

APOCALYPSE SPELL

OVER THE AGES, A FEW SPELLS of epic magnitude have reverberated throughout history. Spells that provide enough power to slay gods, bind primordials, annihilate empires, and create astral dominions leave behind some of their essence. In time, that essence can form a living spell, which stalks the universe and destroys everything in its path. Some of these spells become adaptive, learning from millennia of experience and gaining the intelligence to conspire with like-minded creatures.

LORE

Arcana DC 32: Apocalypse spells are spontaneous creations; each spell has simple motivations associated with the source of its creation.

Apocalypse spells can be controlled through rituals, powerful artifacts, and cunning persuasion. Carefully controlled apocalypse spells have wrought the destruction of empires. Scholars speculate that one of the creatures was present at the fall of Bael Turath. According to ancient scrolls, the creature's controller lost hold of the monster, and the spell rampaged across the remnants of both Bael Turath and Arkhosia.

Other creatures seek to harness the power of apocalypse spells to turn the tide of battle or seize neighboring lands. The forsaken, a group of powerful humanoids that loathe the gods, comb the universe in search of apocalypse spells. It is whispered that they possess a relic from the dawn of creation that allows them to maintain control of numerous apocalypse spells at once.

ENCOUNTERS

By their nature, apocalypse spells are destructive, but some individuals can control or focus an apocalypse spell's harmful impulses. Angels, devils, and demons can sometimes influence or direct the spells. Both forsaken and tulgars frequently ally with apocalypse spells in attempts to seize astral dominions and other territories within the planes. On rare occasions, a mortal is powerful enough to command an apocalypse spell, perhaps intending to use its might to bring down empires and challenge gods.

PRISON OF MUAL-TAR

When the primordial Mual-Tar was taken captive and bound with Moradin's mighty chains, a spell was cast to seal the prison. Mual-Tar strained against the chains, and shards of metal and magic broke away to land in the Astral Sea, where they gained life. Now, remnants of that spell—creatures made of metal, stone, and magic—rage through the cosmos, seeking to imprison or destroy.

Prison of Mual-Tar		Level 26 Soldier
Large immortal animate (construct)		XP 9,000
HP 242; Bloodied 121		Initiative +22
AC 41, Fortitude 39, Reflex 38, Will 36		Perception +17
Speed 6		
Resist 15 force		
TRAITS		
☼ Cloying Chains ◆ Aura 5		
Any enemy that starts its turn within the aura is marked by the prison of Mual-Tar until the start of the enemy's next turn.		
Agent of Divine Will		
The prison of Mual-Tar ignores insubstantial, concealment, and cover (but not total concealment or superior cover).		
STANDARD ACTIONS		
⬇ Fettering Lash ◆ At-Will		
Attack: Melee 4 (one creature); +31 vs. AC		
Hit: 3d8 + 21 damage. If the target makes an attack that doesn't include the prison of Mual-Tar before the end of the target's next turn, the prison of Mual-Tar pulls the target 10 squares to the nearest square as a free action.		
⬇ Double Attack ◆ At-Will		
Effect: The prison of Mual-Tar uses <i>fettering lash</i> twice, making each attack against a different target.		
TRIGGERED ACTIONS		
Reactive Coils ◆ At-Will		
Trigger: An enemy pushes, pulls, or slides the prison of Mual-Tar.		
Effect (Immediate Reaction): The prison of Mual-Tar pulls the triggering enemy 10 squares to a square adjacent to the prison of Mual-Tar. The triggering enemy is immobilized until the end of its next turn.		
Unfettered Apocalypse ◆ Encounter		
Trigger: An enemy scores a critical hit against the prison of Mual-Tar or the prison of Mual-Tar is first bloodied.		
Effect (No Action): The prison of Mual-Tar creates a duplicate of itself, which appears in the nearest unoccupied squares. The duplicate has the same hit points as the prison of Mual-Tar, is considered to have expended the same powers as the prison of Mual-Tar, and acts during the prison of Mual-Tar's next turn. Any effects on the prison of Mual-Tar do not transfer to the duplicate. At the end of the prison of Mual-Tar's next turn, the duplicate disappears.		
Str 29 (+22)	Dex 24 (+20)	Wis 18 (+17)
Con 26 (+21)	Int 11 (+13)	Cha 15 (+15)
Alignment unaligned		Languages Supernal

PRISONS OF MUAL-TAR IN COMBAT

As it rampages across the planes, a prison of Mual-Tar utilizes few tactics in combat. The monster lashes out at enemies with the fury of a thunderstorm. If controlled by an external influence, it fights for its master's purpose, destroying anyone who interferes.

