

OLD SCHOOL RULES



Dungeon Module HS5
The Indomitable Domain of Terlath the Tenebrific
By Jeremy Reaban

The Indomitable Domain of Terlath the Tenebrific

During his descent into depravity and charnel horror, the renowned archmage Reynaldo Lazendry trained several students in the wizardly arts. Most of them shunned his turn towards evil, but some embraced it. A handful of these dark apprentices escaped the calamity that sealed the dungeons of Reynaldo Lazendry and went on to varied careers in villainy.

One such scion was Terlath the Tenebrific. His necromantic studies took him on a different course than Lazendry's attempts to create life; rather Terleth contrived to make contraptions and constructs from corpses, along the lines of a flesh golem.

Note on Stat Blocks: I use semi-dual stats for both 1st edition and newer retro clones, with the 1st edition stats first, followed by the newer style. This only applies to movement and AC (Descending First, Ascending second). I omit size unless the monster is S or L. # of attacks is redundant with the attacks clearly shown in the damage section.

GM's Background

Terlath's necromancy was his undoing. One of his victims self re-animated as a revenant, sneaked up on him while he was doing something else, and choked him to death. As Terlath was not high enough level to cast clone or contingency, he was dead...but his spirit was restless and itself re-animated, not his body, but the worms and insects that devoured it, becoming a Worm That Walks

His new form frustrates him and he frequently spends long periods disincarnate.

General Dungeon Characteristics

The caverns are completely dark, the walls partly natural caves and partly carved by magic. The floors are a mix of stone and earth.

Because of the frequent experiments with undead a tenuous connection has been formed with the negative energy plane, causing all undead to be harder to turn by 4 (subjective from the player's roll) and reducing the time turned to the minimum.

There are no wandering monsters

1) Stone Block

A solid block of rock blocks what is clearly a passageway further into the cave. It can be removed in 8 hours by 4 characters using picks, or by suitable magic (such as a *disintegrate* spell or *rock to mud*)

While examining the block, the party hears a muffled cry of help coming from the west (room #2)

2) Xenopterid Lair

Along the western half of the cave are masses of spider webs and what appears to be two bodies fully cocooned. Although details cannot be made out clearly, they look like humans.

As the party approaches, both begin moving slightly, struggling with the cocoons, and making what seems like cries for help

Perhaps more appealingly, at their feet lay opened bags of treasure: gold, gems, and what look like scrolls.

Regardless, there is nothing actually trapped in the cocoon. They are semi-intelligent insects who have developed an ability to mimic humans, at least if no one gets a good look at them.

As soon as anyone comes near, they immediately attack.

2 Xenopterids MV 15"(40'); AC 2(18); HD 10; hp 55, 51; Atk 2-12(claw)/2-12(claw)/2-12(bite); SA Poison bite, must making saving throw or suffer 1d6 extra damage SD Glue slime, can spread and must make strength check to get unstuck AL N

The two treasure bags are real, however. The first contains 931 gp, two rubies worth 500 gp each, and a magic-user scroll containing *disintegrate*.

Attached to the scroll is a short note: "My dear colleague, I may be presumptuous, but I have enclosed a useful scroll to bypass my door in case you do not have a suitable spell handy. Terlath"



3) Fork in the Cave

To the south can be seen light, flicking flame coming from looks like to be a campfire.

A ranger or other tracker will note remnants of blood drops, now long gone but leaving tell tale marks on the floor. They look like someone was walking while dripping blood. The drops seem to indicate frequent traffic going and coming in all directions.

Exceptionally keen eared individuals (thieves, rogues, and elves) can detect faint echoes of singing, what sounds like a polka, coming from the south, but too faint to be directly.

4) Parlor of the Ecorche

This is the lair of Terlath's faithful henchman, Zindar, who he turned into a powerful undead known as an ecorche. An ecorche is a tall, very muscular human like figure, only without any skin. It has the ability to flay people and take their skins and squeeze itself into the stolen skin.

It however has little initiative, so when Terlath has no orders for it, it merely stands patiently in his lair, waiting for new orders or intruders. If he does hear a party fighting in room 5, he will leave his lair and attack them from behind.

Zindar the Ecorche SZ L; MV 12"(30'); AC -2(22); HD 14; hp 91; Atk 3-18(claw)/3-18(claw); SA Flay; SD Undead Immunities; AL NE

Strewn about the room are dozens of outfits of clothing, all shredded, with the skins of their previous owners folded almost neatly on top.

Also strewn in and about the clothing are 19 pieces of jewelry: a platinum tiara studded with diamonds worth 5,000 gp; a jade & platinum comb worth 2,000 gp; a gem encrusted silver medallion worth 1,000 gp; a silver & gold medallion worth 400 gp; 10 gold rings worth 50 gp each; a pair of gold earrings worth 100 gp; and a pair of gold & jade earrings worth 500 gp. Lastly, there is a *ring of warmth*

5) Central Room

As the party enters the room, they see three skeletal figures squatting around the campfire, sitting motionless. The campfire begins to crackle and spit and the flame increases in intensity. The logs in it begin to shimmer and shake and then finally move, forming themselves into the crude stick (well log) figure, a wicker golem.

As it rises, the eye sockets of the three skeletons begin to glow: one has two red eyes, another two greyish white eyes, and the last blazing blue eyes.

They too rise.

Needless to say, the four monsters attack. The wicker golem does so initially by throwing one of its arms at a random PC, while the 3 gem-eyed skeletons will throw their spells at the party: The red eyed skeleton can cast *burning hands* 2 times/day; the greyish eyed skeleton can cast *sleep* 2 times a day (unlikely to affect the PCs but may affect henchmen or hirelings), and the blue-eyed skeleton can cast *acid arrow* 2/day. These spells are cast as if by a 9th level Magic-User, so *burning hands* does 9 points of damage and *acid arrow* does damage for 3 rounds, attacks as if by a 9th level fighter and does 2-5 damage plus 2-8 per the 3 rounds.

Wicker Golem SZ L; MV 6"(15'); AC 4(16); HD 12; hp 54; Atk 1-12+1d6(slam)/1-12+1d6(slam); SA Throw Fire Log; SD Healed by Fire, Golem Immunities; AL N

3 Gem Eyed Skeletons MV 12"(30') AC 5(15); HD 4+4; hp 30, 22, 19; Atk 1-8 (sword); SA Spells; AL NE

When killed, the gem eyes of the skeletons become normal gems, two rubies worth 500 gp each, two moonstones worth 500 gp each, and two large aquamarines worth 1,000 gp each.

If the characters make a lot of noise fighting (and they probably do), the singing changes to yells of "Hallo!" and "Is anyone there? Living, you know?"

The voice is coming from the southern corridor (specifically room #7), though still not loud



6) Challenge of the Riddlemaster

Seated upon a stone throne sits a skeletal figure in a hooked cloak. He is perfectly motionless and says nothing unless approached by a person. At which point, he then asks a riddle.

Should the answer be correct, he throws that person a gem worth 1,000 gp. Should the answer be wrong, he lifts his finger and shoots that person with necromantic energy, causing 5d6 damage (no save allowed for a wrong answer).

Kajas the Riddlemaster MV 0; AC 3(17); HD 8; hp 42; Atk: 5d6 (necromantic bolt, save vs death magic for half); SD Undead immunities; AL N

Some possible riddles:

What has a head and tail but no body? A coin.

Poor people have it, rich people need it, if you eat it you die. Nothing

What lives on its own substances and dies when it devours itself? A candle.

