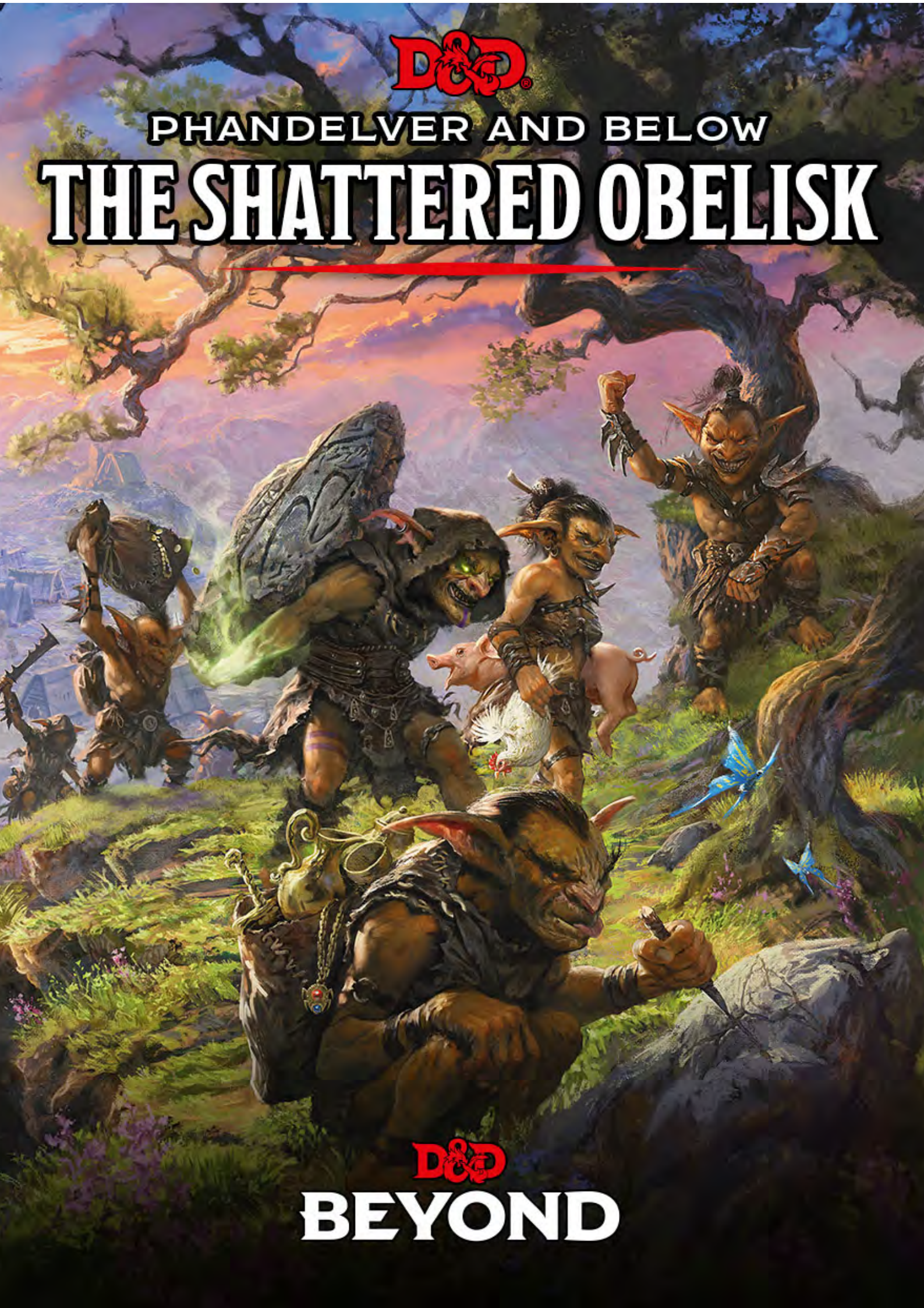
D&D

PHANDELVER AND BELOW

THE SHATTERED OBELISK



D&D BEYOND

Welcome to Phandalin

Nestled on the northern Sword Coast, between Neverwinter Wood and the Sword Mountains, is the town of Phandalin. Centuries ago, Phandalin was a thriving settlement with deep ties to its neighboring communities. But then bandits overran the town, and Phandalin lay abandoned for centuries.

Only in the past few years have settlers built a new village on the ruins of the old. These townsfolk hope to grow Phandalin through hard work, camaraderie, and the shared purpose of building a lasting home. Threatening their efforts and their survival are bandits, brigands, and monsters.



A typical morning unfolds in the idyllic town of Phandalin

Kent Davis

Threats from Below

Unbeknowst to any townsfolk, three mind flayer fanatics lurk deep underneath the town and plot a chilling course.

The fanatics worship Ilvaash, a godlet in the Far Realm, who is determined to reestablish a mind flayer empire on the Material Plane. Ilvaash wants this empire to stretch across Toril's surface, starting with Phandalin as its capital. (For more information about Ilvaash, see chapter 8.)

The mind flayer fanatics have discovered pieces of a shattered obelisk of great magical power, left over from the mysterious Netherese empire that once occupied part of this region. After retrieving the remaining fragments, the fanatics plan to infuse the reconstructed obelisk with Ilvaash's unholy energy and turn Phandalin's population into mind flayers loyal to their evil godlet.

This plot is a complex affair, but the mind flayers beneath Phandalin have many allies. As petty bandits vie for control of Phandalin, the fanatics' allies quietly search for pieces of the shattered obelisk. How successful those allies are—and whether Phandalin's heroes can stop the will of an evil godlet—is exactly what you're about to find out!

About This Book

Phandelver and Below: The Shattered Obelisk is a Dungeons & Dragons adventure optimized for four to six characters. The player characters are the heroes of the story. This book describes the villains and monsters the heroes must overcome and the locations they must explore to bring the adventure to a successful conclusion.

This adventure presents Phandalin, the surrounding region, and the Underdark below, as a campaign setting in which you can base adventures of your own. All pertinent details about the setting are covered in this book, with room to add new locations and villains of your own design.

Adventure Summary

This adventure is split into two halves:

A Lost Mine. Chapters 1–4 reimagine the beloved adventure Lost Mine of Phandelver, originally published in 2014 with the D&D Starter Set. The heroes begin chapter 1 at 1st level and end chapter 4 at 5th level.

The Obelisk. Chapters 5–8 chronicle the mind flayer fanatics' plot against the townspeople of Phandalin. The heroes begin chapter 5 at 5th level and end chapter 8 at 12th level.

Lost Mine of Phandelver

When this adventure dawns, the characters embark on a simple mission to Phandalin, whether it's helping a dwarf patron or following another prompt (see the "Adventure Hooks" section).

The mind flayer fanatics' activities beneath Phandalin are invisible for most of this book's first four chapters. If your players don't wish to delve into themes of unseen horror, evil fanatics, or malevolent elder entities, you can easily end the adventure at the conclusion of chapter 4. If you do, replace the psionic goblins in chapters 1–4 with goblins from the Monster Manual, and end the adventure once the characters defeat Nezznar. (The "What's Next?" section at the end of chapter 4 provides more information if you're using this option.) There's no need for the heroes to return to Phandalin and thus kick off the events of chapter 5 and beyond.

A summary of each of the first four chapters follows.

Chapter 1 Summary

The adventurers are on the road to the town of Phandalin when they stumble into a goblin ambush. They discover that the goblins (who belong to the Cragmaw band) have captured the characters' friend—a dwarf named Gundren Rockseeker—and his escort, a human warrior named Sildar Hallwinter. The characters must deal with the ambushers and then follow their trail to the goblins' hideout. There, they can rescue Sildar and learn from him that Gundren and his brothers previously discovered a famous lost mine. Sildar knows only that Gundren and his map of the mine have been taken somewhere called Cragmaw Castle.

Chapter 2 Summary

After arriving in Phandalin, the characters find it terrorized by the Redbrands, a gang of miscreants led by a mysterious figure called Glasstaff. The Redbrands try to run the characters out of town, so the characters return the favor and storm the Redbrands' lair. In a hidden stronghold beneath an old manor, they find that Iarno "Glasstaff" Albrek, the leader of the Redbrands, is taking his orders from someone called the Spider—and that the Spider wants the adventurers out of the picture.

Chapter 3 Summary

The heroes undertake several short explorations in the region around Phandalin as they search for more information about the Spider and the lost mine. The clues the characters discovered in Phandalin can lead them to spy on a mysterious wizard at the ruins of Old Owl Well, to seek the advice of a dangerous banshee, to oust a band of marauders lurking at Wyvern Tor, and to investigate the ruins of the town of Thundertree.

Several of these leads point to Cragmaw Castle—the stronghold of King Grol, leader of the Cragmaw goblins. Here the characters discover that the Spider is a drow mastermind named Nezznar and that the Cragmaw goblins work for him. More importantly, they recover Gundren Rockseeker's map to the lost mine. Alternatively, they learn the mine's location from one of the other leads they unearthed in the previous chapter.

Chapter 4 Summary

Following the map or the directions to the lost mine brings the characters to Wave Echo Cave. That lost underground complex is overrun with undead and strange monsters. The Spider and his loyal followers are exploring the mines and searching for the legendary Forge of Spells. The heroes have the opportunity to avenge Gundren Rockseeker and provide for the prosperity and security of Phandalin by clearing the rich mine of threats, including monsters and the Spider's troublemaking.



The Cragmaw goblins plague Phandalin and surrounding areas

Brian Valeza

The Obelisk

If your players wish to continue the story past chapter 4, they'll find a tale of ancient magic, a malevolent godlet, and fanatics obsessed with transforming innocents into mind flayers faithful to Ilvaash. After they wrap up chapters 1–4, the characters discover that psionic goblins have committed crimes of vandalism in Phandalin. Investigating the crime scenes reveals that the goblins are searching for pieces of the titular shattered obelisk. Chasing down the goblins reveals their connection to a sobering plot against Phandalin.

The characters learn that mind flayers who serve Ilvaash are behind this plot. These mind flayer fanatics are renegades who hope to reconstruct and harness the power of the obelisk. Using the obelisk to focus wicked Far Realm power, the mind flayer fanatics plan to enact a ritual to transform Phandalin's townspeople into mind flayers. The characters must follow the mind flayers into their Underdark stronghold and then into the Far Realm if they hope to save Phandalin from certain doom!

Summaries of the final four chapters follow.

Chapter 5 Summary

When the heroes return to Phandalin, they find that more goblins have been wreaking havoc. These villains, the Sawplee goblins, have kidnapped townsfolk and destroyed key landmarks. It's up to the characters to investigate. Once they collect enough clues, a visiting dwarven sage named Gwyn Oresong can help them track these goblins to their base of operations: an old duergar mining outpost called Zorzula's Rest inside a mountain near Phandalin. There, the Sawplee goblins work at the behest of their leader, a psionic goblin who calls himself Ruxithid the Chosen.

To keep the town safe, the characters must travel to Zorzula's Rest, defeat Ruxithid, and rescue the kidnap victims. Once they do, the heroes discover that Ruxithid was in psychic communication with a much more powerful force that seeks to destroy Phandalin. The force, three Far Realm–influenced mind flayer fanatics, instructed the goblins to retrieve obelisk pieces. The characters rescue some of Phandalin's kidnap victims, but it's clear that others—as well as more obelisk pieces—await them elsewhere in the Underdark.

Chapter 6 Summary

Armed with knowledge from Ruxithid's lair, the heroes race against forces allied with the mind flayer fanatics to retrieve three shattered obelisk pieces. One piece lies in Talhundereth, an ancient dwarven temple that fell to mind flayers centuries ago. The second lies in the Crypt of the Talhund, below Talhundereth. The third lies in Gibbet Crossing, an abandoned Underdark crossroads.

Soon, the characters discover that a mind flayer named Qunbraxel is coordinating the fanatics' obelisk retrieval efforts. The characters confront Qunbraxel in Gibbet Crossing. The remaining kidnap victims, however, are still unaccounted for.



The Mysterious Netherese Obelisk at the Heart of this Story

Hex Sharpe

Chapter 7 Summary

Once the heroes defeat Qunbraxel, they learn that its fanatic overlords are based in an Underdark location called Illithinoch. Once a stronghold for the long-fallen mind flayer nation, Illithinoch is a massive complex the mind flayer fanatics have turned into a shrine to Ilvaash. The characters must travel to Illithinoch and face its dangers to stop the ceremorphosis ritual. They come across rifts to the Far Realm that hint at the power the fanatics are harnessing. Meanwhile, corruption falls over Phandalin like a shadow. The characters find the fanatics' ritual space, only to discover that the mind flayers have fled into the Far Realm to complete the ritual's final stages.

Chapter 8 Summary

After opening a gateway to the Far Realm, the heroes follow the mind flayer fanatics to the Briny Maze, the terrifying home of Ilvaash. Thwarted but not defeated, the Ilvaash fanatics seek to harness power directly from this unholy creature, who is a descendant of Ilsensine, a mind flayer god. The characters must navigate the fleshy realm's labyrinth to reach the mind flayers and interrupt their ritual. The difficulty of doing so depends on how many pieces of the obelisk the fanatics have retrieved. Regardless, once the fanatics are defeated, a refraction of the godlet (detailed further in the adventure) surfaces to challenge the characters.

Running the Adventure

To run this adventure, you need the fifth edition core rulebooks (Player's Handbook, Dungeon Master's Guide, and Monster Manual).

> Text that appears in a box like this is meant to be read aloud or paraphrased for the players when their characters first arrive at a location or under specific circumstances, as described in the text.

The Monster Manual contains stat blocks for most of the creatures encountered in this adventure. The remaining stat blocks can be found in appendix A, as indicated in the text, or in the encounters in which they appear.

When a creature's name appears in **bold** type, that's a visual clue pointing you to its stat block as a way of saying, "Hey, DM, you better get this creature's stat block ready. You're going to need it." Spells and equipment mentioned in the adventure are described in the Player's Handbook. Magic items are described in the Dungeon Master's Guide unless the adventure's text directs you to an item's description in appendix B.

Using the Maps

This book contains a number of interior maps and a fold-out, double-sided poster map. These elements are further described below.

Interior Maps

Maps that appear in this book are for the DM's eyes only. As the characters explore locations on a given map, you can redraw portions of the map on graph paper, a wet-erase mat, or other surface to help your players visualize locations that might have unusual shapes or features. Your hand-drawn maps need not be faithful to the originals, and you can alter a map's features as you see fit. Nor do your maps need to be painstakingly rendered. You can omit details that are not readily visible (such as secret doors and other hidden features) until the characters are able to detect and interact with them.

Poster Map

The double-sided poster map is meant to be shared with the players.

One side of the poster map shows the Phandalin region, including prominent locations in the Underdark where the characters will travel. If the players don't recognize these names yet, that's good! Once they learn in the game where they're headed, they'll realize they've heard of the location and can head in the right direction at will.

The reverse side of the poster map has player-friendly maps of the town of Phandalin as well as recurring encounter locations.



Sword Coast region surrounding Phandalin

Mike Schley



Unlabeled Version

Nondeadly Resolutions

This adventure is full of encounters in which the characters may wish to fight their foes. However, noncombat or another nondeadly resolution is an equally valid way to resolve many enemy encounters. The characters might knock out enemies, intimidate them into running away, bribe them for information, or otherwise find creative ways to resolve conflicts. Use your discretion, and if the characters are looking for ways to resolve encounters without violence, roll with it if the story allows.

Using the Story Tracker

This adventure uses a Story Tracker, a copy of which is included at the back of the book. The Story Tracker is a note-keeping tool to help you and the players remember important information about the characters and their accomplishments.

The Forgotten Realms

The world of the Forgotten Realms is one of high fantasy, populated by elves, dwarves, halflings, humans, and other folk. The Realms are full of valiant knights embarking upon ancestral quests, shifty rogues prowling urban streets, clerics wielding maces and spells in the service of their gods, and wizards plundering the ruins of the fallen Netherese empire. Heroes are scarce, and dangers—be they a dragon's breath or a lich's spell—are plentiful.

This adventure takes place in a region called the Sword Coast, where daring souls delve into the wreckage of fallen strongholds and explore ruins of long-lost civilizations. Underground, the history and dangers are just as rich. The Underdark here teems with monsters and the remains of mighty civilizations, as well as unknown horrors.

The accompanying map shows the Sword Coast region surrounding Phandalin. Several locations of interest are marked, including Underdark locations key to this adventure's plot. Other parts of the map remain unlabeled, and the adventures that characters find there are yours to design!

Character Creation

Before starting this adventure, consider spending your first game session helping your players create characters. Were the characters born and raised in the Sword Coast region, or do they hail from distant lands? How long have the characters known each other? What might bring them to Phandalin?

Character Backgrounds

The Player's Handbook contains character backgrounds that are well suited for this adventure. If your players are having trouble fleshing out their characters' backgrounds with details about the Sword Coast region, share the suggestions from the Character Hooks Tied to Backgrounds table with them.

Character Hooks Tied to Backgrounds

Background	Character
Acolyte	The frontier town of Phandalin is resilient, but organized religious resources are scarce. Your temple in Neverwinter sent you to Phandalin to pray and offer communion with like-minded faithful.
Charlatan	You've planned your latest get-rich-quick scheme. The townspeople of Phandalin have never heard of what you're selling, and you hope to establish a customer base.
Criminal	You're wanted for crimes in Neverwinter, and perhaps you're exiled from the city. Phandalin is a small bastion of civilization where you can lie low and no one will be the wiser.
Entertainer	You've spent time in Neverwinter and love performing for audiences, but you need new experiences from which to draw inspiration for your art. Traveling to Phandalin will provide new material for your work, and its watering holes promise eager crowds.
Folk Hero	You may have humble origins, but you made your name as a hero in the wilds outside Neverwinter. You need new adventures, so you've set off for the frontier of Phandalin.
Guild Artisan	You learned a useful trade in Neverwinter, but the city is home to too many artisans with that skill. Now, you're heading to Phandalin, where you hope to start a lucrative business.
Hermit	You've spent a lot of time in the wilds outside Neverwinter, but you've always kept a home in the city. You've decided to move somewhere rural, and Phandalin seems like the perfect place.
Noble	Your family is based in Neverwinter but owns property throughout the Sword Coast region. You recently inherited a cottage in Phandalin and must inspect the place before you decide to keep or sell it.
Outlander	You spent your youth with a guardian who lived a simple life in the wilds outside Phandalin, but later you moved to the city. Now an adult, you've decided to return to the area where you feel most at home.
Sage	In the academic halls of Neverwinter, you studied the region's historical alliance between Phandalin and its neighbors. The fate of the lost mine of Phandelver has always fascinated you, so you're traveling to Phandalin to discover whether any locals know rumors about its fate.
Sailor	You've sailed ships along the Sword Coast, but a brush with death made you rethink your profession. You're headed to Phandalin to decide what's next.
Soldier	You are a member of the Neverwinter Guard, and you suffered a terrible injury in the line of duty. You healed, but you're not ready to return to work yet. Until you are, you're taking easy jobs protecting merchant wagons headed to Phandalin.

Adventure Hooks

Players can invent their own reasons for visiting Phandalin, or they can use the following adventure hooks. The character hooks tied to backgrounds also provide characters with motivations for visiting Phandalin.

It's recommended at least one character use the "Meet Me in Phandalin" adventure hook below so that the party has a tie to the dwarf Gundren Rockseeker, who plays a prominent role in chapters 1–4:



Gundren Rockseeker

Scott Murphy

Meet Me in Phandalin. You're in the city of Neverwinter when your dwarf patron and friend, Gundren Rockseeker, hires you to escort a wagon to Phandalin. Gundren has gone ahead with a warrior, Sildar Hallwinter, to attend to business in the town while you follow with the supplies. You will be paid 10 gp each by the owner of Barthen's Provisions in Phandalin when you deliver the wagon safely to that trading post.

Friend of the Harpers. You've spent much of your life in awe of the Harpers, a secretive organization dedicated to promoting good and preserving history. You've always wanted to join, but you've struggled to gain the group's attention. You're headed to Phandalin, where you hope your good deeds will gain the Harpers' notice.

Gauntlet Trainee. You have pledged yourself to the Order of the Gauntlet, a devout and vigilant group that seeks to protect others from evildoers. Before you become a full-fledged member, you've decided to meet your hero, a retired adventurer named Daran Edermath, who was part of the order and has thwarted many local threats. Daran lives in Phandalin in a cottage beside an apple orchard. You plan to visit him and drink in his wisdom before joining the order yourself.

Starting the Adventure

When this adventure begins, the characters are in Neverwinter. Consider telling the characters that they'll all join the same wagon headed to Phandalin, whether it's because they're working for the dwarf Gundren Rockseeker (see the "Meet Me in Phandalin" adventure hook above) or they have another reason to go to the frontier town. No matter the characters' motivation, allow them to join the wagon without additional cost, narrating how each character secured passage as needed. If you establish why the characters are traveling together before you kick off the adventure, your later game sessions will go more smoothly.

Far Realm Influence

In this adventure, Far Realm–devoted fanatics seek to transform Phandalin's residents into mind flayers devoted to the evil godlet Ilvaash.

Even before the fanatics attempt to finish their ritual in chapter 8, their influence over the town infuses the place with the energy of the Far Realm. The townspeople begin to change in troubling ways. Phandalin's buildings and the surrounding environment also experience a withering that gives the entire town an air of decay.

Transformation of Phandalin

Each time the characters return to Phandalin during the later parts of this adventure, they find the town and townspeople further affected by the Far Realm. The transformations become noticeable in chapter 5 and worsen until the characters' confrontation with the fanatics in the Far Realm during chapter 8.

The illustrations in these chapters depict this burgeoning transformation. Use the following descriptions when the characters are in town to add further sinister flavor to the adventure. Each description's effects are cumulative with the previous chapters' effects:

Chapter 5. The sky over Phandalin is perpetually gray, and its buildings seem more drab than normal. The townspeople appear tired and wan.

Chapter 6. Nearly imperceptible, scaly fungi grow between the cracks in Phandalin's buildings and cobblestones. The townspeople begin to seem unwell.

Chapter 7. Invasive, fleshy weeds grow like tentacles along Phandalin's buildings and streets. The townspeople develop strange symptoms.

Chapter 8. Phandalin's sky becomes a bright, sickly green color. The fleshy weeds grow thicker and longer, wrapping around buildings and beams like stalks. The townspeople sprout tentacles and become irrationally angry and violent.



Corruption plagues Phandalin while the Ilvaash fanatics plot

Claudio Pozas

Character Transformation

If the fanatics are successful, the characters might transform into mind flayers (see the end of chapter 8). Characters from outside the region might not be affected by the Far Realm ritual, although these details are up to you. Even if the characters don't turn into mind flayers, they experience increasing change as the fanatics' plot progresses.

The following optional rules allow you to track the effects of Far Realm influence on characters.

Player Consent Is Required

Before you use the character transformation rules presented in this section, check with each player to determine if they are open to their character experiencing physically transformative effects. A player will not miss game benefits if they choose not to use these rules for their character.

Stages of Character Transformation

As the influence of the Far Realm on a character increases, they begin to change. There are four stages of transformation, each with increasingly extreme effects.

Advancement. Characters begin at stage 1 at the start of chapter 5. They advance to the next stage at the beginning of each subsequent chapter (stage 2 in chapter 6, stage 3 in chapter 7, and stage 4 in chapter 8).

Changes. To determine how a character changes as their transformation stage increases, consult the Transformation Effects table. The examples listed under transformations are only suggestions; you can create other transformations of a similar scope.

By tailoring a transformation to a character, you can increase players' engagement with the story. Wherever possible, try to make a given transformation unique to a particular character. Given the significance of some of these changes, it's better for the player to give you suggestions regarding a change than vice versa. The effects of changes can happen as often and whenever you wish. This is intended to be fun, not to make players uncomfortable.

As a character advances to higher stages of transformation, the effects from the lower stages become more pronounced. For example, whispers become more insistent, or the tentacle becomes larger or another one sprouts.

NPC Reactions. NPCs and creatures are likely to notice the characters' strange behavior, the changes to the characters' bodies, or any reality-warping effects when the characters are nearby. At your discretion, the attitudes of creatures might change when they notice these mutations, depending on the nature of the change, the personality and background of the creature, and the circumstances of the discovery.

Game Effects. At your discretion, these transformations might have in-game effects.

For instance, the voices that whisper to a character might provide a useful clue. Or a character might hear a telepathic conversation between creatures who speak with their minds. A character might gain advantage on a Charisma check to persuade an Aberration that sees the character's transformations. The possibilities are endless.

Transformation Effects

Stage	Change
1	The Far Realm reaches out to the character in one of the following ways, determined by rolling a d6: (1) the character awakens from nightmares to an audible, disturbing voice urging them and those around them to go to a particular place or perform a particular act; (2) the character and those around them hear whispers of bizarre conspiracies or nonsense; (3) the character recognizes disturbing words now and then in languages they otherwise don't understand; (4) the character notices strange patterns in everyday items and events; (5) the character discovers unfamiliar objects in familiar places; (6) the character occasionally hears an unfamiliar voice come from their throat when they try to speak.
2	The power of the Far Realm begins to alter the character's body in one of the following unpredictable ways, determined by rolling a d4: (1) a body part temporarily moves or turns 360 degrees; (2) the character grows one or more eyes or mouths that are not under their control; (3) the character notices that strange bone protrusions occasionally ripple under their skin; (4) the character sprouts a tentacle that occasionally picks up Tiny objects.
3	Void energy begin to seep into the character's soul in one of the following ways, determined by rolling a d6: (1) Aberrations view the character as one of their own; (2) items tied to the Far Realm hum, glow, or vibrate when the character is nearby; (3) the character develops an unwanted craving, such as for raw meat, spoiled food, insects, hair, or fingernails; (4) the character occasionally looks down to discover writing or drawings in their handwriting or style, but that they are certain they didn't create; (5) the character sometimes inadvertently communicates telepathically instead of how they normally communicate; (6) the character sometimes leaves black, sludgy handprints on things they touch.
4	The character's connection to the Far Realm has grown to the extent that they now warp reality within 30 feet of them in one of the following ways, determined by rolling a d6: (1) creatures no longer cast shadows; (2) portable objects not being worn or carried change position; (3) mirrors don't show reflections; (4) animals are spooked; (5) perishable food spoils; (6) the temperature increases or decreases.



Far Realm forces influence the goblins who are seeking obelisk fragments

Alexandre Honoré

Chapter 1: A Dangerous Journey

More than five hundred years ago, clans of dwarves and gnomes made an agreement known as the Phandelver Pact, by which they would share a rich mine in a wondrous cavern known as Wave Echo Cave. In addition to its mineral wealth, the mine contained great magical power. Human spellcasters allied themselves with dwarves and gnomes to channel and bind that energy into a great forge called the Forge of Spells, where magic items could be crafted. Times were good, and the nearby town of Phandalin prospered as well. But disaster struck when bandits swept through the North and laid waste to all in their path.

A powerful bandit force reinforced by evil mercenary wizards attacked Wave Echo Cave to seize its riches and magic treasures. Human wizards fought alongside their dwarf and gnome allies to defend the Forge of Spells, and the ensuing spell battle destroyed much of the cavern. Few survived the cave-ins and tremors, and knowledge of the location of Wave Echo Cave was lost.

For centuries, rumors of buried riches have attracted treasure seekers and opportunists to the area around Phandalin, but no one has located the lost mine. In recent years, people resettled the area, and Phandalin is now a rough-and-tumble frontier town.

Recently, a trio of dwarves—the Rockseeker brothers—discovered the entrance to Wave Echo Cave, and they intend to reopen the mines. Unfortunately for the Rockseekers, they aren't the only ones interested in Wave Echo Cave. A mysterious villain known as the Spider controls a network of bandit gangs and goblin bands in the area, and his agents followed the Rockseekers to their prize. The Spider wants Wave Echo Cave for himself, and he's taking steps to make sure no one else knows where it is.



The road to Phandalin is often dangerous

Julio Reyna

Running This Chapter

This chapter begins with a goblin ambush on the road to Phandalin, leaving it up to the characters to chase their attackers to a cave lair. Before getting into the adventure's events, take a few minutes to do the following:

Character Introductions. Encourage the players to introduce their characters to each other if they haven't done so already.

Connection to Gundren. Ask the players to think about how their characters came to know the dwarf Gundren Rockseeker, if applicable. Let the players concoct their own stories. If a player is hard-pressed to think of anything, suggest something simple. For example, Gundren could be a childhood friend or someone who helped the player's character escape a tough situation.

Transportation Details. Ask the players how their characters are traveling. If the characters are escorting Gundren's wagonload of supplies, then one or two characters need to be driving the wagon. The rest of the characters can be riding on the wagon, walking alongside it, or scouting ahead.

Character Advancement

The characters should be 1st level when the chapter begins. The characters gain a level when they finish exploring the Cragmaw hideout.

The Road to Phandalin

The adventure assumes you're using the "Meet Me in Phandalin" adventure hook (see this book's introduction) for all your characters. The heroes are escorting a wagon full of provisions from Neverwinter to Phandalin. They're a half-day's march from Phandalin when they run into trouble with goblin raiders from the Cragmaw band.

Read the following text to get the adventure started. (If you're using another adventure hook, skip to the second paragraph and adjust the details as necessary, ignoring the information about driving the cart.)

> You began your adventuring career in the city of Neverwinter. A dwarf named Gundren Rockseeker hired you to bring a wagonload of provisions to the rough-and-tumble settlement of Phandalin, a couple of days' travel south of the city. Gundren was clearly excited and more than a little secretive about his reasons for the trip, saying only that he and his brothers had found "something big," and that he'd pay you ten gold pieces each for escorting his supplies safely to Barthen's Provisions, a trading post in Phandalin. He then set out ahead of you on horse, along with a warrior escort named Sildar Hallwinter, claiming he needed to arrive early to "take care of business."
>
> You've spent the last few days following the High Road south from Neverwinter, and you've just recently veered east along the Triboar Trail. You've had no trouble so far, but you know this territory can be dangerous. Bandits and outlaws have been known to lurk along this road.

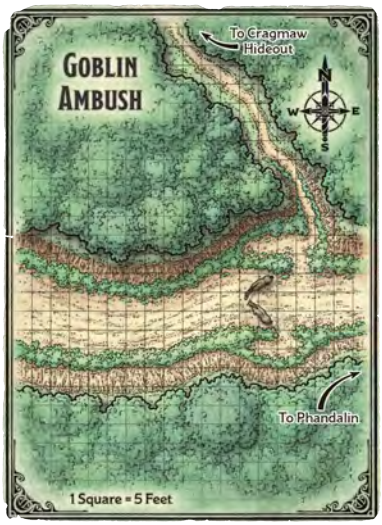
Driving the Wagon

Any character can drive a wagon, and no skill is necessary. Two oxen pull the wagon. If no one is holding the reins, the oxen stop where they are.

The wagon is packed full of an assortment of mining supplies and food. This includes a dozen sacks of flour; several casks of salted pork; two kegs of strong ale; shovels, picks, and crowbars (about a dozen each); and five lanterns with a small barrel of oil (about fifty flasks in volume). The total value of the cargo is 100 gp.

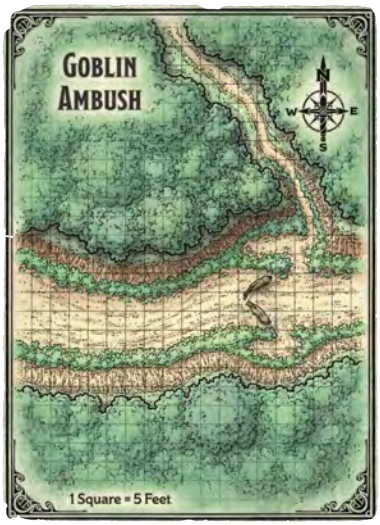
Goblin Ambush

Several hours after the characters turn onto Triboar Trail (shown on the map in the introduction), they reach the area shown on map 1.1.



Map 1.1: Goblin Ambush

Mike Schley



Player Version

Read the boxed text below to start the encounter:

> You've been on the Triboar Trail for about half a day and are nearing a side road leading south toward Phandalin. As you come around a bend, you stumble upon the scene of a recent battle. The woods press close to the trail here, with a steep embankment and dense thickets on either side. Two horses wander the road, sniffing at ransacked personal effects.

The site is littered with arrows, torn scraps of fabric, and odds and ends discarded from Gundren's bags when the goblins were looking for the map. If you're using the "Meet Me in Phandalin" adventure hook, any character who approaches the scene identifies the horses as belonging to Gundren Rockseeker and Sildar Hallwinter. It's up to the players to decide whether to bring the horses with them. When the characters inspect the scene closer, read the following:

> The horses' saddlebags have been looted. An empty leather map case lies nearby.

Four goblins are hiding in the woods, two on either side of the road. They wait until someone approaches the horses and then attack.

The goblins fight to the death until one goblin remains alive; that goblin then flees and heads for the goblin trail (see below).

Development

In the unlikely event that the goblins triumph, they leave the characters unconscious, loot them and the wagon, then head to the Cragmaw hideout. The characters can continue to Phandalin, buy new gear at Barthen's Provisions, return to the ambush site, and find the goblins' trail, should they wish.

The characters might capture one or more goblins by knocking them unconscious instead of killing them. A character can use any weapon that deals bludgeoning damage (including an unarmed strike) to knock a goblin unconscious, succeeding if the attack deals enough damage to drop the goblin to 0 hit points. The goblin regains consciousness after a few minutes and can be convinced to share information (see "What the Cragmaws Know"). The goblin can also be persuaded to lead the party to the Cragmaw hideout and to guide the party around the traps along the way (see "Goblin Trail" below).

The characters might not find the goblin trail, or they could decide to continue to Phandalin. In that case, skip to chapter 2. Elmina Barthen (the owner of Barthen's Provisions) seeks out the characters and informs them that Gundren Rockseeker never arrived. She recounts the goblin troubles and suggests the characters return to the ambush site to investigate further (after they rest). Barthen also tells the party that Linene Graywind of the Lionshield Coster (see "Town Description" in chapter 2) can provide more information on the goblin attacks.



The Cragmaw goblins love ambushing unsuspecting travelers in the wilderness

Steve Prescott

What the Cragmaws Know

Cragmaw goblins the characters capture can be persuaded to divulge the following information:

Bugbear Leader. Their leader is a bugbear named Klarg. Klarg reports to King Grol, leader of the Cragmaw band, who dwells in Cragmaw Castle. (The goblins can provide basic directions to Cragmaw Castle. It's about twenty miles northeast, in Neverwinter Wood.)

Capturing Gundren. Klarg received a messenger goblin from King Grol a few days ago. The messenger told him that someone named "the Spider" was paying the Cragmaws to capture Gundren Rockseeker and send him and anything he was carrying to King Grol. Klarg followed King Grol's orders. Gundren was ambushed and taken with his personal effects—including a map—to King Grol.

Sildar's Location. Gundren's human companion is being held in the "eating cave" (area H6). About fifteen goblins currently dwell in this hideout.

Strange Goblins. Recently, strange goblins have sometimes joined the Cragmaws in their roadside ambushes, though not today. These strange goblins have elongated skulls, and glowing green energy surrounds their weapons when they attack. The Cragmaw goblins don't know who these newcomers are; the new goblins simply cackle and leave after each attack. The Cragmaws are afraid of these strange goblins and think the characters should be, too. (This is a reference to the psionic goblins that factor more prominently in later chapters.)

Goblin Trail

After the characters defeat the goblins, any inspection of the area reveals that the creatures have been using this place to stage ambushes for some time.

On the north side of the road, characters can easily find a trail behind the thickets that leads northwest. A character who succeeds on a DC 10 Wisdom (Survival) check recognizes that about a dozen goblins have come and gone along the trail; the character also sees signs of two human-sized bodies being hauled from the ambush site.

The drivers can easily steer the wagon off the road and tie off the oxen before the characters pursue the goblins.

The trail leads five miles northwest and ends at the Cragmaw hideout (see below). Ask the players to determine the characters' marching order as they follow the trail. The order is important because the goblins have set two traps along the trail to thwart pursuers.

Snare

About 10 minutes after heading down the trail, characters on the path encounter a hidden snare. If the characters are searching for traps, the character in the lead must succeed on a DC 15 Wisdom (Perception) check to notice the snare. If the character fails the check, the snare triggers. The character must succeed on a DC 10 Dexterity saving throw or be flipped upside down and suspended 10 feet above the ground. The character has the restrained condition until 1 point of slashing damage is dealt to the snare's cord. A character who isn't lowered carefully takes 3 (1d6) bludgeoning damage from the fall.

Pit Trap

After another 10 minutes traveling down the trail, the characters encounter a pit trap the goblins have camouflaged. The pit is 6 feet wide, 10 feet deep, and triggers when a creature moves across it.

The character in the lead must succeed on a DC 15 Wisdom (Perception) check to spot the hidden pit. If the character fails the check, they must succeed on a DC 10 Dexterity saving throw or fall in the pit, taking 3 (1d6) bludgeoning damage. The pit's walls aren't steep, so no ability check is required to scramble from the pit.

Cragmaw Hideout

The Cragmaw goblins have established a hideout from which they can easily harass and plunder traffic moving along the Triboar Trail or the path to Phandalin. Their band is so named because members sharpen their teeth to jagged points to make them look fiercer.

The leader of the Cragmaws is a bugbear named Klarg, who has orders from King Grol to plunder any poorly defended caravans or travelers that come this way. A few days ago, a messenger from Cragmaw Castle brought new instructions: waylay the dwarf Gundren Rockseeker and anyone traveling with him.

The trail from the ambush site leads to the entrance of the Cragmaw hideout (area H1).

General Features

The Cragmaw cave slopes steeply upward. The entrance is at the foot of a good-sized hill, and the caves and passages are inside the hill itself.

Ceilings

Most of the caves and passages have steeply sloping ceilings that create stalactite-covered chambers rising 20 to 30 feet above the floor.

Light

Areas H1 and H2 are outside. The rest of the cave complex is dark unless stated otherwise. The boxed text for those locations assumes that the characters have darkvision or a light source, such as a torch, a lantern, or a light spell.

Stalagmites

These upthrust spires of rock can provide cover.

Sound

The sound of water in the cave muffles noises to any creatures that aren't listening carefully. Creatures can make a DC 15 Wisdom (Perception) check to hear activity in nearby chambers.

Stream

The stream that flows through the complex is only 2 feet deep and slow moving, allowing creatures to easily wade through it.

Rubble

Areas of crumbling rock and gravel are difficult terrain.

Cragmaw Hideout Locations

The following locations are keyed to map 1.2.



Map 1.2: Cragmaw Hideout

Mike Schley



Player Version

H1: Cave Mouth

> The goblins' trail ends at a cave in a hillside five miles from the scene of the ambush. A shallow stream flows from the cave mouth, which is screened by dense briar thickets. A narrow, dry path leads into the cave on the right side of the stream.

The stream is 2 feet deep. It's cold and slow, and not difficult to wade across. The thicket in area H2 is impenetrable from the west side of the stream.

Development. The goblins in area H2 are supposed to be watching this area, but they aren't paying attention. However, if the characters make a lot of noise here—for example, loudly arguing about what to do next, setting up camp, cutting down brush, and so on—the goblins in area H2 notice and attack them through the thicket, which provides three-quarters cover.

H2: Goblin Guard Post

When the characters cross to the east side of the stream, they can see around the screening thickets to area H2. This is a goblin guard post, though the goblins here are bored and inattentive.

> On the east side of the stream that flows from the cave mouth, a small area in the briar thickets has been hollowed out to form a lookout post. Wooden planks flatten the briars and provide room for guards to lie hidden and watch the area—including several goblins lurking there right now!

Two goblins and one goblin boss are stationed here. If the goblins notice intruders in area H1, they open fire with their bows, shooting through the thickets and probably catching the characters by surprise. If the goblins don't notice the characters in area H1, they spot the characters splashing across the stream, and neither side is surprised.

Characters moving carefully or scouting ahead might be able to surprise the goblin lookouts. Have each character who moves ahead make a Dexterity (Stealth) check. The lowest check is the DC for the goblins' Wisdom (Perception) checks to avoid being surprised.

Thickets. The thickets around the clearing are difficult terrain, but they aren't dangerous—just annoying. They provide three-quarters cover to creatures attacking through them.

Development. When the goblin boss is defeated, any remaining goblins attempt to flee to area H3 and release the wolves there.

Treasure. The goblin boss has a belt pouch containing 16 sp.

H3: Kennel

> Just inside the cave mouth, a few uneven stone steps ascend to a small, dank chamber on the east side of the passage. The cave narrows to a steep fissure at the far end and is filled with the stench of animals. Three chained wolves snarl and rattle their chains as you approach the cave mouth. Each wolf's chain leads to an iron rod driven into the base of a stalagmite.

The Cragmaws keep a kennel of foul-tempered wolves they're training for battle.

Three wolves are chained to a single post. They can't reach targets standing on the steps, but all three wolves attack any creature that moves into the room (see "Development" below). Goblins in nearby caves normally ignore the sounds of growling wolves, but if the characters fight the wolves, 1d4 goblins come to investigate in 2 rounds.

A character who tries to calm the animals can make a DC 15 Wisdom (Animal Handling) check. On a successful check, the wolves allow all the characters to move throughout the room. If the wolves are given food, the DC lowers to 10.



The Cragmaws keep wolves throughout their stronghold

Brynn Metheney

Fissure. A narrow opening in the east wall leads to a natural chimney that climbs 30 feet to area H8. At the base of the fissure is rubbish that's been discarded through the opening above. A character attempting to ascend or descend the chimney shaft must make a DC 10 Strength (Athletics) check. On a successful check, the character moves at half speed up or down the shaft, as desired. On a check result of 6–9, the character struggles with the climb and takes 10 minutes to ascend or descend the shaft. On a result of 5 or less, the character gets a short way up or down the shaft before falling, taking 3 (1d6) bludgeoning damage before landing at the base of the shaft with the prone condition.

Development. A goblin in this area can use an action to release one wolf from its chain.

If the wolves are goaded by enemies beyond their reach, they are driven into a frenzy. Each round that any character remains in sight, the wolves make a single DC 15 Strength check. On the first success, they loosen the iron rods securing their chains to the floor, and the DC drops to 10. On a second success, they yank the rods loose, bending the rods so their chains are freed. They then attack any intruders they can perceive.

H4: Steep Passage

From this point on, characters without darkvision will need a light source to see their surroundings.

> The main passage from the cave mouth climbs steeply upward, the stream plunging and splashing down its west side. In the shadows, a side passage leads west across the other side of the stream.

Characters using a light source or darkvision can spot the rope bridge at area H5:

> In the shadows of the ceiling to the north, you can just make out the dim shape of a rope bridge crossing over the passage ahead of you. Another passage 20 feet above the floor appears to intersect this one.

Any character with a passive Wisdom (Perception) score of 12 or higher and who can see the bridge in area H5 also notices a goblin guarding the bridge.

The goblin automatically notices the characters if they carry any light source or don't use stealth as they approach the bridge. The goblin doesn't attack, but instead attempts to sneak away to the east to inform their companions in area H7 to release a flood (see "Flood!" below). Any characters who can see the goblin and have a passive Wisdom (Perception) score of 12 or higher notice the goblin's movements.

Western Passage. This passage is choked with rubble and blocked by steep slopes. Moving up the slope requires 5 feet of extra movement. Although this passage offers a way to avoid the goblin in area H5 or escape a flood, it's more dangerous than it looks. A giant poisonous snake is coiled on the fragile ledge between the two escarpments. It strikes at any creature that disturbs it, which includes characters scrambling up the slope. A climbing character with a passive Wisdom (Perception) score of 13 or higher avoids being surprised. The snake has advantage on attack rolls against any character who fights while on the slope. A fight against the snake alerts the goblin on the bridge.

The ledge on which the snake is coiled is unstable. Vigorous motion can loosen the whole mass and send it tumbling to the east. Whenever a character on the ledge tries to move or make a melee attack in this space, that character must first succeed on a DC 10 Dexterity (Acrobatics) check or trigger a collapse. The triggering character, the snake, and any other creature in the eastern half of the disused passage must make a DC 10 Dexterity saving throw. On a failed save, the creature takes 7 (2d6) bludgeoning damage from falling debris and falls with the prone condition. On a successful save, the creature takes half as much damage only.

H5: Overpass

> The stream continues beyond another set of uneven steps ahead, bending eastward. A waterfall burbles in a larger cavern somewhere ahead of you.

The goblins have set a bridge guard where a high tunnel passes through the larger cavern below. One goblin stands watch here and is well concealed, requiring a successful DC 15 Wisdom (Perception) check to spot it. Like other goblins in the hideout, this guard is inattentive. If no characters are using light sources, any character can creep by without being noticed with a successful DC 12 Dexterity (Stealth) check. On a failed check, the guard signals the goblins in area H7 to release a flood (see "Flood!" below), then uses a bow to shoot at the characters.

Rope Bridge. This bridge spans the passage 20 feet above the stream. It's possible to climb the cavern walls from the lower passage to the bridge. The walls are rough but slick, requiring a successful DC 15 Strength (Athletics) check to climb.

The rope bridge has AC 5 and 10 hit points, and it has vulnerability to fire and slashing damage. If the bridge is reduced to 0 hit points, it collapses. Creatures on the collapsing bridge must make a DC 10 Dexterity saving throw to dart across the bridge safely. On a failed save, a creature falls, takes 2d6 bludgeoning damage, and has the prone condition.

Flood. The large pools in area H7 have collapsible walls that can be yanked out of place to release a surge of water down the main passage of the lair. If the goblins in area H7 are warned about the approaching characters, they start knocking away the wall supports of one pool in the next round. In the following round on the goblins' initiative count, water surges from area H7 to area H1.

When the flood happens, read or paraphrase the following:

> The passage fills with a mighty roar as a huge surge of rushing water pours from above!

The flood threatens all creatures in the tunnel. (The goblin on the bridge is out of danger, as are any characters who successfully climbed the cavern walls.) Any creature within 10 feet of the disused passage at area H4 or the steps leading to area H3 must make a DC 10 Dexterity saving throw to avoid being swept away. A creature that fails the Dexterity saving throw must make a DC 15 Strength saving throw to hold on. A creature that fails the Strength saving throw is washed into area H1, takes 7 (2d6) bludgeoning damage, and has the prone condition.

The goblins in area H7 can release a second flood by opening the second pool, but they don't do this unless the goblin on the bridge tells them to. The goblin on the bridge waits to see if the first flood got rid of all the intruders before calling for the second flood to be released.

H6: Goblin Den

The Cragmaw raiders stationed in the hideout use this area as a common room and barracks. Any character who attempts to approach quietly must make a successful DC 14 Dexterity (Stealth) check or be spotted by the goblins in the lower portion of the cave.

> This large cave is divided in half by a ten-foot-high escarpment. A steep, natural staircase leads from the lower portion to the upper ledge. The air is hazy with the smoke of a cooking fire, and pungent from the smell of poorly cured hides and unwashed goblins.

Five goblins and two goblin bosses inhabit this den. The southern half of the cave is 10 feet higher than the northern end.

Sildar Hallwinter is being held prisoner in this chamber. He is bound on the southern ledge of the cavern. The goblins have been beating and tormenting him, so he is weak and has 1 hit point.

One of the goblin bosses, Yeemik, is second-in-command of the hideout. If he thinks the characters are winning the battle, he grabs Sildar and drags him to the edge of the upper level. "Truce, or this human dies!" he shouts. The other goblin boss, Errk, shouts along supportively.

Yeemik wants to oust Klarg and become the new leader. If the adventurers agree to parley, Yeemik tries to convince them to kill Klarg in area H8, promising to release Sildar when they bring back Klarg's head. Sildar groggily warns the characters that they shouldn't trust the goblin, and he's right. If the characters take the deal, Yeemik tries to force them to pay a rich ransom for Sildar after they complete their part of the bargain.

If the characters refuse to parley, Yeemik shoves Sildar over the edge and continues fighting. Sildar takes 3 (1d6) bludgeoning damage, dropping him to 0 hit points if he hasn't received any healing. A character can help Sildar with a successful DC 10 Wisdom (Medicine) check, a healer's kit, or magical healing.



Sildar Hallwinter

Nikki Dawes

Roleplaying Sildar. Sildar is a kindhearted human man of nearly fifty years who holds a place of honor in the famous griffon cavalry of Waterdeep. He is an agent of the Lords' Alliance, a group of allied political powers along the Sword Coast concerned with mutual security and prosperity. The

order ensures the safety of the cities and other settlements of Faerûn by proactively handling violent threats, and order members work to bring honor and glory to their leaders and their homeland.

Sildar met Gundren Rockseeker in Neverwinter and agreed to accompany him to Phandalin. Sildar wants to investigate the disappearance of Iarno Albrek, a human wizard and fellow member of the Lords' Alliance, who disappeared shortly after arriving in Phandalin. Sildar hopes to learn what happened to Iarno, assist Gundren in reopening the old mine, and help restore Phandalin to a center of wealth and prosperity.

Sildar provides the characters with the following useful information:

A Missing Wizard. Iarno Albrek, a human wizard, was Sildar's contact in Phandalin. The wizard traveled to the town several months ago to try to establish order there. After the Lords' Alliance didn't hear from Iarno, Sildar decided to investigate.

Wave Echo Cave. The three Rockseeker brothers (Gundren, Tharden, and Nundro) recently located an entrance to the long-lost Wave Echo Cave, site of the mines of the Phandelver Pact. (Share the information in the first two paragraphs of this chapter with the players at this time. The characters won't know yet, but Tharden is dead and Nundro is a prisoner in the mine.)

The Mysterious Spider. Klarg, the bugbear who leads this goblin band, had orders to waylay Gundren. Sildar heard from the goblins that "the Spider" sent word that the dwarf was to be brought to him. Sildar doesn't know who or what the Spider is.

Finding Cragmaw Castle. Gundren had a map showing the secret location of Wave Echo Cave, but the goblins took it when they captured him. Sildar believes Klarg sent the map and the dwarf to the leader of the Cragmaws at a place called Cragmaw Castle. Sildar doesn't know where that might be but suggests someone in Phandalin might know. (It doesn't occur to Sildar immediately, but a captured goblin might also be persuaded to divulge the castle's location. See "What the Cragmaws Know" section earlier in this chapter.)

Strange Goblin. A strange goblin with an elongated head was with the Cragmaw band that waylaid Sildar. The goblin gave Sildar a bad feeling, but the Cragmaws didn't seem to know the creature. The goblin whispered "you're not what Ruxithid wants" to Sildar before leaving the Cragmaw ambush group. (This is a reference to the psionic goblins that factor more prominently into later chapters.)

Sildar tells the characters that he intends to continue to Phandalin, since it's the nearest settlement. He offers to pay the party 50 gp to escort him. Although he has no money on him, Sildar can secure a loan to pay the characters within a day of arriving in Phandalin. He hopes they'll first put a stop to the goblin raids by clearing out the caves.

Development. If he is rescued and healed, Sildar remains with the party but is anxious to reach Phandalin as quickly as possible. He doesn't have any weapons or armor, but he can take a shortsword from a defeated goblin or use a weapon loaned to him by a character. Sildar's gear was taken to Cragmaw Castle.

Treasure. One goblin boss, Errk, wears a belt pouch containing 21 cp. The other boss, Yeemik, carries a pouch containing three agates worth 10 gp each and a potion of healing.

H7: Twin Pools Cave

If the goblins have drained either pool to flood the passage, adjust the following boxed text accordingly:

> This cavern is half-filled with two large pools of water. A narrow waterfall high in the eastern wall feeds the pool, which drains out the western end of the chamber to form the stream that flows from the cave mouth below. Low fieldstone walls serve as dams holding the water in. A wide exit stands to the south, while two smaller passages lead west. The sound of the waterfall echoes through the cavern, making it difficult to hear.

Three goblins and two wolves guard this cave. If the goblins were warned about the characters, the goblins here are on guard. As soon as a fight breaks out here, one of the goblins flees to area H8 to warn Klarg. Creatures in area H8 can't hear fighting in this area due to a noisy waterfall, nor can creatures in this area hear fighting in area H8.

Rock Dams. The goblins built these simple dams to control the flow of water through the heart of the complex. If a goblin from another area called for the goblins here to release a flood, one or both pools are mostly empty and the stream flows unimpeded.

H8: Klarg's Cave



Klarg the bugbear styles himself as a king

Michele Giorgi

The leader of the Cragmaw goblins insists on keeping the bulk of the raiders' stolen goods in his den, which contains plunder from about 30 days of raiding and ambushing caravans.

> Sacks and crates of looted provisions are piled in the south end of this large cave. To the west, the floor slopes toward a narrow opening that descends into darkness. A larger opening leads north down a set of natural stone steps, and the roar of falling water echoes from beyond. In the middle of the cavern, the coals of a large fire smolder.

Klarg the bugbear shares this cave with two goblins (his "honor guards") and his mangy pet wolf, Ripper. The bugbear is filled with delusions of grandeur and views himself as a mighty king just beginning his career of conquest. He refers to himself in the third person: "Who dares defy Klarg?" and "Klarg will build a throne from your bones!" The goblins under his command resent his incessant bullying.

Fire Pit. The hot coals in the central fire pit deal 1 point of fire damage to any creature that enters the area, or 3 (1d6) fire damage to any creature that falls there with the prone condition. A creature can take the listed amount of damage only once per round.

Natural Chimney. A niche in the western wall forms the top of a shaft that descends 30 feet to area H3. See that area for information on climbing the natural chimney.

Supplies. The piles of sacks and crates provide half cover to any creature fighting or hiding behind them. Most are marked with the image of a blue lion—the symbol of the Lionshield Coster, a merchant company with a warehouse and trading post in Phandalin. Linene Graywind at the Lionshield Coster in Phandalin seeks these sacks and crates in the next chapter.

Hidden among the supplies is an unlocked treasure chest belonging to Klarg (see "Treasure" below). Any character who searches the supplies finds the chest.

Development. If Klarg was warned that the hideout is under attack, he and his allies hide behind stalagmites or piles of supplies, hoping to ambush the characters when they enter the cave. Any character with a passive Wisdom (Perception) score of 14 or higher isn't surprised.

If Klarg and his allies were not warned about possible attackers, the characters can surprise them by climbing the chimney from area H3.

The goblins and the wolf fight to the death. If all Klarg's allies are killed, the bugbear attempts to climb down the chimney to area H3 and flee the complex. However, he must succeed on a DC 10 Dexterity check to wriggle through the narrow opening to area H3. On a failed check, he has the restrained condition. He can use an action to make another DC 10 Dexterity check; a successful check ends the restrained condition on him.

Treasure. The captured stores are bulky, and the characters will need a wagon to transport them. If they return the supplies to the Lionshield Coster in Phandalin (see chapter 2), they earn a reward of 50 gp and the friendship of Linene and her company.

In addition to the stolen provisions, Klarg has a treasure chest that contains 1,700 cp, 150 sp, two potions of healing, and a jade statuette of a frog with tiny golden orbs for eyes worth 40 gp. The frog statuette can fit in a pocket or pouch.

What's Next?

The next stage of the adventure takes place in Phandalin. The adventurers should have plenty of reasons to visit the town:

Deliver Supplies. If the characters began with the "Meet Me in Phandalin" adventure hook, they can be paid by Barthen's Provisions for delivering the wagonload of supplies.

Escort Sildar. If the characters rescued Sildar Hallwinter, the wounded warrior would appreciate an escort to Phandalin.

Seek NPCs. Other adventure hooks or background connections might prompt the characters to seek out specific NPCs in the town.

It's also possible that players might decide to do something different, such as striking out in search of Cragmaw Castle. If that's the case, skip to chapter 3.

Chapter 2: Trouble in Phandalin

The frontier town of Phandalin is built on the ruins of a much older settlement. Hundreds of years ago, old Phandalin was a thriving town whose people were firmly allied with the dwarves and gnomes of the Phandelver Pact. However, the same bandits who sacked the mines at Wave Echo Cave attacked the settlement, and Phandalin was abandoned for centuries.

In the last three or four years, hardy folk from the cities of Neverwinter and Waterdeep have begun settling atop the ruins of Phandalin. A bustling frontier town has developed on the site of the old settlement. It's home now to farmers, woodcutters, fur traders, and prospectors drawn by stories of gold and platinum in the foothills of the Sword Mountains. Unfortunately, more than a few ruffians and bandits have settled here as well, taking advantage of the fact that the area has no local authority to chase them off. A gang known as the Redbrands has been hounding Phandalin, extorting and bullying everyone in town. The gang is led by a mysterious figure known to the townsfolk only as "Glasstaff."



Phandalin's locals heartily welcome friendly visitors

Kent Davis

Running This Chapter

In this chapter, the characters meet important townspeople who become their quest givers and friends throughout the adventure. By the time the mind flayer fanatics' plot against Phandalin becomes clear in later chapters, the characters' attachment to one or more NPCs in town should encourage them to save it. For now, consider portraying the townsfolk as friendly and curious about the adventurers to encourage these ties.

Character Advancement

The characters should be 2nd level when the chapter begins. The characters gain a level when they finish exploring the Redbrand hideout under Tresendar Manor.

Welcome to Phandalin

When the characters first arrive in Phandalin, read the following:

> The rutted track emerges from a wooded hillside, and you catch your first glimpse of Phandalin. The town consists of forty or fifty simple log buildings, some built on old fieldstone foundations. More old ruins—crumbling stone walls covered in ivy and briars—surround the newer houses and shops, showing how this must have been a much larger town in centuries past. Most of the newer buildings are set on the sides of the cart track, which widens into a muddy main street as it climbs toward a ruined manor house on a hillside at the east side of town.
>
> As you approach, you see children playing on the town green, and townsfolk tending to chores or running errands at the shops in town. Many people look up and smile as you approach, but all return to their business as you go by.

The characters can visit various locations in Phandalin and talk to the townsfolk.

When he hired the characters, Gundren Rockseeker provided an overview of the town and its locations to them. If the characters are using different adventure hooks, other people have told the characters about the town. Either way, the characters should have a rudimentary understanding of Phandalin's layout.

At this point, show the players map 2.1. The characters arrive at Phandalin in the evening, so they have time to visit a few places before they must seek lodging for the night.

Some locales the characters could visit include the following:

Barthen's Provisions. If the characters have the wagonload of supplies from the "Meet Me in Phandalin" adventure hook, they're meant to deliver it to this shop.

Lionshield Coster. If the characters retrieved the stolen goods from the Cragmaw hideout, they might want to return them to the rightful owner.

Stonehill Inn. If the characters have Sildar Hallwinter with them, the knight suggests heading for this inn to find lodgings. If the characters are otherwise looking for a place to eat and sleep, they discover that the Stonehill Inn appears to be the best available option.

Encounters in Phandalin

If the players aren't sure what their characters should do, encourage them to begin at the Stonehill Inn. The NPCs can direct the characters toward various adventure opportunities and important rumors that can be found in other parts of the town.

Redbrand Ruffians Appear

You can decide when the characters run into the Redbrands, the criminal gang that runs Phandalin. After the characters have visited several locations in town and talked to the townsfolk, they might decide to confront the Redbrands. When they do, run the "Redbrand Ruffians" encounter. Alternatively, if the characters are reluctant to seek out the ruffians, the Redbrands can come looking for them at a time of your choosing.

Finding Cragmaw Castle

The characters might want to seek out Cragmaw Castle to rescue Gundren Rockseeker. Most of the townsfolk are preoccupied with the Redbrands, however, and no one in town knows the exact location of Cragmaw Castle; however, Qelline Alderleaf and Sildar Hallwinter can offer suggestions on how the party might find someone who knows the location.

Strange Goblins

The characters might be intrigued about the strange goblins with elongated skulls who wield green energy. Although the townspeople are focused on their troubles with the Redbrands, some disclose odd run-ins with the strange goblins. Descriptions of these run-ins appear in later sections.

Important NPCs

The Phandalin NPCs table summarizes the most important NPCs in Phandalin and their relevance to the adventure. Unless otherwise noted, these NPCs are human and use the commoner stat block.

Phandalin NPCs

Name	Relevant Information
Qelline Alderleaf	Helpful halfling farmer whose son, Carp, knows a secret way into the Redbrands' hideout
Elmina Barthen	Owns a trading post and owes money to the characters
Daran Edermath	Drow member of the Order of the Gauntlet who has a quest for the party
Sister Garaele	Elf cleric of Tymora and Harper agent who has a quest for the party
Linene Graywind	Runs a trading post and offers a reward for retrieving her supplies
Sildar Hallwinter	Member of the Lords' Alliance who has two quests for the party
Toblen Stonehill	Local innkeeper
Halia Thornton	Member of the Zhentarim who has a quest for the party
Harbin Wester	Townmaster of Phandalin who has a quest for the party

Town Description

Phandalin is small, so the characters can visit multiple locations and NPCs throughout a day. If the players choose to split up their characters, they can cover more ground, but splitting the party makes the "Redbrand Ruffians" encounter potentially more dangerous.

The following sections detail specific locations in town, as shown on map 2.1.



Map 2.1: Phandalin

Mike Schley



Player Version

Stonehill Inn

> In the center of town, opposite the town green, stands a large, newly built roadhouse of fieldstone and rough-hewn timbers. The common room is filled with locals nursing mugs of ale or cider, all of them eyeing you with curiosity.

The Stonehill Inn has five of its six rooms free (Sildar Hallwinter occupies the sixth room). Should the characters need more space or want to stay elsewhere, they can camp outside town, or they can persuade a farmer such as Daran Edermath or Qelline Alderleaf to let them sleep in a hayloft.

The inn's proprietor is a friendly young human man named Toblen Stonehill. Toblen is a native of the town of Triboar to the east. He came to Phandalin to prospect, but soon realized that he knew a lot more about running an inn than he did about mining. The new town offered a good opportunity to become established. Toblen doesn't like the Redbrands at all, though he tries not to make trouble for fear that they might retaliate against his wife and children.

Rumors

Spending a little time in the common room and chatting up the townspeople can provide the characters with several good leads to explore in and around town. NPCs present in the Stonehill Inn and the rumors they pass on include the following:

Elsa, a dwarf bartender: "Daran Edermath, the orchard keeper, is a former adventurer." (See the "Edermath Orchard" section for more information.) Elsa also brags about her sister, Gwyn, who is a scholar in the city of Neverwinter. Gwyn arrives in town shortly after the characters and becomes a major NPC in later chapters.

Freda, a gnome weaver: "The Redbrands hassle every business in town, except for the Phandalin Miner's Exchange. They don't want trouble with Halia Thornton, who runs it." (See the "Phandalin Miner's Exchange" section for more information.)

Lanar, a human miner: "Marauders have been attacking trade caravans on the east end of Triboar Trail. The townmaster is looking for someone to run them off. I think goblins are working with the marauders, too!" (See the "Townmaster's Hall" section for more information.)

Narth, a human farmer: "Sister Garaele, who oversees the Shrine of Luck, recently left town for a few days, then returned wounded." (See the "Shrine of Luck" section for more information.)

Pip, Toblen's son: "Carp said he found a secret tunnel in the woods, but the Redbrands almost caught him! He also saw weird goblins hanging around!" (Carp is Qelline Alderleaf's son. See the "Alderleaf Farm" section for more information.)

Toblen, the human innkeeper: "Thel Dendrar, a local woodcarver, stood up to the Redbrands a tenday ago when they came by his shop and bullied his wife. The ruffians provoked a fight and murdered Thel. Several townsfolk saw it happen. The Redbrands grabbed his body, and now his wife, daughter, and son have gone missing." (The Redbrands took the family to their secret hideout; see the "Redbrands' Hideout" section.)

