

**DERIS MARLINCHEN****CR 3**

Male human sorcerer 3  
CN Medium humanoid  
**Init** +2; **Senses** Listen +1, Spot +1

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**DEFENSE**

**AC** 12, touch 12, flat-footed 10  
(+2 Dex)  
**hp** 16 (3d4+6)  
**Fort** +3, **Ref** +3, **Will** +6

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**OFFENSE**

**Speed** 30 ft.  
**Melee** dagger +0 (1d4-1)  
**Ranged** dart +3 (1d4-1)  
**Spells Known** (CL 3rd):  
1st (6/day)—*charm person* (DC 15 Will), *color spray* (DC 15 Will), *ventriloquism* (DC 15 Will)  
0 (4 left)—*daze* (DC 14 Will), *detect magic*, *ghost sound* (DC 14 Will), *open/close* (DC 14 Will),  
*prestidigitation*

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**TACTICS**

**Before Combat** Marlinchen isn't expecting to fight anyone turning the spirits will send him into a rage, though.

**During Combat** Marlinchen casts color spray, trying to hit as many PCs as possible, and then attempts to charm at least one PC before resorting to his dagger. If he can, he'll cast color spray often to keep the PCs blinded or stunned.

**Morale** If enraged by the turning of the spirits, Marlinchen fights to the death.

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**STATISTICS**

**Str** 8, **Dex** 14, **Con** 14, **Int** 17, **Wis** 12, **Cha** 18  
**Base Atk** +1; **Grp** +0, **CMB** -1; **CMD** 11  
**Feats** Eschew Materials, Iron Will, Toughness  
**Skills** Bluff +7, Concentration +8, Craft +6, Decipher Script +4, Diplomacy +5, Knowledge (arcana) +9, Knowledge (local) +4, Listen +1, Profession +3, Search +4, Spellcraft +9 Spot +1, Use Magic Device +5  
**Languages** Common  
**Gear** dagger, 4 darts, garnet ring (40 gp)

## CHARM PERSON

**School** enchantment (charm) [mind-affecting]; **Level** bard 1, sorcerer/wizard 1

**Casting Time** 1 standard action

**Components** V, S

**Range** close (25 ft. + 5 ft./2 levels)

**Target** one humanoid creature

**Duration** 1 hour/level

**Saving Throw** Will negates; **Spell Resistance** yes

This charm makes a humanoid creature regard you as its trusted friend and ally (treat the target's attitude as friendly). If the creature is currently being threatened or attacked by you or your allies, however, it receives a +5 bonus on its saving throw.

The spell does not enable you to control the charmed person as if it were an automaton, but it perceives your words and actions in the most favorable way. You can try to give the subject orders, but you must win an opposed **Charisma** check to convince it to do anything it wouldn't ordinarily do. (Retries are not allowed.) An affected creature never obeys suicidal or obviously harmful orders, but it might be convinced that something very dangerous is worth doing. Any act by you or your apparent allies that threatens the charmed person breaks the spell. You must speak the person's language to communicate your commands, or else be good at pantomiming.

## COLOR SPRAY

**School** illusion (pattern) [mind-affecting]; **Level** sorcerer/wizard 1

**Casting Time** 1 standard action

**Components** V, S, M (red, yellow, and blue powder or colored sand)

**Range** 15 ft.

**Area** cone-shaped burst

**Duration** instantaneous; see text

**Saving Throw** Will negates; **Spell Resistance** yes

A vivid cone of clashing colors springs forth from your hand, causing creatures to become **stunned**, perhaps also **blinded**, and possibly knocking them **unconscious**. Each creature within the cone is affected according to its HD.

*2 HD or less:* The creature is **unconscious**, **blinded**, and **stunned** for 2d4 rounds, then **blinded** and **stunned** for 1d4 rounds, and then **stunned** for 1 round. (Only living creatures are knocked **unconscious**.)

*3 or 4 HD:* The creature is **blinded** and **stunned** for 1d4 rounds, then **stunned** for 1 round.

*5 or more HD:* The creature is **stunned** for 1 round.

Sightless creatures are not affected by *color spray*.

