

Q1

Classic Adventure
Module Conversion



Queen of the Demonweb Pits

Conversion Guide by Mark
Stout

For Character Levels 14-15



Classic Modules Today

A D&D 5th Edition Conversion of the Early Edition Adventure Module

Q1 QUEEN OF THE DEMONWEB PITS

CONVERSION GUIDE

Introduction: In 1980, TSR published the module named “Queen of the Demonweb Pits” with the module code “Q1”. It was written by David C. Sutherland III and Gary Gygax, and illustrated by Jeff Dee, David S. LaForce, Erol Otus, Jim Roslof, and David C. Sutherland III. It consisted of a 32 page booklet and double cover folder containing maps. This conversion guide allows DMs to run the original module with 5th Edition rules and provides a reference sheet for encounters.

An adventure for six 14th – 15th level characters

BY MARK STOUT



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Q1: QUEEN OF THE DEMONWEB PITS

Introduction

To use this conversion guide you will need a copy of “Q1 Queen of the Demonweb Pits”, originally available in hard-copy and now for sale in Digital format at www.dndclassics.com.

This document gives DMs advice to convert the module to the latest 5th Edition rules and guidance on preparing the adventure. A list of encounters provide a quick in-game reference. Most creatures refer to stat blocks in the D&D 5e Monster Manual. A few creatures have full stat blocks in the Special Creatures section at the end of this conversion guide.

Page listings may refer to abbreviations: MM (Monster Manual), CR (Challenge rating), and DMG (Dungeon Master Guide). All other page number refer to the locations in the original 'Queen of the Demonweb Pits' module. Key text is in **bold** for easy scanning. Magic items are noted in *italics*.

Find more information about this and other early edition conversions at www.classicmodulestoday.com.

Reference Sheet

For convenience, there is a Reference Sheet at the end of this document which summarizes the key information you'll need during the game onto one concise sheet. You can print this onto a single, double-sided page (perhaps on colored cardstock) as a handy tool that you can use alongside a hard copy of the module. After reading this document, all you'll need to run the game is the original module, the Monster Manual, the Reference Sheet, and optionally any notes or visuals you've prepared.

Adventure Summary

This adventure is used right after completing "D3 Vault of the Drow".

The adventure begins with the adventurers in Menzoberranzan at the temple of Lolth. The queen of spiders has left an item for the player characters, a sort of invitation to visit her realm. She has done this to finally be rid of the adventurers who have plagued her people and plans for so long. Lolth fully expects them to die within the Demonweb, but has given them the means to come to her so she may have the final satisfaction of killing them herself.

However Lolth is nothing if not cautious, and has taken precautions to ensure that even a defeat will not spell her end. She has chosen to face them on her spider ship, which currently rests on another prime world. Defeating her there will banish her back to her abyssal plane for a century, setting back her plans, but not ending her fiendish life for good.

The spider ship also houses her most faithful drow servants, as well as demons, and even dragons, that serve her. When the time for a showdown arrives, the spider queen will not be alone.

Converting to the Realms

This brief guide outlines a few thematic changes and additions to bring “Vault of the Drow” into the Forgotten Realms world of Faerûn.

This adventure takes the adventurers from Menzoberranzan, into the abyssal plane of the Lolth herself. Once the adventurers have passed through the temple gate to the Demonweb, they can't return until they escape to one of the other prime worlds (where *plane* shift and similar spells work again), or defeat Lolth.

GM Notes

Special rules and tactics to brush up on prior to the game:

- **Published books** referenced in this conversion include: Player's Handbook (**PH**), Dungeon Master's Guide (**DMG**), Monster Manual (**MM**), Volo's Guide to Monsters (**VGM**), and Out of the Abyss (**OotA**).
- Know how to use **perception** rules for noticing **traps**, **secret doors**, and **stealthed** creatures.
- Determine **spell tactics** for spellcasters.
- When the module text says one or more **turns**, a turn refers to **10 minutes** of in-game time.
- **Convert drow magic weapon** and **armor bonuses** in the following way. Old bonus/new bonus: +1 to +2/+1, +3 to +4/+2, +5/+3.
- All spiders and spider-like creatures encountered in this module are Abyssal varieties. In addition to their normal statistics, they all have the Fiendish template, which grants them the following abilities:
Damage Resistances cold, fire, lightning

The Demonweb

- The **Demonweb** is a very unusual plane of the abyss, being closed off from direct travel unless the Queen of Spiders permits it. Spells and magical items can have their effects altered, or not work at all, and normal physical laws don't apply there. Following is what you need to know about running the Demonweb.
- The Demonweb consists of 20 foot wide paths with no railings. Fog is at the edge of both sides of the path, and 10 feet above the path. The fog blocks all vision types beyond 60 feet, except truesight which reveals the abyssal maelstrom surrounding the Demonweb.
- Creatures pushed off the path may make a DC 13 Dexterity saving throw to catch themselves before they fall off. Any creature falling off is swept into the Abyss and ends up on a random plane, which will end badly if the creature is not native to the Abyss and has no way to leave.
- All creatures encountered in the Demonweb have tremorsense 100 ft., in addition to their normal senses. Player characters do not gain this benefit. **This sense renders stealth and invisibility useless within 100 feet.**
- The paths are all perfectly level, yet lead around to overpasses that cross previous paths. This may give the characters a headache trying to figure it out, but is simply an effect of the Abyss. Overpasses have a permanent *feather fall* effect surrounding them. Any creature may step off and float safely down to the path below. Creatures encountered in the Demonweb all know this.
- The fog obscures overpasses and underpasses. Player characters can spot them on a DC 18 passive Wisdom (Perception) check, or a DC 16 Wisdom (Perception) roll if actively searching.
- Magic items that do not work in the Demonweb include items which:
 - Summon creatures or objects.

- Allow magical transportation.
- Allow flying or levitation.
- Affect the Demonweb itself (stone shape, passwall).
- Allow divination through the contacting of other planes.
- **Spells that don't work** in the Demonweb are:
 - Animate Objects
 - Arcane Gate
 - Astral Projection
 - Awaken
 - Blink
 - Call Lightning
 - Clairvoyance
 - Commune
 - Commune with Nature
 - Conjure Animals
 - Conjure Celestial
 - Conjure Elemental
 - Conjure Fey
 - Conjure Minor Elementals
 - Conjure Woodland Beings
 - Contact Other Plane
 - Control Weather
 - Create Undead
 - Creation
 - Demiplane
 - Dimension Door
 - Dispel Evil and Good
 - Divination
 - Divine Ward
 - Drawmij's Instant Summons
 - Etherealness
 - Find the Path
 - Fly
 - Forbiddance
 - Gate
 - Giant Insect
 - Guardian of Faith
 - Guards and Wards
 - Hallow
 - Holy Aura
 - Imprisonment
 - Insect Plague
 - Jump
 - Legend Lore
 - Leomund's Tiny Chest
 - Levitate
 - Locate X (any of these spells)
 - Magic Circle
 - Magic Jar
 - Maze
 - Meld into Stone
 - Misty Step
 - Mordenkainen's Magnificent Mansion
 - Mordenkainen's Private Sanctum
 - Move Earth
 - Passwall
 - Planar Ally
 - Planar Binding
 - Plane Shift
 - Plant Growth

- Protection from Evil and Good
- Rope Trick
- Scrying
- Sending
- Simulacrum
- Spike Growth
- Spirit Guardians
- Stone Shape
- Teleport
- Teleportation Circle
- Transport Via Plants
- Tree Stride
- Wind Walk
- Word of Recall
- **Spells** that have their **effects altered** in the Demonweb include:
 - **Contingency:** If the contingency includes a barred spell, the contingency spell itself fails to operate.
 - **Detect Evil and Good:** The entire Demonweb radiates so much evil it blocks the spell from detecting evil creatures. The spell can still detect good creatures.
 - **Detect Magic:** The entire Demonweb radiates so much magic it blocks out any individual item, rendering the spell useless.
 - **Earthquake:** The spell shakes the Demonweb, causing everyone to check for falling off the path, but does no damage to the paths.
 - **Invisibility (including Greater):** Since all creatures on the Demonweb have tremorsense 100 ft., they will automatically know the location on a stealthed or invisible creature within that range.
 - **Wish:** Wish can't duplicate a barred spell.
- **Once out of the Demonweb**, into the other prime worlds connected to it, **spells and magic items** regain their **normal functions**.

Visuals

Suggested visuals to create:

- **Room locations** on the **Demonweb** are described, but **not mapped out**. **Prepare** each of those maps ahead of time, at the **5 foot** combat scale if you plan to use **miniatures** or **tokens**.

