

A Shadow Over Pinewood

A rogue-like horror adventure for the
world's greatest roleplaying game

Created by Vall Syrene



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SUGGESTED REFERENCE MATERIAL

A Shadow over Pinewood is a monster hunting horror - based adventure that takes inspiration from multiple sources. Listed below are a number of films, books and audio links you can use to inspire a great atmosphere for running this adventure.

Books and Short Stories:

The Mist by Stephen King
The Shadow Over Innsmouth by H.P Lovecraft

Film and Television:

Alien (1979)
The Thing (1982, 2011)
Higurashi: When They Cry (2009-2010)
Predator (1987)
Event Horizon (1997)
Ju-on: The Grudge (2002)
Stephen King's "It" (2017)
Pandorum (2009)
Annihilation (2018)
(Check out the Bear Scene for audio inspiration)

Audio and Sound:

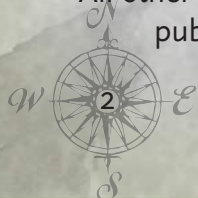
Yog-Sothoth 1 by Cryo Chamber
Azathoth 1 by Cryo Chamber
At the Mountains of Madness by Graham Plowman
Psychopean by Altrusian Grace Media
London Fog by MONST3R
Ib OST - "puppet" (Mary's Theme) By Kouri
Mary's Theme Creepy Carnival Mix By Alice Ito
Epic Dark Battle Music - Escape By Ebunny

Disclaimer: This adventure has varying levels of difficulty. Some groups may find it easy. Some may not. Vall Syrene and Co do not take any responsibility for character deaths or total party wipes due to splitting up the party, chasing crazy cannibals in the fog, trying to swim in heavy plate, going mad and eating your friends, murdering random NPCs, or using the phrase "We can handle it" when the DM says "are you sure that's wise?"

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INTRODUCTION

Deep within the forests and forgotten wilderness, a hooded figure pulls an old, wooden cart along a dirt road; its wheels creaking under the weight of its contents.

The figure stops abruptly, checking the crossroad before them for brigands, or worse.

Content they aren't being followed, they continue on, heaving the wagon behind them, the fluttering fabric of a circus tent barely visible in the distance. The figure gazes toward the canopy, their eyes fixed on the glimmering lights beyond the fog coated bridleway.

Corrin Greenleaf risks a smile and relaxes his shoulders. The last hurdle was in sight: a battered wooden bridge, stretching across a babbling brook. The cart squeals as he steps onto the rotting planks. He stops, checking the treeline for signs of movement.

Nothing.

He rubs his eyes with a muddy hand, smearing his face with black streaks. He must be getting tired, but the village was close by. He could see the lights of Pinewood glistening beyond the fog. He steels himself and makes the final few steps across the bridge, the cart shouting in protest, as if bellowing a warning, that came but a moment too late.

Corrin screams for help as the creature drags his feet from under him. He stabs it wildly, desperation taking hold of his senses until his once vibrant guild robes become slicked with blood. His vision blurs as his skin goes pale. He tries to scream as a tongue slips across his cheek, but utters nothing but a whimper.

With a dull crack, his body falls limp. The creature shudders, stooping over the halfling as tears splash into the blood-soaked ground. A gnarled hand caresses his cheek softly, before the tears give way to a eerie, throaty chuckle of excitement.

The cart rocks backwards, the squeal of its wheels drowned out by the sickening crunch of bone. It trundles into a small ditch as the creature drags the corpse into the treeline, and the woodland falls silent once more.

RUNNING THE ADVENTURE

A Shadow over Pinewood is a monster hunting horror set in a small village deep within a cursed forest, presented here as a short roleplaying adventure for a party of four 10th level adventurers. A balance of character classes is helpful, since the adventurers will face a variety of challenges. This adventure is designed to be completed in around 8 - 16 hours, or about 1 - 3 sessions, depending on your party composition, choice of pacing, player actions, and ending.

This book is meant for you, the Dungeon Master, alone. It is recommended you read the entire adventure before attempting to run it.

This book assumes that you have access to the 5th edition *Player's Handbook*, *Dungeon Master's Guide*, and the *Monster Manual*.

The *Monster Manual* contains stat blocks for most of the monsters and NPCs found in this adventure. Descriptions and stat blocks for new monsters and quest items are provided in appendix A, at the end of this PDF, or during the chapters in which those creatures or items are present. When a creature or notable object name appears for the first time, it will be highlighted in **bold**, and will have a page number reference in brackets alongside it, directing you to either the *Monster Manual* (MM), or Appendix A of this adventure (App.A).

Spells and nonmagical equipment mentioned in the adventure can be found in the *Player's Handbook*. Any Magic items are described in the *Dungeon Master's Guide* (DMG).

There is also a collection of random event tables in Appendix B, used to maintain a sense of tension during the adventure, or help point players in the right direction, should they find themselves losing the trail of the creature, or simply to flesh out the adventure if you feel the players are going through it too quickly.

A note on battle maps

This adventure has been written to be used without battle maps for a "theatre of the mind" approach. This is due to our own minds easily being able to create a far more terrifying scene or feeling than what can be laid out on paper. If you do wish to use maps however, you can find smaller examples scattered throughout the adventure, and larger maps bundled in a zip file alongside this PDF.



STORY OVERVIEW

The adventurers find themselves on roadways leading to Pinewood, a bustling market village that once a year hosts a week-long festival, celebrating the year's bountiful harvest with a collection of games, stores and performances. The party will be hired by a huntress called Synthia Fletcher to help her hunt down a strange creature that she has tracked to the outskirts of Pinewood. She will explain that the creature appears to be drawn to the joy of creatures on the material plane, and the most innocent and carefree of citizens in Pinewood are the creature's choice of meal. Synthia will offer them safe passage to a location of their choice using a spare carriage/vehicle she has been repairing, and will also offer payment for the party's services in the form of a collection of mystical crystals she has in her possession. The creature will have also attached itself to one player character upon their arrival near Pinewood, and will hunt them relentlessly until the party find a way to defeat it.

There are 3 NPCs of importance in this story. Synthia Fletcher, the huntress that hires the party, and the main source of information for the adventure. Mirigad Firelight, a gnomish ringleader of the Circus currently in Pinewood, and Usaliti, a mute performer whom the creature has devoured and taken the identity of.

The village of Pinewood is situated in a vast forest and surrounded on all sides by a babbling river. At night, the thick woodland beyond the river is covered in an eerie, grey fog that makes work outside the walls difficult and dangerous. The locals grow most of their crops in clearings throughout the forest, but never leave the safety of the village walls after nightfall, lest they become prey to the wild beasts that inhabit the woods.

For the people of Pinewood, it is a hard life to live, but a rewarding one. The annual festival draws trade from all over the region, transforming the entire village into a thriving marketplace that swells with exotic and mysterious visitors and wares. To be part of the community in Pinewood means to be hard-working and close knit. Rarely does the village encounter any problems the community cannot solve and never has there ever been a danger that has crept past their walls, until now.

With a mysterious and bloodthirsty creature roaming the crowded streets and fog-filled forests, the adventurer's best hope of survival will be to find the creature and kill it before it finds them

first. The creature is no ordinary monster, and its defeat will require all the party's wit and quick-thinking, lest they become another meal on it's ever-expanding list.

The adventure ends when either the creature or the characters are defeated, or if the festival ends with the creature still alive. Your goal as Dungeon Master is to keep the creature in play for as long as possible, using all of its guile and cunning to kill the characters or outsmart them and remain alive until the festival ends, when it can then safely stow away with the remainder of the circus folk when they leave Pinewood.