Whether from an echo of its original divine purpose or by its own sentience, a prison of Mual-Tar avoids attacking divine characters, preferring to focus on enemies that have the elemental origin and foes that wield elemental powers. Characters who have divine powers might, with an appropriate skill challenge or Diplomacy check, even be able to turn the prison against elemental creatures.

HERALD OF COLORLESS FIRE

Legends tell of a colossal war that ended with the annihilation of an empire. After a long struggle, one faction used a mighty ritual infused with divine power to rain colorless fire on its enemy's lands. It turned an entire civilization into a sea of ash and dust. The downpour eventually ended, but the power remained in the motes of ash and dust, and soon heralds of colorless fire began emerging to wander the planes.

Herald of Colorless Fire		Level 27 Skirmisher
Medium natural animate (construct, fire)		XP 11,000
HP 244; Bloodied 122		Initiative +25
AC 41, Fortitude 37, Reflex 40, Will 37		Perception +19
Speed 8, fly 6		
Resist 15 fire		
TRAITS		
Frozen in Place		
Whenever the herald of colorless fire takes cold damage, it cannot use <i>flickering flame</i> until the end of its next turn.		
STANDARD ACTIONS		
⬇ Caress of Flame (fire, force) ♦ At-Will		
Attack: Melee 1 (one creature); +32 vs. AC		
Hit: 3d10 + 19 fire and force damage.		
⬅ Storm of Colorless Fire (fire, force) ♦ Recharge ☼ ☼ ☼		
Effect: The herald makes the following attack twice, shifting half its speed between the attacks. The herald cannot target the same creature with both attacks.		
Attack: Close burst 1 (creatures in burst); +30 vs. Reflex		
Hit: 4d10 + 16 fire and force damage, and ongoing 15 fire damage (save ends).		
MINOR ACTIONS		
Flickering Flame ♦ At-Will		
Effect: The herald shifts 4 squares.		
TRIGGERED ACTIONS		
Unfettered Apocalypse ♦ Encounter		
Trigger: An enemy scores a critical hit against the herald or the herald is first bloodied.		
Effect (No Action): The herald creates a duplicate of itself, which appears in the nearest unoccupied square. The duplicate has the same hit points as the herald, is considered to have expended the same powers as the herald, and acts during the herald's turn. Any effects on the herald do not transfer to the duplicate. At the end of the herald's next turn, the duplicate disappears.		
Str 17 (+16)	Dex 30 (+23)	Wis 23 (+19)
Con 20 (+18)	Int 15 (+15)	Cha 14 (+15)
Alignment unaligned		Languages Primordial

HERALDS OF COLORLESS FIRE IN COMBAT

A herald of colorless fire wanders the wastelands of the planes in search of creatures and settlements to obliterate. The malice and wrath that powered the original spell roils in its mind, driving the monster to toy with prey. It prefers to lure impetuous attackers into ambushes. A herald darts forward to attack and then slips away, luring foes into a gully or a canyon where its allies wait.



Prison of Mual-Tar and herald of colorless fire

A herald normally kills of its own volition. On rare occasions, some mighty spellcaster has compelled one into service. Once bound, a herald of colorless fire becomes a faithful servant.



EYES OF SHADOW IN COMBAT

With a body made of little more than darkness and hate, an eye of shadow delights in its victims' terror. It lurks in the darkness, waiting as its foes' panic increases; then it strikes swiftly and viciously.

GHOST BEHOLDER

Death need not be an end to avarice and ambition. As living creatures, beholders must eventually fall from the air to rot on the hated earth. Yet some have the willpower and anger to float again, returning as ghost beholders.

GHOST BEHOLDERS IN COMBAT

A ghost beholder has died once already and is now cautious. It hides in the ground or behind ceilings and walls, using a single eye stalk to spy. Then it emerges, shooting eye rays at its surprised foes.