Random Encounters

Demonweb

Level One

Roll 1d4

- | | |
|-----------------------|------------------------|
| 1 Small pedipalp (8) | 3 Swarm of spiders (4) |
| 2 Small solifugid (8) | 4 Swarm of spiders (6) |

Level Two

Roll 1d10

- | | |
|--------------------------|-------------------------|
| 1 Drider (2) | 6-8 Giant spider (10) |
| 2-3 Medium pedipalp (6) | 9-10 Giant scorpion (6) |
| 4-5 Medium solifugid (6) | |

Level Three

Roll 1d10

- | | |
|-------------------------|-------------------------|
| 1-2 Drider (4) | 7-8 Giant spider (12) |
| 3-4 Large pedipalp (6) | 9-10 Giant scorpion (8) |
| 5-6 Large solifugid (6) | |

Kingdom of Caer Sidi

Lolth's Forest

Roll 1d100

- | |
|---------------------|
| 01-20 Bugbear (24) |
| 21-40 Gargoyle (14) |
| 41-70 Gnoll (50) |
| 71-95 Minotaur (8) |
| 96-100 Ogre (20) |

Caer Sidi

Roll 1d100

- | |
|----------------------|
| 01-50 Scouting Party |
| 51-60 Aerial Patrol |
| 61-80 Knight (4) |
| 81-85 Unicorn (2) |
| 86-90 Manticore (5) |
| 91-95 Gardener (6) |
| 96-100 Hunting Party |

The Frozen Lands

Roll 1d100

- | |
|---------------------------------|
| 01-15 Bugbear (15) |
| 16-18 White Dragon, Adult (1-2) |
| 19-25 Ettin (4) |
| 26-35 Winter Wolf (12) |
| 36-50 Frost Giant (4) |
| 51-65 Yeti (8) |
| 66-75 Gnoll (16) |
| 76-80 Werewolf (6) |
| 81-95 Ogre (10) |
| 96-100 Remorhaz (1) |

The Great Ocean

On Shore

Roll 1d100

- | |
|---------------------------|
| 01-50 Headhunters (100) |
| 51-75 Trading Fleet |
| 76-80 Giant Boar (6) |
| 81-90 Giant Crab (12) |
| 91-95 Jackal (15) |
| 96-100 Giant Scorpion (6) |

At Sea

Roll 1d100

- 01-10** Trading Fleet
- 11-20** Buccaneers (100)
- 21-30** Ixixachitl (50)
- 31-40** Dolphin (12)
- 41-50** Lacedon (ghoul) (20)
- 51-55** Kapoacinth (gargoyle) (14)
- 56-60** Morkoth (1)
- 61-70** Killer Whale (6)
- 71-75** Sahuagin (40)
- 76-80** Giant Octopus (1)
- 81-90** Hunter Shark (12)
- 91-95** Giant Sea Horse (16)
- 96-98** Sea Hag (1)
- 99-100** Dragon Turtle (1)

The Black Fen

Day

Roll 1d100

- 01-10** Black Dragon, Adult (1-2)
- 11-17** Roper (5)
- 18-21** Catoblepas (1)
- 22-35** Crocodile (15)
- 36-40** Giant Crocodile (4)
- 41-45** Groll (50)
- 46-50** Harpy (6)
- 51-60** Giant Poisonous Snake (4)
- 61-77** Giant Lizard (8)
- 78-81** Shambling Mound (4)
- 82-90** Giant Toad (8)
- 91-95** Troll (8)
- 96-100** Cavemen (20)

Night

Roll 1d100

- 01-05** Black Dragon, Adult (1-2)
- 06-15** Roper (4-6)
- 16-25** Banshee (4)
- 26-40** Stirge (20)
- 41-50** Will-o-wisp (8)
- 51-60** Groll (50)
- 61-75** Giant Poisonous Snakes (6)
- 76-80** Shambling Mound (4)
- 81-85** Giant Toad (8)
- 86-95** Troll (8)
- 96-100** Cavemen (30)

The Labyrinth of Arachne

Roll 1d100

- 01-10** Giant Spider (6)
- 11-42** Medium Pedipalp (10)
- 43-74** Small Pedipalp (20)
- 75-79** Phase Spider (3)
- 80-95** Survivor (10)
- 96-100** Fugitive (5)

Maldev

Roll 1d10

- 1-8** Loth Army Unit
- 9** Dwarf Refugee (20)
- 10** Human Refugee (30)

The Nightworld of Vlad Tolenkov

Roll 1d100

- 01-15** Ghoul (10)
- 16-30** Ghast (6)
- 31-35** Harpy (4)
- 36-43** Jackalwere (8)
- 44-50** Werewolf (6)
- 51-55** Troll (8)
- 56-70** Merchant Caravan
- 71-80** Bandit (40)
- 81-95** Peasant (60)
- 96-100** Vlad Tolenkov (1)

The Spider Ship of Loth

Roll 1d20

- 1-8** Manes (10)
- 9-12** Quasit (6)
- 13-20** Random Change

Planned Encounters

Demonweb Level One

1. Chamber of the Trollguards. Trolls (12).
2. The Stronghold of Trose. Trose (1), Werewolves (5).
3. Groll Barracks. Gnolls (66), Minotaurs (3).
4. First Teleportation Room. Vrocks (4).

Demonweb Level Two

5. The Magnetic Chamber. Bugbears (30).
The lodestone in the chamber will pull any creature wearing medium or heavy armor (except hide) to it. Creatures affected may make a DC 16 Strength check to avoid being pulled to the stone. If successful, they don't have to repeat the check unless they move closer to the stone, which requires an immediate check. If they fail, they are pulled to the stone and restrained until they succeed at a DC 20 Strength check, or remove their armor.
The bugbears wear hide armor (AC 14) and wield wooden mauls (3d6 + 2 bludgeoning damage), so they are unaffected by the lodestone.
6. The Black Chamber. Drow Priestess (4), Drow Mage (1).
7. The Chamber of Opposition. Ogres (20). This chamber contains a Mirror of Opposition. Whenever a creature looks at the mirror, the mirror creates an exact duplicate of that creature which steps out of the mirror and attacks the original creature. The duplicate has the exact same statistics, current hit points, equipment, and spells as the original, but none of its equipment is magical. The duplicate disappears when killed, or when 20 minutes have passed.

8. Second Teleportation Room. Hezrou (4). The illusion of the two Hezrou may be seen through with a successful DC 16 Intelligence (Investigation) check.

Demonweb Level Three

9. Chamber of the Peace-Speakers. Jackalweres (4).

10. The Lieutenants of Lolth. Drow Priestesses (3), Drow Mages (3), Zombies (30). The *glyph of warding* spells on the doors may be noticed on a successful DC 15 Intelligence (Investigation) check, and all have a save DC 15.

The peepholes may be found with a successful DC 25 Wisdom (Perception) check. They cannot be noticed with passive Perception.

11. The Burial Chamber. Ghouls (15), Ghosts (5). The undead can't be detected before they surface, except by extraordinary means such as tremorsense.

12. Third Teleportation Room. Glabrezu (3). The glabrezu are polymorphed into mice when the characters enter the room (a special surprise from Lolth!). The mice may be noticed with a successful DC 20 passive Perception, or a DC 16 active Wisdom (Perception) check. Once they cast their first spell, they will revert to their normal form.

The glabrezu will use their *confusion* and *power word stun* spells to split the party, then will attempt to grapple and throw characters into the fire in the center of the room. Any creature thrown into the fire takes 11 (2d10) fire damage when entering and at the beginning of their turn.

Demonweb Level Four

A. The Kingdom of Caer Sidi. Duke Alfric (1).

B. The Frozen Lands. The mountains beyond this door have temperatures of Extreme Cold (**DMG pg. 110**).

C. The Great Ocean.

D. The Black Fen.

E. The Labyrinth of Arachne.

F. Maldev.

G. The Nightworld of Vlad Tolenkov. Vlad Tolenkov (1)

H. Lolth's Prison. Trinax (1), Bone Colossus (1).

I. The Spider Ship of Lolth. Gargoyles (2).

The Spider Ship of Lolth

The entire spider ship is Lolth's lair, for the purposes of lair actions.

Deck A

1. The Matron's Chamber. Marilith (1).

2. Matron's Assistant. Roper (1).

3. Servant's Quarters. Bugbears (3).

4. Servant's Quarters. Troll (1).

5. Storeroom. Quasit (4).

6. Guard Station. Ogre (1).

8. Guard Station. Hill Giants (2).

Deck B

9. Frost Giant Guard Station. Frost Giants (2).

11. Storeroom. Giant Spiders (4).

13. The Court of Lolth. The Dispel Magic Zone at the door was created by a 9th level casting, and will automatically end any active spell currently on a character, whether bestowed by spell, potion, or magical item. The zone does not

prevent spells from being cast inside the zone, or from outside the zone into it. Instantaneous spells like *magic missile* or *cure wounds* are unaffected. Any spell with a duration is dispelled at the end of the turn of the creature that cast it.

The illusion of Lolth may be seen as an illusion with a successful DC 20 Intelligence (Investigation) check. It can't harm the characters, its only purpose is to trick them into wasting powerful magic on it.

