

MASQUERADE DE LOLTH

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Journeyman

Thank you for picking up our adventure!

We have a few people we would like to acknowledge and thank:

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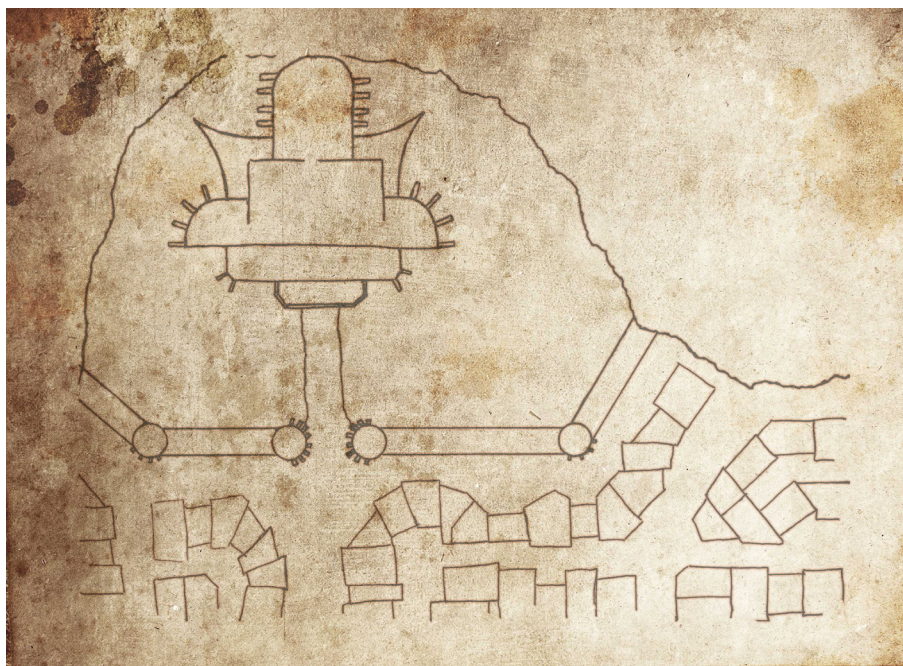
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DM NOTE: Designed for characters level 13 and above. Characters that do not meet this threshold will find it difficult to advance the plot much less survive combat.

Please note that there are referenced stat blocks in the 5e *Monster Manual* and *Mordenkainen's Tome of Foes*.

Figure 1: Castle Aranea
(drawn by Hordyne or whomever invites the party)



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SUMMARY

In the iconic D&D setting of Menzoberranzan, this adventure takes party members through a tour of Castle Aranea – home of Lolth, the Spider Queen. Designed to be either a one shot or a side quest, with options for any party level, adventurers of all types will find something terrifying in the dungeon at Aranea regardless of how they arrive at the front gate.

Background

The party members have each received an invitation to a masquerade at Castle Aranea, home of Lolth, the Spider Queen, in Menzoberranzan. As the party attends the masquerade, they have options to dance, sneak around the castle, and if they're unlucky enough, they might find themselves in front of Lolth herself. Why did they receive invitations? What's really happening at the masquerade? More importantly - will they survive?

Part 1: The Convocation

Here are two options based on what type of adventure you are running:

One Shot

If run as a one shot, then you could introduce an NPC who asks the party to investigate the Masquerade and provides them with invitations.

Hordyne – a human wizard, **Spy (MM 349)**

You've been asked by Hordyne, a wizard, to infiltrate Lolth's masquerade. The mission is to find and destroy a nest of baby spider eggs. Hordyne informs the party that he has been looking in on Lolth, and he believes she has bred a new type of flying spider to use in her crusade to leave the Underdark and overtake the realm. He provides them with Figure 1 which is the castle grounds to Castle Aranea.

If the players are on their way to Menzoberranzan, then Hordyne can meet them in a street on the way to Castle Aranea. If prompted, Hordyne can give everyone in the party a disguise kit, so you will each be disguised as a drow if they choose.

Side Quest

If this adventure is a side quest during an existing campaign or with an existing group, then the DM can select a character/NPC from the party's history (or character's history) to send the party to Menzoberranzan for the Masquerade. Each member of the party has received a personalized invitation.

Note: before you select this option, skip to section #3 for the crucial information about the invitations and the setup for the masquerade.

DM Recommendation: Print out the invitations on colored paper and present them to players as a formal invitation.