He has 3 gems. If the PCs attack, he abruptly vanishes, and they have a 50% chance of raising the ire of the god of game show hosts, the griffin headed Nivrem..

He will not appear and attack, but instead swap the next 1d6 treasures they find with gag prizes, fake gems and jewelry, and cursed magic items.

(Also it is recommended that if a player gets an answer, he gets to keep the gem and xp for it outside the usual treasure splitting rules)

7) Magic Library and Summoning Room

The northern west wall of this room has a rack of books, but more likely the party's attention is drawn to the magic circle in the southern part of the room, or rather, the inhabitant, a scantily dressed woman with bat wings.

"Yes, I know what you are thinking," she says, "But no, I am not a succubus. I am a devil. A hetaera devil."

She then goes on to explain the details of the difference (read the end section) and offers a free month of service if they free her. She is not lying ("I'm lawful, you know") and will in fact do her best to help the party in the hopes they will renew her contract after a month

This may seem too good to be true, but bear in mind that evil is not stupid and devils have eternity.

She does not know much about Terlath. "He was really creepy, even for me," and has not seen any of the cave complex except for this room. "There's a treasure chest behind the curtain, you know."

If asked is she knows what happened to Terlath, she will relate "Gosh, I saw a corpse sneaking after him, you know, not one of his normal creations. Then the next thing I know, he comes back and he's a pile of worms."

Nyla the Hetaera Devil AC 0; HD 7; hp 42; Atk: By Weapon +3; SA Devil Powers SD Devil Immunities; AL LE

In her former life, Nyla was a priestess of Freya who turned her temple into a brothel. Nyla speaks with a slight Scandanvavian-American accent and says "you know". "I know", "Gee", and "Gosh", a lot. This makes her seem naive and empty headed, something she uses to her advantage.

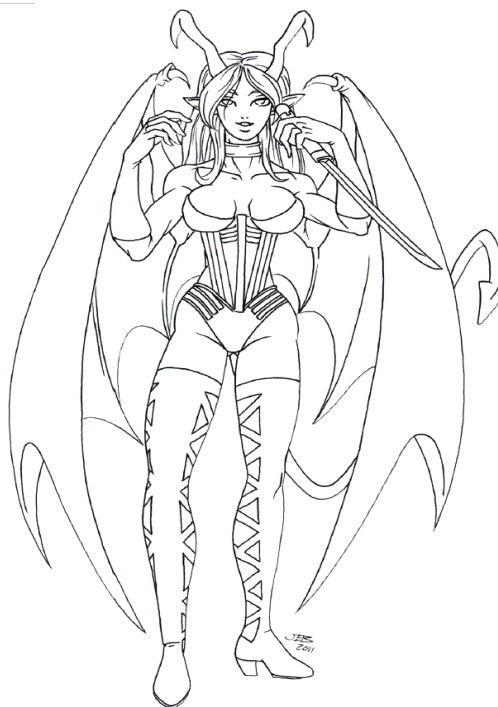
The books on the shelf are all devoted to either black magic or really depressing poetry. Some volumes are valuable, some quite valuable:

Necrocrafting: A Beginner's Guide - instruction manual to build standard necrocrafter, worth 5,000 gp

Advanced Necrocrafting - instruction manual to build large and giant necrocrafter, worth 5,000 gp

The Song of the Worm - poetry, 10 cp

Charnel Colossus: A Do It Yourself Guide by Nathaire - Instructions on building same, 20,000 gp



Good characters cannot sell the volumes without alignment problems. They either must donate them to a responsible party or destroy them.

8) Necrocraft Legion

Terlath had plans to create a legion of necrocraft, constructs made from dead bodies that resemble gargoyles or generic demons and are much easier to make and control than flesh golems (if much less effective in combat).

But he really never got beyond a squad. They stand at attention in room, two rows of 4 large (ogre sized) necrocraft, flanked by two (man sized) necrocraft and lastly, in back, a 12' tall necrocraft.

As the party enters the room, the two rows of large necrocraft charge, while the regular sized ones will take to the air with their wings and try to attack the back row. The giant necrocraft will throw rocks (there are 5 near him) then melee in whatever opening there is.

2 Necrocraft MV 12"(30')/Fly 12"(30'); AC 5(15); HD 4; hp 18, 18; Atk 1-4(claw)/1-4(claw)/1-6(bite); AL N

8 Large Necrocraft SZ L; MV 12"(30'); AC 4(16); HD 7; hp 31,31,31,31,31,31,31,31; Atk 1-6(claw)/1-6(claw)/1-8(bite); AL N

1 Giant Necrocraft SZ L; MV 12"(30'); AC 3(17); HD 10; hp 45; Atk 1-10(claw)/1-10(claw)/2-12(bite) or throw rock for 2-16; AL N



9) Graves

The floor of this room is earth, rather than stone (at least to a depth of 10'), and has been frequently used to bury corpses that Terlath did not need at the moment.

This frequent internment of angry dead spirits has led the earth itself to become undead known as gravebound, piles of grave dirt and bones that are animated and take the vague shape of corpses

This happens when the party enters the room. The next round, each gravebound will magically cause a 10' deep hole to appear under each party member (up to six). The character must then make a saving throw (vs petrification or reflex) or fall in, taking 1d6 falling damage.

On the round following that, any pit with a character in it is filled in, starting to smother the character. The character is effectively buried alive, but does not begin to suffocate until a number of rounds equal to half his constitution score have elapsed. At that point, the character takes 1d6 the first round, 2d6 the second round, 3d6 the third round, etc.

Characters may be dug out in 15 rounds by one person (reduced by half by every additional person up to 4) or in 6 rounds by using a shovel. Helpfully, each gravebound has a shovel strapped to its back.

Once the gravebound have used their burying alive attack, they then move to melee any who didn't fall in. They have no treasure save the shovels, as Terlath stole all their valuables before burying them.

6 Gravebound MV 12"(30'); AC 3(17); HD 5+5; hp 40, 36, 32, 29. 27, 18; Atk 1-10(claw)/1-10(claw); SA Dig Gave, Bury Alive; SD Undead Immunities; AL NE

10) Intersection

This intersection appears to only have three passageways: east, southeast, and southwest. In reality there is a fourth passage to the west, but it is blocked by four living walls, an undead construct that appears to be made out of limbs and heads and concrete

When the party reaches a, they might notice that the western wall seems odd (if they are looking for secret doors of the like).

If they proceed to room 12), then two living walls move from point a to block the passage, trapping the party in the room.

Once those two living walls are disposed with, as the party leaves and passes point a) again, another living wall attacks, this time squishing the party (or at least those in the front rank) against the opposite wall).

The last living wall then remains to block the passage to 11).

4 Living Walls, SZ L; AC 8 (18); HD 7; hp 32, 32, 32, 32; Atk 1-8+4(slam)/1-8+4(slam); SA Crush; SD Construct Immunities, Half Damage from Piercing/Bludgeoning Weapons, Fire and Cold; AL N

11) Treasury

Scattered across the room are thousands of gold, silver, and platinum pieces, the wealth that Terlath accumulated in his career that he did not spend on his necromantic research and crafting.