The spy hole looking into this room can only be found if actively searching, with a successful DC 20 Wisdom (Perception) check.

15. Hallway. The illusion of the wall may be seen as an illusion with a successful DC 20 Intelligence (Investigation) check. Seeing it for an illusion doesn't dispel the illusion.

15A. Chamber of the Black Dragon. Adult Black Dragon (1).

16. Hallway. The illusion of the wall may be seen as an illusion with a successful DC 20 Intelligence (Investigation) check. Seeing it for an illusion doesn't dispel the illusion.

16A. The Cold Chamber. Adult White Dragon (1).

17. Stairs to the Upper Level. There are two *glyph of warding* spells on the stairs. Each may be found with a successful DC 18 Intelligence (Investigation) check. Each inflicts 6d8 lightning damage with a save DC 18.

18. Guard Station. Ogres (4).

Deck C

19. The Shining Hall. The illusion of the wall may be seen as an illusion with a successful DC 20 Intelligence (Investigation) check. Seeing it for an illusion doesn't dispel the illusion.

20. Ogre Barracks. Ogres (10).

21. Gargoyle Den. Gargoyles (6).

22. Temple of the True Lolth. Driders (2, spellcaster variant), Giant Solifugids (10), Giant Pedipalpi (10), Lolth, Demon Queen of Spiders.

The gray shaded area on the map appears to be solid, but functions exactly like quicksand (**DMG pg. 110**). All creatures present know about the area, and avoid it.

Lolth will be in spider form, under the quicksand with only a few of her eyes showing. Her eyes may be spotted with a successful passive or active DC 25 Wisdom (Perception) check.

She is not hindered by the quicksand at all, and can move and function normally. She will wait until the characters are engaged with her minions, then cast spells and use lair actions on them.

Once she suffers half her hit points in damage, or her minions are reduced to half strength, she will retreat to her lair, by teleport if need be.

23. Chamber of the Goat Beast. Chimera (1).

24. The Beds of the Yochlol. Yochlol (4).

25. Guardians of the Stair. Yochlol (2). If a fight starts here, the yochlol from room 24 will arrive in 2 rounds to join the fight.

26. Ettin Barracks. Ettins (2).

Deck D

27. Main Hall. Ropers (2).

28. Operator's Quarters. Succubi (3).

Deck E

30. Kennels of Lolth. Harpies (8).

31. Lolth's Ladies in Waiting. Yochlol (2).

32. Lolth's Lair. Giant Solifugids (5), Hezrou (1), Lolth, as many giant spiders summoned as she has spells left (8 per spell, Lolth ignores the concentration requirement while in her lair).

When the characters get to this area, Lolth will be in drow form, and healed of any wounds she sustained in the previous fight. She will have already summoned as many giant spiders as she has spells left to, and has gated in a hezrou as well (she can only do this once).

She will use all her powers to slay the characters, retreating to room 34 only if wounded to half hit points, or all her minions have been killed.

34. Hall of Mirrors. Animated Armor (4), Lolth.

The Queen of Spiders will make her final stand here, in her spider form. She will be healed to a maximum of 235 hit points from the previous engagement, but has no healing remaining. If she is reduced to 66 hit points or less, she will break off and run through a mirror which takes her back to her Abyssal plane.

This exacts a high price, as leaving the spider ship takes away the energy keeping it together. The ship begins to groan, creak, and collapse. The characters have 10 minutes (they won't know this) to leave the ship before it disintegrates back into the chaos that it was created from. The destruction of Lolth's spider ship will set back her plans on multiple worlds by centuries, and earn the characters her undying enmity.

The mirrors will take the characters wherever they envision, including back home, but only if they leave before the ship disintegrates. Alternately, the characters black out as the ship disintegrates, only to wake up back in the city where their adventure began.

Deck F

Boilers. Manes (2 per boiler).

37. Mandible Control Room. Salamanders (2).

Deck G

38. Engine Control Room. Salamanders (4).

Magic Items

1. *Amulet of protection from lycanthropes* (See Special Items)
2. *Armor of vulnerability*
3. *Belt of frost giant strength*
4. *Boots of speed*
5. *Chime of opening*
6. *Crystal ball*
7. *Death lance* (See Special Items)
8. *Giant slayer long sword*
9. *Leather armor +1*
10. *Long sword +2*
11. *Pendant of truth* (See Special Items)
12. *Plate armor +3*
13. *Potion of animal friendship*
14. *Potion of clairvoyance*
15. *Potion of delusion* (replace with *potion of poison*)
16. *Potion of diminution*
17. *Potion of extra healing* (replace with *potion of superior healing*)
18. *Potion of fire giant strength*

19. *Potion of fire resistance*

20. *Potion of flying*

21. *Potion of gaseous form*

22. *Potion of healing*

23. *Potion of heroism*

24. *Potion of human control* (replace with *potion of cold resistance*)

25. *Potion of invisibility*

26. *Potion of invulnerability*

27. *Potion of poison*

28. *Potion of speed*

29. *Potion of stone giant strength*

30. *Potion of sweet water* (replace with *potion of water breathing*)

31. *Potion of treasure finding* (replace with *potion of psychic resistance*)

32. *Potion of undead control* (replace with *potion of acid resistance*)

33. *Potion of white dragon control* (replace with *potion of cold resistance*)

34. *Ring of contrariness* (replace with *potion of poison*)

35. *Ring of protection*

36. *Ring of warmth*

37. *Rope of climbing*

38. *Scroll of burning hands, thunderwave, detect thoughts, fear, Leomund's tiny hut, Otto's irresistible dance*

39. *Scroll of cure wounds* (3 spells, cast at 4th level)

40. *Scroll of find familiar, ice storm*

41. *Scroll of protection from evil and good, dispel magic, dispel evil and good*

42. *Scroll of protection from lycanthropes*

43. *Scroll of sanctuary, lesser restoration, spiritual weapon, glyph of warding, heal*

44. *Shield +3*

45. *Shortsword +1*

46. *Wand of frost* (replace with *wand of lightning bolts*)

47. *Wand of illumination* (replace with *wand of secrets*)

48. *Wand of magic missiles*

49. *Wand of negation* (replace with *wand of fear*)

50. *Wings of flying*

Traps

- **Bells (pg. 21):** Triggered by opening doors or chests. A DC 15 Wisdom (Perception) check notices the trap, while a successful DC 14 Dexterity check using thieves tools will disable it. A failed disable check will trigger the trap as well. When the trap is triggered, the bells will ring, alerting nearby monsters.
- **Blinding Gas (pg. 10):** Triggered by opening the chest in the room, unless disarmed first. A DC 20 Wisdom (Perception) check notices the trap, while a successful DC 18 Dexterity check using thieves tools will disable it. A failed disable check will trigger the trap as well. All creatures within 10 feet of the chest when the trap is triggered must succeed on a DC 18 Constitution saving throw or be blinded for 1 hour, or until cured.
- **Poison Needle (pg. 9, 10, 12):** Triggered by opening the chest, unless disarmed first. A DC 20 Wisdom (Perception) check notices the trap, while a successful

DC 18 Dexterity check using thieves tools will disable it. A failed disable check will trigger the trap as well. The creature triggering the trap takes 1 piercing damage and 55 (10d10) poison damage, and must succeed on a DC 18 Constitution saving throw or be poisoned for 1 hour.