Ghost Beholder		Level 18 Elite Controller
Large aberrant magical beast (undead)		XP 4,000
HP 254; Bloodied 127		Initiative +16
AC 30, Fortitude 29, Reflex 30, Will 30		Perception +17
Speed 0, fly 6 (hover), phasing		Darkvision
Immune disease, poison; Resist insubstantial; Vulnerable 10 radiant		
Saving Throws +2; Action Points 1		
TRAITS		
All-Around Vision		
Enemies can't gain combat advantage by flanking the ghost beholder.		
STANDARD ACTIONS		
⬇ Bite (necrotic) ♦ At-Will		
Attack: Melee 1 (one creature); +21 vs. Reflex		
Hit: 3d8 + 13 necrotic damage.		
☞ Eye Ray ♦ At-Will		
Effect: The beholder uses one of the following eye rays without provoking an opportunity attack.		
1. Chill of the Grave (cold, necrotic)		
Attack: Ranged 10 (one creature); +21 vs. Fortitude		
Hit: 4d8 + 8 cold and necrotic damage, and the target is slowed (save ends).		
First Failed Saving Throw: The target is immobilized instead of slowed (save ends).		
2. Ghostly Possession (psychic)		
Attack: Ranged 10 (one creature); +21 vs. Will		
Hit: Ongoing 15 psychic damage (save ends).		
First Failed Saving Throw: In addition to the ongoing damage, the target is dazed (save ends both).		
Second Failed Saving Throw: The target is dominated instead of dazed and continues to take the ongoing damage (save ends both). The beholder is removed from play until the effect ends. When the effect ends, the beholder reappears in an unoccupied space within 10 squares of the target. The beholder can end the effect as a free action.		
3. Killing Thought (psychic)		
Attack: Ranged 10 (one creature); +21 vs. Will		
Hit: 1d8 + 9 psychic damage, and the target makes a melee basic attack against itself as a free action. If the target is not wielding a melee weapon, it drops a held item and draws a melee weapon as a free action and then makes the attack.		
MINOR ACTIONS		
☞ Central Eye (fear) ♦ At-Will (1/round)		
Attack: Ranged 10 (one creature); +21 vs. Will		
Hit: The beholder slides the target 5 squares, and the target gains vulnerable 5 necrotic and vulnerable 5 psychic until the start of the beholder's next turn.		
TRIGGERED ACTIONS		
☞ Eyes of the Beholder ♦ At-Will		
Trigger: An enemy starts its turn within 5 squares of the beholder.		
Effect (Free Action): The beholder uses <i>eye ray</i> against the triggering enemy. Determine which ray it uses by rolling a d4, rerolling the die on a result of 4.		
Str 12 (+10)	Dex 25 (+16)	Wis 16 (+12)
Con 19 (+13)	Int 22 (+15)	Cha 25 (+16)
Alignment evil		Languages Deep Speech

DEVIL, SLIME

VAGUELY HUMANOID-SHAPED AMALGAMS of sludge and hate, slime devils act as spies and interrogators for archdevils. A slime devil can engulf a creature and pull thoughts from its mind, making these devils a valuable commodity among the denizens of the Nine Hells. They are the favored servants of Mammon, lord of the third hell, and many of the slithering devils inhabit Minauros's muck-covered caverns.

LORE

Arcana DC 25: Slime devils are born of loathing, intrigue, and anger. They use their talents to rip thoughts from the minds of their enemies. Unlike most devils, slime devils are neither former angels nor immortal servants being punished for transgressions against their gods. They are the amalgamation of the corrupt souls of inquisitors who came to rest in the swamps of Minauros. Filled with arrogance and hate, these souls are pulled indelibly toward Minauros until coming to rest in

DEVIL, SLIME



the swamps. There, each soul's roiling mess of emotion seeps into the acidic black sludge, and from it, a slime devil emerges.

ENCOUNTERS

Within Minauros, a slime devil typically travels with shock troops, legion devils, or similar soldiery. It conceals its psychic ability whenever possible. A slime devil prefers to work with withering devils (*Monster Manual 2*) because of their complementary abilities.

In the world, a slime devil is the favored tool of devil-worshipping regents who covet the creature's ability to pull out answers from enemies.

SLIME DEVILS IN COMBAT

Favoring ambush over direct assault, a slime devil lurks near enemy leaders. It waits for its allies to distract foes and watches for an opening. At a ripe moment, the slime devil strikes, pulling a victim close. The creature engulfs its prey and scours its mind for valuable information.