27,821 gp, 211,486 sp, and 1,422 pp

12) Storage Area

This room contains 7 kegs and 10 crates

Crates:

- a) 10 assorted left arms
- b) 9 assorted right arms
- c) 1000 eyeballs
- d) Mixed lot of tongues, noses, and ears
- e) Male naughty bits, dozen
- f) Female naughty bits, 11 sets
- g) 2 left feet, assorted. No, 20 left feet, actually
- h) 21 right feet, assorted
- i) hair, female
- j) hair, male

Kegs (each contains 50 pints):

- a) elf blood
- b) human blood
- c) dwarf blood
- d) halfling blood
- e) ogre blood
- f) red dragon blood
- g) vampire blood

As the blood has been in the kegs for quite a long time, they are generally worthless for medical purposes, but may have some alchemical/magical use.

The vampire blood in g) has some useful traits. If a character drinks a pint, 2-5 hit points are healed and gains a +1 to hit and damage in combat for an hour. This is somewhat addictive, the character must make a saving throw (vs magic or will) or immediately take another drink (if available).

It's also possible to use the blood as part of a transfusion, turning the character into a vampire.

13) Drowning Pool

Sometimes Terlath would have live subjects that he needed to be not so alive. Out of all the various methods of murder, he decided drowning was the easiest, especially with the help of a summoned ally, a drowning devil.

As the party enters the room, the devil swims up to the surface of the pond. If the party does nothing, it picks one member at random and uses its drowning attack, trying to fill that character's lungs with water.

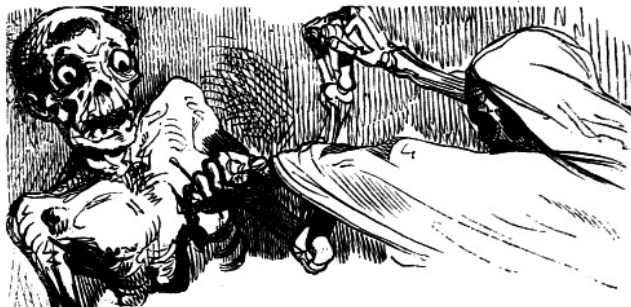
A saving throw vs death magic is allowed and on a fail, the character's lungs are full of water and begins drowning. The character has a number of rounds (minutes) equal to half their constitution score (round up) before they start taking damage – 1d6 the first round, 2d6 the second, and so on until dead or the water is removed.

Removing the water requires another character pushing on the chest and forcing it out. This takes 1-4 rounds unless the character is trained for it (such as the lifeguard class or is a sea-elf) and does 1-3 points of subdual damage per round.

The pond is only 5' deep, allowing characters to jump in and fight. However if the party flees (and drags any victim with them), it will not follow, as it will not leave the pond.

Seuqaj the Drowning Devil SZ L; MV 12"(30'); AC -1(21); HD 9; hp 62; Atk 1-9(slam)/1-8(slam)/2-12(bite); SA Drown; SD Devil Immunities, 75% MR; AL LE

On the far side of the pond is a pile of belongings to the victims of the drowning devil. This mostly consists of clothing, boots, and little knick-knacks, all worthless save a black dress which is a *Clothing of Defense*, AC 3 (17), functionally identical to the bracers of the same name.



14) Bedroom

In the northern alcove of the room is what is clearly a privy formerly cordoned off by a tapestry, now tattered and rotten. In the chamber itself, there is a very large wooden table and a remarkably long bed, about 12' long and 8' wide.

There is a large figure laying on the bed, underneath tattered covers

On the table are dozens of decaying letters, correspondence to and from various other necromantically inclined mages, including Reynaldo Lazendry, Teves the Bloody, Wale the Woeful, Drolon the Dank, and Illwig the Hag.

On the southern wall is small pile of debris, including what looks like a doll with an oversized head..

Of course, the figure on the bed and the doll are monsters. The thing on the bed is a skinstich, something of a lesser flesh golem only made with patches of flesh and stuffing.

The doll is actually much more dangerous, a miniature golem known as a tupilaq, carved from whale bone and animated.

Skinstich MV 12"(30'); AC 4(16); HD 6; Hp 27; Atk +3 Greataxe* 1-10+7+3; SA None SD No damage from blunt/piercing weapons; AL N

Tupilaq SZ S; MV 12'(30'); AC 0(20); HD 10; hp 45; Atk 3-18 (bite)/1-6(claw)/1-6(claw); SA Stinking Cloud 3/day; SD ½ damage from slashing/piercing weapons; AL N

*A greataxe is simply a very, very battleaxe and uses halberd stats. This is actually a toss away comment in the 1st edition monster book, though the term greataxe isn't used.

This particular axe is named *Thrémir* and was constructed in ages past by Ilmarinen to help fight the undead. It has a +3 bonus regularly, but this doubles to +6 vs undead. It also glows in their presence (25' radius): white for Hit Dice 1-3, blue for HD 4-6, purple for 7-9, red for 10 and up, and black for liches. This light causes the undead to glow in turn, as per the *faerie fire* spell. It has a gp value of 35,000 and xp of 3500.

15) Workshop

This is where Terlath spends most of his time, incarnate or disincarnate. It's full of bugs, all of which have been magically controlled by Terlath, either to comprise his own body, or to animate the exoskeletons of four giant spiders and two giant wasps.

As the PCs enter, Terlath rises up from the far side of the room, a humanoid form slowly building up amid the swarming roaches and worms and other icky things

Meanwhile, near the entrance of the room are the four exoskeletons of the spiders, literally crawling with them. These begin to move and attack the PCs.

In the north end of the room lay two giant wasp exoskeletons. As with the spider, it is full of live wasps who can control the skeleton magically. They take flight and move to attack characters in the rear.

Terlath will not fight intelligently at first, choosing to shoot a lightning bolt at the nearest PC, regardless if any of his insect allies is in front of them.

Once two lightning bolt spells are used, he starts to think a bit more, using web to try to trap the party (it won't affect his deathweb spiders, but will trap the deathflyer wasps) and his Globe of Invulnerability spell. He will also snipe any one looking weak with his magic missile spells

If the battle is going against him, he will attempt to use *teleport without error* to flee.

If you wish to help the PCs, you may wish to have the same revenant that killed Terlath the first time, come back to try to kill him again. While he can't really strangle him, he could distract Terlath for a round or two.

4 Medium Deathweb Spiders; MV 12"(30); AC 3(17); HD 4+4; hp 31, 25, 22, 18; Atk 2-12 (bite); SA 1d6 damage per round to any unarmored living creature in 5'; SD Undead immunities; AL NE

2 Deathflyer Wasps; MV Fly 21"(50); AC 1(19); HD 8; hp 51, 42; Atk 2-12 (sting); SA 1d6 per round to any unarmored creature in 5'; SD Undead Immunities; AL NE

Terlath the Tenebrific, 14th Level Worm that Walks Magic-User MV 9"(20'); AC 0(20); HD 14; hp 86; Atk 1-3; SA Spell use; SD No damage from piercing weapons, minimum from slashing; regenerate 2 hp round; suffers minimum damage from fireball/cold attacks.

Spells (5-5-5-4-4-2-1):

1st: Magic Missile x3, Protection from Good, Unseen Servant
2nd: Web x 5 (he likes it, okay?)
3rd: Dispel Magic, Hold Person, Lightning Bolt x 3
4th: Dig, Dimension Door x2, Ice Storm
5th: Animate Dead, Cone of Cold x2, Wall of Stone
6th: Death Spell, Globe of Invulnerability
7th: Teleport Without Error

Laying on the floor is a copy of the ***Demonicon***, which contains several spells involving the bindings and summoning of outsiders. Unfortunately its time on the floor has rotted many of its pages and it contains only the *spiritwrack* and *dolor* spells. It also has a dozen or so legible true names of demons and devils, including that of Nyla's and Seuqajs.

