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ABYSSAL SAVANT

Cunning and malevolent psychic sorcerers from a distant plane. Whenever they appear in the mortal realm, they are questing for arcane and esoteric knowledge. Hideous to look upon, perhaps it is a mercy they are so often invisible to our gaze.

AC 5 [14], **HD** 5+4*** [26hp], **Att** 1 x bite (1d8+paralysis) or psionic blast, **THACO** 14 [+5], **MV** 120' (40'), **SV** D10 W11 P12 B13 S14 (5), **ML** 6, **AL** Chaotic, **XP** 750, **NA** 1 (1d4+3), **TT** F

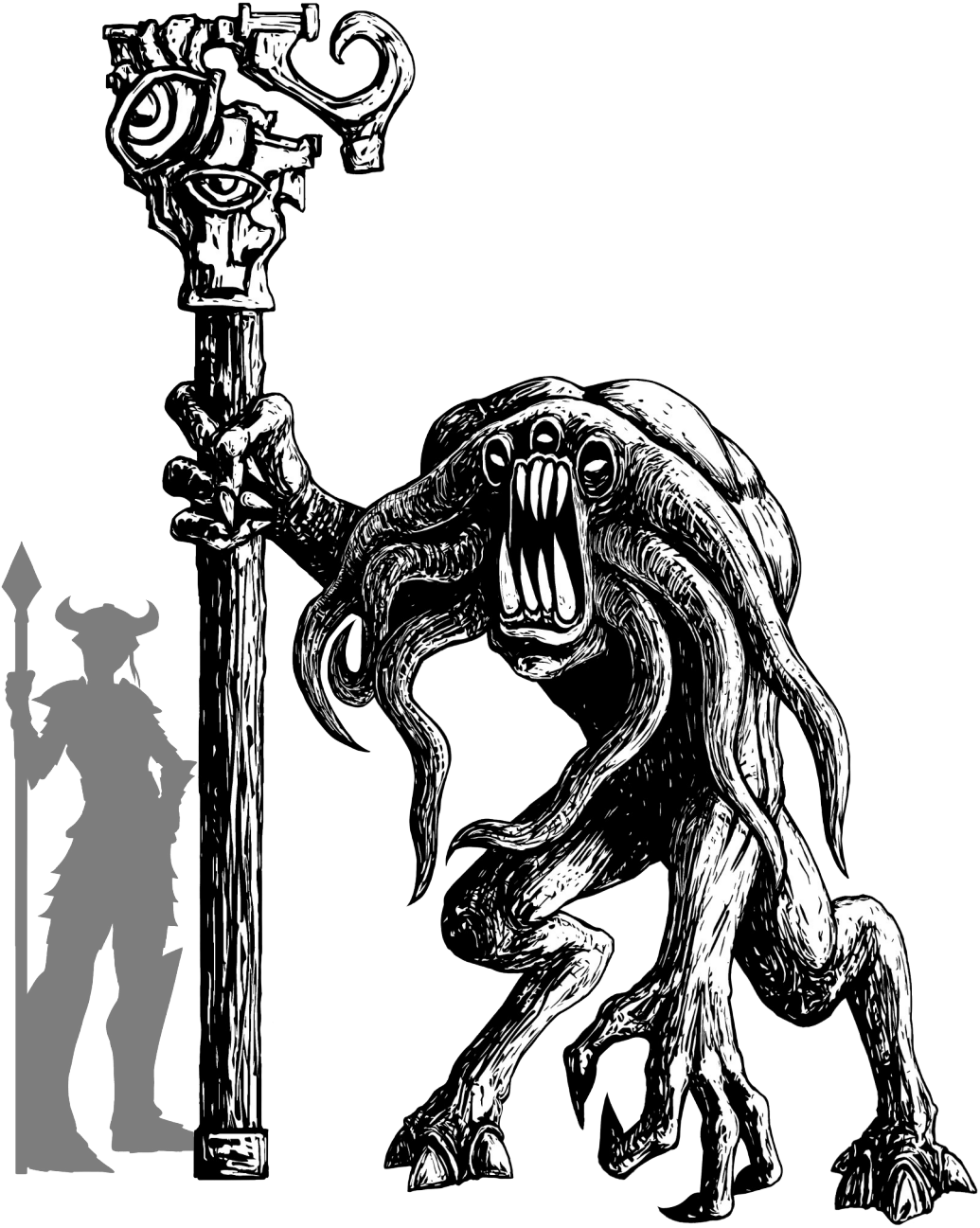
• **IMMUNITY** Immune to mind-affecting or mind-reading spells **(e.g. charm, hold, sleep)**.
• **MAGICAL POWERS** Each can be used as indicated below:

At Will *Dimension Door, Invisibility, Protection From Evil, Read Languages, Read Magic*

3 x Day *Charm Person, Contact Higher Plane, Sleep*

1 x Day *Conjure Elemental*

• **PARALYSIS** For 1d6 turns **(save versus paralysis)**.
• **PLANE SHIFT** The Abyssal Savant may shift to any location within the Multiverse. **1 x Day**
• **PSIONIC BLAST** 2-in-6 chance per round of loosing a cone of psionic energy: end 10' wide, 50' long. **Save versus breath** to avoid. Those that fail have their Intelligence and Charisma scores reduced to 1. Victims cannot cast spells, activate magic items, understand language, or communicate in any intelligible way. They can identify friends, follow them, and even protect them. The effect lasts for at least 1d6+3 rounds. After this duration has expired, victims may attempt to save every round thereafter, ending the effect on a success.
• **PSYCHOMETRY** The Abyssal Savant is able to psionically perceive the history and future of objects it touches.
• **TELEPATHY** May communicate mentally within 120'. Those contacted are not compelled to communicate, but the Abyssal Savant will have an empathic sense of their thoughts regardless.
• **TRUESIGHT** Vision is unimpeded by darkness of any kind. Can detect magic, illusion, invisibility and polymorph on sight.



DESCRIPTION

A large, stooped and twisted horrific abomination of basic humanoid shape. The thing is an unwholesome shade of grayish-green with purple spots and three rheumy eyes. It stands roughly twice the size of a man. Its fingers are long, gnarled talons gripping a bizarre staff capped with an alien sigil containing several animate eyes within a strange metal. The thing's hideous face is framed by long writhing tentacles that it likely uses to feed its gaping fang-filled maw. The creature seems to lack a nose or ears. Its feet are semi-hooved and its legs are bestial.

As it turns to face you, you hear a ringing in your ears followed immediately by a migraine headache the likes of such intensity you would never have believed possible. Within the space of a heartbeat the ringing in your ears has become a bassy, throbbing, discordant warble barely contained by your skull. You can feel blood beginning to trickle from your eyes, ears, nose and mouth.

TACTICS

Abyssal Savants are highly intelligent and will make ample use of their environment to subdue any targets. They are not the most competent of fighters though and are somewhat craven. So, they are reluctant to move into melee until their prey is softened up. Often they will use a combination of Invisibility and Dimension Door to covertly position themselves so as to put as many spellcasters as possible within the cone of their Psionic Blast. Until any spellcasters are disabled, the Abyssal Savant will avoid melee. If seriously threatened, they may teleport away to cast Conjure Elemental. Then the Abyssal Savant will bid the elemental to fight while it turns invisible again. The Abyssal Savant will lurk around the edges of the fight, aiding if necessary. But it will always turn invisible again soon after any intervention.

LORE

It is not known how, when or where Abyssal Savants first originated. But, they seem to be ageless beings from beyond the Material Plane. They undoubtedly possess several features uncommon to natural beings from this plane, such as a tentacled face and third eye. Despite their monstrous appearance, they are highly intelligent. They are ruthless and lack any concept of empathy or compassion.

These loathsome beings are powerful psionicists. The race as a whole is intensely telepathic. Through the power of their alien minds, they can turn invisible, teleport short distances and perform an odd form of scrying known as psychometry. In addition to these abilities they also have a potent psionic attack, a sort of conical blast which renders its victims temporarily imbecilic. Beyond these myriad mental powers they have acquired a fair degree of arcane spell-casting power as well.

Abyssal Savants seem to be eternal students. They collect all manner of esoteric lore in the form of scrolls, tomes, and artifacts which they hoard in caches secreted away in pocket dimensions for later study. Some believe they are searching for knowledge that has been lost to their race. Others believe they are preparing for a war with other alien things far beyond the mortal sphere. Most religious scholars which are aware of Abyssal Savants, are nearly unified in the belief that Abyssal Savants are a form of demon here to steal knowledge and engineer the decay of our civilization.

ECOLOGY

Very little is know about the ecology of Abyssal Savants. It is rare to see more than one at a time. There has been no recorded evidence or even observation of their reproductive cycle. Nevertheless, their general preference for solitude and alien biology leads many to believe they reproduce asexually. In fact, there has never even been evidence of any offspring at all. They seem to be wholly carnivorous. The tentacles of Abyssal Savants are thought to have evolved to aid them in hunting. These tentacles are utilized to paralyze prey shortly before consuming it.

SEEDS

1.) An ancient library has been attacked from within by one of these creatures. It appears and disappears sporadically, teleporting hither and yon. It seems to be searching for a book. Unfortunately it is destroying many valuable tomes in the process. The chief librarian is a middling wizard at best and no match for the creature.

2.) The party is exploring a ruined abbey at the edge of the kingdom. While searching the bishop's chamber, they are interrupted by an Abyssal Savant. The creature will attack them immediately. If unsure of its victory, it will flee. But it will return to attack the party throughout their quest. Apparently it is searching for something they possess.

LOOT

In addition to the usual loot indicated in their statblock, all Abyssal Savants possess a potent magical staff (roll a 1d6, 1-4 = Staff of Power; 5-6 = Staff of Wizardry). Further, all Abyssal Savants have at least 1d4+1 random scrolls on their person. In their various lairs, they have stashed away troves of esoteric and magical knowledge (assume a minimum 1d8 spellbooks and 1d12 scrolls). However, finding these troves might be an additional quest as they tend to keep their libraries in pocket dimensional demiplanes. [REFEREE'S NOTE: Perhaps the staff is the key to the otherworldly libraries and troves?]

ASHWYRD

Mysterious, alien beings of great and terrible power from an unknown plane. They prefer to remain far from the realms of mundane folk and regard them and their civilizations with disdain. But many foolhardy souls seek them out for the macabre knowledge they possess.

AC 2 [17], **HD** 8+1**** [37hp], **Att** 2 x claws (1d10), 1 x bite (1d10 + constriction) or 1 x disintegration gaze, **THACO** 12 [+7], **MV** 150′ (50′) / 360′ (120′) flying, **SV** D8 W9 P10 B10 S12 (8), **ML** 8, **AL** Neutral, **XP** 2850, **NA** 1 (1), **TT** H

• **CONSTRICTION** Tentacles grab and constrict after a hit. Each constricting tentacle inflicts: 1d4 automatic damage per round, plus a –1 penalty to attacks and are unable to cast spells. Victims can roll a **save versus paralysis** in consecutive rounds to escape, they are automatically bitten every round thereafter until they escape.

• **DISINTEGRATION GAZE** 2-in-6 chance per round of loosing a ray of incredibly destructive energy. One target within 90′ must **save versus death** or die, collapsing into a fine powder. This ability can also be used on inanimate objects, each blast disintegrates roughly a cube of 10′.

• **MAGICAL POWERS** Each can be used as indicated below:

At Will *Cure Light Wounds, Protection From Evil, Purify Food And Water*

3 x Day *Charm Person, Hold Person*

1 x Day *Commune, Raise Dead*

• **MAGIC RESISTANCE** An Ashwyrd receives a +4 bonus on saving throws vs. magic and magical effects.

• **MUNDANE DAMAGE IMMUNITY** Only harmed by magical attacks.

• **TELEPATHY** May communicate mentally within 120′. Those contacted are not compelled to communicate, but the Ashwyrd will have an empathic sense of their thoughts regardless. May also use this ability on corpses. The dead are compelled to communicate and answer truthfully.

• **TRUESIGHT** Vision is unimpeded by darkness of any kind. Can detect magic, illusion, invisibility and polymorph on sight.

DESCRIPTION

A weird quadrupedal creature with large bat-like wings. It stands 8 to 9 feet tall at the shoulder and is densely muscled. The thing is an unwholesome grayish color save for its eyes which are pale and luminous green. The thing has four of these haunting, eldritch eyes, two on each side of its bulbous, ridged head. A mass of writhing tentacles surround and conceal where its mouth ought to be. Every limb of the creature ends in vicious-looking talons.

Despite its bestial mien, you sense it has a keen intelligence. It will not attack immediately and will use telepathy to communicate. It regards social interaction as a nuisance and those that disturb it as trespassers.

TACTICS

The creature is reluctant to engage in the trivialities of mortal beings. If it thinks the party will simply leave its vicinity without incident, it is more than likely going to leave them alone. It may attempt to communicate, if they seem peaceful. If they attack it and do not succeed in wounding it, it will likely flee the area. However, if the creature has laid claim to an area as a lair, it is much more likely to defend its territory. If forced into such a situation, the Ashwyrd will usually take to the air and engage the party with its Disintegration Gaze. Rarely (if ever) will an Ashwyrd enter melee until it has disintegrated at least 1/3 of its opponents. Ashwyrds will prioritize obvious spellcasters as targets.

LORE

These strange creatures are known as Ashwyrds. They are not native to our plane and none can truly say from where or when they came. They appear ageless and quite alien. Towards mortal folk they are very aloof and even callous. They seem to consider most mundane people and their affairs beneath their notice, often showing as much concern for the plight of people as we might for an insect.

Ashwyrds prefer to be left alone to go about their weird business. However, they possess miraculous abilities and secret knowledge that many crave access to. Ashwyrds can see into the realms of the dead and communicate with mortal spirits as well as other beings beyond our ken. Many believe Ashwyrds can use their otherworldly knowledge to divine the future. And, should they deign Ashwyrds can also resurrect the dead. For these and other reasons they are often sought out despite the risks.

Seeking an Ashwyrd is always a hazardous task. They are formidable beings that can disintegrate flesh and blood as well as stone and steel with a mere glance. They need only turn their baleful green gaze upon something for it to collapse into a pile of ash and dust. They also possess other magical abilities to confuse or imprison any interlopers.

ECOLOGY

None can truly say where these strange beings originate from but all are certain, they are not from our plane. They are flesh and blood, but not of a mundane variety. They also seem to be ageless. Ashwyrds avoid civilization and set their lairs far beyond the realms shown on mortal maps. Only a few intrepid explorers and anchorites have encountered them. They are solitary creatures and believed to be genderless. No observations of their diet or method of reproduction exists.

SEEDS

1.) The party is contacted by a priesthood. An abbot and a small entourage went to recover a relic from the deserted sanctuary of the Broken Sisterhood beyond the wastes. They are now months overdue. The priesthood suspect an eldritch fiend that was rumored to dwell in the ruins has slaughtered them. They offer a reward of 500 gold pieces to each member of the party. Unbeknownst to all, the abbot has become a disciple of the Ashwyrd and serves its new master dutifully. The Ashwyrd has allowed the abbot to survive and is tutoring him to gather a large flock of new devotees. The Ashwyrd plans to sacrifice them all during an upcoming celestial event. If the sacrifice and accompanying ritual are successful a new Ashwyrd will enter our plane.

2.) The party is contacted by a representative of the Thieves' Guild. Their master is offering a 500 gold piece reward for the return of a sword thought hidden in the crumbling necropolis to the north. Rumors say it was stolen by a rival faction hidden within their own organization known as "The Society Of Shadows". The guild cannot engage in open war now and thus, they are sending the party. The kindgom is in a precarious political situation, the king is ailing and there are two claimants to the throne. Whichever of the two holds the sword will have the stronger claim. Magical teleportation to and from the crumbling city is available. No one is aware an Ashwyrd has made a lair there.