Dear (Name):

Put the harried days of your present aside
Don a mask and tip a glass to the dark underside
The Lady does beckon, do not be afraid
Prepare yourself, now, for the Masquerade
(signed)
CASTLE ARANEA

One Shot: Read to Players

After receiving an invitation to the Masquerade, your longtime friend, Hordyne, sent you word that there are others – like you – attending the elite party. He begs you all to take an opportunity to search the castle. He believes Lolth has bred a new monster to aid in her attempt to overtake the realm. He wants you to find and destroy her beasts.

DM Note: Hordyne should meet the group on the street as they approach the castle to provide them with additional information and a disguise kit (optional).

Side Quest: Read to Players

(Individual) has sent your party invitations to the elite and mysterious Masquerade held at Castle Aranea in Menzoberranzan. A curious invitation to be received at the home of the Spider Queen, but the foil on the invitations seems real enough. Upon traveling to Menzoberranzan, you have heard rumblings of strange happenings at the castle. Some have reported seeing monstrous creatures – unnatural beings on the grounds. Is it possible that the goddess has forged a new abomination in her army?

DM Note: You'll need to have already crafted who in their party history will have arranged for them to receive invitations. Otherwise, you can insert the NPC Hordyne (from the One Shot section) into your existing campaign as the progenitor for this quest. See an explanation in Section 3.

Part 2: The Masquerade

The party gathers outside the gates of Castle Aranea.

Menzoberranzan is not merely dark due to geography, but many of the lights in town are dim. The only energy seems to be emanating from the stone structure in front of you. The castle is ominous, and even in the darkness, it looks alive as every window glows with purple candlelight. They can see that a series of flying buttresses extends back into the darkness. Clearly, this castle is larger than they can currently estimate in the darkness. The fence out front has small heads atop the spires. Are they statues or the heads of enemies? You can't be sure.

It's dark, and the air is thick with electric buzz. The grounds are alive with the sounds of the eerie band: Malum Canetis. There are hundreds of people, dressed in elegant clothes and vivid masks, mingling and dancing to the deep and rushed beats from the music. The other partygoers all seem to be laughing and enjoying themselves.

The castle is visibly two stories tall from the courtyard.

The castle itself is being guarded by driders who are positioned vertically on the castle walls. They are out of sight to the partygoers, but they will intervene if anyone attempts to deviate from the path between the front gate and the front door.

Dridr - MM 120

Upon entering the castle grounds, you are frisked by a group of drow who seem to be simultaneously greeting you and searching you for weapons.

*To keep their weapons, players will need to make a **Sleight of Hand Check** – DC 15.

The architecture of the castle is gothic with high ceilings and pointed arch vaults. There are dozens if not hundreds of people milling around, and they are dancing, socializing, and drinking. They continue to wear their masks and only remove them if they wish to eat or drink.

The majority of the guests are in the ballroom, and along the exterior of the room are a group of drow with broadswords affixed to their belts.

If the players ask about what they notice, they should roll an **Investigation Check DC: 18**

If they succeed, then you can describe to them what has been happening during the event: throughout the evening, there are small groups of people being ushered out of the ballroom by a group of drow.

The party has the opportunity to stay in the ballroom or leave. There are murmurs in the crowd that Lolth has an exclusive party elsewhere in the castle.

Ballroom NPCs

Viceroy, old drow bartender, **Commoner (MM 345)**
Has worked at Castle Aranea for many years – keeps his loyalty to Lolth private but is willing to talk about what he knows about the castle. He will betray you for fun.
DC: Persuasion 15+

Oxvyn, young drow waiter, **Commoner (MM 345)**
Distributing offal on a silver platter, Oxvyn is bored and in search of someone cute and fun to talk to. He's scared of Viceroy and the other drow, but he's always good for a joke.

Entertainment: *Malum Canetis*
various band members, **Commoner (MM 345)**
comprised of three string instruments and a drum set

Fiddle player: female drow, **Firnaliala** – an eerie voice with a slow, rhythmic approach to the fiddle.

Harpist: male demon, **Gorp** – a burly, brooding musician who sits forward as he plays – his eyes dance around the room during the set.

Mandolin player: male drow, **Silario** – a thin and wispy drow with a thick head of flowing gray hair and piercing eyes. His voice sounds like liquid velvet. He's the main member on the Malum Canetis posters.

Drummer: small female demon, **Borstasia** – a plump girl whose hands seem to hover over the drums as she plays. High-pitched voice and somewhat forgettable when she isn't behind drums, she immediately falls in love with one of the party members. The PC with the lowest charisma score is going to be silently watched and perhaps stalked by Borstasia. She's in love.