Adventure Structure

This adventure is driven by the cat and mouse hunt between the adventurers and the creature over the course of the week-long festival.

Chapter 1 outlines the creature's origin and its goals, and suggests a number of story hooks that can be used to draw your party into the village of Pinewood. It also introduces notable NPCs, details the rules surrounding the grey fog, and outlines the first encounter of the adventure.

Chapter 2 introduces the characters to Synthia, and the first objective of the adventure.

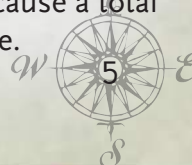
Chapter 3 outlines the second encounter in the adventure, and takes the party beyond the walls of Pinewood and into the mysterious dark fog.

Chapter 4 introduces Mirigad and Usaliti to the group, and the second objective of the adventure.

Chapter 5 outlines the final encounter of the adventure - a final attack against the creature to slay it once and for all.

Party Composition and Difficulty

Certain party compositions will fare differently to others during this adventure. A party consisting of many combat capable characters but only one investigative or intelligent character could soon find themselves in trouble, should that character be put out of commission or unavailable, while a party focused heavily on squishy characters will certainly struggle in combat encounters. Consider how your party might react to certain events, and don't be afraid to throw more hints at them if it looks like they are heading in the wrong direction, or avoid certain events that could cause a total party wipe early on in the adventure.



CHAPTER 1: THE CREATURE

The creature in this adventure has no particular name. Instead, it is simply known as *The Creature*. Inspired by horror classics such as *The Thing* and *Alien*, or Japanese horror and anime such as *Higurashi: When They Cry*, the creature should always be described as vaguely as possible unless a member of the party manages to actually see it properly or if the creature chooses to reveal itself. The images shown on the following pages are great examples of what forms the creature could take, though feel free to make it as horrific and uncomfortable for your players as possible.

Creature Goals and Origin

The creature's goal is simple: to feed on as many people as possible during the festival while remaining hidden to avoid mass panic. The creature originated from the plane of shadowfell, created there by a mix of necromancy magic and failed rituals. Having no comprehension of mortal feelings, it is attracted to the joy expressed by individuals of the material plane. It approaches joy with enthusiasm, but when that joy turns into fear, the creature is bathed in adrenaline and excitement; often weeping or giggling uncontrollably while it tries to emulate the laugh or happiness said creature had previously displayed, before eventually devouring them.



Adapting Form

Each time the creature successfully devours a humanoid victim, it gains an additional trait from the creature adaptation table shown on page 8. The creature can only devour one creature in this way per day, and can only gain a maximum of 3 traits. If it gains another, it must replace one it already has. It will still hunt other animals, but will not gain anything other than sustenance for the day. You can use the Creature Events table (App. B) to find out how successful the creature has been hunting each night, or simply adjust the creature's successes based on your party's progress.

Voracious Intelligence

In addition to the feature above, each time the creature successfully devours a victim, its Intelligence ability score increases by 1, to a maximum of 22. As the creature becomes more intelligent, it will also become more likely to set traps or ambushes for the characters, especially if a character has a particularly attractive personality or positive attitude. It will only attack at night, and only in poorly lit areas of the festival, where screams of panic can easily be drowned out or misinterpreted as exclamations of joy or excited shock. The greater its Intelligence, the more devious and dangerous the creature will become, learning from the character's actions and adapting against tactics used against it in previous encounters.

Devouring a Player Character

If a player character is unfortunate enough to be killed and devoured by the creature, the creature gains a +2 bonus to its Intelligence, instead of the normal +1. In addition, the maximum number of traits it can have increases by 1.

A Shapechanging Terror

As an action, the creature can polymorph itself into a humanoid it has consumed. The creature uses this as its primary method of hunting prey while remaining undetected. During the festival, it will take the shape of traders and tourists to remain in plain sight for as long as it can; bathing in the excited laughter and joy from the crowd until it gets the urge to feed. Drunken individuals, busy traders and those lost among the throng of tourists make easy prey for the creature.

THE CREATURE

Medium monstrosity (shapechanger), chaotic evil

Armor Class 18 (natural armor)

Hit Points 170 (20d8 + 80)

Speed 50 ft. climb 30 ft

STR	DEX	CON	INT	WIS	CHA
19 (+4)	17 (+3)	19 (+4)	15 (+2)	14 (+2)	14 (+2)

Saving Throws Int +7, Wis +7

Skills Athletics +9, Deception +7, Perception +12
Performance +7

Damage Immunities poison

Condition Immunities charmed, frightened, poisoned

Senses passive Perception 22

Languages Understands common, but can speak only mimicked laughter or screams from devoured victims.

Challenge 13 (10,000 XP)

Adapting Form. Each time the creature devours a target, it gains one random trait from the creature adaptation table, and increases its Intelligence score by 1, to a maximum of 22. For every 2 traits the creature gains in this way, its Challenge Rating increases by 1.

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

Regeneration. The creature regains 10 hit points at the start of its turn. If the creature takes damage from a weapon coated with Midnight's Bloom, it cannot regenerate hit points using this feature until the start of its following turn.

Night Stalker. While in dim light or darkness, the creature can take the hide action as a bonus action.

Shapechange. The creature can use its action to polymorph into a small or medium humanoid it has recently devoured. Its statistics, other than its size, are the same in each form. Any equipment it is wearing or carrying isn't transformed. It reverts to its true form if it dies.

Actions

Multiattack. The creature can use its Frightful Presence. It then makes three attacks with its claws.

Claws. *Melee Weapon Attack:* +9 to hit, reach 5ft., one target. *Hit:* 18 (4d6+4) slashing damage. If the target is medium or smaller, it is also grappled (escape DC 17), and the creature can't grapple another target until this grapple ends.

Frightful Presence. Each creature of the creature's choice within 120 feet of it and aware of it must succeed on a DC 17 Wisdom saving throw or become frightened for 1 minute. A frightened creature can repeat the saving throw at the end of each of its turns, with disadvantage if the creature is within line of sight, ending the effect on itself on a success. If a creature's saving throw is successful or the effect ends for it, the creature is immune to the creature's Frightful Presence for 8 hours.

Devour (1/Day). The creature spends its action to devour the flesh of one dead humanoid it can see within 5 feet of it. The target's internal organs are consumed, and it can only be revived with magic using a spell-slot of 5th level or higher, such as the *Reincarnate* spell, or *Revivify* cast at 5th level.



Creature Adaptation Table

D12	Trait	Description
1	Aggressive Attacker	As a bonus action, the creature can move up to its speed toward a hostile creature it can see.
2	Ambusher	The creature has advantage on attack rolls against any creature it has surprised.
3	Adrenaline Surge	If the creature is subjected to an effect that allows it to make a saving throw to only take half damage, it instead takes no damage if it succeeds on the saving throw, and only half damage if it fails.
4	Fear Lover	The creature has advantage on melee attack rolls against any creature under the effects of the frightened condition.
5	Hard to Catch	The creature can take the Disengage action as a bonus action on its turn.
6	Rapid Regeneration	The creature's Regeneration trait grants it 15 hit points instead of 10.
7	Apex Hunter	The creature can turn invisible as an action or bonus action.
8	Relentless	Once per long rest, when the creature is reduced to 0 hit points, it can make a Constitution saving throw with a DC equal to half the damage dealt or 10, whichever is higher. On a successful save, it drops to 1 hit point instead.
9	Powerful Strikes	The creature's damage die becomes a D10. This trait increases its CR by 1 immediately.
10	Alluring Presence	The creature can use an action to force one creature it can see within 10 feet of it to make a DC 17 Wisdom saving throw. A target hostile to the creature makes this save with advantage. On a failed save, the target is charmed by the creature for 1 hour. This effect ends early if the target takes damage from another creature.
11	Winged Predator	The creature sprouts a pair of leathery wings, gaining a flight speed of 30 feet.
12	Death Blow	If a creature hits a target that is surprised, that attack is a critical hit. This trait increases its CR by 1 immediately.