Slime Devil	Level 16 Lurker
Medium immortal humanoid (devil, ooze)	XP 1,400
HP 123; Bloodied 61	Initiative +18
AC 30, Fortitude 28, Reflex 29, Will 28	Perception +13
Speed 6, swim 6	Darkvision
Resist 20 acid	
TRAITS	
Mercurial Body	
The slime devil ignores difficult terrain and does not provoke opportunity attacks by moving.	
STANDARD ACTIONS	
⚔ Caustic Slam (acid) ♦ At-Will	
Attack: Melee 1 (one creature); +19 vs. Fortitude	
Hit: 3d8 + 11 acid damage.	
⚔ Diabolical Engulfment (acid) ♦ At-Will	
Attack: Melee 1 (one Medium or smaller enemy); +19 vs. Reflex	
Hit: The devil grabs the target and shifts 1 square into the target's square. Until the grab ends, the target is dazed and takes ongoing 10 acid damage. While the devil has the target grabbed, attacks against the devil deal half damage to it and half damage to the grabbed creature. When the devil moves, it pulls the target with it. In addition, the target remains grabbed, and the devil does not provoke an opportunity attack from the target.	
⚔ Acidic Tendrils (acid) ♦ Recharge ☼ ☼ ☼	
Attack: Melee 3 (one, two, or three creatures); +19 vs. Reflex	
Hit: 1d8 + 7 acid damage, and ongoing 10 acid damage (save ends). In addition, the devil pulls the target 2 squares.	
MINOR ACTIONS	
⚔ Scour the Mind (psychic) ♦ At-Will (1/round)	
Attack: Melee 1 (one creature grabbed by the devil); +19 vs. Will	
Hit: The devil telepathically asks the target a question, and the target must answer the question truthfully or else take 3d8 + 11 psychic damage.	
Skills Bluff +12, Acrobatics +19, Stealth +19	
Str 18 (+12)	Dex 22 (+14) Wis 20 (+13)
Con 21 (+13)	Int 17 (+11) Cha 8 (+7)
Alignment evil	Languages Supernal, telepathy 5

LOLTH

A TEMPESTUOUS REALM where demons carve out empires, the Abyss is home to fiends of every kind, including the dark goddess of the drow, Lolth. Known also as the Demon Queen of Spiders, the Mistress of Lies, and the Lady of Shadows, this exiled goddess is one of the most powerful entities in the Abyss. In its shadowy depths, she nurses ancient hatreds and plans the downfall of those responsible for her exile.

LORE

Religion DC 37: Lolth is a capricious goddess. She subverts and manipulates those in her service, expending them without thought. Her cruelty is legendary. She feasts on the misfortune and misery of her subjects, propagating betrayal and deceit.

Lolth favors the guise of a lithe dark elf woman dressed in a gossamer gown woven from the silk of spiders. Her long, silvery hair cascades down her back and frames a face of exquisite beauty. This appearance is a deception, though; Lolth's true form captures her corrupt nature. In reality, Lolth is a massive spider, a black widow with dripping fangs and eight chitinous legs that support her body, which is bloated on devoured souls.

Lolth lairs in the sixty-sixth layer of the Abyss, a terrible realm known as the Demonweb. In this

DISCORPORATION

When Lolth drops to one-quarter of her hit points, her mind leaves her body and she is unable to assume physical form for a time. This discorporation usually lasts at least a few months, and it can last up to several years. During this time, Lolth's power is weaker, but it is far from negligible.

If PCs wish to truly kill Lolth, they must fulfill one or more conditions specific to her. This could require destroying her most prominent temple or finding an artifact that can deliver the killing blow. If the specific conditions are satisfied, Lolth cannot discorporate and instead remains present. Here are some sample quests.

Loom of Fate: Hidden in Nath Seldarie, Corellon's palace in Arvandor, is the Loom of Fate. Once used by the Spider Queen, this artifact can be used to rearrange the threads of Lolth's destiny. Corellon keeps the artifact safe from Lolth but fears to use it.

Egg of Lolth: Finding and destroying the *Egg of Lolth*, an ancient and mysterious artifact, can seal the gates in the Demonweb Pits and prevent the goddess's escape.

Lolth's Prison: The adventurers must travel to Lolth's Prison, a demiplane beyond the Demonweb Pits. There, they must destroy the Bone Colossus to recover the *pendant of truth*. Holding this relic before Lolth prevents her discorporation.