Random Couples - Noble (MM 348)

Sir Mithalder and Lady Swendyr,

Lovely older drow couple, elegantly dressed, with hook-nose masks

Lady Wilhephina and Lady Rolshpa,

Intense younger female drow couple, dancing, who seem oblivious to anyone else in the room

Drow Elite Warrior - Drow (MM 128)

Jynshadyn - middle-aged male drow with both regalia and military insignia on his armor

Folquindyr - younger drow male, his sword is always gripped

Holdasher - older drow male, slowly walking around the room, stroking his long beard and casually talking to guests, drow army, and employees. He is the leader who is taking small groups out of the room.

Gonqwin - young female drow, standing guard by the edge of the room, watching every person who enters and exits

Saphotha - middle-aged female drow who watches the other drow soldiers – her weapon isn't visible on her belt loop because she's a wizard.

Rumors

If the party speaks to the NPCs, here are a few rumors they can hear: (roll 1 d6 to determine the rumor; repeat roll if they talk to multiple NPCs)

1. Lolth has her lover trapped in the castle.
2. The drow are organizing a coup.
3. Lolth has bred new monsters.
4. There are spies disguised as masquerade guests.
5. Lolth's children have recently turned against her.
6. Drow are nervous about the recent changes in Lolth's inner circle.

If the party is able to convince an NPC to tell them the truth, only #1,3, and 4 are true.

Castle Layout & NPCs

First Floor

The Ballroom: an expansive room. On one end, in front of large balcony doors, is the band. There is a bar and seating on the adjacent wall. The room is filled with couples, servers, and observers.

The hallway to the other side of the first floor reveals a large dining room, seating room, and kitchen. These rooms are full of other partygoers examining the art (mostly of Lolth, her family, and scenes of Menzoberranzan), eating, and drinking. The kitchen is full of bustling staff being navigated by a tough chef.

Wolkar, older chef, **Commoner (MM 345)**

Annoyed with the staff, anxious to get the food out quickly, and has no time for inefficiency

There are drow positioned in front of the large staircase to speak to people who want to go upstairs. Staircase NPCs (**both are Drow House Captain, MToF 184**):

Fizyr – male twin drow – short-tempered and bored with his assignment

Dizyr – male twin drow – bored but polite to the passersby – engages with those who approach them.

The seating room and the dining room are full of partygoers socializing and having a good time. Everyone seems to be in good spirits.

If the party succeeds in getting past the drow (either by persuasion, stealth, etc), then they can ascend the staircase to the upper two floors. Failures result in potential combat (which will immediately draw attention from other drow) or the party will be summoned to Lolth.

Back on the first floor, there is a hidden staircase behind the stairs. If they can find it, then the party can head downstairs. They could “find” the stairs after a commotion or witnessing other drow heading down.

Second Floor

The Library

Full of historical texts and maps with seating for many.

NPCs

Sir Ghanson Fynder, older scholar, **Noble (MM 348)**
Nobleman from Menzoberranzan, frequent guest at Castle Aranea, reading *An Abbreviated History of the Dark* to his fans

Petwyn, young drow man, **Commoner (MM 345)**
Reading on a couch, he is mostly unconcerned about others in the room. He's reading *A Warm, Dark Night*, an erotic novel

Vumptyr, young drow woman, **Commoner (MM 345)**
Seated on the floor next to Petwyn, she reaches up and offers him wine when he glances at her.
*If the party approaches Vumptyr, Petwyn will answer for her. He doesn't allow her to engage with others.

If the party attempts to engage with Petwyn or address his treatment of Vumptyr, then he will lazily disengage from them. He will not fight and will close his eyes – indicating he has no interest in continuing the conversation with the party members.

If asked to leave, Vumptyr will cling to Petwyn and glare at the party member who wants to engage her.

Bedrooms

Bedroom 1: a tasteful but minimalist room is occupied by a drow couple in the midst of an argument.

Sedyr and Wanlyn Dephorn, middle-aged drow couple, **Noble (MM 348)**

They are arguing about Wanlyn's infidelity

If the party encounters the Dephorns, then they will immediately cease their argument and plead with the party to keep the secret of their fight and Wanlyn's infidelity. The Dephorns are indebted to the party, as the gossip and ridicule about their secrets will cause them to lose credibility and their social positioning. They are motivated to keep their secrets private.

*The Dephorns are not willing to advance as fighters, but they are able to confirm the accuracy of rumors about Menzoberranzan and Lolth.

The other bedrooms are empty.

Third Floor

Figure 3: the third floor with Lolth's bedroom, bathroom, and private practitioner's room

Lolth's Bedroom

A large canopy bed, spacious enough for three or four people, is the focal point of her room. Black linens adorn the bed, and there are half-burned candles on her bedside tables. Books line the floor around her bed. There is an easel and paint set near the fireplace, and she is in the middle of a new painting. There is a background of a dungeon and the forms of adventurers with no physical traits as of yet (number of adventurers is equal to party number). There is a handsome painting on the wall of a man caught in a spider web.