NOTABLE NPCs OF PINWOOD

Here you can find the notable NPCs used in this adventure, a brief background for each one, and any additional features each NPC has. It is important to note that even though Usaliti is technically already deceased, the creature will be mimicking her personality to maintain its facade, so she should be played as if still alive.

Mirigad the Ringmaster

Mirigad is a ringmaster and owner of *Mirigad's Marvelous Circus*, the travelling circus that is currently established in Pinewood for the festival. He is a likeable character that is rather easily panicked, though is able to maintain his composure when performing.

Alignment. Mirigad is neutral good. He tries to respect the boundaries of the law and law enforcement, and ensures his performers are well looked after.

Personality. Mirigad is an amicable, approachable character, though not entirely too bright. He has a slight gambling problem that he does manage to keep under control most of the time. He is friendly, excitable and stammers slightly when nervous.

Race. Mirigad can be any race you deem appropriate for your setting, but he was initially written as a halfling.

Stat Block. Mirigad is a ringmaster that uses the **Commoner (MM, pg 345)** stat block, and has a performance modifier of + 4.

Inventory: Mirigad keeps little on his person. He has the following items in his inventory: Performer's clothes, a small ivory dagger worth 10gp, and a **bottle of joy (App A)**.

Synthia the Huntress

Synthia is an accomplished huntress, well known in a few mercenary circles as a monster hunter for hire. She wields a hand crossbow and shortsword, and was trained by her mother after bandits attacked her village many years before.

Alignment. Synthia is neutral good. She tries to respect the boundaries of the law and law enforcement when she can, but can be convinced to break the rules if it is for a worthy cause.

Personality. Synthia is very worn by her battles with the creature, and a grizzled veteran of monster hunting, though she fears this hunt may be far too outside of her abilities. She is blunt, to

the point and respectful of others, and has little time for companionship.

Race. Synthia can be any race you deem appropriate for your setting, but she was initially written as a half-elf.

Stat Block. Synthia uses the **Spy (MM, pg 349)** stat block. Her sneak attack deals 10 (3d6) damage, instead of the usual 7 (2d6). She is proficient with medium armor and wears a **mythril chain shirt (DMG, pg 180)** beneath her clothes, granting her an AC of 15.

Inventory: Synthia has the following items in her inventory:

1 **potion of healing (DMG, pg 188)**, an explorer's pack, traveller's clothes, a mythril chain shirt, a silver dagger, hand crossbow (10 bolts), 3 mysterious crystals (**Crystals of Power, App A.**), and a **flametongue shortsword (DMG, pg 170)** (attuned).



Usaliti the Acrobat

Usaliti is an acrobat that was mute from birth. She communicates through smiles, simple gestures, and sign language. Other performers in the circus know rudimentary sign language and can easily communicate with her. She joined the circus from a young age after her father passed away from illness. Her mother died in child birth. She is a valued member of the circus and helps Mirigad with his accounts.

Alignment. Usaliti is chaotic good. She can be a bit of a troublemaker, but always tries to do what's best for people, even taking in stray animals off the street to nurse them back to health.

Personality. Usaliti is charming, sweet and friendly to everyone. She will be more than happy to offer assistance for people's problems, and though she cannot speak, she is happy to listen.

Race. Usaliti can be any race you deem appropriate for your setting, but she was initially written as a human around 5 feet 5 inches tall.

Stat Block. Usaliti uses the creature's stat block (pg 7), as the creature is simply using her personality and image to disguise itself after devouring her two weeks prior.

Inventory: Usaliti has little of note on her person. She has a locket with a picture of her mother, and wears simple common clothes when not performing in her acrobat costume. She has 5 silver pieces in a bag around her waist.



STORY HOOK SUGGESTIONS

Here you can find a small collection of story hook ideas to help draw your players into visiting Pinewood and the surrounding areas, or help to meld the village of Pinewood into your campaign. Those paragraphs written here in italics can be read aloud to your party as rumors or particular story events to help sow the seeds for this adventure.

The Cursed Forests of Barovia

Many speak of the cursed lands of Barovia, home to the horrific Vampire Strahd von Zarovich. But within the blighted forests, nestled on the outskirts of the Vampire's control, sits the small village of Pinewood. Almost in a pathetic attempt to show defiance to the morbid lands in which they reside, each year the commoners host a festival to celebrate surviving another year of turmoil and strife. Unbeknownst to them, however, Strahd finds this festival.. interesting, to say the least. After all, it's certainly a profitable way to draw in new creatures to play with...

The Disappeared

Help me find my missing boy! He vanished into the woodlands with his father, Iridell, almost a week ago, but has never returned. My poor husband's body was found mutilated along the river embankment, and I fear the worst may have happened to my son as well. Please, if anyone knows anything, I will be heading to Pinewood village at first light to look for him, so you can find me there. Ask around for Marla Brandywilk, I'll not be hard to find.

Note: Marla will have gone out searching for her son at night, and will have been attacked by the creature. Whether the party finds her and her son alive or dead (or at all) is down to you. Do note, however, that this particular hook might expand the adventure to take longer than originally intended. Marla uses the **Commoner (MM, pg 345)** stat block, and has on her person a picture of her son and a simple shortsword.

A Witch's Prediction

A strange figure approaches you, bumping into you and thrusting a battered map into your hands. As you try to hand it back, confused, the woman looks at you

through milky, white eyes and smiles a toothless grin. You glance down at the barely legible writing scrawled upon the parchment in your hands, only to glance up a moment later as her grinning face vanishes into the crowd.

As you read the words aloud, you feel a cold, icy chill run down your spine, and a breeze of magic drift through the air.

"The feast has begun. Along the bramble pass the beast hungers. The cycle begins anew, traveller. Welcome Home."

Note: This one opens the adventure up to a little more backstory for the creature. Perhaps the creature is part of a ritual that is ongoing, similar to traditional horror stories that require the luring of particular individuals in order to 'sate' the beast for another year?

Or maybe instead, the group have become unknowingly cursed by a hag looking to profit from the chaos and fear the creature brings with it?

Howls of Terror

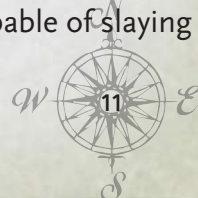
You awake that night to a horrific scream, echoing across the landscape. You pull yourself upright, alert and ready for battle, but only silence meets your ears. You stare across the horizon towards the forests beyond, feeling a cold shiver run over your skin. You calm yourself, chalking it down to a nightmare before a bloodied hand clutches your shoulder and wheels you around.

"Help...Me..." The figure whispers through gouts of fresh blood. It's eyes blank and hollow, and it's entrails leaving a wet, red stain on the floor.

"The Bramble...Pass...It...It..."