16) Blood Pool

After being defeated, the blood golem congeals into 10 blood red rubies, 4 worth 100 gp each, 3 worth 500 gp each, and 3 worth 1000 gp each.

Blood Golem SZ L; MV 30(12"); AC 20(0); HD 8; hp 40; Atk 2-12 (slam)/2-12 (slam); SA If both attacks hit, victim is drained of 5 additional hp which are added to the Blood Golem's hp; SD Construct Immunities; Half-damage from piercing/slashing weapons; Immune to spells except the reverse of heal spells; AL N

Appendix - Experience Points

Note: This is in line with 1st Edition experience totals, most other editions have lower xp values needed to level, so the treasure value should be reduced accordingly

Monster	Experience
2 Xenpterid (Room #2)	4,000 (2000x2)
Ecorche (Room #4)	3,900
Wicker Golem (Room #5)	3,700
3 Gem-Eyed Skeletons (Room #5)	600 (200x3)
2 Necrocraft (Room #8)	250 (125x2)
8 Large Necrocraft (Room #8)	4,000 (500x8)
1 Giant Necrocraft (Room #8)	1,500
6 Gravebound (Room #9)	3,150 (525 x 6)
4 Living Walls (Room #10)	1,900 (475 x4)
Drowning Devil (Room #13)	2,100
Skinstitch (Room #14)	400
Tupilaq (Room #14)	2,000
Terlath the Tenebrific (Room #15)	5,100
4 MedDeathweb Spiders (Room #15)	700 (175 x4)
2 Deathflyer Wasps	1800 (900 x2)
Blood Golem (Room #16)	2,150
Monster Total	37,250

Treasure	Experience
(Room 2)	(2531)
931 gp	931
2 Rubies (@500 gp)	1,000
Disintegrate Scroll	600
(Room 4)	(10,500)
Jeweled Platinum Tiara (@ 5,000 gp)	5,000
Jade & Silver Comb (@2,000 gp)	2,000
Gem & Silver Medallion (@1,000 gp)	1,000
Silver & Gold Medallion (@ 400 gp)	400
10 Gold Rings (@ 50 gp)	500
Pair of Gold Earrings (@100 gp)	100
Pair of Gold & Jade Earrings (@500)	500
Ring of Warmth	1,000
(Room 5)	(4,000)
2 Ruby Eyes (@ 500 gp)	1,000
2 Moonstone Eyes (@ 500 gp)	1,000
2 Aquamarines (@ 1,000) gp	2,000
(Room 9)	

6 Shovels	-
(Room 11)	(45,504)
27,821 gp	27,821
211,486 sp	10,573
1,422 pp	7,110
(Room 12)	?
Kegs	?
(Room 13)	(3,500)
Clothing of Defense AC3(17)	3,500
(Room 14)	(33,500)
Thremir (+3 Greataxe)	3,500
Books	30,000
(Room 15)	(5,000)
Denomicon (partial)	5,000
(Room 16)	(4,900)
4 Rubies (@ 100 gp)	400
3 Rubies (@ 500 gp)	1,500
3 Rubies (@ 1,000 gp)	3,000
Treasure Total	108,435
Experience Total	145,685

New Monsters

Blood Golem

FREQUENCY: Very rare
 NO. APPEARING: 1,2, or 2-5
 ARMOR CLASS: 0 (Descending) or 20 (Ascending)
 MOVE: 3" (Classic) or 10' (Neo)
 HIT DICE: 45 hp (10 HD)
 % IN LAIR: 100%
 TREASURE TYPE: Special
 NO. OF ATTACKS: 2
 DAMAGE/ATTACK: 2-12(slam)/2-12(slam)
 SPECIAL ATTACKS: See below
 SPECIAL DEFENSES: See below
 MAGIC RESISTANCE: See below
 INTELLIGENCE: Nil
 ALIGNMENT: Neutral
 SIZE: L (10' tall)
 XPV: 2,150 xp

Like other golems, the blood golem is a magical construct created by a high level magic-user or cleric. Instead of forming a body and then animating it, a large pool of blood is animated. This requires 30,000 gp of powdered rubies, a large amount of giant blood. 20% of flesh golem manuals will actually be for blood golems, as well as 10% of clay golem manuals.

The blood golem spends most of its time simply a very large pool of blood. However, when intruders appear (or something else specified by its creator), the blood congeals and rises up into a vaguely humanoid shape. It is very strong and strikes with two fists for 2-12 damage each. If both attacks hit, the victim takes a further 5 hit points of damage and this 5 hit points is gained by the blood golem (to a maximum of 64 hit points).

As they are liquid, piercing and slashing weapons have no effect on blood golems. Only magical blunt weapons do damage.

Like other golems, blood golems are immune to magic spells with a few exceptions: Healing spells will cause damage to the amount of healing they would normally do, fire spells do the minimum damage possible (all 1s on damage dice), and cold spells do no damage, but will allow magical slashing or piercing weapons to damage it for 1d4 rounds.

When killed, some of the blood congeals back into rubies (3d6) worth 100 gp, 500 gp, or 1000 gp each (even amounts of each)

Colossus, Charnel

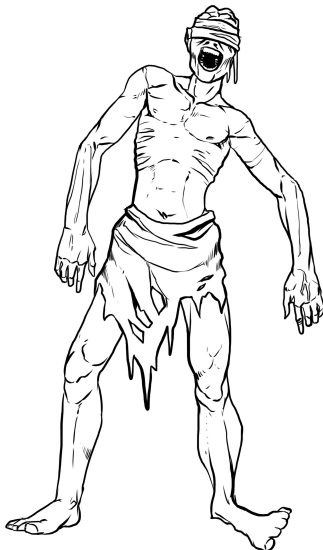
FREQUENCY: Unique
NO. APPEARING: 2-5
ARMOR CLASS: 0 (Descending) or 20 (Ascending)
MOVE: 24" (Classic) or 60' (Neo)
HIT DICE: 180 hp (40 HD)
% IN LAIR: 0%
TREASURE TYPE: None
NO. OF ATTACKS: 2 or 1
DAMAGE/ATTACK: 4-40(slam)/4-40(slam) or 8-80 (tree)
SPECIAL ATTACKS: Use tree as club
SPECIAL DEFENSES: Heal 20 hp/round
MAGIC RESISTANCE: Special
INTELLIGENCE: Nil (Special)
ALIGNMENT: Neutral
SIZE: L (60' tall)
XPV: 17,000 xp

Considered by many to be the peak of the necromancer's art, the charnel colossus is essentially an enormous flesh golem, only created by reducing hundreds of healthy corpses to their essentials of bone, muscle, fat, and sinew, melding them together in giant vats, then shaping them together to form a new, giant body in the shape of man.

The charnel colossus is immune to virtually all magic, except for a special magical powder used in the laying of the undead. Luckily for the world, this powder is commonly known by most necromancers.

Creating a charnel colossus requires a book describing the construction (which can also be learned from certain devils and demons), at least 500 healthy young corpses, 100,000 gp in chemicals and other materials, and takes 10,000 man hours of work.

While the charnel colossus may be controlled by its creator (often in a basket on the back), it's also possible for the creator to transfer his soul permanently to the colossus. This is generally only done when the creator is near death in his own body.