In addition, any NPC at the inn can tell the characters that the Redbrands frequent the Sleeping Giant tap house at the east end of town.

Barthen's Provisions

Barthen's Provisions is the biggest trading post in Phandalin. It stocks most ordinary goods and supplies, including backpacks, bedrolls, rope, and rations. The place is open from sunup to sundown. Barthen's doesn't stock weapons or armor, but characters can purchase other adventuring gear here, except for items that cost more than 25 gp. Characters who ask for weapons or armor are directed to the Lionshield Coster (see below).

The proprietor is Elmina Barthen, a young human woman with a kindly manner. She employs a couple of clerks, Ander and Thistle, who help load and unload wagons, and who wait on customers when Elmina isn't around.

Delivery

If the characters began play with the "Meet Me in Phandalin" adventure hook, their orders are to deliver the wagon of supplies to Barthen's. Elmina pays the agreed amount (10 gp to each character) and takes possession of the wagon and its supplies. If the characters tell her of Gundren Rockseeker's capture, Elmina encourages the party to rescue the dwarf. She considers Gundren a friend and was excited by his talk of discovering the lost mine of the Phandelver Pact in the nearby hills. If the party hasn't already learned details of the mine from Sildar Hallwinter, a character who succeeds on a DC 10 Intelligence (History) check can relate the information from the first two paragraphs of chapter 1.

Elmina also mentions that two more Rockseeker brothers, Nundro and Tharden, are camped somewhere outside town. Elmina hasn't seen them in a tenday and expects the brothers to return "any day now" to resupply. What Elmina doesn't know is that Tharden is dead and Nundro is a prisoner in the mine. (See chapter 4 for more information.)

Elmina's News

If the characters ask Elmina for news of the town, the shopkeeper reluctantly admits that the Redbrands are making it hard on everyone, shaking down local businesses and flouting the townmaster's authority. She knows that the Redbrands frequent the Sleeping Giant tap house.

Edermath Orchard

Daran Edermath is a retired drow adventurer. He lives in a tidy little cottage beside an apple orchard that grew wild long ago, and he is working to clear out the underbrush and cultivate the orchard again. Daran is well over five hundred years old, and he has worked as a marshal and herald for many years in the lands of the Dragon Coast, far to the south. Upon retiring, he returned to the Neverwinter region, his original home.

Daran is a member of the Order of the Gauntlet, a group of faithful seekers of justice who protect others from the depredations of evildoers. The order is always vigilant, ready to smite evil, enforce justice, and enact retribution against any who try to subjugate or harm others. Though he's no longer active in the order, he keeps an eye on happenings around Phandalin. He's happy to trade news with fellow adventurers, especially those who appear to hold to these virtues.



Order of the Gauntlet Pin

Olga Drebas

Daran's Suspicions

Daran is concerned about the Redbrands, and he would like to see a group of heroes teach the ruffians a lesson. He tells the characters that it's time someone took a stand against their leader, whom the outlaws refer to as "Glasstaff." He knows the Redbrands hang around the Sleeping Giant tap house, but he can also tell the characters that the Redbrands' safe house lies under Tresendar Manor, the ruin at the east edge of town. (See the "Tresendar Manor" section for more information.)

Old Owl Trouble

Daran has heard stories from prospectors in the hills northeast of Phandalin that someone is digging in the ruins known as Old Owl Well. More disturbingly, several prospectors have reported being chased from the area by foul undead. He asks the characters to head to the ruins, a couple of days' march northeast of Phandalin, and find out who's there and what they're doing. Daran knows the ruins are an old watchtower of an ancient magical empire known as Netheril, and he worries that dangerous magic might be dormant there. If the characters can ensure that no threat to the town is brewing at Old Owl Well, Daran is willing to give them his boots of striding and springing. The magical boots came in handy when Daran adventured, but he no longer needs them. If the party pursues this quest, see "Old Owl Well" in chapter 3.

> Joining the Order of the Gauntlet
>
> If the party deals with the Redbrands and investigates the Old Owl Well, Daran Edermath privately approaches certain members of the group and urges them to join the Order of the Gauntlet. He speaks with those who exemplify the virtues of the order, such as honor, vigilance, and righteous zeal. If a character agrees, Daran awards the individual the title of "Chevall" and hands them a pin that represents the order. This rank and faction won't affect this adventure, but it's significant for players who participate in Organized Play events.

Lionshield Coster



Linene Graywind

Robson Michel

A wooden sign shaped like a shield and painted with a blue lion hangs above the door of this trading post. The building is owned by the Lionshields, a merchant company based in the city of Yartar, over a hundred miles to the east. They ship finished goods to Phandalin and other small settlements throughout the region, but this outpost has been hit hard by banditry. The most recent Lionshield caravan due in Phandalin never arrived. (It was attacked and its cargo captured by the Cragmaw goblins.)

The owner of the Phandalin post is a human woman named Linene Graywind. She knows that bandits have raided Lionshield caravans, but she doesn't know who is responsible.

In a back room, Linene keeps a supply of armor and weapons, all of which are for sale. Linene worries about Phandalin's safety, however, and won't sell weapons to anyone she thinks might be a threat to the town.

Recovered Goods

If the characters return the stolen goods recovered in area H8 of the Cragmaw hideout (or if they left the goods but reveal where they can be found), Linene offers a reward of 50 gp and promises to help the adventurers any way she can. She warns the characters that the Redbrands are trouble and advises them to avoid the Sleeping Giant tap house.

Phandalin Miner's Exchange

The Miner's Exchange is a trading post where local miners have their valuable finds weighed, measured, and paid out. In the absence of any local authority, the exchange also serves as an unofficial records office, registering claims to various streams and excavations around the area. The exchange is a great place to meet people who spend a lot of time in the countryside surrounding Phandalin. There isn't any real gold rush in

Phandalin, but enough wealth is hidden in the nearby streams and valleys to support a good number of independent prospectors.



Zhentarim Pin

Olga Drebas

The guild master is a quick-witted and ruthless human woman named Halia Thornton. In her attempts to establish the Miner's Exchange as the closest thing the town has to a governing authority, she acts as more than a simple merchant. She is also an agent of the Zhentarim, a powerful organization that seeks to exert secret control over the North through wealth and influence. Halia is working to slowly bring Phandalin under her control, and she can become a valuable patron to the characters if they don't cross her.

Halia's Job Offer

If the characters ask about the Redbrands, Halia describes how the ruffians loiter around the Sleeping Giant tap house and have a base under Tresendar Manor, on the east edge of town. She then offers the characters 100 gp to capture the Redbrands' leader, whom the outlaws call "Glasstaff," and bring her any correspondence found in his quarters.

The characters are wise to be cautious when dealing with Halia. She doesn't reveal that she wants to take over the Redbrands herself. A successful DC 15 Wisdom (Insight) check indicates Halia has ulterior motives for removing the Redbrands' leader.

Further, in chapter 4, Halia smuggles Nezznar the Spider out of town and into the Zhentarim's custody, allowing the villain to escape justice.

> Joining the Zhentarim
>
> If the party dispatches the Redbrands' leader, Halia Thornton converses with the characters to determine if any are candidates for membership in the Zhentarim. She is looking for people focused on wealth, power, and influence. If any characters meet her approval, she privately urges them to join the Zhentarim. Even if the party wipes out the entire Redbrand gang, Halia may still extend the offer in an effort to gain powerful friends (and spies) within the party. If a character agrees, Halia gives the individual the title of "Fang" and hands them a pin that represents the Zhentarim. This title and faction won't affect this adventure, but it is significant for players who participate in Organized Play events.

Alderleaf Farm

Qelline Alderleaf is a wise and pragmatic halfling farmer who seems to know everything that goes on in town. She is a kind host and is willing to let the characters stay in her hayloft if they don't want to stay at the Stonehill Inn.

Carp's Story

Qelline's son, Carp, is a spirited and precocious halfling lad enchanted by the idea of being an adventurer. He was playing in the woods near Tresendar Manor when he found a secret tunnel in a thicket. A couple of "big scary bandits" came out of the tunnel when he was there and met with a pair of Redbrands. They didn't see him, but it was close. Carp thinks the bandits have a secret lair under the old manor house. He also saw some strange goblins with "glowing hands" duck into the tunnel. Carp can take the characters to the tunnel if asked, or he can give them directions to the location. The cave leads to area R8 in the Redbrands' hideout.

Finding Cragmaw Castle

Qelline is a longtime friend of a druid named Reidoth. If Qelline realizes the characters are looking for specific sites in the area, such as Cragmaw Castle, she suggests the characters visit Reidoth and ask for her help, "since there's not an inch of the land the druid doesn't know." Qelline tells the characters Reidoth recently set out for the ruins of a town called Thundertree, just west of the Neverwinter Wood. The ruins are about fifty miles northwest of Phandalin, and Qelline provides directions so the characters can easily find the place. If the party pursues this quest, see "Ruins of Thundertree" in chapter 3.

Shrine of Luck

Phandalin's only temple, this small shrine is made of stones taken from the nearby ruins. It is dedicated to Tymora, the god of luck and good fortune.

The shrine is in the care of a scholarly acolyte named Sister Garaele, a zealous young elf who despairs of ever ridding Phandalin of the Redbrands and other evil influences. Sister Garaele is a member of the Harpers, a scattered network of adventurers and spies who advocate equality and covertly oppose the abuse of power. The Harpers gather information throughout Faerûn to thwart tyrants and despots. They aid the weak, the poor, and the oppressed. Sister Garaele regularly reports to her superiors on events in and around Phandalin.



Harpers Pin

Olga Drebas

Sister Garaele's Bargain

Recently, Garaele's superiors asked her to undertake a delicate mission. They wanted to persuade a dangerous banshee named Agatha to answer a question about a spellbook. Garaele underestimated Agatha's wrath when she attempted to approach the banshee.

Before she fled for her life, Garaele noted that the banshee spoke wistfully about the beautiful baubles she owned in life. Garaele needs an intermediary to bring Agatha a suitable gift—a jeweled silver comb—and persuade the banshee to tell what she knows about the location of a spellbook belonging to a legendary mage named Bowgentle. Sister Garaele believes that a character who pays obeisance to Agatha might be able to trade the comb for an answer. She offers the mission to the characters and will give them three potions of healing as payment for their efforts. If the party pursues this quest, see "Conyberry and Agatha's Lair" in chapter 3.

> Joining the Harpers
>
> If the party helps Sister Garaele and learns from Agatha the fate of Bowgentle's spellbook, Garaele privately approaches certain members of the group and urges them to join the Harpers. She speaks with those who exemplify the virtues of the network and possess a desire to enact positive change by gathering intelligence. If a character agrees, Garaele awards the individual the title of "Watcher" and hands them a pin to represent the Harpers. This rank and faction won't affect this adventure, but it is significant for players who participate in Organized Play events.

Sleeping Giant

This run-down tap house is a dirty, dangerous watering hole at the end of Phandalin's main street. It is frequented by Redbrands and operated by a surly orc named Greska. If the characters choose to visit the place, see the "Redbrand Ruffians" encounter.

Townmaster's Hall



Harbin Wester

Kent Davis

Phandalin has no functioning government, but the village elects a "townmaster" each year. The townmaster serves as a judge in minor disputes and keeps important records. The current townmaster is a human banker named Harbin Wester, a cheerful and well-liked, but timid leader. Completely intimidated by the Redbrands, Harbin initially claims that they're "just a mercenary guild, and not all that much trouble, really."

The townmaster's hall has a small but serviceable jail with two cells. Harbin eventually admits to the characters that the Redbrands should be captured so they can stand trial and potentially be sent to Neverwinter for imprisonment.

Dangerous Trail

Harbin posts official notices on a board beside the door of the townmaster's hall. He's looking for someone to head east on the Triboar Trail, where marauders have attacked several caravans near Wyvern Tor. The most recent victims reported that at least one strange goblin accompanied the marauders, who consist of at least an ogre and some bugbears. Harbin is offering a 100 gp contract to any group that can drive the marauders and any goblin companions away. If the party pursues this quest, see "Wyvern Tor" in chapter 3.

Finding Cragmaw Castle

After recovering at the Stonehill Inn, Sildar Hallwinter establishes himself at the townmaster's hall. As an agent of the Lords' Alliance, his goal is to see Phandalin thrive and become prosperous. Therefore, he wants to find the lost mine of Wave Echo Cave and help the Rockseeker brothers put it back into production.

Sildar also encourages the characters to keep up the pressure on the Cragmaw goblins. He offers the party a 500 gp reward if they can locate Cragmaw Castle and defeat or drive off the band's leader. Sildar suggests the party might find the castle by searching the lands around the Triboar Trail for more raiding parties (see the random encounters in chapter 3).



Lords' Alliance Pin

Olga Drebas

Finding Iarno Albrek

Sildar learns that Iarno Albrek, a fellow member of the Lords' Alliance, disappeared while exploring the area around Tresendar Manor about two months ago, shortly after arriving in Phandalin. Sildar asks the characters to investigate the manor and the surrounding area to find and bring back Iarno—or what's left of him if he is dead. Sildar describes Iarno as "a short, dark-bearded human wizard in his thirties."

In reality, Iarno created the Redbrands, installed himself as their leader, and took the pseudonym "Glasstaff" to conceal his true identity. (The Redbrands call him that because he carries a glass staff.) Once he learns the truth about Iarno, Sildar expresses a desire to have Iarno captured and transported to Neverwinter to face the judgment of a higher authority. Regardless of Iarno's fate, Sildar rewards the party with 200 gp for eliminating the Redbrand threat.

> Joining the Lords' Alliance
>
> If the party eliminates the threat from Cragmaw Castle or uncovers Iarno's treachery, Sildar Hallwinter privately approaches certain members of the group to urge them to join the Lords' Alliance. He speaks with those who exemplify a commitment to protecting vulnerable folk. If a character agrees, Sildar Hallwinter awards the individual the title of "Cloak" and hands them a pin to represent the Lords' Alliance. This rank and faction won't affect this adventure, but it is significant for players who participate in Organized Play events.

Tresendar Manor

More a castle than a house, Tresendar Manor stands at the east edge of town on a low hillside amid woods and thickets. The ancient manor has long been abandoned, but its cellars have been converted into a Redbrand stronghold. If the characters investigate this place, they find the entrance to the Redbrand hideout (described below).

Redbrand Ruffians



A group of criminals who wear scarlet cloaks has been causing trouble in Phandalin for a while now

Zoltan Boros

Within a day or so of the adventurers' arrival in Phandalin, a confrontation with the Redbrands becomes inevitable. This can happen in several different ways:

Confront the Redbrands. After speaking with a few NPCs in town, the characters decide to confront the Redbrands at the Sleeping Giant.

Investigate Tresendar Manor. The characters decide to investigate Tresendar Manor. Skip the encounter below and go straight to "Redbrands' Hideout."

Redbrand Confrontation. If the characters show no signs of going after the Redbrands, a gang of the ruffians seeks them out and picks a fight in the town streets. Run this encounter as the characters are leaving one of the locations in the town.

If the characters confront the Redbrands at the Sleeping Giant, read:

> The Sleeping Giant is a ramshackle taproom at the east end of town. Several disheveled, surly humans linger on the covered porch, perched on empty ale barrels or leaning against the wall. They all wear grimy scarlet cloaks. Their stares are fixed on you as you approach.
>
> One of the ruffians spits on the ground. "Well, well," he says. "Here's a whole pack of little puppies. What do you want here, puppies? Come down here to bark at us?"

If the Redbrands confront the characters in the street, read:

> As you head into the street, you find several armed, surly humans waiting for you. Their scarlet cloaks are grimy, and they place their hands on their weapons as they watch you.
>
> One of the ruffians spits on the ground. "You've been asking too many questions," he snarls. "Time to move on, strangers. Give us your stuff and be on your way."

Continue the baiting as long as you like. The Redbrands attack in a round or two if the characters don't. Neither side is surprised because it's obvious a fight is brewing.

Four Redbrand ruffians fight the characters. The ruffians are not overly brave. If three of the Redbrands are defeated, the remaining ruffian flees toward Tresendar Manor.

Development

Redbrands who are captured, persuaded, or charmed by the characters can impart useful information (see "What the Redbrands Know" below). The characters can easily convince Townmaster Harbin Wester to keep an eye on any prisoners they capture for at least a few days.

If the characters kill the ruffians, the townmaster expresses his fear of retaliation.

> Are the Players Lost?
>
> After the "Redbrand Ruffians" encounter, the players should realize it's time to deal with the rest of the gang. If they aren't clear that investigating the Redbrands' hideout should be their next move, have one of the NPCs they've met in town ask the characters to investigate Tresendar Manor. However, if the players choose to avoid conflict with the Redbrands because they want to follow other leads in the area, it's okay to move on to chapter 3 and let the ruffians wait. The next time the characters return to Phandalin, make it clear that the Redbrands are causing even more trouble and that they need to be dealt with. Some of the Redbrands may also bring the fight to the characters.

Redbrands' Hideout

The Redbrands' base in Phandalin is a dungeon complex under Tresendar Manor. Before the manor was ruined, its cellars served as safe storage for food and water in the event that the estate was attacked, while an adjoining crypt provided a resting place for the deceased members of the Tresendar family. The Redbrands expanded the cellars to suit their own purposes, adding holding cells, workshops, and barracks.

If the characters begin their search at Tresendar Manor, they enter the hideout in area R1. If they instead follow Carp Alderleaf to the secret tunnel the lad found, they enter the hideout via area R8.

General Features

The hideout consists of well-built chambers with flagstone floors and walls of dressed stone blocks. The western end of the complex is lower than the eastern end, with stairs leading down as the characters explore.

Ceilings

Passages and chambers are 10 feet high unless otherwise indicated.

Doors

All doors are made of wood with iron handles, hinges, and built-in locks. Doors are unlocked unless the text states otherwise. Glasstaff (area R12) and Nosk (area R9) each carry an iron key that locks and unlocks every door in the complex.

A locked door can be picked with thieves' tools and a successful DC 15 Dexterity check. A door can also be broken down with a successful DC 20 Strength (Athletics) check.

Secret Doors

Secret doors are made of stone and blend into the surrounding walls. If an area contains one or more secret doors, a character searching the walls in that area finds its secret doors with a successful DC 10 Wisdom (Perception) check. Each search requires 1 minute.

Secret doors swing open on hidden iron hinges and are not locked.

Lights

Most areas are brightly lit by oil lamps in wall sconces, which are refilled every few hours as needed.

What the Redbrands Know

If the characters charm or successfully question any of the Redbrands, they can learn the location of the main entrance to their hideout (area R1) as well as the following information:

Glasstaff. The leader of the Redbrands is a human wizard known as Glasstaff, so named because his magic staff is made of glass. (Only the Spider knows Glasstaff's true identity as Iarno Albrek.) Glasstaff's chambers are in the western end of the stronghold (see area R12).

The Spider. A mysterious figure called the Spider hired the Redbrands to frighten off adventurers and intimidate the locals, for reasons unknown. (The Spider wants to keep potential competition away from the Phandelver mine.) The Spider sent bugbears to reinforce the Redbrands and provide extra muscle (see area R9).

Complex Guardian. The lower part of the complex is guarded by a hideous "eye monster" (see area R8).

Prisoners. The Redbrands have a handful of captives in a holding area "near the old crypts," which are guarded by skeletons (see area R4 for details).

Redbrand Hideout Locations

The following locations are keyed to map 2.2.



Map 2.2: Redbrand Hideout

Mike Schley



Player Version

R1: Cellar

The deserted manor grounds have plenty of tracks leading to a stone staircase just off the empty ruin of a large kitchen. At the bottom of the stairs stands an unlocked door with a cellar beyond.

When the characters open the door, read the following:

> The door opens onto a five-foot-wide landing that is fifteen feet above a large cellar, with stone steps descending to the floor in two short flights. Another door stands beneath the stairs to the north. A large stone cistern occupies the western part of the room, whose walls are lined with kegs and barrels.

The Redbrands want to keep their base of operations hidden, so other than the barrels filled with fresh provisions, nothing in this cellar gives away their presence.

The barrels contain salted pork and beef, flour, sugar, apples, and ale. Moving barrels around to thoroughly search them is a noisy activity that attracts the attention of the Redbrands in area R2.

Cistern. This rectangular reservoir is clean and filled with cold, fresh water. It is 10 feet deep with a rim 2 feet higher than the surrounding floor (so that the bottom of the cistern is 8 feet below the floor). Drainpipes from the roof of the manor fill the cistern with water.

A waterproof satchel hangs from a submerged rope attached to the south wall of the cistern, about 2 feet below water's surface. The satchel can't be seen from above the water, but a character can probe the cistern with a pole or jump in to find it. The satchel contains some valuable items (see "Treasure" below).

Development. The bandits in area R2 notice if the characters make a lot of noise here. They burst into the room, gaining surprised if the characters don't know they're coming.

If the bandits fight in this area and two are defeated, the last bandit might reveal the secret door by fleeing in that direction.

Treasure. The waterproof satchel hidden in the cistern contains a potion of healing, a potion of invisibility, 50 gp, and a clean set of ordinary travel clothing. This is Glasstaff's emergency kit.

R2: Barrack

Most of the Redbrands' human members have lodgings in boarding houses and bunk rooms in Phandalin. This barrack is a good place to lie low after they shakedown local miners and fur traders.

> This small storeroom has been converted into living quarters. Two double bunks stand against the wall near the door, while more barrels and crates fill the southern half of the chamber. Three humans look up as you open the door.

Three human bandits, all members of the Redbrands, are resting in this room. If they hear noise in area R1 (including loud voices or barrels being rolled around), they prepare themselves for a fight and try to surprise intruders.

The barrels here contain similar provisions to those in area R1.

Treasure. All three Redbrands wear belt pouches holding treasure. The first holds 16 sp and 7 gp; the second holds 12 sp and 5 gp; and the third holds 20 cp, 11 ep, and two garnets worth 10 gp each. Additionally, three dirty scarlet cloaks that are the Redbrands' uniform hang from the bunks.

R3: Trapped Hall

This area was part of Tresendar Manor's original cellars. The Redbrands dug out the dirt beneath the stone floor, creating a hidden pit trap.

> Thick dust covers the flagstones of this somber hallway. The walls are decorated with faux columns every ten feet, and the double door at the west end of the hall is sheathed in copper plate, now green with age. A relief carving of a mournful angel adorns the door.

Trap. The pit trap in the middle of the hallway is hidden under a false floor consisting of loose stone tiles laid atop breakaway timbers. The tiles and timbers collapse under 100 or more pounds of weight. A character searching the hall for traps can spot the covered pit with a successful DC 15 Wisdom (Perception) check. A successful check also reveals narrow ledges on the north and south sides of the pit. A creature attempting to skirt the pit using one of these ledges must succeed on a DC 10 Dexterity (Acrobatics) check.

A creature that triggers the trap or fails the Dexterity check to skirt the edge of the pit must make a DC 15 Dexterity saving throw to catch the edge. On a failed save, the creature falls 20 feet to the dirt floor of the pit, taking 2d6 bludgeoning damage and landing with the prone condition.

R4: Tresendar Crypts

The elders of the long-gone Tresendar family were laid to rest in this mausoleum.

> Three large stone sarcophagi stand within this desolate crypt, and six skeletons in rusty mail are propped against the walls as if guarding the place. False columns along the walls are carved in the image of spreading oak trees. The double door in the southeast corner is sheathed in tarnished copper plate.

The six skeletons are animated and under orders to attack any creature that comes within 10 feet of the door leading to area R5 or the door leading to area R6. They don't attack a creature wearing the scarlet cloak of the Redbrands or that speaks the password "Illefarn" (the name of an ancient elven nation that once spread across much of the Sword Coast).

The stone lid of each sarcophagus is carved to depict the person entombed within: two human men and one human woman, all dressed like nobles. If opened, the tombs contain mostly moldering bones and scraps of clothing, but see "Treasure" below.

Development. Fighting in this room alerts the Redbrands in area R5 that trouble is on the way.

Treasure. A jeweled gold bracelet worth 140 gp lies amid the bones in the sarcophagus containing the female human remains.



The long-abandoned crypts of Tresendar Manor now hold some deadly surprises

Zoltan Boros

R5: Holding Cells

For months, the Redbrands have been capturing travelers in the area and holding them until they can be ransomed.

> This long room is partitioned into three areas, with iron bars walling off the north and south. Filthy straw lines the floors of those cells, the hinged doors of which are secured by chains and padlocks. A pair of human women are held in the cell to the south, while a human boy is confined to the north.

Three Redbrand ruffians stand guard here, though they spend most of their time taunting the hapless prisoners (see "Captives" below). If they hear fighting in area R4, they take positions against the wall near the door, then try to surprise intruders. The captives are too intimidated to shout warnings or call for help.

Cell Doors. The cell doors feature simple locks requiring thieves' tools and a successful DC 10 Dexterity check to pick. The doors can also be wrenched open by brute force with a successful DC 22 Strength (Athletics) check.

Development. If two ruffians are defeated, the third tries to flee and warn the rest of the complex. He might reveal the secret door leading into area R7 in his effort to escape.

Captives. The three human commoners imprisoned here are Mirna Dendrar and her teenage children, thirteen-year-old Nars and eighteen-year-old Nilsa. A couple days ago, the Redbrands murdered Mirna's husband, Thel. (His corpse can be found in area R8.) The gang was then going to kill his family, but Mirna promised that wealthy relatives in Neverwinter would pay a substantial sum for her and her children's safe return. The Redbrands have kept the Dendrars here while they develop a ransom plan.

The Dendrars are grateful to the characters for rescuing them, but they can't provide much information about the hideout. All they know is that the boss is a wizard (though they haven't met him and don't know his name), and that he has "tall, furry monsters with big ears" (bugbears) working for him.

Mirna's Heirloom. Though she has nothing immediately to offer as a reward, Mirna tells the characters that she might know where a valuable heirloom is hidden. When she was a young girl, she and her family fled from the town of Thundertree after undead overran the place. Her family had an herb and alchemy shop, inside which is an emerald necklace in a case hidden beneath a section of storage shelves. She never dared return to retrieve it. The shop was in the southeast part of Thundertree. (If the characters decide to explore the ruins of Thundertree, see chapter 3.)

R6: Armory

The door to this room is locked from the outside. Across from the locked door is a secret door that leads to area R7.

> Racks of weapons line the walls of this chamber, including spears, swords, crossbows, and bolts. A dozen dirty red cloaks hang from hooks by the door.

The Redbrands have ambitious plans to expand their numbers in the near future, so they've been stockpiling arms and armor.

Treasure. The weapon racks hold twelve spears, six shortswords, four longswords, six light crossbows, and eight quivers holding twenty crossbow bolts each. Three of the weapons are especially well made: a shortsword whose pommel and guard are set with semiprecious stones, and two matched crossbows whose woodwork is inlaid with silver. If sold, these weapons fetch twice their normal value.

R7: Storeroom and Work Area

In this chamber, the Redbrands take stock of their stolen wares, either shipping them out through the cavern to the south or packaging them for storage in the stronghold.

> This area is the north end of a large natural cavern, but it has been finished with dressed stone block walls and a flagstone floor. Several barrels are stored against the walls here, along with empty crates, straw for packing, hammers, pry bars, and nails.
>
> The cavern continues for some distance to the south. You can make out several passages that open off the larger cavern, and what looks like a deep pit or crevasse in the floor.

This room contains two secret doors, one leading to area R6 and the other to area R12.

Treasure. Most of the provisions and goods here aren't terribly valuable. Forty beaver pelts worth 2 gp each are an exception. They were looted from a caravan on the Triboar Trail a few days ago.

R8: Crevasse Cave

The characters likely arrive here by one of three routes: the tunnel from area R1; the storeroom at area R7; or the rough-hewn passage to the south, which continues off the map for about one hundred feet and emerges from a cave in the woods south of Tresendar Manor. The southern passage is an excellent way to smuggle people or goods in and out of Phandalin. If the characters spoke to Carp Alderleaf (see the "Alderleaf Farm" section), he will lead them to the tunnel entrance but won't follow them inside.

> A cold breeze softly sighs in this large natural cavern, carrying the faint scent of decaying flesh. A crevasse with sloped walls divides the cavern and is flanked by two rough stone columns that support the twenty-foot-high ceiling. Two arched, wooden bridges span the chasm.

A subterranean monster that hungers for flesh—a nothic named Ssarnak—guards this cave. Lured by a faint magical effect emanating from the crevasse, the creature was occupying the area when Glasstaff moved in. Glasstaff struck a bargain with the monster, convincing it to help guard the stronghold in exchange for treasure and the occasional gift of fresh meat. Ssarnak is untrustworthy but loyal enough, for the moment.

Ssarnak normally lurks near the west ends of the two bridges. If it notices intruders entering the cave, it hides behind one of the large stone columns and watches them, attempting to use its Weird Insight to discern the intruders' secrets.

Ssarnak communicates via telepathy. If detected, it prefers to negotiate and will betray the Redbrands for the right incentive, such as the promise of food. The nothic knows everything the Redbrands know (see the "What the Redbrands Know" section).



Ssarnak

Ilya Shkipin

Bridges. These bridges are made of wooden planks and have no rails. The southern bridge is rigged to collapse when a creature weighing more than 50 pounds moves across it. A character next to the bridge can spot the rigged construction with a successful DC 10 Wisdom (Perception) check. Any creature, including Ssarnak, can dislodge one end of either bridge, dropping it into the crevasse, as an action. A creature that falls into the crevasse takes 7 (2d6) bludgeoning damage, has the prone condition, and lands in a jumble of rubble that counts as difficult terrain.

Dead Goblins. Underneath the southern bridge are corpses of two psionic goblins. These goblins have elongated skulls and are dressed in filthy, haphazard rags. An examination of the bodies reveals that a pair of vicious claws killed the goblins.

While they were looking to sow mayhem in the hideout, the goblins fell to the nothic before they could get any farther. It's clear that these goblins are different than the ones the characters encountered in chapter 1. The characters will learn more about these goblins in later chapters.

Crevasse. This steep-sided fissure is 5 to 10 feet wide and 20 feet deep. Its rough walls are easily climbed without a check.

The bottom of the crevasse feels unnaturally cold. When viewed with a detect magic spell, the area emanates a faint necromantic aura. The magic causes all organic matter in the crevasse to age and decompose at half the normal rate.

Heaped at the bottom is the skeleton of Thel Dendrar, the woodcarver of Phandalin who was murdered by the Redbrands. Ssarnak has picked the bones clean, but the body is wearing a carved wooden pendant shaped like a unicorn's head. Mirna Dendrar in area R5 of the Redbrand hideout can identify the pendant and body as her husband's.

Treasure. The nothic keeps its hoard in a battered wooden chest hidden in a cubbyhole at the bottom of the crevasse, under the northern bridge. The chest can't be seen from the edge of the crevasse but is obvious to any character who descends into the fissure. The chest contains 160 sp, 120 gp, five malachite gems worth 12 gp each, a potion of healing, a potion of climbing, and a potion of growth.

The chest also holds a +1 longsword in a dusty silver-chased scabbard. The sword is inscribed with the name "Talon," and its hilt is worked in the shape of a bird of prey with outspread wings. It once belonged to a great knight named Aldith Tresendar, known as the Black Hawk. A character who succeeds on a DC 15 Intelligence (History) check recognizes the sword and recalls this lore.

Sir Aldith died fighting off the bandits that attacked through the hidden caverns below his manor. Talon was lost here until Ssarnak found it.

R9: Guard Barrack

A character who listens at this door and succeeds on DC 10 Wisdom (Perception) check hears several gruff voices issuing commands in the Goblin tongue. Even if the character doesn't speak Goblin, it's clear the commands are cruel.

> This barrack contains four roughly built wooden bunks, with heaped blankets and dirty dishes scattered about. A strong smell of unwashed bodies and rotten meat fills the air. Four tall, furry humanoids are lounging in the mess, barking orders at a goblin. Your sudden appearance causes the goblin to faint.

Four bugbears and one goblin are present. The goblin, Droop, is at the bugbears' mercy. He faints at the sight of the party, but another creature can use an action to wake him. Otherwise, Droop has the unconscious condition for 1d10 minutes.

The bugbears work for the Spider and were sent here to help Glasstaff keep the Redbrands and the citizens of Phandalin in line. The leader of the group is named Nosk.

The bugbears are the only ones in the Redbrands' hideout who know the location of Wave Echo Cave. They won't willingly divulge this information, since they fear the Spider more than they fear the characters, though a charm person spell might coax the information from one of them.

The bugbears also know the location of Cragmaw Castle, but again, they won't share this information willingly.

The bugbears avoid the human members of the Redbrands. If the characters are wearing scarlet cloaks, the bugbears assume they serve Glasstaff. Clever characters might even persuade the bugbears to help deal with "traitors" or "impostors" elsewhere in the dungeon.

Roleplaying Droop. The goblin, Droop, is not a threat to the party. He is a member of the Scraptops, a goblin clan known for its scavenging and tinkering. Droop wandered into the hideout looking for parts for a wagon he's repairing back home. The Cragmaws are demanding he join their band, but the terrified Droop just wants to go home. When combat breaks out, Droop hides and avoids the fight.

Droop knows the general layout of the Redbrands' hideout, as well as the location of its secret doors and traps. If asked, he reveals as much as he can remember.

If the bugbears are dispatched, Droop asks the party to protect him while he escapes the hideout. He doesn't remember the location of Cragmaw Castle, but he knows it's up north (in the forest).

Treasure. Nosk carries a belt pouch containing 13 sp and some semiprecious stones worth 50 gp. He also has an iron key that locks and unlocks all the doors in the Redbrands' hideout.



The Cragmaw goblins are a threat throughout the Phandalin region

Simon Dominic

R10: Common Room

This room is the headquarters and meeting room for the Redbrands. When there is no official business to discuss, it doubles as a common room where the stronghold guards can relax while off duty.

A character who listens at the door and succeeds on a DC 10 Wisdom (Perception) check hears the villains playing a game of knucklebones. Rattling sounds are followed by shouts and groans, and then a gabble of voices as wagers are paid. If the characters burst into the room, they surprise its occupants.

> Several worn tables and chairs are scattered around this large room. Wooden benches are drawn against walls decorated with brown-and-red draperies, and several ale kegs are propped up and tapped.
>
> Four tough-looking human warriors wearing scarlet cloaks are gathered around one of the tables. A stack of coins and trinkets is heaped upon the tabletop between them.

Two Redbrand ruffians and two human bandits, all members of the Redbrands, are playing knucklebones when the characters enter. The game isn't far from turning acrimonious. The dice are loaded, and the bandit to which they belong is winning big. All four are intoxicated.

The Redbrands recognize characters wearing scarlet cloaks as impostors. However, fast-talking characters might pass themselves off as new recruits, especially if they offer to join the game.

Treasure. The wealth in the room is all on the table, having been bet in the game. (Knocking over the table or mixing up all the enemies' loot is a great way to distract them for a short time.) The total amounts to 75 cp, 55 sp, 22 ep, 15 gp, and a gold earring set with a tiny ruby worth 30 gp.

R11: Wizard's Workshop

Faint bubbling and dripping sounds can be heard through either door of this room with a successful DC 15 Wisdom (Perception) check.

> This room appears to be a wizard's workshop. A large worktable is set up with alembics, retorts, distillation coils, and other alchemical devices, all of them stewing and bubbling away. Bookshelves are crowded with sheaves of parchment and strange-looking tomes.

Though Glasstaff is in his quarters (area R12), he hasn't left his experiments untended. His evil familiar, a quasit named Zeond, lurks here and watches over its master's work.

Zeond is invisible when the party enters and doesn't attack immediately. Rather, it watches the party closely and waits until the characters are embroiled in a battle before attacking. After it attacks, Zeond turns invisible again and skulks about, looking for a chance to inflict harm upon a weakened character. The quasit doesn't want to find itself the target of multiple enemies.

If Zeond follows the party to other locations within the hideout, assume that it can do so without being detected as long as it remains invisible.

Books and Notes. Glasstaff is a wizard of middling skill, and he is trying to master the art of brewing potions and concocting useful alchemical mixtures. The books and notes scattered around the room are basic texts on alchemy. Any character proficient in Arcana or alchemist's supplies can tell the apparatus is set up to brew a potion of invisibility—but the process has been unsuccessful so far.

Among the books is a tome written in Dwarvish. The journal of an adventurer named Urmon, it describes the history of the lost mine of Phandelver and the Forge of Spells. (Share the information in the first and second paragraph of the beginning of chapter 1 if you haven't already done so.)

In addition, Urmon records that a magic mace named Lightbringer was commissioned by priests of Lathander, the god of dawn, from the mages working with the gnomes and dwarves of the Phandelver Pact. The mace was lost when Wave Echo Cave and its mine vanished from history. (Characters might find the mace in chapter 4.)

Development. Because Zeond and Glasstaff share a telepathic bond, Glasstaff (in area R12) knows the characters are coming and has time to prepare for them.

Treasure. Most of the materials in this room have no value, but three bottles hold rare reagents: mercury, dragon bile, and powdered nightshade. These are worth 25 gp each to an apothecary or alchemist.

R12: Glasstaff's Quarters

If the characters approach this room through the secret passage from area R7, they can surprise the leader of the Redbrands, Iarno "Glasstaff" Albrek. Otherwise, his quasit familiar warns him of any who approach through area R11, and Glasstaff flees before the characters arrive. When the characters reach this room, read the following:

> The walls of this bedchamber are covered with drapes of scarlet cloth. The furnishings include a small writing desk with matching chair, a comfortable-looking bed, and a wooden chest at the foot of the bed.

If Glasstaff is surprised, add:

> Sitting at the desk is a short, dark-bearded human man in robes, studying a tome. He wears a princely mantle of ermine, and his boots, gloves, and robes are trimmed in the same fur. A dusky glass staff leans against his chair, within easy reach. Etched into the staff's length are stylized feathers.



Iarno "Glasstaff" Albrek

Alexandre Honoré

If the quasit in area R11 warns Glasstaff that trouble is approaching, he grabs the scrolls from his chest (see "Treasure" below) and flees via a secret door in the northeast corner of the room. In his haste, Glasstaff leaves behind a letter from the Spider (see "Development" below) and neglects to properly close the secret door. Characters gain advantage on ability checks made to find the slightly ajar secret door.

If he manages to escape, Glasstaff flees to area R1 (via areas R7 and R8) and grabs the satchel hidden in the cistern if it is still there. If the nothic is still alive in area R8, Glasstaff instructs it to waylay any pursuers. If the characters catch up to Glasstaff, and he has the satchel, he quaffs the potion of invisibility and flees the hideout.

If he is reduced to 8 or fewer hit points and has no avenues of escape, Glasstaff surrenders. He values his life more than anything, and he remains a model prisoner in the hopes that the Spider will somehow learn of his predicament and "arrange for his freedom."

Roleplaying Glasstaff. A former member of the Lords' Alliance, Glasstaff seized an opportunity in Phandalin to line his own pockets. Originally tasked with setting up a constabulary, he instead assembled a group of outlaws and local ruffians to secure his own position in town.

Glasstaff knew of the Spider through his contacts in the Lords' Alliance and brokered a meeting. The Spider promised to share the secrets and wealth of the Forge of Spells with Glasstaff in exchange for his help and his loyalty.

Glasstaff puts on airs of gentility and courteous manners, addressing his bandits and ruffians as "my good fellows," and referring to sordid acts such as kidnapping or arson as "that unpleasant little business" or "those unfortunate events." He may refer to the characters as his "honored guests," and expresses regret that he cannot provide suitable entertainment for the occasion of their visit. Beneath his genteel demeanor, however, Glasstaff is just as violent and arrogant as any of the Redbrands.

If he is questioned while in captivity, Glasstaff relates the following information, all of which is true:

Drow Villain. The Spider is a drow.

Fearsome Brigands. The Spider sent four bugbears to help Glasstaff keep the population of Phandalin under control, but the Redbrands have so far managed without them.

Known Route. The bugbears know the way to Wave Echo Cave. (Glasstaff does not know the route.)

Magical Forge. The Spider is searching Wave Echo Cave for the Forge of Spells, a magical forge that was used by dwarves and gnomes in bygone days to fashion powerful magic items.

Unknown Betrayal. No other members of the Lords' Alliance know of Glasstaff's betrayal.

Development. Various papers and notes are stacked neatly on the desk, mostly consisting of Glasstaff's written orders to apothecaries and alchemists in nearby settlements for more materials for his workshop. However, the characters also find a letter rolled up and sealed with a wax symbol in the shape of a spider.

> Lord Albrek,
>
> My spies in Neverwinter tell me that strangers are due to arrive in Phandalin. They could be working for the dwarves. Capture them if you can, kill them if you must, but don't allow them to upset our plans. See that any dwarven maps in their possession are delivered to me with haste.
>
> I'm counting on you, Iarno. Don't disappoint me.

Treasure. At the foot of the bed is a sturdy, unlocked wooden chest holding the best pickings of the Redbrands' loot over the last few months. It contains 180 sp, 130 gp, and a silk pouch with five carnelians worth 10 gp each and two peridots worth 15 gp each. It also contains two scrolls that Glasstaff brought with him from Neverwinter: a spell scroll of hold person and a spell scroll of fireball.

Glasstaff also wields a staff of defense.

What's Next?

If Glasstaff is taken into custody, Sildar Hallwinter arranges to have the wizard incarcerated in the townmaster's hall until he can be safely transported back to Neverwinter. At some point, Glasstaff stands trial for his crimes. If your players are interested, consider running a short roleplaying scene in which their characters give testimony about Glasstaff's actions and what the party found in the Redbrands' hideout. Or you can skip the trial, as its details are immaterial to this adventure. Once Glasstaff is found guilty, Sildar takes him to Neverwinter, where he serves his lengthy prison sentence. The Spider is too preoccupied to meddle in the wizard's fate, so Glasstaff can forgo any hope of a rescue.

At this point, it should be clear to the characters that they must find Wave Echo Cave in the wilds outside Phandalin.



The characters have a long journey ahead through the Phandalin wilds

Ned Rogers

Chapter 3: The Spider's Web

Once the characters have dealt with Iarno "Glasstaff" Albrek, they'll likely want to find Wave Echo Cave and confront the Spider. So far, the characters haven't learned the cave's location, but they have several leads that point to the wilderness outside Phandalin. The characters may also complete any quests they received from townspeople in Phandalin.

The characters can't learn much more in town, and with the Redbrands defeated, Phandalin isn't in immediate danger. The heroes must enter the forests and hills surrounding the town to uncover the larger plots they're caught in.



The banshee Agatha brooks no disrespect or threats in her home

Nikki Dawes

The Story So Far

Depending on which townspeople the characters met in Phandalin and which quests they completed or clues they gathered, they might know some or all the following information:

The Banshee. Sister Garaele wants the characters to find the banshee Agatha and ask her about Bowgentle's spellbook (see "Conyberry and Agatha's Lair").

Old Owl Well. Daran Edermath wants the characters to discover who is exploring the ruins at Old Owl Well (see "Old Owl Well").

Thundertree. Qelline Alderleaf suggested the characters go to the ruined town of Thundertree and consult with the druid Reidoth (see "Ruins of Thundertree").

Wyvern Tor. Townmaster Harbin Wester wants the characters to head east on the Triboar Trail and chase away raiders near Wyvern Tor (see "Wyvern Tor").

Cragmaw Castle. Sildar Hallwinter wants the characters to stop the Cragmaw goblins' attacks and search for Gundren Rockseeker, and he encourages them to explore Cragmaw Castle (see "Cragmaw Castle").

The characters can rest and purchase supplies in Phandalin as their funds allow. When they're done, ask the players to pick a lead to investigate so their characters can head to the appropriate destination.

Running This Chapter

This chapter takes place in the wilds surrounding Phandalin, a region known as the Triboar Trail. The area is composed of foothills and rolling, sparsely wooded plains that extend between the Sword Mountains to the south and Neverwinter Wood to the north. The area gains its name from an old trail that runs from the distant town of Triboar to the east, winding westward about one hundred miles through the abandoned village of Conyberry, then running north of Phandalin on its way to the High Road along the coast.

Character Advancement

The characters should be 3rd level when the chapter begins. The characters gain a level when they confront King Grol and learn the location of the lost mine of Phandelver.

Using the Overland Map

In this chapter, the characters travel from one point of interest to another. As shown on the regional map in this book's introduction, some of these areas are forty to fifty miles apart, requiring several days of marching overland to reach the next adventure site.

Travel Time

Assume the party travels twenty-four miles per day over a period of ten hours. The characters must rest for eight hours per day, with the remaining six hours available for making and breaking camp, preparing meals, and foraging or hunting.

Wilderness Encounters



The Triboar Trail is full of dangers, including hungry owlbears

Klaus Pillon

The wilds of the Triboar Trail are not especially safe. As the heroes travel throughout this area, they might stumble across hungry animals, greedy bandits, or vicious monsters.

Check for random wilderness encounters once during the day and once at night by rolling a d20. On a roll of 17–20, an encounter takes place. Roll a d12 and consult the Triboar Trails Random Encounters table to determine what the party meets.

Triboar Trail Random Encounters

Day Roll	Night Roll	Result
1–2	1–3	1d4 + 2 stirges
—	4	1d4 + 1 ghouls
3–4	—	1 ogre
5–6	5	Cragmaw goblin band (see below)
7–8	6	Hobgoblin squad (see below)
9–10	7–8	Bugbear scouts (see below)
11	9–10	1d4 + 2 wolves
12	11–12	1 owlbear

Cragmaw Goblin Band

This band of Cragmaw marauders consists of 2d4 goblins led by a goblin boss. They know the location of Cragmaw Castle and can provide directions if they are captured and threatened. The boss has a pouch containing 1d10 cp and 1d10 sp.

Hobgoblin Squad

This squad of 1d4 + 3 hobgoblins seeks the adventurers, hoping to collect a bounty set by the Spider. One of the hobgoblins carries a crudely drawn sketch of one party member, with "25 gold pieces for this one" and a symbol of a spider scrawled beneath it.

Bugbear Scouts

These two bugbears are part of the band based at Wyvern Tor. As they roam, they look for travelers to ambush.

Conyberry and Agatha's Lair

The town of Conyberry has been abandoned for years and lies in ruins. The Triboar Trail runs through the abandoned town, providing an easy landmark for locating the lair of the banshee Agatha. From the ruins of Conyberry, an old trail leads northwest into Neverwinter Wood. Agatha's lair is a few miles outside town.

> The forest grows dark and still as the trail winds deeper into the trees. Heavy vines and thick layers of moss drape the branches, and the air is noticeably colder than it was in the ruined village. After rounding a bend in the trail, you come upon a domed shelter made from the warped, bowing branches of nearby trees. A low doorway leads inside.

This 10-foot-by-10-foot shelter is the lair of Agatha the banshee. If the characters exercise caution and remember what they've come here for, they won't have to fight her. As such, no map is provided. If a fight breaks out, any forest map with a small structure will do.

When the characters enter the shelter, read the following:

> A home of sorts is sheltered within the dome of woven branches. It is sparsely furnished with chests, shelves, a table, and a chaise longue, all of it old and of elven craft.

Agatha senses the characters' intrusion and appears shortly after they enter her home:

> The air grows cold, and a powerful feeling of dread grips you. A pale light flickers in the air, rapidly taking the form of a female elf, her hair and robes waving in a spectral wind. A hateful expression twists her features.

Agatha snarls:

> "Foolish mortals. What do you want here? Do you not know it is death to seek me out?"

If the characters are rude, disrespectful, or threatening, Agatha tries to frighten them away using her Horrifying Visage ability. If that isn't enough to deter them, she attacks.

Dealing with the Banshee

If the characters are respectful and polite, they can persuade Agatha to help them with a successful DC 15 Charisma (Persuasion) check.

The player who takes the lead in speaking with the banshee makes the check. If that player roleplays the encounter well, allow them to make the check with advantage. If any character has Sister Garaele's silver comb and presents it to Agatha as a gift, the check is automatically successful. If the check fails, Agatha attacks the characters; if it succeeds, she smiles with cold amusement and entertains their questions:

> "Very well. I know that you seek many things. Ask me one question, and I will give you an answer."

If the characters ask about Bowgentle's spellbook, Agatha tells them that she traded the book to a necromancer named Tsernoth from the city of Iriaebor more than a hundred years ago. She doesn't know what became of the book afterward. Her answer is truthful, and it's all the information Sister Garaele needs for the Harpers to resume their search.

The characters might instead choose to ask Agatha about something else—for example, the location of Cragmaw Castle, the location of Wave Echo Cave, the identity of the Spider, or Hamun Kost's question about Old Owl Well (see that section, below). Agatha is well informed and a capable diviner, so she can answer almost any single question pertaining to the adventure that the players think to have their characters ask. However, the banshee warns the characters that she will answer only one question, so they should choose it carefully.

Sister Garaele's Quest

Learning what Agatha knows about the missing spellbook completes a quest given to the party by Sister Garaele in Phandalin. The characters should report to Sister Garaele to receive their payment of three potions of healing.

Old Owl Well

Built thousands of years ago by a long-vanished empire, Old Owl Well is now a ruined watchtower, along with an adjoining building, that consists of little more than a few crumbling walls and the broken stump of the tower. In the tower's courtyard stands an old well that still delivers clean, fresh water.

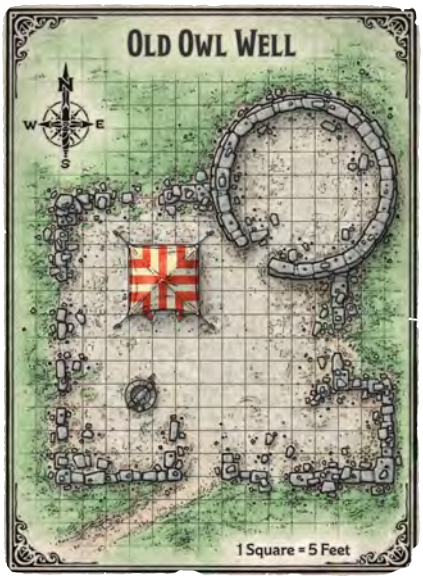
Old Owl Well lies eighteen miles southeast of Conyberry, in the hills south of the Triboar Trail. The site is relatively easy to find, and any NPC in Phandalin can provide directions to the ruins.

Recently, prospectors in the area have noted that someone has set up a campsite at Old Owl Well, and that undead guardians have been posted to keep intruders out. The ruins are currently occupied by a wizard who is exploring the site in the hope of gleaning arcane lore left by its builders.

If the characters approach Old Owl Well, read the following aloud:

> As you crest a low ridge, you spy the crumbling ruins of an old watchtower and mounds of rubble enclosing a courtyard amid the rugged hills. A colorful tent sits in the middle of the courtyard, but no one is in sight.

Old Owl Well is shown on map 3.1. The characters can enter the site from any direction, either following old footpaths or scrambling up the slope and finding a gap in the surrounding walls of rubble.



Map 3.1: Old Owl Well

Mike Schley

Twelve zombies lurk inside the crumbled shell of the old watchtower and can't be seen from outside. However, any character who succeeds on a DC 15 Wisdom (Perception) check smells a deathly odor wafting from the tower's direction.

When characters approach the tower or the tent, the zombies shamble from the tower. If a battle breaks out, Hamun Kost, a human mage, emerges from his tent and asks, "What is the meaning of this?"

Hamun is a Red Wizard—a spellcaster from a land called Thay, far to the east. His is a red-robed figure with a shaved scalp and a tattoo on his forehead. A character who succeeds on a DC 10 Intelligence (Arcana) check recognizes Hamun's tattoo as a necromantic symbol. A successful DC 15 Intelligence (History) check verifies the wizard's garb as belonging to Thay, a land of necromancers where wizards pattern their flesh with tattoos. The tattoo on the head represents a wizard's school of magic specialty, Hamun's being necromancy.

If any character attempts to talk to Hamun, even by calling out a greeting or answering his questions during combat, he temporarily calls off his zombies. The Red Wizard is not particularly aggressive, and he is willing to strike a deal that advances his interests at the same time it helps the characters.

Hamun stays tight-lipped about the reason for his presence in the region. He is, however, willing to provide the information the party needs in exchange for a favor. If the characters give Hamun some indication of what they might want (for example, the location of Cragmaw Castle or Wave Echo Cave), he shares one or both requests:

- He wants the marauders at Wyvern Tor to leave; they've scouted out his camp and seem inclined to cause trouble.
- He wants to ask Agatha the banshee the name of the wizard who built the tower at Old Owl Well. Hamun won't risk the banshee's anger, but the characters could ask the question for him. (Agatha knows the name: Dresina.)

Treasure

Hamun's tent contains a comfortable traveling suite: a cot, a chair, a writing desk, supplies, and a chest of clothes. In the chest is a leather bag containing 35 sp, 20 ep, 20 gp, and 5 pp; five small agates worth 10 gp each; a potion of healing and a spell scroll of darkness in a bone tube; and a Tiny jeweled box worth 25 gp.

The jeweled box contains the Red Wizard's most interesting discovery so far: a ring of protection from ancient Netheril. The ring is made from a single piece of mystical green glass that's stronger than steel. It has the added property of making the wearer less likely to drop or lose anything held in the hand the ring is on. The wearer receives a +4 bonus to saving throws or checks made to avoid dropping or being disarmed of any item held in that hand.

Daran Edermath's Quest

Learning about the Red Wizard's presence at Old Owl Well completes a quest given to the party by Daran Edermath in Phandalin. The characters should meet with Daran in Phandalin to receive their reward of boots of striding and springing.

Ruins of Thundertree

Near the place where the Neverwinter River emerges from Neverwinter Wood stands the abandoned village of Thundertree. It was once a prosperous community, wealthy from the work of its woodcutters and trappers. Thirty years ago, the eruption of Mount Hotenow to the north devastated Thundertree. In the wake of the natural disaster, a plague of strange zombies swept over the area, killing or driving off those who survived the eruption.

Though most of the zombies have long since crumbled to dust, strange magic permeating the area has mutated the local vegetation into new and dangerous forms. Few people dare to venture into the ruined village now, and those who do so seldom stay long—with two notable exceptions. The druid Reidoth (see area U4) visits Thundertree from time to time, keeping a wary eye on its dangers. Some cultists also arrived recently (see area U13) to treat with a dragon that claims Thundertree as its domain (see area U7).

As the party approaches the ruined settlement, read the following:

> Gradually, the trail becomes an old, overgrown lane winding between dilapidated buildings choked with vines and brush. In the middle of the settlement rises a steep hill, upon which stands a stone tower with a partially collapsed roof and an adjoining cottage. A dirt road hugs the base of the hill and wends its way between old stone houses, many of which are roofless ruins. Other buildings appear intact. The whole place is eerily silent.
>
> A wooden sign is nailed to a post nearby. It reads: "Danger! Plant monsters and zombies! Turn back now!"

Reidoth placed the sign to discourage treasure seekers from stirring up the monsters in the area.

General Features

Many of Thundertree's buildings have crumbled in the years since the town was abandoned, and nature threatens to swallow what remains.

Buildings

A building in Thundertree is either ruined or intact, as shown on map 3.2.

Ruined buildings are empty shells with stone walls 5 to 8 feet high. Their roofs are gone, leaving piles of debris inside the walls. The debris is difficult terrain.

Intact buildings are rundown, ramshackle stone cottages that are otherwise still standing. Their wooden doors are stuck and require a successful DC 10 Strength check to force open. The windows of any intact building are 2 feet wide and covered by wooden shutters containing 6-inch-wide arrow slits. Creatures on one side of an arrow slit gain three-quarters cover against attacks from the other side. Dusty furnishings, such as simple wooden chairs and tables, remain in most intact buildings.

Trees and Brush

Trees average 30 to 40 feet tall and provide cover. Brush consists of sprawling bushes that count as difficult terrain.

Ruins Locations

The following locations are keyed to map 3.2.



Map 3.2: Ruins of Thundertree

Mike Schley



Player Version

U1: Westernmost Cottage

> Cowering in the shadow of an old tree is a crumbled, weed-choked stone cottage with no roof.

Two twig blights hide among the weeds that flank the cottage's open doorway. Characters who have a passive Wisdom (Perception) score of 13 or higher spot the blights from up to 10 feet away. Alternatively, a character within 10 feet of the doorway can look for signs of danger and make a DC 13 Wisdom (Perception) check, spotting the blights on a successful check.

The blights remain perfectly still. They don't attack on their own (except in self-defense) but quickly come to the aid of the twig blights in area U2 if combat erupts there.

U2: Blighted Cottages

> These ruined, side-by-side cottages look as though they might have been the homes of prosperous shopkeepers or well-off farmers in their time. All that remains are collapsed walls and piles of debris. Several young trees have grown within the ruins.

The overgrowth conceals a deadly threat: two twig blights lurking in the foliage. Characters who have a passive Wisdom (Perception) score of 13 or higher spot the blights from up to 10 feet away. Alternatively, a character within 10 feet of the doorway can look for signs of danger and make a DC 13 Wisdom (Perception) check, spotting the blights on a successful check.

These plant monsters are hungry and fight until destroyed. One round after these blights attack, the twig blights in area U1 join the fray.

Treasure. A merchant who once lived here hid a chest under the flagstone floor. A thorough search of the interior of the eastern cottage and a successful DC 10 Intelligence (Investigation) check reveals the old chest among the roots of a tree growing in the house. The chest contains 1,400 cp, 160 sp, and 90 gp.

U3: The Brown Horse

This was formerly the Brown Horse, a taproom renowned for its excellent ale.

> A weathered signboard by the door of this large building shows the faded image of a workhorse holding a flagon of ale. The building is sagging and dilapidated, but it is more intact than the ruins across the road.

Six ash zombies (see the "Ash Zombies" sidebar) lurk in the shadows in this building, slumped against the walls or under the bar. When living creatures enter, the zombies groan and stir, slowly climbing to their feet. They pursue any characters they see, attacking until destroyed.

The eastern half of the building was the old common room, while the western portion held the kitchens and the brewer's vats. Huge wooden tuns stand to the west, and a faint smell of yeast still permeates the air. The ale is long gone.

> Ash Zombies
>
> These zombies were created by the magical devastation when Mount Hotenow erupted thirty years ago. They use the zombie stat block. When they die, they leave a cloud of ash that lasts for 5 minutes but does not obscure vision.

U4: Druid's Watch Post

This small house is in better condition than the dilapidated structures nearby. The doors are reinforced with heavy iron bands, and thick shutters protect the windows.



Reidoth the Druid

Robson Michel

This is where Reidoth makes camp when she visits Thundertree. Reidoth is an elderly human woman with long, white hair who doesn't use two words when one word will do. Though she doesn't receive many visitors, she is reasonably hospitable.

Reidoth is adept at staying away from the ash zombies that overrun the village, as well as avoiding the area's mutated plants. She knows that dangerous spiders lurk in the ruins at the base of the hill, and she suspects that miscreants have a hideout on the eastern side of town—she's seen "people in black masks and cloaks" (the cultists) skulking around. However, she is most concerned that a young green dragon has moved into the tower (area U7) since the last time she was here. She warns the characters of all these threats and suggests that they leave Thundertree before they're killed.



Emerald Enclave Pin

Olga Drebas

Development. If the characters ask about Cragmaw Castle, Reidoth hesitates to provide directions. She is a member of the Emerald Enclave, a widespread group of wilderness survivalists who preserve the natural order while rooting out unnatural threats. The enclave works to restore and preserve the natural order by keeping the elemental forces of the world in check, preventing civilization and the wilderness from destroying one another, and helping others survive the perils of the wilds. As such, Reidoth doesn't want to rile the goblins without good cause. If any of the characters appear to respect her position and beliefs, the druid tells them where to find the goblin stronghold. Otherwise, Reidoth offers a bargain: if the characters chase off Venomfang the dragon in area U7, she'll provide directions.

If the characters attack her for any reason, Reidoth transforms into a gray squirrel and scurries from the cottage through a crack in the wall. She hides in the woods until the characters leave. Her watch post contains nothing of value.

> Joining the Emerald Enclave
>
> If the party helps Reidoth by chasing off Venomfang, the druid privately approaches certain members of the group and urges them to join the Emerald Enclave. She speaks with those who exemplify the ideal of protecting the natural order. If a character agrees, Reidoth gives the individual the title of "Springwarden." This rank and faction won't affect this adventure, but it is significant for players who participate in Organized Play events.

U5: Blighted Farmhouse

> This ruin looks as if it might once have been a farmhouse. It is now half swallowed by a dense thicket, with trees growing through its foundations. The lane continues south a short distance past the ruin before ending in an overgrown field.

The thicket east of this ruin is crawling with twelve twig blights and two needle blights. Any disturbance in the ruined farmhouse (for example, characters rooting around in the rubble) draws the blights' ire.

Each round for 3 rounds, two of the twig blights head for the south doorway while two more head for the north doorway. The needle blights follow on round 3, each one moving toward a different doorway. The blights are fearless and attack until destroyed.

U6: Ruined Store

> At an intersection near the middle of the village, a narrow lane winds up the steep hillside to the north. Directly to the south is a ruined building that might've been a store or workshop. Webs stretch across the lane, from the building to the trees on the north side of the road.

This former general store isn't a complete ruin yet; portions of its tile roof remain intact.

Two giant spiders lurk in the building, hiding behind the walls. Thin, trailing lines from the webs in the lane outside allow the spiders to sense when likely prey moves through the webs, at which point they nimbly scuttle over the wall and attack. Allow characters who alert the spiders to make a DC 17 Wisdom (Perception) check to avoid being surprised.

Webs. The webs are difficult terrain, and a creature trying to move through them must succeed on a DC 8 Strength (Athletics) check or have the restrained condition as the webs snare it. A restrained creature can take an action each round to make a DC 8 Strength check to break free, or it can try to cut its way free by using a light weapon that deals slashing damage. The webs have AC 10 and have 10 hit points and vulnerability to fire damage.

Going around the webs is difficult because of the thickets on the north side of the road. Going around the building to the south leads to the twig blights in area U5.

Treasure. The corpse of an unfortunate adventurer lies cocooned in spider silk in the western half of the building. The body is shriveled and dry, but it appears to have been a male elf. The corpse wears +1 leather armor and a shortsword in the scabbard at its hip. A careful search also yields a potion of healing in a belt pouch, along with 23 gp and 35 sp.

U7: Old Tower



A formidable green dragon named Venomfang has found a new lair

Hex Sharpe

> At the top of the hill stands a round tower with a cottage attached. Both are in relatively good condition, although half of the tower's roof is gone. A door leads into the cottage, and several arrow-slit windows are visible in the tower. You notice an eerie quiet in the area and a strange, acrid smell in the air.
>
> The corpses of two giant spiders sprawl near the edge of the pathway, apparently dragged there. Their bloated bodies are puckered and blistered and appear to have been mauled by a large animal.

This tower was formerly the home of a human wizard, who was killed fighting the ash zombies that overran Thundertree thirty years ago.

A young green dragon named Venomfang recently claimed the tower, having passed over Thundertree while searching Neverwinter Wood for a suitable lair. The giant spider corpses in the clearing are the former residents of the tower, killed by the dragon after Venomfang tore through the roof. Since then, the dragon has been laying low.

Tower. The dragon lives in the tower—a single large room with the remains of a 40-foot-high ceiling. A 5-foot-wide staircase circles the interior, rising to the now-opened rooftop that allows the dragon easy access to its new home. Heavy wooden beams and stair supports crisscross the tower interior.

Venomfang doesn't want to give up such a promising lair, but if the characters reduce the dragon to one-quarter of its hit points, Venomfang climbs to the top of the tower and flies off.