## VENTRILOQUISM

**School** illusion (figment); **Level** bard 1, sorcerer/wizard 1

**Casting Time** 1 standard action

**Components** V, F (parchment rolled into cone)

**Range** close (25 ft. + 5 ft./2 levels)

**Effect** intelligible sound, usually speech

**Duration** 1 min./level (D)

**Saving Throw** Will disbelief (if interacted with); **Spell Resistance** no

You can make your voice (or any sound that you can normally make vocally) seem to issue from someplace else. You can speak in any language you know. With respect to such voices and sounds, anyone who hears the sound and rolls a successful save recognizes it as illusory (but still hears it).

## DAZE

**School** enchantment (compulsion) [mind-affecting]; **Level** bard 0, sorcerer/wizard 0

**Casting Time** 1 standard action

**Components** V, S, M (a pinch of wool or similar substance)

**Range** close (25 ft. + 5 ft./2 levels)

**Target** one humanoid creature of 4 HD or less

**Duration** 1 round

**Saving Throw** Will negates; **Spell Resistance** yes

This spell clouds the mind of a humanoid creature with 4 or fewer Hit Dice so that it takes no actions. Humanoids of 5 or more HD are not affected. A dazed subject is not stunned, so attackers get no special advantage against it. After a creature has been dazed by this spell, it is immune to the effects of this spell for 1 minute.

## GHOST SOUND

**School** illusion (figment); **Level** bard 0, sorcerer/wizard 0

**Casting Time** 1 standard action

**Components** V, S, M (a bit of wool or a small lump of wax)

**Range** close (25 ft. + 5 ft./2 levels)

**Effect** illusory sounds

**Duration** 1 round/level (D)

**Saving Throw** Will disbelief; **Spell Resistance** no

*Ghost sound* allows you to create a volume of sound that rises, recedes, approaches, or remains at a fixed place. You choose what type of sound *ghost sound* creates when casting it and cannot thereafter change the sound's basic character.

The volume of sound created depends on your level. You can produce as much noise as four normal humans per caster level (maximum 40 humans). Thus, talking, singing, shouting, walking, marching, or running sounds can be created. The noise a *ghost sound* spell produces can be virtually any type of sound within the volume limit. A horde of rats running and squeaking is about the same volume as eight humans running and shouting. A roaring lion is equal to the noise from 16 humans, while a roaring dragon is equal to the noise from 32 humans. Anyone who hears a *ghost sound* receives a Will save to disbelieve.

*Ghost sound* can enhance the effectiveness of a *silent image* spell.

*Ghost sound* can be made permanent with a *permanency* spell.

## OPEN/CLOSE

**School** transmutation; **Level** bard 0, sorcerer/wizard 0

**Casting Time** 1 standard action

**Components** V, S, F (a brass key)

**Range** close (25 ft. + 5 ft./2 levels)

**Target** object weighing up to 30 lbs. or portal that can be opened or closed

**Duration** instantaneous

**Saving Throw** Will negates (object); **Spell Resistance** yes (object)

You can open or close (your choice) a door, chest, box, window, bag, pouch, bottle, barrel, or other container. If anything resists this activity (such as a bar on a door or a lock on a chest), the spell fails. In addition, the spell can only open and close things weighing 30 pounds or less. Thus, doors, chests, and similar objects sized for enormous creatures may be beyond this spell's ability to affect.

**SPIDER SWARM (2)****CR 1**

An awful, scuttling mass of legs and mandibles scrambles forward out of the darkness.

N Diminutive **vermin** (swarm)