Books in Lolth's room: *Anatomy of the Modern Man* (Expanded Race Edition), *To Kill a Dragonborn*, *History of Ancient Arts*, and then several books in Infernal, Elven, and Abyssal languages.

The Capture of Time, painting

If the party investigates the painting of the man caught in the spider web, he can talk to them. DC 20.

If the party is able to talk to him, then he might warn them about Lolth. He is in love with her and is her lover. He cannot be removed from the painting, but if the canvas is destroyed then he will also die. There are traps around the painting, and if the party triggers the traps without successfully disarming them, then Lolth is immediately alerted that they are in her bedroom and near the painting.

They will be immediately swarmed by drow.

If they disarm the painting, then there is a locked safe behind the painting.

If they are able to open it, then the party has found a blackened heart.

DM Note: Lolth's Heart: Lolth removed her heart after she placed her lover in the painting. Destroying the heart will not hurt her, nor will it affect her as a goddess. It is purely symbolic.

Her private bathroom is luxurious, but there is nothing out of the ordinary in the cabinets.

Lolth's Private Practitioner's Room

The door to Lolth's practitioner's room is hidden behind her bed, and the party will have to search to find it. They must Perception Check DC 20

The room contains the following things:

Her desk, covered in notebooks, loose paper, drawings tacked onto the wall.

Her cauldron and baskets full of jars.

The bookcase full of books, larger jars with embalmed spider carcasses, and paper weights. Sketches depicting winged spiders and vague battle plans are sitting atop her desk and tacked on the wall.

Dungeon

There is a dungeon of several empty holding cells. The middle section of the basement is protected by a small army of drow. This is not designed to be a combat encounter, and the drow might be distracted or sleeping. This is stealth challenge for the PCs. On a failed stealth DC 15, the negligent notice the party, cry and alarm, and escort the party back to the Masquerade. If the party resists, then the guards can cast Sleep rendering the party unconscious.

The party will have to get past the drow to make it across the hall to the clutch lair. In the middle of the basement is a room with an opening, and suspended over a dark pit is a large clutch of spider eggs.

If the party approaches the spider eggs, then they will trigger the driders, drow, and spiders designated to protect the eggs.

Figure 2: bird's eye view of clutch suspension

The number of protectors is equal to the party number + 2, and there should be more spiders than drow.