Cottage. The cottage contains dusty furniture draped in webbing, but nothing of value. If the characters make a lot of noise in the cottage, the dragon hears them and prepares for a fight.

Treasure. A broken, old wooden chest on the tower floor holds the last of the dead wizard's treasure: 2,100 cp, 130 gp, four silver goblets set with moonstones worth 60 gp each, a spell scroll of misty step, and a spell scroll of lightning bolt. Venomfang spends hours each day greedily admiring the loot.

The dragon has barely noticed the most interesting item in its hoard. Lying beneath the coins is a rusty old battleaxe of dwarven manufacture. Runes spell out "Hew" in Dwarvish on the axe head and the rust is misleading. Hew is a +1 battleaxe that deals maximum damage when the wielder attacks a Plant creature or an object made of wood. The axe's creator used it for protection in the forest while he cut firewood.

U8: Old Smithy

> Based on its wide chimney and the rotted piles of firewood jumbled outside the walls, this sagging building was probably a smithy in its day.

Four ash zombies (see the "Ash Zombies" sidebar) are slumped on the floor. When the characters enter, the monsters climb to their feet and lurch forward to attack. Once the zombies see the characters, they pursue the characters relentlessly.

A variety of old tools—tongs, bellows, hammers, and a pair of iron anvils—are scattered around the interior of this building.

Treasure. A battered old cabinet is half buried beneath the partially collapsed roof. It contains a large leather satchel filled with strange, diamond-shaped plates of a brown-gold color. Each is about half the size of a human hand, light in weight, and as tough as iron. The plates are brass dragon scales, which can be sold to an armorer or another interested buyer for 75 gp total.

U9: Herbalist's Shop

> This ruined shop is cluttered with sagging storage shelves and broken furniture. Shards of glass and pieces of pottery glint in the weeds and rubble next to rotted books and casks.

This was an herb and alchemy shop belonging to the family of Mirna Dendrar, now a resident in Phandalin (see area R5 in the "Redbrand Hideout Locations" section in chapter 2).

All the reagents and concoctions here have long since spoiled, and the books are unreadable masses of rot. However, a small wooden case is hidden in a compartment beneath the storage shelves. A character searching through the wreckage can find the case with a successful DC 10 Wisdom (Perception) check. The check succeeds automatically if Mirna sent the party to find the heirloom.

Treasure. The case is worthless but contains a gold necklace with a fine emerald pendant worth 200 gp.

U10: Town Square

> On the east side of town, the lane opens to form a small square. Several ruined buildings surround the square, but a larger, intact structure to the north looks like a barrack. One lane leads south, another heads southwest around the hill in the middle of the town, and a third way meanders north. In the middle of the square, leaning slightly, is a badly weathered wooden statue of a warrior clutching a spear and shield.

The leaning statue is 10 feet tall, including the base. It depicts an old hero of Neverwinter named Palien, who supposedly defeated several monsters in Neverwinter Wood when Thundertree was first founded. A character who studies the statue recognizes the depiction with a successful DC 15 Intelligence (History) check.

U11: Old Garrison



Strange zombies that spew ash puffs threaten the Triboar Trail region

Vicki Pangestu

> The barrack appears to have weathered the years better than most buildings in town. Its rooftop features a simple battlement, and arrow-slit windows indicate that it served as a small keep in times of emergency.

Five ash zombies (see the "Ash Zombies" sidebar) lurk in this building. Former members of the garrison, they still wear the remnants of rusted mail and soldiers' surcoats. These scraps of armor don't improve their Armor Class. The zombies animate and attack if any living creature disturbs their rest.

The interior of the building still contains furnishings, and the main room has a ladder leading through a trapdoor to the roof. The main chamber contains two double bunks, while the chamber to the south has three double bunks, providing quarters for ten soldiers altogether. To the northwest of the main area are a kitchen and pantry, which now contain piles of rotten sacks and barrels that once held salted meat. Vermin have long since devoured all the foodstuffs.

U12: Weaver's Cottage

> Heaps of wreckage litter the interior of this ruin. In one corner stands a broken loom.

Four twig blights lurk in the thicket south of this ruin, while two needle blights hide in the trees on the east side of the lane. A character within 10 feet of one or more blights can make a DC 13 Wisdom (Perception) check, detecting the creatures' presence on a successful check. Otherwise, the blights attack if a character comes within 5 feet of them.

Development. Any loud noises here alert the cultists in area U13, who cautiously investigate.

U13: Dragon Cultists' Cottage

A widespread group called the Cult of the Dragon seeks to forge alliances with powerful dragons of the Sword Coast. Toward that end, four cultists recently tracked the green dragon known as Venomfang to Thundertree (see area U7). The cultists are waiting for the right moment to approach the dragon; they've been spying on the dragon from afar, trying to gauge Venomfang's demeanor and needs.

When the characters approach this area, read the following aloud:

> Debris is strewn about the meager yard of this small, dilapidated farmhouse.

The doors to this cottage are barred from the inside, requiring a successful DC 20 Strength check to force open. The shutters are also barred from inside and can be forced open with a successful DC 15 Strength check.

Six human cultists hide in the house. Four stand guard at a time (two in each room) on eight-hour shifts, while the others rest in the larger chamber. The cultists wear black cloaks cut to resemble dragon wings and black leather masks with stylized dragon horns. In addition to Common, the cultists speak Draconic.

The interior of the house is dusty and strung with cobwebs. The only furnishings are a small stove, a table, two chairs, and a bunk (which the cultists share).

Development. The cultists aren't interested in fighting anyone and prefer to be left alone. The leader is an ambitious young man named Favric, who hopes to rise through the ranks quickly by earning the allegiance of the green dragon in area U7. His fellow cultists don't share Favric's ambition and flee if he's captured or killed.

If the characters talk to the cultists, Favric explains that they've come to treat with the green dragon (whose name he doesn't know). If the characters express a similar desire, Favric suggests an alliance. He actually plans to offer the characters to the dragon as part of his tribute, and if a fight ensues, the cultists side with the dragon against the party in the hope of earning its trust.

Treasure. In addition to what he carries, Favric has a small coffer containing tribute for the green dragon: six lustrous amethysts worth 50 gp each. He also carries a potion of flying in a stoppered vial around his neck.

Wyvern Tor

This crag is a prominent landmark in the rugged hills northeast of the Sword Mountains, and it is easily visible from twenty miles away. People traveling along the Triboar Trail in the vicinity of Conyberry catch glimpses of Wyvern Tor to the south as they go. The tor was formerly the home of a large and dangerous nest of wyverns, but a band of bold adventurers dealt with the monsters years ago. Though the wyverns never returned, other creatures lair here from time to time—including a band of orc raiders that set up camp a couple of months ago. Led by an orc named Brughor Axe-Biter, these raiders noticed the Triboar Trail's increase in traffic and have been ambushing travelers and stealing their wares. Recently, strange goblins with elongated skulls have occasionally joined the raiders in their attacks, although the goblins never stick around long enough for the raiders to learn much about them.

Raider Camp

Wyvern Tor is a sizable hill, with miles of rugged terrain on its flanks and slopes. Searching for the hidden raider camp takes time. The character leading the party can attempt one DC 15 Wisdom (Perception) check or DC 10 Wisdom (Survival) check per hour to find the camp, made by the character leading the way.



Map 3.3: Wyvern Tor

Mike Schley

The camp is depicted on map 3.3. When the characters find the camp, read the following:

> The faint smell of smoke hangs in the air as you ascend a rugged ridge on the lower slopes of the hill. Fifty yards away, a cave mouth opens up at the bottom of a ravine. Hunkered down by a boulder twenty yards outside the cave, evidently keeping watch, is a single bugbear.

If the characters quietly take out the lone bugbear, they have a chance to surprised the raiders in the cave. If the sentry spots the characters sneaking up, or if an attack fails to take the sentry out, the sentry shouts a warning and retreats back to the cave, joining the rest of the marauders there.

The marauders in the cave include Brughor Axe-Biter, an orc with 18 hit points; four bugbears; and an ogre named Gog. Gog fights until slain, while the rest flee if Brughor is killed.

If the characters examine the cave walls, they find a strange, scrawled drawing on the northwest wall. The drawing crudely depicts a lanky goblin with a crystal jutting from its skull. The characters can tell this isn't a Cragmaw goblin, but they can't learn anything more just yet. Psionic goblins who were off task in their search for obelisk fragments made this drawing. It attempts to depict their leader, Ruxithid, who is described more in chapter 5.

Treasure. Brughor's band plundered several homesteads farther north on their way to Wyvern Tor. An unlocked treasure chest in the cave holds 180 sp, 15 ep, and three vials of perfume worth 5 gp each.

Harbin Wester's Quest

Defeating the marauders at Wyvern Tor completes a quest given to the party by Townmaster Harbin Wester in Phandalin, and delivers on a promise to Hamun Kost at Old Owl Well. The characters can report to Harbin Wester to receive their 100 gp reward.

Cragmaw Castle

The Cragmaw goblins include several marauding bands scattered throughout the Triboar Trail and the Neverwinter Wood region. However, one leader is grudgingly recognized by all others as supreme: King Grol of Cragmaw Castle.

Cragmaw Castle isn't a goblin construction, nor is that the structure's original name. It was built by a talented wizard of old Phalorm, an ancient realm that once controlled much of the North. It originally had seven overlapping towers; however, its upper levels have long since collapsed to heaps of crumbling masonry. Only the ground floor remains sound enough to be habitable.

General Features

The centuries haven't been kind to Cragmaw Castle. The Cragmaw goblins shored up the weakest areas beneath its falling towers with crude timbers, but it's only a matter of time before the structure collapses completely.

Doors

Interior doors are made of wood reinforced with iron bands. They have neither locks nor keyholes. It takes a successful DC 15 Strength check to break down a door that is barricaded.

Ceilings

Ceilings are 15 feet high unless noted otherwise.

Floors

Cracked and uneven flagstones conceal a dirt floor underneath.

Light

A small amount of natural light filters through the arrow slits around the castle. During the day, this provides dim light in most areas. At night, all areas of the castle are dark.

Walls

The castle's thickest walls are 5 feet thick, with 3 feet of mortared fill sandwiched between 1-foot-thick courses of hard stone blocks. Interior walls are 1-foot-thick worked stone.

Arrow slits in the castle walls are positioned 10 feet above the ground and 4 feet above the interior floors. A creature on one side of an arrow slit gains three-quarters cover against attacks from the other side.

Cragmaw Castle Locations

The following locations are keyed to map 3.4.



Map 3.4: Cragmaw Castle

Mike Schley



Player Version

C1: Castle Entrance

> The castle has seven crumbling towers of different sizes and heights, but the upper stories are all in varying states of collapse. A short flight of steps ascends to a terrace in front of the main entryway. Past the wreckage of a pair of sundered doors lies a shadowed hall. Round towers loom over the entranceway, with arrow slits facing the terrace.

The main gates between areas C1 and C2 are made of bronze-covered wood, but they are corroded and collapsed. No monsters dwell here, but the goblin sentries in area C3 are supposed to be keeping watch. They glance only occasionally through the arrow slits, however, so characters who move quietly might be able to creep past them. Have each character make a Dexterity (Stealth) check. The lowest check is the DC for the goblins' Wisdom checks to notice the party.

Development. If the goblins spot the characters (or if the characters approach openly), the goblins shoot arrows through the arrow slits. However, they can't fire directly at enemies who have reached or gone past the broken gate. The goblins also shout to alert their comrades in areas C4 and C6 that the castle is under attack.

C2: Trapped Hall

> Doors stand closed to the north and south, with a crumbling mound of rubble partially obscuring the southern hall. To the east, a broad corridor ends in two more doors leading south and east. The corridor is cluttered with dusty rubble and fallen plaster from a partial collapse of the ceiling.

If the goblin sentries in area C3 raised the alarm, then the goblins and hobgoblins in areas C4 and C6 run through the north and south doors at the same time. They attack from both directions, trying to overwhelm the adventurers and drive them from the castle.

Trap. The dusty plaster and rubble before the door leading to area C8 conceal a copper tripwire connected to linchpins hidden in the ruined ceiling. Spotting the tripwire requires a search of the area and a successful DC 20 Wisdom (Perception) check. Once spotted, the tripwire is easily avoided and disarmed (no ability check required).

Any creature that walks over or through the rubble without avoiding the tripwire triggers a cave-in of wooden beams and heavy stones. (The area of the collapse is marked on map 3.4.) Any creature in the area when the trap triggers must succeed on a DC 10 Dexterity saving throw or take 2d10 bludgeoning damage from the falling rubble (half as much damage on a successful save). The noise of the collapse puts the creatures in areas C3, C7, C8, and C9 on alert.

C3: Archer Post

> This small room is littered with debris. The arrow slit opposite the door offers a fine field of fire over the terrace before the castle gates. Two goblins with shortbows stand near the arrow slit.

Cragmaw Castle's main defenses are its secret location and the appearance of having been abandoned. In addition, King Grol posts sentries to drive off intruders who get too close.

Each of these two rooms is occupied by two goblin bosses armed with shortbows. Replace the goblin bosses' normal javelin attack with the following attack option:

> ***Shortbow.*** Ranged Weapon Attack: +4 to hit, range 80 ft./320 ft., one creature. Hit: 5 (1d6 + 2) piercing damage.

The goblins fire each round at targets outside. When characters enter the room, the goblins switch to attacking in melee.

C4: Ruined Quarters

> The southwest tower of the castle is little more than a heap of rubble. Several ragged bedrolls are scattered across the remaining floor space, and three of the bedrolls have goblins sleeping in them. A small, twisting passage leads east through the ruins.

Three goblins bunk here. Though the rubble appears dangerous, the tower is stable and the eastern passage is safe.

Development. Any loud noises here attract the attention of the goblins in area C7. One goblin is sent through the twisting passage to investigate the disturbance. If he doesn't return in a round or two, or if he spots trouble and sounds the alarm, the other goblins in area C7 investigate.

C5: Storeroom

> Old casks and sacks of rotting grain fill this storage area, along with a jumbled pile of gear.

Caravans raided by the Cragmaws along the High Road and the Triboar Trail supply provisions for the castle.

Emboldening Brandy. While most of the casks are full of salted meat, one small cask is filled with an exceptional dwarven brandy, which the goblins didn't notice because it was mixed in with junk. The cask contains the equivalent of twenty glasses. A character who imbibes a glass of brandy receives 1 temporary hit point, but a character who drinks two glasses or more within 1 hour has the poisoned condition for 1 hour.

Sildar's Gear. The equipment piled among the supplies includes a bloody suit of chain mail, a shortsword in a leather scabbard, a heavy crossbow, and an unsheathed longsword with the emblem of Neverwinter worked into its hilt. The chain mail and weapons belong to Sildar Hallwinter. None of these items is magical, but Sildar is grateful if at least his longsword is returned to him.

C6: Hobgoblin Quarters

> Four plain straw pallets and bedrolls are lined up on the floor of this barrack. Brackets on the walls hold weapons: spears, swords, morningstars, and more. The north wall shows signs of damage, but the floor is swept clean of rubble. Sitting on the bedrolls are four bored, red-skinned Humanoids.

Four hobgoblins are quartered in this room. Because their goblin neighbors are always getting into fights, they don't pay attention to noise in areas C2 or C3. However, they're quick to defend their tower if any intruders appear, or to respond to an alarm raised by the goblin sentries.

The Cragmaws are a mixed group of goblinoids, with a handful of bugbears lording over larger numbers of miserable goblins and a few hobgoblins. The hobgoblins plan to dispose of the bugbears and take over someday, but for now, the bugbears are too strong a threat.

Treasure. Mounted to the walls are five spears, four longswords, three morningstars, two greatswords, and a quarterstaff. None of the weapons is magical, but the quarterstaff is engraved with stylized feathers. The quarterstaff is surprisingly light (1 lb.) and is worth 10 gp for the craftsmanship alone.

C7: Banquet Hall



The goblins who inhabit Cragmaw Castle often hold raucous, messy dinner parties

Wade Acuff

> The western portion of this large hall ends in a wall of rubble, but the remainder is still intact. This was once the castle's banquet hall, with a soaring ceiling twenty-five feet high. Two large wooden tables with plain benches stand in the middle of the room, and a brass brazier full of glowing coals is tucked into one corner. Dirty dishes, half-full stewpots, moldy heels of bread, and gnawed bones cover the tables. Several goblins scuttle about while a tough-looking goblin barks orders.

This hall holds six goblins and one goblin boss—a cantankerous fellow named Yegg. Yegg is the primary cook for the Cragmaws, and he berates his assistants as they go about the work of putting food on the Cragmaws' table. If Yegg is killed, any goblins left alive flee to the east or west, avoiding the north door because of the trap in area C2.

C8: Dark Hall

This area has no exterior light. The boxed text assumes that the characters have darkvision or a light source.

> This high, narrow hall looks as if it might've been part of a chapel or shrine at one time. Angelic figures are sculpted along the room's upper reaches, overlooking the floor. To the north, heavy curtains block a matching pair of archways. Between the archways is a cracked but ornately carved stone brazier.

This chamber is home to a grick, the special pet of the goblin boss Lhupo in area C9. The grick likes to climb up to ledges hidden in the shadows of the statuary in the higher reaches of the room. It quietly observes intruders that enter the area before dropping down to strike. Characters in the hall must succeed on a DC 14 Wisdom (Perception) check or be surprised.

The grick knows that goblins are not to be eaten unless Lhupo says so. The rest of the Cragmaws are terrified of the grick and hurry through this room, preferably in twos or threes.

A character who examines the chapel's decor can make a DC 10 Intelligence (Religion) check to identify the deities that were once revered here: Oghma (god of knowledge), Mystra (god of magic), Lathander (god of dawn), and Tymora (god of luck).

Development. If combat erupts here, the creatures in area C9 cannot be surprised.

Treasure. The stone brazier contains a mound of coal, under which is buried a gold statuette of an elf worth 100 gp, wrapped in crimson cloth. A goblin hid the figurine here, hoping his fellow goblins wouldn't steal it.

A detect magic spell reveals that the statuette is imbued with divination magic. A non-evil creature grasping the statue can ask it a question and receive a telepathic response, as though the creature had cast augury. Once a creature has asked its question and received a response, it can never activate the statuette again.

C9: Goblin Shrine

The Cragmaws have been using this place as a shrine to a made-up god they call the Jagged Tooth.

> This chamber occupies the northern tower of the castle. A stone altar stands in the middle of the room, covered with bloodstained black cloth. Gold ritual implements—a chalice and a censer—are carefully arranged atop the altar. Two archways to the south are covered with heavy curtains.

This shrine is home to a goblin boss named Lhupo, who styles herself as a priest, and her "acolytes," a pair of goblins. They all wear robes over their armor, but none of them possess divine powers. If the goblins heard the characters fighting the grick in area C8, they hide behind the altar and attempt to surprise the characters; otherwise, all three goblins are kneeling before the altar, praying.

A bloodstained cloth covers the stone altar, the sides of which are engraved with images of the same gods reflected in the decor found in area C8.

Treasure. The chalice and censer are art objects worth 180 gp and 150 gp, respectively. Lhupo decided the items were of suitable quality for her unnamed rituals.

C10: Postern Gate

> On the south side of the old castle, an overgrown path leads to a passage that climbs into the wall. A large iron door stands here, sheltered from direct outside attack. Arrow slits ten feet above the ground overlook the path.

The iron door is locked. It can be opened with thieves' tools and a successful DC 15 Dexterity check or forced open with a successful DC 25 Strength (Athletics) check. Any attempt to break down the door, whether successful or not, alerts creatures in areas C7, C8, C9, C12, and C13.

Arrow Slits. Any character who pauses and listens near the arrow slits hears noise from area C7—the occasional clatter of crockery and angry goblins arguing over whether the dishes need cleaning. The goblins aren't keeping watch from these arrow slits, but if the characters make a good deal of noise, the goblins will come and look. If they see intruders outside, the goblins shout an alarm.

C11: Ruined Tower

> This tower has almost completely collapsed, although the ground floor still has a little open space. Rotting crates and ancient barrels show that provisions were once stored here.
>
> A heavy curtain obscures a crumbling area to the south, and an intact door leads east. To the north, a short passage through the rubble ends before a screen of canvas.

Dusty canvas hides the northern entrance to this area, blending in with the surrounding stonework and rubble. A character who succeeds on a DC 15 Wisdom (Perception) check spots a footpath leading to the hidden entrance. If the characters actively search the outside of the castle for a hidden entrance, they can make a DC 10 Wisdom (Perception) check to spot the hidden entrance. Otherwise, this area contains nothing of interest or value.

C12: Guard Quarters

> Four armored Humanoids stand around a stone brazier full of coals that glows in the middle of this small barrack. Four straw pallets line the east wall. The wall to the south has collapsed, but a boarded-up door in that direction is still standing. A door in better condition leads west, while a curtain hangs in an archway to the north.

Four hobgoblins stand guard in this room. They keep watch from the arrow slit, so any characters creeping around outside the east side of the castle are likely to be spotted and attacked. The hobgoblins are smart, tough, and loyal to King Grol. At the start of combat, one hobgoblin runs to warn the king in area C14, then returns 2 rounds later to rejoin the fray.

This area was once a parlor for the castle's original occupants, though its rotted furnishings were broken up by the Cragmaws and used for firewood.

C13: Haunted Tower

The door to this room is boarded up from the north side. It takes a few rounds to remove the boards, which the characters should take as a warning that danger lies beyond.

The arrow slits here are shuttered, leaving the room dark. The boxed text assumes that the characters have darkvision or a light source.

> The upper floors of this tower have collapsed to create a hollow silo thirty feet high. The upper reaches of the room are lost in shadows. It's clear that this area hasn't been used for some time. Dust, rubble, and broken glass cover the floor, and old worktables and bookshelves clutter the southern half of the room.

The Cragmaws believe this tower is haunted, but they're wrong. The area is the lair of a grell, a hideous flying monster. It can worm its way through the wreckage of the upper floors to leave the castle when it wants to hunt, but between excursions, it lurks in the shadows of the hollow tower. When the grell notices intruders in the lower portion of its tower, it silently drops from the shadows and attacks.

This room was once a library and workshop, but nothing of its original contents remains intact.

Treasure. The grell's nest in the upper part of the tower contains a battered wooden chest the monster found in the wreckage of the room below. The chest can't be seen from the floor, and it takes a successful DC 15 Strength (Athletics) check to climb up to the ledge upon which it rests. The chest is unlocked and contains 90 ep, 120 gp, a potion of healing, a spell scroll of silence, and a spell scroll of revivify.

C14: King's Quarters

Any character who listens at the door hears two voices in a heated discussion—a loud, growling voice demanding payment for something, and a silky-smooth reply.

> This chamber has been set up as a living space, with thick furs serving as carpets, old trophies hanging on the walls, and a brazier of coals burning brightly. A large bed stands to the north, and a round table with several chairs stands to the south near the door. Near the table, on the floor, is an unconscious dwarf who looks badly beaten. Looming over the dwarf are three menacing figures: a mighty bugbear, a snarling wolf of great size, and an elf woman with white hair, gray skin, and gray robes.

King Grol is a fierce old bugbear. He rules the Cragmaws through pure intimidation. His fur is streaked with gray, his shoulders are stooped, and he wears a set of jeweled silver teeth over his own rotting fangs. He's agile and strong, demanding and vindictive, and no Cragmaw dares to cross him.

Grol is attended by his pet dire wolf, named Snarl, and a special guest: a doppelganger disguised as a drow woman. The unconscious Gundren Rockseeker lies nearby (see "Unconscious Dwarf"). The doppelganger, Vyerith, is a messenger from the Spider, come to transport Gundren Rockseeker and the map to Wave Echo Cave. Grol wants to sell the map instead of surrendering it, and he and Vyerith are negotiating a price. Vyerith first wants to question Gundren to determine if anyone else knows the location of the mine. Then the doppelganger intends to betray the Spider by killing Gundren and destroying the map.

If the villains have been warned that an attack is imminent, Vyerith hides behind the door to the northeast, leaving it open a crack in the hope of attacking intruders from the rear. Grol holds Gundren hostage, ready to kill the dwarf if the characters don't back off.

Arrow Slits. The arrow slits are 15 feet above the ground outside, and the creatures here aren't keeping watch. They're unlikely to notice intruders moving around the exterior of the castle.

Northwest Room. This partially collapsed chamber was once a comfortable bathroom. It still contains a large tile tub, unused by the castle's current occupants.

Unconscious Dwarf. Near the southwest corner of the room is Gundren Rockseeker, a dwarf commoner. He is unconscious but stable at 0 hit points.

What's Next?

If Gundren Rockseeker survives the ordeal at Cragmaw Castle, he offers the characters his thanks and asks that they escort him to Phandalin and then venture to Wave Echo Cave to learn the fate of his brothers, Nundro and Tharden. Gundren knows that someone called the Spider orchestrated his capture and hopes that the characters stop the villain. Upon returning to Phandalin, Gundren offers the characters 25 gp each for their assistance and promises the party a 10 percent share of the mine's wealth once his operation is functioning.

Whether the characters sought the information from Agatha or Reidoth, negotiated with Hamun Kost, or recovered Gundren and his map from Cragmaw Castle, they now know the location of Wave Echo Cave. They can now venture to the old dwarven delve and discover who the Spider is and why he's so interested in the Lost Mine of Phandelver.

Chapter 4: Wave Echo Cave

Fifteen miles east of Phandalin, Wave Echo Cave lies in the deep vales of the Sword Mountains. The rich mine of the Phandelver Pact was lost five hundred years ago during bandit attacks that devastated this area.

In the centuries since, countless prospectors and adventurers have searched for the lost mine, but none succeeded until the three Rockseeker brothers found the entrance a month ago. Unfortunately, the dwarves didn't realize they were being followed by spies working for Nezznar the Spider, and the Rockseekers inadvertently led the villain to their prize.

The Spider and his followers captured the two brothers who were guarding their find, then arranged for Gundren Rockseeker's ambush. After learning of the adventurers' involvement with Gundren, or of their exploits in and around Phandalin, the Spider issued orders for the characters to be dealt with. He then began exploring the depths of Wave Echo Cave.

The drow is searching for the Forge of Spells, where the human mages of old Phandalin enchanted dwarven weapons and gnome gadgets. However, the Spider's exploration has been hindered by the dangerous monsters that lurk in Wave Echo Cave.

The adventurers now have the chance to aid Gundren, find his brothers, and end the nefarious schemes of the Spider. Additionally, the abundance of powerful magic rumored to be hidden in the mines is a rich prize.



When the Rockseeker brothers discovered the mine in Wave Echo Cave, they had no idea such evil forces would want its riches for their own

Scott Murphy

Running This Chapter

This chapter kicks off once the characters venture into Wave Echo Cave, shown on map 4.1. The characters need not face significant dangers on their way to the cave. If you'd like to make the journey more interesting, consider rolling on the Triboar Trail Random Encounters table in chapter 3. Reroll a result of "Cragmaw goblin band" since the characters dealt with the goblins in that chapter.

Character Advancement

The characters should be 4th level when the chapter begins. The characters gain a level when they defeat Nezznar the Spider.

Wave Echo Cave

Once a thriving mine bustling with activity, Wave Echo Cave is now a dangerous place overrun with monsters.

Whether the characters follow Gundren's map or receive directions to Wave Echo Cave from another source, their initial approach leads them to a narrow tunnel whose entrance is hidden within the Sword Mountain foothills (area W1).

Wandering Monsters

If the characters spend a long time in an area, you can check for wandering monsters by rolling a d20. On a roll of 17–20, an encounter takes place. Conversely, if the players seem restless, you can decide that an encounter occurs.

Roll a d12 and consult the Wandering Monsters table to determine what threat the party meets.

Wandering Monsters

d12	Monsters
1-3	2d4 stirges
4-5	1d4 ghouls
6	1d4 gricks
7-8	1d4 bugbears
9	1d6 skeletons
10	1d6 zombies
11-12	1 ochre jelly

Wave Echo Cave Features

The mine is cold, damp, and drafty. A noticeable breeze blows from area W1 toward area W16. Features of Wave Echo Cave are described below.

Ceilings

Tunnels are 10 feet high unless noted otherwise. Rooms have 20-foot-high ceilings, while natural caverns have 30-foot-high ceilings dotted with stalactites.

Doors

Unless noted otherwise, all doors are 6 feet tall, 4 feet wide, and made of 6-inch-thick cut slabs of stone fitted with iron handles and hinges.

Walls

The walls are hewn stone and are 3 feet thick. In a few areas (W14, W15, W19, and W20), they are dressed with well-fitted stone blocks.

Floors

All floors are smooth, natural stone.

Light

None. The boxed text assumes the characters have light sources or darkvision.

Stalagmites

Found in many of the natural caverns, these rock spires can provide cover.

> Booming Waves
>
> The rhythmic thunder of pounding waves echoes throughout the mine—loud enough to make the stone underfoot vibrate. The waves come about two minutes apart, growing louder toward the northeast.
>
> Wave Echo Cave is nowhere near an ocean, but a water-filled cavern deep in the mine connects to an underground hot spring. The spring boils over continuously, producing a surge that slams into a narrow funnel and sounds like breaking surf. Describe this sound to players on occasion; it should pique their curiosity and lure them toward its source—and consequently draw them deeper into the mine.

Cave Locations

The following locations are keyed to map 4.1.



Map 4.1: Wave Echo Cave

Mike Schley



Player Version

W1: Cave Entrance

> The entrance tunnel leads into a large natural cavern supported by a pillar of rock. In the western part of the cave, behind the pillar, are three bedrolls and a heap of ordinary supplies: sacks of flour, bags of salt, casks of salted meat, lanterns, flasks of lamp oil, pickaxes, shovels, and other gear. Amid the supplies, you see the body of a dwarf, dead for at least a week.
>
> The northeastern section of the cavern has collapsed, forming a ten-foot-wide, twenty-foot-deep pit. A sturdy hemp rope is tied around one of three stalagmites in the cavern and dangles into the pit.

This was the Rockseekers' campsite. The dead dwarf is Tharden, Gundren's brother, who was killed by the Spider. Gundren's other brother, Nundro, is the Spider's prisoner in area W20.

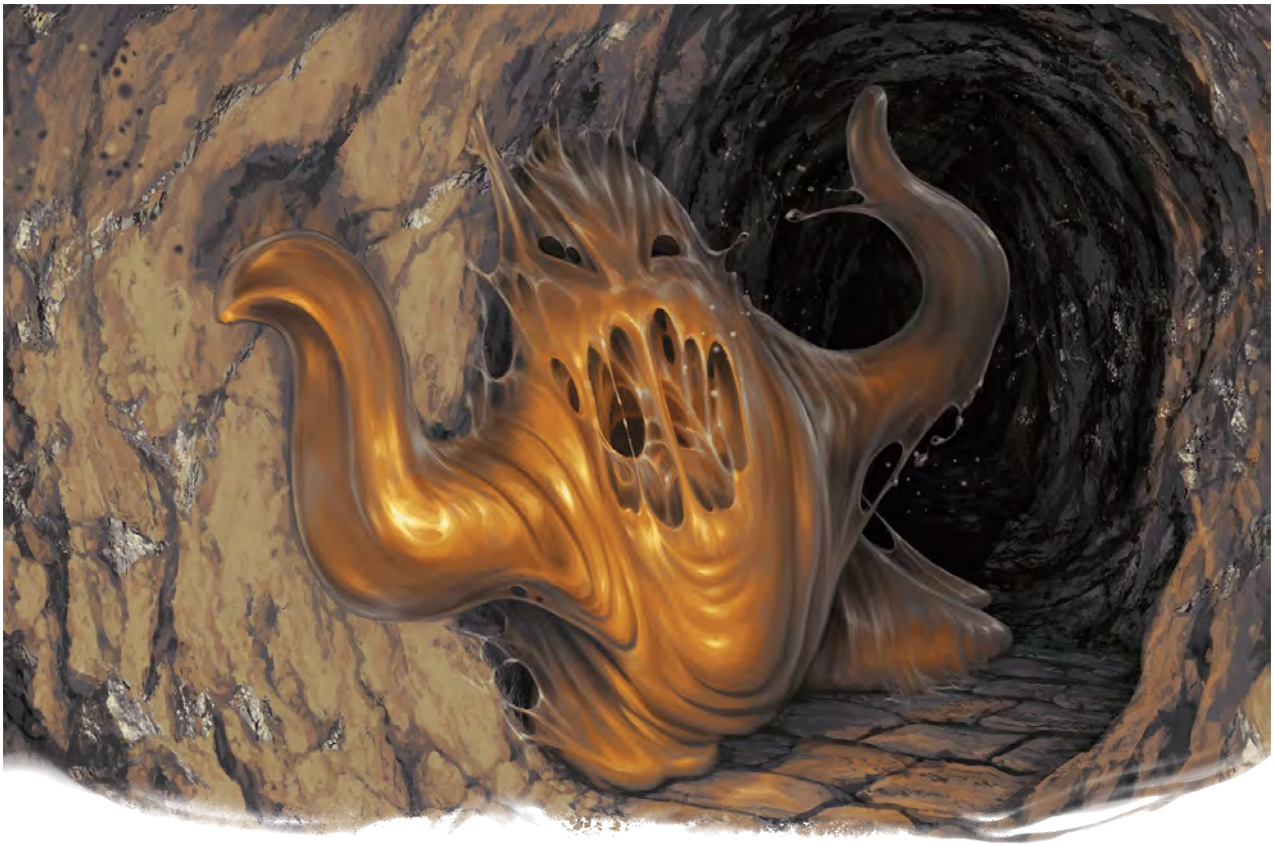
The dwarves' supplies are potentially useful but not particularly valuable.

Open Pit. A tunnel at the bottom of the pit leads northwest toward area W2 and east toward area W3.

Goblin Body. Slumped at the bottom of the pit is the body of a strange goblin with an elongated skull and green streaks on its skin. Any inspection of the body, which is dressed in filthy rags, reveals that it is not a Cragmaw goblin. The characters can't learn anything further now, but this is the body of a psionic goblin. This goblin was part of a small scouting group that stumbled across the mine. Finding the cave devoid of obelisk shards, the rest of the goblins left the area, leaving their companion's corpse behind.

Treasure. Tharden wears a cloak of protection, which the Spider overlooked in his haste to explore the rest of Wave Echo Cave.

W2: Mine Tunnels



Ochre jellies are always vicious, but especially so when trapped in a dead end in Wave Echo Cave

Hex Sharpe

> This area consists of numerous intersecting passages. The ceilings here are only six feet high, and several of the passages end in partially excavated rock faces.

This maze of passages is an old section of Wave Echo Cave's original mine site.

Lurking in one dead end is an ochre jelly. (You can decide the jelly's exact location.) When the party enters this section of the mine, the jelly begins stalking the group, instinctively waiting for an opportunity to attack a lone target.

Low Ceiling. Because of the low ceiling in this area, Medium and larger creatures have disadvantage on melee weapon attack rolls except when fighting with light weapons.

W3: Old Entrance

> Four tunnels intersect at this thirty-foot-high cavern. The walls are carved with simple reliefs showing dwarf and gnome miners at work. Nearly two dozen skeletons in rusted scraps of armor are scattered across the cavern floor. Some are dwarf skeletons, while others appear to be the remains of larger individuals. Half a dozen large, unlit brass lanterns stand in niches or on ledges around the cavern.

The tunnel that runs south was the original entrance to Wave Echo Cave, but it was buried by the destruction that wracked the mines centuries ago. A pitched battle was fought here when bandits stormed the mines. The dead still lie where they fell.

Six stirges cling to the ceiling. The monsters find scant living prey in the mines and are ravenous. Since the characters are probably looking at the skeletons on the floor, the stirges are likely to get the drop on them. Any character who isn't watching the ceiling must succeed on a DC 14 Wisdom (Perception) check to avoid being surprised. Characters who aren't surprised hear the stirges descending to attack.

The lanterns and the carvings of miners at work were meant to welcome newcomers.

W4: Old Guardroom

> Splintered stone benches and heaps of rubble from a partially collapsed ceiling fill this room. Amid ruined stone bunks and toppled weapon racks are eight corpses, including the rotting remains of two ogres.

In the round after any living creature enters this chamber, the dead creatures clamber to their feet to attack. The two ogre zombies and six dwarf zombies fight until destroyed.

W5: Assayers' Office

> This chamber was once an office or storeroom. A large stone counter bisects the room, set with three dusty balance scales made of iron. Cubbyholes carved into the north wall are stuffed with crumbling paper scraps. Several long-dead corpses sprawl across the floor.

The centuries-old paper in the cubbyholes disintegrates if touched, but a character who reads Dwarvish can see faint markings on a few scraps, recording weigh-ins and disbursements.

Treasure. Behind the counter sits a locked iron strongbox, requiring thieves' tools and a successful DC 20 Dexterity check to open. This pay chest contains 600 cp, 180 sp, 90 ep, and 60 gp.

W6: South Quarters

This was a miners' barrack, where the skilled delvers working in Wave Echo Cave rested between shifts. Any character who listens at the partially open door hears faint crunching and splintering sounds with a successful DC 10 Wisdom (Perception) check.

> Old stone bunks in orderly rows line the walls of this chamber, and a corroded iron brazier full of cold coals stands near the middle of the room. The bones of a half-dozen dwarves and larger bandits lie strewn about, still clad in scraps of armor. Three gray, hunched figures squat among the remains, pawing at the scraps and gnawing on the bones.

Three ghouls from the pack in area W9 are here, cracking and gnawing on the bones in the vain hope that some morsel of marrow remains. Eager for a fresh meal, the ghouls attack immediately.

W7: Ruined Storeroom

> The eastern wall of this chamber has collapsed into a mass of rubble. To the north, a door stands ajar, leading to a good-sized storeroom. Dusty kegs and tuns are tucked neatly against the walls, all of them split open from age.

It's not terribly comfortable, but the storeroom makes a secure resting place for the party. No monsters come this way. Moreover, the storeroom door is in good shape and can easily be blocked or barred from the inside.

The contents of the barrels and tuns have long evaporated.

W8: Fungi Cavern

> Dense carpets of weird fungi cover large sections of the floor in this cavern. The growth includes puffballs a foot across, weird shelf fungus growing on stalagmites, and large stalks and caps a good five feet tall. Some of the puffballs glow with an eerie green phosphorescence.

Two violet fungi lurk here, one in the middle of the central fungi patch and one in the northern patch. They are hard to notice with all the other fungi around them. Each character can attempt a DC 15 Intelligence (Nature) check to spot the violet fungi before moving within their reach. Characters can safely avoid the fungi by staying close to the southern and eastern walls.

The green-glowing fungi are harmless, but they allow creatures to see the entire cavern without the aid of darkvision or a light source.

This cave has hindered the Spider's explorations. Nezznar suspects that the mine's magic workshops are nearby, but he's reluctant to risk facing the dangerous monsters here.

W9: Great Cavern

> Steep escarpments divide this large cavern into three sections: high ledges at either end and a lower section in the middle. Carved stone stairs climb to the ledges. Two large tables stand in the middle section, along with a pair of old braziers. A smaller table stands on the eastern ledge. The skeletal remains of dozens of dead warriors attest to the fierceness of the fighting that took place long ago.

The skeletal remains are inanimate. However, five ghouls lurk in the shadows on the western ledge. Any character with a passive Wisdom (Perception) score of 12 or more notices the ghouls. The ghouls notice any light or noise elsewhere in the cave and quickly bound down to attack. They are hungry and fight until destroyed.

The escarpments are 10 feet high and require a successful DC 12 Strength (Athletics) check to climb. A creature that falls or is knocked from the top of a ledge takes 3 (1d6) bludgeoning damage and lands with the prone condition.

W10: Dark Pool

> A still pool fills much of this cavern. The water is dark, revealing little of what might lie within. The shore of the pool consists of a thin layer of broken shells from strange, pale mussels. A fishy odor hangs in the air.
>
> A passage leads south from this area, and a set of steps climbs to the east. A sluggish stream flows from the cave to the northeast.

Small fish swim along the edge of the water, but the pool is also inhabited by a larger creature: a giant constrictor snake. If the characters pass through this area, the snake slithers from the water and attacks the character at the back of the party.

Pool. The pool is 20 feet deep in the middle. The stream to the northeast is 3 feet deep, and the ceiling of the passage is 2 to 3 feet above the water. Characters can easily wade through the stream to area W18.

A character who explores the pool finds an old skeleton lying on the bottom, 10 feet from the shore and under 10 feet of water. These are the remains of a human wizard from old Phandalin who died defending the mines against bandit attackers. Several arrows remain lodged in the skeleton's ribcage.

Treasure. The skeleton of the wizard wears three jeweled gold rings (150 gp each) and clutches a wand of magic missiles in its bony fingers.

W11: North Quarters

The eastern door is barricaded from inside the room and requires a successful DC 20 Strength (Athletics) check to force open. A character who listens at either door and succeeds on a DC 10 Wisdom (Perception) check hears gruff voices speaking Goblin and talking about how hungry they are.

> Old stone bunks line the walls of these quarters, which are lit and heated by a glowing iron brazier in the middle of the room. Six bugbears, including one who is larger than the others, lounge in the room, grumbling about their hunger.

If the party enters from the west, add:

> Across the room is another door, this one blocked by a barricade made from the remains of a wooden table.

Six bugbears reside in this chamber. They are loyal minions of Nezznar. This room marks the front line in the Spider's assault on Wave Echo Cave, and the bugbears are here to prevent ghouls, zombies, or other Undead from troubling their leader in his lair (area W19).

Like area W6, this was formerly a barrack for miners. The bugbears removed the corpses they found here and built the barricade.

Treasure. The largest bugbear carries a pouch containing 15 cp, 13 ep, two agates worth 10 gp each, and a potion of healing.

W12: Smelter Cavern

> A blast furnace and a mechanical bellows powered by a waterwheel dominate this large chamber. The furnace is cold and dark, but heaps of coal are piled nearby, along with carts full of unrefined ore. The waterwheel sits in a ten-foot-wide channel cut into the floor of the room, but the channel is dry. Passages exit to the west, south, and east. The empty channel exits to the north and east.
>
> More than a dozen withered corpses lie scattered around the room—individuals still wearing remnants of armor. Floating above them is a skull engulfed in green flame.

Eight of the fallen dwarf warriors are zombies. They rise and shuffle toward any living creatures that enter the room, but they don't pursue creatures outside this area for more than 1 round. In addition, a far more intelligent Undead creature guards this area: a flameskull. This creature was a servant of the dwarves' human wizard allies, and it continues to act on ancient instructions to prevent any intruders from passing through this area.

This impressive chamber was the heart of the Wave Echo Cave mining operation. Here, the dwarves melted ore to refine ingots of pure silver, gold, and platinum. The dry channel is where the dwarves diverted the stream from area W18 to power the waterwheel here. The waterwheel operated the bellows that fed the furnace in the southeast corner of the room.

The channel's bottom is 5 feet below floor level, and no ability check is required to scramble in or out of it. Characters in the channel can follow it from this room to the north or to the east, though the ceiling is only 5 feet high after the channel exits this room.

Like the fungi cavern at area W8, this chamber poses a serious obstacle that prevents the Spider from reaching his objective: the Forge of Spells (area W15). Nezznar is still formulating a plan to get past the Undead guardians in this area.

W13: Starry Cavern

> Glittering minerals in the ceiling of this large cavern catch any light and reflect it back to create the impression of a starry night sky. Dozens of skeletons—many crushed under fallen debris—are scattered across the floor.
>
> The cave is large enough to contain two freestanding structures. Each of these stone rooms is proportioned for human use, as opposed to the dwarf-sized doorways and furnishings elsewhere in the mines. Both structures have battered and blackened masonry walls, their double doors cracked and scorched.
>
> The cavern is divided by an escarpment, into which a flight of stairs has been cut. Passages lead from this area to the north, south, and west.

The structural damage and the skeletal remains in this area are evidence of the destructive spell battle fought here centuries ago when the bandits and their mercenary wizards stormed the mines.

The damaged rooms are described in areas W14 and W15. The skeletons are inanimate and pose no danger. The minerals in the ceiling are pretty, but they are neither magic nor valuable.

Any character proficient in the Arcana skill can sense a subtle aura of magic in this cavern. (A detect magic spell reveals the same.) The aura becomes stronger as one approaches the northernmost room (area W15).

W14: Wizards' Quarters

The double door leading into this area is cracked, the iron hinges partially melted. Wrenching or smashing open the door requires a successful DC 15 Strength (Athletics) check.



Mormesk the Wraith

Nino Vecia

> Dust, ash, walls blackened by fire, and heaps of debris beneath the sagging ceiling show that this room was damaged by a destructive blast. The furnishings—tables, chairs, bookshelves, beds—are charred or splintered. A scorched iron chest stands near the foot of one of the beds. The adjacent closet on the south wall is full of rubble.

This room contains the restless spirit of the last wizard to die here, Mormesk the wraith. Mormesk was a powerful mage until he met his end in the spell battle at the climax of the bandit attack. Centuries of anger have poisoned his soul, transforming him into a hate-filled apparition.

Mormesk leads the Undead that haunt Wave Echo Cave. The wraith spends his time here because the treasure he had amassed in life lies in the scorched chest. No longer corporeal, he cannot touch or possess the wealth he enjoyed in life.

This room served as a guesthouse for visiting wizards working in the Forge of Spells (area W15), most of whom were humans from nearby cities. The furnishings are all sized for humans.

Treasure. The scorched chest is unlocked and contains 1,100 cp, 160 sp, 100 ep, five malachites each worth 10 gp, and a wooden pipe adorned with platinum filigree worth 150 gp.

W15: Forge of Spells



A spectator guards the treasures that lie within the Forge of Spells

Lily Abdullina

The wizards who allied with the dwarves and gnomes of the Phandelver Pact channeled the latent magic of these caverns to enchant well-made dwarven arms and gnome gadgets. The northernmost door is scorched and cracked, its iron hinges partially melted; forcing it open requires a successful DC 15 Strength (Athletics) check. The double door is just as damaged but stands slightly ajar.

> This large workshop was badly damaged by the ancient spell battle that laid waste to the mine. Worktables taking up two corners of the room are scorched, and the plaster has burned off the masonry walls. In the middle of the room, a stone pedestal holds a small brazier in which an eerie green flame dances and crackles. The brazier and its pedestal appear to have been untouched by the forces that destroyed this area.
>
> Behind the brazier of green flames floats a spherical creature measuring roughly four feet in diameter. Four eyestalks protrude from its central mass, two on each side. In the center of the body is a large eye that stares at you. It greets you in a raspy voice you hear only in your head.

The spherical monster that guards this room is a spectator that speaks Common. One of the human wizards who worked in the Forge of Spells summoned the creature to guard the magic items created and stored here. The spectator was slated to serve for 101 years. When the mine was sacked, the bandits disturbed the delicate magic in the area, eroding the spectator's grip on reality. It believes the mine is still in use, ignoring all evidence to the contrary.

The wraith (area W14) wants to eliminate the spectator, but so far, the creature has easily handled the assaults of Mormesk's zombies and ghouls while seeing nothing strange about Undead roaming the mine. With a successful DC 15 Charisma (Deception) check, a character can convince the spectator that one or more party members are wizards or dwarves who work for the owners of Wave Echo Cave, sent to terminate the spectator's

employment (thereby releasing it from its obligations). If the deception succeeds, the spectator disappears and returns to its home dimension.

If the party attempts to remove anything from this area, the spectator attacks.

Brazier of Green Flame. A successful DC 15 Intelligence (Arcana) check identifies the brazier as the source of the magic that suffuses the surrounding caverns. This magic has waned over the years and can no longer be harnessed to permanently enchant magic items. However, any nonmagical weapon or suit of armor bathed in the green flame for at least 1 minute becomes a +1 weapon or a suit of +1 armor, respectively, for 1d12 hours.

Removing the brazier from the Forge of Spells douses the green flame and forever deprives the brazier of its magical power.

Northern Room. This small room was a separate workspace where items being prepared for enchantment were polished, painted, lacquered, and otherwise finished. Like the main workshop, it is heavily damaged.

Treasure. On the worktable in the southeast corner of the room are the items the spectator was charged to protect: a +1 mace and a +1 breastplate. These magic items have some additional properties that are described below:

Mace. This weapon, known as Lightbringer, was made for a cleric of Lathander, the god of dawn. The head of the mace is shaped like a sunburst and is made of solid brass. The mace glows as bright as a torch when its wielder commands. While glowing, the mace deals an extra 1d6 radiant damage to Undead creatures.

Breastplate. This breastplate has a gold dragon motif worked into its design. Created for a human hero of old Neverwinter named Tergon, it grants its wearer advantage on saving throws against the breath weapons of Dragons.

W16: Booming Cavern

> A narrow ledge overlooks a large cavern that houses a surging, seething body of water. The rhythmic booming heard throughout the mines is louder here. At regular intervals, a fresh surge of water funnels into this chamber and slams against the wall just below the ledge. The echo suggests that this cave might be one arm of a much larger cavern to the northeast.

The sound of pounding surf that gives Wave Echo Cave its name can be traced to this water-filled cavern.

The ledge that hugs the south wall is 15 feet above water level. However, when water surges into the cave every 2 minutes, it raises the water level by 10 feet. After 1 minute, the water level returns to its normal depth of 20 feet.

This flooded cave is home to a giant octopus that is attracted to any light above the surface of the water. If a character lingers with a lantern, torch, or other light source, the octopus rises to the surface and attacks. Its tentacles are long enough to reach targets standing on the ledge, but creatures more than 5 feet from the edge are safe. The giant octopus pulls any creature it grapples into the water.

A character who starts their turn in the water must succeed on a DC 10 Strength saving throw to remain afloat. On a failed save, the character is pulled underwater.

Northeast Cavern. The larger cavern to the northeast is an underground lake several hundred yards across that offers access to several other passages and cave systems. The miners of the Phandelver Pact made preliminary explorations of those areas, but records of their excursions are long lost. The hot spring that produces the regular surge of water lies somewhere beyond. Characters who enter the water here discover it is warmer than would be expected for a subterranean lake.

W17: Old Streambed

> This passageway is barely four feet high and is obstructed by rounded boulders and pebbles. It looks as though it might have been a streambed, though no water flows here now.

The stream flowing from area W10 to area W18 used to continue through this low passage, eventually emptying into area W16.

The dwarves diverted the stream into the channel leading to area W12 to drive the waterwheel in the smelter. The earthquakes that rocked Wave Echo Cave during the final spell battle of the bandit invasion collapsed the floor in area W18, diverting the stream once again. The old streambed remains a usable passage that circumvents the Undead in area W12, though the Spider has not yet discovered this.

W18: Collapsed Cavern

> A wide rift fills the eastern half of this cavern. A stream pours from the west wall before tumbling into the rift and flowing to the north. Secured to iron stakes along on the western edge of the rift are several ropes leading to the chasm floor. A drow supervisor barks orders at two bugbears sifting through rubble while two other bugbears stand guard.

Nezznar's lackeys occupy this cavern. The Spider's divinations suggest that some valuable treasure is hidden at the bottom of the rift that was created when this area was destroyed.

Two of the four bugbears in this area clear rock on the rift floor while the other two stand guard in the western half of the cavern, watching for any Undead incursions. A doppelganger named Vhalak supervises the operation in the guise of a drow. If a fight breaks out in the main cavern, the two bugbears in the rift climb the ropes to join the fray.

Rift. The rift is 20 feet deep.

Development. If three or more bugbears are killed, the doppelganger tries to retreat to area W19 to warn the Spider that trouble is coming.

Treasure. Nezznar's divinations are accurate. Buried in the shallow rubble at the bottom of the rift is the crushed skeleton of a dwarf wearing gauntlets of ogre power. The remains can be found with a successful DC 20 Wisdom (Perception) check. Each character searching can attempt one check per hour. Characters who search for more than one hour might alert the creatures nearby of their presence, at your discretion.

W19: Temple Of Dumathoin



A showdown with Nezznar the Spider is inevitable

Axel Defois

Nezznar uses this room as his headquarters while he explores the mines and searches for the Forge of Spells.

> Six cracked and splintered marble pillars line the walls of this hall. A nine-foot-tall statue of a dwarf seated on a throne, a mighty stone warhammer across his lap, occupies the north end. Large emeralds gleam in his eyes.
>
> Dust and debris have been swept to one side of the floor. Half a dozen bedrolls and packs are neatly arranged around a rough-built firepit before the statue. A wooden table stands on the west side of the room between two pillars.

If the room's occupants aren't aware of the characters as they enter, add the following:

> Two bugbears stand by the table, flanking a drow dressed in black leather armor and robes. The drow clutches a black staff with a carved spider at the top and frowns when he sees you. "It seems that I must deal with you myself. A pity it must end this way."

Nezznar the Spider is accompanied by two bugbears who defend their leader to the death. If the doppelganger from area W18 retreated to this area, it assumes the guise of Nundro Rockseeker so that Nezznar can use the dwarf as leverage to force the party's surrender (although the Spider won't actually harm the doppelganger). See "Roleplaying Nezznar" for more information on the Spider.

If they're expecting trouble, the bugbears hide behind pillars, and Nezznar casts invisibility on himself and stands near the table. Make a Dexterity (Stealth) check for the bugbears; the lowest roll is the DC of the Wisdom (Perception) check the characters must make to avoid being surprised.

Statue. The statue in the room depicts Dumathoin, the dwarven god of mining. Any character proficient in the Religion skill recognizes the depiction. The statue is beautifully carved, and its emerald eyes appear to be worth 5,000 gp each.

A character can climb the statue and pry loose a gem with a DC 10 Strength check. If either gem is removed, the character must succeed on a DC 12 Dexterity saving throw or the six pillars that line the walls crumble, triggering a ceiling collapse. Every creature in the room must make a DC 15 Dexterity saving throw. A creature takes 11 (2d10) bludgeoning damage from falling rubble on a failed save, or half as much on a successful one. Any creature still in the room 1 round later is buried and killed as the chamber fills with stone, at which point the area becomes impassible.

Table. The table is strewn with notes and maps showing Nezznar's efforts at exploring the mine so far. There is also a sack of treasure amid the papers (see "Treasure" below).

Roleplaying Nezznar. Even though he intends to kill the characters, Nezznar can't resist being curious about them. Given the chance, he quizzes the characters at length regarding their identities, allegiances, interests, and goals, filing it all in his memory in the hope that someday he will find a

use for what he learns.

Nezznar admits to being the Spider, and to using the Cragmaw goblins and the Redbrands to ensure that Wave Echo Cave remains his secret. He'll say or do anything to put the characters off guard, including promising to surrender or proposing cooperation against the monsters impeding his progress toward reaching the Forge of Spells. However, he betrays the characters as soon as he can.

Development. The creatures in area W18 can hear sounds of combat in this room. If they haven't already been dealt with, they arrive after 3 rounds and act immediately after the bugbears in the initiative count.

If the characters capture Nezznar and deliver him to the townmaster's hall in Phandalin, he is locked up until Sildar Hallwinter or another representative of the Lords' Alliance can escort him to Neverwinter to face interrogation. The organization in Neverwinter is curious to learn everything Nezznar knows about Wave Echo Cave. Unless the characters post guards outside Nezznar's cell, Halia Thornton (see chapter 2) breaks him out of jail, smuggles him out of Phandalin, and delivers him into the custody of the leaders of the Zhentarim. What happens to Nezznar at that point is up to you.

Treasure. Nezznar carries a potion of healing and a spider staff. In addition, he carries an iron key with a head shaped like an anvil. This key unlocks the door to area W20.

Nezznar's exploration of Wave Echo Cave has yielded some treasure, which he keeps in a black leather sack on the wooden table. The sack contains 190 ep, 130 gp, 15 pp, nine small gemstones (10 gp each), and a dwarven ale mug made of hammered electrum (80 gp).

W20: Priests' Quarters

The door to this room is locked, requiring thieves' tools and a successful DC 15 Dexterity check to open. Nezznar (area W19) carries the key.

Unless the characters are being stealthy, any activity at the door attracts the attention of Nezznar and his allies in area W19, prompting the Spider to send his bugbears to investigate.

> Dusty draperies of red and gold adorn the walls of this room, which also contains a bed and brazier. A badly disheveled dwarf lies bound and unconscious on the cold stone floor.

The figure lying on the floor is Nundro, a dwarf commoner and the last of the three Rockseeker brothers. Nezznar kept him alive because he thought the dwarf might know more about the mine than he admitted. The Spider has interrogated Nundro every day ever since capturing him.

Development. Nundro is grateful if the heroes rescue him, and he offers to tag along for the duration of their stay in Wave Echo Cave. Nundro doesn't know any more about the layout of the cave than the characters already do.

If the characters deal with Nezznar and the bugbears, this area serves as a safe place to rest before continuing their explorations of the mine.

What's Next?

Gundren and Nundro Rockseeker take over administration of the new mine. For the adventurers' service to their family, they gladly award the party a 10 percent share of the mine's profits. It's up to you how much gold you give the players and how often. Consider giving the characters a sum of 255 gp (10d10 + 200) at the beginning of each chapter to represent this award.

The heroes have now defeated the Spider and undone his plots, cleared Phandalin of the ruffians who threatened its people, and reclaimed the lost mine of Wave Echo Cave. If you aren't playing subsequent chapters of this adventure, no new plots need surface.

If you are playing subsequent chapters, the characters likely want to escort Nundro home to Phandalin. They may also wish to follow up on disturbing evidence that strange goblins who aren't Cragmaws are threatening the area. No matter the characters' reasons, once they return to Phandalin, they'll find that these goblins have begun committing crimes in the town that hint at even more dangers to come.



Kent Davis

Chapter 5: Paths of Peril

When the characters return to Phandalin after their adventures in Wave Echo Cave, they find the town in upheaval. Thievery, vandalism, and violence plague Phandalin—all perpetrated by a band of goblins, some displaying strange psionic powers. These goblins have been pursuing their goal in the background of previous chapters (see "The Goblins' Story" below), and their efforts have now become the adventure's main story.

Distressed and unsure how to help the victims, let alone find and stop the criminals, townmaster Harbin Wester asks the characters to investigate these crime scenes, find the culprits, and put a stop to the incidents. This task eventually leads the characters to the goblins' base far underground in an old duergar mining post called Zorzula's Rest, where a goblin leader who calls himself Ruxithid the Chosen receives orders from powerful overlords.



When the heroes return to Phandalin, a different group of goblins is terrorizing the townspeople

John Grello

Running This Chapter

This chapter can be divided into two parts: the investigations around Phandalin and the hunt for Ruxithid.

The goblins left four distinct crime scenes that the characters can investigate in any order. Each crime scene has at least one witness and one potential combat encounter. From these crime scenes, the characters should gather enough clues to point them toward Ruxithid, the goblins' leader, without whom the goblins' crimes would cease.

Pursuing Ruxithid takes the characters into Zorzula's Rest. This section is a traditional dungeon crawl, filled with strange secrets to uncover and dangerous enemies to fight.

Character Advancement

The characters should be 5th level when this chapter begins. In this chapter, characters can advance to 7th level and no further. Advancement is handled as follows:

- The characters gain a level when they discover the location of Zorzula's Rest and determine that they must confront Ruxithid the Chosen and the Sawplee goblins there.

- The characters gain a level when they defeat Ruxithid and learn of a larger, more sinister plan.

The Goblins' Story

The goblins at the heart of this chapter's adventure are part of an enclave whose ancestors have inhabited an abandoned duergar mining outpost called Zorzula's Rest for generations. Centuries ago, the outpost was conquered by mind flayers, and the goblins there were exposed to the illithids' strange powers, leading a subset of the goblins to develop unusual psionic powers. The mind flayers eventually left, but the goblins remained, sequestered from the rest of the world until recently when the mind flayer fanatics called on them. Some of these goblins' descendants possess psionic powers, as evidenced by the goblin psi commanders and goblin psi brawlers that make up their ranks. Collectively, the goblins call themselves the Sawplees: a simplification of the word for "goblin" in the illithids' dialect of Deep Speech.

In recent weeks, the Sawplee goblins' leader found a mysterious gemstone. Unknown to Ruxithid the Chosen, a new group of mind flayer fanatics that draw power from the Far Realm planted it for him to find. The gemstone lets Ruxithid telepathically communicate with the mind flayers, who he believes are gods. The mind flayers demand that Ruxithid's goblins find peculiar, black stone shards that came from an ancient obelisk once erected in the wilds outside of Phandalin. The obelisk originated in the ancient Netherese empire and is said to have transformative capabilities, although the goblins know very little about its properties or history. The goblins know only that their "gods" traced some of the obelisk's shards to Phandalin, covet the shards for some greater purpose, and demand the Sawplees' help.

While communing with their Far Realm patron, the mind flayers learned that four obelisk shards have been hidden around Phandalin for ages. (More about the mind flayers' story can be found in subsequent chapters.) It is the hunt for the shards that serves as the impetus for the goblins' crime spree. However, many of the goblins are taking the opportunity to wreak havoc across town simply for the fun of it.

Townmaster's Plight



Terrified and angry, the townspeople demand that Townmaster Harbin Wester take action to stop the recent crimes

Domenico Cava

When the characters return to Phandalin following the confrontation in Wave Echo Cave, read the following aloud:

> The rumbling of an agitated crowd greets your journey back into town. It takes only a moment to locate the source of this cacophony: the home of townmaster Harbin Wester. A gaggle of townsfolk has gathered, some shouting for Harbin to come outside and others decrying his leadership. A few individuals in the crowd display minor injuries, and all seem anxious and frustrated.

The crowd's displeasure stems from the crimes happening around town. Characters who have a passive Wisdom (Perception) score of 13 or higher can pick out the following snippets of conversation from the crowd:

- A halfling woman complains, "I thought the Redbrands were bad, but at least they never smashed the bar. Who does that?"
- A human miner shouts, "The Exchange is falling over, and some of my friends are missin'!"

- An annoyed elf man in a baker's apron says, "If I see one more of those gremlins come near my shop, I'm hitting them with a rolling pin. I can't take it!"
- A frazzled human woman soothes the toddler in her arms. "It'll be all right," she says. "We just can't play outside after sundown, okay?"
- A human man holds up a sketch of an orc woman and yells, "My wife's been missing for days! Do something, you coward! Stop this!"

When the characters near Harbin's house, the harried townmaster yanks open the door and hurriedly pulls the characters inside. Harbin is frazzled, with flushed cheeks and dark bags heavy beneath his eyes.

Harbin tells the characters the following:

> "I understand that they're angry, but do they expect me to take care of everything? I can't take on a gaggle of no-good ruffians by myself. I can't stop anyone who's determined from breaking buildings and stealing things. Absurd!"

Harbin explains that while the characters have been away, a series of crimes has plagued the town. From eyewitness accounts, the culprits are likely goblins. The crimes have caused unrest among the townsfolk, who demand that Harbin take action to protect Phandalin. Harbin, however, is neither an investigator nor a constable, and he is overwhelmed by the populace's vitriol.

Harbin asks the characters to investigate the four crime scenes, help the victims as much as possible, and find a way to stop the culprits for good. He claims that he's already tried himself but that he couldn't keep up with the multitude of incidents. However, a successful DC 12 Wisdom (Insight) check reveals that Harbin wants the characters to investigate because he's too frightened to do it himself.

For the job, Harbin offers the characters 50 gp each up front and promises to pay them another 150 gp each upon completing their investigation. If a character uses Harbin's fear as leverage and succeeds on a DC 11 Charisma (Intimidation or Persuasion) check, Harbin doubles the monetary reward: 100 gp each up front, and 300 gp each upon the investigation's completion.