Monsters

1. **Aerial Patrol:** Knight (3), Mage (1), Thug (10), Griffon (14)
2. **Animated Armor** (MM 19, CR 1, 200 XP)
3. **Bandit** (MM 343, CR 1/8, 25 XP)
4. **Banshee** (MM 23, CR 4, 1100 XP)
5. **Black Dragon, Adult** (MM 88, CR 14, 11500 XP)
6. **Bone Colossus** (See Special Creatures)
7. **Buccaneer** (as bandit)
8. **Bugbear** (MM 33, CR 1, 200 XP)
9. **Catoblepas** (VGM 129, CR 5, 1800 XP)
10. **Caveman** (as tribal warrior)
11. **Chimera** (MM 39, CR 6, 2300 XP)
12. **Commoner** (MM 345, CR 0, 0 XP)
13. **Crocodile** (MM 320, CR 1/2, 100 XP)
14. **Dolphin** (VGM 208, CR 1/8, 25 XP)
15. **Dragon Turtle** (MM 119, CR 17, 18000 XP)
16. **Drider** (MM 120, CR 6, 2300 XP)
17. **Drow Mage** (MM 129, CR 7, 2900 XP)
18. **Drow Priestess** (MM 129, CR 8, 3900 XP)
19. **Duke Alfric** (as Drow mage)
20. **Ettin** (MM 132, CR 4, 1100 XP)
21. **Frost Giant** (MM 155, CR 8, 3900 XP)
22. **Fugitive** (as commoner)
23. **Gardener** (as commoner, with human or dwarven traits)
24. **Gargoyle** (MM 140, CR 2, 450 XP)
25. **Ghast** (MM 148, CR 2, 450 XP)
26. **Ghoul** (MM 148, CR 1, 200 XP)
27. **Giant Boar** (MM 323, CR 2, 450 XP)
28. **Giant Crab** (MM 324, CR 1/8, 25 XP)
29. **Giant Crocodile** (MM 324, CR 5, 1800 XP)
30. **Giant Lizard** (MM 326, CR 1/4, 50 XP)
31. **Giant Octopus** (MM 326, CR 1, 200 XP)
32. **Giant Poisonous Snake** (MM 327, CR 1/4, 50 XP)
33. **Giant Scorpion** (MM 327, CR 3, 700 XP)
34. **Giant Sea Horse** (MM 328, CR 1/2, 100 XP)
35. **Giant Spider** (MM 328, CR 1, 200 XP)
36. **Giant Toad** (MM 329, CR 1, 200 XP)
37. **Glabrezu** (MM 58, CR 9, 5000 XP)
38. **Gnoll** (MM 163, CR 1/2, 100 XP)
39. **Guard** (MM 347, CR 1/8, 25 XP)
40. **Harpy** (MM 181, CR 1, 200 XP)
41. **Headhunter** (as bandit)
42. **Hezrou** (MM 60, CR 8, 3900 XP)
43. **Hill Giant** (MM 155, CR 5, 1800 XP)
44. **Hunter Shark** (MM 330, CR 2, 450 XP)
45. **Hunting Party:** Knight (4), Mage (2), Scout (3), Pharisee (15), Servant (15)
46. **Ixitxachitl** (OotA 225, CR 1/4, 50 XP)
47. **Jackal** (MM 331, CR 0, 10 XP)
48. **Jackalwere** (MM 193, CR 1/2, 100 XP)
49. **Killer Whale** (MM 331, CR 3, 700 XP)
50. **Knight** (as standard with elven traits, MM 347, CR 3, 700 XP)
51. **Kapoacinth** (as gargoyle, remove fly speed, add swim speed equal to fly speed, add water breathing)
52. **Lacedon** (as ghoul, add swim speed equal to move speed, add water breathing)
53. **Lolth Army Unit:** One of the following groups - Gnoll (100), Bugbear (50), Ogre (30), Troll (15)
54. **Lolth, Demon Queen of Spiders** (See Special Creatures)
55. **Mage** (as standard with elven traits, MM 347, CR 6, 2300 XP)
56. **Manes** (MM 60, CR 1/8, 25 XP)
57. **Manticore** (MM 213, CR 3, 700 XP)
58. **Marilith** (MM 61, CR 16, 15000 XP)
59. **Merchant** (as commoner)
60. **Merchant Caravan:** Merchant (10), Guards (30)
61. **Minotaur** (MM 223, CR 3, 700 XP)
62. **Morkoth** (VGM 178, CR 11, 7200 XP)
63. **Ogre** (MM 237, CR 2, 450 XP)
64. **Peasant** (as commoner)
65. **Pedipalp, Large** (See Special Creatures)
66. **Pedipalp, Medium** (See Special Creatures)
67. **Pedipalp, Small** (See Special Creatures)
68. **Pharisee** (as commoner with elven traits)
69. **Quasit** (MM 63, CR 1, 200 XP)
70. **Refugee** (as commoner)
71. **Remorhaz** (MM 258, CR 11, 7200 XP)
72. **Roper** (MM 261, CR 5, 1800 XP)
73. **Sahuagin** (MM 263, CR 1/2, 100 XP)
74. **Salamander** (MM 266, CR 5, 1800 XP)
75. **Sea Hag** (MM 179, CR 2, 450 XP)
76. **Scout** (as standard with elven traits, MM 349, CR 1/2, 100 XP)
77. **Scouting Party:** Scout (6), Thug (1)
78. **Servant** (as commoner with human or dwarven traits)
79. **Shambling Mound** (MM 270, CR 5, 1800 XP)
80. **Solifugid, Large** (See Special Creatures)
81. **Solifugid, Medium** (See Special Creatures)
82. **Solifugid, Small** (See Special Creatures)
83. **Stirge** (MM 284, CR 1/8, 25 XP)
84. **Succubus** (MM 285, CR 4, 1100 XP)
85. **Survivor** (as commoner)
86. **Swarm of Spiders** (MM 338, CR 1/2, 100 XP)
87. **Thug** (as standard with elven traits, MM 350, CR 1/2, 100 XP)
88. **Trading Fleet:** 1d4+5 ships, each with 20 buccaneers
89. **Tribal Warrior** (MM 350, CR 1/8, 25 XP)
90. **Trinax** (See Special Creatures)
91. **Troll** (MM 291, CR 5, 1800 XP)
92. **Trose** (See Special Creatures)
93. **Unicorn** (MM 294, CR 5, 1800 XP)
94. **Vlad Tolentkov** (vampire spellcaster variant, MM 297-298, CR 15, 13000 XP)
95. **Vrock** (MM 64, CR 6, 2300 XP)
96. **Werewolf** (MM 211, CR 3, 700 XP)
97. **White Dragon, Adult** (MM 101, CR 13, 10000 XP)
98. **Will-o-wisp** (MM 301, CR 2, 450 XP)
99. **Winter Wolf** (MM 340, CR 3, 700 XP)
100. **Yeti** (MM 305, CR 3, 700 XP)
101. **Yochlol** (MM 65, CR 10, 5900 XP)

Special Creatures

Lolth, Demon Queen of Spiders

Large fiend (demon), chaotic evil

Armor Class 22 (natural armor)

Hit Points 315 (30d10 + 150)

Speed 40 ft., climb 40 ft.

STR	DEX	CON	INT	WIS	CHA
20 (+5)	26 (+8)	20 (+5)	22 (+6)	22 (+6)	24 (+7)

Saving Throws Dex +15, Con +12, Wis +13

Skills Perception +13

Damage Resistances acid, cold, lightning

Damage Immunities poison; bludgeoning, piercing, and slashing from nonmagical weapons

Condition Immunities charmed, exhaustion, frightened, poisoned

Senses truesight 120 ft., passive Perception 23

Languages All, telepathy 120 ft.

Challenge 23 (50000 XP)

Innate Spellcasting. Lolth's spellcasting ability is Charisma (spell save DC 22). Lolth can cast the following spells, requiring no material components.

At will: *charm person*, *detect magic*, *web*

3/day each: *confusion*, *conjure animals (8 giant spiders)*, *dispel magic*

1/day each: *teleport*

Shapechanger. Lolth can use her action to shapechange to a medium Drow elf form, or back to her true form of a large black widow spider. Her statistics are the same in both forms, but some actions can only be used by one form or the other.

Legendary Resistance (3/day). If Lolth fails a saving throw, she can choose to succeed instead.

Magic Resistance. Lolth has advantage on saving throws against spells and other magical effects.

Magic Weapons. Lolth's weapon attacks are magical.

Web Walker. Lolth ignores movement restrictions caused by webbing, regardless of source.

Actions

Multiattack. In Drow form, Lolth makes 4 shortsword attacks. In spider form, Lolth makes 2 bite attacks and 1 web attack.

Shortswords (Drow form only). *Melee Weapon Attack:* +15 to hit, reach 5 ft., one target. *Hit:* 11 (1d6 + 8) piercing damage plus 13 (3d8) poison damage.

Bite (Spider form only). *Melee Weapon Attack:* +15 to hit, reach 10 ft., one target. *Hit:* 17 (2d8 + 8) piercing damage plus 32 (7d8) poison damage. The target must succeed on a DC 20 Constitution saving throw or be poisoned. While poisoned, the target can't regain hit points and takes 18 (4d8) poison damage at the start of each of its turns. The poisoned target can repeat the saving throw at the end of each of its turns, ending the effect on a success.

Web (Spider form only). *Ranged Weapon Attack:* +15 to hit, range 60/120 ft., one target. *Hit:* The target is restrained by webbing. While restrained, the target takes 3 (1d6) poison damage at the beginning of each of its turns. As an action, the restrained target can make a DC 20 Strength check, bursting the webbing on a success. The webbing can also be attacked and destroyed (AC 12; hp 15; vulnerability to fire; immunity to bludgeoning, poison, and psychic damage).

Legendary Actions

Lolth can take 3 legendary actions, choosing from the options below. Only one legendary action can be used at a time and only at the end of another creature's turn. Lolth regains spent legendary actions at the start of her turn.

Attack: Lolth makes 2 shortsword attacks (Drow form only), or a bite attack (spider form only).

Break Away: Lolth disengages from combat and moves up to her speed.

Charm (Drow form only): Lolth casts *charm person* on a target.