Drow Elite Warrior: MM 128

Spiders: MM 337

Driders: MM 120

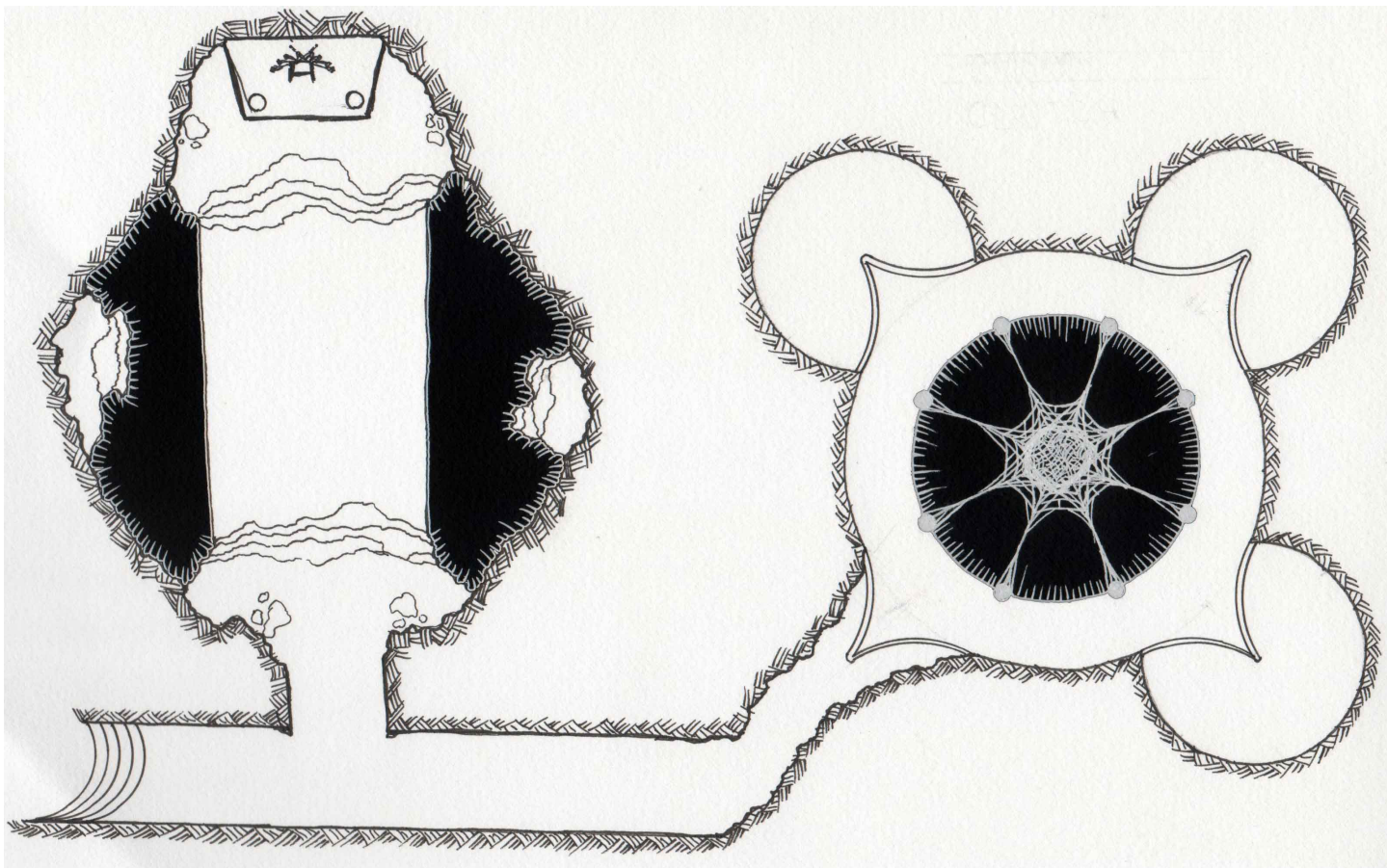


Figure 2: *Lolth's Temple and Clutch*

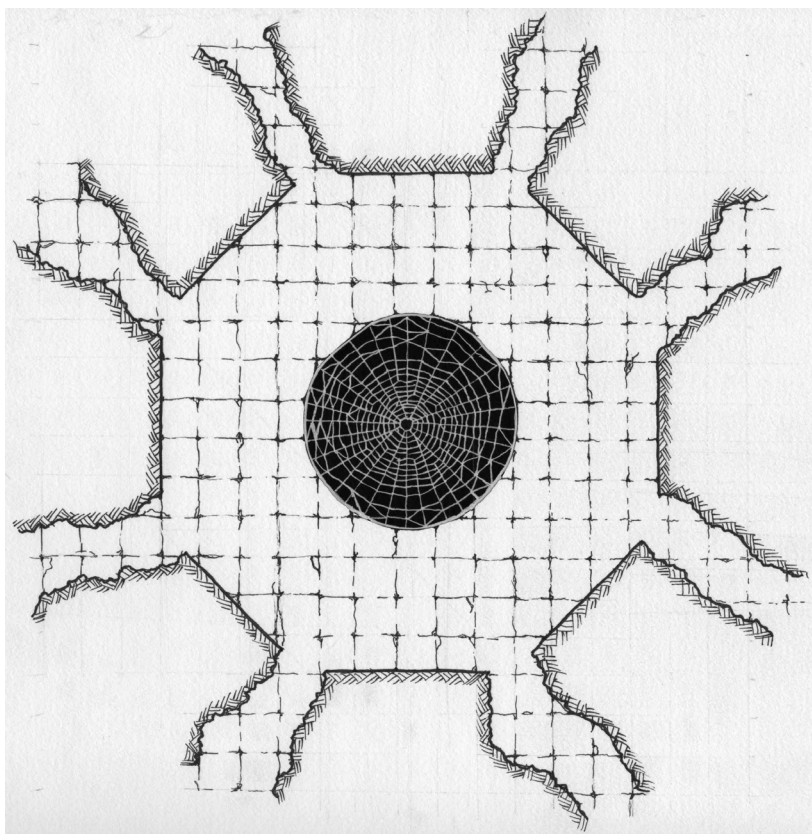


Figure 3: *Lolth's Lair*
(accessed below the clutch)

The Clutch

Eight strands suspend the sack. Each strand can withstand 20 HP of damage (piercing, bludgeoning, and/or slashing). Immune to all other types of damage except fire. It is defenseless aside from its protectors.

If the suspension for the eggs is compromised by the loss of THREE OR MORE strands, then the egg sack will fall and kill the eggs.

This will trigger a cry from elsewhere in the basement.

The room will flood with additional drow, driders, and spiders.

To scale:

Drow equal to the party number, plus 2 driders, and spiders in waves of six.

DM Note: they can flood the room in waves; the spiders can crawl up from the lower levels.