With a sudden scream of fear, it lunges forward towards you before vanishing in a cloud of black smoke. You hold yourself upright, shaking for a moment as you try to regain your composure. You remember a mention of a bramble pass. In fact, you could have sworn it wasn't far from here...

Note: This is a slight spin on the last actions of poor Corrin Greenleaf, who, in his final moments, used his minor magical power to reach out to anyone nearby who could help save him. Alas, his death cry was in vain, but might it have been enough to draw in adventurers capable of slaying the creature once and for all?



THE FIRST ENCOUNTER

In this section you can find details on the first encounter in the adventure, which takes place on the road to Pinewood, known as Bramble Pass. An image of Bramble Pass is shown on page 13.

Below is a small extract you can read out to your players to help set the scene. For the best results, the party should arrive at the Bramble Pass late into the evening, when the sun is beginning to set.

Introduction to Encounter

Small branches snap underfoot as you continue down the muddy path to Pinewood, flickering lanterns helping to guide your way. The trees either side of you rise up toward the sky like vast towers of wood, their branches intertwining, forming a dense canopy that bathes the forest in a dim, greenish light.

You feel a cold wind brush against you as a thick mist begins to settle beyond the dull bridalway.

Your pace slows, leaves littering the floor cracking slightly, with gentle, barely audible pops. You glance around the pass, seeing the low hedges vanish as the fog creeps ever closer.

You stop, drawing your weapons carefully as you see the sickly yellow eyes of a humanoid figure staring at you from within the grey haze. Unmoving, unflinching, the figure stares, it's form covered under the unsettling green light. Suddenly, it unleashes a harrowing scream and skitters across the ground towards you!

The Combat

During this combat, the creature will choose one player character it deems most susceptible to either fear or joy and attach themselves to that character for the duration of the adventure. When encountering the creature again in later chapters or random events, the creature will always choose to target that character first, unless there is no viable way to do so.

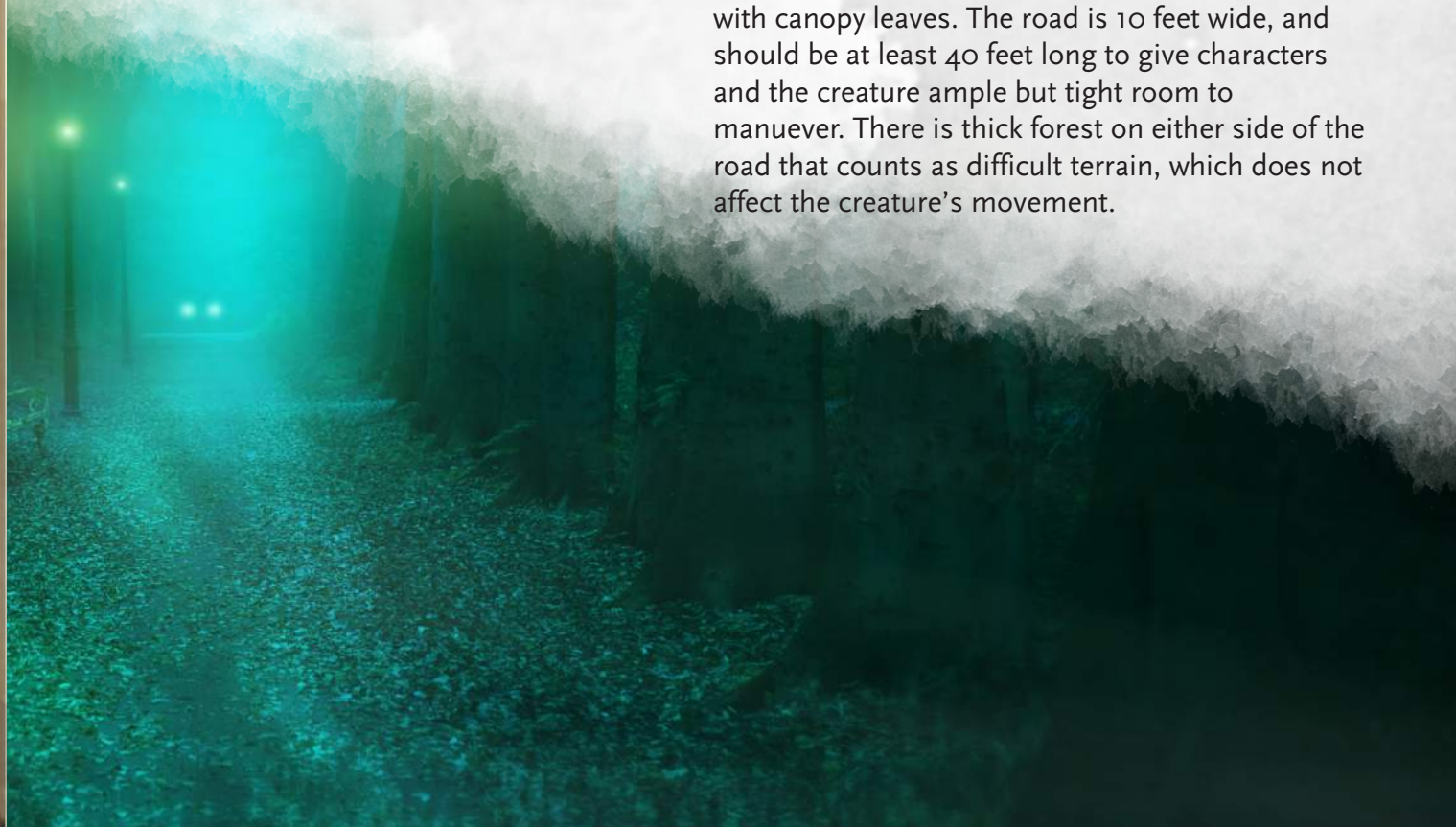
During this combat, the creature will focus on one creature at a time, and attempt where possible, to drag them off the Bramble Pass and into the grey fog.

If the creature successfully reduces a character to 0 hit points, it will drag them away into the grey fog before leaving them stable. If the party reduce the creature to 0 hit points, instead of dying it will retreat, disappearing into the grey fog or clambering rapidly into the treeline and vanishing from sight.

Note: If a spell or other effect would kill the creature or banish it to another plane of existence, it will remain dead for 2 days before reappearing in the forests around Pinewood. The creature can only be completely defeated by killing it with a weapon coated in Midnight's Bloom, which the character's will discover when encountering Synthia later in the adventure.

Encounter Battle Map

This encounter takes place on a dirt road covered with canopy leaves. The road is 10 feet wide, and should be at least 40 feet long to give characters and the creature ample but tight room to maneuver. There is thick forest on either side of the road that counts as difficult terrain, which does not affect the creature's movement.



THE GREY FOG

The mysterious grey fog that surrounds Pinewood at night is a magical fog of madness. Creatures who spend more than ten minutes within the fog and breathing it in without magical protection must succeed on a DC 15 Charisma saving throw or suffer a level of **short term madness** (DMG, pg 259) that lasts for 1 minute. For each additional hour a creature remains in the fog without a level of short term madness, they must make another saving throw, with the DC increasing by increments of 5, to a maximum of 30.