Cocoon (3 actions, spider form only): Lolth leaps up to 80 feet onto a target that is currently restrained by her Web attack and wraps the target until it is completely cocooned. The target makes a DC 20 Strength saving throw, breaking away from Lolth on a success, and becoming cocooned on a failure. A cocooned creature is incapacitated. Allies may try to cut or burn away the cocoon (AC 12; hp 50; vulnerability to fire; immunity to bludgeoning, poison, and psychic damage), however the target takes half the damage inflicted on the cocoon.

Lair Actions

On initiative count 20 (losing initiative ties), Lolth can take a lair action to cause one of the following effects; she can't use the same effect two rounds in a row.

- Lolth causes a 20 foot square area she can see to become filled with webs. The webs last until the next initiative count 20. Creatures in that area must succeed on a DC 22 Dexterity saving throw or be restrained until the webs disappear.
- Lolth summons 4 giant spiders to serve her. They remain for 1 hour, until killed, or until she uses this action again.
- Lolth calls a swarm of spiders to fill a 20 foot radius area she can see. Any creature that is in the area when it appears, or ends its turn there, takes 10 (3d6) poison damage. The swarm remains until Lolth dismisses it, uses this action again, or dies.

Pedipalp, Small

Small beast, unaligned

Armor Class 13 (natural armor)

Hit Points 4 (1d6 + 1)

Speed 30 ft., climb 30 ft.

STR	DEX	CON	INT	WIS	CHA
10 (+0)	10 (+0)	12 (+1)	1 (-5)	7 (-2)	3 (-4)

Damage Immunities poison

Condition Immunities poisoned

Senses blindsight 30 ft., passive Perception 8

Languages -

Challenge 0 (10 XP)

Actions

Bite. *Melee Weapon Attack:* +2 to hit, reach 5 ft., one target. *Hit:* 3 (1d6) slashing damage.

Pedipalp, Medium

Medium beast, unaligned

Armor Class 14 (natural armor)

Hit Points 16 (3d8 + 3)

Speed 30 ft., climb 30 ft.

STR	DEX	CON	INT	WIS	CHA
12 (+1)	12 (+1)	12 (+1)	1 (-5)	7 (-2)	3 (-4)

Damage Immunities poison

Condition Immunities poisoned

Senses blindsight 30 ft., passive Perception 8

Languages -

Challenge 1/4 (50 XP)

Actions

Multiattack. The pedipalp makes 2 pincer attacks. It may make a bite attack on one target it has grappled as a bonus action.

Pincer. *Melee Weapon Attack:* +3 to hit, reach 5 ft., one target. *Hit:* 4 (1d6 + 1) bludgeoning damage and target is grappled (escape DC 11). While grappled, the target is restrained, and takes 4 (1d6 + 1) bludgeoning damage at the beginning of each of its turns.

Bite. *Melee Weapon Attack:* +3 to hit, reach 5 ft., one target. *Hit:* 5 (1d8 + 1) slashing damage.

Pedipalp, Large

Large beast, unaligned

Armor Class 14 (natural armor)

Hit Points 37 (5d10 + 10)

Speed 30 ft., climb 30 ft.

STR	DEX	CON	INT	WIS	CHA
14 (+2)	12 (+1)	14 (+2)	1 (-5)	7 (-2)	3 (-4)

Damage Immunities poison

Condition Immunities poisoned

Senses blindsight 30 ft., passive Perception 8

Languages -

Challenge 1 (200 XP)

Noxious Vapor. Any creature other than a pedipalp that starts its turn within 5 feet of the pedipalp must succeed on a DC 12 Constitution saving throw or be poisoned until the start of its next turn. On a successful saving throw, the creature is immune to all pedipalp vapor for 1 hour.

Actions

Multiattack. The pedipalp makes 2 pincer attacks. It may make a bite attack on one target it has grappled as a bonus action.

Pincer. *Melee Weapon Attack:* +4 to hit, reach 10 ft., one target. *Hit:* 6 (1d8 + 2) bludgeoning damage and target is grappled (escape DC 12). While grappled, the target is restrained, and takes 6 (1d8 + 2) bludgeoning damage at the beginning of each of its turns.

Bite. *Melee Weapon Attack:* +4 to hit, reach 5 ft., one target. *Hit:* 7 (1d10 + 2) slashing damage.

Solifugid, Small

Small beast, unaligned

Armor Class 13 (natural armor)

Hit Points 4 (1d6 + 1)

Speed 30 ft., climb 30 ft.

STR	DEX	CON	INT	WIS	CHA
12 (+1)	10 (+0)	12 (+1)	1 (-5)	7 (-2)	3 (-4)

Damage Immunities poison

Condition Immunities charmed, frightened, poisoned

Senses blindsight 30 ft., passive Perception 8

Languages -

Challenge 1/4 (50 XP)

Actions

Multiattack. The solifugid makes 2 foreleg attacks. It may make a bite attack on one target it has grappled as a bonus action.

Foreleg. *Melee Weapon Attack:* +3 to hit, reach 5 ft., one target. *Hit:* Target is grappled (escape DC 13). While grappled the target is restrained.

Bite. *Melee Weapon Attack:* +3 to hit, reach 5 ft., one target. *Hit:* 5 (1d8 + 1) slashing damage.

Solifugid, Medium

Medium beast, unaligned

Armor Class 14 (natural armor)

Hit Points 26 (4d8 + 8)

Speed 40 ft., climb 40 ft.

STR	DEX	CON	INT	WIS	CHA
14 (+2)	10 (+0)	14 (+2)	1 (-5)	7 (-2)	3 (-4)

Damage Immunities poison

Condition Immunities charmed, frightened, poisoned

Senses blindsight 30 ft., passive Perception 8

Languages -

Challenge 1 (200 XP)

Actions

Multiattack. The solifugid makes 2 foreleg attacks. It may make a bite attack on one target it has grappled as a bonus action.

Foreleg. *Melee Weapon Attack:* +4 to hit, reach 5 ft., one target. *Hit:* Target is grappled (escape DC 14). While grappled the target is restrained.

Bite. *Melee Weapon Attack:* +4 to hit, reach 5 ft., one target. *Hit:* 11 (2d8 + 2) slashing damage.

Solifugid, Large

Medium beast, unaligned

Armor Class 14 (natural armor)

Hit Points 51 (6d10 + 18)

Speed 40 ft., climb 40 ft.

STR	DEX	CON	INT	WIS	CHA
18 (+4)	10 (+0)	16 (+3)	1 (-5)	7 (-2)	3 (-4)

Damage Immunities poison

Condition Immunities charmed, frightened, poisoned

Senses blindsight 30 ft., passive Perception 8

Languages -

Challenge 2 (450 XP)

Actions

Multiattack. The solifugid makes 2 foreleg attacks. It may make a bite attack on one target it has grappled as a bonus action.

Foreleg. *Melee Weapon Attack:* +6 to hit, reach 5 ft., one target. *Hit:* Target is grappled (escape DC 16). While grappled the target is restrained.

Bite. *Melee Weapon Attack:* +6 to hit, reach 5 ft., one target. *Hit:* 22 (4d8 + 4) slashing damage.

Bone Colossus

Huge construct, unaligned

Armor Class 18 (natural armor)

Hit Points 276 (24d12 + 120)

Speed 40 ft.

STR	DEX	CON	INT	WIS	CHA
28 (+9)	6 (-2)	20 (+5)	3 (-4)	10 (+0)	1 (-5)

Damage Immunities necrotic, poison, psychic; bludgeoning, piercing, and slashing from nonmagical weapons that aren't adamantite

Condition Immunities charmed, exhaustion, frightened, paralyzed, petrified, poisoned

Senses darkvision 120 ft., passive Perception 10

Languages understands the languages of its creator, but can't speak

Challenge 16 (15000 XP)

Immutable Form. The colossus is immune to any spell or effect that would alter its form.

Magic Resistance. The colossus has advantage on saving throws against spells and other magical effects.

Magic Weapons. The colossus' weapon attacks are magical.

Actions

Multiattack. The colossus makes 2 slam attacks.

Slam. *Melee Weapon Attack:* +14 to hit, reach 15 ft., one target. *Hit:* 31 (4d10 + 9) bludgeoning damage.

Trinax

Medium human, chaotic good

Armor Class 9

Hit Points 78 (12d8 + 24)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
14 (+2)	8 (-1)	14 (+2)	10 (+0)	18 (+4)	12 (+1)

Saving Throws Wis +7, Cha +4

Senses passive Perception 14

Languages Common

Challenge 5 (1800 XP)

Guided Strike (2 uses, recharges on short rest). When Trose makes a melee attack, it may add a +10 bonus to the roll. It may also give the bonus to an ally within 30 feet.