Devil, Drowning

FREQUENCY: Very Rare
NO. APPEARING: 1
ARMOR CLASS: -1 (Descending) or 21 (Ascending)
MOVE: 12"/Fly 12"/Swim 15" (Classic) or 30'/Fly 30'/Swim 40'
HIT DICE: 9
% IN LAIR: 50%
TREASURE TYPE: C (20% 1d12x1000 cp, 30% 1d6x1000 sp, 10% 1d8x1000 ep, 30% 1d10 gems, 25% 1d6 jewelry, 15% 1d2 magic items)
NO. OF ATTACKS: 3
DAMAGE/ATTACK: 1-8(slam)/1-8(slam)/2-12(bite)
SPECIAL ATTACKS: Drown
SPECIAL DEFENSES: Immune Fire, Poison, Half-Damage from Cold, Acid
MAGIC RESISTANCE: 75%
INTELLIGENCE: High
ALIGNMENT: Lawful Evil
SIZE: L (12-15' tall)
XPV: 2,100 xp

Called sarglagons in their Infernal tongue, drowning devils are among the few fiends who travel the seas and rivers of the multiverse as part of larger infernal plots. Even in the air or on the ground, a drowning devil moves with a haunting liteness as though it were swimming.

A typical drowning devil weighs 600 pounds, and can exceed 15 feet from head to tail.

Devil, Hetaera

FREQUENCY: Very Rare
NO. APPEARING: 1
ARMOR CLASS: 0 (Descending) or 20 (Ascending)
MOVE: 12"/Fly 18" (Classic) or 30'/Fly 50"
HIT DICE: 6
% IN LAIR: 50%
TREASURE TYPE: C (20% 1d12x1000 cp, 30% 1d6x1000 sp, 10% 1d8x1000 ep, 30% 1d10 gems, 25% 1d6 jewelry, 15% 1d2 magic items)
NO. OF ATTACKS: 1
DAMAGE/ATTACK: By weapon +4
SPECIAL ATTACKS: None
SPECIAL DEFENSES: Immune to Fire and Poison, Half-Damage from Cold, Acid, +1 to hit
MAGIC RESISTANCE: 50%
INTELLIGENCE: High
ALIGNMENT: Lawful Evil
SIZE: M (5-6' tall)
XPV: 500 xp

Hetaera or Consort Devils are in many ways the devilish counterpart to the succubus. But rather than dealing in passion or seduction, they treat love as a business matter to be bargained for. They are cold, calculating, and matter of fact.

They will offer their services for a fixed period of time to mortals in exchange for energy levels ("power"), wisdom ("essence"), constitution ("stamina"), or hit points ("vitality").

Terms are no more than a year for an energy level or ability score, and a month for a hit point. These are all lost permanently, but may be regained by magic (though not the restoration spell) or in the case of levels, by adventuring more. Payment is due up front.

Hetaera gain hit dice from this mortal energy, they need 49 total (hit points only count as 1/10) to reach 7 hit dice, 64 to reach 8 hit dice, 81 to reach 9 hit dice, and so on. Their armor class also improves by one per new hit dice and they may get additional powers as well.

While under contract, hetaera do their best to help their partners, in terms of their physical skills and advice. This advice is generally selfish and meant to help lead the partner down a path of evil, but subtly. They won't say something like "Let's go burn down the orphanage!", but instead say "You could use the reward money more than those orphans would. If you get more powerful, think of how much more good you can do."

Hetaera may *teleport without error* (themselves plus 50 lbs), *know alignment*, and *alter self* at will, and are strong, having 17 strength which does apply to weapon damage.

Ecorche

FREQUENCY: Very rare

NO. APPEARING: 1

ARMOR CLASS: 5 (Descending) or 15 (Ascending)

MOVE: 12" (Classic) or 30' (Neo)

HIT DICE: 14

% IN LAIR: 50%

TREASURE TYPE: A (30% 1d6x1000 cp, 30% 1d6x1000 sp, 35% 1d6x1000 ep 40% 1d10x1000gp, 25% 1d4x100 pp, 60% 4d10 Gems, 50% 3d10 Jewelry, 30% 1d3 magic items of any type)

NO. OF ATTACKS: 2

DAMAGE/ATTACK: 3-18(claw)/3-18(claw)

SPECIAL ATTACKS: Flay

SPECIAL DEFENSES: Undead Immunities

MAGIC RESISTANCE: Standard

INTELLIGENCE: Average

ALIGNMENT: Neutral Evil

SIZE: L (8 1/2' tall)

XPV: 3,900 xp

Created to be bodyguards and spies by necromancers and liches and other powerful undead, ecorche appear to be a very large, incredibly muscular human without skin. This musculature has been overdeveloped by infusions of necromantic

toxins and grafts of reanimated sinew

Although its natural form possesses no skin, an ecorche can steal the flesh of another creature, flaying its victim in mere seconds and leaving it in unimaginable shock and pain with only moments to seek aid before perishing. Yet this gruesome act of violence is only the first stage of the chaos an ecorche spreads with its violence.

An ecorche possesses incredible control over its gruesome form, allowing it to compress its body into the skin of a much smaller creature. Wearing such grisly garb, these terrors walk among the living, doing the bidding of their terrible masters or searching for more influential individuals to murder, skin, and impersonate. If an ecorche's unholy nature is revealed, the monster is quick to dispose of its now-useless disguise, bursting from the suit of flesh and exposing its terrible form to the unprepared, few of whom can withstand such unabashed gore.

When an ecorche rolls an 18 or better on his to hit roll (and has hit his target) while striking a target in non-metallic armor, he has partially flayed that target, doing an additional 3-18 damage and causing bleeding for an additional 2 points per round until bandaged or healing magic is used.

An ecorche stands approximately 8-1/2 feet tall and weighs upward of 600 pounds.

Golem, Wicker

FREQUENCY: Very Rare

NO. APPEARING: 1

ARMOR CLASS: 5 (Descending) or 15 (Ascending)

MOVE: 6" (Classic) or 15' (Neo)

HIT DICE: 54 hp (12 HD)

% IN LAIR: 100%

TREASURE TYPE: Nil

NO. OF ATTACKS: 2

DAMAGE/ATTACK: 1d12+1d6 (slam)/1d12+1d6(slam)

SPECIAL ATTACKS: Fire Log Throw

SPECIAL DEFENSES: Construct immunities, healed by fire damage

MAGIC RESISTANCE: Standard

INTELLIGENCE: None

ALIGNMENT: Neutral

SIZE: L(9' tall)

XPV: 3,700 xp

Wicker golems are fashioned into the shape of a man and then set on fire. Rather than be consumed by the flames, fire gives the wicker golem life.

A wicker golem's slam attack does 1d12 damage plus an additional 1d6 fire damage. If no opponent is in melee range, it may opt to throw one of its arms up to 50' for normal damage (1d12+1d6 fire)

Gravebound

FREQUENCY: Uncommon
NO. APPEARING: 1, 2, or 3-6 (tomb)
ARMOR CLASS: 3 (Descending) or 17 (Ascending)
MOVE: 12"/Burrow 12" (Classic) or 30'/Burrow 30' (Neo)
HIT DICE: 5+5
% IN LAIR: 100%
TREASURE TYPE: C (20% 1d12x1000 cp, 30% 1d6x1000 sp, 10% 1d8x1000 ep, 30% 1d10 gems, 25% 1d6 jewelry, 15% 1d2 magic items)
NO. OF ATTACKS: 2
DAMAGE/ATTACK: 1-10(claw)/1-10(claw)
SPECIAL ATTACKS: Dig Grave, Bury Alive
SPECIAL DEFENSES: Undead Immunities
MAGIC RESISTANCE: Standard
INTELLIGENCE: Average
ALIGNMENT: Lawful Evil
SIZE: M (5-6' tall)
XPV: 525 xp

Gravebound are hateful creatures formed when the souls of people who were buried alive return, animating grave dirt to form new bodies. Obsessed with their own deaths, gravebound can't travel far from their resting places, but they seethe with the need to inflict their fate upon others. A gravebound digs graves and attempts to bury victims alive in them, and wounds taken at its hands can cause a victim to appear to be dead. Each gravebound arises with a shovel attached to its back—a mark of its obsession—and those who slay a gravebound can take the shovel to assist buried allies before they suffocate.