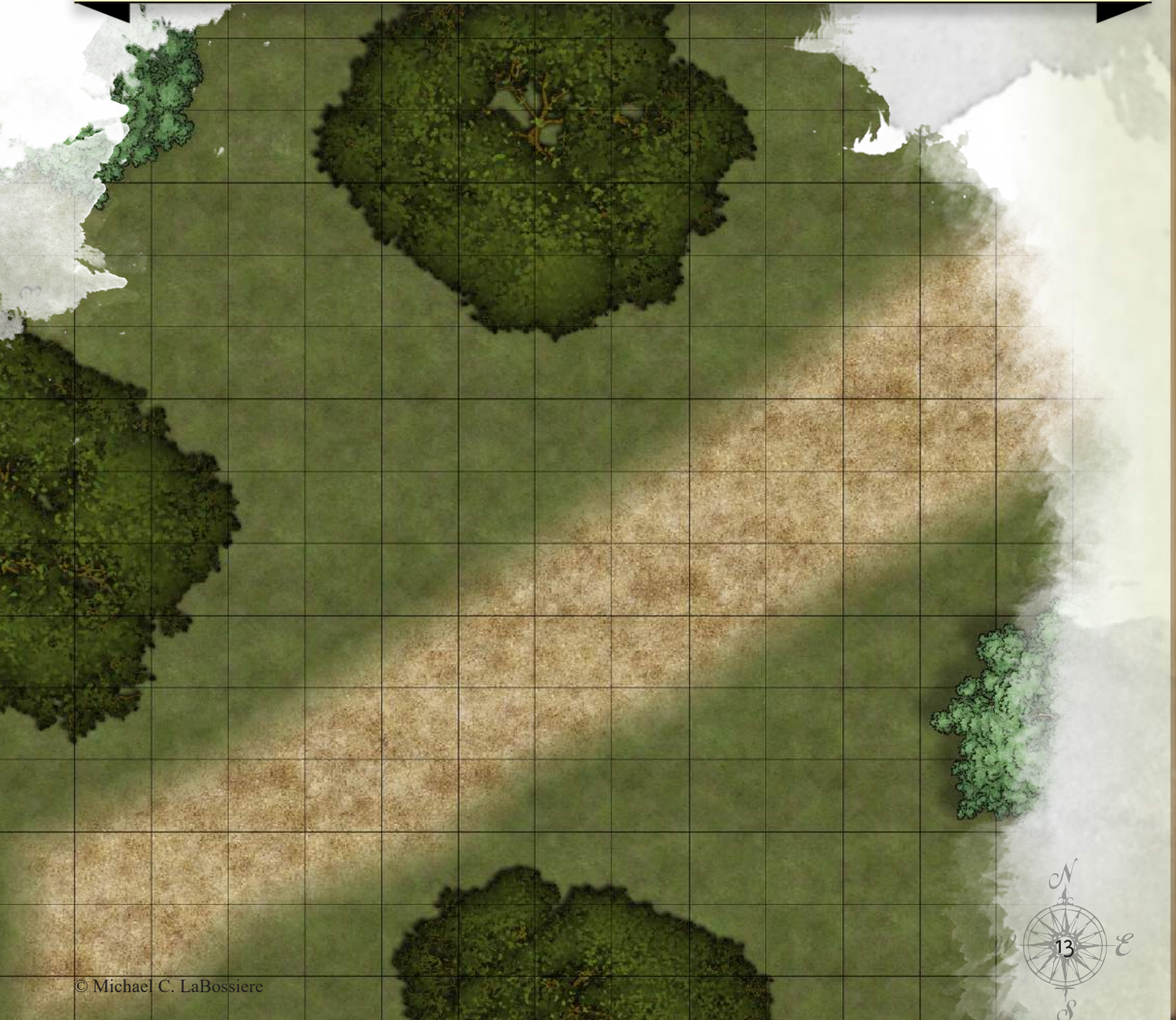
The fog borders the Shadowfell and to an extension, Pandemonium, and infuses creatures that remain within it for too long with elements of the maddening magic that lies there. If a creature with an intelligence of 6 or higher spends more than 6 hours within the fog at any given time, it immediately becomes afflicted with indefinite madness. The Creature is immune to the effects of the Grey Fog.

ENCOUNTERING CREATURES IN THE GREY FOG

Creatures with an intelligence of 5 or lower, such as beasts, are transformed into twisted monstrosities of their former selves, and crave only the minds of those not afflicted with madness. When encountering a beast or creature from within the fog, that creature uses its ordinary stat block, but changes its type to Monstrosity, and deals an additional 2d6 cold or necrotic damage on a hit, depending on whether they have been afflicted with more traits from Shadowfell (necrotic) or Pandemonium (cold).

BATTLING THE GREY FOG

Though it originates from multiple areas of the forest at once, the fog cannot cross or exist within 5 feet of fresh water magical or otherwise, and as such cannot cross the river surrounding Pinewood. If water is spread on the ground near the fog, the fog will remain 5 ft away from the area for 1 minute or until the water dries, or evaporates, whichever comes first.



CHAPTER 2: THE HUNTRESS

This chapter outlines the meeting the players have with Synthia the Huntress. At this point, the players should have reached Pinewood, and settled down in a tavern somewhere to recover from their encounter or glean more information about the creature.

Below is a small extract you can read out to your players, or simply use as reference material for the introduction of Synthia.

Introduction to Chapter 2

As you settle on one of the many tables crammed into the tavern, you see a woman leaning against the bar, her eyes gazing in your direction. She taps the sword on her belt, adjusting it slightly, and heads over to meet you.

Pulling up a chair, she places herself unceremoniously at the table, and signals the barmaid for a mead.

Looking at you up and down, she takes a swig from her hip flask and fixes you with a steely stare.

"I've seen that look before. Once. You've seen it haven't you? I could use someone of your talent to help me out, if your interested."

She takes another swig from her flask as the barmaid returns with the mead, and pushes the drink towards you.

"The name's Synthia. And I get the feeling I'm hunting what you just met."

Discussing the Creature

If the party express their interest in learning more about the creature, Synthia will explain to them that she has been hunting the creature for the past week. She lost the trail a couple of weeks before, but managed to pick it back up again after hearing about the festival here and coming to check it out. She will inform the group that the creature appears to be attracted to joy and fear in equal measure, and whatever it is, it seems to be able to change its shape to blend in with its surroundings. She's tried to kill it before with another group, but only recently discovered that the creature is only vulnerable to a particular type of plant, known as **Midnight's Bloom (App A)**.

She will also explain to the group that the creature has a tendency to obsess over a particular individual, hunting them relentlessly until they manage to consume them. The creature's target will suffer strange nightmares when sleeping, and marks will begin to appear on their skin. It will be at this point the player character chosen by the creature will notice such markings on the palms of their hands.



Midnight's Bloom

Midnight's Bloom is a mystical flower with a pinkish hue. The flower only blooms under the light of the moon while rooted and within the Grey Fog, between the hours of 10pm to 4am. Harvesting the plant while it is not in bloom prevents it from blooming in the future.

The flower grows around an hour's walk from the Pinewood, main gates, in the deeper recesses of the forest. It can mostly be found in small clumps of between five and ten flowers, near the base of moss-coated trees.

Midnight's Bloom can be located with a successful DC 15 Intelligence (Nature) check, made with advantage if the searching character has any additional proficiencies with botanical tools. Each flower takes 1 minute to harvest, and requires a successful DC 17 Wisdom (Survival) check.

A failed check results in the flower being lost. A successful check yields 1 gram of Bloom Pollen. Synthia will require 10 grams of Bloom Pollen in order to coat a single weapon effectively enough for it to harm the creature.



A creature can coat a weapon using a 10 gram bag of Midnight Bloom as a bonus action on their turn. The coating lasts for 1 minute before flaking off.