**Init** +3; **Senses** darkvision 60 ft., tremorsense 30 ft.; **Perception** +4

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**DEFENSE**

**AC** 17, touch 17, flat-footed 14 (+3 Dex, +4 size)

**hp** 9 (2d8)

**Fort** +3, **Ref** +3, **Will** +0

**Defensive Abilities** swarm traits; **Immune** mind-affecting effects, weapon damage

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**OFFENSE**

**Speed** 20 ft., climb 20 ft.

**Melee** swarm (1d6 plus poison and distraction)

**Space** 10 ft.; **Reach** 0 ft.

**Special Attacks** distraction (DC 11 fort)

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**STATISTICS**

**Str** 1, **Dex** 17, **Con** 10, **Int** —, **Wis** 10, **Cha** 2

**Base Atk** +1; **CMB** —; **CMD** —

**Skills** Climb +11, **Perception** +4; **Racial Modifiers** +4 **Perception**; uses Dexterity for Climb checks

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**ECOLOGY**

**Environment** any

**Organization** solitary, pair, tangle (3–6 swarms) or colony (11–20 swarms)

**Treasure** none

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**SPECIAL ABILITIES**

**Poison (Ex)** Swarm—injury; *save* Fort DC 11; *frequency* 1/round for 2 rounds; *effect* 1d2 Str; *cure* 1 save. The save DC is Constitution-based.

The sight of a carpet of swarming spiders is unsettling indeed—particularly when the swarm is made up of spiders each the size of a gold coin and possessing blade-like mandibles capable of lacerating flesh with sickening ease. A swarm of spiders is a colonial mass of arachnids that relies on overwhelming much larger prey with sheer numbers rather than catching smaller snacks. While spider swarms spin webs, these webs are incapable of catching larger prey and typically serve the swarm as a lair rather than a method of capturing dinner.

**NOTES**

Spider swarms are immune to weapon damage.

*Swarm Traits:* A swarm has no clear front or back and no discernable anatomy, so it is not subject to critical hits or flanking. A swarm made up of Tiny creatures takes half damage from slashing and piercing weapons. A swarm composed of Fine or Diminutive creatures is immune to all weapon damage. Reducing a swarm to 0 hit points or less causes it to break up, though damage taken until

that point does not degrade its ability to attack or resist attack. Swarms are never staggered or reduced to a dying state by damage. Also, they cannot be tripped, grappled, or bull rushed, and they cannot grapple an opponent.

A swarm is immune to any spell or effect that targets a specific number of creatures (including single-target spells such as *disintegrate*), with the exception of mind-affecting effects (charms, compulsions, morale effects, patterns, and phantasms) if the swarm has an Intelligence score and a hive mind. A swarm takes half again as much damage (+50%) from spells or effects that affect an area, such as splash weapons and many evocation spells.

Swarms made up of Diminutive or Fine creatures are susceptible to high winds, such as those created by a *gust of wind* spell. For purposes of determining the effects of wind on a swarm, treat the swarm as a creature of the same size as its constituent creatures. A swarm rendered unconscious by means of nonlethal damage becomes disorganized and dispersed, and does not reform until its hit points exceed its nonlethal damage.

**Distraction (Ex)** A creature with this ability can nauseate the creatures that it damages. Any living creature that takes damage from a creature with the distraction ability is nauseated for 1 round; a Fortitude save (DC 10 + 1/2 creature's HD + creature's Con modifier) negates the effect.

**GIANT WATER BUG****CR 2**N Large [vermin](#)**Init** - **Senses** tremorsense., [Perception](#) +7

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**DEFENSE**

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**AC** 17, touch 8, flat-footed 17; (+9 natural)**hp** 22 (2d6+4)**Fort** +5, **Ref** +0, **Will** +2**Immune** mind-affecting effects

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**OFFENSE**

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**Speed** 20 ft., swim 40 ft.**Melee** bite +5 (2d6+4 plus improved [grab](#)), sting +3 (1d4+2)

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**TACTICS**

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**During Combat** The water bug attempts to bite and then use its improved grab ability to establish a hold and drown its opponent

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**STATISTICS**

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**Str** 16, **Dex** 9, **Con** 13, **Int** —, **Wis** 13, **Cha** 11**Base Atk** +1; **CMB** +4; **CMD** 13 (21 vs. trip)**Feats** [Toughness](#)<sup>B</sup>**Skills** [Perception](#) +7

## Improved Grapple (Combat)

You are skilled at grappling opponents.

**Prerequisite:** [Dex](#) 13, [Improved Unarmed Strike](#).**Benefit:** You do not provoke an attack of opportunity when performing a [grapple](#) combat maneuver. In addition, you receive a +2 bonus on checks made to [grapple](#) a foe. You also receive a +2 bonus to your [Combat Maneuver Defense](#) whenever an opponent tries to [grapple](#) you.**Normal:** You provoke an attack of opportunity when performing a [grapple](#) combat maneuver.