Lolth	Level 35 Solo Lurker
Medium immortal humanoid, drow (shapechanger, god)	XP 235,000
HP 634; Bloodied 317	Initiative +33
AC 51, Fortitude 46, Reflex 49, Will 49	Perception +31
Speed 8, climb 8 (spider climb), teleport 8	Darkvision, blindsight 20
Immune poison	
Saving Throws +5; Action Points 2	
TRAITS	
Lolth's Retribution (poison)	
Whenever an enemy taking ongoing poison damage attacks Lolth, that enemy cannot save against ongoing poison damage until its next turn.	
STANDARD ACTIONS	
⬇ Scourge (poison, weapon) ♦ At-Will	
Attack: Melee 3 (one creature); +40 vs. AC	
Hit: 4d4 + 13 damage, and Lolth slides the target 3 squares.	
Effect: The target takes ongoing 20 poison damage (save ends).	
Insidious Poison (charm, poison) ♦ Recharge ☼ ☼ ☼ ☼	
Effect: Choose one enemy within 10 squares of Lolth that is taking ongoing poison damage. That enemy makes a basic attack against a creature of Lolth's choice, and the attack deals 3d10 + 9 extra poison damage.	
MINOR ACTIONS	
⬇ Lolth's Kiss (poison) ♦ At-Will (1/round)	
Attack: Melee 1 (one creature); +38 vs. Reflex	
Hit: 2d10 + 12 damage, and the target takes ongoing 20 poison damage (save ends).	
Aftereffect: The target is dazed (save ends).	
✂ Poison Strands (poison) ♦ At-Will (1/round)	
Attack: Ranged 10 (one creature); +38 vs. Reflex	
Hit: The target is immobilized (save ends).	
First Failed Saving Throw: The target is restrained instead of immobilized (save ends).	
Second Failed Saving Throw: The target is instead restrained and takes ongoing 50 poison damage (save ends both).	
⚡ Impenetrable Darkfire (fire, zone) ♦ Encounter	
Attack: Close burst 5 (creatures in burst); +36 vs. Will	
Hit: The target is blinded, takes ongoing 20 fire damage and cannot benefit from invisibility or concealment (save ends all).	
Effect: The burst creates a zone that lasts until the end of Lolth's next turn. The zone blocks line of sight for all creatures but Lolth. Any creature other than Lolth is blinded while within the zone.	
TRIGGERED ACTIONS	
Dominating Rebuke (charm) ♦ At-Will	
Trigger: An enemy hits Lolth.	
Effect (Immediate Reaction): The triggering enemy is dominated until the end of the enemy's next turn.	
Immortal Resilience ♦ At-Will	
Trigger: Lolth is subjected to an effect that a save can end.	
Effect (No Action): Lolth makes a saving throw against the effect.	
Form of the Spider Queen (fear, polymorph) ♦ Encounter	
Trigger: Lolth drops to 0 hit points.	
Attack (No Action): Close burst 10 (enemies in burst); +36 vs. Will	
Hit: The target is stunned and gains vulnerable 20 to all damage (save ends both).	
Aftereffect: Lolth pushes the target its speed, and the target is dazed until the end of its next turn.	
Effect: Lolth assumes the form of the Spider Queen until the end of the encounter. While in the form of the Spider Queen, she gains new powers and cannot use powers from her former form.	
Skills Arcana +31, Bluff +34, Diplomacy +34, Insight +31, Intimidate +34, Religion +31, Stealth +34	
Str 27 (+25) Dex 34 (+29) Wis 28 (+26)	
Con 29 (+26) Int 29 (+26) Cha 34 (+29)	
Alignment chaotic evil Languages Supernal, telepathy 20	
Equipment scourge	

interminable black void, webs stretch in an elaborate network that supports ruined cities and relics stolen from other worlds. The webs change constantly, shifting as Lolth spins new threads and destroys old ones. The Demonweb Pits yawn below, and it is there that Lolth holds court and hatches her hideous plans.

The Demonweb Pits boast a number of portals that link the Abyss to other planes. Using these gateways, Lolth extends her influence across the cosmos, conquering unsuspecting communities with demonic armies or subverting them into her service.