LOOT

Although Ashwyrds have little craving for material gain. They do amass a sizeable hoard over time. The hoard chiefly consists of offerings from those that sought them out, or simply what remained after it disposed of the vermin at its door. It is suggested that in addition to what is indicated in the statblock, two additional rolls should be made for gems and jewellery. This amount may vary depending on how long the Ashwyrd has made the location its lair.

ASTRAL SPHINX

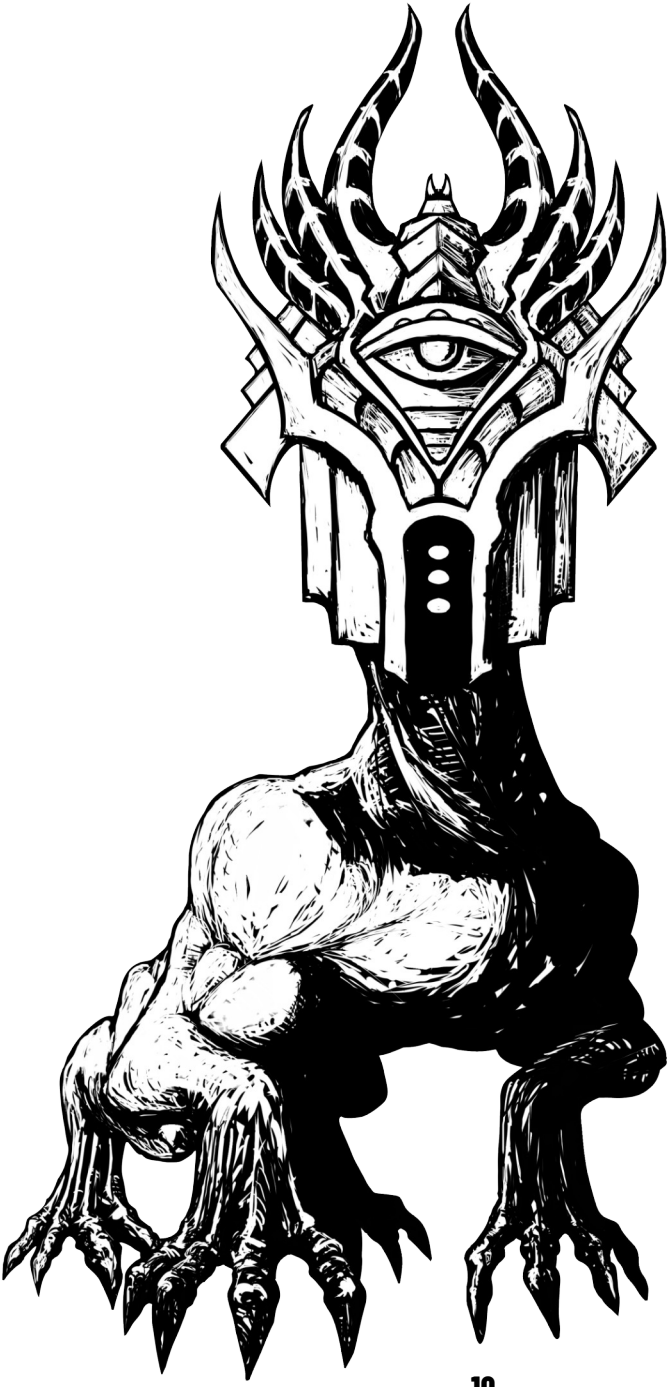
Astral Sphinxes are mysterious eldritch beings thought to originate from deep within the astral realms. They are exceedingly powerful psionicists clothed in a semblance of flesh rendered from the strength of their peerless wills. They walk the mundane plane solely to study lesser beings.

AC 1 [18], **HD** 15**** [67hp], **Att** 2 x claw (2d10), **THACO** 9 [+10], **MV** 150' (50') / 240' (80'), **SV** D4 W5 P6 B5 S8 (15), **ML** 8, **AL** Neutral, **XP** 5150, **NA** 1 (1), **TT** H

• **FOREKNOWLEDGE** An Astral Sphinx has a perception which transcends linear time. It can literally see the immediate future and has a strong intuition about what will unfold in the distant future. An Astral Sphinx cannot be surprised and has a +4 bonus on attack rolls, ability checks, and saving throws. Any opponents suffer a -4 penalty on attack rolls, ability checks, and saving throws.
• **IMMUNITY** Immune to mind-affecting or mind-reading spells **(e.g. charm, hold, sleep)**. Also immune to energy drain, poison and paralysis
• **INSCRUTABLE** The Astral Sphinx is immune to any effect that would sense its emotions or read its thoughts, as well as any divination spell that it refuses.
• **MAGICAL POWERS** Each can be used as indicated below:

At Will *Charm Monster, Dimension Door, Invisibility, Protection From Evil*
3 x Day *Hold Monster, Mirror Image, Sleep*
1 x Day *Geas*

• **MUNDANE DAMAGE IMMUNITY** Only harmed by magic.
• **PHYLACTERY** If ever slain, an Astral Sphinx will dissolve into a grey liquid that quickly evaporates. All that will remain is its golden mask. The Astral Sphinx can re-form a new body after 1d6+3 days. The mask functions similarly to the Magic Jar spell during this time, allowing the spirit of the Astral Sphinx to possess others while it awaits a new body. [REFEREE'S NOTE: The mask of an Astral Sphinx is a nigh indestructible artifact. Only the most powerful of magics could destroy it.]
• **PLANE SHIFT** The Astral Sphinx may shift to any location within the Multiverse. **1 x Day**
• **PSIONIC DRAIN** 4-in-6 chance per round of loosing a cone of psionic energy: end 10' wide, 50' long. **Save versus breath** to avoid. Those that fail have their Intelligence and Charisma scores reduced to 1. The lost points heal the Astral Sphinx by that amount. Victims cannot cast spells, activate magic items, understand language, or communicate in any intelligible way. They can identify friends, follow them, and even protect them. The effect lasts for at least 2d6+6 turns.
• **TELEPATHY** May communicate mentally within one mile. Those contacted are not compelled to communicate, but the Astral Sphinx will have an empathic sense of their thoughts regardless.
• **TRUESIGHT** Vision is unimpeded by darkness of any kind. Can detect magic, illusion, invisibility and polymorph on sight.



DESCRIPTION

A towering four-legged creature wearing an immense, ornate golden crown. From its feet to the top of its weird crown, the thing stands easily twenty-five feet in height. In the shadowed depths under the ornate crown is a vertical row of glowing eyes. They blink sequentially, so that two are always open. The thing's flesh is grayish-blue and faintly luminous, as if lit from within. It looks very tough, somewhat like an elephant or rhino hide. It appears to harden and taper at the ends of the creature's digits and lends them a claw-like aspect. The being stands on all fours and bears a mix of humanoid and feline aspects. Perhaps it could stand as a biped if it chose to.

It does not seem hostile. When it speaks, the words are very alien. The tones and syllables are peculiar sliding things that evoke enigmatic trains of thought, even in those that cannot comprehend their meaning. As its voice reaches your ears, you hear a second voice in your mind. It speaks in a cerebral, dispassionate voice. It will not attack unless you attack first. It is very curious and might barter knowledge for knowledge.

TACTICS

Astral Sphinxes are curious beings, both in motive and behavior. They will rarely attack outright or slay an opponent. They are much more likely to subdue and abduct a target. If ever met with considerable resistance, they will retreat and return to achieve their mysterious goals by covert means.

LORE

Astral Sphinxes are assumed to be cousins of Sphinxes on the Material Plane that have evolved to exist on the Astral Plane, but this has never been confirmed. Although they seem to prefer the Astral Plane, they are encountered throughout the Multiverse.

Astral Sphinxes are extremely potent mystical beings. They are powerful psionicists that can read thoughts and influence or possess lesser minds. If threatened with danger, they will likely assault the mind of their opponent with a psionic blast. The blast renders targets imbecilic and stupefied for a time, in some unknown way the lost mental energy of victims is used to heal the Astral Sphinx. Then they will turn invisible and flee the reach of any aggression.

Ever watching and eternally curious, their three inscrutable eyes penetrate any illusion or darkness. They prefer to study any potential enemy and avoid killing if possible. If conflict is necessary, they are fit to the task. Their talons and psionic powers are formidable, especially when combined with the extreme mobility afforded them by flight and teleportation.

These beings, although basically peaceful, are infamous for abduction and manipulation. There are stories of victims being taken to rooms without doors or windows where they and the creature sat for untold stretches of time. The Astral Sphinx would play games of chance with them, challenge them with riddles or simply probe their minds in the eerie silence. Some tales tell of groups taken to an otherworldly maze where the creature watched over them and observed their actions. Still others

describe being taken to fantastic locations throughout the Multiverse and given a psychic command to complete a quest.

ECOLOGY

Astral Sphinxes are spiritual beings and their physical form is just an avatar. They do not eat, drink or sleep. It is generally agreed upon by most sages familiar with the creatures, that they are asexual beings that do not procreate. Many sages suggest that, considering the ease at which they travel betwixt the planes, they likely retire to a secret lair somewhere in the Multiverse to meditate from time to time.

SEEDS

1.) An unkempt man stumbles into a tavern. After a drink his tale of abduction by an Astral Sphinx spills out. He recounts hours or perhaps days of silence and the insufferable slow blink of the creature's eyes in a gloomy, windowless room. He seems a bit insane after the experience. He was however given a map of an ancient temple by the creature and told that it possesses fantastic treasures for those brave and clever enough to master its secrets.

2.) The party awakens in some fantastic alien place at the entrance to a labyrinth. Above them an Astral Sphinx hovers. It addresses them and instructs them to enter the maze. Before they enter, it gives each PC a (reasonably appropriate?) magic item of their choice. Upon completion of the maze, it says it will return them to their home.

3.) The party finds themselves in a fierce battle with an Astral Sphinx. At the last moment, one of them manages to land a killing blow and they defeat the eldritch being. [REFEREE'S NOTE: The Astral Sphinx has allowed its avatar to be destroyed so that it might gain access to the secretive trove of an archmagus that will purchase the mask of the Astral Sphinx (for an exorbitant price). The Astral Sphinx has foreseen this via its mystical vision. It will then re-form at a later date within the sanctum of the archmagus. In the meantime it will attempt to possess various members of the party to study them and their interactions with others. Inevitably this will create chaos which the Astral Sphinx will greatly enjoy.]

LOOT

Astral Sphinxes have incredible amounts of magical loot stowed in their lair. Unfortunately, their lair is never on the Material Plane. To gain access to the lair of an Astral Sphinx would likely be an additional quest in and of itself. If the party manages to slay an individual Astral Sphinx, they will only gain the being's mask. The mask is solid gold and is obviously of considerable value, it will show a strong and mysterious enchantment.

AZDUL

Demonic manipulators. They enter the realm of mortals and immediately seek to erode law and order by fomenting subversive and degenerate organizations. They often infiltrate the aristocracy by offering an elixir of youth and vitality wrought from their vile blood.

AC 4 [15], **HD** 5***** [22hp], **Att** 2 x claw (1d10), 1 x bite (2d8) or 1 x acid breath (5d6), **THACO** 15 [+4], **MV** 150' (50'), **SV** D10 W11 P12 B13 S14 (5), **ML** 9, **AL** Chaotic, **XP** 1650, **NA** 1 (1d3+1), **TT** G

• **ACID BLOOD** The Azdul's blood is a potent acid. Any non-magical weapon that hits the Azdul corrodes. After dealing damage, the weapon takes a permanent and cumulative –1 penalty to damage rolls. If its penalty drops to –5, the weapon is destroyed. Non-magical ammunition made of metal that hits the Azdul is destroyed after dealing damage. Anyone in melee with an Azdul when it is struck must succeed on a **save versus wands**, or take 2d6 damage from its blood spray.

• **ACID BREATH** 3-in-6 chance per round of breathing acid in a line 5' wide, 60' long. **Save versus breath** for half.

• **AURA OF CONFUSION** The Azdul constantly emits an aura of telepathic babble. Each creature within 60 ft. of it must succeed on a **save versus spells** every round or make a melee or missile attack against a randomly determined creature. If the victim of the aura can't attack, it is effectively stunned and does nothing on its turn.

• **CONSTRICTION** When a bite attack is successful, the Azdul wraps around the victim and begins to squeeze, inflicting 2d4 automatic damage immediately and on each subsequent round. Plus a –1 penalty to attacks and are unable to cast spells.

• **ELIXIR** Servants of the Azdul are regularly supplied with elixirs created from the blood of their Azdul lord. The elixirs effectively halt the ageing process and grant a supernatural vigor. [REFEREE'S NOTE: Treat the elixir as a Potion of Heroism. Assume the Azdul has 1d4+1 acolytes in the vicinity.]

• **MAGICAL POWERS** Each can be used as indicated below:

At Will *Know Alignment, Phantasmal Force, Polymorph Self, Ventriloquism*
3 x Day *Charm Person, Invisibility, Sleep*
1 x Day *Flesh To Stone*

• **TELEPATHY** May communicate mentally within 120'. Those contacted are not compelled to communicate, but the Azdul will have an empathic sense of their thoughts regardless.

DESCRIPTION

A large gray-green, demoniac, ophidian thing mottled with bright yellow accents. Its head is festooned with all manner of horns, and barbs, appearing to be somewhat equine as well as draconic. Its mouth is full of curving fangs and dripping with venom, further implying some sort of serpentine lineage. Its upper body possesses two rather wiry humanoid arms each ending in three long, spidery, taloned digits.

It slithers and writhes fitfully as you approach. It seem neither anxious nor afraid. It speaks directly into your mind. Its mental voice is cold and dry. It evokes thoughts of autumn leaves blown about in a stony corridor. It bids you to come closer. As you approach nearer the air seems to grow thick, greasy and somehow electric. An acidic tang fills your nostrils and the autumn leaves within the stony corridor of your mind are stirred into a blizzard of murmuring thoughts that reverberate through your skull. It is difficult to speak let alone act. Your instincts cry out in fright and you are driven to lash out at unseen and unfathomable threats.

TACTICS

An Azdul is very much a "boss monster". It will often operate in secret and in disguise. Azduls will usually take on the role of a gang boss, pimp, cult leader, and so on. Rarely will they reveal their true nature to anyone outside of their inner circle. And, they are also quite reluctant to engage in direct combat. As mentioned in the statblock under their Elixir feature, they will always have at least two minions in their vicinity to do any fighting for them. If necessary, the Azdul may deign to help once any opposition is softened up.

LORE

Azdul are thought to be the demonic incarnation of souls driven mad with scheming machinations and envy. Their ability to fog and confuse the minds of all in their vicinity is often attributed to the echoing telepathic quagmire of the innumerable plots and counterplots from the dark souls which have coagulated to form this loathsome being.

The blood and venom of Azduls is acidic. They are capable of spewing forth devastating streams of this acid. This too mirrors the caustic and corroding nature of the malignant personalities that fuel this creature. However, to the corrupt few that find themselves in accord with the Azdul, its blood can halt the slow creep of age and provide a renewed and youthful vigor. It is by this means such creatures often foster cults amongst all manner of folk, especially the aristocracy.

Those that are unfortunate enough to live in the vicinity of an Azdul's lair often experience tormenting night terrors of their friends and loved ones betraying them. The longer an Azdul resides in any given area, the further this influence will spread. Eventually this malign influence leads to paranoia and conspiracy writ large in the community.

ECOLOGY

These monsters are demons and can be encountered anywhere throughout the Multiverse. But, their natural environment is always one of the myriad infernal realms. Like all demons, Azduls are

supernatural beings and do not possess mortal biology. They can subsist with or without such mundane necessities as food, water, air or sleep.

When encountered on the Material Plane, these creatures tend to prefer the sewers of old, chaotic and sprawling cities. From these festering putrescent depths they inevitably sow discord and strife. In many cases a group of debased and demented individuals may congregate to form a cult to venerate the loathsome being.