Crimes and Chaos

Harbin describes the crime scenes once the characters accept his quest. The following places can be found on map 2.1 in chapter 2:

Barthen's Well, behind Barthen's Provisions, where the goblins smashed the well winch before fleeing underground.

The Miner's Exchange, where the goblins stole one of the building's cornerstones, causing the building to tilt.

The Shrine of Luck, which the goblins destroyed and desecrated, trapping people inside.

The Sleeping Giant, where goblins ransacked the bar.

The crime scenes are further detailed in the "Stolen Shards" section. The characters can investigate each of these scenes in any order.

Mischief in Progress

While the characters are investigating around Phandalin, they may encounter a group of Sawplee goblins committing mischief. Whenever the characters finish investigating one of the crime scenes listed above, roll a d20 and consult the Goblin Mischief table to see what occurs.

Goblin Mischief

d20	Mischief
1	A goblin psi commander is lighting small fires around the Alderleaf Farm, and these fires threaten to set the crops ablaze.
2	Four goblins surround an older human woman and attempt to steal her purse. The woman (use the commoner stat block) aggressively fights the goblins.
3	Three goblins stole a goat and are attempting to run away with it. The goat, however, refuses to move.
4	A pair of goblin psi brawlers are hiding in the trees of the Edermath Orchard. The goblins are using their telepathy to masquerade as ghosts and scare off others so they can steal apples uninterrupted.
5	Five goblins fling refuse at passers-by from the alley behind Stonehill Inn.
6	Three goblins splash paint across the side of Harbin Wester's home
7	Shingles from the roof of the Sleeping Giant are flying toward a group of five confused miners (all commoners). Unbeknownst to them, a cackling goblin psi commander on the tavern roof is the source of the mischief.
8	One goblin psi brawler and two goblins are camped at the entrance to Triboar Trail, waiting to ambush unsuspecting travelers.
9	Two goblins released two draft horses that are now running rampant across town.
10	Two goblin psi brawlers have poorly disguised themselves as children and are pestering a baker for sweets near the Stonehill Inn.
11-20	No mischief occurs.

What the Goblins Know

If any of the goblins—whether from the four crime scene investigations or from the random mischief occurring around town—are captured, bribed, or charmed by the characters, the goblins may impart some helpful information to the party. A successful DC 13 Charisma (Intimidation or Persuasion) check prompts a goblin to disclose one of the following pieces of information:

Duergar Outpost. The goblins are stationed in an old duergar mining outpost somewhere near here, but underground.

Goblin Leader. They are working for a goblin named Ruxithid the Chosen. Ruxithid has a "big brain," bestowed upon him by what the goblins believe to be mighty gods.

Running Amok. Some of the goblins have been sowing chaos in town because it's their first time away from their underground home and they're enjoying their freedom.

Stealing Shards. The goblins have been tasked with stealing shards of an ancient obelisk. They believe this obelisk has the power to destroy Phandalin.

Scholarly Aid

During their investigation, the characters meet Gwyn Oresong, a dwarf scholar visiting Phandalin who can help piece together the goblins' grand plan.

After the characters investigate at least one crime scene, read or paraphrase the following:

> A cheery voice calls out to you, and you see a dwarven woman clad in blue robes waving to your group. Her forearms are marked with numerous tattoos of sigils drawn in white ink. Slung across her back is a leather satchel brimming with books, scrolls, and other implements.

Gwyn is new to town and is slightly lost. She requests the party's help in directing her to the Stonehill Inn.



Gwyn Oresong

CoupleOfKooks

Gwyn Oresong

Gwyn is a neutral good, dwarf acolyte who hails from the city of Neverwinter. She's visiting Phandalin for a few months to spend time with her sister Elsa, who works as a bartender at the Stonehill Inn, and to do field research in the surrounding area.

Gwyn has heard about the various crimes from her sister and recognizes the characters as the group tasked with putting an end to the crimes. Though she admits she can't help fight vandals, Gwyn offers to assist the party. She asks the characters to bring any clues to her so she can help them investigate the crimes.

Gwyn knows a wealth of information about the history of the wilds around Phandalin, and she specializes in knowledge about empires of the past. Dwarven history is the focus of her scholarship, but she's also fascinated with goblin history and culture. This knowledge will help the characters later. Gwyn freely shares her knowledge with the characters when they need it (though she has a propensity to ramble), and she is a great ally to help them determine why the goblins are attacking the town.

Uncovering the Clues

As the characters' investigation proceeds, they find clues about the goblins' goals, base of operations, and leader. The possible clues are as follows:

Duergar Site. The goblins are coming from a place that's duergar in origin. (This clue can be found either by examining the axe found at the Shrine of Luck or by successfully interrogating a captured goblin.)

Fragments of a Location. The characters have a fragment of the goblin outpost's name, Zorzula's Rest. (This clue can be found either by talking with Ander at Barthen's Well or by examining the graffiti in the Sleeping Giant.)

Goblins' Purpose. The goblins are specifically hunting shards of dark stone that display strange properties. (This clue can be found either by successfully interrogating a captured goblin, or by talking to Wheel-of-Fortune or Halia about the cornerstone of the Miner's Exchange or the stones missing from the Sleeping Giant's bar. Discussing Ander's prior experiences with the well water can also lead to this clue.)

Leader's Name. The goblins are operating under the command of a goblin named Ruxithid. (This clue can be found either by eavesdropping on the goblin camp near the Miner's Exchange or by successfully interrogating a kidnapped goblin.)

The characters might piece together these clues themselves and figure out that they must confront Ruxithid in Zorzula's Rest to stop the Sawplee goblins' crimes. Or, if the characters find all four clues, Gwyn easily traces the goblins' origins to the abandoned duergar mining outpost known as Zorzula's Rest. Nervous about what the goblins intend to do with the stolen shards, Gwyn urges the characters to head to Zorzula's Rest with haste and stop the goblins' plans, whatever they are.

If the characters find fewer than four clues and ask for Gwyn's help, Gwyn agrees, but her notes are in disarray. A character can make a DC 15 Intelligence (History) check to help Gwyn organize her research. On a successful check, Gwyn locates her notes on Zorzula's Rest. Gwyn then suggests that the outpost might be a good place to search next. On a failed check, Gwyn can't find the relevant research. The characters must uncover more clues to find Zorzula's Rest. If they are stuck and return to Gwyn for help, she can then tell them the location.

When the characters are ready, they can follow Gwyn's directions and set out for Zorzula's Rest. The layout of outpost is detailed later in this chapter (see the "Zorzula's Rest" section).

Stolen Shards

The goblins have committed the following crimes to retrieve the obelisk shards. All these events happened in the last few days. You can tailor the specific timeline to your campaign's needs, but each of these crimes should have happened recently while the characters were away from town.

Barthen's Well

The well the goblins vandalized is located behind Barthen's Provisions. Years ago, the well was built using material scavenged from the nearby area—including an obelisk shard, which was used as the drum for the well's winch.

Recently, goblins came during the night to retrieve the obelisk shard, destroying the well in the process. But their raid was interrupted by Ander, one of Barthen's clerks. The goblins fled with the shard, jumping into the well and caving in a tunnel so they couldn't be followed to Zorzula's Rest. This escape, however, not only dammed the underground river that provided the well with its water but also awoke a grumpy otyugh that was feasting on refuse beneath the town.

Crime Scene

When the characters investigate this crime scene, read the following:

> The modest red-brick well behind Barthen's Provisions is dilapidated and crumbling. The well's walls are toppled over. Chunks of brick and stone litter the nearby grass, and the well's roof is splintered and caved in. The well's winch and pulley have been smashed to pieces.

A character who inspects the well can make a DC 15 Intelligence (Investigation) check. On a successful check, the character realizes that while most of the mechanism could be reassembled from the remaining pieces, the winch's drum is missing.

Characters who have a passive Wisdom (Perception) score of 15 or higher also hear a low, gurgling growl coming from the well. A character who succeeds on a DC 17 Intelligence (Nature) check concludes that this growl is most likely coming from an irritated creature.

Talking to Ander

Ander is a wide-eyed, fast-talking, teenage halfling commoner who works as one of Barthen's clerks. He was taking stock of the store when the goblins destroyed the well. Ander is waiting at Barthen's Provisions to talk with the characters when they arrive. He reveals the following information:



Goblins destroyed Barthen's Well when they stole an obelisk shard from the winch

Hex Sharpe

Base of Operations. When Ander chased them off, he heard one of the vandals shout, "Hurry! Back to the Rest!" The vandals then jumped into the well to flee underground.

Description. Ander describes the vandals as "strange folk, bit bigger than me, with long flat ears, big heads, and hands that glowed with strange magic."

Dry Well. Since the attack, the well has been dry. Ander suspects the vandals dammed the well's water source during their escape.

Strange Behavior. The vandals arrived at sundown. Strangely, they didn't go after any of the store's stock; instead, they immediately began destroying the well.

The Clue. The goblins' comment about retreating to "the Rest" is a clue that could help the characters or Gwyn Oresong determine the name of the goblins' outpost.

Helping Ander. Ander mentions that Barthen hopes the party will restore the well's water source, but Ander seems unenthused by the idea. If a character succeeds on a DC 13 Charisma (Persuasion) check, Ander reveals that every time he's drawn water from the well, he's also had vivid nightmares. Ander believes the well is cursed with bad luck and is happy it's out of service.

Unbeknownst to Ander, the water's ill effects were caused by the shard in the winch. These effects no longer plague the well now that the shard is gone.

Encounter: Well Cavern

Should the characters wish to pursue the goblins or investigate the source of the well's blockage, a character can use rope to climb down into the well with a successful DC 10 Strength (Athletics) check. If the characters don't have rope, Ander lends them some from the store's stock. On a successful check, a character climbs the 20 feet into the cavern below the well (map 5.1). On a failed check, a character falls, takes 7 (2d6) bludgeoning damage, and has the prone condition.





Map 5.1: Well Cavern *Player Version*

Mike Schley

When a character enters the cavern below the well, read or paraphrase the following:

> The smell of damp earth, tinged with acrid rot, fills your nose. What looks like the remains of an underground river snakes through this cavern, though a pile of dark rocks blocks its headstream. In the far corner is the source of that scent: a pile of carrion and sewage being dragged by a fleshy, three-legged creature.

An otyugh lurks in the cavern, feasting on a pile of trash it has gathered from the town above. A falling character immediately attracts the otyugh's attention; otherwise, a character must succeed on a DC 11 Dexterity (Stealth) check to avoid the otyugh's notice. The otyugh is hostile to any creature it sees.

Cave-In. It takes 1 hour for a character to dig out the tunnel. If more characters help, the time it takes to dig out the tunnel decreases by 10 minutes per character, to a minimum of 10 minutes total.

The cleared northern tunnel leads eastward to a mountainous outcropping near Zorzula's Rest, though the mining outpost itself isn't visible from the exit of the tunnel. At your discretion, the characters could enter Zorzula's Rest from this point, though they should investigate additional crime scenes first.

Miner's Exchange

During initial construction of the Miner's Exchange, the miners of Phandalin embedded a sparkling shard of obsidian into the building's ceremonial cornerstone. Unbeknownst to them, this shard is part of the obelisk the Sawplee goblins seek. A few days ago, goblins used crude mining supplies stolen from the Miner's Exchange to hack the shard from the cornerstone, damaging the building's integrity. Now, the Miner's Exchange leans precariously, and members of the guild are desperate to repair it.

Crime Scene

When the characters investigate this crime scene, read the following:

> You hear the snapping of wood beams and grinding of stone as you near the Miner's Exchange, quickly followed by panicked shouts. The structure slants precariously as miners clamber around the building's foundation. Standing to one side is Guild Master Halia, her expression tense as she barks orders.

Guild Master Halia Thornton leads the building repair efforts. If a character attempts to talk with Halia, the guild master says tersely that she'll be happy to talk after she's certain the building won't collapse.



The destruction of the cornerstone weakened the foundation of the Miner's Exchange

Hex Sharpe

Repairing the Building. Any of the characters can help repair the Miner's Exchange. A character can help hold up the building's bulk, pass materials to the skilled masons repairing the structure, or use the materials to repair the damage. Each character helping must make a single DC 12 Strength check or DC 12 Dexterity check, whichever is appropriate. A character who attempts either check who also has proficiency in a relevant set of artisan's tools (such as mason's tools) has advantage on their check.

As long as the characters make at least two successful checks, they help finish the repairs. If they don't, Halia grows frustrated. She chides the characters for getting in the way. Halia tells them not to bother her again until the miners are finished repairing the building.

Alternatively, the characters can choose to help with the repair efforts in unconventional ways, using whatever magic or tools are at their disposal. Feel free to adjudicate these unconventional repair efforts as you see fit.

Talking to Halia

Once the Miner's Exchange has been repaired, Halia tells the characters what occurred. She gives them the following pieces of information:

Lone Witness. One evening, a group of goblins attacked the Miner's Exchange. Halia was the only one at the trading post at the time, as the rest of the guild members were drinking at the Sleeping Giant.

Stolen Stone. Halia fought off the goblins to the best of her ability, but she couldn't stop them from taking a piece of the building's cornerstone.

Swapping Blows. Halia was injured in the scuffle, so she couldn't pursue the goblins farther. She knows she hurt a few of the goblins badly, so they couldn't have gotten far.

Strange Magic. During the fight, Halia swears one of the goblins pushed her with some kind of magical, invisible force.

Following the Goblins. Halia has no idea why the goblins were interested in the building's cornerstone; she knows only that a strange "lucky stone" embedded into it is now missing.

If asked where the goblins fled, Halia points the characters toward the woods south of Phandalin.

Encounter: Goblin Camp

The goblins that attacked the Miner's Exchange are camping in a clearing about an hour's walk from Phandalin. The uninjured goblins returned to Zorzula's Rest with the shard in tow, while the others stayed at the camp to patch themselves up.



Map 5.2: Goblin Camp

Mike Schley

The makeshift camp, shown on map 5.2, consists of a few tents and a small fire. The camp is situated in the center of a small clearing. As the characters approach the camp, they overhear one of the goblins complaining about their leader in Common:

> "Hope the others made it back, else Ruxithid's gonna have our heads!"

Currently, three goblin psi brawlers remain at the camp. A character can avoid the goblins' notice by succeeding on a DC 16 Dexterity (Stealth) check. Otherwise, the hostile goblins detect any creature that enters their camp. If one of the goblins is killed, the others try to surrender.

The Clue. Eavesdropping on the camped goblins reveals that the goblin leader's name is Ruxithid. This is a clue that can help the characters or Gwyn Oresong discover the truth.

Interrogating the Goblins. If any of the goblins are captured or charmed, the characters can take the goblins to Phandalin for questioning. See the "What the Goblins Know" section under "Townmaster's Plight" for the different pieces of information the characters can glean from the goblins. What happens to captured goblins is up to you and the players. If the characters ask, Harbin Wester reluctantly holds the goblins in the jail cells at the Townmaster's Hall until the characters can uncover what's going on.

Shrine of Luck

Built from material scavenged from the surrounding wilds, the Shrine of Luck consists of a strange assemblage of rocks and stones. Unbeknownst to the townspeople, one such stone in the shrine originated from the obelisk. This small, obsidian shard was a centerpiece in the shrine's archway for years until a band of goblins came in the wee hours of the morning and plucked it from its perch. This caused the entire arch to collapse atop the shrine, damaging it.

Crime Scene

When the characters investigate this crime scene, read the following:

> Once a striking cairn of colorful rocks and offerings to Tymora, this shrine now looks precarious. You see two figures attempting to move some of the shrine's larger rocks: the elf Sister Garaele and a human girl no more than ten years old.

The young girl working alongside Sister Garaele is Tamara Stonehill, the daughter of innkeeper Toblen Stonehill. Early one morning, Tamara visited the Shrine of Luck to pray with her mother, Trilena. However, as they were walking up, part of the shrine collapsed, and three small creatures—the goblins—hurried away from the rubble carrying a stone. Tamara and Trilena have since been helping Sister Garaele rebuild the shrine; Tamara is sorting through smaller chunks of rubble to find still-usable pieces, while Trilena is retrieving food and water at the Stonehill Inn.



Goblins damaged the Shrine of Luck when they removed the obelisk shard from the pinnacle of the arch

Hex Sharpe

Sister Garaele. Sister Garaele returned to Phandalin from a Harper mission a few hours after the shrine was vandalized. As such, she knows little about what occurred. If asked for information, she refers the characters to Trilena and Tamara.

Regardless, Garaele is visibly upset that the shrine has been desecrated. She gladly accepts any offers of help to rebuild and rededicate the shrine. A character can try to help by making a DC 15 Wisdom (Survival), Wisdom (Religion), or Dexterity (Acrobatics) check. On a failed check, the shrine crumbles more, and the character takes 2 (1d4) bludgeoning damage from falling rocks.

After three successful checks, the shrine is repaired.

Investigating the Scene. Map 5.3 shows the shrine and the surrounding area. Characters searching the shrine for clues find a broken mining pick among the rubble; small, hastily made footprints leading down a nearby alley; and the glint of an axe embedded in the wall of one of the nearby buildings.

The Clue. A character who examines the axe and succeeds on a DC 17 Intelligence (History) check recognizes the runes etched into the axe as duergar in origin. Gwyn Oresong recognizes the runes' origin immediately, and the axe is a clue that can help her lead the characters to Zorzula's Rest.





Map 5.3: Phandalin Alleys *Player Version*

Mike Schley

Talking to Tamara

Tamara, a precocious ten-year-old, is focused on rebuilding the shrine. A character can convince her to answer questions while she's working by succeeding on a DC 14 Charisma (Persuasion) check. Once the shrine has been repaired, Tamara answers the characters' questions freely.

Tamara knows the following pieces of information:

Regular Worship. Trilena and Tamara visited the shrine at dawn to make their weekly offering to Tymora, only to see the shrine suddenly cave in.

Small Shadows. Both Trilena and Tamara saw three squat shadows hurry away from the shrine after it fell. Tamara swears she also heard a gaggle of shrill voices just before it fell, though she didn't understand the language the voices were speaking.

Stolen Centerpiece. Based on how the stones fell, Tamara figures that someone must have taken the centerpiece of the shrine's rock archway without replacing it. She remarks that the stone was a very pretty, shimmery black color.

Being worshipers of Tymora, both Trilena and Tamara can explain the shrine's significance and traditions to the characters if they aren't yet aware.

Sleeping Giant



Goblins smashed the bar at the Sleeping Giant and stole an obelisk shard

Axel Defois

With the Redbrands' operation curtailed by the characters, the Sleeping Giant is no longer a meeting place for criminals. Most townsfolk are still wary of the place, though a few have started coming to the tavern for cheaper drinks.

Beyond its connection to the Redbrands, the Sleeping Giant is known for its collection of curios, amassed from travelers visiting Phandalin. One such curio was embedded in the bar itself: a near-spherical piece of glittering obsidian. Local myth says it is a piece of the petrified giant that gave the tavern its name. In reality, this is an obelisk shard.

During the night, a band of goblins broke into the Sleeping Giant, smashed the bar to extract the obelisk shard, and ransacked the kitchen. The bar's owner, a dwarf named Grista, chased the goblins away, but not before the tavern sustained significant damage.

Crime Scene

When the characters investigate this crime scene, read the following:

> The taproom of the Sleeping Giant is quiet, save for the occasional thunk of tankard against table. The bar itself is in shambles, the wooden stiles smashed to splinters and the top split in half. Nevertheless, a tall purple tiefling works behind the broken counter, diligently cleaning mugs and plates under the watchful eye of the surly dwarf owner, Grista.

Grista gruffly greets the characters. The dwarf makes it clear that she despises Harbin and his attempts to govern the town, but she wants the criminals who destroyed her bar brought to justice. She gives the characters free rein to poke around the tavern as necessary.

The only other individual in the Sleeping Giant is the bartender, a nervous tiefling named Wheel-of-Fortune, who is a new arrival in Phandalin.

Investigating the Bar. The bar is in splinters, and the tavern's lockbox has been broken open and looted. Characters who investigate the bar spot crudely carved pieces of graffiti under the counter.

The Clue. The legible parts of the graffiti read, "Zorz ws here." This is intended to say, "Zorzula was here," and the goblins left the graffiti in reference to Zorzula's Rest. The graffiti is a clue that can help the characters or Gwyn Oresong pinpoint the goblins' lair.

Investigating the Kitchen. The Sleeping Giant's kitchen area suffered less damage than the bar, but many of the barrels and crates of foodstuffs have been ransacked. A character who succeeds on a DC 15 Wisdom (Perception) check while scanning the kitchen notices a trail of stray copper and silver pieces on the ground. These coins, stolen from the tavern's lockbox, spilled from the goblins' bag as Grista chased them away.

There is a total of 5 sp and 7 cp. Following the trail of coins leads to the tavern's fireplace, through which the goblins fled. Checking out the roof triggers the "Encounter: Rooftop Stash" section.

Talking to Wheel-of-Fortune

Wheel-of-Fortune tries their best to help the characters and offers the characters free drinks. If a character accepts a drink from Wheel-of-Fortune, read or paraphrase the following:

> In a smooth motion, Wheel-of-Fortune grabs a clean mug and fills it to the brim. Before handing it to you, the tiefling moves to tap the mug against the counter, only to stop mid-motion and blush sheepishly.

Wheel-of-Fortune explains that there used to be a large shard of black stone embedded in the counter, but it's been missing ever since the raid occurred. The stone supposedly brought good luck, and every time they served a drink, Wheel-of-Fortune would tap the mug against the stone.

A character who succeeds on a DC 12 Wisdom (Insight) check intuits that Wheel-of-Fortune is hiding something. When pressed, Wheel-of-Fortune explains that every drink they poured ended up being slightly "off" in some way: the ale often caused a headache, and the mead shimmered with an oil-slick iridescence. Wheel-of-Fortune doesn't know how this keeps happening and is embarrassed by their ineptitude, believing they're cursed. (Unbeknownst to them, close proximity to the obelisk shard in the counter caused the ill effects.)

Wheel-of-Fortune wasn't present when the goblins raided the tavern. If asked about the raiders, the tiefling directs the characters to speak with Grista.

Talking to Grista

Grista grudgingly shares the following information:

Awakened Rudely. Grista awoke to the sound of wood being shattered. When she finally climbed downstairs, she saw a group of five small creatures destroying the bar and ransacking the kitchen.

Churlish Children. Grista initially mistook the creatures for misbehaving children due to their stature, but then she noticed their long, flat ears and sharpened teeth. They also all carried weapons.

Damaged Bar. Much to Grista's surprise, the creatures didn't steal much food; instead, they focused on destroying the bar.

Fled When Chased. She chased the creatures from the bar with a broom. When she did, several of the creatures fled through the fireplace and climbed up the chimney.

Grista didn't recognize the creatures as goblins. If asked about the black stone once embedded in the counter, Grista claims it has no special properties.

Encounter: Rooftop Stash

When the goblins fled, they accidentally dropped the bag of stolen coins on the roof. Now, three of the goblins have returned to retrieve the bag. Use map 5.4 for this encounter.



Map 5.4: Rooftop Stash



Player Version

Mike Schley

If a character follows the trail of coins to the roof, or when the characters decide to finish their investigation at the Sleeping Giant, read or paraphrase the following:

> A shrill shriek echoes from the roof of the Sleeping Giant. You see three goblin figures standing atop the building, muscles tensed in surprise. Green energy crackles around the fists of two of the goblins. The third wields a blade of the same energy and hefts a large cloth sack over her shoulder.

The goblin holding the sword and the sack is a goblin psi commander, and the other two goblins are goblin psi brawlers. All three goblins attack once spotted.

During the ensuing combat, the goblins do their best to stay on the roof of the two-story tavern, using the high ground to their advantage.

Once one of the goblins has been defeated, the remaining goblins flee, ditching the bag of coins.

Treasure. The bag contains most of the tavern's weekly profit: 10 gp, 14 sp, and 17 cp. If the characters retrieve the bag from the goblins and return it to Grista, she is grateful. She offers the characters free meals for a week for their help, though the food isn't the greatest.

Zorzula's Rest

Zorzula's Rest is an ancient duergar mining outpost located in one of the Sword Mountains east of Phandalin. The meaning of its name has been lost to time, though some history books mention a powerful duergar leader named Zorzula, who commanded mining operations throughout the Sword Mountains. However, duergar control of the outpost ceased centuries ago when Zorzula's Rest was overtaken by mind flayers.

After conquering the outpost, the illithids reigned over the area for decades, even at one point housing an elder brain within the outpost's underground sanctum. Eventually, the mind flayer colony also abandoned the outpost when their underground empire fell, but echoes of their presence still cling there.

Zorzula's Rest is still the home of an enclave of secretive goblins who call themselves the Sawplees. These goblins have inhabited the outpost for generations, with some of their number displaying psionic abilities that trace to the aberrant influence of the mind flayers who also once lived there. Only recently have the goblins ventured beyond the outpost and ransacked nearby areas.

This effort is helmed by a goblin named Ruxithid the Chosen, who receives orders telepathically using a special crystal from his "mighty gods"—actually the group of mind flayers at the heart of this adventure. (See the "Indigo Sanctum" section for more.) Ruxithid incorrectly believes these specific mind flayers are the source of some of the goblins' psionic abilities, and he believes that these "gods" will reward him handsomely for his obedience.

In addition to retrieving the Netherese obelisk shards, Ruxithid and his goblins are also tasked with acquiring offerings for their gods in the form of townspeople from Phandalin. Some of these kidnap victims are in deeper parts of the Underdark (see later chapters), though a few are held within the depths of the outpost.

Approaching the Outpost

Once the characters learn the location of Zorzula's Rest from Gwyn Oresong, the journey to the outpost is easy. Zorzula's Rest is a day's travel from Phandalin. When the characters near the outpost, read or paraphrase the following:

> Slowly, the mountainous terrain begins to change. Gray gravel darkens to ash-black, and shrubbery becomes dry and sparse. Instead of the brisk cold of most mountain peaks, the air starts to warm.
>
> Ahead of you rises a tall cliff face, in which is set a pair of forbidding obsidian doors: the entrance to Zorzula's Rest.

Zorzula's Rest, depicted on map 5.5, is housed within the massive mountain. There are three potential points of entry into Zorzula's Rest: the front doors (area Z1), the hot spring vent (area Z6), or the pantry tunnel (area Z9). A character can discover the spring vent and pantry tunnel by scouting the area and succeeding on a DC 16 Wisdom (Perception) check. The characters also might know about the pantry tunnel entry from their investigations in Phandalin.

Features of Zorzula's Rest

Zorzula's Rest has the following noteworthy features.

Sulfuric Lava

The outpost is built atop a sulfuric lava spring. The sulfur colors the lava bluish-purple and fills the air with toxic fumes. A creature that breathes in the area's fumes must succeed on a DC 10 Constitution saving throw or gain the poisoned condition for 1 hour. Creatures with resistance or immunity to poison damage automatically succeed on this saving throw. A creature who succeeds on this saving throw is immune to the effects of the area's toxic fumes for 24 hours. All creatures that reside in Zorzula's Rest are immune to the fumes.

Walls and Floors

The walls and floors of the outpost are made of gray igneous stone. The mining tunnels carve through packed earth and rocky sediment.

Ceilings

Unless otherwise stated, room ceilings are 15 feet high and vaulted, and tunnel ceilings are 10 feet high and flat.

Lighting

Geometric grooves are carved into the outpost's ceiling and walls. The grooves allow lava to flow through and illuminate the outpost's interior with dim blue light. The mining tunnels are dark unless otherwise noted.

> Tunnels Galore!
>
> Map 5.5 and the corresponding location descriptions detail the main areas of the mining tunnels. However, several smaller, splinter tunnels branch off these areas. These tunnels were once used in the ancient duergar's mining operations, but now lay abandoned.
>
> The contents of these splinter tunnels is unimportant to the bulk of the adventure. If the characters want to explore these areas, feel free to fill these additional tunnels with whatever treasure or monsters you see fit.

Zorzula's Rest Locations

The following locations are keyed to map 5.5.



Map 5.5: Zorzula's Rest

Mike Schley



Player Version

Z1: Entrance

> The towering stone double door before you is free of ornamentation. Two arrow slits, one on each side of the door and each about 10 feet above the ground, guard the entrance.

The entry door is unlocked but closed and is too heavy to push open except with 1 minute of effort, though a knock spell or similar magic opens it with ease. Pulling a lever in area Z2 causes the doors to swing inward, stone grinding against stone.

Arrow Slits. Two goblin psi commanders are positioned at the entrance's arrow slits. The arrow slits are 10 feet above the ground and can be reached from inside Zorzula's Rest via the spiral staircases in area Z2. The parapet shown on map 5.5 in area Z2 connects the two arrow slits, which grant all of the creatures on the ledge three-quarters cover against attacks made from outside the outpost.

The goblins are cautious of outsiders but gullible, and they resent Ruxithid for putting them on guard duty. A character can convince the goblins to open the door with either a successful DC 15 Charisma (Deception or Persuasion) check or a bribe worth at least 25 gp. If the characters threaten violence, the goblins attack. Three rounds later, reinforcements from area Z3 arrive.

Z2: Vestibule

> Dim blue light bathes the outpost's humid interior as spiral staircases rise along this area's northern walls. Distantly, you hear the faint sound of chatter and utensils clattering on dishes.

On either side of the door stands a thin spiral staircase, which ascends to one of the arrow slits guarding the entrance, as described in area Z1. The parapet that runs underneath the arrow slits includes a lever that opens the double door. The lever is directly above the doors.

Z3: Mess Hall

> Blue-tinted lava flows through geometric carvings that run along the walls' top edges, bathing the room in eerie light. Three rectangular stone tables stretch the length of the room along with several sets of stone benches. A handful of goblins sit at these tables, shoveling gritty white porridge into their mouths.
>
> On one side of the room, a window provides a view of the outpost kitchen.

At any time, 2d4 goblins eat in the mess hall, along with 1d6 goblin psi brawlers and 1d4 goblin psi commanders.

If they notice an intruder in the mess hall, the goblins panic and attack. The goblins attempt to overwhelm any intruder with sheer numbers, aiming to subdue instead of kill. If all characters are reduced to 0 hit points, they wake up as prisoners inside the Indigo Sanctum's left wing (see the "Sanctum Showdown" section) alongside Phandalin's kidnap victims. Characters who enter the mess hall disguised as goblins can make a DC 15 Charisma (Deception) check, passing through unnoticed on a successful check.

A character can attempt to keep the goblins from attacking by making a DC 13 Charisma (Intimidation or Persuasion) check. On a successful check, the goblins cease fighting but remain wary of the party. The goblins then attempt to broker a deal with the characters, allowing the party to traverse the outpost if they take care of the monsters haunting the outpost's forge (area Z7).

Z4: Bunks

The door to the bunks is unlocked and ajar.

> Snoring fills this room. Numerous messy bunk beds line the walls, their sheets crumpled. A dark opening in the west wall reveals an empty shaft framed with a metal truss.

At any given time, 1d6 goblin psi brawlers sleep in the bunks. Characters who enter the room must succeed on a DC 17 Dexterity (Stealth) check to avoid waking the goblins.

If awoken, the goblins in the bunks flee and call for help. However, a character who succeeds on a DC 16 Charisma (Intimidation or Persuasion) check can convince the goblins to be quiet and not mention the party's presence to others—on the condition that the characters help the goblins by defeating the monsters in the forge (area Z7).

If asked about Ruxithid, the goblins state that he's probably in the blue room communing with the mighty gods that gave him and the other psionic goblins their powers. This refers to the Indigo Sanctum, which is across the bridge (area Z19). The goblins aren't aware of any more details regarding Ruxithid's grand plan.

Mine Shaft. The gap in the west wall opens into a shaft that descends 30 feet. This shaft once held a magical lift that the duergar miners used as transport into the mining tunnels, but the lift has since fallen into disrepair.

A character who inspects the lift and succeeds on a DC 10 Intelligence (Investigation) check uncovers the lift's broken mechanisms as well as its former power source: a dull and cracked shard of iridescent crystal that occasionally sparks with magical energy. Any character proficient in the Arcana skill can tell that the crystal can be recharged by touching it and expending a spell slot of 1st level or higher. The mechanisms in turn can be repaired with a successful DC 16 Intelligence (Arcana) check; if the character has proficiency with tinker's tools, this check is made with advantage.

Once repaired, the lift continuously moves between the bunks and the mining tunnels, with a 1-minute stop at each location.

Z5: Latrines

> The reek of waste wafts from these latrines. The walls here are lined with long wooden benches with equidistant holes, which empty into a large trench. In the center of the room is a long trough filled with murky water.

The waste from the latrines has stagnated here.

Secret Door. Characters who have a passive Wisdom (Perception) score of 13 or higher notice a slight depression in the latrine's northwest corner. Pushing on this depression reveals the entrance into the outpost's hidden hot spring (area Z6).

Z6: Hot Spring

> A large, natural pool brimming with turquoise water burbles at the center of this chamber. Steam coils off the water's surface, rising to a vent in the cave ceiling. The water itself sparkles with an inviting, tranquil glow.

The hot spring has magical restorative properties that were used by the ancient duergar who inhabited the outpost. The entrance was sealed away by the mind flayers (who despised the hot spring), but the goblins have since unearthed it, though the entrance is still hidden in area Z5.

The hot spring is 15 feet deep. For every 10 minutes a creature spends submerged in the hot spring, that creature regains 3 (1d6) hit points.

Vent. Located 40 feet above the hot spring's surface is a vent in the mountainside, which allows the steam to escape. Characters can use this vent as an alternate exit from or entrance to Zorzula's Rest. A successful DC 18 Strength (Athletics) check is needed to climb toward and into the vent.

Z7: Overlook Forge



In Overlook Forge, undead artisans mimic the tasks they undertook in life. They are hostile to any who disturb them

Domenico Cava

The Sawplee goblins have barricaded the entrance to the forge because they're afraid of the monsters lurking there. Characters who have a passive Wisdom (Perception) score of 12 or higher hear a low moaning sound and shuffling footsteps right outside the door.

A character must succeed on a DC 12 Strength (Athletics) check to remove the barricade.The three figures are feral ashenwights, undead spirits who perished in the mind flayers' takeover. The ashenwights are hostile and attack immediately.

> Floor-to-ceiling glass windows overlook a churning lava sea. Three large, blackened anvils stand in a row, and unfinished pieces of weaponry and armor litter the room. Above, a stationary conveyor of buckets casts ominous shadows across the forge floor.
>
> Standing at each of the anvils is what appears to be an ashen husk of a gray-skinned dwarf. All three pantomime metalwork in eerie synchronization. As they turn toward you, they brandish sharp chunks of black rock. With gasping, angry cries, the figures surge forward.

Bucket Conveyor. The buckets hanging from the forge's ceiling are part of a conveyor system built to transfer ore to the forge from the mining tunnels below. The conveyor system is currently broken.

A character who inspects the area and succeeds on a DC 10 Intelligence (Investigation) check uncovers the conveyor system's broken mechanisms as well as its dull power crystal. This crystal is the same kind as the one in area Z4, and it and the broken mechanisms can be repaired in the same ways. Any character proficient in the Arcana skill can tell that a crystal can be recharged by touching it and expending a spell slot of 1st level or higher.

Once recharged, the buckets continuously move between the forge and the mining tunnels' storage chamber (area Z18). A character attempting to climb up and ride the moving buckets must succeed on a DC 15 Dexterity (Acrobatics) check or fall 20 feet to forge's floor, taking 7 (2d6) bludgeoning damage. The forge has a tall stepladder used to access the buckets' contents.

Treasure. Numerous weapons and armor pieces are scattered about the forge. A character who succeeds on a DC 13 Intelligence (Investigation) check finds one of the following items. If the check succeeds by 3 or more, the character finds two items, instead of one. You can choose which item a character finds:

- A longsword decorated with shimmering filigree, worth 200 gp
- A bronze breastplate studded with quartz, worth 500 gp

- A gold-tipped javelin of lightning
- A set of delicate silver bracers of archery

Z8: Kitchen

> Strips of unidentifiable dried meat and herbs dangle from the ceiling of this kitchen. A squat iron stove stands to the side, its insides glowing with still-smoldering coals. Burlap sacks filled with grain and vegetables are scattered about the floor.
>
> A faint snuffling echoes from around the corner, and you see a hulking badger burrowing its face hungrily into a sack of food. The badger looks at you, snorts with happy friendliness, and returns to its meal.

A window in the west hall allows the mess hall to be viewed from the kitchen, and vice versa. The giant badger snuffling through the kitchen is the goblin enclave's unofficial pet. A dirty rope holds a crude name tag around the giant badger's neck; the name tag says "Bessie" in Goblin.

Bessie burrowed into the outpost through the pantry one day and has been the enclave's "best girl" ever since. She's friendly to all and loves belly rubs.

Z9: Pantry

> The stone of the outpost gives way to a floor of cool, packed earth. Barrels and crates crowd the space, and the smell of mildew is thick in the air. A small tunnel has been dug through the back of the pantry.

Most of the food in here is stale and half-eaten.

Treasure. A character who searches the pantry and succeeds on a DC 15 Intelligence (Investigation) check finds two potions of greater healing and one potion of psionic fortitude sitting behind dusty bottles of sour wine.

Tunnel. In the back of the pantry is the tunnel Bessie the badger dug. This tunnel leads outside the outpost and can be used as an alternate entrance.

A Medium creature can crawl through the tunnel without squeezing.

Z10: Captain's Suite

Once reserved for the captain of the mining expedition, this private bedroom now serves as Ruxithid's personal quarters. The door to the suite is locked, but a character can use thieves' tools to try to pick the lock, doing so with a successful a DC 15 Dexterity check. Alternatively, a character can force open the door with a successful DC 15 Strength (Athletics) check. Ruxithid, found in the Indigo Sanctum later in this chapter, has a key. The goblin leader doesn't allow any others access to this room.

> These personal quarters contain a large, plush, four-poster bed covered in silk sheets. Stone shelves bearing books and ornamental ceramic jars line the walls alongside dust-covered banners embroidered with Dwarven runes. In one corner stands an elegant mahogany desk, on top of which is a map and several crumpled notes.

The map on the desk is a copy of the map found in Ruxithid's war room (see the "Sanctum Showdown" section), but it's missing the location labels. While inspecting the room, characters who have a passive Wisdom (Perception) score of 15 or higher also notice a faint murmuring coming from one of the ceramic jars—a smooth, onyx-black jar with geometric engravings inlaid with blue gemstones—displayed in the bookcase.

Murmuring Jar. The murmuring jar is actually a canopic jar that holds the soul of a neutral duergar named Hjoldak Hollowhelm, the last mining captain of Zorzula's Rest. Hjoldak's soul was imprisoned in the jar by the mind flayers when they overtook the outpost; he has remained trapped in the jar ever since.

Hjoldak can see normally while trapped in the jar and can still speak, though his voice comes out no louder than a whisper. Upon seeing the characters enter the room, he attempts to grab their attention (he has been attempting to get Ruxithid's attention for years now, to no avail). If the characters stop to listen to him, he desperately explains his plight and asks the characters to free him. He also claims to know the goblins' plan and offers to aid the characters. However, a character who succeeds on a DC 13 Wisdom (Insight) check intuits that while his offer of help is earnest, Hjoldak knows less than he claims.

The jar is sealed with an intricate puzzle lock, requiring the body and lid of the jar to be moved at the exact right place and angle to open. A character can open the lock by succeeding on a DC 15 Intelligence (Investigation) check. Characters can also attempt to break the jar open by making a DC 20 Strength (Athletics) check, smashing the jar on a success. Once freed, Hjoldak's soul manifests as a peaceful psionic ashenwight.



Hjoldak

Brian Valeza

Hjoldak's Help. Hjoldak knows the outpost's layout, including the hidden rooms. If freed, he happily serves as a guide for the characters. Hjoldak also knows how to fix the elevator, bucket conveyor, and mine carts in the complex.

If asked about Ruxithid and the goblins, Hjoldak admits that he doesn't know much about their plans. He explains that Ruxithid's stays in this room have become increasing infrequent. Whenever Ruxithid comes, the goblin always seems distracted, poring over scraps of paper and then leaving in a manic rush. Hjoldak surmises that the goblin leader must be planning or working somewhere deeper within the outpost.

Treasure. The room has two hidden stashes of treasure: a smaller compartment in the bed frame, and a larger vault. Hjoldak knows the location of both stashes as well as how to open them.

The bed frame's compartment was used to store weapons and other means of defense in case of an emergency. A character must succeed on a DC 20 Intelligence (Investigation) check to find the outline of the bed frame's compartment. Pushing the compartment's panel opens it; inside is a dagger of venom and an emerald elemental gem.

Secret Door. Any character who examines the north wall and succeeds on a DC 16 Wisdom (Perception) check notices a small section of wall engraved with four Dwarvish runes. The runes are (from left to right) "storm," "death," "light," and "wind." These runes are the key to opening the room's hidden vault (area Z11).

The runes must be tapped in the correct order to open the vault. The correct order is the same as the runes' order on the wall, from left to right: storm, death, light, and wind. If a creature taps the runes in the wrong order, the vault's trap triggers, and the creature must make a DC 15 Dexterity saving throw. On a failed save, the creature takes damage that varies depending on the last rune the creature tapped:

Death. 13 (3d8) necrotic damage

Light. 13 (3d8) radiant damage

Storm. 13 (3d8) lightning damage

Wind. 13 (3d8) force damage

Once the correct sequence has been tapped, the secret door in the wall opens, revealing area Z11.

Z11: Vault

> The stale air in this vault indicates it hasn't been opened in many years. Inside is a dust-covered assortment of coins, gemstones, and cloth.

Treasure. The vault contains a multitude of ancient duergar coins—56 pp, 350 gp, 189 sp, and 304 cp—as well as four pieces of jade worth 100 gp each and one large peridot stone worth 500 gp. Additionally, folded neatly against the wall are three richly woven but dusty duergar tapestries worth 75 gp each and a velvet brocade worth 145 gp.

Z12: Mining Tunnels Entrance

> This small chamber of dirt and stone holds the entrances to three tunnels, leading northeast, east, and southeast, respectively. A shaft leads to the upper level.

The mine shaft is 30 feet long and ascends to the outpost's bunks (area Z4). If the characters fixed the elevator in the bunks, they can use it to reach the outpost level.

Z13: Mine Cart Maintenance Chamber

> A rickety set of tracks runs the length of this chamber. Half a dozen rusty mine carts sit unused on these tracks, wheels bent and cobwebs blanketing the trolleys. The ground is littered with ancient refuse, and open crates filled with dust-covered tools line the cavern walls. Propped against these crates are three skeletons, their skulls shattered and caved in.

The bones are the remains of three duergar, ghastly remnants of the illithids' invasion long ago. A character who studies the bodies and succeeds on a DC 16 Intelligence (Arcana) or Wisdom (Medicine) check realizes that the crushed skulls are indicative of mind flayers' brain extractions.

Mine Carts. The mine carts are in disrepair and roll squeakily along the track. Each mine cart is meant to be self-propelled. A character who examines the mine carts and succeeds on a DC 10 Intelligence (Investigation) check uncovers the carts' main propulsion mechanism: dull pieces of the same iridescent crystal material used to power the elevator in area Z4 and the bucket conveyor in area Z7. Any character proficient in the Arcana skill can tell that a crystal can be recharged by touching it and expending a spell slot of 1st level or higher.

Once the carts have been recharged, a character can pull a track switch and transfer the fixed mine carts onto the main track. The main track runs in a circle, passing through the storage chamber (area Z18), the strip mine (area Z15), and the crystal cavern (area Z14).

Treasure. The goblins have already looted the coin pouches of the skeletons. However, a character who succeeds on a DC 15 Intelligence (Investigation) check can recover a cobweb-covered pair of bracers of celerity from one of the duergar.

Z14: Crystal Cavern

> The tunnel opens to a twenty-foot-high, cylindrical chamber. The cavern looks like the inside of a geode, the walls encrusted with crystals that spark and glow. A mine cart track spirals around the cavern before plunging deeper into the mountain.

Three gricks hide among the rocks and crystals, waiting to ambush potential prey.

The first time the characters enter this cavern, every character must make a DC 16 Wisdom (Perception) check. On a failed check, a character is surprised by the gricks as the creatures attack.



The gricks in the crystal cavern look eerily like their surroundings

Crystal Sully

Crystals. The iridescent crystal spires that cover the cavern spark with magical energy. The crystals can be harvested to power various machinery in the outpost, such as the lift in area Z4, the bucket conveyor in area Z7, and the mine carts in area Z13.

Characters can attempt to mine the crystal spires that line the walls. Each crystal spire has AC 15, 25 hit points, and immunity to poison and psychic damage. When a character deals damage to a spire, the character must succeed on a DC 16 Dexterity saving throw or take 5 (2d4) force damage, as the crystals' magical energy lashes back at the character.

Once a spire has been reduced to 0 hit points, it shatters into 1d6 salvageable shards. Each shard can be used as a spellcasting focus, and these shards can be used to replace the drained shards of the elevator, bucket conveyor, and mine carts in lieu of recharging them with spell slots. The shards are worth 15 gp each to a spellcaster.

Mine Carts. The mine cart track runs through the crystal cavern, entering from the cliff mine (area Z15) before spiraling downward through the cavern. When the mine carts enter the cavern, they slow but don't stop completely, which allows materials to be loaded safely.

Z15: Cliff Strip Mine

> Three levels of wooden scaffolding line this thirty-foot-tall cliff of dark stone. On the bottommost scaffolding are six figures digging at the rock face. Along the length of the cliff runs an elevated set of rickety mine cart tracks.

Three feral ashenwights and three psionic ashenwights occupy the cliff's lowest scaffolding. They mimic the mining they did in life, clawing at the rock in search of precious material.

Fixated on the rock wall, the feral ashenwights become hostile toward anyone who attacks them. The psionic ashenwights are aware of their surroundings and have seen Ruxithid and his entourage pass through the mine numerous times. A character can convince the psionic ashenwights to divulge where Ruxithid went by succeeding on a DC 15 Charisma (Persuasion) check or by offering coins or gems worth at least 50 gp total. The psionic ashenwights direct the characters to the sanctum crossing (area Z19).

Mine Carts. The mine carts run along tracks atop the upper tier of scaffolding.

Z16: Cesspit

> The acrid scent of sewage bombards your senses. The tunnel opens to reveal a cavern flooded with wastewater. Dripping stalactites partially obscure a lumbering mass of black chitin and translucent pale skin, lapping up the sewage hungrily.

The creature is an otyugh mutate. Long ago, duergar miners captured and brought several otyughs from the Underdark to serve as a convenient way to dispose of the outpost's waste. The otyughs survived the mind flayers' attack, continuing to feast on the remains and waste of the illithids' prisoners; however, the aberrant energy exuded by the mind flayers warped the otyughs and their descendants. Now this mutated otyugh gorges itself on the goblin enclave's sewage.

A character who succeeds on a DC 15 Intelligence (Arcana) check recognizes the creature's den habits and diet as those of an otyugh, though its physical appearance is radically altered. Any character who encountered the otyugh beneath Barthen's well in Phandalin makes this check with advantage.

Characters who wish to avoid the otyugh mutate's notice must succeed on a DC 12 Dexterity (Stealth) check. If the otyugh mutate notices an intruder in its den, it becomes hostile and attacks.

Treasure. The otyugh mutate's translucent skin provides a window into its stomach. Characters who have a passive Wisdom (Perception) score of 14 or higher notice the glint of opalescent metal swirling around in its gut; this is a luminous war pick that the otyugh mutate accidentally swallowed while feasting on the corpse of a goblin. The magic item can be easily retrieved from the otyugh mutate's body once it has been slain.

Z17: Shrine to Ilsensine

> This sparse cavern contains the statue of a heroic dwarf wearing ceremonial armor, but the monument is broken into large chunks. The statue's decapitated head is lying on the floor. Scrawled into the statue's base is a strange symbol. Smears of a strange, dark, dripping fluid mar the iconography.

A character who succeeds on a DC 17 Intelligence (Religion) check recognizes the iconography of the defaced shrine as that of Ilsensine, the patron deity of the illithid empire. The shrine was built atop a broken duergar statue, and someone has recently defaced it.

After Ruxithid assumed leadership of the enclave, a group of goblins discovered the shrine and destroyed it. If any of the goblins are asked why they destroyed the shrine, they emphatically insist that they loathe the shrine's presence, but they are unable to elaborate further. (Unbeknownst to them, this compulsion to destroy the shrine stems from Ruxithid's connection to Ilvaash, a Far Realm godlet who despises Ilsensine.)

Evil Energy. This monument is now infused with evil Far Realm energy. The first time a character touches or examines the shrine, the character must make a DC 20 Charisma saving throw. On a failed save, the character is plagued by a piercing headache, and whenever the character closes or opens their eyes, they briefly see a flash of shadowy, alien tendrils creeping at the edge of their vision. Additionally, the character has vulnerability to psychic damage. The effect lasts until it is ended by a spell or magical effect that lifts a curse, such as greater restoration or remove curse.

Treasure. A character who interacts with the shrine and succeeds on a DC 15 Intelligence (Investigation) check finds a ring of mind shielding in the rubble, left long ago during the mind flayers' reign as an offering to Ilsensine.

Z18: Storage Chamber

> Stacks of crates fill this chamber. Some are half-covered by dusty tarps that barely hide the ore within, while others are nailed shut. The creak of metal echoes from a conveyor of buckets that runs from the floor of the cavern to a hole near the ceiling. A set of mine cart tracks pass through the northwest end of the cavern.
>
> A massive, conical iron drill, its insides roaring alight with blazing red fire, charges toward you with a piercing screech.

The iron drill is a fiendish auger, a remnant of the ancient duergar mining operation. It attacks the characters who enter the chamber.

Treasure. In total, the various open crates around the chamber hold 30 pounds of unrefined iron ore. Characters can take this ore to the smith in Phandalin, who can refine the ore into seven iron ingots worth 25 gp each.

Additionally, three smaller, sealed crates are situated around the chamber. Each crate can be pried open with a successful DC 12 Strength (Athletics) check. These crates contain the following:

- A translucent, light-blue crystal shard veined with indigo light (gem of brightness)
- Four large chunks of blue quartz, worth 30 gp each

- A fist-sized amethyst worth 250 gp

Bucket Conveyor. If the characters repaired the bucket conveyor system in the forge (area Z7), they can use the buckets to move between the mining level and the outpost level. A character attempting to ride the buckets must succeed on a DC 15 Dexterity (Acrobatics) check or fall 10 feet to chamber floor, taking 3 (1d6) bludgeoning damage.

Mine Carts. The mine cart track runs through the storage chamber. The mine carts automatically slow—but do not stop completely—when they enter the chamber, allowing materials to be loaded safely.

Z19: Sanctum Crossing

> The thick heat of the churning lava below washes over the stone bridge. At the far end is an obsidian pyramid. Its faces bear relief carvings of ancient dwarves feasting, celebrating, and tending to their injured. Its vertices are carved with intricate geometric patterns inlaid with silver. A recessed double door stands before the pyramid. The door's faces are adorned with runes and circular channels glowing faintly with green energy.

The bridge and ledge before the sanctum's entrance are both 20 feet above the lava.

Sanctum Door. The door to the sanctum elevator is sealed. The circular engravings on the door form a magical lock that can be opened only with psionic energy. A character who studies the door and succeeds on a DC 15 Intelligence (Arcana) check discerns the nature of the door's lock; if a character can read Dwarvish, the character makes this check with advantage since the door's magical runes are of dwarven origin.

The lock is a Small magical object that has AC 12, 30 hit points, and immunity to all damage except psychic damage. As damage is dealt to the lock, the engraving's glowing green energy steadily becomes brighter. When the lock is reduced to 0 hit points, the door to the sanctum slides open. The lock and doors remain open for 10 minutes, after which they seal again.

If the characters can't deal psychic damage to the lock, they can attempt to convince a goblin psi brawler or goblin psi commander to do so by succeeding on a DC 12 Charisma (Intimidation or Persuasion) check (or they can bribe or charm the goblins). They can also open the lock with a successful DC 18 Dexterity check using thieves' tools.

The lock and doors can be easily opened from the inside. The doors lead to a 15-foot-diameter circular stone platform that automatically moves between the sanctum crossing and the sanctum itself. The platform ascends and descends continuously, with a 1-minute stop at each location. It takes the platform 30 seconds to travel the 30-foot vertical drop between the crossing and the sanctum interior.

Indigo Sanctum

During the days of the duergar mining operation, the Indigo Sanctum of Zorzula's Rest served as a sacred hall. Hidden deep within the recesses of the mountain, the Indigo Sanctum was a place of rest, rejuvenation, and safety for duergar and their allies alike.

However, when the mind flayers conquered the mining outpost, they perverted the sanctum for their own malevolent designs. What was once a blessed hall became the home for the colony's elder brain. Long after the mind flayers left the mining outpost, the psionic remnants of their presence still cling to the sanctum like a disease.

Recently, Sawplee leader Ruxithid entered this sanctum. When he did, he came to the attention of a group of Far Realm–worshiping mind flayers, who were studying the region in search of a capital for their new mind flayer empire. Once they settled upon Phandalin as their target—and the shattered Netherese obelisk as the conduit for their scheme—the group enchanted a crystal to serve as a telepathic link between themselves and Ruxithid.

An underling of the mind flayer fanatics then left the crystal for the goblin leader to find. Once Ruxithid embedded the crystal into his brain, the goblin leader heard the mind flayer fanatics' psychic voices in his mind and believed he was communing with gods. They instructed Ruxithid to find the lost pieces of the shattered Netherese obelisk, instigating the Sawplees' crimes in Phandalin.

Now, Ruxithid meditates in his sanctum, communing with his mighty psychic overlords as he plans the next steps of his mission.

Entering the Sanctum

When the characters enter the sanctum, read or paraphrase the following:

> The doors of the lift open to reveal a massive sanctum built of obsidian stone. Two waterfalls of lava cascade down either side of the sanctum's entrance, casting eerie light on the vaulted ceiling. At the opposite end of the sanctum looms a towering statue of a dwarven woman. Cracks race along her arms, and half her face is smashed, but the faint image of a kindly smile remains.

The sanctum is made of polished obsidian stone, with vaulted ceilings that are 20 feet high. The interior of the sanctum is depicted on map 5.6.



Map 5.6: Indigo Sanctum

Mike Schley



Player Version

Ruxithid the Chosen stands on the mezzanine behind the statue. When the characters confront Ruxithid, read the following:

> This goblinoid figure is taller and broader than the other goblins you've encountered, and a gnarled crystal has split his skull open to reveal his brain. He turns, eyes and veins glowing an otherworldly green, and beckons to you.

Ruxithid the Chosen

The goblin standing on the sanctum mezzanine is Ruxithid the Chosen. Ruxithid's psionic abilities afford him a measure of rudimentary clairvoyance around the outpost, and thus the goblin leader is already aware of the characters' presence before they arrive.



Ruxithid the Chosen

Brian Valeza

Ruxithid speaks in an unnaturally calm, sing-song voice. At first, he attempts to be cordial to the characters. Unaware that his "mighty gods" are actually mind flayers, Ruxithid explains that he is a divine harbinger and that his quest for these shards is intended to bring about a metamorphosis of the Material Plane. However, any character who succeeds on a DC 16 Wisdom (Insight) check notices the peculiar way Ruxithid's eyes roll back into his head as he speaks: a telling sign that the goblin is having a second conversation within his mind, and that the words he speaks aren't entirely his own.

Sanctum Showdown

If the characters show no sign of joining Ruxithid, or if any of them threaten violence, Ruxithid becomes hostile. Read or paraphrase the following:

> Green light pulses from Ruxithid's chest and races to the massive dwarven statue. Like a parasite, the light burrows into the statue's shattered face, seeping through its cracks. The statue lurches forward, still smiling, while Ruxithid commands it to kill you.

The statue is a shield guardian under Ruxithid's control and fights alongside its master. The shield guardian stores a phantasmal killer spell from its original duergar creator and Ruxithid can command the Construct to cast it. If this fight seems too easy for the party, add two goblin psi brawlers, who rush from Zorzula's Rest to join the combat in 3 rounds.

During the fight, Ruxithid uses his psionic flight to hover above the fray, darting in to make attacks while commanding the shield guardian (and the two other goblins, if they're also present) to take the brunt of the damage. Ruxithid fights to the death, but when he is reduced to 0 hit points, the shield guardian becomes inanimate and the other goblins, if present, surrender.

A Disturbing Truth Revealed

If Ruxithid is slain, read the following:

> Ruxithid falls to the ground, and his crystalline brain splits asunder. The sanctum fills with a cacophony, like thousands of voices crying at once. Three voices emerge, speaking in discordant unison.

The voices hiss:

> "So you have succeeded. Good. The four shards shall arrive here soon. Now three remain to be found. You know your task, little one. Collect the shards from Talhundereth, the Crypt of the Talhund, and Gibbet Crossing, and bring them to us. You shall be reborn greater than you can imagine, and Phandalin shall become ours."

The mind flayer fanatics psionically charged the crystal and used it to telepathically communicate with Ruxithid as well as store important messages for him. After the message plays aloud, the crystal loses its light and becomes mundane.

The message that plays for the characters upon Ruxithid's demise is the mind flayers' last command to him: find and deliver the three other obelisk shards hidden within Talhundereth, the Crypt of the Talhund, and Gibbet Crossing (more information about these locations can be found in the next chapter).

Any character who hears the message can make a DC 13 Intelligence (Religion) check. On a successful check, the character realizes that the message's tone as well as the means of communication are unlike any known divine tradition—this is some other kind of powerful entity or group of entities, posing as gods to accomplish their malign ends.

Key. Ruxithid carries a key to his personal quarters (area Z10 in Zorzula's Rest).



Devon Cady-Lee

Hostage Room. The goblins used the west wing of the sanctum to hold their kidnap victims. Most of the victims were transported elsewhere to serve as "offerings for the gods" (or food for the mind flayers), but some victims were deemed unfit and left to starve within the sanctum's depths.

There are three hostages here, and all use the commoner stat block. They are Dareth Grint, a human farmer who is Townmaster Harbin Wester's second cousin; Paulina Previne, a human stablehand who occasionally works at the Stonehill Inn; and Tumblewick Rollins, a gnome apothecary,

They are sickly and barely conscious, and the goblins didn't explain much to them. Thus, they can recall only a few things about their time as prisoners:

Stone Pillar. The goblins were fixated on reassembling some kind of stone pillar.

Victims Elsewhere. More victims were here at one point. However, those victims were taken somewhere else by the goblins for a "special purpose."

War Room. Ruxithid used the east wing of the sanctum as his war room.

War Room. The east wing of the sanctum serves as Ruxithid's war room, where he arranges the various expeditions to retrieve the obelisk shards.

A character who investigates this room finds a crudely drawn map of the region on the central table, with messy arrows and scrawled labels reading "Gibbet Crossing," "Crypt of the Talhund," and "Talhundereth." (See the Goblins' Map handout in chapter 6 for a representation of this map.)

A character who succeeds on a DC 15 Intelligence (Investigation) check also discovers a rough sketch of a broken obelisk made of dark stone. Four of the broken chunks in the drawing are crossed out, while three are circled. This is a sketch of the Netherese obelisk, with the four crossed-out pieces corresponding to the shards found in Phandalin and the three circled pieces corresponding to the three pieces left to find. Ruxithid's overlords described the obelisk to him and used powers drawn from the Far Realm to roughly locate the obelisk's scattered pieces.

The Sawplee Goblins. Although Ruxithid was their leader, the Sawplee goblins aren't particularly loyal to him. Ruxithid ruled through fear and put the goblins into harm's way for his own selfish quest for power.

Without their wicked leader to push them, the goblins are peaceful and curious, if mischievous. It's up to the characters how they want to handle the Sawplee goblins. The townspeople of Phandalin dislike the goblins, but the characters can broker an easy peace if they wish for hostilities between the Sawplees and the townspeople to end.

What's Next?

After defeating Ruxithid and learning that there are larger, more sinister forces at play, the characters should realize Phandalin is in danger. They'll likely wish to return to Phandalin to rest and plan their next moves. If the players need a nudge in this direction, remind them that the kidnap victims in the sanctum need food and medical attention as soon as possible. The survivors may not be strong enough to make the journey to Phandalin themselves, requiring the characters to escort them to town. Upon their return to Phandalin, Harbin pays the characters the agreed upon amount and thanks them deeply for their assistance.

Regardless of the characters' choices during this part of the adventure, the goblins have already delivered four obelisk shards from Phandalin to the mind flayers. The adventure now becomes a race against the clock to find the remaining three shards.



The next step of the characters' journey will take them deep into the caverns underneath Phandalin

Jason Engle

Chapter 6: The Shattered Obelisk

The characters have defeated Ruxithid, the Sawplee goblin leader who collected fragments of a Netherese obelisk. However, an unsettling truth has emerged: Ruxithid acted at the behest of much more powerful overlords who want the obelisk pieces to impose some terrible fate upon the town.

The characters discovered Ruxithid's map, which shows the locations of the remaining obelisk pieces. (This map is shown on this page; you should feel free to distribute it to your players as a handout.) Further, some townspeople are still missing and could be captives at one of these locations. To save Phandalin and its missing inhabitants, the characters must collect the remaining obelisk shards before the overlords do. Along the way, the heroes learn more about the shadowy threat looming over Phandalin.



The secrets that await the heroes underground are even more terrifying than they might imagine

Kent Davis

The Sinister Truth

The Sawplee goblins indirectly served three mind flayers that draw power from a malevolent Far Realm godlet named Ilvaash. Using their godlet as a warped sort of elder brain, these mind flayers are even more alien than others of their kind. (For more information, see chapter 7.)

Mind flayer activity in the area around Phandalin isn't new; centuries ago, as evidenced in Zorzula's Rest, mind flayers swept through the Underdark beneath and around Phandalin, consuming or destroying all in their path. That illithid empire eventually fell, but the mind flayer threat never entirely subsided. Now, mind flayers pose more of a threat to Phandalin than ever before.

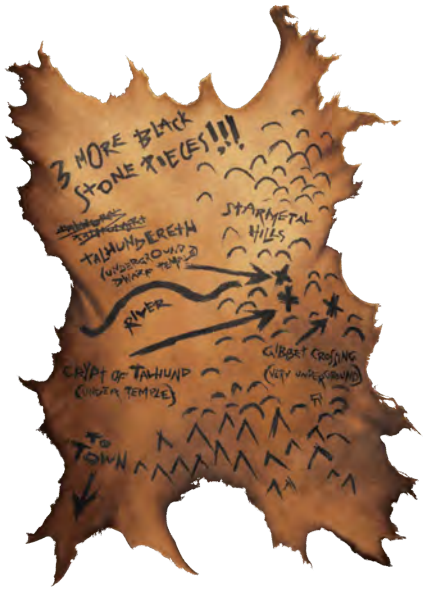
The Ritual

The mind flayers seek to enact a dreadful ritual that will transform the entire population of Phandalin into mind flayers.

As if that brutal process weren't terrifying enough, the ritual would work from a significant distance—even from the Far Realm itself, as described in chapter 8—and would affect individuals on a large scale. However, the fanatics learned from Ilvaash that transforming beings into mind flayers from afar requires a powerful source of magic.

After much communing and research, the mind flayer fanatics determined that the Netherese obelisk can power their ritual. Long ago, this obelisk was broken into fragments that are now scattered around the region. The mind flayer fanatics need to collect these fragments and rebuild the obelisk as completely as possible so the ancient object can power their ritual.