The drow will escort the party to an irritated Lolth. Or, if they defeat all of the enemies, then they will hear Lolth summon them to her temple.

Part 3: The Revelation

The drow will eventually confront the party (either in public at the masquerade or after finding them in the castle), and they will take them to Lolth's Temple.

The party will be escorted to the middle of the basement where there is an open room; a sign over the door reads "Garden of Illusions."

TEMPLE OF LOLTH

The room is large with dead bodies lining the walls. Their party masks are disregarded on the floor. There are drow and driders lounging on the dead bodies, eating the death and exsanguinating the corpses. It is their feast day.

Setting & Mood: the temple is immaculate aside from the body parts and disregarded clothing of the recent meal. the drow and driders are of a lower rank than the arch-drow and the winged drider, and they revere the elite as they were gifted their wings by Lolth for their loyalty.

DM Note: this is a deviation from lore about the "curse" of the transformation into the drider. Lolth's intent has been historically misunderstood by outsiders.

Across from the door is a bannister with a row of thrones. Seated in the middle is Lolth – in a regal, aubergine gown. She has the bone structure of an ancient, and she has the smooth skin and shiny hair of someone not from this world. She seems iridescent in the low light.

Flanking her are four arch-drow. The arch-drow are unlike the other drow. Lolth calls them "**Nephilim**," meaning "divine angels."

Winged Arch-Drow

medium humanoid, neutral evil

Armor Class 16 (scale mail)

Hit Points 64 (11d8 + 14)

Speed 30 ft, fly 35 ft

STR	DEX	CON	INT	WIS	CHA
17 (+3)	14 (+2)	15 (+2)	12 (+1)	11 (+1)	15 (+2)

Skills: Deception +5, Perception +4, Stealth +5

Senses: Darkvision 120 ft, passive perception 15

Languages: Elvish, Undercommon

Challenge 7 (2,900 XP)

Diplomacy Arch-drow have advantage on all charisma and persuasion rolls.

Telepathy Any drow within fifty feet can telepathically communicate with the arch-drow at-will.

All Drow racial abilities including **fey ancestry** and **sunlight sensitivity**.

Actions

Multiattack. Arch-drow makes three attacks per round.

Heavy Crossbow. *Ranged weapon attack:* +3 to hit, range 100/400 ft., one target. Hit: 6 (1d10+1) piercing damage.

Shortsword. *Melee weapon attack:* +7 to hit, reach 5 ft., one target. Hit: 7 (1d6+4) piercing damage.

The archdrow are a collection of Lolth's most loyal followers. They were blessed with the gift of flight by their goddess as an expression of her gratitude for their service. With a twelve-foot wingspan, the Arch-Drow cannot hide their wings, and they wear special vests with slits to accommodate their appendages both at rest and in flight.

Current Nephilim

Ghontwyn – older male winged arch drow,

Plinstes – younger female winged arch drow

Fryxlyn – younger male winged arch drow

Dwyk – older female winged arch drow

Winged Drider

Monstrous humanoid, chaotic evil

Armor Class 17 (natural)

Hit Points 149 (23d8+46)

Speed 30 ft, climb 30 ft, fly 60 ft

STR	DEX	CON	INT	WIS	CHA
13 (+1)	16 (+3)	15 (+2)	15 (+2)	14 (+2)	13 (+1)

Saving Throws: Con +3, Int +4, Cha +4

Skills: Arcana +4, Nature +4, Perception +6, Stealth +8

Damage Resistance: Poison

Senses: Darkvision 120 ft, passive perception 16

Languages: Elvish, Undercommon

Challenge 9 (5,000 XP)

Devour A paralytic effect preventing prey from reacting to the bite. Attack counts as an automatic grapple. Roll with disadvantage to escape grapple. Con Save DC 16. On a failed con save inflicts, target suffers one level of exhaustion.

Spit Drider saliva is an anesthetic. On a failed con save, target is considered incapacitated and movement is reduced to zero. Con Save DC 16.

All Drider racial abilities including **fey ancestry**, **innate spellcasting**, **spider climb**, **web walker**, and **sunlight sensitivity**. (MM 120)

Actions

Multiattack. Winged Drider makes three attacks with their bow or web, but one attack can be a bite attack instead.

Longbow. Ranged weapon attack: +7 to hit, range 100/400 ft., one target. Hit: 11 (1d8+7) piercing damage.

Web. (Recharge 5-6). Ranged weapon attack: +7 to hit, range 30-60 ft., one target. Hit: target is restrained by webbing, as an action the restrained target can make a DC 16 strength check, bursting the webbing on a success. The webbing can also be attacked and destroyed. (AC 10, HP 5, vulnerability to fire damage, immune to bludgeoning, poison, and psychic damage).