A Hunter's Lament

Synthia will explain that she cannot venture out into the fog alone as it is too dangerous, and also explain the threat of other twisted creatures that reside in the mists.

She will request the party help her hunt this creature that has eluded her for so long, especially as it's next target could well be the marked character, and that the creature will not rest until it eventually has them in it's grasp.

As an additional reward, she will present the party with free travel and guidance to anywhere they require within the region, and offer a collection of **3 precious gemstones (Crystals of Power, App A.)** that pulse with a mystical energy, worth 1,200gp each if sold to an interested trader.

She will also offer her services in a future endeavour, should she survive this hunt and the players require her assistance.

Rest and Prepare

Synthia will cover the costs of the party staying at the tavern for the night, and give them a day to prepare before setting out beyond the walls of Pinewood. This gives the characters an opportunity for a long rest and to plan their next move.

You should take this opportunity to roll on the **Creature Event table** in Appendix B to see what the creature does that night, and how it might affect the marked party member.



CHAPTER 3: BEYOND THE WALL

This chapter outlines the second encounter in the adventure and the journey beyond the wall, into the forests surrounding Pinewood.

During this chapter, the festival in Pinewood will be extremely busy, and the **village guards (LG, MM pg 347)** will be on high alert for signs of mischief.

The group will not be allowed outside after nightfall (around 8pm), should they attempt to leave through the main gates, or in sight of the village guard.

Below is a short introduction you can use to set the tone once the characters cross the river, enter the forest, and the Grey Fog begins the creep across the landscape.

Introduction to Chapter 3

You feel the familiar crunch of canopy leaves beneath your feet as you trudge through the forest undergrowth. A rush of cold, biting wind around your feet gives you the sudden feeling of plunging into icy water. You look down to see a thin layer of grey fog drifting lazily atop the muddy earth. You hear a faint, garbled scream in the distance. Could it be from the festival, or perhaps further beyond the thick fog now rising above your feet? The canopy thickens, creating thin streaks of moonlight and peppering the forest in deep patches of darkness. You steel yourself as the haze rises above your head, and march on, eager to complete your task before the freezing fog swallows you whole.

SETTING FOOT BEYOND THE WALL

Traversing the Grey Fog is not an easy task. Strange whispers can be heard within the mist, while screeches and cackles permeate the air above. While in the forest, unless the characters find a way to disperse the fog in front of them, the area is considered difficult terrain, and is heavily obscured. Light on the woodland floor is sparse, with the forest canopy blocking much of the moonlight from passing through and illuminating the ground below. This leads to small pockets of light appearing and disappearing at random intervals throughout the night. You can roll on the table below at random intervals during this chapter to define the level of light available to the party as they persist through the woods.

Light Level

D4	Level	Description
----	-------	-------------

1	None	The forest becomes pitch black as the canopy blocks all moonlight.
2	Dim	The area is bathed in dim light, which casts obscure shadows in the fog.
3	Normal	There is enough light for the group to see normally, and the fog no longer counts as difficult terrain.
4	Bright	Moonlight bathes this area in a bright light. The fog only lightly obscures the groups vision and doesn't count as difficult terrain.

Navigating the Fog

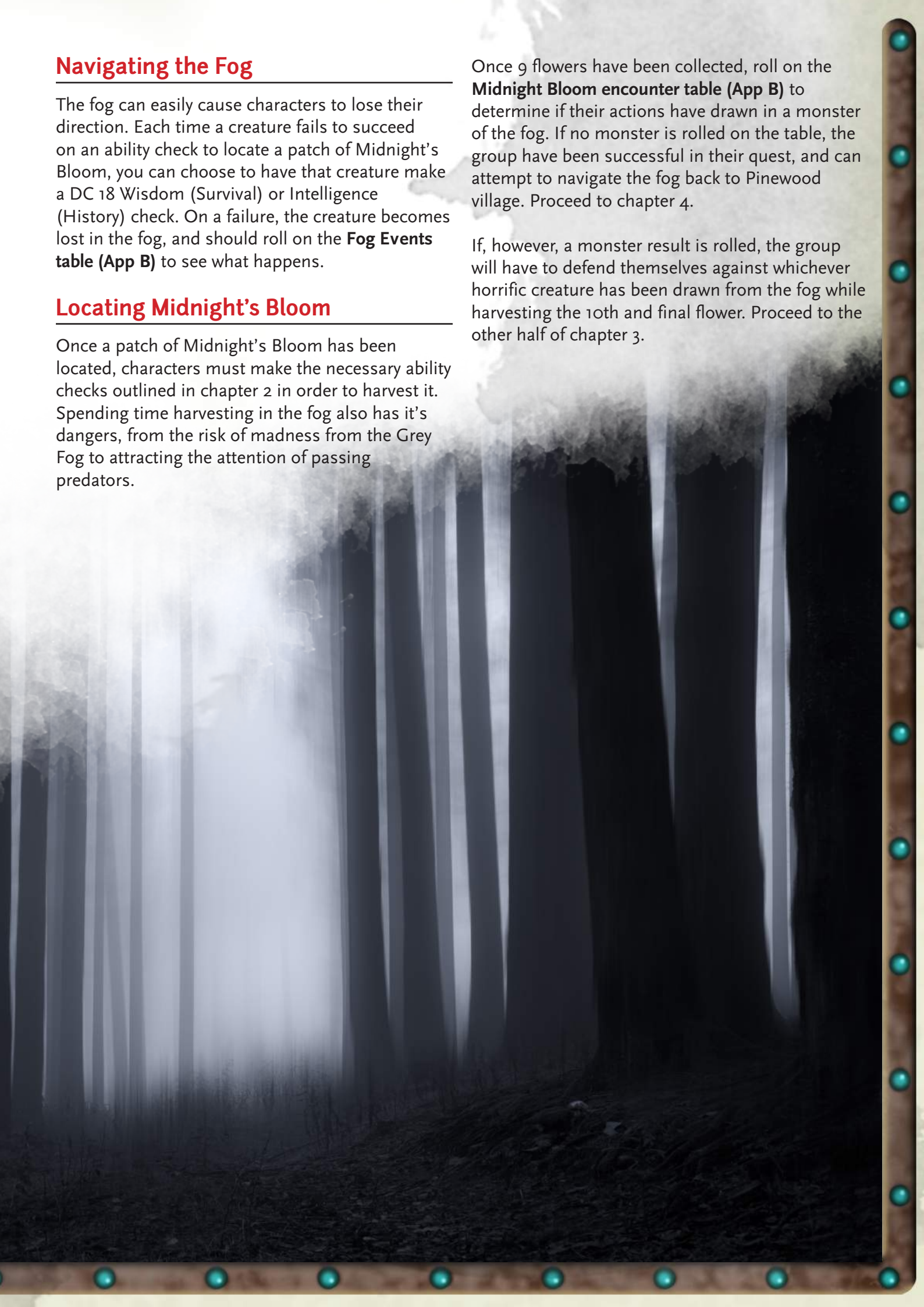
The fog can easily cause characters to lose their direction. Each time a creature fails to succeed on an ability check to locate a patch of Midnight's Bloom, you can choose to have that creature make a DC 18 Wisdom (Survival) or Intelligence (History) check. On a failure, the creature becomes lost in the fog, and should roll on the **Fog Events table (App B)** to see what happens.

Locating Midnight's Bloom

Once a patch of Midnight's Bloom has been located, characters must make the necessary ability checks outlined in chapter 2 in order to harvest it. Spending time harvesting in the fog also has its dangers, from the risk of madness from the Grey Fog to attracting the attention of passing predators.