The Map



The Sawplee Goblins' Map

Hex Sharpe

The characters learned in chapter 5 about four obelisk shards around Phandalin that the Sawplee goblins gathered. The mind flayer fanatics possess these shards now, but the fanatics need as many obelisk fragments as possible to ensure their ritual will succeed.

The Sawplees' map reveals the locations of three other fragments: an abandoned dwarven temple called Talhundereth, the crypt beneath it, and a subterranean trading nexus called Gibbet Crossing. These locations are in the Starmetal Hills, several days northeast of Phandalin.

In the previous chapter, a loyal grimlock servant of Qunbraxel (an ally of the mind flayer fanatics that's described later in this adventure) traveled to Zorzula's Rest to retrieve the shards before the adventurers arrived to confront the goblins.

In this chapter, the characters might prevent the mind flayers from acquiring the other three fragments. The fanatics can proceed with the fragments they have, but the more obelisk pieces the mind flayers acquire, the more difficult it will be to stop their ritual. The characters must race against the clock to keep the mind flayers and their lackeys from recovering more of the shattered obelisk.

Kidnapped Townspeople

If stopping the threat against Phandalin isn't enough motivation for the characters, concern about the still-missing townspeople should prompt them to follow the previous chapter's clues. The characters rescued some kidnapped townspeople in chapter 5, but there are eleven people still missing, and the locations on the goblins' map are the only leads about where these victims might be. The characters won't find these victims in this chapter, but they will find them later in the adventure.

In addition to the individuals below, other townspeople might still be missing, at your discretion. Consider identifying additional still-missing townspeople as individuals the characters are familiar with. Gwyn, Grista, Sister Garaele, Ander, and Halia haven't been kidnapped, but anyone else the characters might have come across in Phandalin might be victims.

Missing Individuals

The following people are still missing. These NPCs use the commoner stat block. You should feel free to add more Phandalin townspeople people the list of those who are missing.

Missing NPCs

Name	Relevant Information
Thawnia Browne	Human florist; wife of Shansa
Aida Camber	Human carpenter; sister of Cathlette Camber
Cathlette Camber	Human mason; sister of Aida Camber; fiancée of Oskar Ninebough
Nalpina Goldstone	Dwarf; traveling inventor
Mildra Merkel	Orc farmer whose husband searches for her in Phandalin
Oskar Ninebough	Human sawyer; fiancé of Cathlette Camber
Shansa	Elf farmer; wife of Thawnia Browne
Hovnar Tartesh	Human clerk; brother of Menvin Tartesh
Menvin Tartesh	Human clerk; brother of Hovnar Tartesh
Unmiel	Elf laborer whose fiancé searches for him in Phandalin
Wramble	Gnome wainwright whose capybara mount, Violet, is also missing

Obelisk Fragments

In each of this chapter's three dungeons, the characters can find an obelisk fragment. Each of these fragments is larger than the shards in Phandalin, weighing 50 pounds and measuring more than a foot square. The fragments are supernaturally hardened and can't be damaged by any means the characters have.

Running This Chapter

This chapter begins with a few opportunities for heroics in town, but three separate dungeons are the focus: the abandoned temple of Talhundereth, the haunted Crypt of the Talhund, and the subterranean Gibbet Crossing, all described later in this chapter. The locations of each dungeon are crudely marked on the map that the characters found at the end of the previous chapter. Gwyn Oresong tells the characters more about these locations in the "Return to Phandalin" section. The characters can't enter the crypt without passing through Talhundereth, but they might approach Gibbet Crossing before or after they explore the temple and crypt.

Character Advancement

The characters should be 7th level when this chapter begins. In this chapter, the characters can advance to 9th level and no further. Advancement is handled as follows:

- The characters gain a level after facing the fragment guardian in either Talhundereth or Gibbet Crossing.
- The characters gain a level once they overcome the guardians of all three obelisk fragments in this chapter.

Return to Phandalin

Before the characters travel to any dungeons, they should return to Phandalin from Zorzula's Rest. If they don't immediately seek her out, the dwarven sage Gwyn Oresong invites the characters to join her at the Stonehill Inn.

Gwyn arranges for food and drinks. Over the meal, she asks the characters about their recent exploits and where they might go next. The Sawplee goblins' map surprises her. She asks to look at it and then says the following:

> "These old names have sad stories. Talhund means 'hidden gifts.' It relates to priests of Dumathoin, the dwarven god of secrets, mining, and gemstones.
>
> "Talhundereth was a great temple to Dumathoin, and many important priests were laid to rest in the Crypt of the Talhund beneath it. Academics postulate that the crypt's entrance was protected by a great seal or doorway and that only Dumathoin's priests would know the secret to unlock it."

Examining the map further, Gwyn points at Gibbet Crossing and continues:

> "Gibbet Crossing is near the temple, but it's much deeper underground. It was a trading hub that grew where wide tunnels met. They say that deep gnomes, drow, and duergar once worked together there.
>
> "They're all gone now. History tells us that mind flayers surged through the Underdark centuries ago like a terrible tide, consuming or oppressing everyone they came across. Gibbet Crossing fell. Talhundereth fell. Legends say that the mind flayers even breached the Crypt of the Talhund.
>
> "The mind flayers soon abandoned these sites, and all three locations have since fallen to ruin. Only monsters and ghosts remain. Sometimes, followers of Dumathoin attempt to reclaim forgotten treasures or purify the despoiled sites. None have returned."

Gwyn believes that answers about the goblins' mysterious overlords must exist in these dangerous places. She urges caution and suggests that Talhundereth might be a better place to start than Gibbet Crossing, if only because she knows more about Talhundereth. Gibbet Crossing is more distant, and its dangers are unknown. Ultimately, the characters can choose their course of action.

Phandalin Missions

Before they leave, the characters have more opportunities to help the people of Phandalin—as well as to gain a base of operations and learn more about the threat against the town—by undertaking the following quests.

Quest: Pip's Adventure



A young boy named Pip followed some strange monsters deep into the hills, and the characters must bring him safely home

Lily Abdullina

This side mission can provide the characters with a base of operations for the rest of this chapter and can easily start at the end of the characters' meeting with Gwyn Oresong at Stonehill Inn.

The Stonehills' ten-year-old son, Pip, hasn't returned from playing in the fields southeast of town. Toblen or Trilena Stonehill asks the characters to search the field and bring Pip home.

Pip's Curiosity. Pip spotted a trio of encephalon gemmules bouncing through the hills east of the fields. He didn't know what they were and followed them. He thought they were dangerous, and he hoped to help Phandalin by learning more about them. Pip wants to be a hero just like the characters, whom he idolizes.

After Pip followed the gemmules for a while, the creatures dropped from sight. They fell through the top of a dwarven ruin and couldn't escape.

This put Pip in a quandary. He needed to tell someone about the monsters, but he knew he might get in trouble for leaving town. Worse, the monsters might escape, and no one would know where they'd gone. He watches the hole from behind a boulder while he decides what to do next.

If the characters don't seek Pip, the boy comes home well after dark and tells his parents about his adventure. The Stonehills ask the party to investigate the ruin their son described.

Finding Pip. The most direct way to find Pip is to follow his tracks in the field. This requires a character to succeed on a DC 14 Wisdom (Survival) check. Alternatively, the characters might remember from their investigations in previous chapters that Pip is good friends with the halfling Carp Alderleaf. (Trilena Stonehill might even recommend talking to Carp.) Carp isn't allowed to venture far from Alderleaf Farm, but he points to where he saw Pip go into the hills.

It's easy to follow Pip's trail because he's following a trio of creatures that bounce on small, spindly feet. Characters who follow the trail for two miles find Pip hunkered behind a boulder. With obvious admiration for the characters, Pip explains his whole adventure.

Marthungrim's Home. Pip tells the characters the ruin was the home of a dwarf named Marthungrim who died long ago, before Pip's parents were born. The stairs descending into this dwarven home collapsed, so the gemmules can't escape. The ruin's floor is 20 feet down, and its ceilings are 9 feet high. Use map 6.1 when the characters venture into Marthungrim's home. The dotted line on the map represents the hole in the ceiling, through which the characters can lower themselves into the sunken home.





Map 6.1: Marthungrim's Home *Player Version*

Mike Schley

Three encephalon gemmules linger amid the rubble of the collapsed stairs. If attacked from above, they retreat into the surrounding rooms.

Marthungrim's Journal. In the southern room of the ruin, the characters find a dwarf skeleton lying beside a shrine to Dumathoin. A journal lies nearby, and it contains the following information:

- Marthungrim was a paladin of Dumathoin who excavated this home more than 60 years ago. Dumathoin tasked Marthungrim with returning spirits to rest when a crypt for the god's faithful was corrupted.
- Marthungrim learned that the crypt lies beneath a temple called Talhundereth, but the temple teemed with dangerous monsters. The crypt is protected by a lock with a puzzle that Dumathoin's faithful could solve easier than others. (The puzzle's answer isn't included in the journal.)
- Marthungrim planned to destroy the restless ghosts that haunt the crypt so they could rest in peace.
- Badly wounded by a creature he described as "roiling heaps of tentacles," Marthungrim returned here. His last entry describes his wounds getting worse.

If the characters share the journal's information with Gwyn, she recalls heroic tales about Marthungrim the Valiant. With the gemmules defeated, Marthungrim's former home might be a good base of operations for those who would carry on his legacy of doing good. It could be a good place to store obelisk fragments as well.

Reward. If the characters bring Pip home, the Stonehills offer the characters free rooms and board at their inn for as long as they're in the area. The characters might gain a greater reward for completing Marthungrim's mission, as described in the "Crypt of the Talhund" section later in this chapter.

Quest: The Odd Cow



Daisy the Cow

Hex Sharpe

The people of Phandalin aren't the only ones suffering from the Far Realm's creeping influence. Daisy, a cow that escaped from Old Narth's farm just north of Phandalin, ate some clover that was growing where the psionic goblins stopped to rest with a piece of the obelisk. The clover infected Daisy with a disturbing malady.

While the characters are in Phandalin, several townspeople describe a strange, greenish glow emanating from Edermath Orchard. If the characters ask Gwyn about it, she expresses concern that the same strange power the Sawplee goblins wielded might be at work somehow here. In fact, Daisy is the source of the glow. Tentacles occasionally slither from Daisy's body, flail about, and retreat into her skin without leaving a mark.

Daisy's Consumption. Before the characters can head to the orchard to investigate, the cow totters clumsily into the Town Green. As soon as a character approaches within 5 feet of her, Daisy vomits forth four psychic gray oozes. The oozes use Mind Blast as often as they can and fight until destroyed. After Daisy vomits, the glow around her and her tentacles permanently disappear.

Quest: Missing Miners

Halia Thornton at the Miner's Exchange needs to find some missing miners. She first approaches any character she recruited into the Zhentarim, but she needs the job done regardless.

Halia's Job. Determined to find a site as lucrative as Wave Echo Cave, four miners recently scouted the Sword Mountains about 15 miles southwest of Phandalin. One of the miners, a human named Verno Tharbun, returned with tales of a "walking shrub with strange powers" that lured old Wallin Kreeve into a cave. The other miners—Wallin's daughter, Elise, and a quiet dwarf named Karthim Humblepick—followed him, but Verno rushed to town instead. Halia points at a map where this encounter occurred. She says Verno insists the shrub has probably killed the other miners by now, but Halia wants to know for sure.

The Miners' Fate. A shambling mound consumed a careless psionic goblin and gained some of the goblin's powers. The shambling mound stumbled upon the miners in the mountains and thought they'd be an easy meal. The shambling mound cast charm person to lure Wallin into its

clutches, but it was surprised when the other miners ushered Wallin into a chamber that's too narrow for the shambling mound to enter. The miners are now trapped by the relentless plant monster.

Trapped in the Cave. Halia suspects that Verno's tale occurred at Hardyhammer Mine, an early site whose owner died with no heirs to claim the mine. Hardyhammer Mine isn't difficult for the characters to find based on Halia's directions.

Use map 6.2 for Hardyhammer Mine.



Map 6.2: Hardyhammer Mine

Mike Schley

> The cave Halia indicated is located along an isolated stretch of the mountain, obscured by fallen rubble and tough bushes.

The shambling mound lurks just within the eastern cave, unable to attack the miners in the western chamber. The shambling mound has the following additional action option:

> ***Spellcasting (Psionics).*** The shambling mound casts one of the following spells, requiring no material components and using Intelligence as its spellcasting ability (spell save DC 8):
>
> At will: minor illusion
>
> 1/day: charm person (already cast)

Rescuing the Miners. When the characters rescue the miners, Karthim thanks the characters and says the miners were lucky they didn't stumble into one of the older dwarven ruins around here. "Places like that are really unlucky," Karthim says.

Karthim isn't a follower of Dumathoin, but he's heard of great treasures in Talhundereth's vault and the sacred crypt beneath the temple. He can pinpoint the location on a map, which corresponds to the location the characters discovered in the previous chapter.

Treasure. The miners weren't idle in their captivity. While trying to excavate an escape route in the back of the cave, they discovered a lucrative vein of silver. If the characters dispatch the shambling mound, the miners offer a share of their stake as thanks. This share amounts to 250 gp each month for the next year, payable at the Phandalin Miner's Exchange.

Talhundereth

Talhundereth is a subterranean temple to Dumathoin, the dwarven god of buried secrets. Millennia ago, Talhundereth was a vibrant and populous temple visited by many worshipers of Dumathoin. Talhundereth was built above the sacred Crypt of the Talhund, where the most ardent priests of Dumathoin were entombed.

Talhundereth was as busy as the Crypt of the Talhund was peaceful: miners, merchants, and priests alike came to Talhundereth seeking wisdom, political alliances, secret martial training, and hints at where to find wealth. Eventually, however, the passages to Talhundereth grew dangerous and the temple saw fewer visitors.

A few centuries ago, Talhundereth was abandoned by all but a few vigilant defenders. Mind flayers took advantage of Talhundereth's depleted state to attack; during this invasion, a collapse rocked the temple and crypt alike. Both the mind flayer invaders and the temple guardians gave up Talhundereth as lost, though the mind flayers' psychic stain remained.

Since that attack, various bandits and monsters have squatted in the abandoned temple. Sometime after the mind flayers' reign, aspiring lore-seekers brought one piece of the shattered obelisk into Talhundereth's chapel and another into its crypt, hoping that studying the pieces in close proximity might reveal more about the obelisk's previous powers. That group was twisted by the psychic magic resonating in the crypt. The lore-seekers lost all interest in scholarship and abandoned the fragments.

Cult of the Obelisk

The most recent faction to enter Talhundereth is a gang that calls itself the Cult of the Obelisk. These cultists were drawn to the broken obelisk, responding to a psychic call to serve a greater force. Once Humanoids—such as humans, dwarves, and elves—the cultists embraced the power of the Far Realm and transformed into Humanoid mutates. They believe the obelisk provides them a conduit to an entity from the Far Realm.

A malevolent Aberration called an encephalon cluster never leaves the obelisk's side. The encephalon cluster occasionally gouts bizarre offspring called gemmules, which the cult members view as progeny of the alien intelligence they worship (and which they treat like vicious pets).

The cultists capture any unsuspecting individuals they find in Talhundereth and feed them to the encephalon cluster as sacrifices to their strange god—if the gemmules don't eat the captives first.

The Cult of the Obelisk is led by Ontharyx Henlifel. Ontharyx abandoned his family to follow the malign whispers that led him to the obelisk. Ontharyx's sons have come with a few retainers to see whether they can talk some sense into their father. These drow are in Talhundereth's reading room (area T14) and might parlay with the characters.

Temple Features

The features described below are common throughout Talhundereth.

Dwarven Construction

The temple's stone remains strong despite millennia of neglect. Surviving furnishings, such as tables and beds, are also made of stone. Wall carvings of mountain peaks and multifaceted gemstones predominate, as these images are sacred to Dumathoin.

Darkness

The temple's sconces haven't held torches in ages. The current denizens of Talhundereth rely on darkvision to see. Area descriptions assume the characters have a light source or some other method of seeing in the dark.

Doors

Doors throughout the temple are made of 2-inch-thick slabs of stone with simple handles a few feet from the floor. They open and close easily on ancient hinges. Doors are unlocked unless otherwise specified.

Ceilings

Ceilings throughout the temple are 12 feet high unless the text states otherwise.

Talhundereth Locations

The following locations are keyed to map 6.3.



Map 6.3: Talhundereth

Mike Schley



Player Version

T1: Temple Entrance

> The wide cavern ends at an enormous stone double door. Each side bears the image of a towering mountain with a carved gemstone at its heart. A long roll of cloth props one side of the double door open. A fissure in the wall opens to a tunnel leading west.

The cloth propping open one side of the double door contains the withered corpse of a human smuggler.

The tunnel leading from the crevasse to the west is 5 feet high, with occasional carved steps and smoothed rock edges. The passage leads to area G11 in Gibbet Crossing.

T2: Deepening Hall

> Elaborate carvings of mountain landscapes and treasure piles line the walls of this broad staircase as it descends deeper underground. Several landings on the staircase hold statues, and some bear doorways. The stairs end abruptly at a wall of tumbled boulders from some long-ago collapse.

Two galeb duhr, Fremine and Frowode, lurk near the collapse, disguised as boulders. They are guards for the medusa in area T3. If anyone approaches the door to area T3, one of them stands and commands the intruders to leave while the other prepares to fight if necessary.

If a fight breaks out with the galeb duhr, the occupants of area T3 come to investigate after 3 rounds. The occupants of T3 act immediately after the galeb duhr.

T3: Lesser Chapel

> The walls of this room are carved with images of dwarven miners kneeling in pious reflection. Three statues of humans kneel in the room's corners. An altar against the room's east wall is studded with sockets, as though for gemstones. A door to the south leads further into the temple. Studying the sockets carefully is a pensive woman with snakes for hair. A short, rock-like creature next to her takes notes with a stone stylus on a stone slab.



Honna

Claudio Pozas

This chapel, intended for Talhundereth's visitors, was plundered of its gemstones long ago. It's now the lair of a medusa named Honna and her companions. Only one companion, a galeb duhr named Cameren, is with her now (the others are in area T2). Honna loves art, and she scours the world for the most exquisite creatures she can transform into statues. She likes the carvings here and has been gradually capturing bandits and

explorers to force them into kneeling poses before petrifying them; the statues are three of her victims. Honna's galeb duhr idolize her and eagerly serve as her bodyguards, though she doesn't care much about their fates and hasn't bothered to learn their names.

Honna is likely to react to intruders with violence, but if the characters try to talk with her, she spins a lie about the sanctity of the dwarven spirits here. She asks the characters to kneel in reflection as shown in the carvings, then tries to petrify them.

T4: Priest Quarters

> Most of this small room collapsed long ago, forming a narrow passage through the earth into the area beyond. A stone bed draped with furs is the only furnishing here to have survived the collapse.

A lesser priest charged with tending the chapel resided here long ago; it's now where Honna sleeps.

The collapse formed a narrow passage between this area and the vault (area T8). Small or smaller creatures can traverse the passage normally. Medium or larger creatures can traverse the passage after spending 8 hours clearing boulders away (either one person clearing boulders for 8 hours, four people clearing boulders for 2 hours, or any equivalent combination).

T5: Sparring Chamber

> Old weapon racks are along this sparring chamber's west and northwest walls, while three stands hold various pieces of armor to the north. Gouges in the walls indicate that this room once saw much use. A small door leads east.

People who used this chamber didn't only spar with each other; they also tested their prowess against three suits of magically animated plate armor sized for dwarves. These constructs still stand ready to fight intruders. One is a helmed horror; the other two are animated armors. When a character spends more than a few moments in this room, the helmed horror utters, "squad tactics routine" in Dwarvish and all three suits of armor attack. They don't attack anyone who clearly surrenders and leaves the room, though they'll attack if the characters who surrender return. The suits don't leave this room.

T6: Training Master's Quarters

> This bedroom contains a stone desk, a stone bed, and a metal display holding a single, battered greataxe.

Over the years, many training masters lived here. A training master oversaw all the sparring in the adjacent room.

Treasure. The greataxe on display isn't magical, but it has an immovable rod as its shaft. The button to control the rod is within easy reach of anyone using the greataxe as a weapon.

T7: Armory

> Other than a few broken shields and warped crossbow bolts on battered shelves and hooks, nothing remains in this room.

Six dust mephits lair here with a wight who follows them around and aids their malicious antics. The creatures are hiding when the characters enter this room, and they ambush the characters unless one or more characters succeed on a DC 14 Wisdom (Perception) check.

When there are no intruders, the mephits fixate on what lies behind the locked door to the vault (area T8) and make ineffective attempts to breach it. They can't unlock the door, and their clumsy efforts have choked the vault's locks with dust.

This armory was looted long ago, but casual looters were unable to breach the heavy locked door to the vault at the back of the armory.

T8: Vault

The door from the armory (area T7) is secured with a complex lock. If the characters examine it, read the following:

> This ancient vault door has three locks, each housed within a carving of a mountain.

All three locks must be opened before the vault door will open. One of the locks is already unlocked. Each of the other two can be opened with a successful DC 18 Dexterity check using thieves' tools, although any inspection of the locks determines they're caked with dust. If the dust isn't cleared from the locks, Dexterity checks to open them have disadvantage.

The characters might also enter this room through the collapse from area T4. Opening the locked door from the inside is straightforward.

When the characters peer into the vault, read the following:

> Glittering heaps of coins, statuettes, and weapons throughout this room are covered in a thin layer of dust.

Treasure. The hoard here consists of 510 pp, 1,250 gp, twelve small gems of various kinds worth 100 gp each, a platinum holy symbol of Dumathoin worth 150 gp, three golden statuettes of dwarf warriors worth 400 gp each, a potion of invulnerability, and eyes of minute seeing.

T9: Residential Room

> Many doors lead into this room, which has four stone chairs facing each other in the middle of it. One chair is covered with fresh blood.

This room served as a lounge. Several bones are scattered around the bloody chair. A character who succeeds on a DC 10 Wisdom (Animal Handling) check identifies them as goat bones and surmises the blood on the chair is also from a goat. The goat recently wandered from an underground traveling caravan. When it stumbled into Talhundereth, a member of the Cult of the Obelisk sacrificed it in unfettered devotion to the obelisk.

If the characters make a lot of noise here, Falfark (see area T10) peeks from the adjacent room to investigate.

T10: Private Rooms

There are seven of these rooms, all furnished similarly. When the characters enter the northwest room, read the following:

> This room contains nothing more than a stone bed, desk, and stool. A robed figure sits at the desk. Nearby, a pyramid-shaped nugget bounces idly on spindly legs.

The northwest room is currently inhabited by a Humanoid mutate named Falfark and an encephalon gemmule (see appendix A for both stat blocks) that Falfark treats as a guardian. Falfark is a member of the Cult of the Obelisk.

Falfark prefers surprise or treachery when he's outnumbered, but he's too erratic to be duplicitous. He frequently preaches about the stone that "speaks the truth of the Far Realm" and "disgorges its young to feed." He speaks like a deluded prophet and encourages the characters to feed the smallest among them to his gemmule. If the characters resist or threaten them, Falfark and the gemmule attack in a fury.

If the characters don't do anything about the gemmule within a week of encountering Falfark, the gemmule transforms into an adult encephalon cluster that consumes Falfark as its first meal.

T11: Common Room

> The long stone table here is broken in two pieces. Several metal chests are stacked against a wall. The largest opening leading from this room is choked with rubble and the skeletal remains of dwarves and mind flayers.

Long ago, invading mind flayers and temple defenders fought fiercely in this room. Psychic echoes of the battle have drawn an intellect snare.

The intellect snare lurks in an alcove behind the stack of metal chests. It amplifies the psychic echoes in this room to show a scene of a wailing mind flayer atop the table, struck so hard by an armored dwarf's hammer that the stone table cracked. The image of the dwarf retreats toward the stacked chests with a triumphant cry, beckoning the viewer to follow. As soon as a creature gets within the range of the intellect snare's Cacophony of Minds, it slithers forth and attacks. It follows foes who retreat and fights until slain.

Treasure. Most of the metal chests contain nothing but dust or battered dishes, but one holds an alchemy jug beneath a few mugs.

T12: Kitchen

> This large kitchen contains stone counters, a sink of clear water, and an oven containing orange embers. A rack of dull metal kitchen implements hangs from the ceiling.

This kitchen has a few enchantments that remain active. The sink replenishes itself with fresh water every hour using create or destroy water, first eliminating water and then conjuring clean water to replace it. The oven maintains a constant temperature suitable for cooking. These furnishings are too heavy to be moved.

The only people who have used this kitchen recently are the drow explorers camped in the reading room (area T14).

Treasure. One drow explorer left a backpack here. It contains 100 feet of silk rope, three daggers, a blank book, a calligrapher's kit, and a silver medallion displaying a lizard's head with a quill behind it. The medallion is worth 15 gp.

T13: Pantry

The goods once stored on the shelves in this old pantry are long decayed, leaving nothing other than a few empty casks and boxes.

Secret Door. A character who searches the pantry shelves and succeeds on a DC 15 Wisdom (Perception) check finds a secret door to the librarian's room (area T15). Pushing on the door causes it to swing outward.

T14: Reading Room



Two brothers and their associates infiltrated Talhundereth and are trying to retrieve their father from an evil cult

Domenico Cava

> Four large stone chairs with wide armrests are pushed to one side of this room, making room for three bedrolls, where three drow sit tensely.

The dwarves of Talhundereth were protective of their library and unwilling to share its lore with most visitors. Typically, knowledge seekers would speak with the temple's librarian and wait here while the librarian retrieved books for them.

Three neutral drow temporarily live here. Their names are Erdan Vosselth, Thiala Sharne, and Vellios Keethe, and they have proudly worked for the Henlifel family as guards and laborers their whole lives. The drow are quick to fight Aberrations that intrude in their camp, but they cautiously greet other creatures (including the characters) in the hope of avoiding violence and maybe even making allies.

Talking with the Drow. Unless the characters speak Elvish or Undercommon, the drow call their leaders in area T15 to translate. Whether they talk or fight, their leaders arrive quickly to see what's going on.

The drow share the following points:

Arrival. The drow came from the Underdark only recently, through the entrance (area T1).

Brothers. Nythalyn and Yanthdel Henlifel (see area T15) lead this group. The brothers have come to try to convince their father, Ontharyx, to return home. Their father said he received a psychic call, and they worry he has joined a dangerous cult (they don't know that Ontharyx leads the cult).

Common Enemy. A psychic creature lairs in the common room (area T11). The drow suspect that the image there is some sort of dangerous lure and avoid that room.

Library. The adjacent library is filled with books. Yanthdel can read the languages the books are written in, but the other drow can't.

Strange Pets. The drow want to force their way into the chambers beyond, but they know that the cultists are too strong, especially with their weird pets (the encephalon gemmules).

T15: Librarian's Room

> This room has a wide bed surrounded by tall bookshelves. Two drow pensively sort through scattered papers.

Nythalyn and Yanthdel Henlifel, both neutral drow elite warriors, rest and plan in this bedroom. The drow brothers speak Common in addition to Elvish and Undercommon; Yanthdel also speaks Dwarvish. The most significant item among their scattered notes is a scrap of rough cloth with a map of areas T1, T2, and T9 through T17, including the secret door to this room.

Talking with the Brothers. Whether here or in the adjacent reading room, Nythalyn and Yanthdel are likely to speak to the characters. They add the following points to what their allies already said:

Finding Father. The brothers hope to spot their father in the next chamber (area T17) so they can talk to him, but he hasn't yet been seen there. He remains deeper in the temple.

Help Needed. Nythalyn and Yanthdel ask the characters to capture Ontharyx. They're reluctant to accompany the characters (or to send their retainers with the characters) unless the characters are particularly persuasive, as they think the cultists are too powerful.

Hold Fast. The brothers acknowledge that their father isn't likely to come willingly, so they hope that the party can subdue him and bring him back here. They don't care what happens to any other cultists.

Redemption Needed. The brothers are certain they can convince their father of the error of his ways, despite Ontharyx's decision to join the cult.

Worth the Effort. If the characters ask for a reward, Yanthdel reveals his magical periapt (see "Treasure" below) and agrees to exchange it for his father.

Secret Door. A character who searches the room and succeeds on a DC 12 Wisdom (Perception) check finds a secret door to the pantry (area T13). The characters find it automatically if they have already examined the drow brothers' map. Pulling a hidden lever causes the secret door to swing open.

Treasure. Yanthdel has a periapt of health, which he gives to the characters as a reward if they return his father. He also gives it to characters who return with news that his father has been killed, so long as Yanthdel believes that the characters tried to approach Ontharyx peacefully.

T16: Library

> Shelves cover the stone walls of this room from floor to ceiling. Sagging books that have been reduced to little more than scraps and dust fill the shelves, although a few books bound in metal have survived the long years of abandonment.

The drow explorers perused the surviving books in this library but found nothing of use. Most of the surviving books describe Dumathoin's faith, gem cutting secrets, or forgotten mines. The books are written in Dwarvish.

The Granite Ledger. One of the books that the drow haven't yet touched has metal pages and a cover made of thin plates of granite. This book is The Granite Ledger, a compendium of Talhundereth's secrets. An ancient protective ward remains on the book; when the book is touched, two earth elementals rise from the floor and attempt to smash anyone in the room who isn't openly wearing Dumathoin's holy symbol.

The ledger lists those buried in the Crypt of the Talhund. It also provides instructions in Dwarvish for how to open the crypt's entrance in area T20.

T17: Defaced Statue



A member of the Cult of the Obelisk named Malinia deface a statue

Domenico Cava

> An alcove at the end of a majestic yet rubble-choked hall contains an enormous statue of a dwarf scholar atop a high plinth. A figure chips at the statue's head, shaping the visage into a wailing, inhuman face. Four pyramid-shaped nuggets with legs lounge around the statue's base. A double door leads to the east.

This room, once at the end of the Deepening Hall (area T2), is 30 feet high.

The Cult of the Obelisk labors to transform this statue of Dumathoin into the likeness of the encephalon cluster that guards the obelisk fragment they revere. The plinth is 15 feet high, and the statue atop it is another 10 feet tall.

A Humanoid mutate named Malinia is defacing the statue. Malinia is perched on the statue's wide shoulders, 20 feet above the floor. Four encephalon gemmules (see appendix A for both stat blocks) occasionally gnaw on chips of stone that fall from Malinia's work. The cultist is quick to send the gemmules into battle, supporting them from her high perch with Nightmare Blast attacks.

T18: Cleansing Chamber

> Standing in a circle in the middle of this room are four hooded figures praying in low, indiscernible voices.
>
> The north and south walls of this room bear four stone basins beneath metal spigots. The northwest spigot is broken and choked with fungus, and it drips murky water into the basin. The other basins are dry.

Worshipers of Dumathoin approaching the worship hall (area T21) cleansed themselves in these basins. This room is now the domain of four Humanoid mutates who are members of the Cult of the Obelisk. One of them is Ontharyx, the father of the brothers in area T15. He has the stats of a Humanoid mutate, but he also has Deception +4. The other three mutates are named Chals, Harralie, and Paulam.

The cultists are happy to see people they can kill and feed to the monster in the worship hall to the south (area T21). They've seen the drow explorers lurking about and are eager to fight. They utter phrases like "Food for the obelisk is food for the brain!" and "Your souls will twist in the Far Realm!"

If the characters express a desire to talk with Ontharyx, he makes a big show of calling off his cultists and listening to what the characters have to say. He offers to talk, but not if it means leaving sight of the other cultists. This eagerness to talk is a ruse; Ontharyx has no intention of leaving Talhundereth just because his sons are "too ignorant to see that the obelisk is a keyhole to impossible truths of the Far Realm." If Ontharyx can use a pretense of diplomacy to split up the characters, get one or both of his sons alone, or any similar advantage, he attacks. Any character who succeeds on a DC 14 Wisdom (Insight) check predicts his impending treachery.

The Spigots. Only the fungus-choked spigot remains operational. The fast-growing fungus is edible, and the water passing through it is surprisingly nutritious. The cultists subsist on both, though the fungus is tainted with Far Realm energy and contributes to the cultists' mutations.

T19: Procession Hall

> Columns within this pillared procession hall bear images of pious dwarves holding mining picks.

These images were once brilliantly painted, but only the paint around the eye sockets and clasped hands of the dwarves remains, leaving an impression of sickness and suspicion.



The procession hall leading to the Crypt of the Talhund is lined with sacred statues of dwarves

Chris Casciano

T20: Crypt Entrance

> The west end of this long room bears an elaborate carving of a mountain filled with gemstones. On the west wall is a dial covered in simpler carvings. The
>
> dial's center has a faceted indentation, like a socket for a gem. Above the dial is a phrase: "Only a complete gift opens the crypt beyond."

The dial serves as a lock to the entrance of the Crypt of the Talhund. Fourteen carvings cross the dial, which has a fixed arrow pointing downward at its top. The indentation in the dial's middle is a magical keyhole that requires the insertion of a faceted gemstone.

Dumathoin Knows. Any character who worships Dumathoin realizes how to open the lock, as described below. The Granite Ledger in area T16 includes instructions in Dwarvish for opening the lock.

Unlocking the Crypt. The dial's carvings depict a faceted gemstone in various stages of completion, ranging from a handful of marks to a completed, emerald-cut stone. As with a combination lock, the dial must be rotated in the correct order. The correct combination begins with the least finished gemstone carving and proceeds in order, ending with the most finished carving.

After the characters rotate the dial to the correct combination, a gem must be placed in the center socket to open the lock. Any of the gems in the vault (area T8) suffices.

A character who succeeds on a DC 13 Intelligence (Arcana or Investigation) check realizes how to open the lock. Once the lock is open, the characters can open the door to the Crypt of the Talhund.

An Incorrect Solution. If the characters insert a gem after they've dialed the wrong combination, a rumbling sound rolls through the room. Creatures in the room must make a DC 14 Constitution saving throw, taking 22 (4d10) thunder damage on a failed save, or half as much damage on a successful one.

This protective measure triggers only once. After it's triggered, the characters can try additional solutions until the lock opens. Once the characters have spent 1 hour trying to open the lock, they accidentally dial the correct combination and realize they need to insert a gem into the indentation.

An Alternate Solution. The mind flayers who attacked Talhundereth long ago found a different solution to the puzzle. The center indentation can be overloaded with psychic magic, regardless of the positioning of the dials. Dealing at least 20 psychic damage to the indentation shatters and opens the lock. Characters who succeed on a DC 14 Intelligence (Arcana) check realize this solution. At your discretion, Ontharyx or other Humanoid mutates might suggest this solution if interrogated.

T21: Worship Hall

> This hall has several pillars carved with images of mountains. Some of the pillars are broken and blackened, as though from an intense fire. Carved into the west wall is a statue of a dwarven king stoically gripping a warhammer. An altar at the statue's feet is smashed into rubble, around which hops a brain-shaped mass of gelatinous eggs. A black fragment of stone with glowing green details sits amid the rubble.

This large worship hall was the site of a fierce battle between the mind flayers and the temple defenders. The statue depicting one aspect of Dumathoin as a kingly dwarf survived the intense fight, but the altar before the statue did not.

Obelisk Fragment. The rubble that used to be the altar stone is now the resting place of a Netherese obelisk fragment. See the "Obelisk Fragments" section at the beginning of this chapter for more information about its properties.

The obelisk's magical energies enhance the lingering psychic echoes from the mind flayers. These echoes attracted both an encephalon cluster and members of the Cult of the Obelisk. The encephalon cluster is here all the time at the west end of the room; it doesn't need to leave because the cultists feed it victims they kidnap. The cultists rarely enter this room except for these feedings, as they consider the chamber a sacred space.

If the Characters Fail. The characters might reach this room but be forced to retreat. In this case, the mind flayer fanatics have time to send minions to recover the obelisk fragment. Unless the characters return quickly, these villains acquire the fragment and deliver it to the fanatics in Illithinoch (see later in this adventure). Record if this happens, as it alters how the characters confront the mind flayer fanatics in chapter 8.

Crypt of the Talhund

Constructed beneath Talhundereth, the Crypt of the Talhund was where priests of Dumathoin (known as the Talhund) were laid to rest. The mind flayers who attacked Talhundereth long ago also plundered the crypt, and the psychic stain they left on this sacred place persists to this day.

Crypt Features

Once the characters solve the puzzle in Talhundereth's crypt entrance (area T20), they can enter this structure when they wish. The following features are common throughout the Crypt of the Talhund.

Dwarven Made

The crypt is solid dwarven construction. Its stone remains strong despite millennia of neglect. Carvings of dwarf priests are prevalent, as are carvings of mountain peaks and multifaceted gemstones. Subtle enchantments cause the carvings of gemstones to glitter like genuine gems.

Darkness

The crypt isn't illuminated, and its denizens rely on darkvision to see. Area descriptions assume that the characters have a light source or some other method of seeing in the dark.

Doors

Doors throughout the temple are made of 2-inch-thick slabs of stone with simple handles a few feet from the floor. They open and close easily on ancient hinges. Doors and secret doors are unlocked unless otherwise specified.

Ceilings

Ceilings throughout the crypt are 12 feet high.

Unnamed

Although many dead are buried here, nothing indicates the names of the deceased. The temple's followers believed that Dumathoin gives the Talhund new, secret names in death, so their mortal names aren't memorialized.

Crypt Hauntings

The crypts retain the echoes of the mind flayers' invasion, and these echoes make the spirits within the crypt uneasy. Where the text references a crypt haunting, roll a d6 and consult the Crypt Hauntings table to determine the nature of the ghostly image or effect encountered there (or choose one that seems evocative). A haunting can't leave the location where it's encountered and doesn't physically interact with the characters in any way.

In each location with a haunting, there's a way to put the haunt to rest (usually by restoring the location's solemnity or removing evidence of mind flayer activity); these methods are listed in the relevant areas. Putting the haunt to rest means the haunting no longer occurs there. Any character who worships Dumathoin knows how to put the haunts to rest. Otherwise, characters who succeed on a DC 12 Wisdom (Perception) check know.

If the characters take a long rest in the crypt, you can have a random crypt haunting appear at that location anytime during their rest. These spontaneous hauntings can't be put to rest, but they don't need to be quelled to purify the crypt. Once the crypt is purified no haunts ever occur there.

These hauntings are disturbing, and the fifth and sixth options on the table below involve body horror. Check your players' comfort level before including these hauntings in your game; you can roll a d4 instead.

Crypt Hauntings

d6	Haunting
1	Each character feels a creeping sensation along their scalp, as of probing tentacles seeking a weak spot in their skull.
2	The ghostly image of an elderly dwarf in priestly vestments wanders around as though in shock, gripping a battleaxe stained with purple ichor.
3	Each character gains a nagging suspicion that mind flayers are currently invading some sacred or secret place important to that character, such as a childhood home.
4	Each character hears low muttering in Dwarvish that repeats, "The brain eaters have come! Save us! If you cannot save us, avenge us!"
5	A ghostly image of one character (determined randomly) lies on the floor, their skull cracked open and their brain removed. The image does nothing but twitch and drool.
6	The ghostly image of a dwarf zombie lurches from a wall, puts a rotted finger to its lips, then uses its other hand to peel back its ribcage and reveal a gem hidden in its chest cavity. The zombie then disappears into the wall. This image repeats every few minutes, but the ghostly zombie comes from a different section of the wall each time.

Purifying the Crypt

Purifying the Crypt of the Talhund requires quelling all the crypt hauntings and defeating the ghosts. When this happens, a sigh like grinding stone echoes through the crypt, and each room momentarily flickers with light. No more crypt hauntings appear in any locations, and no spontaneous hauntings occur.

Haunting Locations. Spontaneous hauntings are in the crypt's ghostly hall (area P2), honored approach (area P6), reliquary (area P7), valiant approach (area P11), and haunted hall (area P16).

Dumathoin's Blessing. When the characters purify the crypt, any character that helped put a haunt to rest or defeated one of the crypt's ghosts gains the blessing of Dumathoin. Dumathoin can rescind this blessing at any time, at your discretion, such as if the character proves to be an enemy of dwarvenkind. The blessing otherwise adheres to the rules for blessings presented in the Dungeon Master's Guide:

> ***Blessing of Dumathoin.*** Your eyes become keen enough to pick out hidden secrets. You gain darkvision. If you already had darkvision, you can see in color in the dark. In addition, you can use an action to gain truesight for 1 minute. Once you gain truesight in this way, you can't do so again until you finish a long rest.

Crypt of the Talhund Locations

The following locations are keyed to map 6.4.



Map 6.4: Crypt of the Talhund

Mike Schley



Player Version

P1: Lower Landing

> Four stone sarcophagi stand against the walls here, two against the northern wall and two against the southern wall. A statue of a dwarf warrior stands between each pair of sarcophagi. The statues and sarcophagi are all badly cracked, as if they would fall apart with a touch.

Each sarcophagus holds a dwarf crypt guardian whose spirit was corrupted by the mind flayers' magic. When a sarcophagus is disturbed or a living creature attempts to leave through the doorway to the west, all four crypt guardians burst out to fight until destroyed. The crypt guardians use the revenant stat block with the following changes:

- They speak Dwarvish only.
- They have sworn vengeance against all living trespassers in the crypt.
- They don't rejuvenate if the characters have put the crypt's haunts to rest (see the "Purifying the Crypt" section).

The stone in this room was badly weakened in the mind flayer assault. The statues fall to pieces if disturbed, creating difficult terrain across the southern half or northern half of the room, depending on which statue is broken. The four sarcophagi also collapse if disturbed, though each creates difficult terrain only in its square.

P2: Ghostly Hall

> The sound of splashing water echoes from the west end of this long hallway. The north wall has three doors, and the south wall bears an elaborate carving of a procession of dwarf priests carrying wrapped bodies.

There is a crypt haunting in this somber hall (see "Crypt Hauntings" in the "Crypt Features" section). Returning the hall to silence by defeating or driving off the creatures in the watery room at the end of the hall (area P5) puts the haunt to rest.

P3: Corpse Preparation Rooms

These rooms all look similar, and each can be described as follows:

> A stone slab in the middle of this room bears a few metal tools covered in dust. A deep basin is near the slab. Wall carvings show dwarves reverently tending to the dead.

Specially trained attendants prepared deceased Talhund in these connected rooms:

East Room. Attendants here washed the bodies and stitched up any wounds. The basin is empty except for a few pumice stones.

Center Room. Attendants here placed a sanctified gemstone within the corpse's chest. The basin once held dozens of sacred gemstones, but the mind flayers took the gems when they vanquished this place's defenders. The basin is now empty.

West Room. Attendants here dressed and armored the prepared corpses. The basin holds several jumbled pieces of armor; see "Treasure" below.

Secret Door. Characters who search the center room and succeed on a DC 16 Wisdom (Perception) check discover a secret door hidden within the carving of a dwarf attendant placing her hand in the chest of a deceased priest. Pressing the attendant's hand causes the door to swing open into area P4.

Treasure. The armor pieces in the western room contain all the parts for a serviceable suit of plate armor. As this armor is funerary armor for the Talhund, Dumathoin's faithful are reluctant to attack its wearer. Undead dwarves in the Crypt of the Talhund have disadvantage on attack rolls against anyone wearing this armor.

P4: Hidden Sanctum Access Rooms

> This small, empty room bears a heavy stone door opposite its entrance.

The stone doors to access the rotating sanctum (area P14) pull open. If the sanctum hasn't been rotated into position (see areas P9 and P13), the doors are blocked by solid stone. Otherwise, they open into area P14.

P5: Watery Chamber



The ruins of the Crypt of the Talhund now serve as lairs for many monsters, including a hydra and a water weird

Michele Giorgi

> Most of this room has collapsed into a flooded pit. The dark water ripples and splashes strangely, as though something lurks deep within it.

The collapse that occurred here long ago disturbed an underground wellspring, flooding the whole area.

A hydra named Grandlejaw dozes in the water, keeping one or two heads alert for danger. The source of the splashing is a high-strung water weird named Kellikilli. After realizing Kellikilli is inedible, Grandlejaw grudgingly decided to tolerate the water weird. The water weird's constant, frenetic motion keeps the water bubbly, which the hydra enjoys. Kellikilli likes fighting alongside a creature as tough as Grandlejaw.

If the characters approach this room cautiously, they see Grandlejaw and Kellikilli interacting: Grandlejaw grumpily nips at the water weird for jostling a sleeping head, and Kellikilli responds with a high-pitched giggle and squirts water into one of Grandlejaw's faces.

The water weird is too distracted to notice anyone who doesn't disturb the water, but the hydra is hungry and attacks anything that looks edible. If a fight breaks out, the water weird stays in the pool but grabs creatures and drags them into the pool if it can. If the water weird is badly injured or if the hydra is slain, the water weird flees.

P6: Honored Approach

> This hall has a stone door at the north end. Another door to the east is askew on its hinges, brushing against an elongated, crumbling skull on the floor. Both doors bear Dwarvish writing.

The stone door to the north has the words "the honored dead" carved into it in Dwarvish. The askew door to the east bears the words "relics of the dead," also in Dwarvish. Any character who examines the skull next to the crooked door recognizes it as that of a mind flayer. The skull crumbles if roughly handled.

There is a crypt haunting here (see "Crypt Hauntings" in the "Crypt Features" section). Fixing the door and removing the mind flayer skull puts the haunt to rest. Repairing the door requires several minutes of work with a relevant set of tools, such as mason's tools, as well as proficiency with those tools.

P7: Reliquary

> This room's floor is covered with broken pedestals, shattered glass, and dust. A headless skeleton rests against the smashed displays. The north wall has collapsed, opening into a larger room beyond.

This room was the site of a fierce fight between the mind flayer invaders and the clay golem in the next room. The clay golem ultimately drove off the mind flayers, but not before the mind flayers stole most of the dwarven relics kept here.

The headless skeleton is a mind flayer's, and any character who examines it notes this and the fact that the skeleton matches the skull in area P6.

There is a crypt haunting here (see "Crypt Hauntings" in the "Crypt Features" section). Destroying the headless mind flayer skeleton puts the haunt to rest.

Treasure. A metal case containing eight beads of force remains amid the rubble.

P8: Honored Dead

> This room has a hallway to the north with two rows of standing sarcophagi. Each sarcophagus lid bears a carving of a resting priest. A 10-foot-tall, armored figure with dwarf-like features patrols the room.

The figure is a clay golem maintains its vigil here. It is 10 feet tall and shaped to resemble an armored dwarf. Even hundreds of years after it repelled the mind flayer attack, the golem remains vigilant. It pursues foes who flee into areas P6 and P7, but not further.

Each sarcophagus contains the brittle bones of a dwarf. As the mind flayers never bypassed the clay golem guardian and these sarcophagi are farthest from the obelisk fragment that taints the crypt with its magic, these are the only Talhund to remain at rest.

Treasure. Each of the fourteen dwarf corpses has a gem worth 100 gp in its ribcage. Any character who steals a gem cannot benefit from the Blessing of Dumathoin described in the "Purifying the Crypt" section earlier in this chapter.

P9: Historian's Tomb

> The walls of this room are carved with images of open books. The pages of each are filled with cramped writing. A simple sarcophagus is carved with the image of an older male dwarf holding a quill and a book.
>
> To the east, a metal lever built into the wall stands in the "up" position. A frail gnome, his shoulders bent with age, ponders the lever.

This is the vault of a great dwarf historian and priest, Thorgran Ironquill, who devoted his life to assembling a written history of Dumathoin's works. Thorgran's masterwork, *He of the Hidden Gemstone*, is more fable than history, but his pupils copied the entire text onto the walls of the historian's resting place when they believed he died.

The sarcophagus is empty. Thorgran faked his death to go on one last important journey; the characters can discover the historian's true fate in chapter 7.

Lever. The metal lever in the "up" position can be moved only if the lever in area P13 is moved at the same time. Moving both levers simultaneously rotates the hidden sanctum, as described in area P14.

Adventurous Gnome. An elderly svirfneblin named Rivibiddel has spent many days in the crypt. Because of his advanced age, his walking speed is 15 feet, and he can't take reactions. Rivibiddel ran out of food days ago and is quickly running out of water. If the characters aid him, he shares the following information:



Rivibiddel

CoupleOfKooks

Ardent Convert. Rivibiddel is a historian and a convert to the religion of Dumathoin.

Getting In. Rivibiddel accessed a secret Underdark passage leading to the pool in area P5. He swam past that room's treacherous inhabitants and was delighted to find the work here on the walls.

Growing Old Rapidly. Rivibiddel was a much physically younger gnome when he entered the crypt to pursue one of the few known copies of He of the Hidden Gemstone. Worried that he'd run out of food and water before recording all the text, Rivibiddel scouted the passage to the north and ran afoul of a pair of restless ghosts. Their Horrifying Visage ability aged the unfortunate gnome's body, and he's now hovering on death's door. Weakened and scared, Rivibiddel retreated here.

Halfway There. He has copied the entirety of He of the Hidden Gemstone, but the last half of his copy is in a shaky hand due to his condition. He keeps his work and writing tools in a satchel he always wears.

Ironquill. Rivibiddel knows that the work's author is named Thorgran Ironquill. Rivibiddel shares everything about Thorgran listed in the beginning of this section.

Relic. Rivibiddel learned from Thorgran's text that an enormous, exquisite emerald lies somewhere in the Crypt of the Talhund. He wants to recover a chip of this emerald as a sacred relic and return it to other worshipers of Dumathoin before he dies.

Return. Rivibiddel knows he can't survive the difficult swim to leave the way he came. He needs some other route and would be happy to stay in Phandalin for the time being if shown the way.

Even though Rivibiddel has been in areas P5 through P11 only, he shares information about the Crypt of the Talhund from his own scouting and from *He of the Hidden Gemstone*:

Blessed Site. Talhundereth was once a significant holy site for followers of Dumathoin. Generations of their priests, called the Talhund, were buried in the Crypt of the Talhund beneath the temple. The crypt was once one of Dumathoin's most sacred places.

Crypt Invasion. Many generations ago, mind flayers took over a significant portion of the Underdark, including Talhundereth. They must have invaded the crypt because there are so many restless Undead and haunts. Rivibiddel adds, sadly, that the sanctity of the crypt was broken long ago.

Dangers. There is a hydra and some sort of elemental in the pool to the south, a dangerous golem to the northwest, and some dwarf skeletons and ghosts to the north. Rivibiddel believes the entire crypt is filled with deadly dangers.

Emerald. The massive emerald Rivibiddel seeks is likely hidden in an inner sanctum, as befits Dumathoin's lore. Secret doors are common in Dumathoin's holy places. Rivibiddel hasn't discovered any in the crypt yet.

Lever. The lever here in this crypt probably has something to do with revealing the crypt's hidden sanctum, but Rivibiddel can't get the lever to move. He's done enough tinkering to realize that the lever is tied to some vast clockwork mechanism that must cause entire rooms in the crypt to shift. The lever is locked in place because it's connected to another lever somewhere else in the crypt. He's convinced that both levers must be pulled at the same time. (If the characters want Rivibiddel to help with pulling levers, he's honored to do so, but the crypt guardians may attack him, as described in area P15.)

P10: Founder's Tomb

> Images of the temple of Talhundereth adorn the walls of this crypt. A sarcophagus in this room bears the carved image of a dwarf woman wearing a large ring.

The sarcophagus contains a single dwarf skeleton (see the accompanying stat block). This was the influential priest who first received Dumathoin's vision for Talhundereth and who oversaw its initial construction. As fourteen Talhund assisted her, the number fourteen became important throughout Talhundereth and the crypt.

If the characters have put the crypt's haunts to rest (see the "Purifying the Crypt" section), the skeleton remains at rest when the characters enter. Otherwise, the skeleton pushes open the sarcophagus lid to attack when anyone enters. If a character spends an action, invokes the name of Dumathoin, and succeeds on a DC 14 Intelligence (Religion) check, the skeleton stops attacking, though it attacks the characters again if they reenter the room.

Treasure. The dwarf skeleton has a gemstone worth 100 gp in its ribcage. The sarcophagus contains the founder's ring of the orator, which fell off her finger when she became a skeleton.

P11: Valiant Approach

> This room's east wall is bare stone. Carvings of dwarves battling giants, orcs, and other enemies adorn the other walls. A statue of a dwarf warrior, axe raised, stands in the middle of the room.

There is a crypt haunting here (see "Crypt Hauntings" in the "Crypt Features" section) that manifests immediately.

Four dwarf skeletons (see area P10) lumber from area P12 as soon as anyone enters this room. Two more dwarf skeletons come from area P12 at the start of each subsequent round until all fourteen dwarf skeletons have entered the fray. Any skeletons already in a fight pursue fleeing foes. The skeletons fight until destroyed.

If a character spends an action, invokes the name of Dumathoin, and succeeds on a DC 14 Intelligence (Religion) check, one skeleton stops attacking. The characters can temporarily stop all the skeletons, though all such skeletons attack the characters again if they reenter the room.

Defeating all fourteen skeletons or temporarily stopping them as described above puts this area's haunt to rest.

Words carved above the doorway leading to area P12 read "the valiant dead" in Dwarvish.

Sliding Wall. The wall between this room and area P15 is movable. When the levers in areas P9 and P13 are pulled at the same time, the wall lifts into the ceiling, turning areas P11 and P15 into one big room.

Treasure. Each of the fourteen dwarf skeletons has a gemstone worth 100 gp in its ribcage. Any character who steals a gem can't benefit from the Blessing of Dumathoin described in the "Purifying the Crypt" section earlier in this chapter.

P11a: Narrow Corridor

This long hallway connects areas P5 and P11.

Secret Door. Characters who search the corridor's east wall and who succeed on a DC 16 Wisdom (Perception) check discover a secret door. Sliding a wall carving of a mountain peak causes the door to swing open to area P4.

P12: Valiant Dead

> This room has fourteen stone slabs, each with an indentation where a dwarf warrior would rest. The walls are carved with images of valiant dwarf war-priests smiting enemies with glowing axes and blasts of radiant fire.

The door to this area is slightly ajar. The fourteen dwarves laid to rest on these slabs animated as skeletons, which the characters faced already in area P11.

P13: General's Tomb

> Three slabs with indentations for bodies lie in this room, the central slab more ornate that the other two. Armor scraps and brittle bones rest atop each slab. Carvings show a female dwarf leading other dwarves in battle.
>
> To the east, a metal lever built into the wall stands in the "up" position.

Brelta Gemblade—the dwarf general who was instrumental in securing peace in the region—was laid to rest here, along with her loyal aides, Murnig and Nelja.

The general and both of her aides have returned from the dead as ghosts. If the characters have put the crypt's haunts to rest (see the "Purifying the Crypt" section), the ghosts don't manifest when the characters enter the room. Otherwise, the ghosts attack when the characters enter. If a character spends an action, invokes the name of Dumathoin, and succeeds on a DC 14 Intelligence (Religion) check, the ghosts stop attacking.

The Lever. The east wall's metal lever can be moved only if the lever in area P9 is moved at the same time. Moving both levers simultaneously rotates the hidden sanctum, as described in area P14.

Treasure. Among the bones and armor scraps on each slab is a gemstone worth 100 gp. The general's slab also contains her mindguard crown.

P14: Rotating Sanctum



Finding the obelisk shard hidden in the Crypt of the Talhund requires opening a tricky device to access a hidden room

Michele Giorgi

> This round room has three alcoves with exits, each supported by stone pillars and lintels to resemble a mine. The room's center contains a dais with a pedestal that holds an enormous, multifaceted emerald that glows with warm, green light.

Three wraiths manifest and attack as soon as any other creature enters the room. They can't leave the room and fight until destroyed.

Rotating the Sanctum. This hidden room is set atop a massive gear. When the characters first arrive in the Crypt of the Talhund, it's not aligned with any of the sanctum access rooms (area P4). When the levers in areas P9 and P13 are both pulled at the same time, the gears grind and the room rotates clockwise. Rotating the room aligns its three entrances with the access rooms and pulls aside the wall between areas P11 and P15, turning those areas into one big room.

The Sanctum's Gemstone. The mind flayers found this sacred room and discovered that the 10-foot-diameter gemstone was not an emerald. The green-hued crystal was a dependable receptacle for their psionic echoes, so they imbued it with splinters of their malignant intellects. This desecration is a major reason the crypt remains haunted.

The Talhund blessed the gemstone so that it can't be shattered, but it can be chipped. The svirfneblin Rivibiddel in area P9 wants a chip of the gemstone at the heart of the sanctum. He doesn't care that it's not a genuine emerald, as its importance to him is religious instead of monetary.

P15: Blessed Dead

> This room contains fourteen alcoves, each one containing a sarcophagus. The lid of each is carved to depict a pious dwarf priest. A dim radiance emanates from each carving. Slumped in the room's center are six armored skeletons.

The virtuous souls of the priests interred here weren't affected by the mind flayers' corruption, but the six crypt guardians assigned to watch over the dead were. When a character enters this area, the slumped skeletons rise as six revenants with the following changes:

- They speak Dwarvish only.
- They have sworn vengeance against all living trespassers in the crypt.
- They don't rejuvenate if the characters have put the crypt's haunts to rest (see the "Purifying the Crypt" section).

These guardians can't leave the area until the characters rotate the sanctum and the wall between areas P11 and P15 pulls aside. The crypt guardians make their way into the crypt's western half to fight intruders there. If the characters split up to pull the levers in areas P9 and P13, the revenants split up to attack both locations.

If the characters have put the crypt's haunts to rest (see the "Purifying the Crypt" section), the guardians' bodies don't rise. Otherwise, the revenants attack the characters on sight.

If a character spends an action, invokes the name of Dumathoin, and succeeds on a DC 14 Intelligence (Religion) check, one revenant stops attacking and returns to its rest. The characters can temporarily stop all the revenants from attacking, though the revenants attack the characters again if the characters reenter the room.

Sliding Wall. The wall between this room and area P11 is movable. When the levers in areas P9 and P13 are both pulled at the same time, the wall lifts up into the ceiling, turning areas P11 and P15 into one big room.

P16: Haunted Hall

> Lining this hallway are grand carvings of mountain peaks above smaller carvings of multifaceted gemstones.

There is a crypt haunting here (see "Crypt Hauntings" in the "Crypt Features" section) that manifests when a creature steps within 5 feet of the door to the architect's tomb (area P17). Defeating the mummy in that room quells the haunt.

The doorway at the north end of this hall is carved with the words "the blessed dead" in Dwarvish. The southern doorway is carved with "the digging dead" in Dwarvish.

Secret Door. The secret door in this hallway sits slightly askew in its frame, making it easier to discover than other hidden sanctum entrances. Characters who search the hall and who succeed on a DC 12 Wisdom (Perception) check discover the secret door. Pressing the carving of a gemstone on the wall causes the door to swing open.

P17: Architect's Tomb

> Architectural designs are carved into the walls of this room, showing the chambers and passages of the crypt. A statue of a glowering dwarf stands protectively over a sarcophagus with a cracked lid.

The statue is an old shield guardian bound to the crypt's architect, who was buried here with several sheaves of his best architectural plans. The corrupted energies unleashed by the mind flayers bound the designs to the corpse of the dwarf, creating a mummy wrapped in architectural plans. If the characters have put the crypt's haunts to rest (see the "Purifying the Crypt" section), the mummy doesn't animate and the statue doesn't move. Otherwise, the mummy pushes off the lid to the sarcophagus and rises to slay intruders, while the shield guardian protects it. The mummy has complete knowledge of the crypt, and might, for example, move through the rotating sanctum (area P14) to intercept characters who flee.

If a character spends an action, invokes the name of Dumathoin, and succeeds on a DC 14 Intelligence (Religion) check, the shield guardian and the mummy stop attacking. The creatures attack the characters again if they reenter the room.

Crypt Map. The wall carvings show a complete map of the crypt, including the secret doors, secret areas, and the rotating sanctum. Anyone reviewing this map automatically finds any secret door in the crypt.

Treasure. The mummy has a gemstone worth 500 gp hidden in its torso.

P18: Obelisk Chamber

> This room is lined with seven carvings of dwarf miners hard at work. A mining cart against the north wall holds a large chunk of black stone about a foot long.



A wizard hid an obelisk fragment in a mining cart in the Crypt of the Talhund

Hex Sharpe

The seven carvings are no mere decorations; each covers a burial niche in which a miner-turned-priest was put to rest. These miner-priests were among the most revered of the Talhund, as they had lived the experience of Dumathoin's teachings before hearing the call to join the clergy.

Obelisk Fragment. A wizard cast passwall to bypass most of the crypt, which allowed them to place the obelisk fragment here in the mining cart for safekeeping. The wizard never returned to claim it. The obelisk fragment has been here for years, amplifying the psychic echoes resonating within the crypt. See the "Obelisk Fragments" section at the beginning of this chapter for more information about the fragment's properties.

When the obelisk fragment is touched, the dwarf spirits within the walls emerge to defend it, unless the characters have put the crypt's haunts to rest (see the "Purifying the Crypt" section). In that case, the spirits don't emerge from the carving.

Initially, four specters emerge from the carvings. At the beginning of each round, another specter emerges from another carving until the fragment is removed from the room or until all seven specters are summoned into the fight.

The specters attack the characters on sight. If a character spends an action, invokes the name of Dumathoin, and succeeds on a DC 14 Intelligence (Religion) check, one specter stops attacking. The characters can temporarily stop all the specters from attacking, though the specters attack the characters again if they reenter the room.

If the Characters Fail. If the characters are defeated by the specters, the mind flayer fanatics send minions into the crypt to recover the obelisk fragment. Record if the fanatics get the fragment, as it alters how the characters confront the mind flayer fanatics in chapter 8.

Development. Once the characters have explored Talhundereth and the Crypt of the Talhund, they should head to Gibbet Crossing if they haven't done so already.

Gibbet Crossing

Gibbet Crossing is a forlorn place. It was once a crossroads of the Underdark where drow, duergar, and svirfneblin communities lived in uneasy peace. The duergar had a lucrative business making collapsible cages (their well-crafted hanging cages gave the crossroads its name), and the duergar came to rely on mithral that the svirfneblin supplied. The drow provided the duergar with security in exchange for inclusion in svirfneblin trade contracts, while the drow simultaneously negotiated fair prices for duergar goods. Tensions between the three groups were always present. When mind flayers attacked the area long ago, the groups didn't fight alongside one another and were individually annihilated.

Only monsters live in the crossroads region today. Humanoids rarely travel through the area, as cave-ins and flooding have made it inconvenient as a thoroughfare.

A group of thieves who recently obtained an obelisk fragment came to plunder an abandoned vault in Gibbet Crossing. The obelisk's magic activated a nearby forgotten magic item, trapping the thieves. They died with their treasures.

Recently, the mind flayer fanatics sent one of their most powerful agents, a mind flayer warlock named Qunbraxel, to secure the obelisk fragments. Qunbraxel knows that one of the fragments is hidden somewhere in Gibbet Crossing, and the mind flayer has grimlock minions searching for it.

Reaching Gibbet Crossing is normally a daunting affair, as Underdark dangers deter most travelers. Qunbraxel has killed or driven away the dangerous creatures that normally lurk in the area so the grimlocks can come and go with ease. The dangers of Gibbet Crossing itself have proven harder to uproot, but Qunbraxel has an idea where the obelisk fragment is located, so the mind flayer hasn't needed to clear the old crossroads.

When the characters travel to Gibbet Crossing, it's up to you whether they face any random Underdark monsters or threats. Narrating the daunting journey to this subterranean area could be just as effective as running random encounters.

Gibbet Crossing Features

Gibbet Crossing consists of three areas separated by wide, natural tunnels smoothed for easier travel. The duergar workshop is to the west, the svirfneblin enclave is to the northeast, and the drow trading halls are to the southeast.