Lolth the Spider Queen		Level 35 Solo Brute
Huge immortal magical beast (shapechanger, spider)		XP –
HP 634; Bloodied 317		Initiative +29
AC 49, Fortitude 46, Reflex 49, Will 49		Perception +31
Speed 8, climb 8 (spider climb), teleport 8		Darkvision, blindsight 20
Immune poison		
Saving Throws +5; Action Points 2		
STANDARD ACTIONS		
⚔ Bite (poison) ♦ At-Will		
Attack: Melee 3 (one creature); +40 vs. AC		
Hit: 4d10 + 12 damage.		
Effect: The target takes ongoing 20 poison damage (save ends).		
↩ Insidious Poison (charm, poison) ♦ Recharge [1]		
Effect: Choose one enemy within 10 squares of Lolth that is taking ongoing poison damage. That enemy makes a basic attack against a creature of Lolth's choice, and the attack deals 4d10 + 18 extra poison damage.		
MINOR ACTIONS		
↩ Burning Webs (acid) ♦ At-Will (1/round)		
Attack: Close blast 5 (enemies in blast); +38 vs. Reflex		
Hit: 2d8 + 12 acid damage, and the target is immobilized (save ends).		
First Failed Saving Throw: The target is instead immobilized and takes ongoing 30 acid damage (save ends both).		
TRIGGERED ACTIONS		
⚔ Impaling Legs (poison) ♦ At-Will		
Trigger: An enemy enters a square within 3 squares of Lolth.		
Attack (Immediate Interrupt): Melee 3 (one creature); +40 vs. AC		
Hit: 4d8 + 12 damage, and the target is restrained and takes ongoing 20 poison damage (save ends).		
Immortal Resilience ♦ At-Will		
Trigger: Lolth is subjected to an effect that a save can end.		
Effect (No Action): Lolth makes a saving throw against the effect.		
Divine Discorporation ♦ Encounter		
Trigger: Lolth drops to 317 hit points or fewer.		
Effect (No Action): Lolth discorporates (see "Discorporation" sidebar).		
Skills Arcana +31, Bluff +34, Diplomacy +34, Insight +31, Intimidate +34, Religion +31, Stealth +34		
Str 27 (+25)	Dex 34 (+29)	Wis 28 (+26)
Con 29 (+26)	Int 29 (+26)	Cha 34 (+29)
Alignment chaotic evil Languages Supernal, telepathy 20		



MIMIC

THE LEGEND SEEMS LITTLE MORE THAN A JOKE when told across a tavern table: A chest of treasure in the deepest recesses of a dungeon suddenly transforms into a monstrosity, attacking those who had been set to loot it a moment earlier. The adventurers who know the true origin of the mimic do not laugh at its deadly threat.

LORE

Arcana DC 19: For countless ages, these creatures of the Far Realm have assumed apparently harmless forms, infiltrated settled lands, and hunted sentient humanoids. Impersonator mimics absorb the language and memories of the creatures they devour, sometimes carrying on the victim's life as normal while scouting for new prey. As an impersonator kills, it eventually splits into new object mimics and mimic spawn, which mature to become impersonator mimics and continue the cycle.

ENCOUNTERS

Mimics ally with few creatures other than their own kind and more powerful aberrant monsters. However, mimics in the world and in the Underdark can form a kind of symbiotic relationship with other creatures. Mimics sometimes inhabit the lairs of constructs or incorporeal undead, lurking within the shadows to devour the remains of victims that those monsters cannot consume. Dragons and other powerful creatures sometimes keep object mimics to guard their treasure in return for a steady diet of intruders and explorers.



OBJECT MIMIC

A plain, unadorned chest holds the ancient riches of a long-forgotten king. A barred oak door leads to a chamber of arcane secrets. A priceless work of art hangs within easy reach. The object mimic is a deadly predator, using curiosity and greed to lure duped prey into its ravenous maw.

Object Mimic	Level 8 Lurker
Medium aberrant magical beast	XP 350
HP 71; Bloodied 35	Initiative +11
AC 23, Fortitude 21, Reflex 19, Will 21	Perception +14
Speed 5	Darkvision, tremorsense 5
Resist 5 acid	
TRAITS	
Ambush	
The object mimic deals 2d6 extra damage against surprised creatures.	
STANDARD ACTIONS	
⚔ Slam ♦ At-Will	
Attack: Melee 1 (one creature); +13 vs. AC	
Hit: 2d8 + 7 damage.	
⚔ Crushing Tendrils (acid) ♦ At-Will	
Attack: Melee 3 (one creature); +13 vs. AC	
Hit: 1d8 + 4 damage, and the mimic grabs the target. The target takes a -5 penalty to attempts to escape the grab.	
Sustain Standard: The object mimic sustains the grab, and the target takes 15 acid damage.	
⚔ Ravens Maw ♦ Recharge [D][D]	
Attack: Melee 2 (one creature); +13 vs. AC	
Hit: 2d8 + 11 damage, and the target is slowed (save ends).	
MINOR ACTIONS	
Shapeshift (polymorph) ♦ At-Will (1/round)	
Effect: The mimic assumes one of the following forms. It can't change its size. It remains in the chosen form until it uses this power again.	
Ooze Form: The mimic becomes an ooze. When it squeezes while it is in this form, it moves at full speed rather than half speed, it doesn't take the -5 penalty to attack rolls, and it doesn't grant combat advantage for squeezing.	
Object Form: While in this form, the mimic has resist 10 to all damage, is immobilized, and cannot attack. In addition, a creature must succeed on a DC 24 Perception check to notice that the mimic is a living creature.	
Skills Bluff +11, Stealth +12	
Str 20 (+9)	Dex 16 (+7)
Con 17 (+7)	Int 19 (+8)
	Wis 21 (+9)
	Cha 15 (+6)
Alignment unaligned	Languages Common, Deep Speech

