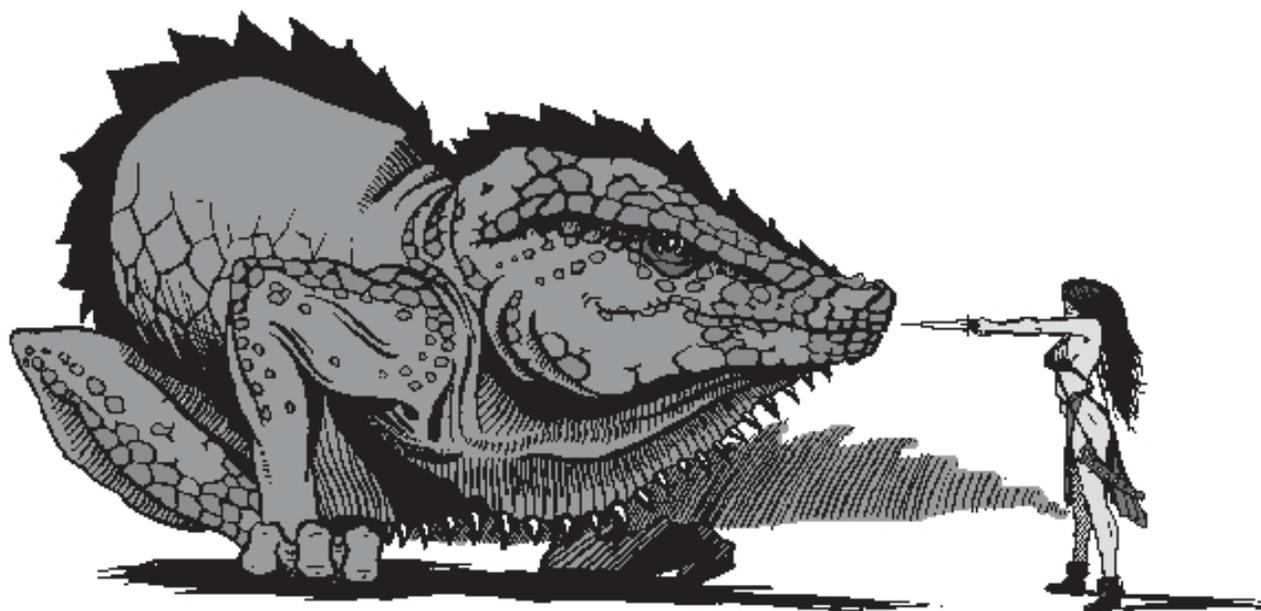


Table of Contents

Introduction	5
Using This Book.....	5
The Development Stat Block.....	6
Racial Ability Score Modifiers.....	6
Legend of the Tree of Life.....	6
Types, Challenge Ratings, Number Encountered.....	7
Advanced Mentality, Psychic Abilities.....	8
Sustenance.....	8
Reproduction.....	8
Creatures	9
Apt (Whitehands) (Animal, CR 6).....	9
Sacred Apt (Animal, CR 9).....	10
Banth (Shadowmane) (Animal, CR 6).....	12
Calot (Toad-Hound) (Animal, CR 3).....	14
Corphal Template (Swarmcurst).....	16
Sample Corphal (Aberration, CR 5).....	20
Corphal Ghost (Undead, CR 11).....	20
Great White Ape (White Wrencher) (Animal, CR 6).....	22
Great White Ape, Juvenile (Animal, CR 3).....	23
Great White Ape, Manstalker (Animal, CR 8).....	24
Great White Ape, Primal (Animal, CR 12).....	24
Green Martian O-Mad (Humanoid, CR 3).....	26
Green Martian Jed (Humanoid, CR 6).....	28
Green Martian Jeddak (Humanoid, CR 10).....	29
Kaldane (Crawling Brain) (Aberration, CR 1/2).....	30
Rykor (Living Torso) (Monstrous Humanoid, CR 1/8).....	33
Kaldane with Rykor (Aberration, CR 1/2).....	34
Kaldane King Template.....	34
Royal Rykor Template.....	35
Kaldane King with Royal Rykor (Aberration, CR 7).....	36
Plant Man (Plant, CR 4).....	37
Plant Man, Sprout (Plant, CR 1).....	38
Plant Man, Immature (Plant, CR 2).....	39
Plant Man, Smallest Mature (Plant, CR 3).....	39
Plant Man, Overgrown (Plant, CR 8).....	39
Plant Man, Tree of Life (Plant, CR 12).....	40
Silian (Slimenewt) (Animal, CR 1/10).....	42
Silian Swarm (Animal, CR 2).....	42
Sith (Hexivespibat) (Magical Beast, CR 12).....	44
Sith, Sub-Juvenile (Magical Beast, CR 3).....	45