Illumination

Continual flame spells still illuminate the natural tunnels after many years, but the chambers are unlit and the current denizens rely on darkvision to see. Descriptions of unlit areas assume that the characters have a light source or some other method of seeing in the dark.

Doors

Doors throughout Gibbet Crossing are made of 2-inch-thick slabs of stone. Any door opening into a natural tunnel has grooves to place a reinforcing bar, but the bars are nowhere to be found, except in the passage to Talhundereth (area G11).

Ceilings

Ceilings in the svirfneblin enclave (areas G11 to G14) are 9 feet high. Ceilings in the rest of Gibbet Crossing are 10 feet high, unless the text states otherwise.

Gibbet Crossing Locations

The following locations are keyed to map 6.5.



Map 6.5: Gibbet Crossing

Mike Schley



Player Version

G1: Surface Entrance

> A few lumps of old slag and tumbled stone are all that remain in this large room. Words are carved into a double door that leads south. Doors also exit to the east and west; the one to the west bears a large "X" in dark red.

The tunnel from the surface winds down through the earth for more than a mile. The deepest point is a cave-in that collapsed the back wall of this room.

The words on the door leading south to the workshop repeat "toil" in Dwarvish.

Previous explorers have taken everything of value from this room. The painted red mark is intended to indicate a safe exit door, although the characters might interpret it differently.

G2: Storeroom

> Shelves and racks in this storeroom hold iron bars of various lengths.

The heavy bars were raw materials for the duergar workshop, left here once the duergar started relying on mithral from their svirfneblin neighbors. The bars are badly rusted and valueless. If a dwarf character or a character proficient in the History skill inspects the bars, they identify markings indicating they are of duergar make. A character proficient in History also realizes the duergar clan that once used these marks is long gone, overwhelmed by mind flayers many generations ago.

G3: Cage Workshop

> Stamps and lathes line the walls of this large workshop. Four eerie figures toil before a dark forge, striking metal that isn't there. Several stone tables bear old tools and metal rods adorned with spikes. A cage in the southeast corner bears inward-pointing spikes.

Four feral ashenwights are bound to the workshop in which they worked while alive. They attack trespassers and fight until destroyed.

This workshop was used to create metal cages of various sizes, all adorned with wicked spikes pointing inward and outward, or both. Cunning hinges and reinforced pins make these cages easy to fold for transport when empty. The duergar ran a moderately successful business selling these macabre cages, but their business reached new heights when they started incorporating lightweight mithral into their folding cages.

Treasure. The fully assembled cage in the corner is a finished example. It can be folded flat with 1 minute of work. It weighs 50 pounds. Although much of the cage is made of iron, it has reinforcing bars and hinges made of mithral. The cage doesn't have a lock; customers paid extra for locks manufactured elsewhere. The cage is worth 200 gp.

G4: Living Quarters

> Several short, iron bed frames are jumbled together in this room. Nothing remains of any bedding. An opening to the south leads to an alcove containing only two long tables and a splintered chair.
>
> To the west, a door bearing a painted red "X" opens to a long hallway that leads deeper into the crossing.

Ashes and burn marks on the floor indicate past campfires. Remains of wooden chairs in the alcove to the south appear to have been broken up for firewood.

The long hallway to the west includes doors to the showroom (area G5) and the depleted mine (area G9).

Treasure. A shredded backpack contains a set of cartographer's tools, six pints of oil, an illustrated book about ropers, an emerald worth 250 gp, and a lantern of revealing.

G5: Showroom

> This room is empty, but crumbling wall carvings show a duergar unfolding a spiked cage step by step.

The duergar would show off collapsible cages to prospective purchasers in this room. The chain devil in the adjacent prison (area G6) comes here to investigate any sounds of intruders.

G6: Prison

> Two spiked cages are jammed with old bones and bits of decaying flesh. A woman with red skin wrapped in loose chains sits on the floor.

Duergar diabolists bound a chain devil to this room long ago. She dimly remembers her name is Vakketar. When the mind flayers routed the duergar, they blasted Vakketar's mind and left her for dead. The chain devil survived, however, as did the magic that binds her here. She can leave this area for only 1 minute at a time before the binding magic compels her to return.

Vakketar used to demonstrate the efficacy of the cages for customers, usually on captured thieves or duergar who worked too slowly. She might talk briefly with the characters, but only as a pretense to determine their numbers and weaknesses. She can't comprehend the passage of time except with extraordinary concentration.

An ageless and sadistic jailer, Vakketar likes to catch intruders and shove them into the spiked cages. She has captured many curious travelers over the years and tries to capture the characters, too.

Treasure. Both cages are like the ones in area G3, except they are sized for Large creatures. Once emptied of bones and gore, each can be folded flat with 2 minutes of work and weighs 500 pounds. Neither cage has a lock because Vakketar would wrap her animated chains around the cage doors to keep them closed. Each cage is worth 400 gp.

G7: Stairs to Flooded Passage

> This wide passage is inlaid with roughly cut stairs that descend into murky flood waters.

A subterranean waterway flooded this passage several decades ago, and it's now completely submerged. Part of the tunnel has collapsed, creating an opening to the negotiation chamber (area G16).

G8: Intersection

> Stalactites hang from the ceiling of this 30-foot-high, vaulted cavern. The floor is slick with moisture, and it's carved level and even. Passages extend in several directions, and a stone double door bearing the carving of a spiked cage is set into one wall.

A grick alpha recently moved into this area and is coiled around one of the eastern stalactites, where it can easily slither down the nearby wall to snag prey. A character who succeeds on a DC 15 Wisdom (Perception) check notices the grick, which attacks when noticed. The first time it is injured, the grick emits a loud squeal that draws the gricks lairing in the mine (area G9) to its aid. Qunbraxel's grimlocks know to avoid the grick when they come this way on errands.

Although the days when this intersection was a bustling market are gone, it resonates with faint psychic echoes of traders and travelers conducting business. Characters who enter this area hear momentary auditory hallucinations of this ancient business.

G9: Depleted Mine

> Rough walls indicate that mining was once performed here. Clots of repulsive mucus jam the crevasses. A narrow door is wedged into the back of the mine.

Six gricks lair here amid the nests they've made from their own mucus. The characters might have already encountered them if the grick alpha in the adjacent intersection squealed for aid.

The duergar initially tried to mine metal for their cage workshop here, but they soon learned the svirfneblin provided better product. The door at the rear of the mine was installed later as an escape route that let many duergar flee the mind flayers during the attack.

G10: Collapsed Tunnel

> The wide tunnel ends suddenly around this bend. Large chunks of stone suggest a long-ago collapse.



Ropers lurk amid the ruined mine tunnels

Warren Mahy

Two ropers lurk amid the stones here. They enjoy ambushing travelers, but there haven't been many travelers recently. The ropers don't know that gricks have been poaching their potential prey. They're hungry and desperate for victims.

The ropers know about the strange effect in the adjacent receiving room (area G12). Once one roper is defeated, the other one retreats just inside the doorway of the receiving room to gain the protection that room provides.

The long-ago collapse caused desperate times for the svirfneblin enclave. The tunnel once led to several other svirfneblin communities from which these svirfneblin acquired mithral, but the collapse proved too extensive for even the skilled tunnelers to safely excavate. The isolated svirfneblin began to rely on traders from Talhundereth to get mithral, even though this cut deeply into their profits.

Treasure. Each roper has consumed four amethysts, each worth 30 gp. The xorn in area G14 is desperate to recover these amethysts.

G11: Talhundereth Passage

Breaking into this room from area G10 is difficult, as the door is barred. A character can remove the bar from the other side by succeeding on a DC 15 Dexterity check using thieves' tools, or by succeeding on a DC 21 Strength (Athletics) check to shove the door hard enough to break the bar. Qunbraxel rightly believes a passage to Talhundereth is behind the door, so the mind flayer sent grimlocks to investigate. The door bears marks from Qunbraxel's grimlocks. The ropers from area G10 ate the grimlocks before they could get through the door.

> An irregular tunnel leads from a fissure to the north to a reinforced door to the south.

The fissure at the north end of this room leads to area T1 in Talhundereth (see map 6.3). The svirfneblin worked hard to limit this access to Talhundereth and kept watch here. They weren't expecting a mind flayer attack from Talhundereth and were quickly dispatched.

G12: Receiving Room

> A double door in the northwest corner of this room has been knocked off its hinges and lies on the floor. The room is blurry, as though seen underwater.

This room's blurry appearance is the result of a permanent magical effect from when the mind flayers burst into this room and slaughtered the svirfneblin. The gnomes cast blur as a last-ditch effort, and their magic soaked into the room, making everything within it harder to see. Attacks against creatures or objects in the room have disadvantage unless the attacker doesn't rely on sight, as with blindsight, or can see through illusions, as with truesight.

G13: Private Rooms

> Half a dozen rough chambers along an L-shaped passage remain mostly intact. Each chamber contains a pair of short stone beds and an empty metal footlocker.

The svirfneblin stationed at this outpost shared rooms. Anyone stepping into one of these rooms has a momentary flash of dread, as though being awoken by a warning of an ambush occurring nearby. This is a psychic remnant from the mind flayer attack.

G14: Toppled Tower

> The east side of this room bears a strange, angled structure, as though a squat tower tipped sideways and fell through the wall. Muddy knobs protrude and retract from its irregular surface in a slow, hypnotic motion. Near the structure, two rocky creatures and a three-legged, three-armed, egg-shaped monster with a wide maw on its head chatter in a grunting language.

A xorn named Zoklork lairs here with two earth elementals. They are discussing the tower in Terran.

Toppled Tower. The strange tower is a variant of Daern's instant fortress called a mudslick tower. Svirfneblin scouts liberated the mudslick tower from enemies deeper in the Underdark and hid it in this enclave until they could decide what to do with it. They never figured out how to activate it.

The erratic magic of the nearby Netherese obelisk fragment caused the mudslick tower to grow and tip through the natural stone between the gnome enclave and the drow treasure vault. Wedged in the earth this way, the tower is immune to all damage. Without the command word, the only way to shrink it again is to sprinkle a handful of gravel from a petrified creature upon it.



Mudslick Tower

Wade Acuff

Talking with Zoklork. Zoklork has spent a lot of time around svirfneblin and speaks Gnomish and Undercommon as well as Terran. If the characters parley with the elementals or Zoklork, the xorn can share the following information:

Amethysts. Zoklork came here a few years ago with their "rockmate"—akin to a xorn sibling—in search of delicious amethysts the svirfneblin left behind. The earth elementals were already here; like Zoklork, they find the ever-shifting mud of the toppled tower strangely fascinating.

Greedy Mate. Zoklork's rockmate found and ate all the amethysts, even though Zoklork was clear about wanting a share.

Gutted. The rockmate lumbered from the enclave and into a roper ambush. The ropers killed and ate Zoklork's rockmate, including the amethysts in the rockmate's gut.

Revenge. Zoklork is angry at the ropers and really wants those amethysts back.

Tower. If the characters give Zoklork the amethysts, or if the characters killed the ropers but didn't recover the amethysts, the xorn considers it a great favor and shares a secret about the odd tower: it's a rare magic item from the Plane of Earth that seems to have been accidentally activated (Zoklork doesn't know about the obelisk fragment). The mudslick tower's command word can be used to shrink it; the command word is "petrification" in Terran.

Withdrawn. Zoklork isn't willing to scout for the characters because dangerous creatures lurk nearby.

If the characters don't learn how to shrink the mudslick tower from Zoklork, they can learn its command word with an identify spell or by perusing the notes in the drow shrine (area G20).

If the characters shrink the mudslick tower, whether with petrified gravel or its command word, the path opens between the killing hall (area G23) and the vault to the east (area G25). If the characters haven't yet dealt with Qunbraxel, the mind flayer and associated grimlocks relocate from the guard room (area G24) to the vault.

Treasure. In addition to the mudslick tower, this room contains a strongbox with 1,300 gp inside.

G15: Duergar Delegate Room

> A long, low table in this room bears bits of metal. Stairs descend to the south, beneath an archway bearing deep, jagged carvings.

Drow and duergar living in this area didn't trust each other but realized the benefits of working together to obtain greater profits from their wares. This is the room where duergar prepared for negotiations with drow. The metal pieces on the table are hinges from the duergar folding cages, which they'd intended to show off.

The carving above the archway reads "trust no one" in Dwarvish.

G16: Negotiating Chamber

> This room is flooded with two feet of dark water. The crumbled remains of an old stone table emerge just above the waterline. Four enormous, crab-like monsters skulk around the room.

The water makes this room difficult terrain for creatures without a swimming speed. Four chuuls lurk here, alert for prey entering from any direction. They know about the secret door in the south wall (see below), but they also know that a dangerous creature is beyond it. They don't pass through the secret door unless they can chase foes that way.

Secret Door. Drow priests often spied on the negotiations from behind this secret door. A character who searches the room and succeeds on a DC 15 Wisdom (Perception) check finds the door, which opens by shifting a sliding panel. Behind the door is a staircase that ascends to area G20. Opening the secret door causes water to submerge the bottom 2 feet of the stairway.

G17: Drow Delegation Room

> Two feet of water pools in this room. Rusted metal chair frames jut from the water, and delicate script is carved above the doorway leading east.

The metal frames used to be comfortable chairs, but everything other than the frames has rotted away.

The carved script reads "distrust all strangers" in Elvish.

G18: Drow Passage

> Natural stone stairs descend into a passageway flooded with dark water. The upper half of a door protrudes above the water on the west side of the passage.

This wide passage leads to territory in the Underdark once claimed by drow. Two drow trading houses kept outposts on each side of the passage (areas G19 and G21).

The lowest point of this passage is flooded with dark water about 2 feet deep.

G19: Azfadiel Receiving Room

The door leading from the wide tunnel bears a symbol of a coin with spider legs and the name "Azfadiel" in Elvish. A character who is proficient in the History skill, or who is a drow, remembers that House Azfadiel was a drow trading house that was exterminated by mind flayers generations ago.

> This wide room has several chairs made of tough silk over metal frames. Against the west wall stands a metal cabinet adorned with symbols of coins crawling on spider legs.

When the mind flayers attacked, the drow denizens moved the large, empty metal cabinet in front of the door to the shrine (area G20) to hide it. This ruse worked; the mind flayers never entered the shrine or found the yochlol demon bound to protect it.

Moving the metal cabinet out of the way is necessary to open the shrine door, although the yochlol from area G20 can seep under the door and the cabinet in mist form.

Everything here is much cleaner and better maintained than other areas of Gibbet Crossing.

G20: Azfadiel Shrine

> Coins on spider legs creep along webbing that covers the ceiling of this room. A table stands against a stairway descending to the north. Against the south wall, a marble altar has a noticeable indentation. Near the altar is a monocular creature with a body that resembles melted yellow wax.

The yochlol Zuluthl was summoned by the priests of House Azfadiel, and it has remained here ever since. The demon knows that the Azfadiel drow here were killed a long time ago, but the fight was over too quickly for the yochlol to join. Although Zuluthl doesn't need to remain here, the yochlol considers itself on an extended break from the chaotic machinations of the Demonweb Pits. It enjoys the solitude and reacts violently to intruders.

Command Word. The table contains several slate tablets filled with notes in Undercommon. Reviewing them reveals that the writer was eavesdropping on conversations between duergar and drow. Apart from dull trade information about sharing resources to get more money from traveling customers, the duergar were seeking a command word to activate a magical stone tower. The drow claimed ignorance. The notes indicate that the drow already researched the command word and were separately negotiating with the nearby svirfneblin about sharing it with them. The drow hoped to be paid twice for the same command word. Characters who spend at least 10 minutes reading the notes find a drawing of a tower with the Terran word for "petrification" written under it. The characters should be able to determine that this is the mudslick tower's command word once they've examined the tower in area G14.

Treasure. The spiders creeping through the webbing are mundane coins enchanted by the yochlol. If removed from this room, they revert to ordinary coins. There are 80 gp in total here. In addition, on top of the altar is a spell scroll of freedom of movement.

G21: Receiving Room

The double door leading from the wide tunnel has a stylized symbol of a dagger thrust into a metal ingot and the name "Triestoroth" in Elvish. A character proficient in the History skill remembers that House Triestoroth was a wealthy drow trading house exterminated by mind flayers generations ago. Many people believe that House Triestoroth had undiscovered treasures hidden in well-defended vaults.

> Steps lead from a double door into a room flooded with several inches of water. Lifelike but heavily damaged statues are pushed against the walls of the room. A few sodden nests made of rubbish sit atop the old tables, giving the room a dreadful reek. Milling near the nests are two squat, lizard-like creatures with eight legs each and five gray-skinned Humanoids.

Five grimlocks live here, keeping watch on the doors and resting from their interminable excavations in the hall to the north. They keep two basilisks as pets. The grimlocks can't be petrified by the basilisks.

The door leading west is cool to the touch, due to the brown mold growing on the other side of it.

Statues. The six statues pushed into the corners are two dwarves, a drow, two quaggoths, and a basilisk that saw its own reflection. Each is extraordinarily lifelike and caught in an expression of surprise or fear. Other than the basilisk, these are petrified Underdark travelers who ran afoul of Qunbraxel and the mind flayer's minions. The grimlocks disfigured each statue enough to prevent the victims from being restored to life.

The characters can acquire a handful of gravel from the smashed statues to shrink the mudslick tower if they've learned to do so.

G22: Moldy Room

> This once-opulent dining room is flooded with more than a foot of dark water. Metal rods that once held tapestries now support sheets of mold. Six chairs surround a large table. A moldy brown crust has formed on the water in one corner.

A 10-foot-wide patch of mold to the south is brown mold (see the Dungeon Hazards section of the Dungeon Master's Guide) and has chilled the water enough to create a thin crust of ice.

G23: Killing Hall

> Narrow slits line the west side of this twisting hall.

The arrow slits provide three-quarters cover to creatures in area G24.

Qunbraxel and the grimlock minions have occupied the adjacent guard room for the past few weeks. The grimlocks are likely to hear or smell intruders in the hall through the arrow slits. The grimlocks don't have ranged weapons, but Qunbraxel might attack through the narrow openings.

Blocked Hall. The top of the mudslick tower blocks the end of this hall except for gaps only a few inches wide between the battlements along the toppled tower's roof. It churns with muddy knobs that emerge and collapse into the tower, just like the tower's base in area G14. Two grimlocks diligently work to batter their way through the tower. They've made no progress, as any lapse in their work allows the tower to magically repair the damage. They don't stop their work unless enemies get close.

If the Tower Is Gone. If the characters have already shrunk the mudslick tower and opened the way to the vault, the grimlocks here and all the denizens of area G24 have relocated to the vault (area G25). There, Qunbraxel studies the obelisk fragment to determine how to best help the

mind flayer fanatics.

G24: Guard Room



Qunbraxel, leader of the grimlocks in Gibbet Crossing, sits on a throne

Lily Abdullina

> The east wall of this room bears several arrow slits. The south wall contains an enormous map drawn in charcoal, with numerous arrows and annotations. A stone throne sits against the west wall.

Qunbraxel (see the accompanying stat block) is an arrogant mind flayer warlock. Qunbraxel is either seated on the stone throne or reviewing the intricate map drawn on the wall. Qunbraxel is always attended by four loyal grimlocks. They swap this duty with other grimlocks nearby, although Qunbraxel can hardly be bothered to tell one grimlock minion from another.

Qunbraxel uses the grimlocks as front-line combatants. While Qunbraxel fights, the mind flayer telepathically berates the characters with dire warnings and predictions such as the following:

- "The ritual will devastate Phandalin! You bear witness to the rise of a new illithid empire on the surface!"
- "There is power in the Far Realm for those daring enough to seize it. And I dare!"
- "The chosen ones are preparing the ritual while you natter about!"
- "The obelisk fragments will bolster the ritual, and I will join the chosen ones when my minions deliver the fragments!" If the characters tell the mind flayer that they've already secured one or more obelisk fragments, Qunbraxel responds, "No matter! I shall add those that I can recover to the goblins' fragments, and my place among the chosen ones is assured!"
- "Those you care about in Phandalin will be transformed into illithids—if they survive at all!
- As the mind flayer is defeated, Qunbraxel boasts, "The ritual can't be stopped. The chosen ones know all about you. The Far Realm will twist your body and shatter your sanity!"

The Ilvaash Fanatics' Mission. The mind flayer fanatics manipulated the insufferably arrogant Qunbraxel with vague promises to bring Qunbraxel into their inner circle. Cut off from any elder brain Qunbraxel considers worthy, the mind flayer hopes to join the Ilvaash fanatics and receive power and insight from the Far Realm.

The mind flayer fanatics had little intent on welcoming Qunbraxel into their fold, but they've been happy to exploit the sycophant's efforts. They told Qunbraxel to relocate to Gibbet Crossing because it was near Phandalin. They hoped Qunbraxel would acquire the fragments, but Qunbraxel was more interested in establishing a court of grimlocks and turning Gibbet Crossing into a lair. Once the Sawplee goblins succeeded at finding

the obelisk shards in Phandalin, the fanatics commanded Qunbraxel to hurry with collecting the rest of the obelisk fragments.

Qunbraxel guessed that the nearby fragment was somehow connected to the toppled tower that's blocking the way to the old drow vault. Qunbraxel ordered the grimlocks to bash through it, determined to eventually overcome the tower's regenerative protections. Qunbraxel isn't aware of the mudslick tower's nature, or even that it's a magic item wedged into the stone.

Qunbraxel is less certain about the locations of the other fragments. The mind flayer knows the Sawplee goblins acquired the smaller fragments scattered throughout Phandalin. Qunbraxel believes a fragment in Talhundereth is guarded by an encephalon cluster, as the mind flayer has caught psychic glimpses of the creature. Qunbraxel knows another is in the crypt beneath Talhundereth but doesn't yet know where in the crypt to find it.

The Map. The map drawn on the wall shows the obelisk reassembled with all seven parts. Three stylized mind flayers surround it, sequestered in an underground stronghold deep beneath Phandalin that is labeled "Illithinoch."

Wavy lines emanate up from these mind flayers to a sketch of Phandalin, miles above Illithinoch. Tiny Humanoid figures in the town that are touched by the wavy lines appear to be transforming into mind flayers. Several mathematical formulas calculate the percentage of people who will transform into mind flayers. Variables in this equation produce different outcomes, from as few as three in ten to as many as seven in ten people transforming into mind flayers. The ritual painfully kills anyone who doesn't transform. If the characters haven't already figured it out, share the information in the "The Sinister Truth" and "The Ritual" sections at the beginning of the chapter.

G25: Drow Vault



The characters must journey deep into the Underdark to find Illithinoch. All manner of horrors await in those tunnels

Conceptopolis

> Jeweled knives, stacks of coins, and other treasures rest on shelves lining the walls of this vault. A large chunk of black stone rests on the floor near a jumble of bones.

If Qunbraxel and the grimlocks relocated to this vault, the grimlocks are happily picking their teeth with bones while Qunbraxel examines the obelisk fragment.

The bones are the remains of three drow thieves. They discovered the obelisk fragment on their way to plunder this vault. The magic churning in the obelisk fragment proved to be their doom, however, as it activated the nearby mudslick tower, blocking the vault's only exit. Unable to batter through the stone tower, the thieves starved to death amid the treasures they sought.

Obelisk Fragment. The obelisk fragment rests near the pile of bones. See the "Obelisk Fragments" section at the beginning of this chapter for more information about the fragment's properties.

Treasure. Each drow thief had a set of thieves' tools that is still intact. The shelves here contain 5,900 gp, 14,050 sp, a jeweled dagger worth 200 gp, eleven jacinths worth 90 gp each, a wand of magic detection, and a Heward's handy haversack.

If the Characters Fail. If the characters are routed from this room before acquiring the obelisk fragment, Qunbraxel or other servants of the fanatics immediately remove the obelisk fragment. Record if this happens, as it alters how the characters confront the mind flayer fanatics in chapter 8.

What's Next?

In the best case scenario, the characters recover all three obelisk fragments and put the dangers in the Starmetal Hills to rest.

Yet there are still leads for the characters to pursue. The characters haven't found any more missing townspeople. Perhaps more concerning, they've learned about the mind flayer fanatics lurking deeper underground in a place called Illithinoch, and the characters now know how to get there.

In any case, the characters' next step is to return to Phandalin to rest and learn what they can about the mind flayer fanatics.

Chapter 7: Rifts in Reality

While hunting obelisk fragments in the previous chapter, the characters learned of the fanatics' headquarters: a mind flayer enclave called Illithinoch deep in the Underdark below Phandalin. In this chapter, the characters learn more about the fanatics and rescue the kidnap victims from Phandalin. However, doing so—as well as stopping the ritual that threatens to turn Phandalin's townspeople into mind flayers—will be far more harrowing than the characters realize.



The old mind flayer stronghold of Illithinoch has become even more terrifying with the rise of a cult dedicated to an evil Far Realm entity

Bruce Brenneise

Running This Chapter

The characters start this chapter knowing that a trio of mind flayers are preparing a ritual to transform surface-dwelling Humanoids into mind flayers. The ritual will certainly affect Phandalin, and it might wash over other small population pockets in the region. The exact parameters of the ritual are up to you.

If you decide that the characters are too easily vanquishing this adventure's challenges, you could decide that the fanatics' ritual is nearly complete, urging the characters to press ahead without resting and resupplying. If this adventure's threats have significantly challenged the characters, you could tell them they have a comfortable amount of time before the fanatics can finish their ritual, and the heroes can rest and resupply as needed. Either option is viable.

The characters' best option is to return to Phandalin and share what they've discovered with a knowledgeable ally, such as Gwyn Oresong or Rivibiddel.

Shortly after returning to Phandalin, the characters discover a passage beneath the town that leads into the Underdark and to Illithinoch. They set off through the Underdark to reach the deteriorating mind flayer stronghold of Illithinoch, facing threats along the way. In Illithinoch, the characters learn that the mind flayer fanatics already escaped through a gateway into the Far Realm. To pursue them, the characters must explore three Far Realm rifts scattered around Illithinoch and collect keys to open the gateway.

Character Advancement

The characters should be 9th level when the chapter begins. The characters gain a level after opening the gateway to the Far Realm.

Shadow over Phandalin

The mind flayer fanatics haven't begun their ritual in earnest, but ripples of Far Realm energy have infected some residents of Phandalin. Those who spent significant time around the obelisk shards absorbed some latent Netherese magic and are suffering strange maladies. Three of these people—Sister Garaele, Ander, and Halia Thornton—have become angry, violent, and very much not themselves. A fourth, the tiefling Wheel-of-Fortune, is on the verge of a similar transformation.

Infected Townspeople

Shortly after the characters return to Phandalin, they come across a noisy crowd gathered at the recently repaired Shrine of Luck. You can use the Phandalin Alleys map (see map 5.3 in chapter 5) for this encounter.

> Three figures scuffle on the ground before the Shrine of Luck. Sister Garaele, the acolyte of the shrine, fends off guild master Halia Thornton, while the young clerk from the general store, Ander, claws at both of them.



Evil energy from the Ilvaash fanatics' activities is corrupting Phandalin and its townspeople

Richard Luong

In this state, Sister Garaele, Halia, and Ander all use the berserker stat block, but replace their Greataxe action with the following:

> ***Psychic Slam.*** Melee Weapon Attack: +5 to hit, reach 5 ft., one target. Hit: 6 (1d6 + 3) bludgeoning damage plus 3 (1d6) psychic damage.

The townspeople in the crowd quickly back away, leaving the characters to handle the situation. The townspeople beg the characters to subdue the uncharacteristically violent villagers, hoping the three will come to their senses.

The Fourth Infection

Once the fight ends, the townspeople restrain any surviving members of the trio so they can't do more harm. The townspeople promise to keep the infected villagers safe until some cure can be found. (They don't know that the only cure is defeating the mind flayer fanatics.)

Once the chaos from the infected townspeople has died down, Gwyn Oresong rushes up with Grista, owner of the Sleeping Giant, with an important lead:

> "Sister Garaele, Halia, and Ander are clearly unwell. I don't think this is random—all three spent time in close proximity to those obelisk shards. Sister Garaele was near her shrine, Ander often fetched water from the general store's well, and Halia spent all day in that building.
>
> "And you know there was a fourth stone in Grista's bar. Wheel-of-Fortune worked right next to it every day. Could you come with us to the Sleeping Giant and make sure the tiefling is alright?"

When the characters arrive at the Sleeping Giant, the inside is dark. Wheel-of-Fortune stands behind the bar. Their purple skin gleams with a thin sheen of mucus, and their skull and limbs have elongated. In the dim light, it's easy to mistake them for a mind flayer.

Wheel-of-Fortune is suffering no other effects. They are here in the dark because any light brighter than candlelight causes them pain. The tiefling can share the following news, assuming the characters don't react with violence:

Aberrant Mind and Body. Something that feels like a magical presence is affecting Wheel-of-Fortune. They can feel it intruding on their thoughts as well as changing their body.

Goblins Again. Several days ago, Wheel-of-Fortune found goblins in the cellar of the Sleeping Giant. Wheel-of-Fortune also discovered a small sinkhole in the cellar that wasn't there before.

Missing Townsfolk. Many goblins fled through the sinkhole. Several townspeople went that direction, too.

Terrifying Presence. Wheel-of-Fortune can sense an exceptionally powerful mind far beneath the town. Its presence scares Wheel-of-Fortune more than anything the tiefling has ever known.

Visible Power. Wheel-of-Fortune perceives what they describe as psychic energy. The tiefling sees this energy as faint, bright-green trails that people and animals leave behind as they move, and the energy gives Wheel-of-Fortune premonitions. At your discretion, throughout this conversation, Wheel-of-Fortune might make observations about the characters such as, "I can sense you are greater trouble to others than you realize," or "you have a curiously doomed aroma about you."

Tiefling's Fate. After hearing about the state of the others who spent time near obelisk fragments, Wheel-of-Fortune asks to stay in a room somewhere in town. They don't want to hurt anyone, and they desperately want the characters to do whatever is necessary to keep more transformations from happening.

Illithinoch Connection. Gwyn suspects that the sinkhole under the Sleeping Giant connects to Underdark passages. She posits that the magical force that Wheel-of-Fortune senses might be an elder brain, the psychic hub of every mind flayer stronghold. (Gwyn doesn't know that the mind flayer fanatics are connected to Ilvaash, nor that the fanatics commune with the godlet instead of an elder brain.)

Gwyn believes that Illithinoch must be the name of this stronghold underneath Phandalin, given that she's heard of this name in connection to the ancient mind flayer empire. If the characters haven't figured it out, Gwyn tells them that they must venture into the sinkhole to find Illithinoch, rescue the missing townspeople, and stop the ritual.

> Additional Clues
>
> If the characters don't talk with Wheel-of-Fortune, they might need help finding the sinkhole beneath the Sleeping Giant and determining they need to venture into it. Here are some ways to keep the characters on track:
>
> **Captured Goblins.** When the goblins fled with the kidnap victims, some psionic goblins were left behind. They're lurking about, unsure what they should be doing. Present the characters with an easy encounter with some goblin psi brawlers. If captured and questioned, the goblins boast about "the people stolen away right beneath where you soak your noses in ale!"
>
> **Goblin Sighting.** On her last visit to town, a reclusive farmer saw small people sneaking into the Sleeping Giant's cellar several days ago. The farmer doesn't have a high opinion of Grista and assumed the skulkers were the dwarf's unsavory acquaintances. Having just heard about goblin attacks, the farmer is eager to share what she saw.
>
> **Rivibiddel.** The svirfneblin suspects that Underdark tunnels can be accessed from somewhere in Phandalin, likely from a basement or cellar. If the characters already led Rivibiddel to the Underdark, he might return through the tunnels (and into the Sleeping Giant's cellar) to inform his rescuers about the passages.

Journey through the Deep

The sinkhole beneath the Sleeping Giant drops into much older passages. Goblin tracks and shuffling, human footprints are visible for the first several hundred feet. After that, the tracks are harder to follow, but the main passage is obvious, as it leads steadily into the Underdark.

Ironquill's Trail

The characters aren't the first well-intentioned explorers to take this route. Centuries ago, the dwarf historian Thorgran Ironquill received a warning from his patron god, Dumathoin, that a mind flayer uprising was close at hand. Thorgran set aside his work and faked his death for the freedom to investigate without interference from hangers-on and well-meaning assistants (it is in Thorgran's tomb that the characters met Rivibiddel in chapter 6).

Thorgran made detailed notes as he ventured toward Illithinoch, but he never reached the mind flayer stronghold. Thorgran's corpse is now a puppet for a mutated cloaker, as the characters will discover later in this chapter.

Tunnel Features

Map 7.1 shows several locations along the way to Illithinoch. The following features are common in these areas.

Natural Tunnels

The chambers and the tunnel are all rough, natural stone.

Dim Light

Patches of pale, phosphorescent fungus illuminate the tunnel and chambers with dim light.

Ceilings

The tunnel varies between 10 and 15 feet high. Chambers are 20 feet high unless otherwise indicated.

Traversing the Tunnel

The winding tunnel between Phandalin and Illithinoch is 12 miles long, curving in different directions as it descends 2 miles beneath the town. The tunnel has a gentle but continuous slope. The entire journey takes about 14 hours if the characters walk at normal speed.

Random Encounters

After each hour the characters spend in the tunnel, roll 1d20 and consult the Tunnel Encounters table to determine whether the party has a random encounter. If the party is using a light source, creatures that encounter them almost certainly know the characters are coming and set up an ambush or otherwise prepare for the fight.

Tunnel Encounters

d20	Encounter
1-2	1d4 grells hunt for food.
3	1d6 gibbering mouthers lie in wait for prey.
4	An intellect devourer inhabits a quaggoth; the intellect devourer seeks another host.
5	A lost and angry fomorian wanders the Underdark.
6	1d4 + 1 hook horrors climb on the tunnel ceiling.
7	1d6 quaggoths led by a quaggoth thonot are searching for a missing tribe member who's been acting strangely.
8	1d6 troglodytes and a barlgura are looking for a fight.
9	A patch of 2d4 shriekers blocks the way ahead; if they shriek, roll 1d8 on this table to see what creatures come to investigate.
10-20	No encounter.

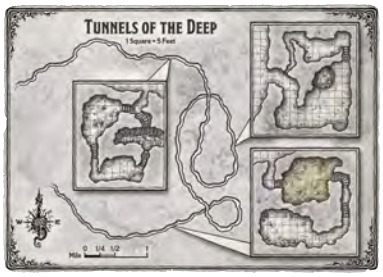
Journey Locations

The tunnel leads through several dangerous areas. Use map 7.1 for this journey.



Map 7.1: Tunnels of the Deep

Mike Schley



Player Version

The distance from Phandalin to the grell caves (areas J1 through J4) is 2 miles. The distance from the grell caves to the behir lair (areas J5 to J7) is 3 miles. The distance from the behir lair to the fleshy pit (areas J8 to J10) is 5 miles. The distance from the fleshy pit to Illithinoch is 2 miles.

J1: Bloody Intersection

> A narrow side passage intersects the main tunnel, sloping downward to the south. A trail of blood leads into the side passage.

The side passage leads to the lair of some grells. The grells ambushed the rear of the goblin party escorting the kidnap victims, killing four goblins and pulling three townspeople from the larger group.

The side passage splits after several feet. One branch leads steeply upward while the other abruptly ends at a chasm (area J2).

J2: Tunnel Chasm

> This passage drops into a chasm fifteen feet wide and thirty feet deep. Faint sounds of sobbing echo from the chasm's south side.

The chasm walls are sheer and require a successful DC 12 Strength (Athletics) check to climb; on a failed check, the climber falls. The sobbing is from the townspeople in area J4.

Historian's Journal. Thorgran Ironquill, the dwarf historian the characters learned about in the previous chapter, dropped his journal while exploring this chasm centuries ago. His journal was well-made and bears a silver bookplate. Some of the pages have decayed, but a few are still legible.



Thorgran Ironquill's Journal

Sarah Dahlinger

A character who has a passive Wisdom (Perception) score of 14 or greater who crosses the top of the chasm notices silver glittering at the chasm's bottom. Anyone who descends into the chasm automatically spots the silver bookplate.

The ornate bookplate bears the name "Thorgran Ironquill, Historian." Only the first few pages of the journal remain. They include rumors of rising mind flayer activity beneath the Sword Mountains. The journal's author plans to spy on a mind flayer stronghold called Illithinoch deep underground. The author hopes this information will allow him to warn nearby dwarven enclaves, including the temple at Talhundereth.

Treasure. On its own, the bookplate is worth 450 gp. Both Gwyn Oresong and Rivibiddel consider the journal a remarkable find, as it indicates Thorgran survived the creation of his tomb to make this excursion. Either of these scholars can arrange a payment of 900 gp for the bookplate and attached pages, given time to contact distant patrons.

J3: Grell Lair

> This tall chamber contains stalactites and stalagmites. Many of them are broken, littering the floor with sharp stones.

Four grells lurk amid the stalactites, resting and keeping watch in pairs. The broken stalagmites make the room difficult terrain, which doesn't hinder the grells. Eager to defend their lair, the grells fight to the death.

J4: Larder

> The air in this cavern has a mineral tang. In the southeast corner, a pool of dark water lies behind a low wall of stalagmites.

Three despondent commoners from Phandalin are trapped here: a sawyer named Oskar Ninebough, and two sisters, Cathlette and Aida Camber, who are miners. Oskar and Cathlette are engaged to be married.

The Townspeople's Story. The townspeople were kidnapped by psionic goblins and herded through an underground tunnel with several other victims and more goblins. They were at the rear of the group because Oskar has an old leg injury that slows him down, a delay that plainly frustrated the goblins in the rear guard. The other townspeople and goblins had gone ahead.

According to the miners, flying tentacle-monsters suddenly attacked, killing several goblins. (These are the grells in area J3.) The monsters grabbed the goblin corpses as well as Oskar, Cathlette, and Aida, whisking them into this small cave complex. The monsters ate the goblins and deposited the three humans here. All three townsfolk believe—correctly—that the flying monsters are saving them to eat them later because the monsters have gorged themselves on the goblins.

The trio has been here for a couple of days but can't leave: one passage from this room ends at a deep chasm and the other leads to the flying monsters' lair. They've been trying to weave their clothing into a rope to traverse the chasm, but without much success.

The townspeople would prefer to be escorted back to Phandalin, but they can make the trip themselves if the characters express urgency in rescuing the other kidnapped townspeople.

The water in the pool has an unpleasant, metallic taste but isn't harmful.

J5: Blasted Intersection

> The stone in this area is badly scoured and scorched. The smell of ozone hangs in the air. A wide passage leads to the east.

A wide passage leads southeast to area J6. Near the ceiling, a natural opening only a few feet in diameter leads northeast to area J7. The grells lairing in area J7 use this passage to come and go without disturbing the behir in area J6; the passage is too small for the behir to navigate.

If the characters are particularly noisy, the behir slithers from area J6 to investigate.

J6: Behir Den

> An enormous nest of crushed rocks, reptile scales, and lightning-scoured bones occupies a depression in this cavern's northwest wall. Resting in the nest is a massive, serpentine monster.

A lazy behir rests in its nest, sometimes sleeping for weeks at a time. Affected by its long proximity to Illithinoch's elder brain, the behir has vulnerability to psychic damage.

The behir is hungry but cautious. If the characters don't attack, the behir asks them in Draconic to drive the gricks out of the adjoining cave. If a fight breaks out, the behir tries to maneuver into a position to catch as many of the characters with its Lightning Breath as possible.

If reduced to fewer than 50 hit points, the behir attempts to flee, abandoning the area for good.

Treasure. The behir's nest includes seven gold feathers worth 100 gp each, 1,520 gp in scattered coins, and a jar containing 4 doses of Keoghtom's ointment.

J7: Scavengers' Nook

> This wide cave is barely five feet tall. Lurking here are three monsters that look like floating brains with beaks. Against the north wall lies a moldy backpack.

Two grells lair here with their leader, a grell psychic named Vundru. Vundru used to lurk much closer to Illithinoch, where he became infused with minor psychic abilities. He has no knowledge of the Far Realm and no desire to learn more; he's interested only in hunting safely.

The grells respect their behir neighbor, which they refer to as a Great Eater. The grells don't involve themselves in a fight between the characters and the behir. If the characters win, the grells confer among themselves for a few minutes, debating whether those who kill a Great Eater are themselves Great Eaters. Unless the characters interrupt this debate by entering this lair, Vundru decides after a few minutes that he can become a Great Eater by vanquishing the characters who bested the behir. The grells then float out to slay the characters.



Vundru, Grell Psychic

Brian Valenzuela

Historian's Pack. Long before the behir or the grells came to this cave, Thorgran Ironquill used it as a base of operations to spy on mind flayers traveling to and from Illithinoch. He wrote his notes on the east wall, though time and moisture have mostly destroyed them. However, Thorgran placed his large traveling pack against the wall, covering (and protecting) some of his notes. Anyone investigating the pack not only finds the treasure within but also sees that the cave wall behind it bears writing.

The writing contains a handful of partial phrases:

- "Illithinoch stronghold 7 miles downward."
- "Beware of the elder brain's attention."

- "Significant mind flayer general is Oshundo, wears high-collared scarlet robe."
- "Mind flayers preparing to move against Gibbet Crossing?"
- "I stole one of their mind crystals—are there more? Maybe useful to the priests at Talhundereth."

Treasure. Thorgran's pack contains only leather scraps and a careful mind crystal.

J8: Burbling Intersection

> Phosphorescent fungus growing throughout this side tunnel ripples with iridescent colors, and the walls glisten with a thin, moist sheen of mucus.
>
> Natural stairs lead down to a large grotto. Wordless burbling echoes from it.

The sound originates from the gibbering mouthers in the next cavern, although creatures in the tunnel are too far away to be confused by the babble.

J9: Gibbering Grotto

> The floor of this sunken cavern is filled with a repulsive pool of mud and gore. Gobs of flesh bearing eyes and teeth float in the mud. The far edge of the room contains another exit with a natural staircase ascending from the pool.

Six gibbering mouthers lurk in the pit, all but indistinguishable from the flesh gobbets.

If the characters encounter the gibbering mouthers and then retreat from this room without defeating them all, the surviving gibbering mouthers combine into a single flesh meld that arises from the muck the next time the characters pass through.

J10: Hooked Stones



Evil Far Realm energy has transformed this cloaker into something horrifying

Alexandre Honoré

> The stalagmites and stalactites in this room are all bent as though made of clay, filling the room with thick hooks from the floor and ceiling. An enormous monster with fleshy wings patrols this room. A short skeleton dangles from the creature's toothy maw.

The hook-shaped stalactites and the stalagmites are as hard and resilient as other rock formations.

A cloaker mutate lives in this room, leaving only to hunt. This cloaker mutate "adopted" a withered dwarf corpse it discovered here many years ago—that of Thorgran Ironquill. It now manipulates the dead historian like a macabre puppet.

The cloaker mutate's mind has become muddled with Thorgran's residual psychic echoes. Each round at the start of its turn, the cloaker mutate must make a DC 12 Wisdom saving throw. It has advantage on this saving throw if it can hear any burbling from the gibbering mouthers in area J9, as it finds the noise soothing.

Successful Save. On a successful saving throw, the cloaker shows no effects. It attacks intruders while ranting telepathically in Common about the following topics:

- "The Far Realm gives great power to those who accept it. Look how graceful I am!"
- "A great empire will rise once again under the unstoppable mind flayers, who have the power of the Far Realm at their command. I can feel their strength growing!"
- "Magical stones from the surface will empower the rise of a new mind flayer empire!"
- "Brains feed the brain pool. What are those human prisoners for, I wonder?" The cloaker then cackles wildly.
- "Ilvaash arises!" The cloaker mutate doesn't actually know who Ilvaash is.

Failed Save. On a failed saving throw, the cloaker mutate's identity is overcome by Thorgran's psychic echoes until the end of its turn. The creature doesn't move, attack, or respond to anything the characters say. It instead utters one of the following statements using the corpse's mouth:

- "I faked my death because too many eager scribes would follow me into danger. But my death was real when I ventured too close to Illithinoch. Yet I am still here, and I don't know why."
- "The mind flayers intend to ravage the whole Underdark! I don't wish ill on people in Gibbet Crossing, though we have little in common. I still have time to warn them!"
- "The one in the scarlet robe, Oshundo, is gathering forces to assault Talhundereth. I must warn the priests that the mind flayers are coming!"

Illithinoch

Illithinoch was originally a stronghold of the mind flayer empire that rose to prominence across the Underdark and fell into obscurity centuries ago. The stronghold languished in disrepair when all but a few weakened mind flayers abandoned it. The mind flayers that remained continued their service to Illithinoch's elder brain, but the elder brain became obsessed with recovering their lost grandeur, and many mind flayers transformed themselves into tormented monsters called nothics. The few mind flayers able to maintain their wits and their focus have lacked the ability to seize the might of the old mind flayer empire—until recently.

Mind Flayer Fanatics

The three most ruthless, domineering, and cunning mind flayers in Illithinoch spent their early lives scheming against one another. A few decades ago, they each realized the potential in working together and swiftly dominated Illithinoch's other mind flayers. Once they became masters of the stronghold, these three mind flayers engaged in increasingly bizarre and esoteric rituals with the weakened elder brain.

The three mind flayers eventually heard a strange psychic call from a Far Realm godlet called Ilvaash, the Dissonant Psyche. Singing a siren song made up of profane and alien whispers, Ilvaash invited the three mind flayers to join the godlet's psyche—much like mind flayers normally join a hive mind—and leave behind any reliance on Illithinoch's diseased elder brain. Ilvaash also promised the three mind flayers vast power, but only if they would carry Ilvaash's worship into their world. The mind flayer fanatics agreed, embracing their new Far Realm godlet and in turn adopting new personalities that set them apart from their ilk.

The fanatics' plan hinges on the transformation ritual, as it promises to provide the beginnings of a new mind flayer empire on the surface—one that will spread Ilvaash's influence and crush any creatures who would resist.

The Fanatics

The three fanatics are Chishinix, Hashutu, and Voalsh (see chapter 8 for their stat blocks). Each considers themself the group's leader and Ilvaash's secret favorite. Although most mind flayers reject the notion of having individual personalities, the fanatics have embraced their own unique qualities, each hoping to become Ilvaash's most beloved.

Chishinix. Chishinix is a powerful psychic and sees flashes of future events. In return for this power, Ilvaash created a severed head that looks just like Chishinix's. The mind flayer's psychic powers are tied to this severed head, which Chishinix must keep by her side. The severed head, in turn, reads Chishinix's thoughts, ensuring she stays loyal to Ilvaash, and demands frequent treats. The severed head constantly leaks a greasy purple ichor that stains Chishinix's clothing.

Hashutu. Hashutu was paranoid that enemies waited around every corner and prayed to Ilvaash for more power. The Far Realm godlet answered, offering to trade Hashutu's hands for tentacles that could warn him of incoming attacks. Hashutu gladly took the gift, and now his arms end in writhing tentacles that alert Hashutu of any movement or other threat that might lurk nearby.

Voalsh. In a desperate bid to reclaim their autonomy, the other mind flayers of Illithinoch ambushed Voalsh. Right before the moment of her death, Ilvaash granted her wings, which unfurled from her back like enormous, writhing tentacles. Voalsh vanquished her foes from above in short order. Ever since, she regularly takes to the air to investigate her paranoid suspicions that her enemies might attack at any time. Voalsh has fashioned a magical, floating disk that she often uses to hover above the eye level of anyone else, unfurling her wings to emphasize her intimidating and otherworldly nature.

Pursuing the Fanatics

The fanatics aren't present when the characters arrive. They recently retreated through a gateway into the Far Realm, taking the Netherese obelisk pieces and Phandalin prisoners with them. The gateway closed behind them, but the characters can open the gateway again by exploring three Far Realm rifts around Illithinoch. (The rifts are in areas X4, X5, and X10, and they are further described in the "Far Realm Rifts" section later in this chapter.) The characters catch up to the fanatics in chapter 8.

Illithinoch Features

The features described below are common throughout Illithinoch.

Ceilings

Ceilings throughout Illithinoch are 14 feet high.

Doors

Illithinoch's heavy stone doors lack handles or latches. When a creature looks directly at a door for more than a few seconds, it swings open and assails the creature opening it with a jarring mental pulse that sounds to the creature like the clashing of cymbals. This pulse deals no damage, but all creatures other than mind flayers find it unpleasant. No one else within Illithinoch can hear this mental pulse except for the infected elder brain in area X15, which uses it to keep track of movement through the stronghold. An open door swings shut after 1 minute unless something is in the doorway, in which case it swings shut once the doorway is clear.

Incapacitated Characters

The infected elder brain at Illithinoch's center (area X15) remains aware of the characters moving throughout the stronghold due to its Creature Sense ability. If a character has the incapacitated condition in Illithinoch, the infected elder brain establishes a Psychic Link with the character and determines the character's intentions.

The psychic link remains until the creature shakes it off, as described in the infected elder brain's stat block, or until the linked creature leaves Illithinoch (including by passing through the Far Realm rifts).

Smooth Shapes

Mind flayers prefer the aesthetics of sweeping lines to sharp angles, and they've had generations to mold Illithinoch to their preferences. Most corners are rounded, even those between floors and walls and between walls and ceilings. This makes the stronghold feel unsettlingly organic to most creatures.

Sigils of Ilvaash

The fanatics have carved symbols sacred to Ilvaash on the walls and doors throughout Illithinoch. These are most often knots of tentacles, blood-soaked brains, and jagged lines reminiscent of jaws. These symbols all move slightly when viewed for more than a moment: tentacles writhe, brains pulse, and jaws gnash. This movement ceases if the infected elder brain is destroyed.

Illumination

Illithinoch was originally lightless, but pinpricks of eerie green light from the Far Realm now suffuse the stronghold, casting it in dim light.

Qualith

Rooms in Illithinoch the mind flayer fanatics claimed as their own (areas X3, X7, X8, and X14) are inscribed with messages in Qualith, a form of tactile writing. Mind flayers use their tentacles to read Qualith, which is composed in four-line stanzas indecipherable to other creatures. A creature that touches a Qualith inscription, however, can receive fragmentary insight into the multilayered thoughts contained in it.

A non-illithid who wants to understand a Qualith inscription in Illithinoch can make a DC 18 Intelligence check to interpret the inscription. A failed attempt results in a crushing headache and requires the creature to succeed on a DC 13 Wisdom saving throw. The creature takes 17 (5d6) psychic damage on a failed save, or half as much damage on a successful one. A comprehend languages spell provides understanding of the inscription roughly equivalent to what a mind flayer would get from it.

Illithinoch Locations

The following locations are keyed to map 7.2.



Map 7.2: Illithinoch

Mike Schley



Player Version

X1: Gates

> The long tunnel ends at an immense double door. An eerie green light emanates from the seam.

The door is normally sealed with a complicated locking mechanism, but the fanatics have left it unlocked to let their minions bring the Netherese obelisk fragments to them. It opens as described in the "Illithinoch Features" section.

Once the characters open this door and trigger its jarring mental pulse, the infected elder brain in area X15 takes notice of their arrival.



The gates of Illithinoch are slimy and foreboding

Wade Acuff

X2: Reception Hall

> An enormous statue at the east end of this long room depicts a massive mind flayer with its arms outstretched, holding a brain in each hand. The statue is made of one large piece of greenish stone, although the brains are covered with green mucus that drips from the statue's hands into a puddle on the floor. Flowing designs decorate the walls. Lounging against the south wall are two mind flayers, their face tentacles periodically gesticulating.

Two mind flayers named Shalghast and Ulthundul guard this room while engaging in telepathic conversation, but they aren't expecting an attack. The fanatics have told the mind flayers to expect surface cultists, such as the aberrant zealots who reside elsewhere in Illithinoch, or minions delivering obelisk fragments. Both mind flayers are imperious and demanding. Shalghast does the communicating, while Ulthundul casts detect thoughts to try to uncover any trickery.

Shalghast asks the characters whether they've come "to worship Ilvaash, who bleeds from the Far Realm," or whether they are bringing more "obelisk pieces for the masters." The mind flayers don't know how many pieces of the obelisk exist.

The mind flayers direct characters who express interest in worship to the adjacent feeding room (area X11). The mind flayers don't prolong the discussion, and they treat questions with suspicion.

The mind flayers fight if they detect trickery, if the characters start poking around where they shouldn't, or if it's otherwise clear the characters aren't here for an expected reason. Worried about the punishments the fanatics will inflict upon them for letting invaders into Illithinoch, the two mind flayers fight to the death.

Dripping Statue. The infected elder brain's proximity magically creates the mucus that drips from the statue. The mucus is bland but nutritious, and oddly mentally fortifying; if the mind flayers here are on good terms with the characters, they might invite the characters to partake in the brain

drippings. Any character who ingests the liquid gains resistance to psychic damage for 10 minutes. The brain drippings lose their potency after 1 hour.

X3: Hashutu's Room

The door to this room bears a series of small, raised dots. This is a message in Qualith, the mind flayers' tactile language that most creatures must resort to magic to decipher. It reads, "Chambers of Hashutu, most refined and chosen, who is blessed with writhing gifts for hands."

> This chamber contains a large tub crusted with blue stains, a desk and shelves holding an assortment of bottles, and an enormous walk-in closet containing dozens of long, elegant robes.

Hashutu is the most self-indulgent of the mind flayer fanatics. He keeps dozens of bottles of perfumes, elegant robes of exquisite make, and a tub for baths in scented unguents. The blue stains in the sleeping tub still smell faintly of wildflowers. Most items here have been untouched for many days, however, as Hashutu's work is even more important to him than his self-pampering.

Treasure. The shelf contains five especially rare bottles of perfume worth 500 gp each and a subtle mind crystal.

X4: Laboratory

> Shelves and benches contain a mess of jars, powders, beakers, and other laboratory equipment. A five-foot-wide rift of green-and-silver energy roils on the south wall, showing a large cavern beyond. Two lab tables stand before the rift.
>
> A tall goblin stands in the middle of this room, shouting in Goblin at three shorter companions.

A goblin psi commander bullies three goblin psi brawlers in this room. The fanatics removed anything important to them from this laboratory and allow psionic goblins to rest here, mostly to have expendable minions present in case the grells beyond the rift get too curious.

The goblins erroneously believe the mind flayers have left something of value here, so they've been ransacking this room since they arrived. The goblins tried to block the rift with two lab tables, not realizing that grells from the Feeder Trenches (see the "Rift in Reality" section below) could simply float over the obstruction.

The small chamber to the north is a supply closet. It contains some spoiled reagents on high shelves. It also holds a scattering of empty bottles that once held spoiled reagents, but which the goblins drank in a recent game of drink-or-dare.

Rift in Reality. The rift leads into the Far Realm to a location called the Feeder Trenches. The Feeder Trenches are described in the "Far Realm Rifts" section at the end of this chapter.

X5: Cosmologium



Two menacing slaadi guard Illithinoch's orrery

Sarah Dahlinger

> A massive iron orrery fills the center of this room, its numerous arms spinning slowly as they hold up suns, planets, and comets. The chamber's west wall churns with a green-and-silver rift about five feet across showing a corridor intersection beyond. Desiccated creatures, including mutated tadpoles, lie on the floor near the rift, where two hideous, frog-like bipeds—one red and one blue—stand.

A red slaad and a blue slaad have been on guard here for nearly a week. The slaadi came through the rift from a Far Realm site they call Spawn Hollow. The denizens of Illithinoch don't have much interest in this room and thus leave the slaadi alone. The slaadi mistake this indifference for cowardice and have come to think that no one dares to contest their claim. They try to bully any intruders into leaving this room and attack if not met with immediate compliance.

The mind flayers of long ago didn't limit their conquests to the Underdark. They also planned subsequent invasions of other worlds. This orrery shows an unfamiliar solar system the mind flayers of Illithinoch planned to conquer. The stronghold fell into obscurity and infighting before the illithids could prepare their invasion, but the massive orrery still functions. The slaadi haven't figured out how to break it, but they've carved gouges into the iron spheres with their claws.

Dead Tadpoles. Far Realm energy sustains the slaadi tadpoles in Spawn Hollow without the usual need for Humanoid hosts. The first few tadpoles the slaadi brought into this room quickly shriveled and died. A character who examines the corpses and succeeds on a DC 10 Intelligence (Investigation) check realizes the tadpoles will eventually become slaadi.

Rift in Reality. The rift leads to a Far Realm location called Spawn Hollow. Spawn Hollow is described in the "Far Realm Rifts" section at the end of this chapter.

X6: Psychic Library

> Rounded shelves in this room display dozens of crystals in a variety of colors.

This room is a repository of knowledge that the mind flayers consider worthy of preserving. Most crystals are hundreds of years old, dating from the time of the mind flayers' domination of the Underdark.

When grasped, a crystal replays a short psychic scene in its reflective interior. A crystal takes 10 seconds to impart its psychic images. Once a crystal imparts its psychic scene, it must recharge on a shelf for 24 hours before it can do so again.

A character who examines the crystals and succeeds on a DC 13 Intelligence (Investigation) check notes that three crystals are much newer than the others and one isn't a repository crystal at all (see "Treasure" below).

If the characters grab a random crystal, roll 1d20 on the Crystal Images table to determine the image contained within it. The three newer crystals are results 1, 2, and 3; if a character examines the newer crystals, use only those results. There are 40 crystals in this room, though many of the older crystals impart the same scenes.

Crystal Images

d20	Image
1	A mind flayer holding a disembodied head chants over a large pool filled with a pink, quivering gelatinous mass (the brain pool in area X15). Two other mind flayers are nearby, but their features are unclear. A strange, jagged portal appears behind the trio and then disappears. The mind flayer is visibly frustrated by this result, telepathically intoning, "We will try again. In Ilvaash's name, we will keep trying."
2	A mind flayer with tentacles at the ends of its arms lashes a hand-tentacle across the face of a shriveled mind flayer with a single, staring eye, drawing blood. Several strange pods line the walls (area X12). A mental message rings out, "You will obey, or the Far Realm shall consume what mind you have left, weakling."
3	A beholder floats in a room with stained surgical slabs (area X10), addressing a mind flayer on a rust-colored floating disk. The mind flayer raises its hands and the beholder shudders, its eye stalks writhing. The beholder telepathically squeals, "I will serve! I will serve!" (This scene shows the creation of Golcuus the oculorb, which lairs in area L7.)
4	A mind flayer wearing a scarlet robe with a high collar directs a battle in a long, descending hall lined with dwarven statues (area T2 of Talhundereth in chapter 6). Mind flayers fight fiercely against dwarves.
5	Three mind flayers sort through a bin of gems near a stone table. One selects the gem that contains this memory. (This scene takes place in area P3 in the Crypt of the Talhund in chapter 6.)
6-19	Choose a random area in Gibbet Crossing and describe a short scene where 1d4 mind flayers capture and consume one of the area's former denizens (drow, duergar, or deep gnomes).
20	This crystal isn't a repository of memories, but a heightened mind crystal; see "Treasure" below. Reroll this result if the characters have already found this crystal.

Treasure. The characters might find the heightened mind crystal among the crystals stored here by chance, or they might note that its magic aura is different by casting a spell such as detect magic.

X7: Voalsh's Lounge

The door to this room from the hall bears small dots that read, in Qualith, "Relax with Voalsh, she of sacred flight, and know only the truth."

> This room contains four padded chairs and a low stone shelf holding four crystal pitchers, a large bowl, and several glasses. A pale mind flayer sits in one of the chairs wearing a black, tattered robe.

The sitting creature is Oshundo the alhoon (see the accompanying stat block). It isn't likely to notice intruders in Illithinoch until they enter its room. Oshundo is concentrating on several old Underdark maps and psychically projecting their images into a large orange crystal in its possession. This crystal stores memories like those in the psychic library (area X6). In this case, Oshundo is filling the crystal with images rather than viewing it.



Oshundo the Alhoon

Michele Giorgi

Oshundo is the fanatics' most powerful and knowledgeable ally in Illithinoch, although Oshundo's information is predominantly about the old mind flayer empire. The fanatics made good use of Oshundo's ancient knowledge about Talhundereth and Gibbet Crossing, and they hope the alhoon's knowledge about other subterranean locales will prove useful.

The pitchers contain stale water, and the bowl holds a few wrinkled fruits.

Talking with Oshundo. Oshundo is surprised to see anyone other than an Illithinoch denizen here. Oshundo defends itself if attacked, but the alhoon prefers to engage in conversation long enough to determine why the characters are here (and, hopefully, to ascertain which character is the smartest and therefore likely to have the tastiest brain).

Oshundo is an insufferably arrogant conversationalist, but it freely shares the following:

Begrudging Guest. Oshundo is a guest of Voalsh, one of the mind flayer fanatics. The alhoon can describe each fanatic (as mentioned in "Mind Flayer Fanatics" section earlier), but Oshundo doesn't regard them very highly.

Fanatics' Problem. The fanatics retreated to the Far Realm to commune with their newfound god and perform their ritual. Oshundo knows they had some trouble erecting their gate to the Far Realm and doesn't know how they solved that problem—likely by buttressing their gate using smaller rifts to the Far Realm.

Jaded Elder. Oshundo lived in Illithinoch at the height of the mind flayer empire many centuries ago, but Oshundo was driven out for practicing arcane magic. It's obvious that this rejection still stings Oshundo, who refers to Illithinoch's long-dead leaders as "ignorant fools" who are "closed to the flexibility and power of arcane magic."

Obelisk Enthusiast. Oshundo worked with the fanatics to identify where the Netherese obelisk fragments were likely to be found. If the characters managed to keep obelisk fragments from the fanatics, Oshundo is amused and tries to cast detect thoughts to find out where the fragments are.

Unexpected Discovery. Oshundo returned to Illithinoch a few months ago to collect some mind crystals. Oshundo was surprised to find Illithinoch's elder brain to be a sickly, paranoid shell of its former self.

Uninterested Party. Oshundo claims to care little about the transformation ritual because psychic magic bores him, and Oshundo cares even less about the divine entity the fanatics discovered, because gods don't concern Oshundo.

Oshundo is no friend of the fanatics. The alhoon compares them to the insufferably self-absorbed Illithinoch leaders of old. If the characters are forthright with Oshundo and if they agree to give the alhoon any mind crystals they've found, Oshundo becomes a grudging ally. The alhoon doesn't leave this room in any case, as it wants to finish transcribing his maps into the orange crystal.

Treasure. Each of the four crystal pitchers is worth 25 gp, but they are fragile. Oshundo's orange crystal is not just a storage crystal with numerous Underdark maps, but an empowered mind crystal. Oshundo's maps are historical antiques collectively worth 4,000 gp to a historian or collector.

If the characters are on good terms with Oshundo, the alhoon might give them the maps once it's done with them, although Oshundo keeps its crystal.

At the DM's discretion, the maps might contain hints to further quests or treasure hunts for the characters to pursue after this adventure.

X8: Voalsh's Quarters

The door to this room from the hall bears small dots that read, in Qualith, "Chambers of Voalsh, whose fearsome wings shall fly her to the Dissonant Psyche's side."

> A writing desk stands opposite an empty stone tub. Two padded chairs are stacked in one corner.

Voalsh fancies herself as the greatest diplomat among the fanatics, but her domineering nature makes her little more than a bully. The tables are covered with half-finished missives in Undercommon. These missives are all addressed to leaders of other Underdark communities: kuo-toa religious leaders, drow matriarchs, duergar leaders, and others. They are from a writer named Voalsh. Each letter is written in a familiar tone, as though to a friend, but they're filled with demands for tribute, oblique insults, and threats about domination from an incipient mind flayer empire. The friendship in the letters is obviously false.