SEEDS

1.) A ward of the city seems overtaken of late with crimes of passion, larceny and outright murder. The high priests of the city have investigated the phenomenon and have determined a corrupting spiritual presence has been at work in the area. The party has been hired or coerced into investigating. They eventually discover a cult of nobles are worshipping an Azdul that has set up a lair beneath the bleakest and most desperate area of the city. This cult has been pooling resources to fuel the degeneracy and violence of the ward through various means including economic manipulation, illicit narcotics, and prostitution to appease their new lord.

2.) One of the party members has fallen under the romantic sway of an NPC of extreme wealth and beauty. This individual invites the party member and their companions to a fancy social engagement of some sort, something like a masquerade ball or banquet. The NPC says they are leery of the other nobles that will be at the party and wants some sort of informal bodyguard. The NPC will provide a substantial weight of coin as well as sufficient finery to allow the PCs entry to the gathering. The party may be a recruitment gathering for the cult of the Azdul. The NPC may also be luring the party in as a sacrifice to the Azdul.

LOOT

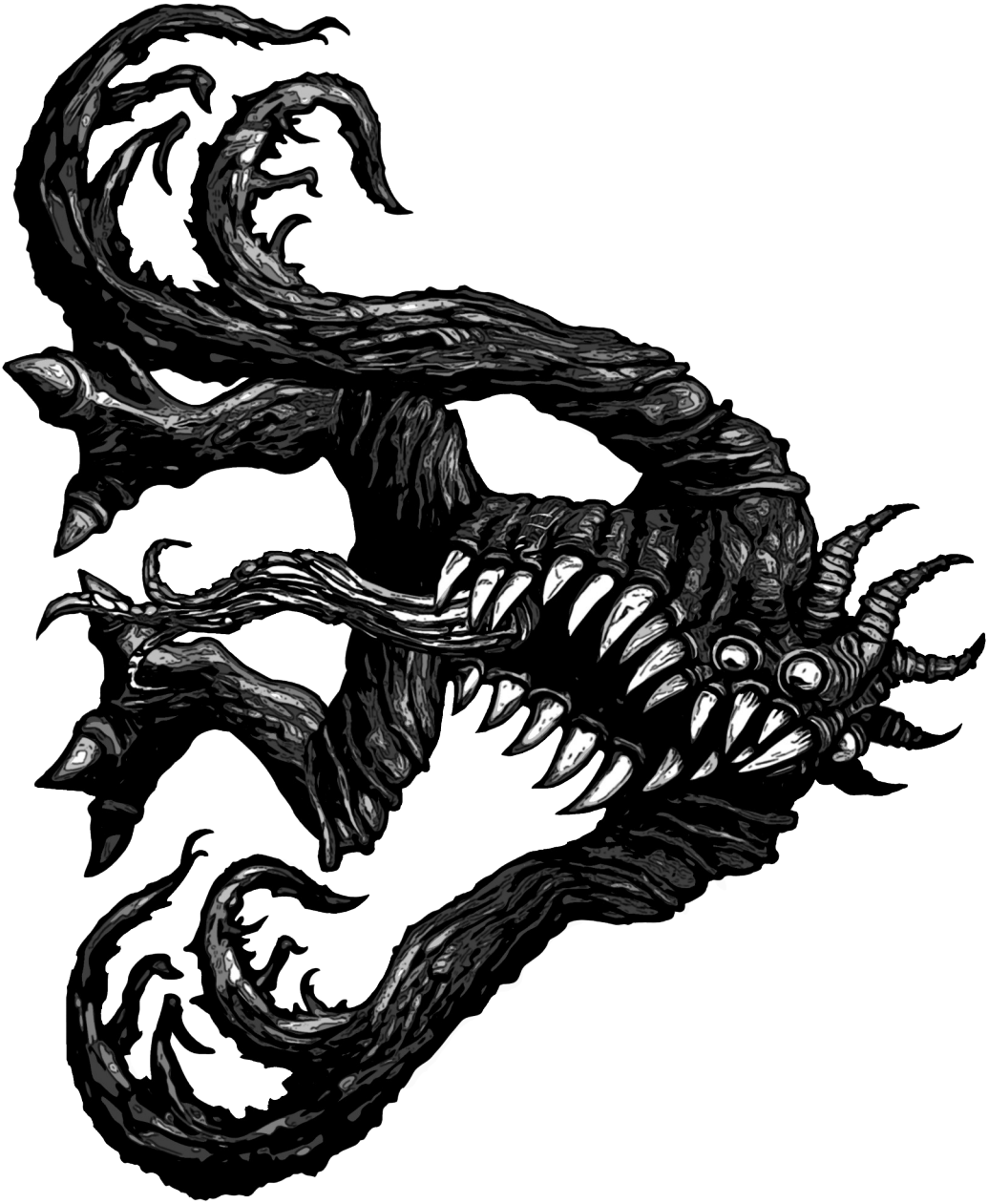
In addition to the loot indicated by the statblock, the blood of an Azdul can be used as potent acid or refined by an alchemist to create a potent elixir which combines the effects of both a Potion of Heroism and Longevity (the effect will not reduce them to an age earlier than adulthood). Additionally, the party is likely to find pamphlets of a lewd and degenerate nature. This material has been manufactured to lure others into the Azdul's sphere of influence, directly via the cult or indirectly via licentiousness acts at organizations it funds.

BHAHOK

Bhahok are huge and horrific monstrosities. These primeval beasts are the last remnants of an ancient race. Nowadays the foul things prowl the shallows of arctic waters. Some primitive tribes worship them as petty gods.

AC 2 [17] **HD** 15**** [67hp] **Att** 1 x bite (2d12), 1 x tentacle (2d6 + constriction) or 1 breath **THACO** 9 [+10]
MV 150′ (50′) / 180′ (60′) swimming **SV** D4 W5 P6 B5 S8 (15) **ML** 10 **AL** Chaotic **XP** 5150 **NA** 1 (1d4) **TT** M

• **ACID BREATH** 2-in-6 chance per round of breathing acid. **Save versus breath** or die. Cloud of acid: 50′ long, 40′ wide, 20′ high.
• **AMPHIBIOUS** May breathe air or water.
• **AURA OF FEAR** Any target it chooses within 60′ must **save versus spells** or flee for 2 turns.
• **CONSTRICTION** Tentacles grab and constrict after a hit. Each constricting tentacle inflicts: 1d6 automatic damage per round, plus a –1 penalty to attacks and are unable to cast spells.
• **IMMUNITY** Totally immune to cold.
• **MENTAL RESISTANCE** Immune to mind-affecting or mind-reading spells **(e.g. charm, hold, sleep)**.
• **MUNDANE DAMAGE IMMUNITY** Only harmed by magic.
• **SWALLOW WHOLE** On a bite attack roll of 20, or 4 or more than the target number required, indicates that a horse-sized (or smaller) victim is swallowed. Inside the Bhahok's belly victims must **save versus breath** every round or die. Those that survive suffer 6d6 damage per round (until the monster dies); may attack with sharp weapons at –4 to hit; body digested in 6 turns after death.
• **TELEPATHY** May communicate mentally within one mile′. Those contacted are not compelled to communicate, but the Bhahok will have an empathic sense of their thoughts regardless.
• **TRUESIGHT** Vision is unimpeded by darkness of any kind. Can detect magic, illusion, invisibility and polymorph on sight.



DESCRIPTION

A huge and vaguely humanoid monstrosity emerges from the icy water. The reek of rotten fish and sulphur fill the atmosphere upon its emergence. It looks to be over twenty feet tall. Its feet are webbed and have long yellow claws. The most dominant and horrific aspect of the weird being's aberrant biology is the long maw that begins at its hips and runs vertically up the thing's entire torso. A massive, writhing tongue of sorts dangles from the black pit of the cavernous orifice. The ribs of its chest cavity appear to be formed into long yellowed fangs. The fang-like ribs gnash and grind like vertically hinged jaws. They look to be capable of closing to create a dense bony, breastplate or perhaps something more akin to a cage.

It has two arms and two legs in the typical humanoid arrangement, however its forelimbs appear to be long and tentacular with innumerable lesser tendrils writhing from the central trunk of each appendage. The creature's head is adorned with several horns arranged in twisting asymmetry. The thing's eyes are bulbous and asymmetrically arranged as well. They glow orangely like harvest moons, blinking out of sequence to each other. Their baleful gaze fills most observers with unreasoning dread. The whole of the thing is scaly and putrid grey-green in color.

The overall feeling it conveys is that of an incredibly ancient predator. The sight and scent of it will leave many dumbstruck with fear or fleeing for their lives. Despite its terrifying appearance, it does not attack immediately. It may attempt to communicate with them via telepathy (it appears to be incapable of actual speech). Its mental voice is cold and alien.

TACTICS

A Bhahok is an incredibly arrogant thing. If anyone in the party has a Chaotic alignment, it will attempt to communicate with them via telepathy. It offers them the chance to survive if they sacrifice their companions to it. Any who seem resistant to its subversive telepathic whispers will be targetted with the Bhahok's Aura Of Fear soon after. Although fierce and proud, they are not foolhardy, if ever seriously threatened they will flee. But, they will often return when least expected to exact revenge.

LORE

These creatures are the degenerate remnants of an ancient race that saw its zenith long before the present age. In the eons since the collapse of their civilization they have existed in the arctic wastes that few mortals dare call home (let alone venture to). The creatures are now known simply as Bhahok. The name was given to them by the savage, cannibalistic tribes that venerate the creatures as petty gods. The creatures themselves have no substantial knowledge of their former culture and subsist by hunting large aquatic animals as well as any sacrificial victims.

Bhahok are amphibious and capable of remaining submerged below water indefinitely. They are also proficient swimmers. They are absolutely impervious to cold temperatures. They are able to generate powerful acids within their gullet which they can use to quickly digest prey within the maw of their ribcage or belch forth a devastating spray that dissolves flesh and bone on contact. Additionally they are able to communicate telepathically within one mile.

Mundane weapons cannot penetrate the eldritch flesh of the Bhahok. And their weird, alien minds are immune to charms and other such enchantments. Further, their freakish eyes can penetrate any darkness, magical or otherwise as well as glamours and transmogrifications.

ECOLOGY

Bhahok are mortal, but they are extremely long-lived. They must eat, drink and rest. They are completely amphibious, able to survive above or below the waves indefinitely. They may hibernate for centuries. However, when they awaken they are ravenous to an extreme degree.

Bhahok are rarely encountered together. The typical Bhahok is either a solitary predator roaming the wastes or the patron godling of a feral tribe. In the latter case, the Bhahok will protect the tribe from their enemies in exchange for a steady supply of tribute, especially sacrifices.

Bhahok reproduce asexually and lay a clutch of 2d6 eggs about once a century. The larval form of Bhahok resemble a giant tadpole (about the size of a wolf) with a twisting mass of horns on its head and an eyeless face reminiscent of a mutant piranha. For expediency use the stats of a Bull Shark.

SEEDS

1.) An NPC has contracted the party to venture into the northern wastes with him. He has discovered a tome detailing a hidden temple complex at the edge of the known world. The majority of the ancient place is assumed to be buried beneath several feet of snow and ice. But the NPC believes they can enter the temple complex through a series of underground caverns exiting near a vast inland lake. The area surrounding the lake is geothermally quite active and is clear of ice. Rumors of feral tribes that live near the lake are common, but their patron Bhahok is not as widely known. [REFEREE'S NOTE: Perhaps the beast recently emerged from hibernation and is ravenous? Perhaps a clutch of its offspring recently hatched and they are also ravenous? Regardless, the party will be welcomed as esteemed dinner guests by the tribes as well their patron.]

2.) A lone Bhahok has been ravaging fishing villages along the northern coast. Several villages have been destroyed and countless numbers slain. Beyond the horror of the slaughter, an insane and debauched cult has sprung up amongst the survivors. They have fallen to worshipping the beast and commit further atrocities to appease the eldritch horror. They now waylay travellers and offer them as sacrifices to it. The kingdom has offered a large sum to finance mercenaries to root out and destroy the cultists. [REFEREE'S NOTE: Consider that only the cult is known to exist and not the Bhahok itself? How might you introduce the creature to your players?]

LOOT

Although Bhahok have little personal craving for material gain. They will amass a considerable hoard as a sort of hobby over their near immortal existence. This is especially true if they are the patron of a tribe.

CHRONOCRAT

Undead wizards that have transcended the mortal coil through their ability to control time. They have an intense hatred of living things and the natural world. All Chronocrats are quite insane as a side-effect of the eldritch knowledge they have acquired.

AC 3 [16], **HD** 9***** [40hp], **Att** 1 x touch (1d12 + energy drain), **THACO** 14 [+5], **MV** 240' (80') flying, **SV** D8 W9 P10 B10 S12 (9), **ML** 10, **AL** Chaotic, **XP** 4400, **NA** 1 (1), **TT** F

• **DAMAGE IMMUNITY** Only harmed by magic. All damage reduced by half.
• **DEMIPLANE** 1-in-6 chance per round of casting a target within 120' into a tiny demiplane **(save versus spells)**. Thereafter targets are allowed a **save versus spells** every round to escape, however time within the demiplane passes at a different rate. Roll a 1d6 to determine an amount. Roll another 1d20 and apply the amount to the result (1-7 days, 8-12 weeks, 13-16 months, 17-19 years, 20 centuries). The victim exits back into normal reality where they left with no knowledge of how much time has passed.
• **ENERGY DRAIN** A successfully hit target permanently loses one experience level (or Hit Die). This incurs a loss of one Hit Die of hit points, as well as all other benefits due to the drained level (e.g. spells, saving throws, etc.). A character's XP is reduced to halfway between the former and new levels. A person drained of all levels becomes a Wraith immediately, under the control of the Chronocrat.
• **MAGICAL POWERS** Each can be used as indicated below:
At Will *Darkness, Dimension Door, Invisibility, Magic Missile, Silence 15' Radius*
3 x Day *Animate Dead, Haste, Mirror Image, Phantasmal Force*
1 x Day *Conjure Elemental, Disintegrate*
• **PLANAR TRAVEL** May travel to another plane **1 x Day**.
• **SUMMON DUPLICATE** May summon a duplicate of a creature from an alternate timeline. The duplicate possesses the same equipment, abilities, spells, etc. of the original. The duplicate will immediately attack the original creature and fight until death or 1d4 turns, whichever comes first. **1 x Day**.
• **TELEPATHY** May communicate mentally within 120'. Those contacted are not compelled to communicate, but the Chronocrat will have an empathic sense of their thoughts regardless.
• **TIME STOP** 2-in-6 chance per round of briefly stopping the flow of time for everyone but itself within 120' diameter shimmering sphere. No time passes for other creatures, while the Chronocrat can take 2 rounds in a row, during which it can use actions and move as normal. If the Chronocrat leaves the sphere, the spell ends. If creatures enter the sphere from outside, they become frozen.
• **TRUESIGHT** Vision is unimpeded by darkness of any kind. Can detect magic, illusion, invisibility and polymorph on sight.
• **UNDEAD** Make no noise, until they attack. Immune to effects that affect living creatures **(e.g. poison)**. Immune to mind-affecting or mind-reading spells **(e.g. charm, hold, sleep)**.

DESCRIPTION

An emaciated, robed humanoid with a monstrously elongated head. The freakish apparition floats about ten feet off the ground, the tattered hem of its robe billowing in some queer occulted wind. The weird figure seems to be of normal human proportions. Its eyes are featureless black orbs glistening in deep, sunken orbits beneath its heavy mutant brow. You can feel a loathsome hunger as the thing gazes upon you from the shadows of its wretched corpse-like face. A heavy scent of putrefaction overlaid with cloves and dust wafts from it.

[REFEREE'S NOTE: The creature is capable of communication but is quite insane. If the party addresses it, it will scream in a weird, hollow tone and fly at them immediately.]

TACTICS

Chronocrats are murderous and insane, but they are also highly intelligent. They will seek to use the terrain and environment to their utmost advantage. However, they always seek to close within range of their Time Stop ability as soon as possible. Once within range they will attempt an Energy Drain on the most obvious spellcaster. Chronocrats will remain in melee until their survival is threatened at which point they will flee melee via Dimension Door. Once beyond melee range they will continue to focus their attacks on any obvious spellcasters.

