and drink* spell).

Cold-based effects *slow* the water weird (as the spell of the same name) for a number of rounds equal to the caster's level. A *purify food and drink* spell deals 1d4 points of damage per caster level to the water weird. These hit points are not regained when the water weird reforms.

A Stone's Throw

A 200-foot-wide pool of cool, clear water splits this rectangular chamber, leaving narrow 10-foot-wide ledges on either side that sit level with the water's surface. The pool is 20 ft. deep.

Two chunks of white flowstone rise 4 ft. above the water near the water's edge on each side of the room. The sides of the stones are covered with hundreds of flowing calcite strands frozen in mid-drip above the water. The top of the flowstone is gone, sheared away to create a three-foot-wide flat table. Resting on the altar near the PCs are three flat throwing stones, each carved with a different symbol.

If a stone is skipped across the pool, it triggers an effect. The stones lose their enchantment if removed from this room. A stone reappears immediately on the opposite flowstone altar once it is skipped or taken from the room. The symbols, effects and order to cast them are:

- **Wing:** A white swan-like boat covered in soft feathers and decorative ribbons rises out of the water. It seats three people on comfortable down-filled cushions. The boat does not move or drift on the water, however, even if oars are fashioned to propel it. The boat seems locked in place. This stone must be skipped first.

- **Water drop:** An 8-HD water elemental forms in the pool. It lies dormant in the water, awaiting a command. This stone must be cast second.

- **Hand:** Skipping this stone commands the water elemental (if present) to propel the swan boat across the pool to the opposite shore. At least one person must be in the boat for it to move. The boat sinks into the water and vanishes after the last passenger disembarks. This stone must be cast last.

If the stones are skipped out of order, the above effects occur, but a **water weird** also appears in the pool. The watery serpent attempts to control the water elemental (if present) before attacking.

Lying on the bottom of the pool are six skeletons. Scattered around them are 40 gp, six necklaces with an inscribed pearl (100 gp each), and a gold scepter (250 gp). The water weird won't attack anyone wearing one of the pearl necklaces.

Witchlight

Hit Dice: 1d4 hp
Armor Class: 1 [18]
Attack: Touch (0 damage)
Save: 18
Special: Spells (elders only), glimmer
Move: Fly 12
Alignment: Neutral
Challenge Rating/XP: 2/30

These fey, when young, resemble caterpillars or worms 1/2 inch long with miniscule elven faces. Once they mature they resemble tiny elves no larger than a fat housefly, with moth-like wings on their backs. They emit a beautiful pastel glow, and when doing so at night they appear to be no more than bobbing globes of soft light. Witchlights are a race of diminutive fey that are raised and bred by pixies and other sylvan creatures to provide illumination and atmosphere to their events.

Witchlights are born in midsummer in a larval state, and subsist on plant life. In autumn they spin cocoons for themselves in which they ride out the winter, hatching in early spring in their adult form. As adults, their

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beating wings release thousands of tiny spores, which must come into contact with collected flower pollen and moonbeams to germinate into eggs. Adult witchlights have little defense against cold, however, and in all but the warmest climes they die once autumn begins.

Fey creatures often breed witchlights, dusting their spores with various pollen types to produce witchlights of different hues. As germinated pollen glows with tiny pinpricks of light, fey may also do this to create an enchanting glow or glittering effect on plants in their forests and meadows.

Witchlights have no combat capabilities whatsoever, and so are very skittish around strangers. If a potentially hostile creature approaches, they will extinguish their lights and hide. Many fey use them in this manner as guards. Witchlights produce a luminance in their larval stage equal to a candle in brightness; in their adult form, this light is of torch strength. Witchlights can produce or extinguish this light once per round and may control the strength of the light as well. The glimmer is a steady, soft glow, and may be silvery-white or just about any color, though the fey that raise them favor soft pastel shades. Each witchlight has its own unique color, which it cannot change.

Elder Witchlights

Occasionally fey will shelter an adult witchlight that they favor throughout the winter; or in tropical climates, they may survive naturally on their own. In any case, a witchlight that sees its second year of adulthood becomes an elder, becoming a full 1 HD creature, and gaining 1 hit point for each additional year it lives until it reaches the maximum allowed by its hit dice. In addition, elder witchlights have an Intelligence of 2, and this increases again to 3 when their hit points reach maximum. The most intelligent elder witchlights have limited sentience, are able to understand fey, and may even be capable speaking a few words of it.

For every point of intelligence an elder witchlight has, it gains the ability to produce one of the following spells at will as a 1st level magic-user. Choose from *cure light wounds* (once per minute only), *faerie fire*, *sleep*, *light*, *protection from evil*, *purify food and drink* (once per hour only) or *bless*.

Help me! Help me!

A dense forest surrounds a massive barley field. The nearly half mile area of grain was cultivated by locals for brewing until a quake divided the field and made it too dangerous to farm. A 25-foot-wide chasm now divides the field. The chasm opens into a vast underground complex where a giant black widow makes its lair. The spider hangs under a web blocking the chasm 30 ft. below the surface. Non-sticky strands of web cover the area around the chasm. Moving these alerts the spider to potential prey, and it scurries toward any disturbance in anticipation of its next meal. The web spanning the chasm holds the cocooned and desiccated remains of deer, feral goats and boars.

The druid **Button Funray** (Neutral human male Druid 5; Int 7, Wis 15, Cha 18) lies in the center of the web. Miraculously, he survived the spider's venom, but is too weak to free himself from the web. Button has a peculiar and extreme personality disorder: He truly believes he is a fairy. Button has giant dragonfly wings attached to a harness on his back, and he wears a goat skin wig with fake antennae. His skimpy yet vibrant clothing is lined with hundreds of tiny bells. Button even clips his ears so they appear pointed. He wears curly toed shoes and speaks in a high-pitched, whimsical fashion. He screams "Help me!" in his shrill voice as soon as the spider moves.

Fortunately for Button, the field is infested with hundreds of **witchlights**. Furthermore, an **elder witchlight** "adopted" him, and believes Button to be a fey god of some sort. The elder witchlight rallied the witchlights to aid Button. The witchlights swarm passers-by and form floating arrows pointing toward the captive druid. At night, the witchlights coordinate their lights to form sequential flashing arrows to lead potential rescuers to Button. If rescued, Button commands a single witchlight to become a follower of each of his PC rescuers. If the witchlight survives an entire winter with the PC, it becomes an elder witchlight forever in the service of its liege.

Spider, Giant (Black Widow): HD 4+2; AC 4 [15]; Atk bite (1d6+2) + poison; Move 4; Save 13; AL N; CL/XP 7/600; Special: Poison (save or die), webs.

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