Bite. Melee weapon attack: +7 to hit, reach 5 ft., one target. Hit: 15 (2d8+6) piercing damage, plus 22 (4d6+8) poison damage.

Like the Arch-Drow, the Winged Driders were not cursed with their new form but given a blessing by their goddess. Believed to be her most loyal and best fighters, Lolth has turned her prized fighters into winged killers.

Young Adult Winged Spider

Large monstrosity, unaligned

Armor Class 15 (natural)

Hit Points 136 (16d10+48)

Speed 40 ft, climb 40 ft, fly 60 ft

STR	DEX	CON	INT	WIS	CHA
15 (+2)	19 (+4)	17 (+3)	6 (-2)	11 (0)	8 (-1)

Saving Throws: Int +4, Wis +2

Damage Resistance: Poison

Senses: Darkvision 120 ft, passive perception 10

Languages: Arachnid

Challenge 5 (1,800 XP)

Young adult winged spider has the drider racial abilities including **spider climb** and **web walker**. (MM 120)

Actions

Multiattack. Young Adult Winged Spider makes three attacks with their bow or web, but one attack can be a bite attack instead.

Lasso Web. (Recharge 4-6). Ranged Weapon attack: +6 to hit, range 30-60 ft., one target. Hit: target is hit and is retracted to the spider. DC 15 Strength check or will be grappled when pulled to the spider. Once the target is secured, the spider can make a bite attack or transport the grappled target. **Bite.** Melee weapon attack: +7 to hit, reach 5 ft., one target. Hit: 15 (2d8+6) piercing damage, plus 22 (4d6+8) poison damage.

Bite. Melee weapon attack: +7 to hit, reach 5 ft., one target. Hit: 15 (2d8+6) piercing damage, plus 22 (4d6+8) poison damage.

Lolth's youngest creations, the young adult winged spiders are the most vulnerable of her fleet. They are less predictable, less loyal, and far easier to kill and coerce. Unlike the previous two monsters, these spiders are not blessed with gifts from Lolth but are cursed to spend their short life span fighting with each other or anyone they deem a weaker target.

Lolth can provide the party with the following information:

If the party is brought to her...

Lolth will be irritated by whatever prompted them to be brought to her. Failed lying, failed deception, etc. will amuse her but if the party did anything to her painting, her heart, or the clutch, it will irritate her. If the party maintains their drow illusions, Lolth will see through their disguises. She will not want to bargain with them. She wants them to apologize for what they've done, but she'll toy with them if they give her a ton of attitude.

If the party comes into court on their own...

Lolth will greet them as they enter the temple. She will invite them to feast and ask them questions about their journey, how they are enjoying her masquerade, etc.

Regardless – she will unveil the true reason they were sent to her. The party received invitations as a double-cross. The individuals who were invited to the masquerade were sent invitations by someone else who wanted them to die.

They will have to fight for their lives.

Part 4: The Battle

"Amuse me."

The party has the option to persuade Lolth or entertain her to spare their lives. If they are successful, then they can attempt to leave the temple.

However, the drow should attack the party as soon as Lolth utters the phrase "amuse me."

Drow Elite Warrior = # of party members + 2

Arch-Drow = # of party members - 1

Winged Driders = # of party members - 2

Winged Spiders = # of party members + 3

If the party attempts to attack Lolth, she will always evade and never engage in battle. She can flutter around the temple, observing combat and cheering on her minions, but she won't fight the party.

*If attacked – Lolth doesn't sustain damage. Injuries heal quickly and she doesn't lose constitution.

*If the party managed to destroy the painting – then Lolth will curse the party member(s) responsible. Lolth will interrogate them. If the party doesn't confess the truth, then, being a demigod, she will be able to divine the truth.

*If the party destroyed the clutch, then Lolth will allow them the opportunity to escape. They can flee. If the party does this – then before they reach the front doors of Castle Aranea, they will be seized. Lolth will appear before them and cast Mortals' Curse on the party.

Lolth doesn't believe in death as a punitive action; it is far too swift. By cursing them as driders, they are able to live out their lives seeking redemption and possible favor from her.

Lolth, the Goddess of Spiders

gargantuan, humanoid form, neutral evil

Armor Class 19

Hit Points 816 (51d20 + 327)

Speed 40 ft, fly 60 ft

STR	DEX	CON	INT	WIS	CHA
20 (+5)	20 (+5)	24 (+7)	18 (+4)	18 (+4)	16 (+3)

Skills: Deception +8, Arcana +8, Religion +8, History +8

Damage Resistances: necrotic, poison,

Damage Immunities: bludgeoning, piercing, and slashing from non-magical weapons

Condition Immunities: sleep, charm, fear, exhaustion

Senses: True sight, passive perception 20,

Languages: All known and forgotten languages, telepathy 120

Challenge 30 (155,000 XP)

Intimidation Lolth can intimidate any living creature within 50 feet of her.