[REFEREE'S NOTE: Chronocrats are usually starving and their bloodlust drives them into melee immediately. But once they've succeeded in draining a Level or two they become much more tactical. Once they have separated from melee they have a plethora of ways to make the party suffer.]

LORE

These malicious revenants are known as Chronocrats. They are the undead remnants of wizards that delved too deeply into the study and manipulation of time. By application of their arcane craft, they have managed to transcend the mortal coil and reach beyond time (and space to a lesser degree). But for all their knowledge and skill, their mortal minds were shattered by that initial brush with a deeper layer of creation. In their present undead state, they are constantly tormented by glimpses of a future that may or may not come as well as pasts that may or may not have been. This flawed perception has left them thoroughly mad and unable to comprehend what is or is not real. Their psyches are entirely untethered from normal reality and they spend most of their existence in a ravenous fugue state that can only be lifted once they have stolen the life essence of a living being.

Communication with Chronocrats has been recorded, but only after the creature has fed. And even in these moments of semi-lucidity the evidence of a broken mind is obvious from their mangled syntax. The creatures have a deep knowledge of magic and planar cosmology but are unable to express it through the lenses of their fractured minds and warped perceptions. It is thought that much of their magic is now accessed intuitively. Although, many scholars with similar interests in temporal manipulation will pay exorbitant sums to interview a Chronocrat or see its crazed spellbooks.

Chronocrats often use their magic to imprison other beings in timeless demiplane prison cells. It is believed that every Chronocrat has dozens or more of these extraplanar jails which only they can access. Presumably the Chronocrats visit these prisoners to drain their life force at a later time. Time within these weird pocket dimensions passes at a different rate than mundane reality. What might seem like a day to one of these unfortunate souls might equal several centuries to those outside of the Chronocrat's temporal gulag.

ECOLOGY

Chronocrats are undead and have no need to eat, drink or sleep. They draw life force from living beings and this seems to provide them some benefits, chiefly brief episodes of mental clarity. But it is not known if this energy is necessary to sustain them in their present undead state. They are resistant to many forms of damage from various sources including elemental forces.

SEEDS

1.) The party has been hired by a member of the nobility to investigate the disappearance of an eccentric uncle. The eccentric uncle dabbled a bit at being an occult scholar. Although, he never delved deeply into any specific topics and lacked the discipline to become a serious wizard. Recently he had acquired a dusty tome discoursing on the nature of the universe, especially temporal magic. He vanished not longer after he began to study the tome.

2.) The party comes across a haggard and dishevelled man weeping on the cobblestones near a well in the middle of town. He does not seem to be injured but is entirely distraught. He keeps repeating "they're all dead" in an archaic accent. The poor fellow was just released from a Chronocrat's extradimensional cell after centuries of imprisonment and is lamenting the death of all his kin. [REFEREE'S NOTE: In short order, an enraged Chronocrat will appear on the scene searching for the escapee.]

LOOT

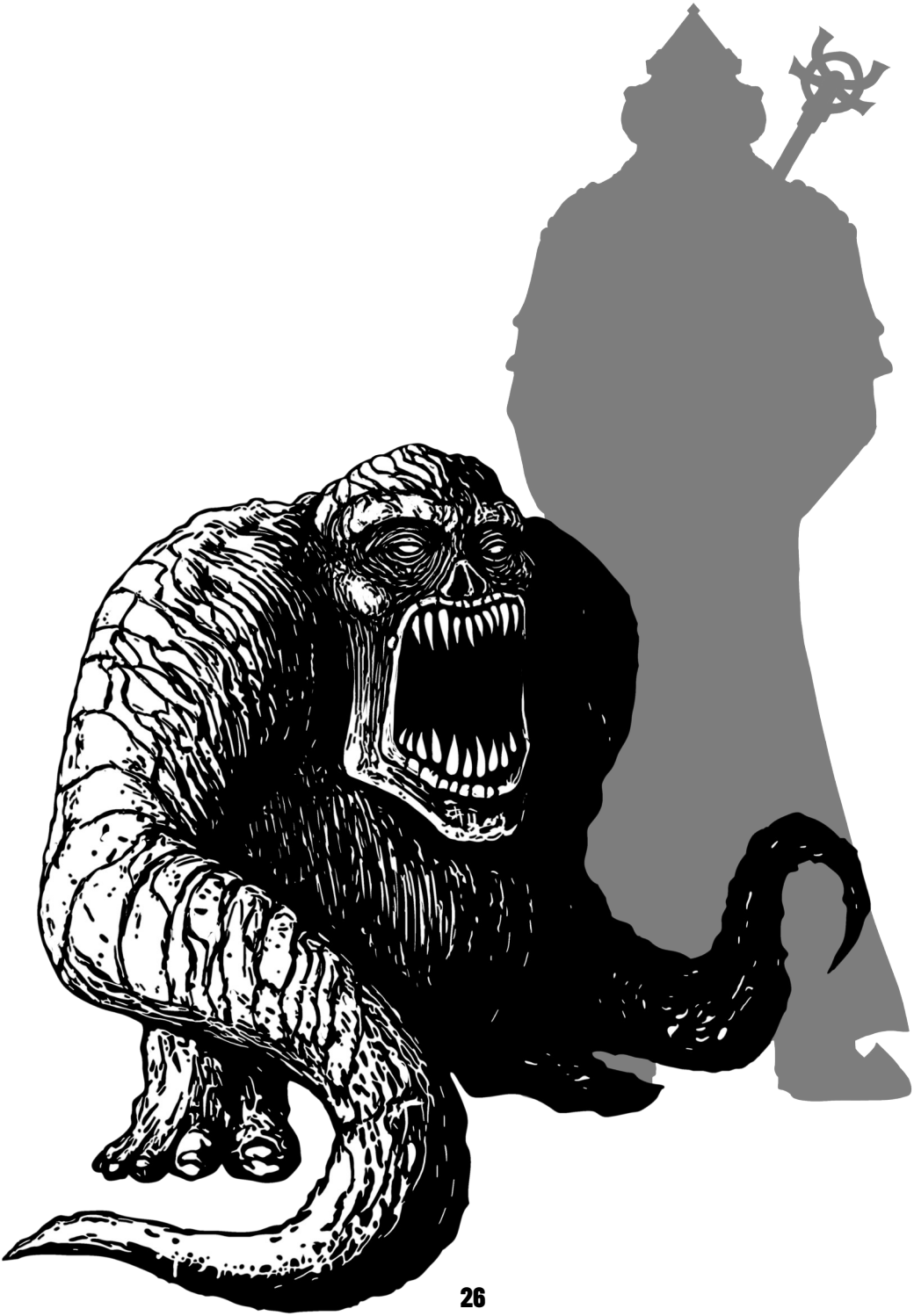
Chronocrats are highly intelligent with a consuming interest in magic. They also have all of eternity and the vast breadth of the Multiverse within their grasp. As such, they tend to build a trove of random, esoteric items which will be stashed away in a secure lair. A Chronocrat is unlikely to carry much wealth on its person. But they will always have a potent magical staff. Roll a 1d6, on 1-5 it is a Staff Of Power; on a 6 it is a Staff Of Wizardry. In the hands of a Chronocrats it also functions as a Staff of Withering. The various spellbooks of a Chronocrat are worth 1d6 x 5000gp each to certain NPCs.

DREG

Dregs are loathsome infernal beings that have been rejected by the major powers that rule the nether realms. They are selfish and craven things that attack by stealth and generally flee any significant threats. For those that travel to the lower planes, Dregs can make useful guides.

AC 11 [9], **HD** 1+3***** [7hp], **Att** 2 x tentacle (1d4 + constitution drain) or 1 x bite (1d4 + paralysis), **THACO** 18 [+1], **MV** 60' (20'), **SV** D12 W13 P14 B15 S16 (1), **ML** 6, **AL** Chaotic, **XP** 25, **NA** 1d6 (1d12), **TT** T

• **CONSTITUTION DRAIN** Victims lose 1 CON per hit. Recovers after 9 turns. If reduced to 0 CON, the victim becomes a Zombie.
• **GRAB AND BITE** If both tentacles hit, the Dreg may make a bonus bite attack.
• **IMMUNITY** Immune to mind-affecting or mind-reading spells **(e.g. charm, hold, sleep)**. Also immune to energy drain, poison and paralysis.
• **INVISIBILITY** Can become invisible at will.
• **PARALYSIS** If the Dreg makes a successful bite attack the target must **save versus paralysis** or be paralyzed for 1d6+3 rounds.
• **REGENERATION** A damaged Dreg gains 1 hit point at the start of each round, as long as it is alive.
• **RESISTANCES** Only takes half damage from cold, fire and lightning (including magic).
• **STENCH** Has a smell that sickens living creatures within 10', **save versus poison** or suffer -2 to hit.
• **TELEPATHY** May communicate mentally within 120'. Those contacted are not compelled to communicate, but the Dreg will have an empathic sense of their thoughts regardless.



DESCRIPTION
A noxious odor suddenly engulfs the immediate area. It is somehow reminiscent of rotting eggs, rotting flesh, dirty feet, fecal matter and vomit all at the same time. A few moments later, a short and stumpy humanoid with an oversized head and face appears as if out of nowhere. Its cratered, leathery flesh is covered in all manner of filth, and assorted weeping sores.

The being appraises you with rheumy but cunning eyes from a distance of fifteen feet or so. You notice now, that its arms are in fact rather long tentacles and the indescribably awful stench is definitely emanating from it.

If the party seems significantly poisoned by the monster's stench, it will attack with a tentacle. If not, it will turn invisible once again and attack at a more opportune time. These monsters are cowardly vermin and will only attack if they feel they have an advantage over their victims.

TACTICS
Dregs are generally dim-witted and craven. They will not make direct assaults. They will lurk around the edges of a campsite or marching order, only revealing themselves to attack a straggler or lone watcher. If they risk defeat, they will not hesitate to use their Invisibility and flee the area. [REFEREE'S NOTE: You might decide that a large number of Dregs might be more courageous, especially if they outnumber their prey at least two to one.

LORE
What most mortal folk do not know is that dark souls that enter the nether realms upon death are usually sorted into two separate but equally unholy pits. The determining factor seems to be how well the corrupted souls can follow orders. Those that respect a hierarchy of power are separated from those that do not. Those that remain are further divided into psychopathic murderers filled with rage and those that are merely selfish to an extreme degree. These selfish ones are the sorts that will steal food from a starving babe or ignore an innocent's pleas for help as they lay sinking into a mire. These selfish ones cannot be effectively utilized to fill the armies of those that rule the nether realms. So, they are cursed to wander the lower planes aimlessly.

These abhorrent and deformed monsters despise each other as much as they loathe every other being. But out of necessity they bond together for some measure of security. They exist in perpetual fear for their miserable existence as they are hunted for sport by other more powerful infernal beings. Luckily Dregs have learned the trick of invisibility (but cannot mask their wretched odor). Their noxious stench is helpful in sickening mortal prey they happen upon, but other infernal beings are immune to its effect and use it to track Dregs. They are a durable and tenacious lot able to regenerate from grievous injuries. But, they are also craven scavengers that only attack from stealth or in numbers significant enough to overwhelm their prey.

Their precarious situation has forced them to develop telepathic abilities which allow them to communicate in silence as well as detect the motives of others. This combined with their ability to turn

invisible at will makes them surprisingly useful spies and informants. Their filthy tentacles can drain the vitality of mortal beings, those slain by this attack become mindless animated corpses. Additionally, the bite of a Dreg can paralyze prey.

ECOLOGY

Dregs are infernal beings akin to demons or devils and as such lack any of the usual mortal necessities. They do not need to eat, sleep or breathe. But they can if they choose to. They also do not require shelter or clothing. Many sages speculate that Dregs sap the life force of their victims through their attacks. It is unknown if the monsters require this sort of sustenance or if they simply find pleasure in bringing pain, sickness and death to mortals.

SEEDS

1.) As the party is exploring they unknowingly happen across an invisible planar nexus. The first thing they notice in the area is the unbelievable stench. It's likely they leave the area quickly, but notice the reek seems to linger after them and gets stronger whenever they stop to rest. Unbeknownst to the party, they are being followed by one or more Dregs that will attack the party when the time is right. Probably when they have begun their nightly watch rotation. [REFEREE'S NOTE: The Dreg(s) will not stray too far from the planar nexus. So, there is a chance the party might inadvertently evade them. As such, it might be a good idea to include something in your description that encourages them to make camp sooner. Perhaps a stream or an orchard that promises easy foraging? Or, perhaps something as simple as night falling or inclement weather?]

2.) The party finds themselves on an interplanar excursion in some literal hellscape. They are in need of information about the whereabouts of another interplanar traveler. They suspect that the individual they are tracking has passed through suspected Dreg territory. How will they find the territory? How will they convince the Dregs to assist them in their quest?

LOOT

As indicated by the statblock. [REFEREE'S NOTE: The near imbecility of Dregs combined with their covetous nature drives them to hoard, steal, covet and trade odd curios drawn from across the Multiverse. The actual value of such things is likely negligible but it might be a good opportunity to introduce more lore into your campaign.]

FEN FIEND

Monstrous, hulking, reptilian humanoids that are assumed to be sorcerous hybrids. They combine several traits from Trolls and various brutish creatures such as Troglodytes and Lizardmen. Beware the mires and swamps where these beasts roam, they are not to be trifled with.

AC 4 [15], **HD** 8**** [40hp], **Att** 2 x fist (2d6), 1 x bite (1d10) or 1 x poison breath, **THACO** 12 [+7], **MV** 180' (60') / 90' (30') swimming, **SV** D8 W9 P10 B10 S12 (8), **ML** 10, **AL** Chaotic, **XP** 2850, **NA** 1d4 (1d8), **TT** I

• **AMBUSHER** If attacking from surprise, first attack is +4 to hit and inflicts x2 damage.
• **AMPHIBIOUS** Can breathe air and water.
• **POISON BREATH** 2-in-6 chance per round of breathing poison in a 30' long cone. **Save versus poison** or suffer a -2 to hit and have their movement reduced by half for 1d6 turns.
• **RAVENOUS** Attack any moving creature.
• **REGENERATION** Regains 3 Hit Point at the start of each round that it is alive.
• **STENCH** Has a smell that sickens living creatures within 10', **save versus poison** or suffer –2 to hit.
• **SUNLIGHT SENSITIVITY** -2 to-hit in brightly lit conditions such as sunlight or a Continual Light spell.
• **SURPRISE** On a 1–4, due to the ability to change color to match their surroundings.
• **VULNERABILITY** Electrical attacks inflict double damage and the damage cannot be regenerated.

DESCRIPTION

A very large, muscular, reptilian humanoid of some sort. It stands about twice the height of a large man but is easily three times as broad. Its horny, scaly hide is a deep olive green. The thing's hide blends into its environment quite well, somewhat reminiscent of a chameleon. Despite its camouflage, the beast's slitted phosphorescent orange eyes are a tell-tale sign, betraying the creature's presence in the foetid gloom. Its piercing gaze is heavy with a feral, murderous cunning.

It is covered in all sorts of muck and stinks of the rotten mire it likely emerged from. In spite of the thing's obvious bulk and ungainly structure, it moves with surprising speed and agility. As it approaches, the reek of the thing becomes nauseating.

TACTICS

Fen Fiends are cunning brutes but have relatively low intelligence. When they attack, it will be sudden and en masse. They will charge out of hiding and show no preference for targets. If their prey manages to mount significant resistance, they will retreat to regenerate and attack again later. Any successive attacks will show slightly better organization, but again they are somewhat limited by their dim minds. They are capable of basic traps such as pits and the like but not much more.