A gravebound may opt not to attack in a round and instead magically open a 10' pit beneath a creature. That creature must then make a saving throw (vs. petrification or reflex) to avoid falling in and taking normal damage (1d6).

If a creature fell in, on the next round it uses its magic to fill in the grave, burying the creature inside alive under 3,000 lbs of dirt.

Dirt may be removed from a grave at 200 pounds per minute per person, or 500 lbs per minute using a shovel.

Normal characters may hold their breath for a number of rounds equal to half their constitution score (round up). After that they begin to suffocate. Suffocating characters take 1d6 damage the first round (minute), 2d6 the second, 3d6 the third, and so on until dead or rescued.

Living Wall

FREQUENCY: Very Rare
NO. APPEARING: 1
ARMOR CLASS: 8 (Descending) or 12 (Ascending)
MOVE: 3" (Classic) or 10' (Neo)
HIT DICE: 32 hp (7 HD)
% IN LAIR: 100%
TREASURE TYPE: Nil
NO. OF ATTACKS: 2
DAMAGE/ATTACK: 1d8+4 (slam)/1d8+4 (slam)
SPECIAL ATTACKS: Crush
SPECIAL DEFENSES: Construct Immunities, Half Damage from Piercing/Bludgeoning Weapons, Fire and Cold
MAGIC RESISTANCE: Standard
INTELLIGENCE: None
ALIGNMENT: Neutral
SIZE: L(10' tall)
XPV: 475 xp

Despite the name, the living wall is not alive, nor for that matter, undead, but instead is a construct. Essentially a flesh golem in the shape of a 10x10x10 cube of flesh, dozens of corpses melded together through magic. Despite the large size, it's not nearly as finely crafted as a flesh golem and is more than an obstacle than guardian..

Its normal method of attack is to creep into range to make slam attacks, then push opponents against other walls and crush them to death (doing 1d8+4 damage per round, but hitting automatically). Living walls follow basic orders and are normally used to block access to certain parts of their creator's lair—to get through a living wall, it must be killed and hacked apart to create a space other creatures can pass through. Living walls can be ordered to stack themselves on top of each other to reach higher ceilings, but this requires a ramp to allow one to climb onto the other.

Living walls that are next to each other will link up into one creature, combining their hit dice for total hit points, but not for determining their to hit.

A living wall weighs 4,000 pounds. The appearance of each one varies wildly depending on the creatures used to make up its constituent parts.

Necrocraft

A necrocraft is a medley of undead body parts and corpses grafted together with dark magic to create a single animated undead creature with abilities based on its component pieces and the surgical and necromantic talents of its creator. Necrocrafts are better suited for brute force than delicate manipulation, and most creators build larger hulks rather than smaller, more agile (and fragile) necrocrafts. Though necrocrafts can be of virtually any size and can be made up of undead bodies or parts of any size, a typical Medium specimen is 7 feet tall and weighs 250 pounds.

The details of the ritual to create a necrocraft vary greatly, and depend on the particular undead parts used and the intended size of the resulting creature. The final anatomy of the creation largely depends on the master's artistry, creativity, and personal preferences—as well as any specific goals it has in mind for the creature. For example, a necrocraft's "teeth" could actually be dozens of clawed ghoul talons, or its eyes and mouth might be located in its chest rather than in a distinct head.

Necrocraft (Standard)

FREQUENCY: Very rare
NO. APPEARING: 1, 2 or 3-6 (gang)
ARMOR CLASS: 5 (Descending) or 15 (Ascending)
MOVE: 12"/Fly 12" (Classic) or 30'/Fly 30' (Neo)
HIT DICE: 18 hp (4 HD)
% IN LAIR: 100%
TREASURE TYPE: None
NO. OF ATTACKS: 3
DAMAGE/ATTACK: 1-4(claw)/1-4(claw)/1-6(bite)
SPECIAL ATTACKS: None
SPECIAL DEFENSES: None
MAGIC RESISTANCE: Standard
INTELLIGENCE: Average
ALIGNMENT: Neutral Evil
SIZE: M (7' tall)
XPV: 125 xp

The typical necrocraft is a large humanoid with thick muscle and jutting bone taken from multiple corpses fused together form a winged, humanlike predator. They are clumsy fliers.

Necrocraft require five corpses to create and can be built with extra arms (providing additional attacks), improved armor (either extra bones improving AC by 2, or metal plates improving by 5), and by replacing forearms with metal blades (either short or broadswords)

Necrocraft can (and do) eat corpses to repair any damage they have suffered. Each medium sized corpse consume repairs 5 hit points of damage.

Necrocraft (Large)

FREQUENCY: Very rare
NO. APPEARING: 1, 2 or 3-6 (gang)
ARMOR CLASS: 4 (Descending) or 16 (Ascending)
MOVE: 12" Classic) or 30' (Neo)
HIT DICE: 32 (7 HD)
% IN LAIR: 100%
TREASURE TYPE: None
NO. OF ATTACKS: 3
DAMAGE/ATTACK: 1-6(claw)/1-6(claw)/1-8(bite)
SPECIAL ATTACKS: None
SPECIAL DEFENSES: None
MAGIC RESISTANCE: Standard
INTELLIGENCE: Average
ALIGNMENT: Neutral Evil
SIZE: L (12' tall)
XPV: 500 xp

Large necrocraft look much like their smaller brethren, but lack wings and have somewhat denser bodies. They require 10 corpses to create.

Necrocraft (Giant)

FREQUENCY: Very rare
NO. APPEARING: 1
ARMOR CLASS: 3 (Descending) or 17 (Ascending)
MOVE: 12" Classic) or 30' (Neo)
HIT DICE: 45 (10 HD)
% IN LAIR: 100%
TREASURE TYPE: None
NO. OF ATTACKS: 3
DAMAGE/ATTACK: 1-10(claw)/1-10(claw)/2-12(bite)
SPECIAL ATTACKS: Rock Throw 2-16
SPECIAL DEFENSES: See below
MAGIC RESISTANCE: Standard
INTELLIGENCE: Average
ALIGNMENT: Neutral Evil
SIZE: L (12' tall)
XPV: 1,500 xp

Giant necrocraft also look much like their smaller brethren, though like large necrocraft, they lack wings. They are able to throw rocks up to 60 feet away, doing 2-16 damage. They are unable to catch rocks.

They require twenty-five corpses to create.