Spellcasting. Trose is a 10th level spellcaster. Its spellcasting ability is Wisdom (spell save DC 15, +7 to hit with spell attacks). The cleric has the following spells prepared:

Cantrips (at will): *guidance, light, sacred flame, spare the dying, thaumaturgy*

1st level (4 slots): *bles, command, cure wounds, divine favor,*

guiding bolt, shield of faith

2nd level (3 slots): *aid, hold person, lesser restoration, magic weapon, spiritual weapon*

3rd level (3 slots): *crusader's mantle, dispel magic, magic circle, protection from energy, spirit guardians*

4th level (3 slots): *banishment, death ward, freedom of movement, stonewood*

5th level (2 slots): *dispel evil and good, flame strike, hold monster, insect plague*

Trose

Medium human, chaotic good

Armor Class 18 (plate armor)

Hit Points 78 (12d8 + 24)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
14 (+2)	8 (-1)	14 (+2)	10 (+0)	18 (+4)	12 (+1)

Saving Throws Wis +7, Cha +4

Senses passive Perception 14

Languages Common

Challenge 5 (1800 XP)

Guided Strike (2 uses, recharges on short rest). When Trose makes a melee attack, it may add a +10 bonus to the roll. It may also give the bonus to an ally within 30 feet.

Spellcasting. Trose is a 10th level spellcaster. Its spellcasting ability is Wisdom (spell save DC 15, +7 to hit with spell attacks). The cleric has the following spells prepared:

Cantrips (at will): *guidance, light, sacred flame, spare the dying, thaumaturgy*

1st level (4 slots): *bless, command, cure wounds, divine favor, guiding bolt, shield of faith*

2nd level (3 slots): *aid, hold person, lesser restoration, magic weapon, spiritual weapon*

3rd level (3 slots): *crusader's mantle, dispel magic, magic circle, protection from energy, spirit guardians*

4th level (3 slots): *banishment, death ward, freedom of movement, stonewood*

5th level (2 slots): *dispel evil and good, flame strike, hold monster, insect plague*

Actions

Mace +2. *Melee Weapon Attack:* +7 to hit, reach 5 ft., one target. *Hit:* 11 (1d6 + 1d8 + 4) bludgeoning damage.

Special Items

Amulet of Protection from Lycanthropes

Wondrous item, rare

While wearing this amulet, you can use an action to create an invisible barrier that extends from you to form a 5-foot radius, 10-foot high cylinder. For 5 minutes, this barrier prevents any were-creature from entering or affecting you. This barrier functions exactly like that generated by a *scroll of protection*. Once used, the amulet can not be used again until the next dawn.

Death Lance

Weapon (spear), rare (requires attunement)

You gain a +1 bonus to attack and damage rolls made with this magic weapon.

The spear has 6 charges. You can expend 1 charge when you hit a target to deal an extra 7 (2d6) necrotic damage. The spear regains 1d6 charges daily at midnight.

Pendant of Truth

Wondrous item, very rare

This gold pendant is in the form of a set of scales, with 3 small balls on the scales.

When the wearer approaches within 5 feet of an illusion or magical trap, one of the balls will burst into a brilliant shower of sparks. The sparks are harmless to the wearer, but will dispel the illusion or magical trap that triggered it.

When all three balls have been used up, the pendant becomes nonmagical.

Q1 Queen of the Demonweb Pits Reference Sheet

Random Encounters

Demonweb

Level One

Roll 1d4

- | | |
|-----------------------|-----------------------|
| 1 Small pedipalp (8) | 3 Swarm / spiders (4) |
| 2 Small solifugid (8) | 4 Swarm / spiders (6) |

Level Two

Roll 1d10

- | | |
|-----------------------|-------------------------|
| 1 Drider (2) | 6-8 Giant spider (10) |
| 2-3 Med pedipalp (6) | 9-10 Giant scorpion (6) |
| 4-5 Med solifugid (6) | |

Level Three

Roll 1d10

- | | |
|-------------------------|-------------------------|
| 1-2 Drider (4) | 7-8 Giant spider (12) |
| 3-4 Large pedipalp (6) | 9-10 Giant scorpion (8) |
| 5-6 Large solifugid (6) | |

Kingdom of caer Sidi

Lolth's Forest

Roll 1d100

- 01-20 Bugbear (24)
- 21-40 Gargoyle (14)
- 41-70 Gnoll (50)
- 71-95 Minotaur (8)
- 96-100 Ogre (20)

Caer Sidi

Roll 1d100

- 01-50 Scouting Party
- 51-60 Aerial Patrol
- 61-80 Knight (4)
- 81-85 Unicorn (2)
- 86-90 Manticore (5)
- 91-95 Gardener (6)
- 96-100 Hunting Party

The Frozen Lands

Roll 1d100

- 01-15 Bugbear (15)
- 16-18 White Dragon, Adult (1-2)
- 19-25 Ettin (4)
- 26-35 Winter Wolf (12)
- 36-50 Frost Giant (4)
- 51-65 Yeti (8)
- 66-75 Gnoll (16)
- 76-80 Werewolf (6)
- 81-95 Ogre (10)
- 96-100 Remorhaz (1)

The Great Ocean

On Shore

Roll 1d100

- 01-50 Headhunters (100)
- 51-75 Trading Fleet
- 76-80 Giant Boar (6)
- 81-90 Giant Crab (12)
- 91-95 Jackal (15)
- 96-100 Giant Scorpion (6)

At Sea

Roll 1d100

- 01-10 Trading Fleet
- 11-20 Buccaneers (100)
- 21-30 Ixitxachitl (50)
- 31-40 Dolphin (12)
- 41-50 Lacedon (ghoul) (20)
- 51-55 Kapoacanth (gargoyle) (14)
- 56-60 Morkoth (1)
- 61-70 Killer Whale (6)
- 71-75 Sahuagin (40)
- 76-80 Giant Octopus (1)
- 81-90 Hunter Shark (12)
- 91-95 Giant Sea Horse (16)
- 96-98 Sea Hag (1)
- 99-100 Dragon Turtle (1)

The Black Fen

Day

Roll 1d100

- 01-10 Black Dragon, Adult (1-2)
- 11-17 Roper (5)
- 18-21 Catoblepas (1)
- 22-35 Crocodile (15)
- 36-40 Giant Crocodile (4)
- 41-45 Gnoll (50)
- 46-50 Harpy (6)
- 51-60 Giant Poisonous Snake (4)
- 61-77 Giant Lizard (8)
- 78-81 Shambling Mound (4)
- 82-90 Giant Toad (8)
- 91-95 Troll (8)
- 96-100 Cavemen (20)

Night

Roll 1d100

- 01-05 Black Dragon, Adult (1-2)
- 06-15 Roper (4-6)
- 16-25 Banshee (4)
- 26-40 Stirge (20)
- 41-50 Will-o-wisp (8)
- 51-60 Gnoll (50)
- 61-75 Giant Poisonous Snakes (6)
- 76-80 Shambling Mound (4)
- 81-85 Giant Toad (8)
- 86-95 Troll (8)
- 96-100 Cavemen (30)

The Labyrinth of Arachne

Roll 1d100

- 01-10 Giant Spider (6)
- 11-42 Medium Pedipalp (10)
- 43-74 Small Pedipalp (20)
- 75-79 Phase Spider (3)
- 80-95 Survivor (10)
- 96-100 Fugitive (5)

Maldev

Roll 1d10

- 1-8 Lolth Army Unit
- 9 Dwarf Refugee (20)
- 10 Human Refugee (30)

The Nightworld of Vlad

Tolenkov

Roll 1d100

- 01-15 Ghoul (10)
- 16-30 Ghast (6)
- 31-35 Harpy (4)
- 36-43 Jackalwere (8)
- 44-50 Werewolf (6)
- 51-55 Troll (8)
- 56-70 Merchant Caravan
- 71-80 Bandit (40)
- 81-95 Peasant (60)

96-100 Vlad Tolenkov (1)

The Spider Ship of Lolth

Roll 1d20

- 1-8 Manes (10)
- 9-12 Quasit (6)
- 13-20 Random Change

Planned Encounters

Demonweb Level One

1. Chamber of the Trollguards. Trolls (12).
2. The Stronghold of Trose. Trose (1), Werewolves (5).
3. Gnoll Barracks. Gnolls (66), Minotaurs (3).
4. First Teleportation Room. Vrocks (4).

Demonweb Level Two

5. The Magnetic Chamber. Bugbears (30). The lodestone in the chamber will pull any creature wearing medium or heavy armor (except hide) to it. Creatures affected may make a DC 16 Strength check to avoid being pulled to the stone. If successful, they don't have to repeat the check unless they move closer to the stone, which requires an immediate check. If they fail, they are pulled to the stone and restrained until they succeed at a DC 20 Strength check, or remove their armor. The bugbears wear hide armor (AC 14) and wield wooden mauls (3d6 + 2 bludgeoning damage), so they are unaffected by the lodestone.
6. The Black Chamber. Drow Priestess (4), Drow Mage (1).
7. The Chamber of Opposition. Ogres (20). This chamber contains a Mirror of Opposition. Whenever a creature looks at the mirror, the mirror creates an exact duplicate of that creature which steps out of the mirror and attacks the original creature. The duplicate has the exact same statistics, current hit points, equipment, and spells as the original, but none of its equipment is magical. The duplicate disappears when killed, or when 20 minutes have passed.
8. Second Teleportation Room. Hezrou (4). The illusion of the two Hezrou may be seen through with a successful DC 16 Intelligence (Investigation) check.