Shadows of a Dying World

Sith, Hatchling (Magical Beast, CR 1).....	45
Thoat (Equisaur), Wild (Animal, CR 4).....	46
Thoat, Domestic (Animal, CR 2).....	47
Ulsio (Chiselface), Man-Eating (Animal, CR 1).....	49
Ulsio, Lesser (Animal, CR 1/3).....	50
Ulsio Swarm (Animal, CR 7).....	50
Ulsio Tunnel-Master (Animal, CR 4).....	51
Zitidar (Dune-Shaker) (Animal, CR 11).....	52
Appendix J: Random Encounter Tables.....	55
Dead Sea Bottom of Torquas.....	55
Pits of the Abandoned City of Torquas.....	55
Jungles of Kaol.....	56
Ice Barrier of Okar.....	56
Valley Dor.....	56
Appendix JJ: Feats.....	57
Impetuous Attack.....	57
Reckless Offense.....	57
Swarming Trip.....	57
Vicious Swarm.....	57
Appendix JJJ: Combat Option: Class Defense Bonus.....	59
Appendix JV: Open Game License.....	61



Introduction

Drawn from the Mars series of Edgar Rice Burroughs, this is the red planet not as it exists, but as astronomers and writers at the turn of the 20th century thought it might be. On this Mars, elegant city-states rise on the shores of world-spanning canals, luxurious airships ply the thin atmosphere, feisty princesses and feckless nobles are menaced by killers of the drear dried-up sea-beds, and skilled swordsmen defend the age-old edicts of dynasties that have ruled for aeons.

Despite both wondrous technology and mysterious mental abilities developed beyond the comprehension of Earthlings, however, the most farsighted of the Martians know that the history of their world is drawing toward its end, and that its life-giving atmosphere and waterways are already sustained only by vast efforts of engineering.

This book is a preview of a complete roleplaying game based on Edgar Rice Burroughs' Mars setting that will provide core rules adapted to this unique milieu, including classes, skills, feats, technological devices, psionic powers, and setting information.

Throughout the following book, we have used Burroughs' own words to describe his creatures, with minor edits to conform to the style used throughout the work. These quotations are italicized and appear between the stat blocks and the explanatory text for the various monsters.

This section also discusses general principles of Martian life and how they apply to the use of these monsters in more traditional campaign setting, along with elements of Martian belief systems as they apply to the planet's creatures.

Using This Book

The creatures presented in *Shadows of a Dying World* present the unique wonders and dangers of Burroughs' imaginary Mars, gathered in the encounter tables that follow into a full complement of the opponents to be found within some of the most iconic regions of the planet. Any of these weirdly sentient creatures might also appear in any campaign setting a Dungeon Master deems appropriate, having been transported by some means from the red planet or as natives of the locales in which they are encountered.

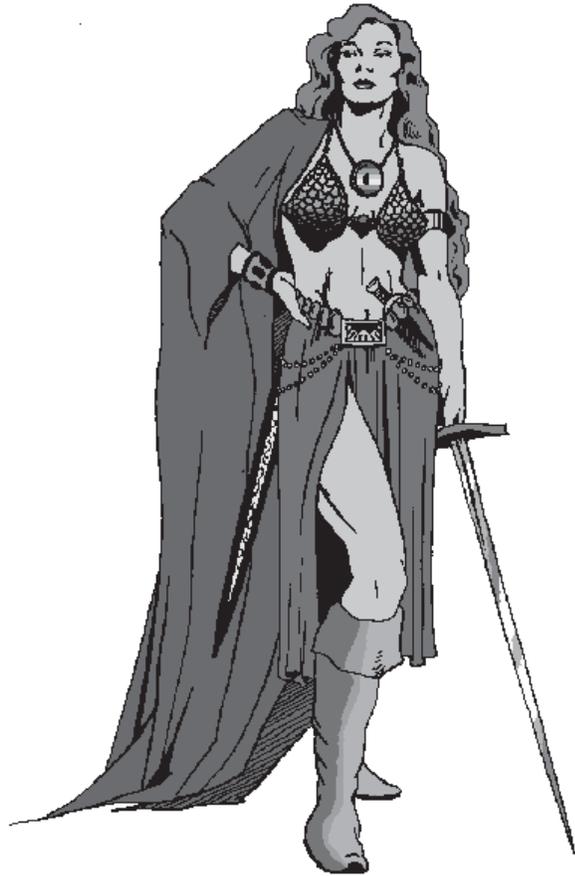
If used in a campaign set elsewhere than Mars, all of these creatures should have the [Martian] subtype, the effects of which are listed below under "General Principles." An alternate name for each creature that may be more appropriate for generic



fantasy campaigns is included parenthetically after the name used for it by Burroughs in his books.

While treasure does not play much of a meaningful role in the adventures of Burroughs' protagonists, it does in many of the more traditional campaign settings in which these monsters might be used. Treasure likely to be held by these creatures in such campaigns — as the result of traits such as actively trading with humanoid races, collecting shiny things, or incidentally leaving the possessions of victims around their abodes — is listed in the various stat blocks. Apts, for example, definitely seem like the sort of creatures that would drag prey and any attached possessions back to their lairs, and the Sacred Apts are actually outfitted with jeweled collars as rewards from their Yellow Martian masters. Thoats or Zitidars, on the other hand, would not have treasure any more than horses.

Shadows of a Dying World



Many of the monsters described here are animals (though that might not hold the same connotations as in other settings) with some aberrations, magical beasts, plants, swarms, monstrous humanoids and humanoids, ranging from Challenge Rating 1/8 to 12, including three templates and two races playable as player characters.