Once 9 flowers have been collected, roll on the **Midnight Bloom encounter table (App B)** to determine if their actions have drawn in a monster of the fog. If no monster is rolled on the table, the group have been successful in their quest, and can attempt to navigate the fog back to Pinewood village. Proceed to chapter 4.

If, however, a monster result is rolled, the group will have to defend themselves against whichever horrific creature has been drawn from the fog while harvesting the 10th and final flower. Proceed to the other half of chapter 3.



AMBUSH IN THE GREY FOG

This part of chapter 3 outlines the potential encounter the group may come across while harvesting the 10th Midnight's Bloom. The Midnight's Bloom encounter table offers a potential of six different events - one of which is another attack from the creature itself. Below are two separate descriptions you can use to help establish the introduction of the encounter. One has been written for the creature, while the other has been written for any other monster the group might face instead.

Note: It is important when engaging in this encounter to keep track of the state of the light level. Once during the encounter, it is advised to roll again on the Light Level table in order to keep the combat more interesting and unpredictable.

Also keep in mind that by now the creature will have probably fed on at least one individual, if not more, so remember to keep track of the creature's new traits or abilities to keep your party on their toes.

Introduction 1: The Creature Attacks

As you begin the careful process of harvesting the final flower, you hear a garbled cackle emanate from the mists. You wheel around just in time to see the horrific form of the creature streak out from the fog, its eyes wide with hunger and its mouth caked with bloody chunks of a recent meal. It emits a giggling shriek before lunging toward you, ready to feast on your flesh!

Introduction 2: A Monster Emerges

You strip the excess leaves from the final Midnight's Bloom, and, using a small blade, reach in to begin removing its black pollen. The snap of branches beyond the thick grey mist makes you stall for a moment, before a menacing growl sends you lunging for cover just in time. A horrific beast bursts forth from the mists, bounding towards you with a mad hunger in its eyes.

Encounter Mechanics: The Creature

If the encounter involves the creature, its primary focus should be on either the character harvesting the final flower, or on the flower itself. For the purpose of this encounter, the flower is treated as a plant, with an AC of 15 and 20 hit points. The creature makes attack rolls against the plant with disadvantage, and takes 2d6 acid damage each time it successfully hits it. If the flower is destroyed, the creature will turn its attention to the marked character, and attempt to kill them, dragging their corpse away into the fog to devour in safety.



If the creature is reduced to 0 hit points or otherwise defeated, it will retreat again back into the fog and vanish. If it instead killed, it will regenerate in 1d4 hours.

Note: A particularly observant player might realize that at this point, if the creature is killed in front of them (such as with a spell that would kill it outright, or with decapitation, for example), they will have enough Midnight's Bloom to kill it for good, and could finish the creature off right here and now.

This is a completely acceptable end to the adventure, though unlikely, and as such the ingenuity or clever observation of the players should be rewarded and praised.

Encounter Mechanics: Other Monsters

If the encounter instead involves a different monster, or pack of creatures, simply treat the encounter as you would any other, but with the creatures involved actively avoiding the marked character, and instead choosing more vulnerable targets.

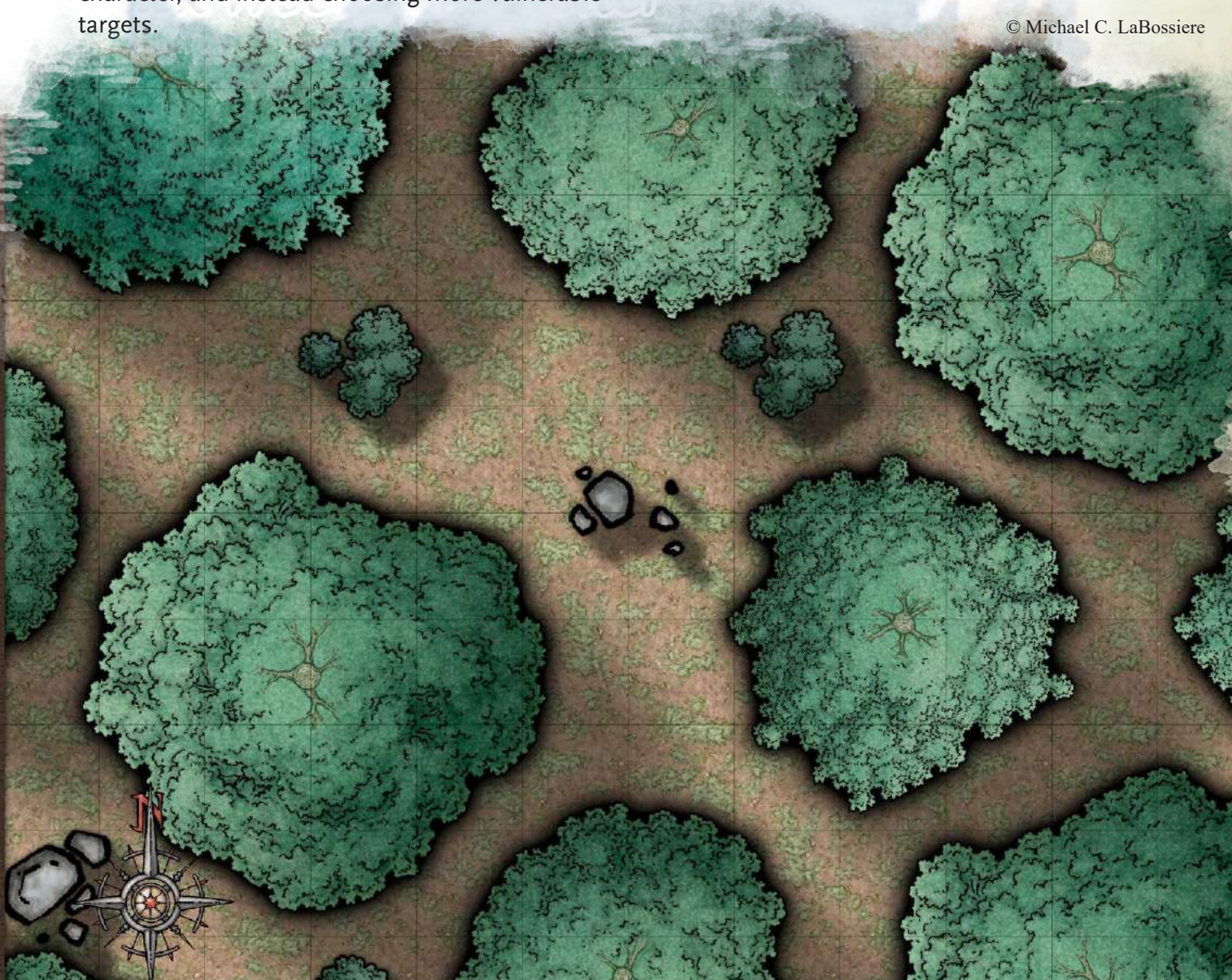
These creatures will have the sole focus of killing a character and dragging them away into the mists to consume them. If a character dies or is noticeably vulnerable, creatures are far more likely to make use of the opportunity and attack them.

Note: These tactics can mean creatures that would normally be distributed evenly among combatants for balance may not follow the conventional rules, and as such potentially increases the chance for a character death. This is intentional, and is designed to increase tension and promote strong party tactics over mindless attacking or dice rolling.

