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[When I ran Age of Worms, I made a soundtrack for it with appropriate cues for specific combats and characters. The battle with the ulgurstasta at the climax of “The Champion’s Belt” got “[The Kraken](#)” from [Pirates of the Caribbean](#).]

Ulgurstasta

This house sized horror resembles nothing so much as an immense maggot, with a cluster of beady eyes overlooking a voracious, fanged maw. It has dozens of small legs lining its entire body, each ending in a hook, and black tendrils fire from pores in its body and whip about it.

The ulgurstasta is a creation of Kyuss, the Worm that Walks. Their original intent was to serve as barely sentient siege engines, but they gained the capacity for intelligence as a side effect of their creation. Now, the ulgurstastas are as much generals as they are weapons, and they may command legions of undead armies in service of the Wormgod. Ulgurstastas have never been common, and they typically give each other a wide berth, the better to spread and avoid being hunted down all at once by the enemies of undeath and evil. They happily work with other worshippers of Kyuss, and some cults use them to “deliver” sacrifices to Kyuss by feeding them to the ravenous beast.

An ulgurstasta may be a genius, but they still delight in direct combat when the opportunity arises. Their jaws sit on an eversible pharynx, allowing them to extend far beyond its body to grab a victim and devour them. The acid that drips from its maw and fills its stomach is charged with negative energy, causing it to eat away at the life force of its victims as easily as it consumes their flesh. Opponents drained of life animate as skeletons in the blink of an eye. The ulgurstasta can carry these minions in a compartment in its guts that protects them from its acid and allows them to ride inside it for a horrible surprise attack.

Creating an Ulgurstasta

The secrets to create an ulgurstasta are found in *The Apostolic Scrolls*, the holy book of Kyuss' grim religion. To form an ulgurstasta, the flesh from a hundred humanoid corpses must be liquefied and poured into a mass grave at least 20 feet square in *desecrated* or *unhallowed* ground. Then, twelve intelligent undead creatures must enter the grave and the creator must cast a *create greater undead* spell. This effectively kills the twelve lesser undead, whose minds combine into the gestalt intelligence of the ulgurstasta.

Ulgurstasta CR 12

XP 12,800

CE Gargantuan undead (wormtouched)

Init +8; **Senses** darkvision 60 ft., Perception +23, tremorsense 30 ft.

Aura tendrils (20 ft., Reflex DC 22)

Defense

AC 27, touch 11, flat-footed 22 (-4 size, +4 Dex, +1 dodge, +12 natural, +4 shield)

hp 161 (17d8+85)

Fort +10, **Ref** +9, **Will** +13

DR 10/good and silver; **Immune** acid, cold, undead traits; **SR** 23

Offense

Speed 40 ft., burrow 20 ft.

Melee bite +19 (3d8+16/19-20 plus grab and 2d6 necromantic acid)

Space 20 ft.; **Reach** 20 ft.

Special Attacks breath weapon (60 ft. cone, 12d6 necromantic acid, Reflex DC 23), create spawn, swallow whole (AC 16, 16 hp, 2d6+16 plus 4d6 necromantic acid)

Statistics

Str 32, **Dex** 18, **Con** -, **Int** 18, **Wis** 17, **Cha** 21

Base Atk +12; **CMB** +27 (+31 grapple); **CMD** 47 (59 vs. trip)

Feats Cleave, Combat Reflexes, Defensive Combat Training, Dodge, Great Cleave, Improved Critical (bite), Improved Initiative, Power Attack, Vital Strike

Skills Climb +31, Intimidate +25, Knowledge (arcana) +24, Knowledge (dungeoneering) +21, Knowledge (history) +21, Knowledge (religion) +24, Perception +23, Sense Motive +23

Languages Abyssal, Avolakia, Common, Undercommon

Ecology

Environment any land or underground

Organization solitary or troupe (1 plus 6-60 HD of skeletons)

Treasure incidental

Special Attacks

Create Spawn (Su) Any creature with a skeletal system reduced to 0 Con by an ulgurstasta immediately animates as a [bloody skeleton](#) under the ulgurstasta's control. These skeletons can be held inside the ulgurstasta's gut without taking damage from its swallow whole, and can be disgorged as a swift action whenever the ulgurstasta uses its breath weapon.

Necromantic Acid (Ex) Any time a creature takes acid damage from an ulgurstasta, it must succeed a DC 23 Fortitude save or take 1d4 Con drain as well. The save DC is Charisma based.

Tendril Aura (Ex) As an immediate action, an ulgurstasta can extrude hundreds of whipping tendrils from its body, dealing 1d12 slashing damage to all creatures in a 20 foot radius (Reflex DC 22 half). In addition, the tendrils grant it a +4 shield bonus to its Armor Class and a 50% miss chance against all thrown or projectile weapons. Oversized weapons, such as a giant's boulder or siege engine shot, have a 20% miss chance instead. The save DC is Dexterity based.