**ALLIP (2)****CR 3**CE Medium undead (*incorporeal*)**Init** +5; **Senses** darkvision 60 ft.; **Perception** +7**Aura** babble (60 ft., DC 15)

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**DEFENSE**

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**AC** 14, touch 14, flat-footed 13 (+3 deflection, +1 Dex)**hp** 26 (4d8+12)**Fort** +4, **Ref** +4, **Will** +4**Defensive Abilities** channel *resistance* +2, *incorporeal*; **Immune** undead traits

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**OFFENSE**

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**Speed** fly 30 ft. (perfect)**Melee** *incorporeal* touch +4 (1d4 Wisdom damage)**Special Attacks** babble, touch of insanity

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**STATISTICS**

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**Str** —, **Dex** 12, **Con** —, **Int** 11, **Wis** 11, **Cha** 16**Base Atk** +3; **CMB** +4; **CMD** 17**Feats** *Improved Initiative*, *Lightning Reflexes***Skills** *Fly* +16, *Intimidate* +10, *Perception* +7, *Stealth* +8**Languages** Aklo, Common**SQ** madness

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**ECOLOGY**

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**Environment** any**Organization** solitary, pair, or haunt (3–6)**Treasure** incidental

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**SPECIAL ABILITIES**

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**Babble (Su)** An allip constantly mutters to itself, creating a hypnotic effect. All sane creatures within 60 feet of the allip must succeed at a DC 15 Will save or be fascinated for 2d4 rounds. While a target is fascinated, the allip can approach it without breaking the effect, but an attack by the allip does end the effect. Creatures that successfully save cannot be affected by the same allip's babble for 24 hours. This is a sonic, mind-affecting compulsion effect. The save DC is Charisma-based.

**Madness (Su)** Anyone targeting an allip with a thought detection, mind control, or telepathic effect makes direct contact with its tortured mind and takes 1d4 points of Wisdom damage.

**Touch of Insanity (Su)** The touch of an allip deals 1d4 points of Wisdom damage (DC 15 Will negates). A successful critical hit causes 1d4 points of Wisdom damage and 1 point of Wisdom drain (instead of double Wisdom damage). With each successful attack, an allip gains 5 temporary hit points. The save DC is Charisma-based.

**Incorporeal Subtype:** An incorporeal creature has no physical body. An incorporeal creature is immune to critical hits and precision-based damage (such as sneak attack damage) unless the attacks are made using a weapon with the *ghost touch* special weapon quality. In addition, creatures with the incorporeal subtype gain the incorporeal special quality.

**Undead Traits (Ex)** Undead are immune to death effects, disease, mind-affecting effects (charms, compulsions, morale effects, phantasms, and patterns), paralysis, poison, sleep, stun, and any effect that requires a Fortitude save (unless the effect also works on objects or is harmless). Undead are not subject to [ability drain](#), energy drain, or nonlethal damage. Undead are immune to [damage](#) or penalties to their physical ability scores (Strength, Dexterity, and Constitution), as well as to fatigue and exhaustion effects. Undead are not at risk of death from massive damage.

**GHOUL (3)****CR 1**CE Medium **undead****Init** +2; **Senses** darkvision 60 ft.; **Perception** +7

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**DEFENSE**

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**AC** 14, touch 12, flat-footed 12 (+2 Dex, +2 natural)**hp** 13 (2d8+4)**Fort** +2, **Ref** +2, **Will** +5**Defensive Abilities** channel resistance +2

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**OFFENSE**

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**Speed** 30 ft.**Melee** bite +3 (1d6+1 plus disease and paralysis) and 2 claws +3 (1d6+1 plus paralysis)**Special Attacks** paralysis (1d4+1 rounds, DC 13 fort, elves are immune to this effect)

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**STATISTICS**

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**Str** 13, **Dex** 15, **Con** —, **Int** 13, **Wis** 14, **Cha** 14**Base Atk** +1; **CMB** +2; **CMD** 14**Feats** Weapon Finesse**Skills** Acrobatics +4, Climb +6, Perception +7, Stealth +7, Swim +3**Languages** Common