Demonweb Level Three

9. Chamber of the Peace-Speakers. Jackalweres (4).
10. The Lieutenants of Lolth. Drow Priestesses (3), Drow Mages (3), Zombies (30). The *glyph of warding* spells on the doors may be noticed on a successful DC 15 Intelligence (Investigation) check, and all have a save DC 15. The peepholes may be found with a successful DC 25 Wisdom (Perception) check. They cannot be noticed with passive Perception.
11. The Burial Chamber. Ghouls (15), Ghosts (5). The undead can't be detected before they surface, except by extraordinary means such as tremorsense.
12. Third Teleportation Room. Glabrezu (3). The glabrezu are polymorphed into mice when the characters enter the room (a special surprise from Lolth!). The mice may be noticed with a successful DC 20 passive Perception, or a DC 16 active Wisdom (Perception) check. Once they cast their first spell, they will revert to their normal form. The glabrezu will use their *confusion* and *power word stun* spells to split the party, then will attempt to grapple and throw characters into the fire in the center of the room. Any creature thrown into the fire takes 11 (2d10) fire damage when entering and at the beginning of their turn.

Demonweb Level Four

- A. The Kingdom of Caer Sidi. Duke Alfric (1).
- B. The Frozen Lands. The mountains beyond this door have temperatures of Extreme Cold (DMG pg. 110).
- C. The Great Ocean.
- D. The Black Fen.
- E. The Labyrinth of Arachne.
- F. Maldev.
- G. The Nightworld of Vlad Tolenkov. Vlad Tolenkov (1)
- H. Lolth's Prison. Trinax (1), Bone Colossus (1).
- I. The Spider Ship of Lolth. Gargoyles (2).

The Spider Ship of Lolth

The entire spider ship is Lolth's lair, for the purposes of lair actions.

Deck A

- 1. The Matron's Chamber. Marilith (1).
- 2. Matron's Assistant. Roper (1).
- 3. Servant's Quarters. Bugbears (3).
- 4. Servant's Quarters. Troll (1).
- 5. Storeroom. Quasit (4).
- 6. Guard Station. Ogre (1).
- 8. Guard Station. Hill Giants (2).

Deck B

- 9. Frost Giant Guard Station. Frost Giants (2).
- 11. Storeroom. Giant Spiders (4).
- 13. The Court of Lolth. The Dispel Magic Zone at the door was created by a 9th level casting, and will automatically end any active spell currently on a character, whether bestowed by spell, potion, or magical item. The zone does not prevent spells from being cast inside the zone, or from outside the zone into it. Instantaneous spells like *magic missile* or *cure wounds* are unaffected. Any spell with a duration is dispelled at the end of the turn of the creature that cast it. The illusion of Lolth may be seen as an illusion with a successful DC 20 Intelligence (Investigation) check. It can't harm the characters, its only purpose is to trick them into wasting powerful magic on it. The spy hole looking into this room can only be found if actively searching, with a successful DC 20 Wisdom (Perception) check.
- 15. Hallway. The illusion of the wall may be seen as an illusion with a successful DC 20 Intelligence (Investigation) check. Seeing it for an illusion doesn't dispel the illusion.
- 15A. Chamber of the Black Dragon. Adult Black Dragon (1).
- 16. Hallway. The illusion of the wall may be seen as an illusion with a successful DC 20 Intelligence (Investigation) check. Seeing it for an illusion doesn't dispel the illusion.
- 16A. The Cold Chamber. Adult White Dragon (1).
- 17. Stairs to the Upper Level. There are two *glyph of warding* spells on the stairs. Each may be found with a successful DC 18 Intelligence (Investigation) check. Each inflicts 6d8 lightning damage with a save DC 18.
- 18. Guard Station. Ogres (4).

Deck C

- 19. The Shining Hall. The illusion of the wall may be seen as an illusion with a successful DC 20 Intelligence (Investigation) check. Seeing it for an illusion doesn't dispel the illusion.
- 20. Ogre Barracks. Ogres (10).
- 21. Gargoyle Den. Gargoyles (6).
- 22. Temple of the True Lolth. Driders (2, spellcaster variant), Giant Solifugids (10), Giant Pedipalpi (10), Lolth, Demon Queen of Spiders. The gray shaded area on the map appears to be solid, but functions exactly like quicksand (DMG pg. 110). All creatures present know

about the area, and avoid it. Lolth will be in spider form, under the quicksand with only a few of her eyes showing. Her eyes may be spotted with a successful passive or active DC 25 Wisdom (Perception) check. She is not hindered by the quicksand at all, and can move and function normally. She will wait until the characters are engaged with her minions, then cast spells and use lair actions on them. Once she suffers half her hit points in damage, or her minions are reduced to half strength, she will retreat to her lair, by teleport if need be.

- 23. Chamber of the Goat Beast. Chimera (1).
- 24. The Beds of the Yochlol. Yochlol (4).
- 25. Guardians of the Stair. Yochlol (2). If a fight starts here, the yochlol from room 24 will arrive in 2 rounds to join the fight.
- 26. Ettin Barracks. Ettins (2).

Deck D

- 27. Main Hall. Ropers (2).
- 28. Operator's Quarters. Succubi (3).

Deck E

- 30. Kennels of Lolth. Harpies (8).
- 31. Lolth's Ladies in Waiting. Yochlol (2).
- 32. Lolth's Lair. Giant Solifugids (5), Hezrou (1), Lolth, as many giant spiders summoned as she has spells left (8 per spell, Lolth ignores the concentration requirement while in her lair). When the characters get to this area, Lolth will be in drow form, and healed of any wounds she sustained in the previous fight. She will have already summoned as many giant spiders as she has spells left to, and has gated in a hezrou as well (she can only do this once). She will use all her powers to slay the characters, retreating to room 34 only if wounded to half hit points, or all her minions have been killed.
- 34. Hall of Mirrors. Animated Armor (4), Lolth. The Queen of Spiders will make her final stand here, in her spider form. She will be healed to a maximum of 235 hit points from the previous engagement, but has no healing remaining. If she is reduced to 66 hit points or less, she will break off and run through a mirror which takes her back to her Abyssal plane. This exacts a high price, as leaving the spider ship takes away the energy keeping it together. The ship begins to groan, creak, and collapse. The characters have 10 minutes (they won't know this) to leave the ship before it disintegrates back into the chaos that it was created from. The destruction of Lolth's spider ship will set back her plans on multiple worlds by centuries, and earn the characters her undying enmity. The mirrors will take the characters wherever they envision, including back home, but only if they leave before the ship disintegrates. Alternately, the characters black out as the ship disintegrates, only to wake up back in the city where their adventure began.

Deck F

- Boilers. Manes (2 per boiler).
- 37. Mandible Control Room. Salamanders (2).

Deck G

- 38. Engine Control Room. Salamanders (4).

Magic Items

- 1. *Amulet of protection from lycanthropes* (See Special Items)
- 2. *Armor of vulnerability*
- 3. *Belt of frost giant strength*
- 4. *Boots of speed*
- 5. *Chime of opening*
- 6. *Crystal ball*
- 7. *Death lance* (See Special Items)
- 8. *Giant slayer long sword*

- 9. *Leather armor +1*
- 10. *Long sword +2*
- 11. *Pendant of truth* (See Special Items)
- 12. *Plate armor +3*
- 13. *Potion of animal friendship*
- 14. *Potion of clairvoyance*
- 15. *Potion of delusion* (replace with *potion of poison*)
- 16. *Potion of diminution*
- 17. *Potion of extra healing* (replace with *potion of superior healing*)
- 18. *Potion of fire giant strength*
- 19. *Potion of fire resistance*
- 20. *Potion of flying*
- 21. *Potion of gaseous form*
- 22. *Potion of healing*
- 23. *Potion of heroism*
- 24. *Potion of human control* (replace with *potion of cold resistance*)
- 25. *Potion of invisibility*
- 26. *Potion of invulnerability*
- 27. *Potion of poison*
- 28. *Potion of speed*
- 29. *Potion of stone giant strength*
- 30. *Potion of sweet water* (replace with *potion of water breathing*)
- 31. *Potion of treasure finding* (replace with *potion of psychic resistance*)
- 32. *Potion of undead control* (replace with *potion of acid resistance*)
- 33. *Potion of white dragon control* (replace with *potion of cold resistance*)
- 34. *Ring of contrariness* (replace with *potion of poison*)
- 35. *Ring of protection*
- 36. *Ring of warmth*
- 37. *Rope of climbing*
- 38. *Scroll of burning hands, thunderwave, detect thoughts, fear, Leomund's tiny hut, Otto's irresistible dance*
- 39. *Scroll of cure wounds* (3 spells, cast at 4th level)
- 40. *Scroll of find familiar, ice storm*
- 41. *Scroll of protection from evil and good, dispel magic, dispel evil and good*
- 42. *Scroll of protection from lycanthropes*
- 43. *Scroll of sanctuary, lesser restoration, spiritual weapon, glyph of warding, heal*
- 44. *Shield +3*
- 45. *Shortsword +1*
- 46. *Wand of frost* (replace with *wand of lightning bolts*)
- 47. *Wand of illumination* (replace with *wand of secrets*)
- 48. *Wand of magic missiles*
- 49. *Wand of negation* (replace with *wand of fear*)
- 50. *Wings of flying*

Traps

Bells (pg. 21): Triggered by opening doors or chests. A DC 15 Wisdom (Perception) check notices the trap, while a successful DC 14 Dexterity check using thieves tools will disable it. A failed disable check will trigger the trap as well. When the trap is triggered, the bells will ring, alerting nearby monsters.