These monster descriptions use the fantasy System Resource Document (SRD) with minor, modular additions from Open Game Content, and are themselves entirely Open Game Content except for the public domain names, descriptions, and quotes that cannot be restricted by license. The Open Game Content may only be used under the terms of the Open Gaming License provided at the end of this book.

New items cited in the various monster listings — such as a number of feats — are marked with an asterisk and fully described at an appropriate place in this book (e.g., Appendix II: Feats).

The Development Stat Block

The extended stat block format used in this book is intended as a detailed record of a monster type and its possible progression from youth to its highest possible advancement, from which individual monsters can be described in the encounter stat block format more suitable to the needs of a DM running an adventure. This development stat block format includes racial ability score modifiers for all monsters, a standard progression of feats, special abilities, and ability score increases across the creature's full range of advancement, and skill ranks for each skill in order to derive directly the abilities of any individual monster of greater or lesser Challenge Rating than the norm.

Racial Ability Score Modifiers

Calculate a creature's ability scores by adding its listed racial ability score modifiers to the standard, non-elite, or elite array, plus adjustments to Strength, Dexterity, and Constitution for its Size, plus one point of ability score increase per 4 Hit Dice, just as for character class levels. See the current edition of the Monster Manual (core rulebook III) for ability score arrays and changes to statistics by size.

Legend of the Tree of Life

Martians' beliefs about the origin and diversification of life were told to Burroughs' Earthling protagonist, later the overlord of Mars, by the Black Martian Prince Xodar of the First Born. The Red Martians also believe this tale, in essence, though parts of the legend change with the telling:

"We trace our lineage, unbroken, direct to the Tree of Life which flourished in the center of the Valley Dor 23 million years ago.

For countless ages, the fruit of this tree underwent the gradual changes of evolution, passing by degrees from true plant life to a combination of plant and animal. In the first stages, the fruit of the tree possessed only the power of independent muscular action, while the stem remained attached to the parent plant; later a brain developed in the fruit, so that hanging there by their long stems they thought and moved as individuals.

APT (WHITEHARDS)

	Large Animal (Psionic)
Hit Dice:	9d8+18 (58 hp)
Initiative:	-1
Speed:	50 ft. (10 squares)
Armor Class:	13 (+5 natural, -1 Dex, -1 Size), touch 8, flat-footed 13
Base Attack:	+6
Grapple:	+21 (3 attempts per round)
Attack:	Slap +11 melee (1d6+6)
Full Attack:	2 slaps +11 melee (1d6+6) and 2 horns +6 melee (1d4+3) and bite +6 melee (1d8+6) or 3 grabs +11 melee touch
Space/Reach:	10 ft./5 ft.
Special Attacks:	Expert Grappler, Nibble
Special Qualities:	Scent, Superior Low-Light Vision, Multiple Eyelids, Longsight, Ice Blink, Fervor
Saves:	Fort +8, Ref +5, Will +4
Abilities:	Str 23, Dex 8, Con 15, Int 2, Wis 13, Cha 10
Skills:	Spot (6 ranks) +15, Survival (6 ranks) +10
Feats:	Improved Grapple ^B , Skill Focus (Survival), Alertness, Weapon Focus (Grapple), Power Attack
Environment:	Cold Plains
Organization:	Solitary, Pack (2-6), or Clan (7-20)
Challenge Rating:	6
Treasure:	Standard
Alignment:	Always Neutral
Advancement:	10-14 HD (Large), 15-21 HD (Huge), or by character class
Level Adjustment:	+2
Racial Bonuses:	Str +2, Dex +0, Con +0, Int 2, Wis +2, Cha +0

“It is a huge, white-furred creature with six limbs, four of which, short and heavy, carry it swiftly over the snow and ice; while the other two, growing forward from its shoulders on either side of its long, powerful neck, terminate in white, hairless hands, with which it seizes and holds its prey. Its head and mouth are



more similar in appearance to those of a hippopotamus than to any other earthly animal, except that from the sides of the lower jawbone two mighty horns curve slightly downward toward the front. Its two huge eyes ... extend in two vast, oval patches from the center of the top of the cranium down either side of the head to below the roots of the horns, so that these weapons really grow out from the lower part of the eyes, which are composed of several thousand ocelli each.

He stood head-on eyeing us as we approached him, for we had found it a waste of time to attempt to escape the perpetual bestial rage which seems to possess these demon creatures, who rove the dismal north attacking every living thing that comes within the scope of their far-seeing eyes.”

Apts are the most feared predators of the grim snowfields of the Martian North Pole, where they roam constantly in search of both living prey and carrion. Clans of closely-related Apts often lair together, relying on those of middle years that have the keenest senses to locate masses of creatures that have died all together in the fearsome and unpredictable polar ice storms, which they then gather to devour in a gluttonous feast. At other times, Apts seek prey alone and without employing pack tactics, seizing any creature that they find and ferociously slaying and gulping it down, both out of an uncontrolled joy in killing and jealousy of their fellows, who might seek to take the kill from them.