The stone tub is a sleeping pod with slime in it that helped connect the mind flayers to the elder brain. The connection hasn't done anything in decades except impart the infected elder brain's obsession and madness into those who rest here. The infected elder brain can automatically establish a Psychic Link (see its stat block later in this chapter) with a creature that lies in the goo, even if the creature doesn't have the incapacitated condition.

The chairs are stacked to the side because Voalsh never uses chairs, instead preferring to hover vigilantly on guard against her foes.

Treasure. The desk holds an amber inkwell worth 280 gp.

X9: Prisoner Pens

> Floor-to-ceiling metal bars divide this room into two large cells. A door of twisted iron bars provides access to each cell.

There aren't any prisoners here when the characters arrive. The cell doors are each secured with a heavy latch. A metal plate with several small holes covers the latch from the inside. Most creatures can't reach past the metal plate or through the holes to unlatch the door from the inside, but mind flayers can unlatch the doors from the inside by reaching through the holes with their tentacles. Illithinoch's original builders didn't want mind flayers locked in their own cells.

Prisoner Evidence. The mind flayer fanatics kept the kidnapped townspeople here but recently took them into the Far Realm. The pens contain only scraps of cloth and recent scratches. Some scratches are in Common, imparting messages such as, "three monsters lead them all;" "keep hope for Phandalin," and "Tera, I always loved you." It's clear that the human prisoners here were moved a few days ago at most.

X10: Experimentation Chamber



The denizens of Illithinoch participate in terrifying experiments

Brian Valenzuela

> Stone slabs topped with skull clamps line the walls of this gruesome suite. Each slab bears old stains of blood and ichor. A green-and-silver rift roils on one wall, showing narrow stone corridors beyond. A mind flayer dissects a creature on one of the slabs, aided by two assistants. Each assistant is a hunched, green creature with a single, enormous eye.

The mind flayer is named Ahooshathan, and it works here with two nothics who were once mind flayers. Each nothic has a fringe of tentacles beneath its single eye, telepathy to 120 feet, and the following action instead of Rotting Gaze:

> ***Mind Blast (Recharge 5–6).*** The nothic magically emits psychic energy in a 30-foot cone. Each creature in that area must succeed on a DC 12 Intelligence saving throw or take 10 (2d8 + 1) psychic damage and have the stunned condition until the end of its next turn.

The denizens of this room are dissecting another transformed nothic that Voalsh killed, more for something to do than any investigative purpose. All three are quick to attack intruders, but Ahooshathan has a strong survival instinct. If both nothics are slain, or if Ahooshathan is badly injured and plainly outmatched, the mind flayer surrenders. Ahooshathan offers what information it has in exchange for its life. Ahooshathan can relate the following points:

Far Realm Rifts. The rift here is one of three leading to different Far Realm locations. The fanatics put a magic rune in each rift to bolster a larger gateway to the Far Realm in their private ritual chambers. (See the "Far Realm Rifts" section later in this chapter.)

Hated Lieutenant. The fanatics previously relied on a mind flayer named Qunbraxel to orchestrate an important mission closer to the surface. Ahooshathan hates Qunbraxel (and Qunbraxel's position of favor with the fanatics). Ahooshathan is morbidly gleeful if told that Qunbraxel is dead.

Known Ritual. Ahooshathan knows the mind flayer fanatics and their plan for the ritual, although it doesn't know much more than the characters might have learned by now.

Prisoners' Location. The prison cells to the south recently contained almost a dozen surface dwellers. The fanatics took them into the Far Realm for some greater plan Ahooshathan doesn't know. Ahooshathan wasn't allowed to torture any surface dwellers, much to its disappointment.

Specific Denizen. Ahooshathan knows that a creature named Golcuus lives in a maze of chambers beyond this rift. Only the fanatics are allowed to enter the maze.

Threat Neutralized. Golcuus came out only once, and the fanatics did something horrid to the creature. Ahooshathan doesn't know any specifics, but when Golcuus was returned to the labyrinth, it was no longer a threat to Illithinoch.

Rift in Reality. The rift leads to a Far Realm location called the Labyrinth of Eyes. Once the domain of an imperious beholder named Golcuus, the mind flayer fanatics lured Golcuus into a trap and mutated the creature into a miserable, subservient minion drawn from Golcuus's nightmares. The Labyrinth of Eyes is described in the "Far Realm Rifts" section at the end of this chapter.

X11: Feeding Pool

> A pool against the room's north wall is ringed by a low wall bearing repeated motifs of brains and twisting spinal columns interlocked with one another. Rusty manacles dangle from the ceiling near the pool, near which stand two Humanoid figures. Both figures wear black robes, and one has tentacles writhing from its neck. The figures are engrossed in discussion.

In this former feeding chamber, an aberrant zealot named Duoro Engletor is instructing a human cult fanatic named Larnon Veddin. Both are neutral evil Far Realm scholars who were driven from Neverwinter when their nascent Far Realm cult was exposed. Whispers from Ilvaash led the pair here. Duoro wholly embraced Ilvaash's malignant faith, resulting in his physical transformation. He can't speak above a hoarse whisper, and black eyes continually sprout and close across his face. Larnon has been slower to accept the "gifts" of the Far Realm and give up his humanity, so Duoro is lecturing him about Ilvaash.

This pair fights anyone they believe to be intruders. Duoro fights to the death, but Larnon attempts to flee if Duoro is slain.

Ersatz Believers. Duoro is easy to fool, as he's eager to believe that the characters are mind flayer minions, or converts to the veneration of Ilvaash or the Far Realm itself. Tricking Duoro requires a successful DC 12 Charisma (Deception) check.

If Duoro believes the characters are allies, he shares the following:

Ilvaash Details. Duoro relays that Ilvaash was formed from cerebral matter the mind flayer god Ilsensine left behind upon leaving the Far Realm. In Duoro's telling, Ilsensine is something between a fool and a coward. Ilvaash is the rightful god of the Far Realm and all those who spring from it, including mind flayers and those warped by the realm.

Unappreciated Scholar. Duoro considers himself the equal of the mind flayer fanatics who rule Illithinoch.

If the Characters Withdraw. If the characters encounter this pair and retreat before defeating them, Duoro converts Larnon to Ilvaash's worship after 1d4 hours. Larnon succumbs to the Far Realm and becomes an aberrant zealot, just like Duoro. They both hunt down the characters and punish them for their intrusion.

Pool. The pool is empty except for a thin scrim of mold, as the infected elder brain hasn't seen fit to share its fluid with anyone other than the mind flayer cultists for many years.

X12: Sleeping Pods

> The walls here are lined with stone pods, each filled with a phosphorescent goo and just large enough for a human to recline in. Six hideous, monocular creatures with spines on their backs lounge in pods.

Six nothics who were once mind flayers lair here. Each has a fringe of tentacles beneath their single eye, telepathy to 120 feet, and the following action instead of Rotting Gaze:

> *Mind Blast (Recharge 5–6).* The nothic magically emits psychic energy in a 30-foot cone. Each creature in that area must succeed on a DC 12 Intelligence saving throw or take 10 (2d8 + 1) psychic damage and have the stunned condition until the end of its next turn.

The slime in these sleeping pods helped connect the mind flayers to the elder brain, but the connection hasn't done anything in decades except impart the infected elder brain's obsession and madness into those who rest here. The infected elder brain can automatically establish a Psychic Link with a creature that lies in the goo, even if the creature doesn't have the incapacitated condition.

Treasure. One pod hasn't been used in a long time and its goo has a thin crust. Just visible beneath this crust is a distant mind crystal. Recovering the crystal from the goo is a simple but unpleasant affair.

X13: Lecture Hall

> Several benches surround a speaker's podium. Stairs ascend to a high balcony to the west.

When Illithinoch was part of the old mind flayer empire, its mind flayer denizens shared knowledge and plans with their minions in this lecture hall (they only rarely shared knowledge with each other here, relying instead on the elder brain to share necessary knowledge among mind flayers). Its only use recently has been as a place where the fanatics can bully the stronghold's degenerate denizens.

X14: Chishinix's Room

The door to this room bears small dots that read, in Qualith, "Chambers of Chishinix, blessed with foresight, who was gifted a head that knows the Dissonant Psyche's will."

> A thick wall divides this room in two. One half contains an oversized padded chair, and the other contains a desk and armoire.

Chishinix isn't here, but a mind flayer prophet named Gulguush is waiting here along with its homunculus.

Gulguush has been Chishinix's ardent follower for many years. Gulguush believes itself to be the fanatic's successor and, just as Chishinix carries around a severed head, Gulguush keeps its homunculus nearby. Unless the mind flayer is aware that intruders are active in Illithinoch, Gulguush is sitting at the desk, composing a book of prayers to Ilvaash. The homunculus perches on the back of Gulguush's chair watching for trouble. If it believes an attack is likely, Gulguush instead hides behind Chishinix's chair to ambush intruders. In either case, Gulguush quickly attacks to gain further favor with the fanatics.

Gulguush's Book. Gulguush's unfinished prayer book, called Prostrate before the Dissonant Psyche, is written in Undercommon and compiles everything the mind flayer knows about the Far Realm godlet. Even though the fanatics haven't included Gulguush in their communion with Ilvaash, the canny Gulguush has pieced together several facts about the deity's realm. In particular, the prayer book notes the following:

Divine Heir. Ilvaash was formed from the remains of the mind flayer god Ilsensine, the God-Brain. When Ilsensine left the Far Realm to establish a divine domain elsewhere, pieces of the God-Brain sloughed away and awoke to sentience. This is Ilvaash, the Dissonant Psyche, which Gulguush considers to be true heir to the Far Realm and Ilsensine's divinity.

Godlet's Lair. Ilvaash takes physical form in a Far Realm place called the Endless Void. The Endless Void lies beneath a deep pool of brine and cerebral fluid at the heart of a location called the Briny Maze. Directions are fickle in the Far Realm, but the Endless Void is located "beyond a lightless star."

Protective Maze. The Briny Maze is designed to trap those who come to steal Ilvaash's knowledge or slay his minions. Many powerful interlopers have been defeated in the Briny Maze and absorbed into its fleshy walls.

Ultimate Ruler. Dangerous things drift within the Endless Void. Ilvaash did not create them, but the Dissonant Psyche is master of them all.

Treasure. A robe in the armoire has two identical-looking potions in an inner pocket. One is a potion of growth and the other is a potion of poison.

X15: Elder Brain Pool



The Far Realm has tainted the elder brain that fuels Illithinoch's mind flayers

Brian Valenzuela

> Strange, flowing sigils are inscribed around the edge of an enormous stone pool half-filled with brine. In the pool's center, an enormous, slime-covered brain is covered in pulsing pustules. The brain oozes over the pool's lip, which is coated with grime and mold.

Illithinoch's infected elder brain (see the accompanying stat block) squats in the fluid remaining in this pool, occasionally running its tendrils across the mold-crusted rim and dwelling on its obsessions with Ilvaash and the Far Realm.

The mind flayer fanatics have skillfully manipulated the elder brain, instilling paranoia and obsession while withholding genuine power. These obsessions keep the elder brain from bringing its full telepathic might to bear, orchestrating defenses within the stronghold, or responding to anyone other than the fanatics.

For all its weakness, the elder brain still perpetually tracks creatures in Illithinoch with its Creature Sense ability. It likely knows that the characters are coming and which denizens they've dispatched before arriving. Once the characters come to its private chamber, the infected elder brain fights to the death.

The elder brain formerly floated in a pool brimming with vital fluids, but the briny fluid is at a dangerously low level. The elder brain is unable to remain entirely covered, and its perpetual desiccation contributes to its agitation.

The fanatics carved sacred sigils to Ilvaash around the pool. The carved symbols slowly twist and move around the rim. The infected elder brain can't help but idly caress the carvings, though this only stokes its fixation.

Treasure. Three magical crystals have sunk to the pool's bottom. One is a quickened mind crystal and the other two are extended mind crystals.



Infected Elder Brain

X16: Ritual Chamber

> A shallow alcove on this room's north wall contains only bare stone. Faintly glowing runes surround the alcove, each of them sputtering and slowly fading. A table of jars and bowls stands against the west wall. The east wall is flat but covered in a dizzying array of lines, shapes, and formulas.

As the mind flayer fanatics ramped up their plans, they spent nearly all their time in this ritual room or in the adjacent room containing the infected elder brain. When they finally realized how to turn the alcove here into a gateway to the Far Realm, they didn't hesitate to use it.

The fanatics took nearly everything of use or value with them. The jars and bowls on the table hold some alchemical reagents and crumbled crystals, none of which have any value. Several metal disks bear a carving of a blood-soaked brain, a symbol sacred to Ilvaash. The back of one of these disks has the words, "We come to you, Ilvaash!" written in Undercommon.

Closed Gateway. The fading runes show that the alcove is more than a mere indentation in the wall. A character examining the runes who succeeds on a DC 12 Intelligence (Arcana or Investigation) check realizes that the alcove was very recently an active magical gateway to the Far Realm. A character examining the runes who succeeds on a DC 13 Intelligence (Religion) check realizes that the runes spell out prayers to Ilvaash that will open the gateway into Ilvaash's realm.

Planning Wall. This flat section of the east wall is where the fanatics worked on their plans. It still holds their most recent plans to open the gateway to the Far Realm. When the characters examine the wall, read the following:

> This flat section of wall contains several cramped sketches and eldritch formulas. Overlapping annotations render these notes inscrutable, but the drawing next to them is clearer. The sketch shows this room's rune-ringed alcove connected to three larger runes. One rune is surrounded by tentacles, another by jagged lumps that look like warts, and another by a scribble that looks like a maze.
>
> Above the sketches are scrawled the words, "Go we three beyond a lightless star."

A character who succeeds on a DC 11 Intelligence (Arcana) check realizes that the alcove is a gateway bolstered by runes the fanatics placed within three nearby rifts. These runes send Far Realm energy to the gateway, giving it the power needed to open. However, the gateway is currently shut.

If the characters have been into any of the Far Ream rifts (see the next section), they easily determine that bringing gnawbles (see "Gnawbles" in the "Far Realm Rifts Features" section) from the three rifts to the gateway would reopen it.

Opening the Gateway. The gateway reopens when magical residue from all three rift runes is brought within 20 feet of it. This residue takes the form of strange, furry buds dangling from each rift's rune. The fanatics didn't predict this residue, so they don't realize that others can follow them through the rift.

The characters must collect three gnawbles, one from each rift, and bring them here. A gnawble brought into this room becomes visibly excited and leans toward the alcove. The actions of the gnawbles indicate their connection with the alcove to the characters, even if the characters haven't interpreted the planning wall.

Once the characters bring a gnawble from each rift within 20 feet of the closed gateway, read or paraphrase the following:

> The chattering creatures strain toward the archway on the back wall. With a sound like tearing canvas, the archway splits into a rift larger than any others you've seen in Illithinoch. Beyond it lie grayish-pink tunnels similar to the folds of a titanic brain. The round creatures simultaneously croon in delight and explode into messy globs of flesh.

The gateway remains open for seven days. After that time, it closes again, and the characters must gather new gnawbles to reopen the gateway.

Missing Prisoners. As soon as the characters open the gateway in the ritual room, they are mentally assaulted with a psychic image of the fanatics dragging the remaining Phandalin prisoners through the portal and into the Far Realm. While they're being dragged, the prisoners shout phrases such as the ones in area X9. The characters can easily deduce that the prisoners were taken through the gateway before it closed.

Far Realm Rifts

Large, stable gateways into the Far Realm are difficult to create and even more difficult to sustain. The mind flayer fanatics opened such a gateway in their ritual chamber (area X16), but they couldn't sustain it. To keep their ritual chamber gateway stable, the fanatics opened rifts to three smaller Far Realm pockets, inscribing a bolstering rune within each rift to augment their ritual gate. Together, these runes strengthened the gateway, allowing the fanatics to pass through with their pieces of the Netherese obelisks, as well as their victims kidnapped from Phandalin.

The ritual room gateway closed only a few hours after the fanatics passed through it. The three Far Realm rifts remain open. In each rift, energy has concentrated around the rune in the form of buds of flesh, hair, and blunt teeth called gnawbles (see "Gnawbles" in the "Far Realm Rifts Features" section). The runes are too faded to be effective, but the gnawbles formed from the runes' residue can replicate their bolstering effect and open the gateway.

The characters might explore the rifts and pluck the gnawbles out of curiosity, but they learn in the ritual chamber (area X16) that gathering gnawbles is necessary.

Far Realm Exposure

The Far Realm is toxic to most mortals. Characters who enter a Far Realm rift must succeed on a DC 12 Constitution saving throw or have the poisoned condition for 1 hour. A character makes this save the first time they enter each rift only; after that, regardless of whether their saving throw succeeds or fails, their bodies acclimate to that particular region of the Far Realm.

Far Realm Rifts Features

The following features are common in each of the three Far Realm rifts.

Strange Stone

The terrain of the Far Realm rifts appears to be moist stone. If damaged, the stone seeps a strange gray ichor, like viscous blood. Damage to the stone reverses over the course of an hour.

Illumination

A strange, green-and-silver illumination suffuses the Far Realm rifts. It emanates from no particular source and is sufficient to see clearly throughout the rifts.

Ceilings

Passages and chambers in the Far Realm rifts are 18 feet high.

Cardinal Directions

Like the rest of the Far Realm, these rifts have no cardinal directions. Compass roses appear on the map for your convenience, with the cardinal directions based on where the players enter each rift.

Odd Sensations

The Far Realm rifts impart strange psychic hallucinations on mortal minds. These impulses are slightly different in each rift:

Perpetual Hunger. Visitors to the Feeder Trenches are perpetually hungry, no matter how much they've recently eaten.

Shifting Skin. Visitors to Spawn Hollow feel their skin slowly shifting over their muscles.

Watchful Eyes. Visitors to the Labyrinth of Eyes constantly feel as though they're being watched.

Gnawbles

The rifts connect to different parts of the Far Realm, but they all have one thing in common: somewhere in each rift, the fanatics' magical bolstering rune has faded and budded into a palm-sized orb with a wide mouth filled with blunt teeth. The bud looks like a fuzzy fruit and animates as a creature called a gnawble if plucked. Gnawbles are barely sentient and often gnaw on anything they can get their mouths around, even though they can't swallow anything.

A rune grows a new gnawble one day after its gnawble is plucked, creating an endless supply of them, although the characters need only one from each rift.

The characters aren't likely to get into combat with a gnawble but, if necessary, it has the statistics of a weasel with a speed of 0 feet. It doesn't need to breathe, drink, eat, or sleep.

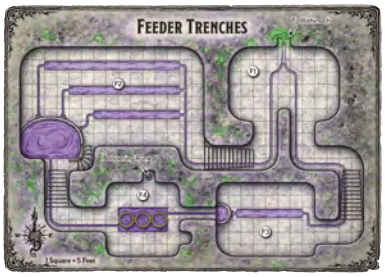
Gnawbles are similar to pets that alternate between aggression and affection. A gnawble that's picked chews or nuzzles the creature that holds it until it's put down again.

Feeder Trenches Locations

Grells throughout the Far Realm come to the Feeder Trenches for the strange and delicious (to them) fluid prepared by a grell named Feedkeeper Naruv. Naruv's newest offering is a sweet, purple sludge flowing through shallow troughs from which grells sup.

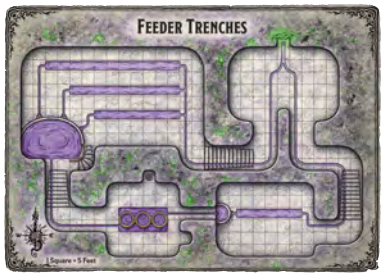
Cautious of risking the wrath of an unknown number of grells deprived of their gastronomic satisfaction, the mind flayer fanatics traded some of their most degenerate mind flayers to Naruv in exchange for a well-guarded place to scribe their bolstering rune.

The characters can access the Feeder Trenches from area X4 in Illithinoch. The following locations are keyed to map 7.3.



Map 7.3: Feeder Trenches

Mike Schley



Player Version

F1: Sludge Grooves

> Two grooves run down the center of this cavern before disappearing into separate tunnels. Pale purple sludge flows slowly through the grooves from two passages opposite the rift. A bitter smell like scorched sugar fills the room.

The sludge is flavorless, nonnutritive runoff from the troughs in the adjacent rooms. It smells terrible but isn't harmful to eat. It drains through tiny vents in the floor, dribbling into other parts of the Far Realm.

F2: Common Eatery

> Three long troughs filled with burbling purple sludge fill from a pool at the bottom of a steep passage. A delicious, sweet smell emanates from the viscous fluid. Three enormous, beaked creatures with dangling tentacles feed from the troughs. A dark circle in the ceiling is wrinkled like scarred skin.

When the characters arrive, three grells are feeding from the troughs. Grells without special invitation from Feedkeeper Naruv can eat here but aren't allowed in area F3 or F4. The grells consider non-grells to be special morsels and immediately attack them.

The sludge here is bitter but nutritious, but any character who consumes more than a mouthful must succeed on a DC 12 Constitution saving throw or have the poisoned condition for 10 minutes.

The circle in the ceiling is a 3-foot wide aperture that grells use to traverse other parts of the Far Realm. The aperture irises open when touched by a living grell's tentacle. The Far Realm lands on the other side are beyond the scope of this adventure.

F3: Private Eatery

> A waterfall of viscous purple sludge dribbles from an opening high above the floor. The sweet-smelling sludge fills a basin that feeds into a trough that runs the length of this room. Two enormous creatures with dangling tentacles slurp the sludge from the trough.

When the characters arrive, two grells are feeding from the trough. One grell is the host of the Feeder Trenches, Feedkeeper Naruv. Naruv speaks Common, Deep Speech, and Grell. The grells are enraged at the interruption of their private meal, but none more so than Naruv.

The passageway to area F4 is 12 feet above the floor and only 5 feet high. Grells can navigate the high passage easily, but it might pose a challenge for the characters.

The sludge here is bitter but nutritious, but any character who consumes more than a mouthful must succeed on a DC 12 Constitution saving throw or have the poisoned condition for 10 minutes.

Treasure. A small chest tucked in the bottom of the basin contains special payments Naruv has received over the years. Most of these are odd, worthless items like brain-shaped rocks or bottles of rancid perfumes, but the chest also contains a silver tiara worth 1,200 gp and a quickened mind crystal.

F4: Food Source

> Three shallow pools in this room contain burbling fluid. The corpse of a spiky creature floats face-down in each pool. Channels draining away from the pools are filled with a sweet-smelling, purple sludge. A ball the size and shape of a coconut hangs from a faint rune drawn in an alcove.

Naruv's recent feast derives from three nothics floating in the pools. Naruv's strange preservative methods slowly drain the nothics to add taste to the flowing sludge.

The purple fluid is tasteless and harmless. It's merely a base substance which Naruv flavors with creatures dumped into the vats. The purple sludge flowing from the vats is her latest culinary offering.

Two nothics are dead, but the third nothic is still alive. This nothic, a petty and spiteful creature named Bashudu, is in no condition to fight. Bashudu speaks Deep Speech as well as Undercommon and has telepathy to 120 feet. Bashudu communicates only if its head is lifted from the pool or if the creature is rolled over. Bashudu can explain how the three mind flayer fanatics who took over the stronghold traded it and the other nothics to Naruv to scribe their bolstering rune here. Bashudu is irate at the betrayal but has lost too much of its vital essence to Naruv's ritual. Bashudu dies a few minutes after meeting the characters.

If the characters disturb any of the nothics or touch the sludge, the grells in the Feeder Trenches immediately notice the change in taste. Any grells remaining in area F3 come here to investigate. The grells in area F2 wait a few minutes for Naruv to explain the flavor change. When she doesn't, they cautiously explore the feeder troughs clockwise (to area F1, then F3, then F4), looking for danger.

Bolstering Rune. The rune in the alcove is too faded for characters to determine its original shape. The fuzzy orb hanging from the rune is palm sized and bears a mouth with sharp teeth. If plucked, it animates as a gnawble as described in the "Gnawbles" section earlier in this chapter.

Spawn Hollow Locations

Many slaadi reproduce by implanting Humanoid hosts with eggs that transform into slaad tadpoles. In the weird dimension of the Far Realm, however, biology takes strange turns. Slaad explorers recently discovered a place where tadpoles can grow on their own, albeit slowly. The quasi-organic chambers of this region emerge from a whirlpool and disappear into a nearby vortex. This motion is inexorable but takes several weeks; it was a while before the slaadi even noticed it. Although the walls, floor, and ceilings look like tough skin, they are as dense as stone and rot quickly if sliced off.

The slaadi call this mysterious area Spawn Hollow and guard it fiercely. They know about the rift and worry that the mind flayers of Illithinoch might try to expel them. They don't realize that the mind flayer fanatics placed their bolstering rune before the slaadi arrived and don't care about returning.

The characters can access Spawn Hollow from area X5 in Illithinoch. The following locations are keyed to map 7.4.



Map 7.4: Spawn Hollow

Mike Schley



Player Version

S1: Entry Cavern

> The walls, floor, and ceiling of this chamber are soft but rough, like warty skin. Two passages lead from the right, one to your right and the other on the far side of the chamber. Echoes of squelching and splashing issue from the passage on your right.

Because of the motion of the fleshy surfaces, everything in this room is slowly pulling away from area S2 and toward area S3. This movement is so gradual that the characters don't notice it without spending at least 1 hour here, or by succeeding on a DC 15 Intelligence (Investigation) or Wisdom (Perception) check.

Both passages are protected. The slaad overseer, Chalaag, cast a glyph of warding spell (save DC 12) of the explosive runes variety in each passage. The explosive runes deal thunder damage. If the glyph activates, Chalaag casts invisibility on itself and investigates.

S2: Crystal Pit

> The floor of this funnel-shaped chamber is covered with warts. A whirlpool at the room's lowest point swirls around a crusted ridge of warty flesh. A bipedal, gray-scaled, reptilian creature looms over the pool.

Twelve slaad tadpoles cavort in the pit, climbing in and out of the whirlpool. A single red slaad carefully watches over them, giving them a whack when they nip at each other. The slaadi are eager to attack intruders to get some fresh meat.

The whirlpool is about 5 feet across and 5 feet deep, with very salty water. The whirlpool is the origin of the warty flesh that moves throughout Spawn Hollow and ultimately disappears into the flesh vortex in area S3.

S3: Flesh Vortex Chamber

> Chalk lines connect the warts along the walls of this room. The chalk and warts become denser toward a vortex near the ceiling in an alcove.

This chamber is where Chalaag, the gray slaad explorer who discovered Spawn Hollow, studies the migrating flesh by tracking its warts. Chalaag is a gangly slaad that speaks Common and Deep Speech in addition to Slaad, and can cast glyph of warding once per day in addition to its other spells.

Unless the characters triggered the glyphs of warding in area S1, Chalaag is engrossed in its work and has disadvantage on its initiative check. Once it's aware of intruders, however, the slaad is quick to attack. It does its best to kill all but one character so it can experiment with implanting both slaad tadpoles and warty flesh into the survivor to replicate this region's strange effect. Chalaag explains its plan in grisly detail while it fights.

Into the Vortex. The vortex is about 4 feet across and appears to consist of warty flesh slowly falling into its center. Any object or creature entering the vortex is lost within the Far Realm for 2d6 hours before reappearing in the whirlpool in area S2. A creature or object subjected to this fate doesn't experience the passage of time until it reappears.

S4: Rune Alcove

> This alcove is completely free of warts. A palm-sized fuzzy sphere grows from a faint rune marked on the fleshy wall.

The flesh in this alcove is the only part of Spawn Hollow that doesn't move, as it's caught in an eddy in the flesh flow.

Bolstering Rune. The rune in the alcove is too faded for the characters to determine its original shape. The fuzzy orb hanging from the rune is palm sized and bears a mouth with sharp teeth. If plucked, it animates as a gnawble as described in the "Gnawbles" section earlier in this chapter.

Labyrinth of Eyes Locations

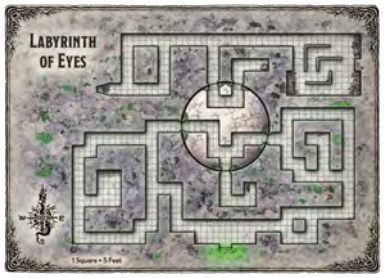
The Labyrinth of Eyes has been the lair of the beholder Golcuus for decades. Recently, the fanatics warped the once-proud Golcuus into a miserable creature called an oculorb. With Golcuus less dangerous, the fanatics secured access to the maze's farthest chamber and inscribed their bolstering rune.

The characters can access the Labyrinth of Eyes from area X10 in Illithinoch. The following locations are keyed to map 7.5.



Map 7.5: Labyrinth of Eyes

Mike Schley



Player Version

L1: Gazing Chamber

> The moist stone walls of this room are covered with hundreds of staring eyes that twitch and blink. Two corridors lead from this room in opposite directions.

When anyone moves toward one of the passages leading from this room, the eyes all shift to stare at that creature accusingly for a moment. This effect is unnerving but harmless. An eye closes and disappears if it takes any damage.

L2: Views of Madness

> Ten stone rods protrude from the back wall of this dead-end room. One ends at a cup the size of an eyeball, while the others all have jagged ends. The stone floor beneath the rods is stained a sickly pink color.

Golcuus built this magical observation system to glimpse other regions of the Far Realm. The beholder would gaze into ten eyepieces to see random regions of the Far Realm. Several years ago, Golcuus inadvertently peered into the Briny Pool, the grotesque fluid that birthed Ilvaash from Ilsensine's discarded cerebral fluid. The momentary glimpse lodged a subtle psychic sliver in Golcuus's mind. Aware of the danger moments too late, Golcuus withdrew its gaze, smashed nearly all the viewing rods (every rod except the one to the Briny Pool), and fled this room.

Yet the damage was done. Golcuus became increasingly reclusive and obsessive. The mind flayer fanatics sensed this psychic weakness when they sought to negotiate with Golcuus about using its labyrinth. Instead of diplomacy, they simply blasted the beholder's sanity and transformed it into a miserable, obsessive shell of its former self.

The Eyepiece. A detect magic spell or similar magic reveals an aura of divination magic on the unbroken eyepiece. A character who looks into the eyepiece sees the entirety of the miles-deep Briny Pool (see chapter 8). The mind-shatteringly expansive view of the pool that birthed Ilvaash is dangerous. The viewer is targeted by a feeblemind spell (save DC 18). Regardless of the result of this saving throw, the viewer realizes that a tiny, dark hole at the pool's bottom is a powerful gate to a deeper place in the Far Realm. The character can also more easily navigate the Briny Pool, as described in chapter 8, although a creature affected with the feeblemind spell must have the spell removed first.

A dispel magic spell (DC 18) cast on the eyepiece causes the eyepiece to become inactive for 24 hours. Breaking off the eyepiece requires only a firm blow, which destroys its magic for good.

L3: The Rolling Eye

> The center portion of this labyrinth is an enormous stone orb perforated with circular tunnels.

The orb rotates in the "socket" of the dungeon when pushed or pulled from outside the orb (the orb can't be moved by anyone inside it). The orb is very heavy, but it moves smoothly and silently due to slime in the socket. The orb has five large, circular holes on its surface. Each hole is 8 feet across and surrounded by a reddish-purple ring, like an iris around a pupil. The holes lead to tunnels inside the orb.

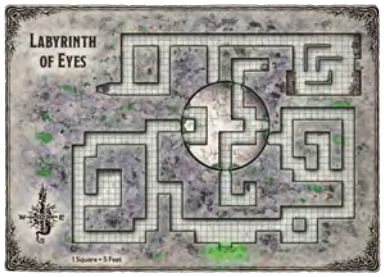
Traversing the Rolling Eye. Reaching areas L6 and L7 without leaving someone behind to spin the orb takes some planning. The first step is to reach area L4; from there, the characters must spin the orb to connect area L4 to area L5. Once in area L5, the characters must then return the orb to its initial position to connect area L5 to the chambers north of the orb. Map 7.6 shows the alternate configuration of the Labyrinth of Eyes once the characters rotate it to connect areas L4 and L5.

The characters can exit by reversing the procedure.



Map 7.6: Labyrinth of Eyes (Alternate Configuration)

Mike Schley



Player Version

L4: Dead Thief

> This dead end contains a withered corpse dressed in leather armor so dried out that it's cracked and peeling in strips.

This corpse was a daring githyanki thief who was killed by Golcuus's death ray. The corpse has been here for years.

Trapped Corpse. Necrotic energy has built up within the corpse to dangerous levels. A successful DC 15 Wisdom (Perception) check reveals that the corpse's limbs aren't as withered as its head and torso. A character who succeeds on a DC 13 Intelligence (Investigation) check recognizes the dangerous buildup of necrotic energy that can be released by carefully manipulating the strips of leather armor covering the corpse's chest. Doing so requires a successful DC 15 Dexterity (Sleight of Hand) or Intelligence (Religion) check; on a failed check, the trap triggers. If the corpse is touched, each creature within 15 feet of the corpse must make a DC 15 Constitution saving throw, taking 22 (5d8) necrotic damage on a failed save, or half as much damage on a successful one. A successful dispel magic (DC 15) cast on the corpse also causes the energy to dissipate, rendering the corpse safe to touch.

Treasure. The thief's belt contains four exquisite ornamental crystal daggers, each worth 600 gp.

L5: Broken Glass

> This dead end contains a large heap of broken glass that sparkles in a variety of colors.

Golcuus kept an art gallery of glass creations here, but Golcuus smashed them in a rage after its transformation into an oculorb.

L6: Rune Chamber

> The ceiling of this dead-end passage slopes downward. At its end, the ceiling is only four feet high. An odd, furry ball the size and shape of a coconut dangles from a faint rune on the ceiling.

The fanatics put their rune here, in an out-of-the-way passage that Golcuus can't easily reach.

Bolstering Rune. The rune in the alcove is too faded for the characters to determine its original shape. The fuzzy orb hanging from the rune is palm sized and bears a mouth with teeth. If plucked, it animates as a gnawble as described in the "Gnawbles" section earlier in this chapter.

If the characters haven't yet dealt with Golcuus in area L7, he floats from his lair to intercept them when they pluck the gnawble.

L7: Golcuus's Lair

> This large chamber is divided by thin stone walls. Smashed tables and tools fill three shallow alcoves.

Golcuus, a beholder transformed into an oculorb, is here, wallowing in the misery of its transformation. The monster is not immediately visible when the characters enter due to the area's dividing walls.

Golcuus lost its towering ego, and the loss drives it to spontaneous acts of violence. Golcuus attacks any creature it sees other than mind flayers, and it fights to the death. To mind flayers, Golcuus is obsequious and begs to be restored to its former state.

Treasure. Some of Golcuus's art and tools remain. Characters who search the debris in the alcoves discover a set of jeweler's tools, three rubies carved to look like eyeballs worth 300 gp each, and a statuette of a beholder with emeralds at the ends of the eyestalks and a huge diamond for a central eye. The statuette is worth 5,500 gp.

What's Next?

This chapter concludes with the characters opening the gateway to the Far Realm. They can now pursue the fanatics "beyond a lightless star," into the bizarre heart of a godlet's realm. There, they'll face off with the fanatics and finally have an opportunity to stop the ritual and rescue the townsfolk from Phandalin.

The characters might want to return to Phandalin or press on through the gate in area X16. In either case, their adventures continue in chapter 8.

Chapter 8: Beyond a Lightless Star

The mind flayer fanatics have fled from the subterranean stronghold of Illithinoch to the Far Realm. There, the fanatics commune directly with their wicked deity, Ilvaash, as they begin a sinister ritual that will transform Humanoids in and around Phandalin into mind flayers. In the heart of Ilvaash's hidden domain, the fanatics use the Netherese obelisk's ancient magic to bring their ritual to completion. No one but the characters can stop their vile plan!



The godlet Ilvaash is not to be trifled with, especially in the entity's Far Realm home

Richard Luong

Running This Chapter

The fanatics have already begun their lengthy ritual. They believe themselves safely ensconced in Ilvaash's domain, called the Briny Maze. At the heart of the Briny Maze, Ilvaash lurks in a vast, empty pocket of psychic quasi-reality called the Endless Void. The characters must navigate the Briny Maze—overcoming its dangers and negotiating with potential allies—before reaching the Endless Void and confronting the fanatics as well as a psychic refraction of Ilvaash.

In the Far Realm

Most of this adventure takes place in the Far Realm, which is inimical to mortals. Any creature other than a Far Realm denizen that finishes a long rest in the Far Realm must make a DC 15 Wisdom saving throw. On a failed save, the creature gains 1 level of exhaustion.

Character Advancement

The characters should be 10th level when the chapter begins. Advancement is handled as follows:

- The characters gain a level after reaching the entrance to the Endless Void.
- The characters gain a level once they vanquish all three mind flayer fanatics.

Doom Comes to Phandalin

Although the characters are likely to head straight through Illithinoch's gateway to the Far Realm once they open it, they might instead return to Phandalin to rest, resupply, visit friends, or gain more information.

Through the Tunnels

As the characters travel between Illithinoch and Phandalin, they can clear out any dangerous areas they missed in the "Journey through the Deep" section in chapter 7. Continue to roll on the Tunnel Encounters table in that chapter, as the route is never truly safe. However, since the characters have already faced several threats, roll every 2 hours of travel rather than every hour.

Creeping Transformations



The ritual in the Far Realm targeting Phandalin is almost complete, and its people and places have already begun to suffer

Lily Abdullina

Phandalin has changed since the characters' last visit. The mind flayer fanatics of the godlet Ilvaash have begun their ritual, and the open rifts to the Far Realm directly beneath the town have accelerated the townsfolk's transformation. The four residents who began transforming at the start of the last chapter—Sister Garaele, Ander, Halia Thornton, and Wheel-of-Fortune—have undergone extreme changes. They're locked in their homes to protect themselves and others. Regular, cautious visits from their friends keep these four people tenuously grounded, so there haven't been any further violent incidents.

Other residents show signs of transformation as well. Some people have an unsettling tendency to babble in Deep Speech about "the coming ascendance" when their minds wander. Others have sprouted eyes in strange places or experienced other aberrant changes.

The town's buildings seem oddly askew, as though their once-solid construction were deteriorating. This effect is due to a warping in space, so the buildings aren't actually at risk of collapse.

Trees, bushes, and other natural elements throughout town cast shadows that undulate, particularly in moonlight. When viewed closely, the shadows appear normal.

During this chapter, specific townspeople the characters might consult and locations they might visit experience the following changes:

Gwyn. The changes Gwyn Oresong experiences terrify her. A double-irised eye has opened on her neck, and she's reluctant to be around anyone other than her sister and the characters. She has little advice for the characters other than to end the threat as soon as possible.

Rivibiddel. The svirfneblin despairs that the text he went through so much acquire, He of the Hidden Gemstone, contains passages that glorify confusion and chaos. The passages aren't there, but Rivibiddel keeps misreading the text as such.

Stonehill Inn. The Stonehills closed their inn, worried that guests might cause an incident in their establishment.

Townspeople. Other townspeople can be affected as you see fit. They should be aware of their slow transformations and beseech the characters to end the source of their aberrant changes.

The Briny Maze

Ilvaash's domain in the Far Realm is a confusing tangle of disturbingly organic tunnels and chambers. Those trapped within it might never realize the overall shape is reminiscent of a titanic brain.

The Briny Maze includes an accumulation of cerebral fluid lodged in the maze's forebrain. The characters must swim through the fluid to reach the Endless Void.

Intruders in the Maze



Horror awaits around every corner in the Briny Maze

Craig J Spearing

Over the years, many foes of Ilvaash have reached the Briny Maze to strike at Ilvaash, assault the Dissonant Psyche's minions, or steal knowledge or treasures.

The Briny Maze protects Ilvaash by inexorably pulling defeated intruders into its spongy walls. Ilvaash's worshipers don't suffer this fate, but hundreds—perhaps thousands—of creatures have been absorbed by the Briny Maze since its creation. Not even Ilvaash knows how much of the maze is original material and how much is the transformed bodies of former trespassers.

Briny Maze Features

The following features are common throughout the Briny Maze.

Spongy Construction

The structure of the Briny Maze is pinkish gray, wrinkled, and slightly squishy. The material is as tough as stone and self-healing, recovering all damage dealt to it after a few seconds. Magic can't affect the maze's construction.

Unpleasantly Moist

Everything in the Briny Maze has a thin sheen of moisture that smells slightly spoiled. This is leakage from the meninges that surrounds the Briny Maze's exterior.

Illumination

The Briny Maze is suffused with an eerie, violet light that emanates from no particular source. Light is bright throughout the maze.

Ceilings

The folds of spongy material meet and merge 16 feet above the floor throughout the Briny Maze.

Mindgates

The Briny Maze has three double doors, called mindgates. Mindgates are made of the same resilient material as the rest of the Briny Maze and can be opened only with a charge delivered from the pairs of activation rods. An open mindgate can be pushed shut again, although it closes on its own after 1 hour, harmlessly pushing aside anything in the way.

Activation Rods. Certain locations in the Briny Maze have a pair of activation rods protruding from the area's walls. Each of these rods carries a small magical charge. (The activation rods are shown on map 8.1.)

Depending on how far apart the activation rods in an area are, one or more characters might need to make a living chain between the rods. Everyone in a living chain must make a DC 15 Constitution saving throw (with disadvantage if the creature is wearing armor made of metal), taking 22 (4d10) lightning damage on a failed save, or half as much damage on a successful one. The linked rods then cause the mindgate to open. The Activation Rods table lists which rods open each mindgate.

Activation Rods

Area	Opens
B7	Rear mindgate, between areas B13 and B14
B17	Central mindgate, between areas B14 and B19
B21	Forward mindgate, between areas B18 and B22
B22	All three mindgates

Cardinal Directions

Like the rest of the Far Realm, the Briny Maze has no cardinal directions. A compass rose appears on the map for your convenience to help you orient characters as they navigate the location.

Lobe Benefits

The following benefits apply to any creature that has an Intelligence of 3 or greater. Affected creatures intuitively understand the benefits as soon as they enter an area:

Occipital Lobe. Areas B1–B5 enhance awareness. Creatures here have advantage on Wisdom (Perception) checks.

Temporal Lobe. Areas B6 and B10 enhance auditory effects, as described in those areas.

Parietal Lobe. Areas B7–B9 and B11–B13 enhance spatial positioning. Creatures here can't have the prone condition unless they choose to.

Frontal Lobe. Areas B14–B22 enhance spatial awareness and make creatures eager to help others. Creatures in these areas can Help as a bonus action.

Briny Maze Locations

The gateway from Illithinoch deposits the characters at the rearmost part of the Briny Maze, in area B1. The following locations are keyed to map 8.1.



Map 8.1: Briny Maze

Mike Schley



Player Version

B1: Maze Entry

> Wrinkled, pinkish-gray tunnels lead from the rift to the left and right in swooping, organic passages.

Characters who examine the area and succeed on a DC 15 Wisdom (Perception) check spot faint marks on the ground that indicate several creatures were recently here but exited to the left. More recently, a trio of creatures exited to the right; these are the githyanki scouts now inhabiting area B7.

Returning to Illithinoch. The characters can return to Illithinoch through the gateway for seven days. After that, the gateway becomes unstable. A character can attempt to reopen the gateway by touching it and succeeding on a DC 18 Intelligence (Arcana) check. On a failed check, no creature can attempt this check to reopen the gateway for 24 hours.

B2: Passage of Death

> Four duergar corpses are strewn about this curved passage.

Six duergar explorers—two mages and four warriors—came to the Briny Maze a few months ago. The mages were disciples of Ilvaash who planned to sacrifice their warriors to Ilvaash. Violence ensued, and the duergar killed each other. The corpses are those of the duergar warriors. The two mages now lurk in area B3 as psionic ashenwights.

Characters who investigate the corpses determine the duergar died from weapon wounds a few months ago. They all have postmortem head wounds; the encephalon cluster that lairs in area B12 occasionally comes by to gnaw on the corpses' brains.

Treasure. One corpse still wears a bloodstained cape of enlargement.

B3: Webbed Chamber

> Two enormous spiders scuttle about, while two shadowy figures stare at the back wall. This wide space is filled with diaphanous web strands. The webbing is thicker on the far side of the room, away from the two wide passages leading away.

Two phase spiders live here and are responsible for the flimsy webbing. The spiders can't use their Ethereal Jaunt ability in the Briny Maze and scuttle from known dangers like the encephalon cluster that hunts in this area and lairs in area B12. Two psionic ashenwights stumbled here after the betrayal in the adjacent passage (area B2) and joined forces with the spiders for mutual protection. The chamber's webbing heavily obscures the ashenwights.

Unless the characters move quickly through this area, the phase spiders alert the ashenwights, who move to attack. The phase spiders aid the ashenwights by picking off characters who hang back. The phase spiders fight to the death, but if one ashenwight is killed, the other flees or surrenders.

An interrogated ashenwight fumes about Ilvaash's betrayal but quiets almost immediately, certain that the godlet can see everything that occurs in the Briny Maze. The ashenwight won't help the characters, even if the characters insist that Ilvaash is their common enemy.

Spectral Webs. The diaphanous webs are too flimsy to impede movement, but they lightly obscure most of the room and heavily obscure the 20 feet of the room closest to the rear wall.

B4: Wall of Hubris



Five wizards sought to siphon power from the realm of Ilvaash, whom they assumed was weak. The wizards were wrong

Craig J Spearing

> Five human corpses slump against this chamber's wide, rounded wall. They merge seamlessly with the wrinkled, gray walls and floor as though melted into them. Only their upper torsos and heads remain free, and each lifeless face is frozen in a scream.

As soon as any creature disturbs or steps close to the corpses, a flaming skull erupts from each corpse head. The five flameskulls pursue foes who flee and fight until destroyed.

These corpses are the remains of wizards who invaded the Briny Maze a few months ago to steal Ilvaash's secrets. A wandering encephalon cluster (see area B12) shrugged off the wizards' spells. The injured wizards retreated here to rest, but the maze entrapped them. All five died while being absorbed.

B5: Tumor Garden

> Several fleshy lumps in the floor rise like stalagmites to heights of two or three feet. A ball of viscera two feet across is pinned to a wide, flat wall with a large sword. A puddle of slime has leaked down the wall and onto the floor beneath the entrails.

The viscera here is a dead intellect snare that once lurked in this area. (The characters might have fought an intellect snare in Talhundereth in chapter 6.) The intellect snare ambushed the githyanki leader, Varakkta, but Varakkta's lucky strike impaled the intellect snare on her greatsword, pinning it to the wall. Varakkta was blasted backward by the psychic combination of the intellect snare's death cries and the ruptured wall. Though Varakkta was reluctant to leave her valued greatsword behind, she elected for discretion and retreated to rejoin her followers.

Greatsword. The greatsword is made of a silvery metal with sharp serrations and elaborate designs. Anyone examining the greatsword who succeeds on a DC 14 Intelligence (Arcana or History) check realizes that it's one of the legendary silver swords of githyanki manufacture. The greatsword is lodged into the wall but can be pulled free with little effort. Doing so causes the impaled intellect snare to drop to the ground with a splat. The hole left by the greatsword closes as the Briny Maze swiftly heals.

Varakkta is keen to have her sword back, as described in area B7.

Slime. A character who succeeds on a DC 14 Wisdom (Perception) check realizes that the goo didn't come from the intellect snare but seeped from the wall beyond it. The first person to touch the goo receives a psychic flash of the layout of the occipital lobe (areas B1 –B5) as seen from above.

B6: Right Temporal Lobe

> Panpipes play an eerie melody as you approach. Folds in the wall narrow into a dim alcove. Shadows shift rhythmically, as if mimicking a simple tune.

This temporal lobe is a repository of musical memories. Here, music takes the form of ephemeral shapes that echo for days. The virtuoso Shalfi Lewin (see area B9) left this visual music here a few days ago. The music and shifting shadows fade after a few more hours. The characters can't physically interact with the shadows, but a silence spell or similar effect causes the shadows to immediately wink out. They don't return, even if the silence effect ends.

Danger of Making Music. The characters can create their own musical echoes here by playing an instrument or singing, but they risk a bad performance taking on malevolent life. A character who succeeds on a DC 13 Charisma (Performance) check causes any existing shadows to wink out and new shadows to replace them and repeat the tune for 2d4 days. On a failed check, the shadows solidify and become malevolent, taking the form of 1d4 + 1 wraiths that attack anyone they can catch. These wraiths automatically fail Dexterity (Stealth) checks to hide, as they continually emit jarring music.

B7: Githyanki Camp

> Three bedrolls around a small chest are tucked inside this alcove. Two metal rods, each about two feet long, protrude from the wall at the rear of the alcove.



Githyanki are holed up in the Briny Maze, trying to figure out how to combat its evils and escape alive

Brian Valenzuela

A githyanki knight named Varakkta lives here with two githyanki warriors named Kianka and Vazzi. Varakkta is using a spare greatsword rather than her silver greatsword, so her attacks don't count as magical. She speaks Common and Deep Speech in addition to Gith.

All three githyanki are on an extended expedition to hunt mind flayers. A tenuous trail of clues brought them to the Briny Maze, and they charged into the maze without any real information about it. The site has proven far more dangerous than they expected. Their entry from the Far Realm is now closed, and they don't know why. The githyanki make short, careful expeditions from here in search of information that will allow them to leave with impressive trophies.

The group suffered a setback when Varakkta, exploring by herself, ran into the intellect snare in area B5 and lost her silver greatsword. There are few greater embarrassments in githyanki society than losing a prized silver greatsword, and she can't return without it. The stay in the Briny Maze has made Varakkta more paranoid and suspicious than usual. She's convinced that other intellect snares lurk in the same area (which they don't) or that the slime that gushed from the wall she pierced is dangerous (it's not).

The githyanki view the characters as enemies, particularly if they're obviously carrying Varakkta's silver greatsword. The warriors attack as Varakkta commands. Although Varakkta doesn't surrender or flee, particularly if she's fighting to regain her silver greatsword, the warriors surrender if Varakkta falls.

Talking to the Githyanki. If the characters surrender the sword and don't pick a fight, these githyanki share the following information they've learned. Alternatively, the characters might learn this information by interrogating a githyanki warrior who surrenders after a fight:

Activation Rods. The two rods in area B7 carry an electric charge and, when touched simultaneously, open the door in area B14. (The githyanki know that the charge deals a painful jolt, but they don't share this with the characters.)

Brain Monster. A hulking, brain-shaped creature roams the area on the other side of the Briny Maze, just past some dead duergar and spiderwebs.

Maze Layout. The githyanki describe the layout of areas B1 through B9. They don't know about the creatures currently lairing in area B3.

Mind Flayer Fanatics. The githyanki overheard the musician in area B9 muttering about a trio of mind flayers who recently traveled through here with several human prisoners.

Musician. A strange musician lurks in area B9 and sometimes makes "music that remains alive" in area B6. (The githyanki know that this person is digging a hole, but they don't volunteer this information to the characters, as the githyanki hope the hole will ultimately provide them with a means of escape.)

In exchange for their information, the githyanki want to know the location of any mind flayers the characters have encountered in the maze and whether the characters know a way to escape from the maze. If the characters describe the gateway in area B1 that leads to a mind flayer stronghold, Varakkta decides to raid Illithinoch. Despite Varakkta's superficial friendliness, she remains suspicious of the characters and is convinced they plan to betray her.

Activation Rods. This pair of rods opens the rear mindgate (between areas B13 and B14), as described in the "Briny Maze Features" section. The rods are only 3 feet apart, so a single Small or larger creature can touch them both at the same time.

Treasure. The chest contains the valuables the githyanki have acquired in their long quest to reach the Briny Maze. Apart from several teeth taken as trophies, this treasure includes four emeralds worth 900 gp each, a platinum music box worth 1,500 gp that plays music inaudible to dwarves, and a box of silver six-prong forks worth 1,800 gp in total.

B8: Shalfi's Gear

> A filthy bedroll and a small cask are tucked into the back corner of this alcove.

The musician and zealot Shalfi Lewin used to sleep here until he became obsessed with digging. He hasn't been here in days.

Treasure. The cask contains only weak ale, but its gold stopper is worth 850 gp.

B9: Shalfi's Digging Spot

> A shallow pit in the corner of this room is ringed with black ridges like necrotized flesh. A figure vigorously digs in the pit with a rusted spade. An enormous lump of teeth and flesh hangs from the ceiling above him.

The digger is a disciple of Ilvaash named Shalfi Lewin. Shalfi is chaotic evil and uses the stat block of an aberrant zealot but also has a +7 bonus to Charisma (Performance) checks. Shalfi digs beneath a loyal flesh meld that he calls Jitterjaws. Jitterjaws was a gift from Ilvaash to Shalfi for his devotion. It is loyal to Shalfi, and Shalfi is immune to the creature's aura.

Shalfi is digging a hole in the floor with his rusted spade. He suspects there's a chamber underneath this one, and he wants to "dig a hole to find and kill the dragon." His bizarre certainty is, against all appearances, entirely correct. The amethyst dragon Lowarnizel currently lairs in the chamber below (area B17). By itself, Shalfi's digging would be futile because of the maze's regenerative capabilities, but every time he pries a little bit more of the floor away, Jitterjaws gnaws at the hole to work it just a bit larger. Given another day or two of digging, Shalfi will carve a hole into area B17. Shalfi and Jitterjaws are evenly matched in a fight against Lowarnizel, so the winning side is likely whichever one the characters choose to help.



Shalfi

Nikki Dawes

Shalfi isn't initially hostile unless the characters interfere with his work, at which point he attacks, shouting "You're the dragon that doesn't belong! Get 'em, Jitterjaws!"

Talking to Shalfi. Conversations with Shalfi tend to be one-sided and hard to follow. Jitterjaws looms protectively above Shalfi but doesn't attack unless Shalfi is in danger.

Shalfi doesn't remember his past, how long he's been here, or the last time he slept. He answers questions about Jitterjaws with, "Jitterjaws is as loyal a friend as any jumble of meat you'll meet." The only subjects upon which Shalfi talks for more than a few moments are the hole he's digging to "catch that dragon when he won't expect it" and the music Shalfi likes to play on his panpipes when his arms get sore from digging. Every few days he creates new music in the "spot where the music waits for you even when you're gone" (area B6).

No conversation with Shalfi goes on for more than a few minutes. He protests any attempts to help him dig or play his music with, "I got Jitterjaws, so I don't need you!" If the characters continue to engage with him after he has rebuffed them several times, Shalfi becomes convinced the characters are "working for the dragon to stop the digging" and attacks. Jitterjaws joins him in the attack and both fight to the death.

Treasure. Shalfi's ivory pipes are worth 3,600 gp.

B10: Left Temporal Lobe

Creatures in this area can magically understand all signed or spoken communication.

> A spherical creature with eyestalks hovers at the back of this alcove. A large, open book rests on a three-foot-high lump of sickly, organic material that rises naturally from the floor.

A spectator named Jomlus reads from the book. Jomlus is a slow and pedantic speaker, but it's not aggressive unless someone attempts to take its book.

A sage named Klaudel Kamven visited the Briny Maze long ago with an esoteric tome called *Truths of the Inward Facing Mind*. Klaudel had dedicated his life to unlocking the tome's secret lore and believed it could be interpreted in this chamber. Alas, the magical nature of this room doesn't enhance reading comprehension. Undaunted, Klaudel summoned Jomlus to read the tome aloud. If Jomlus sounded out the words, Klaudel believed he would understand them.

When this, too, failed, Klaudel assumed that Jomlus was simply mispronouncing the text. He worked with Jomlus on subtle shifts in pronunciation for many weeks, believing his understanding to be just barely out of reach.

Klaudel eventually died and was absorbed into the walls of the Briny Maze. Jomlus carries on Klaudel's work, reading and rereading the text the spectator doesn't understand and repeating its words with a slightly different pronunciation each time. Klaudel's obsession has become Jomlus's own.

Talking with Jomlus. Jomlus is initially indifferent toward the characters. Jomlus hasn't ever left this chamber and doesn't know anything about the Briny Maze except that an encephalon cluster sometimes prowls the corridors nearby. The encephalon cluster leaves Jomlus alone, which the spectator ascribes to the encephalon cluster mistaking Jomlus for a beholder.

If the characters are interested in helping Jomlus with his task, the spectator believes it is close to properly pronouncing an entire page. Jomlus needs active listeners to correct its speech. The words are grating and tickle at the back of listeners' minds. Characters who stay here with Jomlus for 24 hours while the spectator rereads the page hear Jomlus hit on the correct pronunciation, giving them the following blessing. This blessing adheres to the rules for blessings presented in the Dungeon Master's Guide:

> ***Blessing of the Solipsistic Mind.*** You access esoteric truths from an ancient tome by focusing deeply on your own thoughts. You can take an action to focus your inner mind. This focus lasts for 1 hour. While your inner mind is focused, you can't take reactions. For the duration, when you make an Intelligence check, Wisdom check, Intelligence saving throw, or Wisdom saving throw, you can roll a d8 and add the number rolled to the ability check or saving throw. You regain the ability to focus your inner mind when you finish a long rest.

Treasure. Jomlus keeps Klaudel's belongings in a tidy pile. They include a pair of well-made spectacles worth 100 gp, two spell scrolls of comprehend languages, and a spell scroll of tongues.

Jomlus doesn't part with *Truths of the Inward Facing Mind* willingly, but characters who obtain it can sell it for 2,000 gp. A character can make a DC 16 Charisma (Persuasion) check to convince Jomlus to hand over Klaudel's other possessions.

B11: Hidden Chamber

The entrance to this alcove is difficult to find. Characters who have a passive Wisdom (Perception) score of 14 score or higher find a slit in the wall that peels open when touched, creating an opening. Characters who succeed on a DC 14 Intelligence (Investigation) or Wisdom (Perception) check also find the opening. If the characters heard about inhabitants of this alcove from Ashripask in area B21, they have advantage on checks to find its entrance.

> Bubbles float in the air of this chamber, emitted by organic nodules attached to the wall. A narrow rip in the far wall gapes like a wound and reveals a terrifying kaleidoscope of warped terrain.

A cloister of seven flumphs lives here. The flumphs came to the Briny Maze to fight Ilvaash even though they aren't individually very powerful. They are friendly toward anyone who opposes Ilvaash.

The flumphs are in high spirits despite lairing in such a dangerous area. They were delighted to find they can't have the prone condition here, as being prone is particularly dangerous and humiliating for flumphs.

The flumphs are telepathically discussing what to do about the encephalon cluster lairing in the adjacent chamber (area B12). One of the flumphs, named Wise Borblish, believes the encephalon cluster is too powerful for the flumphs to defeat. She hopes someone else—perhaps the characters—might eliminate this problem for them.

Wall Rip. The flumphs created the rip in the wall to enter the Briny Maze. It's barely large enough for a flumph to squeeze through. The flumphs maintain the rip in case they need to escape quickly. The rip leads into the Far Realm, and ever since Ilvaash closed area B1, it's the only way to reach the Far Realm from the Briny Maze. If you choose, curious characters might find locations from the previous chapter nearby.

Bubbles. The flumphs installed the organic devices that generate the bubbles. The bubbles pop when they touch a creature, imparting a pleasant, numbing sensation. The flumphs find the feeling comforting. The bubbles that pop against the rip in the side of the Briny Maze keep Ilvaash from realizing the rip is there.

Enlisting the Flumphs. If the characters defeat the encephalon cluster lurking in area B12 and report to the flumphs, the flumphs are overjoyed that they can spread out and wreak havoc on other evil Far Realms creatures throughout the Briny Maze. If the characters wish, 1d4 flumphs accompany each character who succeeds on a DC 13 Charisma (Persuasion) check, to a maximum of all seven flumphs.

The flumphs aren't fanatical. They flee the characters if given obviously suicidal orders or if a battle turns against them.

B12: Encephalon Lair

> Slime coats the walls and floor of this nook. An enormous creature shaped like a brain sits in a puddle of goo while four fleshy nuggets bounce nearby.

The encephalon cluster that hunts this region of the Briny Maze usually dozes here with four encephalon gemmules. The encephalon cluster occasionally leaves this nook, while the gemmules are always here, wallowing in their progenitor's warm slime. They're hostile to any characters they see.

Active Hunter. If the characters leave this area and return without defeating the encephalon cluster, the creature might be hunting anywhere nearby. The encephalon cluster doesn't bother the spectator in area B10 or Mublinesh in area B14 (assuming the mindgate is opened). If those creatures aren't present, however, the encephalon cluster might wander even farther within the Briny Maze.

B13: Past Feeding

> Shreds of flesh and broken bones are scattered around this room. An enormous double door made of the same spongy material as the rest of the maze stands firmly shut at one side. The door lacks handles or hinges.

A group of human cultists who came to pay homage to Ilvaash didn't escape the hungry encephalon cluster from area B12, which killed them while they were determining how to get through the door. The encephalon cluster returns occasionally to gnaw on the bones.

Rear Mindgate. The double door can be opened only by connecting the magically charged rods in areas B7 or B22. An open mindgate can be pushed shut again, although it closes on its own after 1 hour, harmlessly pushing aside anything in the way.

B14: Prospective Lair

> This irregularly shaped chamber is very large. Two sets of huge double doors lead in the same direction, but the doors lack handles or hinges. A scaly sphere with an enormous center eye, waving eyestalks, and a toothy maw floats vigilantly through the area.

A beholder named Mublinesh appointed itself as Ilvaash's guardian and floats throughout this area, alert for intruders. Ilvaash was impressed by Mublinesh's dedication and promised that once the beholder destroyed one hundred intruders, Ilvaash would permit Mublinesh to consider this area its lair (and thus gain the benefits of a beholder lair described in the Monster Manual). Mublinesh has already slain 96 intruders and has started remodeling the area by removing some of the walls. It doesn't attack mind flayers or anyone accompanying a mind flayer, but the beholder considers anyone else fair game to reach its assigned tally.

Mublinesh gushes with gratitude as it fights the characters, explaining how excited it is to finally earn Ilvaash's approval and a lair of its own. The beholder is unwilling to die for its goal, though, so Mublinesh retreats to area B15 to hide if reduced to fewer than 50 hit points.

Rear and Center Mindgates. The rear mindgate can be opened by connecting the magically charged pair of rods in areas B7 or B22. The other mindgate can be opened only by connecting the pair of rods in areas B17 or B22.

If Mublinesh sees either of the mindgates open, it waits for a minute to see if any mind flayers come through. If not, the beholder pushes the doors closed with its telekinetic ray, mumbling about how Ilvaash would've told it if guests were expected.

B15: Mental Tension

> Tattered canvas hangs from the ceiling to conceal a central area twenty feet across. A high-pitched whine, as from a plucked wire, echoes from within.

One of Ilvaash's mind flayer followers considered itself an artist. It occupied its time creating elaborate and dangerous wire sculptures. The beholder Mublinesh found the art distasteful, so he disintegrated the mind flayer artist. This area hasn't seen much use since.

Dissonant Whine. While the high-pitched whine persists, creatures in this room other than mind flayers make Intelligence and Wisdom checks with disadvantage.

Wire. The canvas covers the artist's last project: a vast and complex web of taut wires inspired by mathematical equations. The wires vibrate and whine under the otherworldly strain.

If any of the wires are touched, one snaps with a discordant noise. Each creature in this room must make a DC 18 Wisdom saving throw, taking 27 (5d10) psychic damage and 27 (5d10) thunder damage on a failed save, or half as much damage on a successful one.

A successful DC 16 Intelligence (Investigation) or Wisdom (Perception) check reveals the danger of touching the wires. A character using thieves' tools can cut the wire safely with a successful DC 16 Dexterity check. On a failed check, the trap triggers.