LORE

According to sages and loremasters familiar with the horrific things, Fen Fiends are probably the result of some mad wizard's breeding experiments or the gross evolution of trolls mixing their foul lineage with the bloodlines of Lizardmen and Troglodytes. The result is a fearsome beast that can hide like a chameleon and charge like a crocodile. They are amphibious, capable of breathing both air and water. They can belch a debilitating cloud of noxious gas (prior to this, their necks will bloat like some gigantic, hellspawned bullfrog). They have the nauseating stench of a Troglodye. And worst of all, the brutes can regenerate from damage at the same alarming rate as a Troll.

Luckily, they do have a few vulnerabilities. Being creatures of the perpetually twilit gloom of swampy forests and the like, they are sensitive to bright lights (especially sunlight). Additionally, through some peculiar alchemy in their chameleon hides, they are exceptionally vulnerable to electrical attacks.

ECOLOGY

Fen Fiends often fall into the undisputed position of swamp apex predator. Their size, brutality, cunning and unnatural vigor allow them to dominate other species quite easily. They typically form into clans of twenty or so and reside around swamps and rivers (the more foetid the better).

Any of these beasts encountering adventurers will likely be a hunting party of a few individuals. They can speak the Common and Giant tongues and might be persuaded not to attack if offered a substantial bribe. But be warned, these creatures are cunning and murderous. They may accept the bribe only to attack from ambush later.

SEEDS

1.) A merchant caravan is planning an expedition through a dank and fearsome jungle swamp. The area is known for bandits, monsters and natural hazards of all kinds. The party has been recruited to bolster the security force of the caravan. Ample payment is offered for the obvious danger.

2.) Deep into a dungeon delve, the party discovers the smashed remnants of some sort of laboratory. The saying "like a bull in a china shop" could not be more appropriate in the description of the scene. Broken glass and shattered ceramic vats litter the room. Somewhere in the midst of the wreckage is a skeleton clad in the remnants of robes. Scraps of lab notes indicate an experiment to blend Trolls, Troglodytes and Sahuagin was in process here.

3.) The party awakes in a marsh. They have no recollection of how they arrived at this location. As the party explores the area, they realize that the marsh is actually some sort of maze. Unbeknownst to them, they had been drugged and abducted from an inn. Now they've been thrown into some mad wizard's experiment. He is observing from afar how effective his recent creations are at the fine art of murder. Within the hour they will begin to encounter Fen Fiends and other foul denizens of the weird swamp.

LOOT

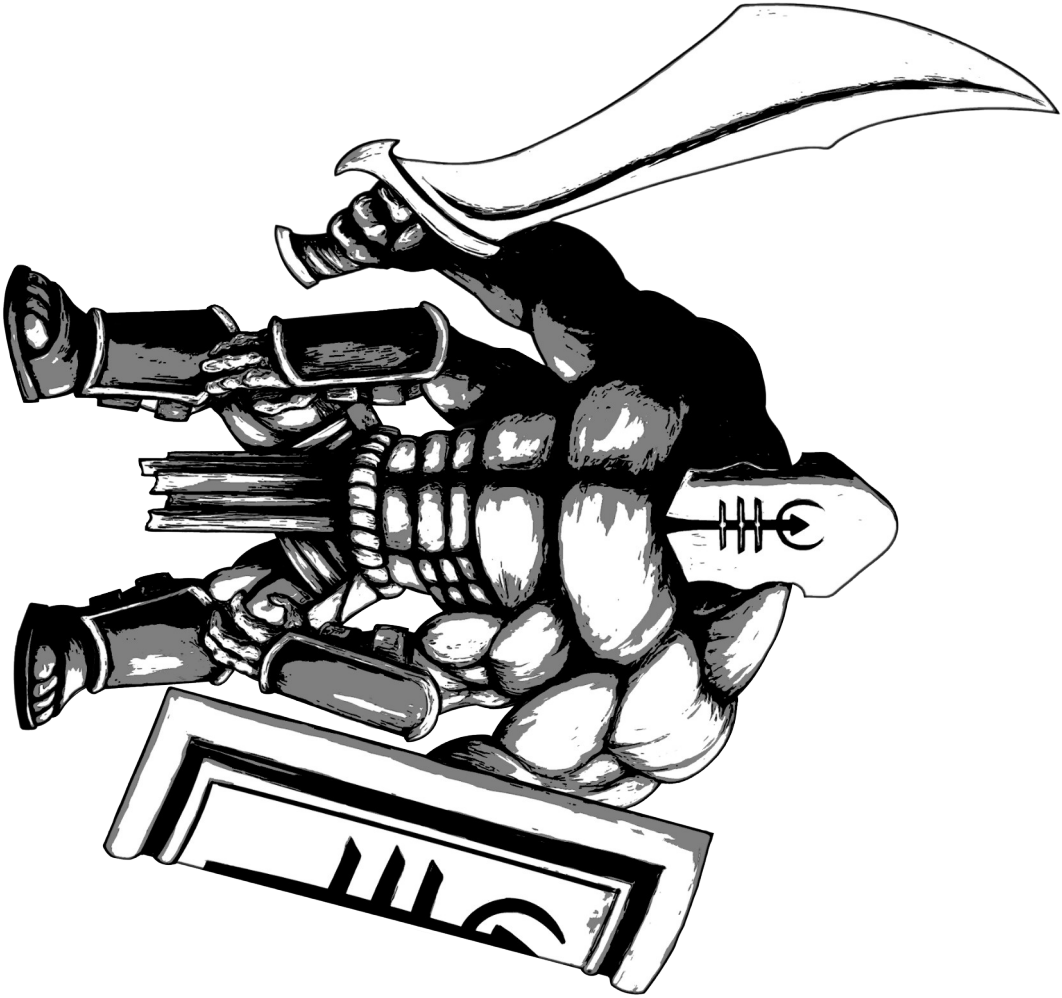
The hoards of Fen Fiends will always be adjacent to a massive pile of gnawed and cracked bones. [REFEREE'S NOTE: The bone pile is an ideal place to hide other lesser threats from nasty vermin such as Carcass Crawlers, Giant Centipedes, Insect Swarms and the like.]

HELIOPHANT

Titanic avatars of celestial radiance. They are something akin to a stellar fragment given sentience and humanoid form. Incredibly powerful champions of life and light, they only manifest when the balance of all creation is at risk.

AC 1 [18], **HD** 20****** [90hp], **Att** 2 x weapon (10d6), **THACO** 6 [+13], **MV** 120' (40'), **SV** D2 W3 P4 B3 S6 (20), **ML** 12, **AL** Lawful, **XP** 8900, **NA** 1 (1d3), **TT** None

• **CORONA** At the start of each of the Heliophant's turns, each creature of its choice within a 30' diameter takes 6d6 damage from intense heat. Flammable objects in the aura that aren't being worn or carried ignite. A creature that touches the Heliophant or hits it with a melee attack takes an additional 6d6 damage.
• **DEATH THROES** When the Heliophant dies, it explodes, and each creature within 30 feet of it must make a **save versus breath** or take damage equal to the Heliophant's current hit points multiplied by 1d6 on a failed save, or half as much damage on a successful one. The explosion ignites flammable objects in that area that aren't being worn or carried, and it destroys the Heliophant's equipment.
• **MUNDANE DAMAGE IMMUNITY** Only harmed by magic.
• **REGENERATION** A damaged Heliophant gains 3 hit points at the start of each round, as long as it is alive.
• **RESISTANCES** Only takes half damage from cold, fire and lightning (including magic).
• **SOLAR BLAST** 2-in-6 chance per round of releasing a blast of raw solar plasma from its faceplate in a 120-foot cone that is 30 feet wide. Each creature in the area of the blast will take damage equal to the Heliophant's current hit points (**save versus breath** for half damage).
• **TELEPATHY** May communicate mentally within 60'. Those contacted are not compelled to communicate, but the Heliophant will have an empathic sense of their thoughts regardless.
• **TRUESIGHT** Vision is unimpeded by darkness of any kind. Can detect magic, illusion, invisibility and polymorph on sight.



DESCRIPTION

A titanic, heavily-muscled, four-limbed humanoid. The being looks to be at least twenty-five feet tall. Its body appears to be golden with various hues of orange and yellow light rippling across its immense bulk in a fiery corona. It grips an equally massive golden sword in one huge fist and a shield in another. It wears an ornate, golden helmet with some esoteric glyph worked into the faceplate. The same rune also adorns its shield.

Despite the immense power and intimidating presence of the creature, a feeling of benevolence and protection seems to emanate from it. The awesome being speaks an ancient and unfathomable language in a booming voice. It does not seem hostile.

TACTICS

Heliophants are creatures of benevolence despite their terrifying power. As such, they will not attack immediately. If attacked, they will retaliate. However, they will only reluctantly harm beings with righteous motivations or those that are in accord with the natural world as a matter of their religious practice.

LORE

Heliophants are avatars of beneficent, solar energy sent to safeguard life and to preserve the harmony of nature. Certain religious orders, revere these creatures and see their presence on the material plane as quite auspicious but also recognize that a Heliophant would not be present unless some incredibly dire threat was looming somewhere near.

In battle they can be quite fearsome as their attacks are fueled by the power of the sun itself. They are perpetually wreathed in a fiery corona that they can use to burn those they wish. Additionally they can project incredibly destructive rays of searing radiance from the faceplate of their helmet. And, their massive golden sword is suffused with a righteous solar fury as well.

Their supernatural body is immune to mundane threats. It is also highly resistant to most forms of magical attack, including various elemental forces. Any injuries it does sustain will heal rapidly.

ECOLOGY

Heliophants, are spiritual beings somewhat akin to angels but also to elementals. They are timeless incarnations that emanate from a deeper, more fundamental level of reality. They draw their sustenance from the fabric of the cosmos. As such, they do not eat or drink as mortal creatures do. Nor do they

breathe or sleep. They can be encountered anywhere throughout the Multiverse and usually only manifest at a time and place where the balance of all things is most precarious.

SEEDS

1.) An arch-necromancer turned lich and its secret cabal have orchestrated a plot to ruin the world. They have fostered the growth of deviant sorcerous cults in numerous cities and across every inhabited continent. For generations they have been plotting and corrupting. No one truly knows how far and how deep the taint of their malignancy has spread. Famine and disease have gripped the land. The necromantic cults have released virulent hell-wrought pathogens which transform the victims into an ever-growing undead army. It is a time of deep despair and distrust. The undead legions swarm across the land devouring life and blighting the land like a plague of locusts. Rumors and reports of demons have become more and more common of late and the call has gone out for heroes to rally to the banner of The Unconquered Sun, a religious order that seems to have formed a bastion of sorts in this wicked and fallen time.

2.) During a night-time overland journey, the party happens across a ruined, fortified monastery in the mountains. The structure sits atop a virtual pillar of stone. The monastery seems abandoned but inexplicably an awesome golden radiance pours from it. It seems almost as if there is a sun setting somewhere within the structure. As they approach, the immense weight of time is evident in the stonework of the monastery. Many of the carvings are eroded to nearly nothing and the columns are tumbled down. If the party braves the chasm, they will discover within the monastery, a lone Heliophant stands before a planar gateway. The titanic creature seems poised for battle as it stares through the shimmering gateway at a nightmarish hellscape beyond.

LOOT

Heliophants are supernatural beings wholly unconcerned with the accumulation of what most adventurers would consider wealth. Further, as indicated by the Death Throes feature in their statblock, all of their equipment is destroyed if they are slain.

ICTSHOSH

Ictshosh are the undead remnants of an ancient race of alien sorcerers. They co-exist across multiple planes and have a solid grasp of the eldritch levers that underpin retrocausality. They are immortal and fearless tyrants that drove their own race to extinction to feed their endless hunger.

AC 0 [19], **HD** 18***** [81hp], **Att** 2 x claw (3d12), **THACO** 7 [+12], **MV** 150′ (50′) / 300′ (100′) flying, **SV** D2 W3 P4 B3 S6 (18), **ML** 12, **AL** Chaotic, **XP** 7750, **NA** 1 (1), **TT** H (x3 chance of magic items) + 5000gp

• **ARCANOPHAGE** Can absorb and cast the spells of any Magic-User it kills with a melee attack.
• **FOREKNOWLEDGE** An Ictshosh has a perception which transcends linear time. It can literally see the immediate future and has a strong intuition about what will unfold in the distant future. An Ictshosh cannot be surprised and has a +4 bonus on attack rolls, ability checks, and saving throws. Any opponents suffer a -4 penalty on attack rolls, ability checks, and saving throws.
• **IMMUNITY** Only harmed by magic. Immune to cold, fire and lightning.
• **LIFE DRAIN** Is healed by any damage it inflicts in melee combat. A successfully touched target permanently loses two experience levels (or Hit Dice). This incurs a loss of two Hit Dice of hit points, as well as all other benefits due to the drained levels (e.g. spells, saving throws, etc.). A character's XP is reduced to the lowest amount for the new level. Those slain from the melee attacks of an Ictshosh immediately become Wights under the control of the Ictshosh which killed them.
• **MAGICAL POWERS** Each can be used as indicated below:

At Will *Detect Magic, Dimension Door, Dispel Magic, Invisibility, Light, Magic Missile*
3 x Day *Animate Dead, Fire Ball, Hold Monster, Lightning Bolt, Sleep*
1 x Day *Anti-Magic Shell, Disintegrate, Invisible Stalker*

• **TELEPATHY** May communicate mentally within 120′. Those contacted are not compelled to communicate, but the monster will have an empathic sense of their thoughts regardless.
• **TRUESIGHT** Vision is unimpeded by darkness of any kind. Can detect magic, illusion, invisibility and polymorph on sight.
• **UNDEAD** Make no noise, until they attack. Immune to effects that affect living creatures **(e.g. poison)**. Immune to mind-affecting or mind-reading spells **(e.g. charm, hold, sleep)**.

DESCRIPTION
An armored humanoid, roughly the size of a very large man approaches. It looks to be completely encased within thick black armored plate. It strides forward imperiously and utterly fearless. A flickering, coruscating field of energy appears to surround it within an armspan or so. Something about its bearing and mien stink of an ancient and arrogant sorcery. Upon closer observation it becomes more and more obvious that the thing is certainly not human. It moves with a disturbing alacrity and unnerving grace. Each of its limbs ends in a keen blade.
[REFEREE'S NOTE: It will attack immediately.]

TACTICS
These creatures are powerful and arrogant. They will enter melee combat as quickly as possible, trusting in their armor and eldritch defenses to protect them from significant harm. Any obvious Magic-Users will be their first target with the goal of removing them and absorbing their spells via their Arcanophage feature. Once the Magic-Users are dealt with they will exit melee and resume their attack from afar via magic.

LORE
These creatures are known as Ictshosh. They are the weird undead remnants of an ancient race of alien sorcerers. It is rumored that their civilization collapsed upon itself as the most powerful sorcerers within it discovered a way to cheat death by consuming the souls of their brethren. Within just a few centuries only thirteen remained and they have since agreed to a truce of sorts. The surviving thirteen will not directly attack any of their fellows or their vassals. But, they do conspire against their fellows incessantly and often form temporary alliances to prevent one of their cohort from achieving too much power.

Ictshosh are sorcerers of legendary power. They co-exist across multiple planes and are even rumored to be able to traverse time. As such, they are utterly fearless and supremely confident. No mortal threat will ever dissuade them from their objectives. They are immortal and fearless tyrants that drove their own race to extinction to feed their endless hunger for eternal life and arcane power.

ECOLOGY
Ictshosh are undead and as such they are no longer subject to many of the frailties that plague mortal creatures. They no longer breathe, so they do not require air. Their hearts no longer beat, so they are immune to toxins. In fact, it seems that their dessicated flesh is so heavily protected within the powerful wards of their ancient and baroque armor that only magic can harm them. And even then, many of the most powerful elemental abjuration spells still have no effect on them.

In addition, they no longer require rest nor any form of nourishment. They derive their motive force and insatiable desire for conquest though sheer malice and a connection to the primal forces of entropy which undergird the cosmos. However, they will readily consume the life energy of other creatures to heal themselves and bolster their arcane might.