Riddlemaster

FREQUENCY: Very rare
NO. APPEARING: 1
ARMOR CLASS: 3 (Descending) or 17 (Ascending)
MOVE: 0" (Classic) or 0' (Neo)
HIT DICE: 42 hp (8 HD)
% IN LAIR: 100%
TREASURE TYPE: None
NO. OF ATTACKS: 1
DAMAGE/ATTACK: 5d6 (Necromatic Blast)
SPECIAL ATTACKS: None
SPECIAL DEFENSES: Undead Immunities
MAGIC RESISTANCE: Standard
INTELLIGENCE: Nil
ALIGNMENT: Neutral
SIZE: M (6' tall)
XPV: 1,000 xp

Riddlemasters are lich like beings, the undead forms of great sages and game show hosts. They appear almost randomly in dungeon rooms, always either seated or standing behind a podium, asking questions of any that pass by.

Those that answer correctly are rewarded, usually with gems, while those that answer incorrectly are punished by a blast of necromantic energy that does 5d6 damage.

A few riddlemasters do not ask questions, but merely state a fact and expect an answer in the form of a question.



Skeleton, Gem-Eyed

FREQUENCY: Uncommon
NO. APPEARING: 1,2, or 3-12 (herd)
ARMOR CLASS: 4 (Descending) or 16 (Ascending)
MOVE: 12" (Classic) or 30' (Neo)
HIT DICE: 4+4
% IN LAIR: 100%
TREASURE TYPE: See Below
NO. OF ATTACKS: 1
DAMAGE/ATTACK: 1-8
SPECIAL ATTACKS: Spells
SPECIAL DEFENSES: No damage from cold, half damage from slashing/piercing weapons
MAGIC RESISTANCE: Standard
INTELLIGENCE: Low
ALIGNMENT: Neutral
SIZE: M (5-6' tall)
XPV: 200 xp

First created by the legendary lich, Vamot the Moldy, a gem-eye skeleton is a form of skeleton that has magically enchanted gems for eyes. These gems give the gem-eyed skeleton the ability to cast a 1st or 2nd level spell once per day (per eye).

The creator casts a spell into a 500 gp gem (1st level spells) or 1,000 gp gem (2nd level spells) during creation using *animate dead*. These spells are cast as if by a 9th level magic-user.

The type of gem corresponds to the spell. For instance, a garnet for *burning hands*, moonstone for *sleep*

Skinstich

FREQUENCY: Very rare
NO. APPEARING: 1 or 2-4 (gang)
ARMOR CLASS: 4 (Descending) or 16 (Ascending)
MOVE: 12" (Classic) or 30' (Neo)
HIT DICE: 27 hp (6 HD)
% IN LAIR: 100%
TREASURE TYPE: None
NO. OF ATTACKS: 1
DAMAGE/ATTACK: By weapon + 7 or 2-12 (slam)
SPECIAL ATTACKS: None
SPECIAL DEFENSES: No damage from piercing or bludgeoning weapons or cold
MAGIC RESISTANCE: Standard
INTELLIGENCE: Nil
ALIGNMENT: Neutral
SIZE: L (8' tall)
XPV: 400 xp

A skinstich is a crude construct made of cloth, leather, hides, and skins sewn together into a roughly ogre-like shape and stuffed with hay. Skinstiches are usually created by a spellcaster lacking the power, talent, or gold to craft a flesh golem.

A skinstitch's stuffing juts out of gaps in the sewing and the mouths and eye-holes of its component faces, giving it a horrifying, ragged look. As it is basically just hay covered with leather, bludgeoning weapons such as a mace or club do no damage. neither do piercing weapons nor does cold affect it. Slashing weapons do full damage

Its components make it susceptible to fire, taking double damage from fire, as well as actually catching on fire, taking an additional 1d6 damage each round. A skinstich on fire does an extra d4 of fire damage to its slam attack

It's possible to use other material to make a skinstich, such as skin from a dragon which gives it a much higher armor class and not as susceptible to fire.

Spider, Deathweb

FREQUENCY: Very rare
NO. APPEARING: 1,2, or 2-8 (Pack)
ARMOR CLASS: 5, 3, or 1 (Descending)
or 15, 17, or 19 (Ascending)
MOVE: 12" (Classic) or 30' (Neo)
HIT DICE: 2+2,4+4, or 8+8
% IN LAIR: 50%
TREASURE TYPE: Q
NO. OF ATTACKS: 1
DAMAGE/ATTACK: 2-8(bite) or 2-12(bite) or 2-16(bite)
SPECIAL ATTACKS: Spider Aura 5'
SPECIAL DEFENSES: Undead Immunities
MAGIC RESISTANCE: Standard
INTELLIGENCE: Average
ALIGNMENT: Neutral Evil
SIZE: S,M,L
XPV: 50, 175, or 1,000 xp

Deathweb spiders are the exoskeletons of death giant spiders (of S,M, or L sizes) animated by the binding of thousands of living spiders into said exoskeleton, moving it about like a puppet.

They lack any web or poison ability of a living spider, but the thousands of spiders leak out of the body and sting and bite any living creature within 5' of the deathweb spider, causing 1d6 damage to anyone not completely encased on armor or heavy clothing.



Tupilaq

FREQUENCY: Very rare
NO. APPEARING: 1
ARMOR CLASS: 0 (Descending) or 20 (Ascending)
MOVE: 12"/Swim 24" (Classic) or 30'/Swim 60' (Neo)
HIT DICE: 45 hp (10 HD)
% IN LAIR: 50%
TREASURE TYPE: None
NO. OF ATTACKS: 3
DAMAGE/ATTACK: 3-18 (Bite)/1-6(claw)/1-6(claw)
SPECIAL ATTACKS: Spell Casting
SPECIAL DEFENSES: ½ damage from slashing and piercing weapons
MAGIC RESISTANCE: Standard
INTELLIGENCE: Nil
ALIGNMENT: Neutral
SIZE: S (3' tall)
XPV: 2,000 xp

Tupilaqs are small constructs crafted out of whale bones and whale teeth for the sole purpose of murdering the creator's enemies. A tupilaq's appearance can vary based on its construction, but all have prominent jaws and a small body with hands and feet fit for swimming. A tupilaq usually stands 3 feet tall and weighs only 30 pounds.

Tupilaqs must be created in secrecy—if any other person discovers the tupilaq is being created, the attempt to build the construct immediately fails. As part of its creation, the creator invites or lures a host spirit to possess the tupilaq. Most often, the animus of a tupilaq is that of a dead child or other small humanoid, and the parity of size between the new vessel and the spirit's previous body is what gives the creature a speed and agility on land and in water that is atypical for most constructs. This trapped spirit is also what makes a tupilaq so savage and murderous.

Although small, it's extremely strong and its mouth jaws are extremely powerful, as well as being outsized for the rest of its body, doing immense damage.

When created, a tupilaq is given a 1st or 2nd level spell which it may then cast 3 times per day. This spell is carved into it and may be erased by an erase spell or similar magic at which point it loses its spell ability and turns on its creator.