Blinding Gas (pg. 10): Triggered by opening the chest in the room, unless disarmed first. A DC 20 Wisdom (Perception) check notices the trap, while a successful DC 18 Dexterity check using thieves tools will disable it. A failed disable check will trigger the trap as well. All creatures within 10 feet of the chest when the trap is triggered must succeed on a DC 18 Constitution saving throw or be blinded for 1 hour, or until cured.

Poison Needle (pg. 9, 10, 12): Triggered by opening the chest, unless disarmed first. A DC 20 Wisdom (Perception) check notices the trap, while a successful DC 18 Dexterity check using thieves tools will disable it. A failed disable check will trigger the trap as well. The creature triggering the trap takes 1 piercing damage and

55 (10d10) poison damage, and must succeed on a DC 18 Constitution saving throw or be poisoned for 1 hour.

Monsters

1. **Aerial Patrol:** Knight (3), Mage (1), Thug (10), Griffon (14)
2. **Animated Armor** (MM 19, CR 1, 200 XP)
3. **Bandit** (MM 343, CR 1/8, 25 XP)
4. **Banshee** (MM 23, CR 4, 1100 XP)
5. **Black Dragon, Adult** (MM 88, CR 14, 11500 XP)
6. **Bone Colossus** (See Special Creatures)
7. **Buccaneer** (as bandit)
8. **Bugbear** (MM 33, CR 1, 200 XP)
9. **Catoblepas** (VGM 129, CR 5, 1800 XP)
10. **Caveman** (as tribal warrior)
11. **Chimera** (MM 39, CR 6, 2300 XP)
12. **Commoner** (MM 345, CR 0, 0 XP)
13. **Crocodile** (MM 320, CR 1/2, 100 XP)
14. **Dolphin** (VGM 208, CR 1/8, 25 XP)
15. **Dragon Turtle** (MM 119, CR 17, 18000 XP)
16. **Drider** (MM 120, CR 6, 2300 XP)
17. **Drow Mage** (MM 129, CR 7, 2900 XP)
18. **Drow Priestess** (MM 129, CR 8, 3900 XP)
19. **Duke Alfric** (as Drow mage)
20. **Ettin** (MM 132, CR 4, 1100 XP)
21. **Frost Giant** (MM 155, CR 8, 3900 XP)
22. **Fugitive** (as commoner)
23. **Gardener** (as commoner, with human or dwarven traits)
24. **Gargoyle** (MM 140, CR 2, 450 XP)
25. **Ghast** (MM 148, CR 2, 450 XP)
26. **Ghoul** (MM 148, CR 1, 200 XP)
27. **Giant Boar** (MM 323, CR 2, 450 XP)
28. **Giant Crab** (MM 324, CR 1/8, 25 XP)
29. **Giant Crocodile** (MM 324, CR 5, 1800 XP)
30. **Giant Lizard** (MM 326, CR 1/4, 50 XP)
31. **Giant Octopus** (MM 326, CR 1, 200 XP)
32. **Giant Poisonous Snake** (MM 327, CR 1/4, 50 XP)
33. **Giant Scorpion** (MM 327, CR 3, 700 XP)
34. **Giant Sea Horse** (MM 328, CR 1/2, 100 XP)
35. **Giant Spider** (MM 328, CR 1, 200 XP)
36. **Giant Toad** (MM 329, CR 1, 200 XP)
37. **Glabrezu** (MM 58, CR 9, 5000 XP)
38. **Gnoll** (MM 163, CR 1/2, 100 XP)
39. **Guard** (MM 347, CR 1/8, 25 XP)
40. **Harpy** (MM 181, CR 1, 200 XP)
41. **Headhunter** (as bandit)
42. **Hezrou** (MM 60, CR 8, 3900 XP)
43. **Hill Giant** (MM 155, CR 5, 1800 XP)
44. **Hunter Shark** (MM 330, CR 2, 450 XP)
45. **Hunting Party:** Knight (4), Mage (2), Scout (3), Pharisee (15), Servant (15)
46. **Ixitxachitl** (OotA 225, CR 1/4, 50 XP)
47. **Jackal** (MM 331, CR 0, 10 XP)
48. **Jackalwere** (MM 193, CR 1/2, 100 XP)
49. **Killer Whale** (MM 331, CR 3, 700 XP)
50. **Knight** (as standard with elven traits, MM 347, CR 3, 700 XP)
51. **Kapoacinth** (as gargoyle, remove fly speed, add swim speed equal to fly speed, add water breathing)
52. **Lacedon** (as ghoul, add swim speed equal to move speed, add water breathing)
53. **Lolth Army Unit:** One of the following groups - Gnoll (100), Bugbear (50), Ogre (30), Troll (15)
54. **Lolth, Demon Queen of Spiders** (See Special Creatures)
55. **Mage** (as standard with elven traits, MM 347, CR 6, 2300 XP)
56. **Manes** (MM 60, CR 1/8, 25 XP)
57. **Manticore** (MM 213, CR 3, 700 XP)
58. **Marilith** (MM 61, CR 16, 15000 XP)
59. **Merchant** (as commoner)
60. **Merchant Caravan:** Merchant (10), Guards (30)
61. **Minotaur** (MM 223, CR 3, 700 XP)
62. **Morkoth** (VGM 178, CR 11, 7200 XP)
63. **Ogre** (MM 237, CR 2, 450 XP)
64. **Peasant** (as commoner)
65. **Pedipalp, Large** (See Special Creatures)
66. **Pedipalp, Medium** (See Special Creatures)
67. **Pedipalp, Small** (See Special Creatures)
68. **Pharisee** (as commoner with elven traits)
69. **Quasit** (MM 63, CR 1, 200 XP)
70. **Refugee** (as commoner)
71. **Remorhaz** (MM 258, CR 11, 7200 XP)
72. **Roper** (MM 261, CR 5, 1800 XP)
73. **Sahuagin** (MM 263, CR 1/2, 100 XP)
74. **Salamander** (MM 266, CR 5, 1800 XP)
75. **Sea Hag** (MM 179, CR 2, 450 XP)
76. **Scout** (as standard with elven traits, MM 349, CR 1/2, 100 XP)
77. **Scouting Party:** Scout (6), Thug (1)
78. **Servant** (as commoner with human or dwarven traits)
79. **Shambling Mound** (MM 270, CR 5, 1800 XP)
80. **Solifugid, Large** (See Special Creatures)
81. **Solifugid, Medium** (See Special Creatures)
82. **Solifugid, Small** (See Special Creatures)
83. **Stirge** (MM 284, CR 1/8, 25 XP)
84. **Succubus** (MM 285, CR 4, 1100 XP)
85. **Survivor** (as commoner)
86. **Swarm of Spiders** (MM 338, CR 1/2, 100 XP)
87. **Thug** (as standard with elven traits, MM 350, CR 1/2, 100 XP)
88. **Trading Fleet:** 1d4+5 ships, each with 20 buccaneers
89. **Tribal Warrior** (MM 350, CR 1/8, 25 XP)
90. **Trinax** (See Special Creatures)
91. **Troll** (MM 291, CR 5, 1800 XP)
92. **Troze** (See Special Creatures)
93. **Unicorn** (MM 294, CR 5, 1800 XP)
94. **Vlad Tolenkov** (vampire spellcaster variant, MM 297-298, CR 15, 13000 XP)
95. **Vrock** (MM 64, CR 6, 2300 XP)
96. **Werewolf** (MM 211, CR 3, 700 XP)
97. **White Dragon, Adult** (MM 101, CR 13, 10000 XP)
98. **Will-o-wisp** (MM 301, CR 2, 450 XP)
99. **Winter Wolf** (MM 340, CR 3, 700 XP)
100. **Yeti** (MM 305, CR 3, 700 XP)
101. **Yochlol** (MM 65, CR 10, 5900 XP)