As undead creatures, they do not reproduce biologically. But, those slain by the soul-wrenching chill of an Ictshosh's melee attacks will become a Wight under its control. Ictshosh will often use these Wights to guard their innumerable lairs and hidden troves of esoteric lore. Occasionally an Ictshosh will enact a series of rituals to imbue its Wight servants with the power to cast Magic-User spells. But, for the rituals to be successful the Wight must have had some magical talent in its mortal life.

SEEDS

1.) The party is exploring a ruined abbey at the edge of the kingdom. While searching the bishop's chambers, they are interrupted by an Ictshosh. It is searching for something they possess which they recently acquired. Perhaps some bit of esoteric lore or a magic item they kept from their last haul of loot? Or, perhaps it is something of importance they were entrusted with by an NPC to deliver to another NPC to alleviate or avert some crisis? It will demand they surrender the item. If they do not, the creature will attack them immediately. It will target the spellcasters first and the physically weakest second. The Ictshosh will always attempt to deliver the killing blow in melee so that its victim will return as a Wight servant.

2.) An ancient library has been attacked from within by an Ictshosh and several (1d4+2) of its Wight acolytes (able to cast as a Magic-User of 1d4+5 Levels). Unfortunately, the wizard and his students charged with guarding the library were no match for the creature and have already been converted to Wights (1d4+2). In addition to the loss of life, the Ictshosh is destroying many valuable tomes and artifacts. The Ictshosh appears and disappears sporadically, teleporting around the aged repository. It appears to be frenetically searching for something. If interrupted it will demand the item it is searching for from the party. If they do not at least attempt to assist it, the creature will attack them immediately.

LOOT

Ictshosh will build vast hoards of wealth, magical items and esoteric lore during their immortal lifespan. However, much of this loot will be hidden away securely and often across multiple planes.

[REFEREE'S NOTE: Due to the Ictshosh predilection to hoard magical items and tomes of ancient lore, you might be able to use them as a story element in a longer campaign/story arc. Perhaps they hold a certain artifact the party requires to complete a quest, etc.? If so, it might be helpful to have some sort of item like a magical key or runestone that opens a gateway to a maze that eventually leads to one of the Ictshosh troves.]

IMHOTHAEYL

Massive, eldritch horrors from some weird dimension. They often appear in the mortal realm seeking to foster cults as they all aspire to godhood. They are powerful beings with base ambitions and towering egos.

AC 7 [12], **HD** 15**** [67hp], **Att** 2 x claw (3d6), 1 x bite (4d6) or 1 x breath weapon (see below), **THACO** 8[+11], **MV** 150' (50'), **SV** D4 W5 P6 B5 S8 (15), **ML** 12, **AL** Chaotic, **XP** 5150, **NA** 1 (1d3), **TT** H

• **AMORPHOUS FLESH** The Imhothaeyl has weird clay-like, animate flesh that will attempt to absorb things that touch it. This includes melee and missile weapons. Those that attack it in melee must **save versus wands** or lose their weapon. If they stay in melee another round they must **save versus wands** again or be ensnared by tendrils of the flesh taking 1d4 damage per round and unable to perform any actions until they succeed on their saving throw. If slain, their bodies are absorbed. Missile weapons are automatically absorbed with no save allowed.
• **BREATH WEAPON** 2-in-6 chance per round of breathing a noxious cloud of gas. This attack mimics the effect of the Cloudkill spell.
• **CONVERSION** Clerics that renounce their faith and pledge themselves to an Imhothaeyl can add three points to their ability scores. The points may be added to one or several scores. No score may be increased above 18. However, they must accept an alignment change to Chaotic. And if they are ever slain they will be resurrected as Wights to serve their new alien god. Additionally if they should ever try to renounce the Imhothaeyl they must **save versus death** or become a Wight immediately. They must do this everyday they resist the Imhothaeyl.
• **IF KILLED** Melts into a stinking puddle as the spirit of the Imhothaeyl returns to its home plane. This reveals everything it absorbed, including treasure, companions, weapons, etc.
• **MAGICAL POWERS** Each can be used as indicated below:

At Will *Fly, Invisibility, Lightning Bolt, Phantasmal Force, Polymorph Self*
3 x Day *Dispel Magic, Polymorph Others, Reincarnation*
1 x Day *Disintegrate, Geas*

• **MUNDANE DAMAGE IMMUNITY** Only harmed by magical attacks.
• **TELEPATHY** May communicate mentally within one mile. Those contacted are not compelled to communicate, but the Imhothaeyl will have an empathic sense of their thoughts regardless.
• **TRUESIGHT** Vision is unimpeded by darkness of any kind. Can detect magic, illusion, invisibility and polymorph on sight.
• **VULNERABILITY** Imhothaeyl are vulnerable to holy water (similar to undead).

DESCRIPTION

You see a towering, eldritch horror approaching. The thing is easily twenty or twenty-five feet tall. The general shape of the thing is roughly humanoid. It has two long arms and two short bestial legs. But its head is an incredible departure from anything remotely human or sane. The neck of the creature is easily as wide as its waist and supports a massive head somewhat reminiscent of certain sharks. It has four reptilian eyes on the front of its head and nothing else. It has a gaping, fang-filled maw on top of its head which is ringed with numerous grasping tentacles. Apart from the prodigious girth of its neck, the thing is relatively gangly. Its flesh has an unwholesome aspect to it, almost as if it were writhing over the bones beneath.

As the horrific thing approaches you hear what must be its malign telepathic voice whispering insidiously into your hindbrain. Its mental voice oozes icily through your mind. Its tone is imperious and domineering. It demands worship and if any Clerics are in the group, conversion. It promises rewards to those who embrace its new faith.

TACTICS

These creatures are incredibly arrogant. They have virtually no fear of mortal beings. As such, they will often approach them with an air of horrific, imperious authority. They will openly call for kneeling worship. At the show of any resistance, they will move into melee hoping their weird flesh will soon disarm and entrap any foolish enough to engage them. If the tide of combat should ever disfavor them, they will turn invisible and disengage. But they will not leave those who so brazenly defied their rulership in peace. Instead, they will lurk about awaiting an opportunity to exact revenge. Or perhaps, they may haunt the minds of the group by whispering promises of power and wealth to those that will submit.

LORE

These horrific creatures are known as Imhothaeyl. They are extradimensional beings that aspire to godhood. They are extraordinarily powerful beings with towering egos and ambitions. They travel the Multiverse fomenting cults devoted to their own worship. They are quite capable of going about this proselytization covertly but their excessive arrogance usually demands they crush resistance and win converts by force.

For those who do embrace the worship of this weird being, it will give them rewards "many and splendid". All Imhothaeyl have a particular fondness for apostate Clerics. All who convert and kneel before it will gain some benefit from its malign favor. But the Clerics that throw in their lot with an Imhothaeyl are imbued with a sliver of its unholy power (as shown in the Conversion ability listed in their statblock). [REFEREE'S NOTE: At your discretion, you may see fit to reward new converts (of all classes) with magical items or other treasures as well.]

Imhothaeyl are formidable adversaries. Their weird flesh itself is a weapon unto itself, capable of engulfing any who come to close. Further, that same otherworldly corpus is proof against any mundane damage (but it is vulnerable to holy water). They are formidable sorcerers able to weave illusions, summon darkness, blast their foes with eldritch energies, etc. (and these are but a smattering of their magical powers). Additionally, they can belch forth a lethal fog of toxic gas. You will know this breath weapon attack is imminent as the massive neck of the Imhothaeyl will inflate like that of a titanic bullfrog moments before its release.

ECOLOGY

Imhothaeyl are extradimensional beings and likely immortal. They seem to have no purpose other than their pursuit of worship. No young Imhothaeyl have ever been seen. And, when more than one Imhothaeyl has been encountered they exhibited no physical differences, i.e. they are asexual or nonsexual. Sages familiar with the lore concerning Imhothaeyl believe the forms they display here in the mortal realm are merely avatars. This would certainly explain their rather fearless nature as well as the peculiar liquid they turn into once slain. Regardless of their nature as living beings or merely flesh-wrought projections puppeteered from another dimension, the Imhothaeyl seem to require no sustenance. Nor do they breathe or sleep.

SEEDS

1.) The church militant of the kingdom has been investigating the growth of a new cult and are offering considerable coin to those who aid them [REFEREE'S NOTE: Use your discretion here. If the reward is too high, the players will likely be tipped off to how serious the threat is. It might be better to offer a small reward but also include some sort of prestige within the organization. Or, perhaps one of the party is a Cleric of this official faith?]. The cult is quickly becoming infamous for the fierce zealotry they have managed to inspire amongst the dregs of population. It is said the fanaticism of the cult is due to the power of their god to deliver miracles virtually on demand. There are even some that whisper their god walks amongst them, clothed in the flesh of paupers and harlots. Further rumors posit that the mysterious god of the new faith is actively converting priests of other faiths. It said that these apostates are the most richly rewarded. [REFEREE'S NOTE: This cult is the burgeoning religion of an Imhothaeyl. And the rumors are true, the fiend does indeed walk amongst its flock in mortal and mundane guise dispensing miracles. How will the PCs root out the corruption?].

2.) The party is journeying through the wilderness and they happen across a ruined tower on the edge of a farming settlement. As they investigate the tower and its vicinity they find signs of recent usage by a large number of people. Footprints and candle stubs abound. And in the center of the ruined tower, the remnants of larger candles are arranged in a very specific pattern. The pattern is quite ornate, possibly ceremonial. Furthermore, the walls appear to be painted with some sort of iconography or rune. The repeated shapes resemble something akin to the letter T. And, arranged horizontally on the crossbar are four circles. Above the crossbar a series of lines radiate from the intersection of the vertical and horizontal lines. There is nothing of value here. When the party emerges from the tower, they can see several plumes of smoke rising from the farming settlement they saw before they entered. [REFEREE'S NOTE: The cult of an Imhothaeyl has decided to make itself known and is attempting to seize control of the settlement. It is very likely the party will not know this until they arrive in the settlement and see the chaos unfolding. Will the mayhem be relatively peaceful and mundane or will the cult be aided by supernatural forces such as undead?].

LOOT

Although Imhothaeyl have little interest in such trifles, they are acutely aware of the lure and usefulness some items have for mortals. As such, they will take great pains to build a sizable hoard of such items. One which they can carry about with them at all times within their weird flesh. They can all but immediately produce a magical sword or armor for one of their followers. [REFEREE'S NOTE: You might consider giving the Imhothaeyl the maximum loot (especially magical items) available to its Treasure Type if it is in the process of soliciting new worshippers.]

MOURNLING

Mournlings are weird, little, sapient, fungal humanoids. They grow from the rotten pits of mass graves. Although not undead, their affinity for necrosis lends them similar abilities. They will migrate to warm, moist places where fungal life can thrive such as old forests, city sewers and subterranean areas.

AC 7 [12], **HD** 1*** [4hp], **Att** 1 x tendrils (1d3 + strength drain), **THACO** 19 [0], **MV** 60' (20'), **SV** D12 W13 P14 B15 S16 (1), **ML** 12, **AL** Chaotic, **XP** 19, **NA** 1d8 (2d6), **TT** None

• **CHARM** Anyone who sees their weird, glowing eyes must **save versus spells** or be charmed (as the Charm Person spell). **3 x Day**.
• **MAGIC RESISTANCE** Their weird physiology grants them a +2 to all saving throws vs. magic.
• **REGENERATION** Regains 1 hit point at the start of each round. Can only be slain with fire.
• **SPELL IMMUNITY** Unaffected by charm and sleep spells.
• **STRENGTH DRAIN** Victims lose 1 STR per hit. Recovers after 9 turns. If reduced to 0 STR, the victim becomes a Zombie.
• **SURPRISE** On a 1-4 due to stealth.

DESCRIPTION

You glimpse a nauseating sight creeping towards you in the darkness. It is just outside your lantern light. It appears to be a small, nominally humanoid thing roughly the size of a toddler. As it draws nearer, you think it might be some sort of plant creature. Most of its form appears to be an entwined mass of vines and spongy gray-green matter. Its head is bulbous and over-sized in comparison to its diminutive body. The head appears somewhat like a morel mushroom. It has numerous orifices in its head from which writhe long, slimy tendrils. The mouth of the thing is reminiscent of a carnivorous plant. It has four eyes, two on each side of its weird head. The eyes shine with an eerie, yet calming purplish luminescence.

The strange thing will not speak. It cannot.

TACTICS

These creatures rely on ambush to enhance their chances of successfully feeding. They will creep as close as possible to their targets under the cloak of shadow before attempting their enchantments.

LORE

These creatures are known as Mournlings. They are sapient fungal life forms that originate from the disgusting charnel soup that forms in mass graves. There is some evidence that indicates the dead from certain plagues are more likely to form the best and most unwholesome soil to generate these foul creatures. They are sapient but possess only a rudimentary intelligence, roughly that of a young child or a reasonably well-trained animal.

They are able to entrance victims and lure them into a false sense of security and calm. Once the victims are dulled to the threat of the Mournling, the creatures will beckon their victims to rest. And, when they do so, the Mournlings will deploy their weird, snaking tendrils. The tendrils are infused with the entropic energies that animate Mournlings and allows them to drain Strength from their victims. As the tendrils drain the life from their victims, it actually feels oddly pleasant. Victims of the attack have described it as feeling like being kissed by a puppy. Because the attack does not feel painful, victims will not be roused from their enchantment by it. Those that are slain from the attack become infested with some of the bizarre fungus that gives the Mournlings life, and will reanimate as Zombies under the Mournling's control in short order.

Mournlings are capable of nearly silent movement as they slowly creep forward. Once within range they will attempt to entrance their victims (via their Charm ability). Although not the most formidable melee combatants, they are hard to slay and will slowly regenerate from even the most grievous of injury. The only way to truly slay them is with fire.

ECOLOGY

Mournlings do not require food, drink or rest as most mortal creatures do. No one has made any observations on the lifespan of the Mournlings nor their ability to reproduce. They appear to be a form of fungal life that consumes living matter through some eldritch method of accelerated decay. They

seem to prefer dark and moist environments full of filth and rot such as swamps, jungles, sewers, etc. They are often encountered in the vicinity of mass graves of plague victims. They are nasty little horrors that spring from the abject putrescence of concentrated necrosis. They are alive after a fashion. They appear to think and feel. They move and they eat. They congregate with others of their kind but seem to have no language or culture. Many scholars have suggested the Mournlings' origins and abilities indicate the creatures are a form of undead. More research needs to be done on this. However, one strong argument that defies the undead hypothesis is the Mournlings immunity to a Cleric's Turn Undead ability. [REFEREE'S NOTE: The Zombies spawned by Mournlings are also immune to turning.]

SEEDS

1.) The party has acquired a treasure map from an NPC in some seedy tavern. The treasure map leads them to an ancient and dilapidated manor house in the hinterlands. The manor once belonged to the last scion of a wealthy merchant family. According to the map they have acquired, the manor should hold a large amount of rare trade goods from foreign lands. The merchant has not been heard from in decades. [REFEREE'S NOTE: The party will discover the merchant and his party contracted an aggressive pestilence of some sort in their final sojourn to the southern continent. The disease spread like wildfire amongst the manor's servants forcing them to heap the bodies into a pit in the neighboring woods. This mass grave spawned several Mournlings that have since occupied the ruins of the manor house. But, the Mournlings are not alone. Before the players came, there were several other bands of adventurers and rogues that had attempted to take the dead merchant's treasures. Now those poor fools are Zombies shuffling about to the Mournlings' alien will. Some things to consider: 1.) Mournlings will feed on anything that fails to resist their Charm, perhaps there are animal zombies in the area as well? 2.) Perhaps remnants of the disease still linger?].