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**ECOLOGY**

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**Environment** any land**Organization** solitary, gang (2–4), or pack (7–12)**Treasure** standard

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**SPECIAL ABILITIES**

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**Disease (Su)** *Ghoul Fever*. Bite—injury; *save* Fort DC 13; *onset* 1 day; *frequency* 1/day; *effect* 1d3 Con and 1d3 Dex **damage**; *cure* 2 consecutive saves. The save DC is Charisma-based. A humanoid who dies of ghoul fever rises as a ghoul at the next midnight. A humanoid who becomes a ghoul in this way retains none of the abilities it possessed in life. It is not under the control of any other ghouls, but it hungers for the flesh of the living and behaves like a normal ghoul in all respects. A humanoid of 4 Hit Dice or more rises as a ghast.

**Paralysis (Ex or Su)** This special attack renders the victim immobile. Paralyzed creatures cannot move, speak, or take any physical actions. The creature is rooted to the spot, frozen and helpless.

Paralysis works on the body, and a character can usually resist it with a Fortitude saving throw (DC 10 + 1/2 paralyzing creature's racial HD + paralyzing creature's Con modifier; the DC is given in the creature's description). Unlike *hold person* and similar effects, a paralysis effect does not allow a new save each round. A winged creature flying in the air at the time that it is paralyzed cannot flap its wings and falls. A swimmer can't swim and may drown. The duration of the paralysis varies and is included in the creature's description.

**GHA****CR 3**CE Medium **undead****Init** +4; **Senses** darkvision 60 ft.; **Perception** +9

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**DEFENSE**

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**AC** 18, touch 12, flat-footed 16 (+2 Dex, +6 natural)**hp** 17 (2d8+8)**Fort** +4, **Ref** +4, **Will** +7**Defensive Abilities** channel resistance +4

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**OFFENSE**

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**Speed** 30 ft.**Melee** bite +5 (1d6+3 plus disease and paralysis) and 2 claws +5 (1d6+5 plus paralysis)**Special Attacks** paralysis (1d4+1 rounds, DC 15)

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**STATISTICS**

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**Str** 17, **Dex** 19, **Con** —, **Int** 17, **Wis** 18, **Cha** 18**Base Atk** +1; **CMB** +3; **CMD** 17**Feats** Weapon Finesse**Skills** Acrobatics +4, Climb +6, Perception +7, Stealth +7, Swim +3**Languages** Common

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**ECOLOGY**

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**Environment** any land**Organization** solitary, gang (2–4), or pack (7–12)**Treasure** standard

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**SPECIAL ABILITIES**

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**Disease (Su)** *Ghoul Fever*. Bite—injury; *save* Fort DC 13; *onset* 1 day; *frequency* 1/day; *effect* 1d3 Con and 1d3 Dex **damage**; *cure* 2 consecutive saves. The save DC is Charisma-based. A humanoid who dies of ghoul fever rises as a ghoul at the next midnight. A humanoid who becomes a ghoul in this way retains none of the abilities it possessed in life. It is not under the control of any other ghouls, but it hungers for the flesh of the living and behaves like a normal ghoul in all respects. A humanoid of 4 Hit Dice or more rises as a gha

**Paralysis (Ex or Su)** This special attack renders the victim immobile. Paralyzed creatures cannot move, speak, or take any physical actions. The creature is rooted to the spot, frozen and helpless. Paralysis works on the body, and a character can usually resist it with a Fortitude saving throw (DC 10 + 1/2 paralyzing creature's racial HD + paralyzing creature's Con modifier; the DC is given in the creature's description). Unlike *hold person* and similar effects, a paralysis effect does not allow a new save each round. A winged creature flying in the air at the time that it is paralyzed cannot flap its wings and falls. A swimmer can't swim and may drown. The duration of the paralysis varies and is

A gha's paralysis even affects elves. Gha's roam in packs of their own kind or lead groups of common gha's. The stink of death and corruption surrounding these creatures is overwhelming, granting them the stench extraordinary ability (10-foot radius, Fort DC 15 negates, sickened for 1d6+4 minutes).included in the creature's description.