Wasp, Deathflyer

FREQUENCY: Very rare
NO. APPEARING: 1,2, or 3-12 (Swarm)
ARMOR CLASS: 1 (Descending) or 19 (Ascending)
MOVE: 6"/Fly 21" (Classic) or 10'/Fly 50' (Neo)
HIT DICE: 8
% IN LAIR: 50%
TREASURE TYPE: Q
NO. OF ATTACKS: 1
DAMAGE/ATTACK: 2-12 (sting)
SPECIAL ATTACKS: Wasp Aura 5'
SPECIAL DEFENSES: Undead Immunities
MAGIC RESISTANCE: Standard
INTELLIGENCE: Average
ALIGNMENT: Neutral Evil
SIZE: M
XPV: 900 xp

Deathflyer wasps are similar to deathweb spiders, exoskeletons of dead giant insects (in this case a wasp) reanimating by infusing it with a horde of thousands of living wasps

Worm That Walks

FREQUENCY: Very rare
NO. APPEARING: 1)
ARMOR CLASS: 0 (Descending) or 20 (Ascending)
MOVE: 9" (Classic) or 20' (Neo)
HIT DICE: 7+
% IN LAIR: 90%
TREASURE TYPE: None
NO. OF ATTACKS: 1
DAMAGE/ATTACK: 1-3
SPECIAL ATTACKS: Spells
SPECIAL DEFENSES: No damage from piercing weapons, minimum damage from slashing
MAGIC RESISTANCE: Standard
INTELLIGENCE: Nil
ALIGNMENT: Neutral Evil
SIZE: M (5'-6' tall)
XPV: 7th: 775 xp; 8th: 1,200 xp; 9th: 1,800 xp; 10th: 2,600 xp; 11th: 3,600 xp; 12th: 3,700 xp; 13th: 5,000 xp; 14th: 5,100 xp; 15th: 6,700 xp; 16th: 6,800 xp; 17th: 8,400 xp; 18th: 8,500 xp

"Happy is the tomb where no wizard hath lain, and happy the town at night whose wizards are all ashes. For it is of old rumour that the soul of the devil-bought hastes not from his charnel clay, but fats and instructs the very worm that gnaws; till out of corruption horrid life springs, and the dull scavengers of earth wax crafty to vex it and swell monstrous to plague it. Great holes secretly are digged where earth's pores ought to suffice, and things have learnt to walk that ought to crawl." — Ibn Schacabao

When a magic-user of particular evil, especially a necromancer, dies, sometimes his soul takes

command of the very worms and insects that feast upon his body, using those vermin to continue his life by making those vermin his very body.

Despite being completely unable to talk, the Worm That Walks is able to cast spells as he did in life.

Being comprised of thousands of living beings, magic affects a Worm that Walks unusually. A magic spell that affects a single (or even small number of) target will only affect a single (or however many the spell affects) worm or bug. Thus a magic-missile would kill part of the Worm that Walks, but it would show no actual effects. Similarly, a sleep spell would put perhaps 20 worms to sleep, and a disintegrate would simply vaporize one bug.

Furthermore, because they are made up of a horde of vermin, one on top of each other, spells that only last an instant (such as fireball or cone of cold), as they only affect the outer layer. The exception are lightning attacks, which do full damage.

While Worms that Walk are usually found in their lairs, occasionally they may go forth, hiding under robes and wearing gloves and a wax mask, using a wax tablet to write to communicate.

Xenopterid

FREQUENCY: Very rare
NO. APPEARING: 1,2, or 3-30 (Hive)
ARMOR CLASS: 2 (Descending) or 18 (Ascending)
MOVE: 15" (Classic) or 40' (Neo)/ Fly 9" (Classic) or 20' (Neo)
HIT DICE: 10 HD
% IN LAIR: 50%
TREASURE TYPE:
NO. OF ATTACKS: 3
DAMAGE/ATTACK: 2-12 (claw)/2-12(claw)/2-12(bite)
SPECIAL ATTACKS: Digestion Fluid Injection
SPECIAL DEFENSES: Web
MAGIC RESISTANCE: Normal
INTELLIGENCE: Low
ALIGNMENT: Neutral
SIZE: M (6' tall)
XPV: 2,000 xp

Xenopterids are human-sized predatory insects with the insidious ability to mimic the form of their favorite prey—humanoids. Xenopterids can be encountered nearly anywhere they can find food, quickly adapting their mimicry to resemble whatever humanoids are most common in a particular region. They can bend their wings to form cowls and cloaks, and they can fold their limbs to imitate humanoids' weapons and armor. A xenopterid's eeriest feature is its mouth—a crude chitinous beak that, when closed, resembles a human face. Up close, the xenopterid's unsettling nature is obvious, but from a distance or in dim light, the creature easily passes for its prey.

Because their mimicking abilities require concealment, xenopterids commonly hunt their prey at night. Once a xenopterid captures and kills a victim, it liquefies the creature's remains in order to bring the putrid slurry back to the hive where it stuffs this substance into small spherical capsules the creatures use as food. Some evil races prize these capsules, and make gruesome liquors by fermenting the contents.

Xenopterids live in colonies in abandoned ruins, old castles, decrepit farmsteads, and similarly abandoned human structures. A colony typically consists of 19 to 28 sterile drones and a fertile hive king and hive queen (xenopterids with maximum hit points). Each colony has only one fertile male, so xenopterids reproduce slowly. Still, the only way to destroy a xenopterid colony is to kill both the king and the queen, and neither one of them ever leaves the safety of the hive. Xenopterid drones become fiercely aggressive when defending the hive against invaders.

On an attack roll of 18 or higher on its bite attack, the Xenopterid injects the victim with its digestive fluid, doing an additional 2-12 damage (save versus poison or fortitude for half) .

Although too slow to be used in combat, a xenopterid may create a web (as per the spell) in a 10' diameter every turn.

Credits

The cover art is by the great Virgil Finlay from a public domain issue of *Weird Tales* where it illustrated Manly Wade Wellman's *Black Drama*, which is really one of the best occult detective stories ever written.

Maps are modified versions of original maps by Oone Games. While still recognizable, I changed about half the rooms and added a few more and other bits..

The Riddlemaster picture is actually a Crypt Thing by Gary Dupuis, stock art used under license from Headless Hydra Games, as is the picture of the Necrocrafter, which is really meant to be some sort of demon I am unfamiliar with.

The lady devil picture is by Jacob Blackmon, stock art used under license from Rogue Genius Games. They have a lot of his stuff which is good quality at very low price. The downside is it's in PDFs, which are hard to work with because the black & white pictures copy and paste into my image program strangely, with a black background (instead of white) and lots of little white dots all over the place.

The charnel colossus picture is actually a zombie from Eric Quigley via Inkwell Ideas

The other art is old public domain art by Edoard de Beaumont from Gutenberg's *Le diable amoureux*.

Most of the monsters are taken from the 3.75 edition of the game. The charnel colossus is from Clark Ashton Smith, the Worm that Walks is from H.P. Lovecraft, and the Xenopterid is from Donald A. Wollheim.

Design Notes

Like HS3, and HS4, this was originally part of a larger dungeon complex which I've separated and added on to

It's connected (of sorts) to my RL1-3 series of modules (of which, only RL1 is actually out, but RL2 should be out by June or July 2017) but really doesn't share any direct ties.

To a large extent, it's mostly an excuse to use new monsters. While I really don't like the 3rd edition rules anymore, especially at mid to high levels (and the 3.75 edition makes that problem even worse), I do really like and appreciate the effort they put in their monster books. Not only do they stay true to the spirit of the original game, they include lots of monsters from horror fiction.

Conversions are mostly by ear. 3rd edition starts off using the same scale as older editions, at least from levels one to ten. But after that old school games stop improving, while in 3rd edition, they almost get better exponentially.

On the other hand, one of the problems with 1st edition is that the original monsters were written for the original edition in mind, where fighters improved to their hits very slowly, and where armor class was basically 9 to 0, as opposed to the 10 to -10 of 1st edition.

As a result, many monsters in 1st edition are seemingly underpowered, at least in terms of hit dice and armor class. 2nd edition fixed this, revising many of the original monsters.

Anyway, my point is, while at first glance many of these monsters look a bit tough, but in reality, not so much, at least for 1st edition characters.

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