2.) The party has been hired to investigate a Zombie infestation in the city's sewer system. The authorities that have employed them have encountered hordes of the shambling undead as well as diseased rats and lizards. [REFEREE'S NOTE: The party will discover the Zombies are mostly the reanimated corpses of beggars, urchins, drunks, vagrants, and prostitutes. Generally speaking, they are the dregs of society and were likely not missed by anyone until they became an undead horde. As the party explores deeper into the sewer, they discover a massive pit, easily five hundred feet across with no telling how deep it is. The bizarre and macabre site appears to be something akin to a mass grave and a religious altar devoted to a god of decay. Several dozen strange fungal growths emerge from the rotting heaps of corpses within.]

LOOT

Mournlings have no concept of wealth so they will rarely have any treasure. However, if the Mournlings have any Zombies they will likely have whatever equipment they had in life. Dented helmets, rusty swords, etc. [REFEREE'S NOTE: This might seem like a downer, but Mournlings are a pretty low-level threat. And it might be fun to put the characters in a situation where they lose their own gear but have to make do with salvaged junk from the zombies they fight.]

ULKOTH

These strange beings are thought to be an offshoot of mundane Elves from some unknown plane. They are sorcerers and possess potent technologies which appear magical as well. While generally peaceful, they are ruthless in pursuit of their goals.

AC 2 [17], **HD** 6***** [27hp], **Att** 3 x magic missile (1d8 + paralysis), **THACO** 14 [+5], **MV** 120' (40') / 120' (40') flying, **SV** D10 W11 P12 B13 S14 (6), **ML** 7, **AL** Neutral, **XP** 1400, **NA** 1 (1d4), **TT** F

• **FORCE FIELD** The Ulkoth has magical gear that provide them with several useful benefits. One of these is a belt that gives them defensive bonuses and the ability to fly (these are already indicated in the statblock).
• **IMMUNITY** Immune to mind-affecting or mind-reading spells **(e.g. charm, hold, sleep)**.
• **MAGICAL POWERS** Each can be used as indicated below:

At Will *Magic Missile, Phantasmal Force, Protection From Evil*

3 x Day *Hold Monster, Protection From Normal Missiles, Sleep*

1 x Day *Invisibility*

• **MUNDANE DAMAGE IMMUNITY** Only harmed by magical attacks.
• **PARALYSIS** The Ulktoth's Magic Missiles also paralyze targets for 1d6 rounds **(save versus paralysis)**.
• **TELEKINETIC SLAM** 2-in-6 chance per round of dropping a cylinder of telekinetic force which slams down around the Ulkoth. Any creature within a 30' diameter takes 6d6 damage and is stunned until the start of the Ulkoth's next turn. Targets that make a successful **save versus breath** take half damage and are not stunned.
• **TELEPATHY** May communicate mentally within 60'. Those contacted are not compelled to communicate, but the Ulkoth will have an empathic sense of their thoughts regardless.
• **TRUESIGHT** Vision is unimpeded by darkness of any kind. Can detect magic, illusion, invisibility and polymorph on sight.

DESCRIPTION

You see a pale, emaciated humanoid. It is so pale in fact, that a bluish aura seems to suffuse its flesh. The being is roughly human sized, perhaps a little taller and leaner. It is bare chested save for a large, gleaming torque. It's head and face is covered in an ornate mask and horned helmet. It is clad about its waist with an ornate belt and leathern skirts. Its appearance and general demeanor seem a bit eerie and foreign. However, it doesn't seem overtly hostile or aggressive.

If ever seen without a mask, they will resemble elves. Albeit stranger elves than most have ever encountered. Their hair is usually a pale copper or silvery white. And, their eyes are featureless white orbs. Many of them decorate their face with bold, black geometric shapes and sigils.

TACTICS

Ulkoth are highly intelligent and will make excellent use of their terrain to gain advantage over their opponents. They will avoid melee combat as much as possible and try to disable any opponents with their ranged capabilities first, (especially any obvious Magic-Users). Ulkoth are not particularly malicious beings and will avoid killing if possible.

LORE

These beings refer to themselves as Ulkoth. They are travelers of the Multiverse that seek out esoteric lore and artifacts. Each of them are likely to possess a number of magical items. All will be clad in the torque, belt and helmet at minimum. Each of these items have functions that aid them in their pursuits.

The helmet grants them Truesight and Telepathy. It also allows them to breathe in virtually any atmosphere, even underwater. The torque appears to be primarily a weapon, capable of generating force bolts similar to magic missiles with an added paralyzing effect. And the belt can generate a bubble of force that protects them, it can also be used to grant them flight. If stripped of their baubles and trinkets, they know a fair bit of spellcraft as well. [REFEREE'S NOTE: How much of the Ulkoth's Magical Powers are native or spellcraft is up to you.]

Although the Ulkoth are highly sophisticated and reasonably civilized, they are also rather ambitious and ruthless. Beneath the polished veneer of their society countless plots and counterplots run throughout any endeavor. The only true loyalty an Ulkoth can expect is from their clan. But even among their own clan there are substantial, covert internecine power struggles.

ECOLOGY

The Ulkoth describe their home world as a very cold place. They appear to be adapted to such conditions. If forced to endure anything warmer than a mid-winter's day without their protective gear

they will become exhausted within a few hours. They appear to be wholly mortal beings. As already noted, they resemble elves but none can say if the resemblance is more than skin deep. That is to say, there is no information on their longevity, diet or culture to contrast with common Elven folk.

SEEDS

1.) The party is approached in their favorite tavern one night by wizened and one-armed Elf. He speaks to them from the depths of a shadowy cowl. They immediately notice his unnatural, almost bluish pallor and milky white featureless eyes. A palpable aura of cold seems to emanate from him. He introduces himself as Zersohat, an explorer from the Ulkothian empire. If asked about his origins and his people, he will tell a tale of betrayal by a former companion who took his arm along with an item of power they had been searching for. Zersohat wishes to enlist the party to aid him in a quest into the heart of an ancient and forgotten Dwarvish city. There he hopes to find the means to return to his people and seek revenge on the one that betrayed him.

2.) In the midst of a quest, the party comes upon the aftermath of a battle. Littered about are the burnt and broken bodies of several Ulkoth. An acrid and somewhat greasy smell fills the air. And the hair on the back of their necks stands up. The party has stumbled into the middle of a feud between two rival bands of Ulkoth. Both are searching for a powerful magical artifact they believe to be hidden in this area.

LOOT

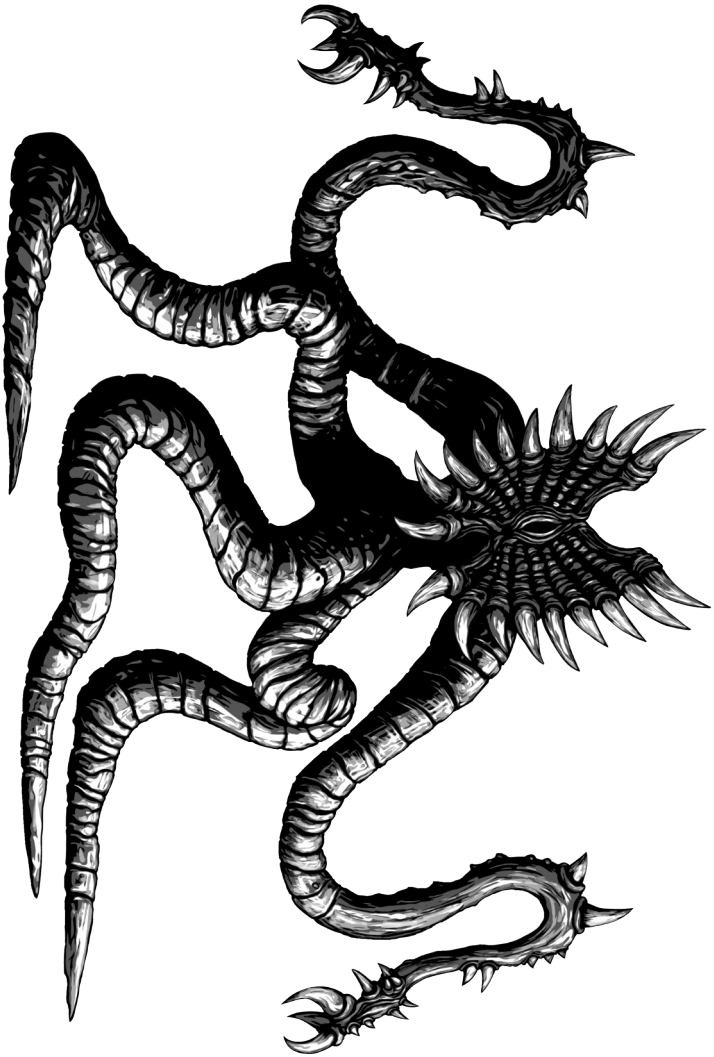
All Ulkoth will possess the same basic gear as described above. Additionally, individual Ulkoth will certainly utilize any magic items potentially available as per the TT value in their statblock.

VHUGLOTH

Sapient plant-like beings from another dimension. They are telepathic but appear incapable of communication with other lifeforms. They have adapted to life in our realm quite well, forming symbiotic relationships with plants in their environment.

AC 6 [13], **HD** 1+2** [6hp], **Att** 2 x tentacles (1d6 + constriction), 1 x bite (1d8), **THACO** 18 [+1], **MV** 90' (30'), **SV** D12 W13 P14 B15 S16 (1), **ML** 10, **AL** Neutral, **XP** 23, **NA** 1d4+1 (1d6+3), **TT** V

• **BLINDSIGHT** Can "see" in total darkness; immune to blindness.
• **CLIMBING** Skilled climbers.
• **CONSTRICTION** Tentacles grab and constrict after a hit. 1d4 automatic damage per round. Plus a –1 penalty to attacks and are unable to cast spells.
• **EMPATHY** The Vhugloth can sense the presence of any living creature within 120 feet of it.
• **MUCUS POOL** Can secrete a 10' x 10' shallow pool of slippery mucus. The Vhugloth typically does this under a tree it is hiding in. It is also a byproduct of the mating process of the creatures. Those entering the slick translucent liquid must **save versus wand** or fall down stunned for 1d4 rounds. Additionally they must **save versus poison** or become violently ill for 1 turn. **1 x Day**
• **NAUSEATING STENCH** Slimy mucus on its skin has a smell that sickens humans and demihumans: **save versus poison** or suffer –2 to hit, while in melee with Vhugloth. Scavengers and vermin are attracted to the scent.
• **REGENERATION** A damaged Vhugloth gains 1 hit point at the start of each round, as long as it is alive.
• **SEVERING TENTACLES** Requires a hit from an edged weapon that inflicts 4 or more damage.
• **SURPRISE** On a 1-3, in areas of dense vegetation such as forests, jungles, swamps, etc. (due to being mistaken for normal vegetation).
• **VENTRILOQUISM AND MIMICRY** The Vhugloth can mimic animal sounds and humanoid voices. A creature that hears the sounds can tell they are imitations with a successful **save versus spells**. The Vhugloth may make their voice appear to come from any location or source (e.g. a statue or animal) within 60'.
• **VULNERABILITY** Cannot regenerate damage from fire or silver.



DESCRIPTION

Your nostrils are filled with an almost indescribably fetid reek. A smell somewhere between a diseased corpse bloating in the summer sun and hot excrement assaults you. The density of the stench is unbelievable. [REFEREE'S NOTE: You may want to consider how the party comes upon the scene. Do they enter an area inhabited by the creature(s) or are the creature(s) moving up on the party stealthily? In either case, remember the creature has a greater chance to gain Surprise.]

[REFEREE'S NOTE: If the monsters are slowly moving up on the party, you may describe the scene somewhat like this.] As you reel at the appalling stench you hear a faint rustle overhead. It causes you to glance into the trees above you. You quickly spy some enormous and oddly shaped vegetation. A series of five long, thick and thorny vines radiate from a large, closed flowering bud. The surface of the mutant plant appears slick and moist. You can say with a fair degree of certainty this weird plant is the source of the stench. How odd that they did not notice it before. [REFEREE'S NOTE: At this point, I would have the party check for Surprise. The creature in the tree is not the source of the attack though, but rather its companion(s) concealed in the underbrush.]

[REFEREE'S NOTE: If the party unluckily strays into the territory of the creature, you may want to use its Mucus Pool ability against them. Imagine the dark hilarity of them slipping about in reeking slime and likely vomiting as they watch the creature(s) slowly descend from the canopy overhead.}

TACTICS

These creatures prefer to ambush their prey and never hunt alone. Usually they will make use of their various skills to lure prey into an area that favors them. An environment with ample vegetation for concealment and with few routes of egress. When they make their presence known, one of the creatures will reveal itself discreetly. Usually it will appear as innocuous as possible (e.g. not showing its teeth) and reveals its presence with a faint rustle. Once the prey is distracted, its companion(s) attempt to attack, ideally surprising the prey and catching it off-guard.

LORE

These horrific creatures are known as Vhugloth. They are sapient plant-like beings from another dimension. They appear to be psionic and are capable of sensing the emotions of other lifeforms, but they are incapable of communication. They have adapted to life in our realm quite well, forming symbiotic relationships with plants in their environment. Sages familiar with the lore of Vhugloth posit that the disgusting mucus the creatures produce is a fertilizer of miraculous potency. The mucus sickens most normal folk, and violently so. But all manner of verminous life is drawn to it. These lesser creatures are the staple foodstuff of a Vhugloth, but they are certainly capable of dealing with larger prey (especially if they can outnumber it).

The bizarre metabolism of a Vhugloth makes them exceptionally hardy, they can recover from grievous injury at an incredible rate. However something about their internal processes makes them vulnerable to silver and fire, injuries from these sources heal much more slowly for them.

Another talent that makes the Vhugloth exceptional ambush predators is their ability to mimic animal sounds and humanoid voices. Additionally, they have the ability to project their vocal obfuscations some distance so as to better misdirect their prey.

ECOLOGY

Vhugloth are alien creatures from some eldritch dimension. They have numerous plant-like qualities but are not actually plants. In many ways they resemble the various worms of the mundane, mortal world. They are hermaphroditic and their writhing coitus produces a prodigious amount of the disgusting mucus they use to lure and entrap prey. Perhaps this serves to create a food store for progeny created during the mating. They are egg layers, usually producing at least a dozen per laying. Typically eggs are buried in and around the root networks of large trees. Once the eggs hatch they dig their way to the surface of the forest floor and blend in as best as possible with the surrounding vegetation. Despite the alien origin of the Vhugloth, the natural vegetation in the area will adapt to their presence. Sages familiar with Vhugloth lore posit the mucus the Vhugloth generates is also a potent fertilizer. This claim may hold some merit, as Vhugloth are always found in areas of robust vegetation.

SEEDS

1.) The party has been employed by a rich noble to aid them in their journey deep into the swamps of the southern continent to retrieve several Vhugloth eggs for their menagerie (or garden?). The noble has been saving up for the expedition for several years. In addition to funding the journey completely, the noble offers 1000gp to each PC prior to the journey and another 1000gp upon a safe return. The motivation of the noble should be fairly trivial, such as to impress other nobles, or to use some component of the Vhugloth in a love philtre, etc. The noble has a "considerable depth" of knowledge and is excited to accompany the party. [REFEREE'S NOTE: In truth, the noble has made a slap and dash study of the Vhugloth at best. So while they will provide some information about the creatures, most of it will be slightly off or outright false. Have fun feeding your players all sorts of weird misinformation.]

2.) The party finds itself battered, exhausted and low on supplies after an arduous journey through the wilderness. They are encamped alongside a marsh at the edge of a forest. This seems as good a place as any to rest and forage for food. [REFEREE'S NOTE: There are 1d6+3 Vhugloth in the vicinity. Every hour the PCs remain, there is a 1 in 6 chance they hear the call of some game animal within the wood (this is a Vhugloth employing its mimickry, attempting to lure them into the forest for an ambush).] If the party manages to avoid contact throughout the day, the Vhugloth will attempt to drag away some sleeping partymember during the night. [REFEREE'S NOTE: If there are any hirelings, it might be fun to have one taken in the night. The screams of the poor wretch would echo from the darkened wood drawing the party to investigate. If the PCs do search, describe the hireling entwined in the slimy coils of a monstrous plant creature slowly being crushed. Unfortunately, their companion and the creature are about twenty feet up in the branches of a large tree. Once the PCs are distracted by the scene, several Vhugloth will attack from the surrounding under brush.]