OBJECT MIMICS IN COMBAT

An object mimic initiates combat by posing as an object designed to entice its prey close. When it senses a potential meal, the mimic abandons its object form and attacks. When multiple object mimics lair together, they coordinate their forms according to the features of the area.

When sorely pressed, an object mimic flees combat. Once out of sight, it transforms into a rock or some other nondescript object. Many adventurers, hot in pursuit of a fleeing mimic, have run past it and later been attacked from behind.

ROT GRUB

LURKING WITHIN THE ROTTING FLESH of a slain adventurer, a rot grub poses a deadly threat to those who venture into ancient crypts and abandoned dungeons. Some claim that they are Torog's spawn and that these ever-hungry worms seek only to cause pain and death in Torog's name. Orcs abandon dungeons that rot grubs infest, while gnolls capture rot grubs and use them to torment captives in bizarre rites to Yeenoghu.

A rot grub is a deadly parasite that feasts on both living and dead flesh. Its voracious appetite leads it to burrow into a living creature, gorging itself on its victim's muscles and innards. A victim of rot grubs suffers wracking pain that ends only when a rot grub reaches and devours its victim's heart.

LORE

Dungeoneering DC 17: A menace in underground regions for untold years, rot grubs are held in check by the same hunger that makes them a threat. The inhabitants of dungeons vigilantly guard against rot grub infestations, squashing them before they become a great threat. When an infestation rages out of control, the survivors flee elsewhere, while the grubs gorge themselves on those left behind. When food runs short, the grubs die out, and only a few hardy specimens survive to find a new hunting ground.

Rumors persist of vast Underdark caverns filled with undulating seas of rot grubs. Supposedly, the grubs in these living seas feed on the decaying flesh of a forgotten god.

ENCOUNTERS

Rot grubs are too indiscriminate in the carnage they spread to have allies, but other creatures sometimes make use of them. Kobolds brave and stupid enough to hunt these creatures sometimes keep them in small, ceramic containers that they hurl at intruders. Bugbears keep pits filled with rot grubs to dispose of corpses and make their traps more deadly.

ROT GRUB SWARM

When a rot grub swarm first enters an area, it brings down several victims and then retreats to the center of its prey's decaying corpses and begins to lay eggs. A single rot grub swarm can lay ten thousand eggs before it dies. Unless the body is burned, within a month it spawns a new swarm of ravenous rot grubs.

Rot Grub Swarm	Level 4 Brute
Medium natural beast (swarm)	XP 175
HP 63; Bloodied 31	Initiative +3
AC 15, Fortitude 15, Reflex 14, Will 15	Perception +2
Speed 5	Darkvision
Resist half damage from melee and ranged attacks;	
Vulnerable 10 against close and area attacks	
TRAITS	
⚙️ Swarm Attack ♦️ Aura 1	
Any enemy that starts its turn within the aura takes 5 damage plus 2 extra damage for each additional rot grub swarm adjacent to the enemy.	
Swarm	
The rot grub swarm can occupy the same space as another creature, and an enemy can enter its space, which is difficult terrain. The rot grub swarm cannot be pulled, pushed, or slid by melee or ranged attacks. It can squeeze through any opening that is large enough for at least one of the creatures it comprises.	
Clumsy Attacker	
The rot grub swarm lacks a melee basic attack.	
STANDARD ACTIONS	
⚔️ Infesting Bite ♦️ At-Will	
Attack: Melee 1 (one creature); +9 vs. AC	
Hit: Ongoing 5 damage (save ends).	
First Failed Saving Throw: Ongoing 10 damage (save ends).	
Second Failed Saving Throw: Ongoing 15 damage (save ends).	
Str 10 (+2)	Dex 13 (+3)
Con 13 (+3)	Int 2 (-2)
	Wis 11 (+2)
	Cha 4 (-1)
Alignment unaligned	Languages –

ROT GRUB SWARMS IN COMBAT

A rot grub swarm surges toward the closest living creature. Relentless in its overpowering urge to eat, the swarm ignores environmental dangers such as fire or water. A victim covered by rot grubs suffers horrible pain. Humanoid monsters sometimes lure swarms into hotly contested dungeon corridors, relying on the victims' screams to serve as a crude alarm system.