Aspect of the Trickster Lolth can transform into the likeness of anyone who is faithful to her. She retains all her abilities and stats while in this form.

Subtle Ruse Lolth can pull any memory from a chosen target and use illusion to recreate that memory around them at will. This is a psychic, non-magical effect.

Sunlight Sensitivity While in sunlight, Lolth has disadvantage on attack rolls, as well as wisdom (perception) checks that rely on sight.

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

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

Innate Spellcasting Lolth's innate spellcasting ability is charisma (spell save DC 21). She can innately cast the following spells requiring no material components.

At-will: *dancing lights, charm person, crown of madness, dissonant whispers,*

1/day: *clairvoyance, darkness, detect thoughts, dispel magic, faerie fire, levitate (self-only), suggestion*

Spellcasting Lolth is a 20th level spellcaster. Her spellcasting ability is wisdom (spell save DC 22, +14 to hit with spell attacks). Lolth has the following cleric spells prepared:

Cantrips (at-will): *guidance, mending, resistance, sacred flame, thaumaturgy*

1st Level (4 slots): *bane, command, cure wounds, guiding bolt*

2nd Level (4 slots): *hold person, silence, spiritual weapon, locate object*

3rd Level (4 slots): *bestow curse, clairvoyance, spirit guardians, protection from energy*

4th Level (3 slots): *banishment, deathward, freedom of movement, guardian of faith*

5th Level (3 slots): *contagion, flame strike, geas, mask cure wounds, scrying*

6th Level (3 slots): *blade barrier, harm, word of recall*

7th Level (2 slots): *divine word, planeshift, etherealness*

8th Level (2 slots): *holy aura, antimagic field*

9th Level (2 slots): *gate, mass heal*

Actions

Multiattack. Lolth can attack three times per round.

Legendary Actions. Lolth has three legendary actions per turn.

Claw (spider-form). *Melee weapon attack:* +10 to hit, reach 10 ft., one target. Hit: 28 (5d4+15) piercing damage, plus an additional 10 (2d6+3) poison damage. Lolth's claws are dagger-like talons on the end of her legs.

Slam (spider-form). *Melee weapon attack:* +10 to hit, reach 20 ft. cone., multi-target. Hit: 42 (5d10+15) bludgeoning damage.

Legendary Actions

Lolth can take three Legendary Actions choosing from the options below. Only one Legendary Action option can be used at a time and only at the end of another creature's turn. Lolth regains spent Legendary Actions at the start of her turn.

Mortals' Curse. (Recharge 5-6). By a simple muttering of words, Lolth casts Mortals' Curse on a single target. The Curse requires her concentration until the completion of the transformation. It begins their painful transformation into a drider. They must make a DC 19 constitution save every round. On three successes, they have resisted the curse. On three failures, they are transformed, and their mind is Lolth's. Any other combination results in extreme agony and half-transformation. Target can be healed by Greater Restoration.

Attack. Lolth makes one claw or slam attack.

Lair Actions

On initiative count 20 (losing initiative ties), Lolth takes a lair action to cause one of the following effects. Lolth cannot use the same effect two rounds in a row.

Reinforcements. From each of the entrance tunnels adjacent to her lair, roll on the below table to determine what creature enters from that direction.

On a d6:

1. (2x) Winged Drider
2. Winged Arch-Drow
3. Young Adult Winged Spider
4. Drow
5. Winged Drider
6. (2x) Winged Arch-Drow

Earthquake. 1d8 boulders fall from the ceiling dealing 4d10 damage to any character failing to make a DC 15 dex check.

If the party defeats all of her minions in Part 4, she will retreat down the crags in her temple to her lair (Figure 3). The party can follow her and continue combat in this second space.

Part 5: Escape

If the party manages to beat the drow, driders, and spiders, and they aren't all turned into driders by Lolth, then she will allow them to return upstairs.

Lolth has put together this feast day and masquerade for her entertainment, and if the party killed off weak minions, then they've done her a favor.

Death is common in the Underdark, and incompetence is rewarded with swift justice.

She will happily allow them to return to the masquerade and return home.

If the party does attempt to engage her in combat, then she will turn them all into driders to live in Castle Aranea for the rest of their lives. They will take the place of those they killed.

Part 6: Notes

Pacing should allow for RP with the NPCs at the beginning of the story. Theoretically, the players will not meet Lolth until the second session if this is being run as a two-session adventure.