LOOT

Vhugloth have no concept of wealth or belongings as we understand it. They have no understanding of tools or money. However, they will dispose of the harder to digest bits of their prey in massive piles. It is here that adventurers will find the spoils they so desire amidst the disgusting and putrescent offal.

WRETCHED ORPHAN

The accursed, animated husk of a child that died a slow lingering death. All they know is a hunger for the warmth of a home and family they will be forever denied. They can magically disguise themselves as normal children and find temporary comfort among the living. But eventually the abominable appetite of their undead nature overwhelms them and drives them to murder.

AC 6 [13], **HD** 3***** [13hp], **Att** 1 x bite (1d4 + paralysis), 2 x tentacle (constriction), **THACO** 17 [+2], **MV** 120' (40'), **SV** D12 W13 P14 B15 S16 (3), **ML** 9, **AL** Chaotic, **XP** 110, **NA** 1 (1d6), **TT** S

• **CHARM** Anyone who hears the voice of a Wretched Orphan must **save versus spells** or be charmed: move towards the Wretched Orphan (resisting those who try to prevent it); defend the Wretched Orphan; obey the Wretched Orphan's commands (if understood); unable to cast spells or use magic items; unable to harm the Wretched Orphan. A character who saves is unaffected for the rest of the encounter. Killing the Wretched Orphan breaks the charm.
• **CONSTRICTION** Tentacles grab and constrict after a hit. Each constricting tentacle inflicts: 1d4 automatic damage per round, plus a –1 penalty to attacks and are unable to cast spells. Victims can roll a **save versus paralysis** in consecutive rounds to escape, they are automatically bitten every round thereafter until they escape.
• **CREATE SPAWN** An adult humanoid slain by a Wretched Orphan rises 24 hours later as a Ghoul under the Wretched Orphan's control, unless the humanoid is restored to life or its body is destroyed. A child slain by this attack will rise again within 24 hours as a Wretched Orphan with its own free will.
• **MUNDANE DAMAGE IMMUNITY** Only harmed by silver weapons or magic.
• **PARALYSIS** For 2d4 rounds **(save versus paralysis)**.
• **REGENERATION** A damaged Wretched Orphan gains 1 hit point at the start of each round, as long as it is alive.
• **SHAPECHANGER** Can polymorph into a normal humanoid child, may imitate specific individuals.
• **SUNLIGHT SENSITIVITY** -2 to-hit in brightly lit conditions such as sunlight or a Continual Light spell.
• **SURPRISE** On a 1-3 due to stealth.
• **UNDEAD** Make no noise, until they attack. Immune to effects that affect living creatures **(e.g. poison)**. Immune to mind-affecting or mind-reading spells **(e.g. charm, hold, sleep)**.

DESCRIPTION

An animated cadaver of what appears to be a small child clings to the shadows. As you begin to focus your vision on the horrid thing, you see it is mostly raw bones and gristle with a leathern face and empty eye sockets. Its arms however, are long and tentacular. And, at the end of the arms are hands with long, writhing tentacular fingers. A moment later, feverish mesmerising eyes open in the palms of its hands. In the next moment, the ghastly vision has been replaced by a shivering waif. The child sobs softly and reaches for you, imploring you for safety and comfort.

TACTICS

These creatures will disguise themselves as normal children and attempt to infiltrate a group (any group, such as an adventuring party, the kitchen staff of an inn, an orphanage, etc.). They are very clever and adaptable. They may also be in denial or unaware of their true nature. Try to keep this in mind as it should be quite difficult to pierce their disguise without magical means. Once a Wretched Orphan has infiltrated a group it will remain peaceful for 1d6 days after which it will attempt to murder an individual roughly once every other day. Once it has begun killing, it will be much more cunning and may change its appearance more frequently. [REFEREE'S NOTE: Any Ghouls the Wretched Orphan creates will be lingering about in some dark place waiting for their little master to command them.]

LORE

These strange undead are the revenants of children driven mad with grief and pain before dying. They usually befell some form of tragedy and torture which abruptly robbed them of their senses. Bereft of their wits and likely alone, they lingered on the brink of death for long periods of time. Not knowing day from night and always on the verge of expiration. Eventually, when they died they could not achieve final rest and awoke to this tormented twilight existence.

These beings have similar motivations to all undead. They are driven to destroy the warmth of life that they covet and will never feel again. Even more abominably though, these wretched orphans seek the comfort of a home and a family. They can use their eldritch tricks to delude the senses of folk who will adopt them. However, in time the hunger of undeath will rise and demand flesh and blood.

Those slain by these creatures will return as undead themselves the next night. If left to feed on a child victim undisturbed, they will gnaw away most of the flesh but leave the face largely untouched, except for the eyes. This gory, macabre tableau has driven many to retch at the sight of it.

ECOLOGY

Wretched Orphans are often found in the remains of destroyed homes and broken lives. They might be in a forest hovel, a ruined hamlet or a blasted city. The place will always bear the marks of tragedy and desperation as well as the ephemera of little children. Items such as broken playthings will be evident as will child-like scrawls and scribbles. Further inspection might reveal the remains of victims and dried blood.

In many cases, these horrific creatures will infiltrate orphanages. In such an environment they will have ample access to everything they hunger for.

SEEDS

1.) An NPC has unknowingly adopted a Wretched Orphan. It has used its supernatural abilities to disguise its form. Perhaps it is now a stable boy, a cook's helper or the blacksmith's apprentice. How will the PCs become aware of the undead fiend and its unholy mischief?

2.) The party is being followed by a Wretched Orphan. It has been trailing them for hours. As night falls they can hear a piteous sobbing not far from their campfire. If they choose to investigate, the undead may not have disguised its true appearance yet. You may decide to give them a Wisdom check to discern any subterfuges by the creature.

3.) The party enters an NPC's residence and finds the individual quite dead from a horrible wound to the abdomen. A quick inspection reveals their guts have been gnawed out as if by an animal. There is a blood trail leaving the room. In the distance a child can be heard crying wretchedly.

4.) A religious order has contracted the party to aid them in a re-supply mission to a distant orphanage. There has been a sudden cessation of communication from the orphanage. The church has not heard from them in several weeks. The church fears bandits might overtake them on their journey and will pay the party good coin to protect them along the way. [REFEREE'S NOTE: They also suspect something more malign might be afoot. But are not likely to share this information with the party.]The orphanage is near a mining settlement about three days ride. Most of the children are orphans who lost their parents due to mining accidents and disease.

LOOT

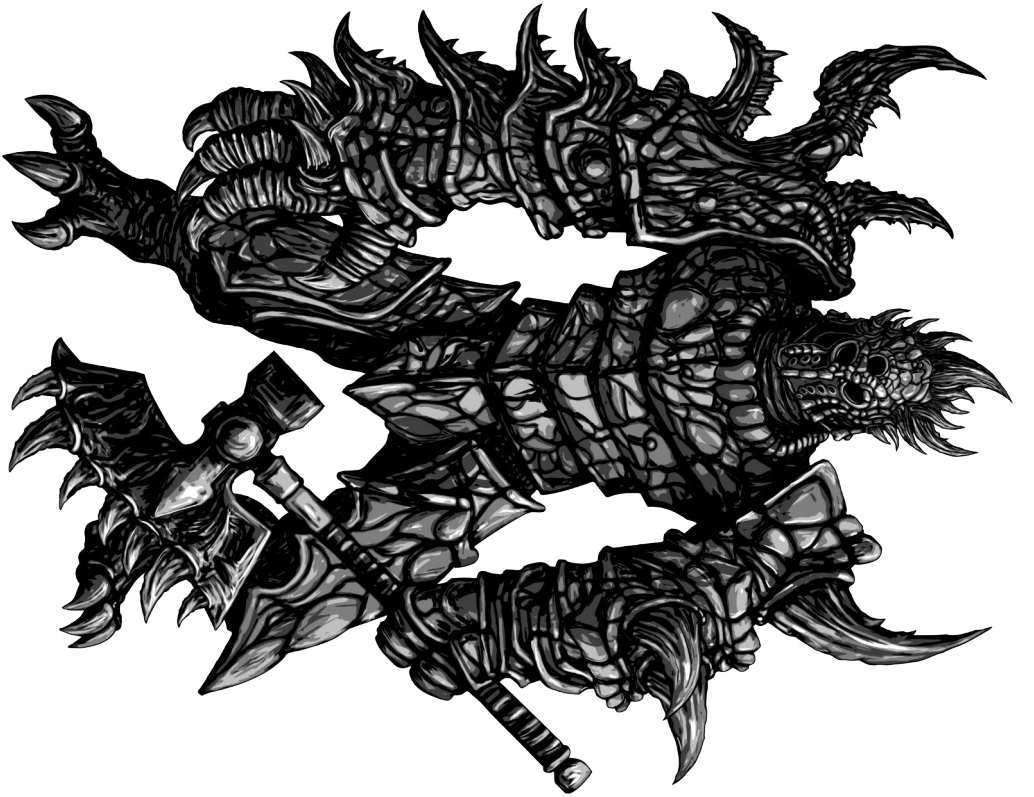
In addition to usual loot indicated in the statblock, all Wretched Orphans will accumulate grisly "toys" crafted from various bits of animal cadavers.

XIXIQLANI

An extraplanar human culture based on hyperbiological alchemy. They implant vat grown tissues and organs which give them superhuman abilities. As they replace their flesh, they grow more and more monstrous. Insanity and tumors run riot within them if their humors are not balanced.

AC 1 [19], **HD** 5+1**** [23hp], **Att** 1 x weapon (2d6 + poison), 1 x claw (1d8), **THACO** 14 [+5], **MV** 150' (50'), **SV** D10 W11 P12 B13 S14 (5), **ML** 11, **AL** Neutral, **XP** 925, **NA** 1d4 (3d4), **TT** A

• **GRAB AND STAB** If the Xixiqlani scores a hit with a claw, its other melee attacks that round gain a +2 bonus to hit.
• **IMMUNITY** Unharmed by gas or poison; unaffected by charm, hold, and sleep spells.
• **KEEN SENSES** Only surprised on a 1.
• **LEAPING** Can jump up to 30'.
• **MUNDANE DAMAGE IMMUNITY** Only harmed by magical attacks.
• **POISON** Causes victims to become horribly sick for 1d6+1 rounds **(save versus poison)**: no physical activity possible except half speed movement.
• **REGENERATION** Regains 1 Hit Point at the start of each round that it is alive.
• **TRUESIGHT** Vision is unimpeded by darkness of any kind. Can detect magic, illusion, invisibility and polymorph on sight.



DESCRIPTION

A tall humanoid figure looms in the middle distance. The imposing figure is large and looks quite formidable. It is nearly twice the size of a human. It grips an enormous axe edged with what looks like tusks and sharpened bone in one hand. Its other arm is outsized and ends in a vicious-looking monstrous claw. Most of the being is encased in a baroque motley of armor. The armor is remarkably odd and ornate, resembling an amalgam of arthropods or shellfish. The head and face of the being are hidden beneath a similarly constructed helmet possessing three holes arranged in an asymmetric pattern. Upon closer scrutiny you notice the legs of the being are bestial and clawed as well.

[REFEREE'S NOTE: The being is capable of speech in a barely intelligible dialect of the common tongue. Its voice is a deep, bassy growl. These creatures are generally opportunistic and callous but not outright hostile.]

TACTICS

Xixiqlani are intelligent and tactically astute. They will coordinate their attacks to dispatch any obvious spellcasters first. If their chances of survival are not favorable, they will retreat. They will use this respite to take advantage of their Regeneration and plot an ambush.

LORE

These strange beings are known as Xixiqlani. They are an extraplanar human culture based on hyperbiological alchemy. They have adapted their entire culture out of necessity to resist the ongoing encroachment of the foul Awrahim empire and their legions of necromantic monsters. The Xixiqlani implant vat grown tissues and organs which endow them with superhuman abilities. But the power and fortitude they gain is not without a price. As time goes on they grow more and more monstrous. Mutation and madness will eventually take them if the humors of their grafts are not balanced.

There are various specialized factions within the Xixiqlani society, for now we will address their soldier caste. They receive intense martial training from a young age. As they mature, they are fed a special alchemical diet which causes extreme muscular hypertrophy and infuses their skeletons with dense minerals. After they finish maturation they receive organ and tissue grafts. But even before the implantation of their new flesh they are towering specimens possessing superhuman strength and resistance to injury. Their first graft is their armor, it is literally a living part of them and cannot be removed without grievous injury. Following their armor various other grafts and organs are implanted. These specialized tissues make them extremely durable mentally and physically. They can rapidly recover from injury and are entirely immune to toxins as well as various magical manipulations. Additionally, their senses are enhanced to an incredible degree allowing their vision to penetrate all manner of darkness as well as magical deceptions.

ECOLOGY

There has been some contact with the Xixiqlani culture by various loremasters and sages capable of planar travel. The Xixiqlani are on a perpetual war footing. All of their society is focused on resisting the Awrahim carrion lords and their necromantic legions. This brutal reality has made them a hard people, but they are human and share many fundamental values with the mundane folk of our realm. As children the Xixiqlani begin their training for their role in society. But, they have not received any overt hyperbiological augmentation and most closely resemble baseline humans. They have the same frailties as the people of our plane. Once the Xixiqlani finish puberty they begin their augmentation process which renders them superhuman and greatly enhances their survivability, allowing them to travel to and thrive in some of the most hostile areas of the Multiverse.

SEEDS

1.) A once flourishing but now ruined mining community has been seized by giant warriors equipped with bizarre armor and weaponry. Although their invasion was brutal, they made an effort not to kill any of the inhabitants. But all the residents were forced to leave. And those that attempted to fight back were soundly beaten for the trouble. The PCs have been asked to investigate the situation (perhaps they have been offered a reward). [REFEREE'S NOTE: The giant warriors are a contingent of Xixiqlani that crossed over into our realm via a planar portal deep in one of the mines. They are somewhat surprised to see other humans here. They are not inherently hostile, but they are quite reluctant to leave this area now that they have discovered it.]

2.) A lone Xixiqlani survived a brutal fight with an Awrahim force. Perhaps the party fought alongside the Xixiqlani. Or perhaps they find the Xixiqlani among the dead afterwards. Regardless, the Xixiqlani is stranded in our realm and would like to journey with the party until it can find a way home. The Xixiqlani would be a powerful ally, but without access to the various elixirs necessary to balance its humors it will begin to go mad and mutate. When and how will its deterioration first show? How will it behave? Will it attack the party? [REFEREE'S NOTE: I suggest that after one week you treat the Xixiqlani as if under the Confusion spell whenever a stressful situation (such as combat) occurs.]

LOOT

You might have some fun equipping the Xixiqlani with additional magic items that have a very biomechanical look. For example, a Wand of Fireballs that looks like some sort of bio-gun (a genetically engineered creature that belches fire and can replenish charges slowly). Perhaps something akin to an Elven Cloak that looks more like a weird octopoid symbiote that can bend light. Use your imagination and re-skin/re-fluff a bunch of stuff, your players will love it. You might also consider having the coins in their treasure originate from many diverse cultures from across the Multiverse.

APPENDIX:

MONSTERS BY HIT DICE

HD1	DREG
	MOURNLING
	VHUGLOTH
HD3	WRETCHED ORPHAN
HD5	ABYSSAL SAVANT
	AZDUL
	XIXIQLANI
HD6	ULKOTH
HD8	ASHWYRD
	FEN FIEND
HD9	CHRONOCRAT
HD15	ASTRAL SPHINX
	BHAHOK
	IMHOTHAEYL
HD18	ICTSHOSH
HD20	HELIOPHANT

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