SPAWN OF KYUSS

LIKE A CANCER IN THE EARTH, spawn of Kyuss rise from the depths to spread suffering and anguish across the land. Driven by their maker's obscene will, they infect the living and the dead with bright green worms that bend creatures to the will of Kyuss, the Worm that Walks. In frightened whispers, seers prophesize the presence of the spawn as heralding the Age of Worms, the world's apocalyptic end.

Spawn of Kyuss come from the insane fools who heeded Kyuss's diseased vision when he was mortal. After Kyuss slew them to fuel his apotheosis, the worms of his new body spread to their bloated corpses, awakening the creatures to undeath. These grim messengers then became carriers of Kyuss's dark desires and added new victims to their numbers.

LORE

Religion DC 23: The Leprous Chronicles tell of the Age of Worms and the final days before squirming legions annihilate the living. Scribed by the prophet Corbius, who dwelled in seclusion on the Island of Fear, the legend holds that the world will be devoured by an endless hunger, and all that now lives shall be dead and yet walk the world in twisted, writhing forms. Corbius claimed to have witnessed apocalyptic events revealed to him by a dark angel from the endless heavens. One figure dominates his ravings: Kyuss.

If the portents are right, an endless swarm of Kyuss's undead will overrun the strongholds of the living, casting the world into an endless night. Who can say what kingdoms might have already fallen on the borders of the known world? The Age of Worms could already be near.

ENCOUNTERS

Spawn of Kyuss serve only the Worm that Walks and his minions. The only reason they work with others is to further their own ambitions. Alliances with spawn of Kyuss are brief and dangerous, because the spawn see everything in the world as worthy of only one of two fates: death or infection.

SON OF KYUSS

Even when a host is destroyed, Kyuss's worms tend to escape by burrowing into the earth or clinging to their enemies' clothing. When the worms find a new



Son of Kyuss	Level 13 Brute
Medium natural animate (undead)	XP 800
HP 158; Bloodied 79	Initiative +7
AC 25, Fortitude 25, Reflex 23, Will 24	Perception +6
Speed 5	Darkvision
Immune disease, fear, poison; Resist 15 necrotic; Vulnerable 5 fire, 5 radiant	
TRAITS	
☼ Fear of Worms (fear) ♦ Aura 1	
Living creatures within the aura take a -2 penalty to attack rolls against the son of Kyuss.	
STANDARD ACTIONS	
⬇ Slam (disease) ♦ At-Will	
Attack: Melee 1 (one creature); +18 vs. AC	
Hit: 2d10 + 10 damage, and the target is exposed to touch of Kyuss (see page xx).	
MINOR ACTIONS	
⬅ Burrowing Worm (disease, necrotic) ♦ Recharge ☼☼☼	
Attack: Close burst 1 (one living enemy in burst); +16 vs. Fortitude	
Hit: The target takes ongoing 10 necrotic damage (save ends). In addition, the target is exposed to touch of Kyuss (see page xx).	
First Failed Saving Throw: The ongoing damage increases to 15.	
Second Failed Saving Throw: The target is stunned, and the ongoing damage increases to 20 (save ends both).	
Special: The corpse of any humanoid killed by this attack becomes a wretch of Kyuss at the start of the son of Kyuss's next turn. The wretch must be destroyed before the creature can be raised.	
Str 21 (+11)	Dex 13 (+7)
Con 18 (+10)	Int 6 (+4)
	Wis 11 (+6)
	Cha 18 (+10)
Alignment chaotic evil	Languages —

Touch of Kyuss

Level 16 Disease

Endurance improve DC 25, maintain DC 20, worsen DC 19 or lower

The target is cured.

◀ **Initial Effect:** The target regains only half the normal hit points when it spends a healing surge. If it dies, it rises immediately as a wretch of Kyuss.

◀▶ The target loses two healing surges. If it drops to 0 or fewer healing surges, it dies and rises immediately as a son of Kyuss.

▶ **Final State:** The target dies and immediately becomes a son of Kyuss.