B16: Junk Room

> Furniture and other supplies are stacked haphazardly in this area. The pile includes a spiked divan, a table with a single central leg, and a clockwork machine with the gears fused together. A toppled worktable at the back of the room is all but obscured by the clutter.

Ilvaash thrives on frustration and dismay. Two of Ilvaash's zealots living in area B18 collect mundane items with defects. They store the items here and have amassed an impressive collection. The zealots add new items when they go on missions for Ilvaash outside the Briny Maze. They have forgotten most of what's here. Ilvaash's other adherents, such as the beholder Mublinesh, consider the collection to be nothing other than junk.

Hole. Characters who examine the toppled worktable see a hole in the floor behind it. The table hides the hole well; only creatures who venture deep into the room can see it. The hole is 6 feet across. A rope tied to one of the worktable legs descends into the hole.

B17: Dragon's Den

The rope looped around the worktable in the junk room (area B16) descends 20 feet to this room's floor. The rope is tied with several knots to make climbing easy.

> This vaulted chamber is coated with slick mucus and smells of rancid grease. The only exit is a hole in the ceiling. Two metal rods jut from the wall.

Two individuals seeking to weaken Ilvaash hide in this secure chamber. Lowarnizel is a young amethyst dragon (see the accompanying stat block), and his companion is a lawful neutral human mage named Gossa. Both hate the Far Realm and anything tainted by it. An errant spell scroll of plane shift deposited these two friends in the Briny Maze, and they felt lucky to find an isolated place beneath an old storage room, despite the unpleasant smell. They've been making occasional raids into other parts of the Briny Maze for days. They've been careful to remain hidden, and none of the other denizens know they're here except Shalfi and Jitterjaws.



Lowarnizel

Vicki Pangestu

If the characters aren't hostile and don't appear to be allied with Ilvaash or corrupted by the Far Realm, Lowarnizel and Gossa are cautiously welcoming. Lowarnizel does most of the talking and is clearly in charge. The two demand to know whether any characters exhibiting Far Realm corruption are allied with Ilvaash, and if the characters don't explain themselves, the two attack, believing the characters to be duplicitous followers of Ilvaash. The dragon and mage stop attacking, though, if the characters explain themselves.

Talking to Lowarnizel and Gossa. Lowarnizel and Gossa can share the following information:

Activation Rods. The two rods here create an electric circuit that activates something in the Briny Maze when connected. Lowarnizel believes it to be a doorway; Gossa worries that it's an alarm.

Endless Void. The Briny Maze is only half of Ilvaash's domain in the Far Realm. The other half is called the Endless Void, and it's said to be "beyond a lightless star." Neither Lowarnizel nor Gossa knows what that means, but they hope to find out.

Few Mind Flayers. There are surprisingly few mind flayers in the Briny Maze, although there are plenty of other aberrant monsters.

Ilvaash Adherents. Two partially transformed adherents of Ilvaash are just north of the junk room above. They're the ones who occasionally pile more junk there. Lowarnizel and Gossa are careful to not alert this pair to their presence.

Mind Flayer Fanatics. Three mind flayers came through the maze recently, along with Humanoid prisoners—somewhere between five and a dozen, Lowarnizel believes. They traveled farther into the maze.

Welcome Guests. The characters are welcome to stay here and rest whenever they'd like.

If the characters are on good terms with the pair and ask for aid, Lowarnizel agrees as long as the characters agree to remain careful and quiet and to follow Lowarnizel's authority. The amethyst dragon is painfully overcautious, sometimes waiting for days between forays from this room, only to confirm that nearby empty rooms are still empty.

Shalfi's Digging. If the aberrant zealot Shalfi in area B9 continues his work, he breaks through the chamber ceiling after a couple of days, which surprises Lowarnizel and Gossa.

If the characters alert Lowarnizel to Shalfi's digging, the dragon seeks their advice on whether to ambush the zealot here in a couple of days or to attack the zealot while he works. The dragon and Gossa prefer the former course of action, but the characters can convince the pair to accompany them through the Briny Maze to attack the zealot while he's digging.

Activation Rods. These two rods open the rear mindgate (between areas B14 and B19) when connected, as described in the Briny Maze Features section. The rods are 6 feet apart, so a single Small or larger creature can touch them both at the same time.

B18: The Collectors' Nook

> This area's nook contains a pair of simple cots and a small chest. A large double door is set in the wall opposite the nook.

Two aberrant zealots are in this room. Their names are Nouashu and Groushim. Both have engaged in profane experiments that have tinted their skin violet and given them squirming face tentacles. They have the statistics of aberrant zealots with the following additional action:

> ***Mind Blast (Recharge 5–6).*** The zealot magically emits psychic energy in a 60-foot cone. Each creature in that area must succeed on a DC 15 Intelligence saving throw or take 22 (4d8 + 4) psychic damage and have the stunned condition for 1 minute. A target can repeat the saving throw at the end of each of its turns, ending the stunned condition on itself on a success.

Nouashu and Groushim recently returned from an assassination mission on the Material Plane. On the way home, they acquired a new device for their collection of defective things in area B16: an oval wheel that rotates irregularly. They are tinkering with it before tossing it into storage with the rest.

The zealots watch for the mindgate to open in case they're needed by Ilvaash or one of the godlet's favored minions, like the mind flayer fanatics. If they spot anyone unexpected, they attack.

The chest contains some clothes and several defective tools like blunt awls, a hammer with its head attached to its handle by links of chain, and rulers with incorrect markings.

Forward Mindgate. The double door to area B22 lacks handles or hinges. This door can be opened only by connecting the magically charged rods in areas B21 or B22. An open mindgate can be pushed shut again, although it closes on its own after 1 hour, harmlessly pushing aside anything in the way.

B19: Lore Halls

> Dark ichor and three mind flayer corpses are spread around this area. Dozens of crystals set into the walls gleam with inner lights.

This area is a psychic library, like the one in Illithinoch, but with two differences. First, the crystal repositories are set into the walls and can't be removed or moved. Second, they contain only mind-shattering lore that mortals aren't meant to know. Any creature other than a mind flayer who touches a crystal and attempts to receive its psychic scene is targeted by a feeblemind spell (save DC 18).

Dead Mind Flayers. The three mind flayer corpses here were once the librarians, but the mezzoloths lairing nearby killed them. The mess looks like the mind flayers all killed one another in a gruesome fight, but a character who succeeds on a DC 14 Intelligence (Investigation) check realizes that the bodies were staged to look this way; most were killed with tridents and a greataxe, but these weapons are no longer present.

B20: The Scar

> The wall in this alcove is knotted like scar tissue.

The mezzoloths who fled from their boss, the arcanaloth Ashripask (see area B21), cut through a soft spot in this wall to reach the Briny Pool (area B22) and escaped. The substance of the wall has since healed, and it's now too tough to cut through again.

B21: Ashripask's Alcove

> Two tapered metal rods protrude from either side of this alcove, twenty feet apart from each other. A folding cot covered with soft furs and a portable writing desk are deeper in the alcove. A jackal-headed woman sits at the desk.

An arcanaloth named Ashripask lives in this alcove. She also casts mind blank on herself each day. Ashripask prefers to let people underestimate her, so she holds up her hands in surrender, spluttering about how she means no danger to anyone.

Ashripask is interested in the two metal rods on either side of the alcove. She knows that their primary function is to open a gate, but she's learned that they're more deeply connected to the Briny Maze. When she overloads the charge by casting chain lightning into a rod, she can cast detect thoughts the following round to sense intelligences within the Briny Maze. These experiments have proven that her errant guards aren't in the Briny Maze.

Talking with Ashripask. Ashripask's guards abandoned her. She tells the heroes the following:

Exploratory Mission. Ashripask has been exploring the Briny Maze. Ashripask hired a nycaloth mercenary named Nellik and some mezzoloth soldiers to protect her as she searches the Far Realm for forbidden knowledge.

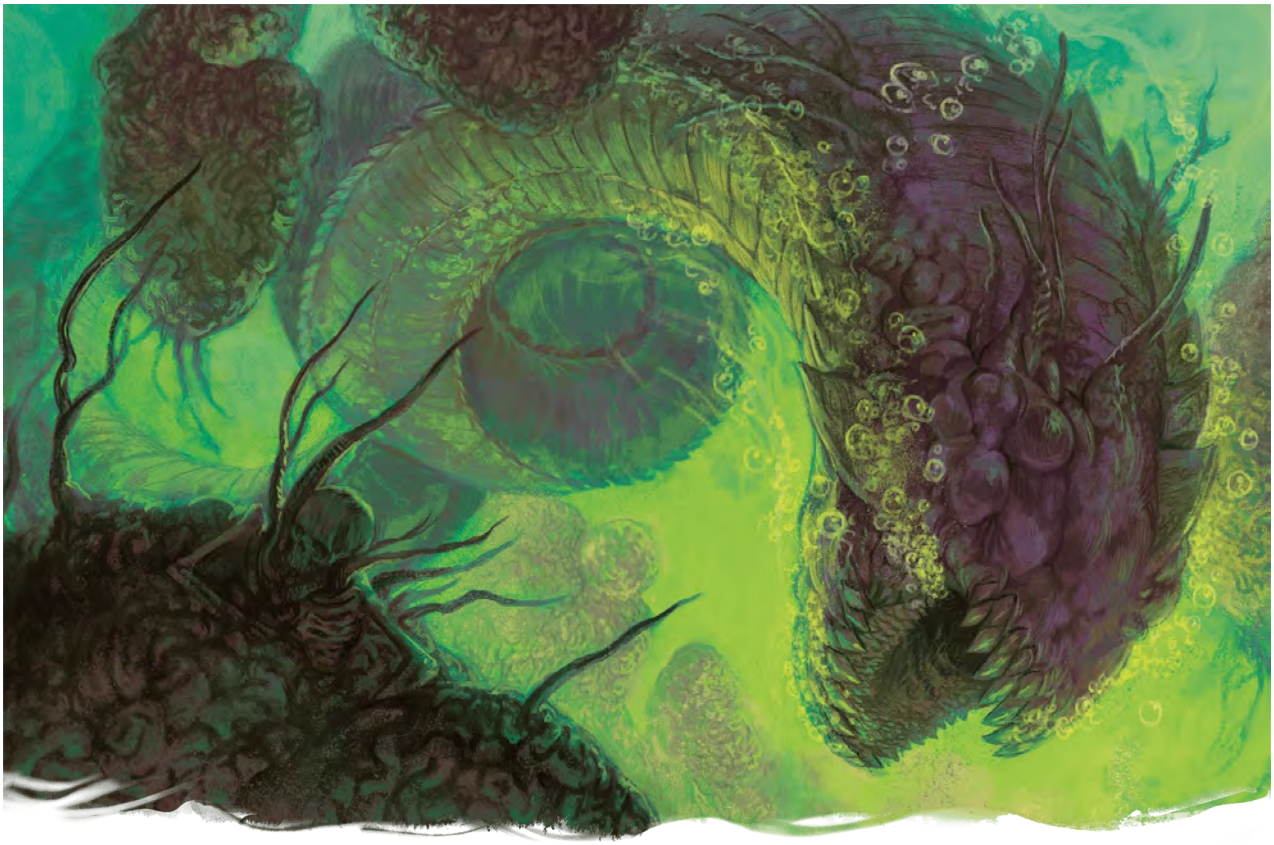
Missing Bodyguards. Just a short time ago, Ashripask awoke to find Nellik and her soldiers gone. Ashripask would like Nellik slain as an example to the soldiers so they serve Ashripask more faithfully in the future. Ashripask describes Nellik's appearance as that of a muscular gargoyle.

Rod Experimentations. Ashripask's experiment with the rods has expanded her ability to sense creatures in the Briny Maze. (You might use this as an opportunity to share information about denizens of the Briny Maze the characters haven't yet encountered.)

Activation Rods. This pair of rods opens the forward mindgate (between areas B18 and B22) when connected, as described in the Briny Maze Features section. The rods are 20 feet apart, so four Small or larger creatures must make a chain to touch them both. Ashripask refuses to be part of a chain to do so.

Treasure. Ashripask's folding desk contains a mindblasting cap.

B22: Briny Pool



An aggressive purple worm swims in the Briny Pool, a miles-deep pit filled with cerebral fluid

Brian Valenzuela

> Most of this room is taken up by an enormous pool roughly sixty feet across. The liquid in the pool is murky, but dim green light wells up from the depths. Two tapered rods jut from the wall near the pool.

This is the Briny Pool, a 6-mile-deep pit filled with cerebral fluid. The characters must swim to the bottom of the pool to reach the entrance to the Endless Void. The fluid in the pool is breathable for any creature that breathes air or water, although it is unpleasantly thick in the lungs. The pool is dimly lit, and strange globs of unidentifiable flesh float within it. Some of these globs are the size of a goldfish, but others are the size of an adult human.

Activation Rods. This pair of rods opens all three mindgates when connected, as described in the "Briny Maze Features" section. The rods are only inches apart, so any character can reach them both.

Into the Pool. When the characters venture into the pool, read or paraphrase the following:

> Strange fluid presses in on all sides. Contact with it connects you to a vast, alien presence. Clouds of blood and strange lumps of flesh float throughout this fluid. They don't seem harmful, but you sense they conceal the movements of an enormous predator that makes this pool its home. You can neither hear nor see this predator, and you don't know its shape or its nature, but you sense that it is hungry.

A purple worm with a swimming speed of 50 feet lives in the pool. The worm's tremorsense allows it to detect other creatures in the fluid if it swims nearby.

If the characters are quick and careful, they can avoid the purple worm's notice. Each mile of descent, the characters must make a DC 14 Strength (Athletics) check or a DC 14 Dexterity (Stealth) check. A character who saw the Briny Pool through Golcuus's eyepiece in chapter 7 makes these checks with advantage. If a character fails this check, the purple worm detects them and swims near to attack. To play up the uncanny nature of the pool, you can describe how a failed check means a character bumps into a large lump that careens through the murky liquid, or the character gets disoriented by passing through a cloud of obscuring blood.

The worm prefers to make hit-and-run attacks, lunging from the darkness to swallow a creature and swim away. It doesn't stay in any fight for more than 2 rounds before swimming off.

Reaching the Endless Void

Once the characters descend 6 miles, they reach the Briny Pool's bottom. Read the following aloud:

> The pool's bottom is covered with thick hairs that wave like grotesque seaweed. A pinprick of darkness ripples with a silvery sheen like a lightless star.

Any character who examines the pinhole realizes it is the exit the characters seek. Anyone who touches this spot is physically transferred into the Endless Void with a tugging feeling in the back of the mind.

The purple worm doesn't understand the significance of the hole and doesn't use it. If creatures it's fighting all vanish by touching the pinhole, the purple worm swims away.

The Endless Void

The heart of Ilvaash's domain is a vast emptiness in which titanic nodules drift like strange islands. Other than these slowly tumbling islands, the Endless Void lacks solid ground or consistent orientation.

Endless Void Features

The following features are common throughout the Endless Void and are immediately known to any who arrive there.

Air

The Endless Void is filled with breathable air that has an unpleasant odor, like scorched metal.

Cardinal Directions

Like the rest of the Far Realm, the Endless Void has no cardinal directions. Compass roses appear on the maps for your convenience, to help you orient the characters as they navigate each location

Movement

Creatures in the Endless Void can move by simply thinking about the direction they wish to travel. Creatures gain a flying speed equal to their walking speed while in the Endless Void and can hover. Unattended items in the void simply float in place. The enormous nodules floating in the Endless Void exert their own gravity to 100 feet. Creatures can still fly within this gravity bubble, but unattended items fall to the ground as normal in the nodule.

Illumination

Swirling, colored light suffuses the entirety of the Endless Void. All areas the characters visit in the void are brightly lit.

Visibility

The void's swirling colors produce a hazy effect when creatures look into the distance. Visibility in the Endless Void is limited to about 500 feet.

Intellect Snares

Hungry intellect snares float through the Endless Void. Characters on one of the floating nodules, or who are traveling from one nodule to another nearby one, don't draw the attention of these creatures. Characters who simply float freely in the void, or who venture into the Endless Void without a particular destination, encounter 1d6 intellect snares each hour.

Traveling the Nodules

Ilvaash ripped these massive floating nodules from various Material Plane worlds, like unusual trophies.

The nodules in the Endless Void sometimes float within a few hundred feet of each other, but they never touch. They don't have consistent orientation, and thus "up" on one nodule might be a different direction on another.

Characters arriving from the Briny Pool emerge from a pinhole atop a nodule called the Crystal Dome, which is described below.

Whenever the characters arrive on a nodule, roll twice on the Endless Void Nodules table to randomly determine two other nodules that are near enough for the characters to see and reach by flying through the void. Reroll any result that gives the characters' current nodule. If you roll the same result twice, only that single nodule is in view at the time.

The nodules drift over the course of several hours. Each time the characters take a long rest, reroll the nodules within view. If the characters are waiting for a specific nodule they've already visited but isn't currently visible, you can assume it comes into view after 1d6 days.

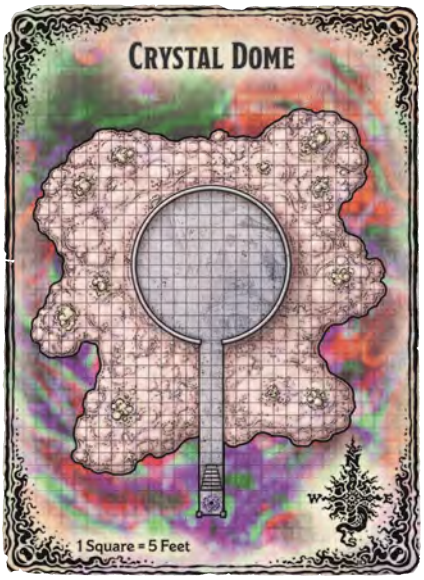
Endless Void Nodules

d8	Nearby Nodule
1	Crystal Dome
2	Empty Bridge
3	Mire of Doubt
4	The Nematode
5	Occluding Miasma

d8	Nearby Nodule
6	Toppled Statue
7	Wailing Battlefield
8	Ilvaash's Anima (reroll if the characters haven't already visited at least five other nodules)

Crystal Dome

This location is presented on map 8.2. The characters arrive on the platform at the bottom of the map, through the pinhole shown.



Map 8.2: Crystal Dome

Mike Schley

> A nodule almost two hundred feet wide floats in the void. A dome of blackened crystal sixty feet across bulges from its top like a bizarre growth. From where you emerge, you see a long walkway made of the same crystal extending from an opening in the dome.

Five shield guardians shaped like mind flayers normally guard the walkway, but the Ilvaash fanatics have relocated the shield guardians inside the dome where they guard four imprisoned Phandalin townspeople. The shield guardians lurk just inside the dome, and they attack any intruders who enter it. The shield guardians each store a magic missile spell (cast at 3rd level), which they cast when the spell could affect more than one character.

Pinhole. This pinhole is the passage to and from the Briny Pool. A creature touching it is transferred to the bottom of the Briny Pool.

Imprisoned Townspeople. The four prisoners from Phandalin are commoners: a nervous human farmer named Thawnia Browne and her more easygoing elf wife named Shansa; a gnome wainwright named Wramble and his capybara mount named Violet; and a newly engaged elf laborer named Unmiel. The prisoners are glued to the interior of the dome, 2 feet above the floor, with a sticky mucus. As an action, a character can try to free a prisoner within reach, doing so with a successful DC 12 Strength (Athletics) check.

The prisoners are desperate to return to Phandalin. They can recount their harrowing journey through Illithinoch, the Briny Maze, and the Briny Pool, and they can share the following additional information:

Fanatical Captors. Three mind flayers brought nine people to this strange island. There were more kidnapped townspeople, but some were lost along their nightmarish journey from Phandalin. Thawnia holds out hope that these others escaped to safety, but the other three townspeople aren't as optimistic. All four are comforted if the characters say they rescued some of these lost townspeople.

Horrible Purpose. After a series of psychological tests and torments, the mind flayers left with the five others. Shansa worries that the mind flayers will return to visit a terrible fate upon her and the others.

Obelisk Chunks. The mind flayers carried broken chunks of dark rock as their most precious items. Wramble counted how many obelisk fragments the mind flayers carried (from four to seven, based on the characters' successes in chapter 6) and can tell them the exact number.

Other Prisoners. The three mind flayers and their five prisoners flew to an island that had a big fallen statue on it.

Rescue the Others. All the townspeople encourage the characters to locate the island with the big statue and rescue the others. The haggard townspeople show exceptional bravery and are willing to wait for the characters here if necessary.

Empty Bridge

This location is presented on map 8.3.



Map 8.3: Empty Bridge

Mike Schley

> A river of dark water, thirty feet wide, flows around this floating nodule like a ring. A flat stone bridge connects the two sides of the island and has a dilapidated tower at one end. Flickering firelight is visible through the tower's upper-floor window.

The danger on this nodule isn't in the tower, but in the churning river, which is 30 feet deep. An aboleth lurks in the water along with a water elemental minion. Trapped in the Far Realm long ago, the aboleth sequestered itself in this river to study the strange environment. Both creatures are concealed by the dark, churning water and make attacks against anyone who gets close, particularly creatures affected by the magical symbol on the bridge.

Bridge. A symbol spell (save DC 19) is inscribed in the center of the bridge. Anyone who steps on the bridge and fails their save has the blinded condition in addition to the symbol's hopelessness effect. The aboleth and the water elemental know the symbol is there and can't be affected by it.

Tower. The tower was briefly the home of a plane-traveling wizard who came to study the Endless Void. The tower has three floors and a door on the ground floor. Stairs connect the levels, and only the topmost level is furnished. A continual flame spell in the wizard's study on the top floor still burns. The wizard's headless corpse sits at his desk, which is covered with gore. A successful DC 12 Intelligence (Investigation) or Wisdom (Medicine) check reveals that the corpse's skull exploded a few months ago.

The desk holds a journal splattered with blood and brains. The journal outlines the wizard's plan to survey the Endless Void by first listing its observable floating nodules. The tone of the writing is dismissive and arrogant; in multiple places, the writer confidently insists that his magic amulet makes him utterly immune to Ilvaash's detection.

The journal contains the following notes:

Cyclical System. Each floating island in the void has its own gravity and terrain. The writer posits that their erratic drifting might be part of a larger cycle or system.

Easily Avoidable Trap. The journal's author didn't build the bridge or the tower. The bridge bears a magical ward, but the writer is far too clever to be taken in by a mere magical trap and hasn't studied it in detail.

Godlet's Home. Ilvaash's island has a huge, shallow bowl surrounded by ossified tentacles. Eerie mist surrounds this nodule, and strange shapes appear within the mist. This location seems to unnerve the writer, as its descriptions contain no mocking observations.

Naga Lair. The journal's author describes a swamp-covered nodule inhabited by skulking nagas who lure travelers to their doom with subterfuge and trickery. The nagas didn't anticipate someone of the writer's perspicacity.

Occluding Miasma. What the author refers to as the Occluding Miasma doesn't appear to be an island at all, but a cohesive ball of toxic fog. If there's anything at its hidden center, it must be very small and thus of no consequence.

Toppled Statue. One of the floating islands is a toppled statue that depicts a mind flayer with a human mouth. The statue's construction was obviously flawed, likely due to an overlarge chamber built into the statue's apex, making it top-heavy.

Treasure. The wizard's amulet of proof against detection and location is still on his headless corpse. (The amulet doesn't block the psychic abilities of Ilvaash and the mind flayers, such as Creature Sense and detect thoughts.) Eclectic souvenirs in the study include a snow globe containing a miniature street market worth 1,500 gp, a platinum figurine of a basilisk worth 4,000 gp, and six gold wedding rings worth 100 gp each.

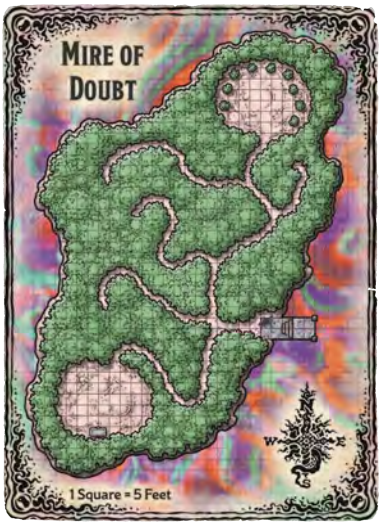
Mire of Doubt

This location is presented on map 8.4.



Map 8.4: Mire of Doubt

Mike Schley



Player Version

> This floating nodule is covered with trees with sheets of moss hanging from the branches. A stone pier juts from one end near a winding path. A light fog clings to the trees, making whorls and eddies despite the lack of wind.

Two spirit nagas named Valsyx and Charnyz lurk in the swamp on this small island. The sucking mire off the winding path is difficult terrain.

Mezzoloths from the Wailing Battlefield made an exploratory attack on this nodule a short time ago, but the nagas repelled the attack. Each naga quickly comes to the aid of the other if more intruders arrive. If the nagas are killed, they re-form 1d6 days later, potentially leading to another encounter with the characters.

M1: Stone Pier

> The crumbling stone of this pier leads to a narrow path almost swallowed by the overgrowth of trees. A four-armed figure resembling an insectile scarecrow stands beneath the nearest tree, unmoving.

The figure is a mezzoloth corpse that the nagas hollowed out and propped up with sticks and its own trident. They hope this warning of a failed attack will keep other mezzoloths away.

M2: Valsyx's Clearing

> Swamp trees arch over this low clearing, creating an oppressive dome of vegetation above the soggy ground. A low stone sits like an altar or table at the clearing's far end.

The spirit naga Valsyx lurks here, composing abstruse riddles unless the characters encountered him elsewhere. He knows confusion rather than blight. Valsyx is at home in the mire and isn't slowed by its difficult terrain.

Valsyx's Ruse. Valsyx tries to delay intruders long enough to warn Charnyz of trouble. He claims to abhor violence, and he offers valuable information if the characters can solve a riddle. The riddle he loudly expounds has no answer; it is simply a series of words that contains a hidden code.

> "What is NEW when it is made old, brings TROUBLE when first seen by its MAKERS, yet will never COME closer than it is NOW?"

Valsyx emphasizes the words "new troublemakers, come now" to signal Charnyz. If the characters want the riddle repeated, Valsyx repeats it at an even higher volume. Valsyx doesn't have any particularly valuable information to impart; the offer is a lie to buy time until Charnyz arrives. If pressed, Valsyx tries to pass off the presence of mezzoloths on the nodule as a significant clue.

If the characters attack before Valsyx can relay his message, he shrieks for aid.

Regardless of how Valsyx shouts his warning, Charnyz takes 1 round to understand that there's a problem before casting dimension door to arrive in the concealing underbrush near Valsyx's clearing. Charnyz then attacks from hiding, and Valsyx joins her.

The nagas fight to the death, confident in their rejuvenation.

Treasure. Valsyx's prized possession is a sodden book of riddles on the table. The book is practically illegible due to moisture damage, but an intact spell scroll of cone of cold is folded between its pages.

M3: Charnyz's Dell

> Branches nearly meet above this moist and mossy dell, creating a dismal space. Several carefully sculpted shrubs ring the dell.

The spirit naga Charnyz is here unless the characters have already encountered her elsewhere. She loves illusions that mimic reality and spends time copying the mire's blighted flora and fauna with careful precision. She knows major image rather than water breathing. Charnyz is at home in the mire and isn't slowed by its difficult terrain.

Charnyz's Ruse. If approached in her lair, Charnyz offers an illusion-related challenge. The characters must choose one among them to look away while Charnyz creates illusory copies of a small water snake that slithers in her dell. The chosen contender must then identify the actual snake from all the snakes without touching them. Charnyz offers to share some valuable information if the character chooses correctly; otherwise, all the characters must agree to leave Charnyz alone.

To ready the challenge, Charnyz casts major image to produce a flock of snakes with bright, gleaming scales the same color as the real water snake's. These snakes have noisy, rattling tails. The noisy illusion alerts Valsyx to trouble.

If the characters attack rather than participate in the illusion challenge, Charnyz shouts for Valsyx's aid.

Regardless of how Charnyz gets Valsyx's attention, Valsyx takes 1 round to understand that there's a problem before casting dimension door to arrive in the concealing underbrush near Charnyz's dell. Valsyx then attacks from hiding, and Charnyz joins him.

As in area M2, the nagas fight to the death, confident in their rejuvenation.

Treasure. Nine shrubs, each adorned with an opal worth 1,000 gp, ring the dell.

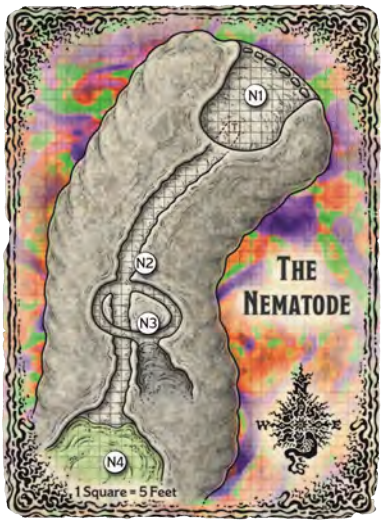
The Nematode

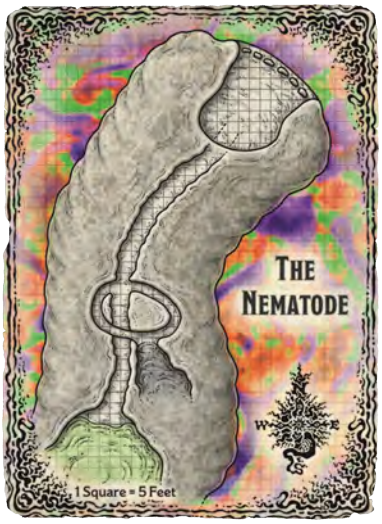
The Nematode is unique among the floating nodules; it is an animate if lethargic creature, akin to a brain parasite on a massive scale, rather than an inert nodule. It is mostly inert now and functions as terrain. It fully rouses only every few decades.

> This nodule is tube-shaped with a massive cave at one end. Several heaps of rust-colored moss speckle its slimy surface.

The Nematode's exterior is uninteresting except for the cave in its side.

This location is presented on map 8.5.





Map 8.5: The Nematode *Player Version*

Mike Schley

N1: The Mouth

> A cave at one end of the floating nodule resembles an open maw. A structure akin to a small tent but made of bone or pale stone stands in the back of the cave.

The tent is an aperture made of bone as dense as solid rock. It protects the Nematode's throat. When a creature approaches this structure, read or paraphrase the following:

> The tent walls open like a flower to reveal a gaping throat that expels tangled knots of moist tentacles. At the same time, blunt stones like teeth emerge from all sides of the cave entrance, and its opening slams shut like a mouth closing.

Anyone in the cavern when the teeth emerge and the mouth shuts must make a DC 20 Dexterity saving throw. A creature is pushed 5 feet closer to the throat on a failed save. A creature caught between the teeth that succeeds on this saving throw can decide whether to be outside the Nematode or inside its closed mouth.

There is no light in the cave once it shuts unless the characters have light sources with them.

When the mouth closes, two intellect snares emerge from the throat and attack. Swallowed by the Nematode several days ago, they are eager to feed. The intellect snares focus their attacks on different creatures when possible.

Escaping the Mouth. The Nematode doesn't open its mouth, and the characters can't force it open from here. The stony teeth and tough flesh are 10 feet thick at the thinnest point, so excavating an entrance is all but impossible. Spells such as disintegrate and passwall can create an artificial exit, but the characters should quickly realize that the most obvious way out is the 10-foot-wide throat from which the intellect snares emerged.

N2: Throat

> The great creature's throat is an organic passage 10 feet in diameter. A distant pulse thrums through the floor, and contractions cause the walls to ripple.

The contractions ripple toward the Nematode's guts (area N4) but aren't powerful enough to physically move the characters in that direction.

N3: Membrane

Eighty feet down the throat, passages lead to the left and right, sloping upward and curving back toward each other. Where they meet, a tough membrane holds back the Nematode's rudimentary liquid brain matter. Read or paraphrase the following to describe the membrane:

> A thick, translucent membrane stretches across an opening in one wall, holding back fluid. The fluid on the membrane's other side presses it outward like an infected eardrum, making the membrane thicker in some places and thinner in others.

The Nematode's mouth remains closed until the pressure of it brain fluid is released. Once the fluid is released, the Nematode opens its mouth and doesn't close it again for weeks.

Destroying the Membrane. The membrane has AC 10; 80 hit points; and immunity to bludgeoning, poison, and psychic damage. When the membrane is reduced to 0 hit points, it tears open with a violent shudder. The Nematode reacts with regurgitation. This forces its digestive juices upward and into its mouth, which opens.

When the membrane is destroyed, each creature inside the Nematode must make a DC 18 Constitution saving throw as the acidic digestive juices surge throughout the Nematode, taking 66 (12d10) acid damage on a failed save, or half as much damage on a successful one. A creature reduced to 0 hit points from this acid damage is completely dissolved.

Surgical Precision. Controlling the fluid's release more carefully requires the following steps:

Dangerous Reaction. A character who succeeds on a DC 10 Wisdom (Medicine) or Intelligence (Nature) check realizes that destroying the membrane entirely would force the creature to open its mouth but would also trigger a dangerous physical reaction. Releasing the fluid through a small hole in the proper place causes the creature to open its mouth without triggering regurgitation.

Finding the Right Spot. Locating the proper place on the membrane that is neither too thick to puncture nor thin enough to tear requires a successful DC 16 Wisdom (Medicine or Perception) check.

Track Damage Dealt. Track all the damage characters deal to the membrane, deducting it from the membrane's total hit points. At least 10 points of piercing damage applied to a proper place causes the membrane to relax and the Nematode's mouth to open. Otherwise, the membrane is destroyed when reduced to 0 hit points, with the consequences described previously.

N4: The Guts

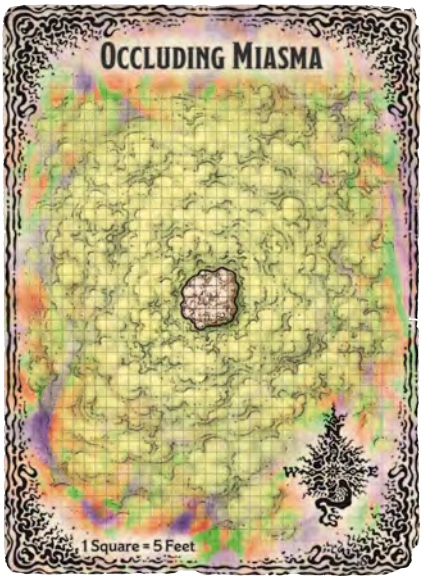
> The passage through the creature drops off suddenly into a lake of churning acid.

The throat ends at a digestion pool 30 feet in diameter and 20 feet deep. If the characters destroyed the membrane and caused the Nematode to disgorge digestive acid, the pool is only 10 feet deep. Muscular contraction keeps other exits from the digestion pool closed until the Nematode rouses from its inert state.

Any creature that enters the digestion pool for the first time on its turn or starts its turn there takes 33 (6d10) acid damage. Increase the damage to 99 (18d10) acid damage if the creature is fully immersed in the pool. A creature reduced to 0 hit points from this acid damage is completely dissolved.

Occluding Miasma

This location is presented on map 8.6.



Map 8.6: Occluding Miasma

Mike Schley

> A roiling, roughly spherical, yellow-green cloud tumbles through the void.

The poisonous fog is a permanent cloudkill effect that's 200 feet in diameter and can't be dispersed by wind. The fog conceals a small nodule made of dirt, only 25 feet across, at its center. A smooth, flat ribbon of metal about a foot long is the only thing on the nodule. The metal is bumpy on one side and smooth on the bottom, resembling an oversized human tongue (see below). If a character casts detect magic within 30 feet of the tongue, the tongue gives off an abjuration aura.

Three invisible stalkers lurk in the fog. The mind flayer fanatics summoned the stalkers to watch over the metal tongue. The invisible stalkers don't have any special way to see through the fog and simply fly through it in irregular patrols. They're immediately aware if anyone touches the tongue.

Metal Tongue. The metal tongue belongs to the Toppled Statue nodule (see below). The tongue is about 1 foot long and half as wide. It was inside the statue's mouth and functioned as a lever to access a secret room in the statue's base, but the mind flayer fanatics broke off the tongue to trap prisoners from Phandalin in the statue. The fanatics hid the tongue in the Occluding Miasma's fog.

Anyone who takes the tongue becomes the invisible stalkers' quarry. The invisible stalkers attack intruders and pursue thieves, droning, "The tongue must remain hidden," in Auran while they do. They fight until destroyed.

Toppled Statue

This location is presented on map 8.7.



Map 8.7: Toppled Statue

Mike Schley

> This metal statue, once eighty feet tall, has fallen from its large, cube-shaped metal base. The statue depicts a robed mind flayer with a humanlike grin just visible beneath its facial tentacles. A faint hammering emanates from the statue's metal base.

This statue depicts Ablinash, a mind flayer zealot of Ilsensine who forsook its deity to swear obeisance to the discarded divine meninges that became Ilvaash. Ablinash was thus Ilvaash's first follower.

Ablinash possessed an unusual mutation: its mouth was that of a human instead of a mind flayer. Ablinash had facial tentacles like other mind flayers, allowing it to extract brains, but it could consume brains only by messily chewing them. It loved licking brain matter off its even, white teeth. Ablinash believed the meninges was the tastiest and most significant part of the brain, which is why it dedicated itself to the nascent godlet Ilvaash.

Later, cultists erected this statue and built the metal base to support it. The only adornment on the base is a 4-foot-wide, humanlike grin affixed to one side to represent Ablinash's mutation. The base's grin has no face around it, just bare metal.

The cultists constructed a secret room in the statue's base. The only way to access it was to manipulate the tongue in the statue's mouth like a lever. Doing so caused the matching grin on the base to open.

Many years ago, the heavy statue toppled. One foot remained affixed to the base, distorting the metal when the statue fell. The top of the head is lodged in the hard, fleshy material of the nodule.

Examining the Statue. The statue's strangest feature is its humanlike mouth. The mouth is several feet across, just like the faceless mouth adorning the statue's base. Unlike the mouth on the base, the statue's mouth hangs open, just wide enough to see that it bears only the stump of a tongue inside. A character who succeeds on a DC 15 Intelligence (Investigation) check realizes that the broken stump of tongue connects to some sort of lever, but the lever won't move without returning the missing tongue to its place.

If the characters have seen the large metal tongue hidden in the Occluding Miasma, it's clear to them that the tongue is the proper size and shape to fit in this statue. When the characters attempt to reattach the tongue, it snaps into place.

Examining the Base. The statue's base has only one adornment and a single opening. The wide grin affixed to the metal on one side doesn't move except by manipulating the missing tongue-lever in the statue.

The metal is twisted near the statue's foot, creating an inch-wide tear several feet deep. This space ensures the interior of the cube gets air but is much too small to pass through (except by characters in gaseous or liquid form).

The mind flayer fanatics realized the base would make an ideal prison for their most valuable human captives. They used the lever in the statue to open the mouth, ushered their prisoners inside, then closed the mouth. They then broke off the lever and hid it in the Occluding Miasma, under guard, until they could return for it.

The hammering comes from the captives inside the base signaling for help. They are desperate to get free but lack any means of escape.

The four townspeople are all commoners with an Intelligence of 16: a pair of human clerks named Hovnar Tartesh and Menvin Tartesh, a dwarf named Nalpina Goldstone who is a traveling inventor, and an orc farmer named Mildra Merkel. They haven't eaten in many days and are nearly overcome with hunger and dread. Hovnar has tried to rally the group, mostly to support his brother Menvin, who is nearly comatose with despair.

The townspeople can share the following information, shouting through the tiny opening atop the base if necessary:

Awful Plan. The mind flayers intend to use the captives' brains to create something called a "new elder brain" when they complete their ritual. They're performing this ritual on some other nodule they call "Ilvaash's Anima."

Opening the Mouth. The mind flayers used the tongue inside the statue's mouth to open the statue's base. The mind flayers then left, used the lever to close the base, and broke off the tongue, trapping the townspeople inside.

Tongue-Lever. Nalpina speaks some Deep Speech, and she heard the mind flayers talk about "hiding the tongue in the poison cloud." Nalpina saw the mind flayers use the statue's tongue as a lever to open the statue's mouth. The mind flayers then broke off the tongue, but Nalpina doesn't know where it is.

Wailing Battlefield

This location is presented on map 8.8.





Map 8.8: Wailing Battlefield *Player Version*

Mike Schley

> Crumbled remnants of an old battlefield cover the top and sides of this massive nodule. Smoke drifts across the battlefield, and a broken pyramid rises above the smoke. A blackened windmill with slowly turning blades keeps the smoke away. A pervasive wailing emanates from the battlefield.

The sulfurous smoke that moves across the battlefield never dissipates. It lightly obscures the details of the buildings and the denizens within them. The wails of soldiers in pain can be heard everywhere on the battlefield, but they have no source.

Crumbling buildings, bare trees, blast craters, and jumbles of bones around spears and swords indicate an immense battle. None of the locations other than the pyramid and the windmill hold anything of value.

Fleeing Mezzoloths. A band of mezzoloths fled their leader in the Briny Maze and came to the Endless Void. They settled on this nodule, as they enjoy the wails, but aren't sure what to do next. A nycaloth named Nellik commands the rebellious fiends. Nellik insisted that the mezzoloths keep their heads down and not cause trouble until she can figure out what to do next. However, several mezzoloths recently launched an unsuccessful raid on the Mire of Doubt against Nellik's orders. They hope she doesn't find out they had to leave a dead mezzoloth behind.

Two pairs of mezzoloths patrol the battlefield in irregular patterns. Characters traveling across the nodule or searching the rubble have a chance of encountering a patrol. Roll a d6; on a 1 or 2, the characters encounter one of the patrolling pairs. These mezzoloths want to impress their leader and thus fight to the death.

W1: Prison Pyramid

> This pyramid is cracked on one side. The crack extends from an opening flanked by statues of hulking insectile creatures to the pyramid's point sixty feet above.

Three mezzoloths inhabit the pyramid along with an umber hulk they recently freed from magical stasis. The mezzoloths are darkening the sand-colored umber hulk's hide with charcoal so it more closely resembles their mottled black color.

Against Nellik's wishes, these mezzoloths assaulted the Mire of Doubt and fled when the nagas killed one of their number. They know Nellik will be furious at the loss, so they freed the umber hulk trapped here and are trying to disguise it as their lost companion. The umber hulk is several feet taller, two arms fewer, and lighter in color than the mezzoloths, but the mezzoloths are desperate. The umber hulk is just glad to have survived its interminable stasis.

If the characters realize what's going on and share that they killed Nellik, the mezzoloths scatter, visibly relieved. Otherwise, the mezzoloths attack. The umber hulk stokes confusion with its gaze and tries to pick off stragglers at the fringes of the fight. The frantic mezzoloths fight to the death, but the umber hulk flees if the mezzoloths are defeated.

Other Hulks. Three other umber hulk prisoners stand lifeless in corners of the pyramid, each wearing heavy metal manacles. Their stasis failed long ago, rendering them desiccated husks.

W2: Nellik's Windmill

As the smoke doesn't waft near this location, it's difficult for the characters to sneak up on it. If the mezzoloth sentry spots intruders (see below), it warns Nellik immediately.

> The stone and wood of this windmill are blackened as though from a fire. Three of its four wood-and-canvas blades still turn, keeping the pungent smoke at bay. The fourth blade lies in a tumble on the ground.

A wary nycaloth named Nellik lairs in the windmill. Nellik's adjutant, a wary mezzoloth named Frevvik, wears a war horn on a strap and keeps watch nearby for danger. Nellik's greataxe is a flayer slayer, which changes her Greataxe attack as follows:

> ***Greataxe.*** *Melee Weapon Attack:* +10 to hit, reach 5 ft., one target. Hit: 19 (2d12 + 6) slashing damage; if the target is an Aberration, it takes an additional 6 (1d12) slashing damage, and if it is grappling a creature, it must succeed on a DC 15 Strength saving throw or its grapple ends.

Nellik and Frevvik defend themselves if attacked.

If combat commences, Frevvik takes a bonus action to blow its war horn as soon as it can. If there are any mezzoloth patrols still alive on the island, one pair arrives in 1d4 rounds. The other pair arrives 1d4 rounds after the first. The mezzoloths in the pyramid (area W1) pretend to not hear the war horn.

Turning Windmill. The windmill is powered by ancient magic, not wind, and continues to turn unless its blades are wholly destroyed. Each blade has AC 13, 30 hit points, and immunity to poison and psychic damage. As long as at least two blades are turning, they keep the smoke 30 feet from the building.

Talking to Nellik. Nellik welcomes a conversation with outsiders who might be able to help her. Given the chance, she lays out her problem:

Former Bodyguard. Until recently, Nellik and her unit of nine mezzoloths served an arcanaloth named Ashripask. Ashripask led the group into many dangerous locations, including several lore-filled locations in the Far Realm, like the Briny Maze.

Resignation Tendered. Unwilling to continue these dangerous forays, Nellik and her mezzoloths fled while Ashripask slept. They fled in a direction Ashripask wouldn't expect: into the Briny Pool.

Trapped. They don't know how to leave the Endless Void and hope to learn a method of escape by observing the floating nodules from the concealment this island provides.

Uneasy Retreat. Nellik wants to know how to leave the Endless Void without going through the Briny Maze, where she's sure Ashripask awaits.

Treasure. Nellik carries a flayer slayer.

Ilvaash's Anima

The characters don't spot this nodule until they've visited at least five other nodules. This is where the mind flayer fanatics are engaging in the ritual to transform Phandalin into the seat of their new mind flayer empire.

This location is presented on map 8.9.



Map 8.9: Ilvaash's Anima

Mike Schley



Player Version

> Arched tentacles surround a shallow pit forty feet in diameter. Mist clings to the looming stone tentacles and swirls around in the pit. Familiar shapes appear and recede in the pit's mists. In a flash, you realize the mists mimic the town of Phandalin in miniature.

Characters who fly through the Endless Void to this nodule find themselves steered toward the arrival platform in area A1, no matter which part of the nodule they try to reach.

All three of the mind flayer fanatics (Chishinix, Hashutu, and Voalsh) are here in this sacred site, engaged in their ritual. They are mind flayer clairvoyants with the following modifications:

- Chishinix is always accompanied by a severed head, which has the statistics of an encephalon gemmule with a speed of 10 feet. The head lacks the Encephalon Progeny ability.
- Hashutu has blindsight out to a range of 60 feet.
- Voalsh is immune to the prone condition and has a flying speed of 30 feet.

Each fanatic's position depends on how many fragments of the Netherese obelisk they've recovered to power their ritual. If they recovered all seven fragments, the fanatics are joined by two disciples (see area A3).

Fanatics' Locations

Obelisk Fragments Acquired	Chishinix's Location	Hashutu's Location	Voalsh's Location
4	A1	A2	A4
5	A1	A4	A4
6 or 7	A4	A4	A4

A1: Anima Entry



Chishinix

Brian Valeza

> Stairs descend from a high platform to a wide entryway, framed by slowly undulating tentacles. The arches over this area form a high ceiling. Chains dangle from the ceiling and hold glowing, violet orbs.

Four or Five Fragments. If the mind flayers acquired only four or five obelisk fragments, Chishinix sulks here, feeding treats to her severed head. She recognizes the characters' arrival as a problem and tries to delay them with conversation to draw out more information. She's interested in discovering whether the characters have brought the other fragments with them. If so, she demands the characters turn them over in exchange for a high position in the "Empire of the Mind" that the fanatics are creating in Ilvaash's name. She attacks to acquire the fragments, if necessary. Even if the characters deal peaceably with her, Chishinix isn't likely to suffer their presence for long. She telepathically alerts the other fanatics and attacks. If reduced to fewer than 30 hit points, she retreats to join the others.

A2: Refectory



Hashutu

Tyler Walpole

> The tentacular stone walls of this chamber contain three metal tubes, each about a foot in diameter and dripping with purple ichor that pools on the floor.

The fanatics don't need to rest while performing the lengthy ritual, but they still need to eat. Prior to starting the ritual, they prepared for their needs by installing these metal tubes. When a tube is touched, it produces a fresh Humanoid brain from an extraplanar repository. The brain slowly squelches from the tube and, if not caught, plops onto the ground. Each tube can produce a maximum of one brain per hour.

Four Fragments. If the fanatics have recovered four obelisk fragments, Hashutu is in this room, eating a brain while pondering the fanatics' failures.

Treasure. A shelf on one wall holds a potion of supreme healing.

A3: Disciples' Chamber

> Six long, stone slabs protrude from the walls of this room like crude beds or benches. On the opposite side of the room, an altar bears a three-foot-wide, five-foot-tall statue of a Humanoid brain adorned with diamonds.

This room is intended for eventual habitation by more cultists of Ilvaash.

Seven Fragments. If the fanatics found all seven obelisk fragments, they used some excess power to summon two mind flayer prophets. These mind flayers want to prove their worth by dispatching intruders who threaten to disrupt the fanatics' ritual and thus fight to the death.

Brain Altar. The altar of Ilvaash contains a few stone tablets that describe the process of reassembling the obelisk fragments into a single item of power. A character who reads these tablets and succeeds on a DC 16 Intelligence (Arcana or Investigation) check realizes the reassembly creates

a notable weakness: damage to the obelisk creates backlash into the fanatics who are using it. (The details of this backlash are described in area A4.)

Treasure. The four diamonds on the brain statue are worth 5,000 gp each.

A4: Pit Overlook



The heroes must stop the mind flayer fanatics from completing their ritual and transforming Phandalin into a nightmarish realm

Tyler Walpole

> Stone arches reminiscent of tentacles reach over this vast space. Standing on a dais is a black obelisk held together by seams of bright-green energy. The dais overlooks a misty pit, from which shapes of Phandalin's corrupted buildings materialize and fade away. Cries of despair echo from the pit, and you recognize some of the voices of the townspeople of Phandalin.

If the mind flayer fanatics were unable to obtain all the obelisk fragments, the obelisk has pieces missing but is still functional. At least one of the mind flayer fanatics—and perhaps all three—are here to engineer Phandalin's forced transformation as the ritual continues. Fanatics confronted here fight to the death.



Voalsh

Tyler Walpole

Attacking the Obelisk. The fanatics here have tied their life energy to the obelisk to empower the ritual. Damage to the obelisk therefore creates backlash that harms them. The obelisk has AC 17 and immunity to poison and psychic damage. The obelisk can't be directly destroyed and therefore doesn't have hit points.

When the obelisk would take damage, the nearest fanatic instead takes the damage. If the characters retrieved one or more obelisk fragments during chapter 6, the fanatic takes twice as much damage as the obelisk. If the characters didn't retrieve any obelisk fragments, the fanatic takes the same amount of damage dealt to the obelisk. This backlash affects one fanatic each time the obelisk takes damage no matter where the fanatic is located, even if all the fanatics used plane shift to leave the Far Realm.

The fanatics don't know about this backlash until the first time it occurs. Once one of them experiences the backlash, the fanatics might struggle with one another to not be nearest to the obelisk.

The Fanatics' Defeat. If all three fanatics are killed, the obelisk collapses into dust and is permanently destroyed.

Ilvaash's Refraction



When the godlet Ilvaash unleashes just a sliver of power, it's a terrifying sight to behold

Wade Acuff

Ilvaash expected the dangers of the Briny Maze and the Endless Void to overcome the characters and add their essences to his realm. Once the characters defeat the fanatics and return through the Briny Pool, the godlet realizes he must take direct action.

When the characters ascend to the surface of the Briny Pool in area B22, read or paraphrase the following:

> The large chamber holding the impossibly deep pool of cerebral fluid is no longer empty. An enormous, floating, ghostly brain looms in front of the room's only exit, several razor-sharp claws dangling from its underside. It pulses with alien power as it telepathically intones, "You have stampeded through my realm like surgeons operating with a hatchet. Your intrusion ends now."

The refraction of Ilvaash (see the stat block below) wields only a sliver of the godlet's power but is nevertheless a formidable foe. It fights until destroyed. If the characters are escorting rescued townspeople, the refraction targets the former captives with its Dissonant Claw attack or mind blast in the hope of driving the characters into despair.

If the characters haven't yet defeated the purple worm in the Briny Pool, it joins the fight against the characters at the beginning of the third round of combat.



Refraction of Ilvaash

Wrapping Up

If the characters defeat the refraction of Ilvaash, the entire Briny Maze shudders. Any denizens of the maze still within it realize that the godlet has been dealt a terrible blow, and it's a good time to leave Ilvaash's domain, if they can. They don't trouble the characters as they attempt to preserve their own lives.

Two effects occur at the maze entry (area B1) once the characters defeat the refraction:

Far Realm Access. Access to the rest of the Far Realm is enabled. A second gateway opens beside the passage to Illithinoch in the Briny Maze (area B1). The second gateway reveals the kaleidoscopic chaos of the Far Realm. Further adventures are up to you, but the characters might wish to press deeper into this strange and terrifying realm (see the "Far Realm Explorers" hook below).

Sealed Illithinoch. The gateway to Illithinoch begins to close. The gateway gets noticeably smaller with each passing minute. One hour after the refraction's defeat, the gateway closes entirely, and it doesn't leave a scar as described in area B1. If the characters are still in the Briny Maze at this point, they must find another way home. A plane shift spell would do the trick, as would any other plane-hopping magic.

Return to Phandalin

When the characters return to Phandalin after their victory, read or paraphrase the following:

> The corruption wracking the town of Phandalin is gone. The buildings have returned to their usual configurations, and the people have shed any evidence of transformations. Peaceful relief permeates the air.

The early victims of the ritual, including Sister Garaele and Halia Thornton, have returned to their prior selves. It's up to you and your players whether the characters keep any transformations they've experienced. The characters are hailed as the saviors of Phandalin—doubly so if they've managed to return the kidnapped townspeople.

Many people in Phandalin want to learn the story of the characters' victory over the mind flayers, but perhaps none so much as Gwyn Oresong. She seeks to expand the sparse scholarly information about the Far Realm with the characters' firsthand accounts.

The characters forever after have a warm welcome in town, and many townspeople hope the characters decide to stay in Phandalin for good. Whether your characters retire to a well-earned life of leisure in Phandalin or embark on further adventures is up to you.



If the heroes successfully stop the mind flayer fanatics, peace and harmony return to the sleepy town of Phandalin

Domenico Cava

What If They Fail?

If the characters fail to stop the mind flayer fanatics, or if the refraction of Ilvaash defeats them, they have the incapacitated condition and are trapped in the Briny Maze. At your discretion, Gwyn Oresong might send for reinforcements from Neverwinter. In this case, the players might create new characters who rush to stop the ritual and save the previous characters. If the new characters are successful, consider allowing them to rescue the previous characters before the Briny Maze subsumes them. In any case, if the new characters succeed, the party can return to a saved Phandalin as outlined earlier in this section.

Epilogue

If you want to continue the campaign in the Phandalin region or the Far Realm, consider the following story hooks.

Attack of the Nematode

Some time after the characters encountered it in the Endless Void, the massive creature called the Nematode awakens to full sentience. It dimly remembers the characters who traipsed about inside it and comes looking for revenge. Able to fly as easily as it drifts through the Endless Void, the Nematode slips through the planes until it soars above Phandalin.

The Nematode arrives on a dark night, its darker shadow against the starlight the only indication of its presence. The people of Phandalin don't initially realize the Nematode is anything other than a cloud passing overhead. Intellect snares scooped up by the Nematode during its flight rain down in the darkness. The intellect snares begin hunting townspeople in their sleep and scatter before the alarm is raised. The characters must spend the predawn hours hunting down the predatory intellect snares and saving the town.

The true scope of the danger dawns as the morning light illuminates the Nematode writhing 500 feet above the town like a malevolent cloud. The creature is far too large to defeat by conventional attacks or spells, so the characters must once again explore the Nematode from the inside, just as they did in the Endless Void.

This time, the Nematode's interior is populated with eel-like young spawned in its digestive juices (use the behir stat block, but they exhale acid rather than lightning). Beyond the membrane in the Nematode's head is a massive, fluid-filled chamber that serves as the Nematode's brain. The characters must damage each of the five electroreceptors in the brain chamber while fighting off a dozen clots of coagulated brain fluid (use the water elemental stat block) and a remorhaz whose fires are stoking the Nematode's rage.

Far Realm Explorers

This adventure includes a few access points that allow the characters to investigate more of the bizarre Far Realm. The wonders and terrors of the Far Realm are, for the most part, inimical to mortal life and sanity.

If the characters decide to explore the Far Realm further, they would be well advised to seek out one of the Far Realm's few safe harbors. Examples of these include Chalnefaaz, a community of myconids that bud tiny, wailing faces, and the Bulwark of Secrets, an abbey of guardian nagas who protect dangerous lore.

You can use the nodules in the Endless Void earlier in this chapter as examples of strange locales the characters might visit as they explore the Far Realm.

Ilvaash's Revenge

Any place of safety in the Far Realm soon comes under attack, however, as Ilvaash seeks revenge against the characters for stopping the fanatics' plans and destroying the Dissonant Psyche's refraction. The characters must contend with dangers Ilvaash throws at them, such as squads of zealous mind flayer prophets led by militant enforcers called brain breakers. Brain breakers look like giant brains with stout legs, and they wear steel armor made from interlocked links of Ilvaash's runes (knots of tentacles, brains, and jagged lines reminiscent of jaws). A brain breaker uses the stat block of an infected elder brain with the following changes:

- A brain breaker has an Armor Class of 14 due to the strange ring mail it wears.
- A brain breaker has a speed of 30 feet and has a magical flying speed of 30 feet. It can hover.
- A brain breaker has a challenge rating of 12 (8,400 XP).

These squads range throughout the Far Realm. They target not only the characters but also any Far Realms dwellers that have been aiding the characters. Ilvaash wants to punish the characters' friends as much as the characters themselves.

The characters can quell these attacks only by finding and draining the Shallows of Sudden Thought, a miles-wide dead lake similar to the Briny Pool in chapter 8. There, a kraken named Ghaluzesh directs the attacks against the characters. Ghaluzesh is invulnerable while swimming in the waters of the Shallows of Sudden Thought, but once the characters drain the Shallows, they can take the fight to the kraken. While exploring the Shallows, the characters learn that Ghaluzesh keeps the brain breakers focused on their tasks because the brain breakers fall to fractious infighting without firm leadership.

Only by defeating Ghaluzesh can the characters earn a measure of peace for themselves and for the Far Realms allies that support them.

Through the Radiant Citadel

If your players enjoyed their excursion in the Far Realm, consider running the short adventure "Orchids of the Invisible Mountain" in Journeys Through the Radiant Citadel. By the time the characters defeat the refraction of Ilvaash, they are already a good level to tackle that adventure.

If you send the characters on this adventure, Gwyn Oresong receives a message from another scholar that planar disruptions are occurring in the grasslands of Atagua, a land hundred of miles from Phandalin. Gwyn sheepishly admits that she has offered the characters' expertise at investigating extraplanar matters. She believes that the owner of Atagua's Sarire sugar mill is wealthy and will reward the characters for their aid.

Netherese Obelisks



The Weavers

John Stanko

The shattered obelisk is only one of several similar obelisks around the world. All are powerful artifacts with dangerous magical effects, although no two have the same powers. The earliest extant examples of these magical obelisks can rewrite reality on a grand scale.

A mysterious group called the Weavers created the obelisks to undo great calamities—often by hurling a region or entire world back in time before the calamity occurred. One of these ancient Weaver obelisks appears in Icewind Dale: Rime of the Frostmaiden.

No one knows anything about the Weavers because the evil wizard Vecna stole the secrets of the obelisks and used them to erase the knowledge of the Weavers from existence. The lore of how to create the artifacts then seeped throughout the world. The most notable obelisk builders were wizards from the now-fallen empire of Netheril.

Netherese obelisks vary in appearance. Although always tall obelisks that narrow to a pyramidal top, they vary in height (from a dozen feet to many dozen feet) and substance (from obsidian-like stone to an unknown black metal). None of these obelisks were as powerful as those created by the Weavers, but they could nevertheless enact great and terrible changes, such as empowering the ritual in this adventure.

Further Reading

Obelisks that have appeared in other Dungeons & Dragons adventures include the following:

Tomb of Annihilation. The lich Acererak placed an obelisk outside his fabled Tomb of the Nine Gods, as described in the adventure Tomb of Annihilation. That obelisk holds a powerful demon in stasis and allows visitors an instantaneous escape from Acerarak's deathtrap dungeon.

Storm King's Thunder. As described in the adventure Storm King's Thunder, the village of Nightstone was built around an obelisk with unknown powers. Cloud giants stole the obelisk in a raid on the town.

Waterdeep: Dungeon of the Mad Mage. The Shadowdusk family from Waterdeep found an obelisk deep underground and subjected it to energies of the Far Realm in their stronghold in Undermountain, as described in the adventure Waterdeep: Dungeon of the Mad Mage. The obelisk's original purpose is unknown.

Out of the Abyss. Derro are attempting to assemble a broken obelisk beneath the duergar city of Gracklstugh, as described in the adventure Out of the Abyss. In its present broken state, the obelisk's magic is erratic.

Other obelisks are lost across the world and may come to light in future adventures. If you want to feature obelisks of your own design in your adventures, you might use the powers of existing obelisks as inspiration.



Julie Dillon

Appendix A: Bestiary

This appendix describes creatures that appear in the adventure, presenting them in alphabetical order. The introduction of the Monster Manual explains how to read a creature's stat block.

- Aberrant Zealot
- Aberrant Zealot (Tentacled)
- Brain Breaker
- Cloaker Mutate
- Dwarf Skeleton
- Encephalon Cluster
- Encephalon Gemmule
- Feral Ashenwight
- Fiendish Auger
- Flesh Meld
- Goblin Boss Archer
- Goblin Psi Brawler

- Goblin Psi Commander
- Grell Psychic
- Humanoid Mutate
- Iarno "Glasstaff" Albrek
- Infected Elder Brain
- Infected Townsperson
- Intellect Snare
- Lowarnizel
- Mind Flayer Clairvoyant
- Mind Flayer Nothic
- Mind Flayer Prophet
- Nellik
- Nezznar the Spider
- Oculorb
- Oshundo the Alhoon
- Otyugh Mutate
- Psionic Ashenwight
- Psionic Shambling Mound
- Qunbraxel
- Redbrand Ruffian
- Refraction of Ilvaash
- Ruxithid the Chosen
- Sildar Hallwinter

Appendix B: Magic Items

This appendix describes the new magic items found in this adventure. The items are presented in alphabetical order.

- Bracers of Celerity
- Cape of Enlargement
- Dragonguard
- Flayer Slayer
- Hew
- Lightbringer
- Luminous War Pick
- Mind Crystal
- Mindblasting Cap
- Mindguard Crown
- Mudslick Tower
- Netherese Ring of Protection
- Potion of Psionic Fortitude
- Ring of the Orator
- Spider Staff
- Staff of Defense
- Statuette of Augury



A mage that uses a mind crystal to enhance its spells can become fearsome indeed

Isabel Gibney

Story Tracker





Richard Luong

Cover





On the Cover: Goblins with psionic powers steal a piece of a mysterious obelisk from the sleepy town of Phandalin in this breathtaking cover by Antonio José Manzanedo.

Antonio José Manzanedo

On the Alt-Cover: A roiling array of sinister elements surrounds the titular obelisk that's at the center of the doom threatening Phandalin in this spectacular cover by DZO.

DZO