Encounter Battle Map

This encounter should take in the depths of the Pinewood forest. There should be around 15 feet of space between each tree - enough for the characters to move around, but tight enough to make a ranged battle difficult, similar to the map design below, where 1 square = 5 feet.

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CHAPTER 4: AN UNLUCKY VICTIM

This chapter introduces the characters to Mirigad and Usaliti, two members of the circus currently passing through Pinewood. After returning with the Midnight's Bloom, the party (aside from the marked character) will have the opportunity to rest, and spend the following day planning their next move. During this time, they will hear people speak of some sort of accident that took place at the circus the previous night.

Below is a short paragraph you can use to help set the scene and introduce this chapter to your players, written from the perspective of the marked character as the madness of the creature begins to addle their mind further.

Introduction to Chapter 4

You shudder as the visions slip back into the forefront of your mind. Those ghastly shadows staring at you from within a maddening, grey fog. You wipe the sleep from your eyes, pulling yourself groggily to your feet. You hear the voices whispering everywhere. Incomprehensible gibbering coupled with a bitter chill that leaves your hairs standing on end. You can feel the creature's soft caress on your skin. It's rotting, warm breath across your face. You wheel around, weapon raised, to find nothing but shadows before you. You drop to your knees. Your mind feels weary from lack of sleep; your body exhausted from the previous night's events. The timer runs short. It's coming.

THE MARKED MADNESS

By this point in the adventure, the marked character has been fully tainted by the magic of the creature, and gains the following features:

- The character immediately gains a level of exhaustion, and cannot sleep.
- The character has disadvantage on any saving throws to avoid the creature's fear effects.
- At random intervals, the eyes of a humanoid the character can see appear yellow, but only to that character.

These features remain until the creature is slain, the character dies or the adventure ends. A *Remove Curse* spell cast on the character will suppress the effects for 24 hours.

An Accident at Pinewood Circus

During the day, the characters will be made aware of a terrible accident that took place in the circus tent the night they went to harvest the Midnight's Bloom.

Synthia will suggest the group follow up an investigation into the accident, suspecting the creature may have been involved.

Once the characters arrive at the circus tent, they will see Mirigad discussing the event with two Pinewood guards. He will introduce himself to the party, and beckon them to follow him to a small inn constructed behind the circus tents, which the performers use for rest between shows.

The inn is a small, simplistically designed building with a collection of small beds, a few scattered tables, and an out-house used for storage, as well as a separate kitchen building used by the performers.

Upon reaching the inn, the party will be introduced to a weeping Usaliti, covered in blood. Mirigad will explain Usaliti went into the inn after her performance and found another performer lying dead on the ground, covered in blood, with a monstrous yellow-eyed beast crouched over the body. Upon seeing it she raised the alarm and it fled over the wall and into the forest. The circus is attempting to keep the nature of the event secret from the population for fear of creating a mass panic. The population of Pinewood believe a performer has been injured off stage in a freak accident.

Note: For maximum effect when Usaliti is revealed to be the creature later in the adventure, you should ensure she finds some common ground with a member of your party, and is played like any ordinary frightened commoner. If a particular character expresses an interest in consoling her, use it as an opportunity to add her into the party as a helpful companion.

Bottled Joy

After discussing the event with Mirigad, Synthia will explain to him the characters have agreed to help defeat it, and that the creature appears to have been drawn to Pinewood due to the large influx of joy and happiness the circus provides. Upon learning this, Mirigad will present the group with a small clear bottle, filled with a faint glowing orange liquid. This is Mirigad's **Bottled Joy (App B)**. He explains to the group it is scattered among the crowd during the circus to help maintain the air of excitement through the show, and could perhaps aid in the group's hunt.

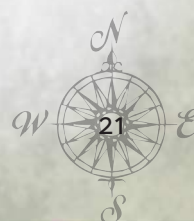
A Plan of Attack

Synthia will suggest luring the creature back to the circus inn with the bottle joy, and ambushing it inside the building, where it cannot escape, though it will fall to the players to decide how they wish to proceed with setting up the ambush. If Usaliti is with them, the creature will know of the character's plans, and will act accordingly, playing along and manipulating the group to try and get the marked character alone for the ambush.

If the creature succeeds, it will counter-ambush the marked character during chapter 5, doing everything it can to kill and consume the character before marking a new target and attempting to steal what is left of the bottled joy.

Note: It is important to remember during the planning that the creature will follow the marked character until it has an opportunity to kill them. This makes the marked character ideal as bait. If used, the scent of the bottled joy will be something the creature cannot resist, regardless of it's intelligence level. It is, after all, addicted and drawn to such an emotion, and will pursue it almost as relentlessly as it will the marked character.

Once the characters have made their preparations, you can proceed to chapter 5.



CHAPTER 5: THE HUNT FINALE

This section outlines the final chapter in the adventure - the final encounter between the characters and creature. There are two separate endings to this adventure. The first ending involves the characters successfully killing the creature, ending it's reign of terror once and for all.

The second ending involved the creature killing the marked character, or managing to escape a final time, after a tense and bloody battle with the player characters.

Each ending has a written epilogue you can read out to your players, found at the end of this chapter.

Below you can find a introduction to the finale you can read or paraphrase to your players to help set the tone for the encounter.

Introduction to Chapter 5

You breathe in the clear night air as your heart pounds in your chest. The distant thrum of the festival echoes across the flagstones, stained red with blood. A solitary pair of yellow eyes gaze across the bustling crowds with a malevolent hunger, barely able to suppress a chattering giggle of excitement. It was time.

ENCOUNTER DETAILS

This encounter can be approached in a multitude of ways, depending on the ambush established by the players in chapter 4. If the creature has not been discovered as Usaliti and has been included in the ambush planning, it will remain polymorphed as Usaliti until it has the opportunity to strike the marked character in the back, revealing itself to the rest of the party as it does so.

If, however, the creature has not taken the form of Usaliti, and is not aware of the ambush, it will assume the form of a commoner of Pinewood, electing to hunt in the area around the circus inn.

Depending on its level of intelligence at this stage in the

adventure, it will hunt differently:

Primal: If the creature has an intelligence of 17 or lower, it remains hunting in a more feral state, enticing a festivalgoer or drunkard into the shadows of the tavern before savaging them.

Apex: If the creature has an Intelligence of 18 and higher, it will hunt with caution, making the attack appear as an accident, or remaining hidden for as long as possible while it ensures its target cannot escape, and the attack will not leave a trail behind. In addition, the creature cannot be surprised.

An Evasive and Fearsome Opponent

During this encounter, the creature should make use of all areas of the inn, including climbing onto



the roof or hiding in the rafters, jumping through open windows and throwing furniture and objects towards the characters to make the encounter as difficult as possible. If the creature has an Intelligence of 18 or higher, it will also remember tactics used on it in previous combats, and adapt against them. For example, if the wizard used Fireball to great effect in previous encounters, it might decide to target the wizard first, hide out of sight of the spell, or even ensure there is an ally of the wizard's nearby it that would risk being harmed by the spell.

The creature may ignore the enraged barbarian, knowing it has little chance of harming it, and instead focus on the cleric, having an understanding that the magic it displayed in previous encounters may have helped improve the party's chances of victory.

The Battle Map

An example of the inn layout is shown below. Unlike other encounters in the adventure, this area should be large enough for all characters and NPCs to move around freely, and have a number of items or objects the creature can use to its advantage,

such as furniture, rafters, crates and windows the creature could escape from. The map should be at least 100 feet square, and have 3 separate buildings that make up the circus inn.

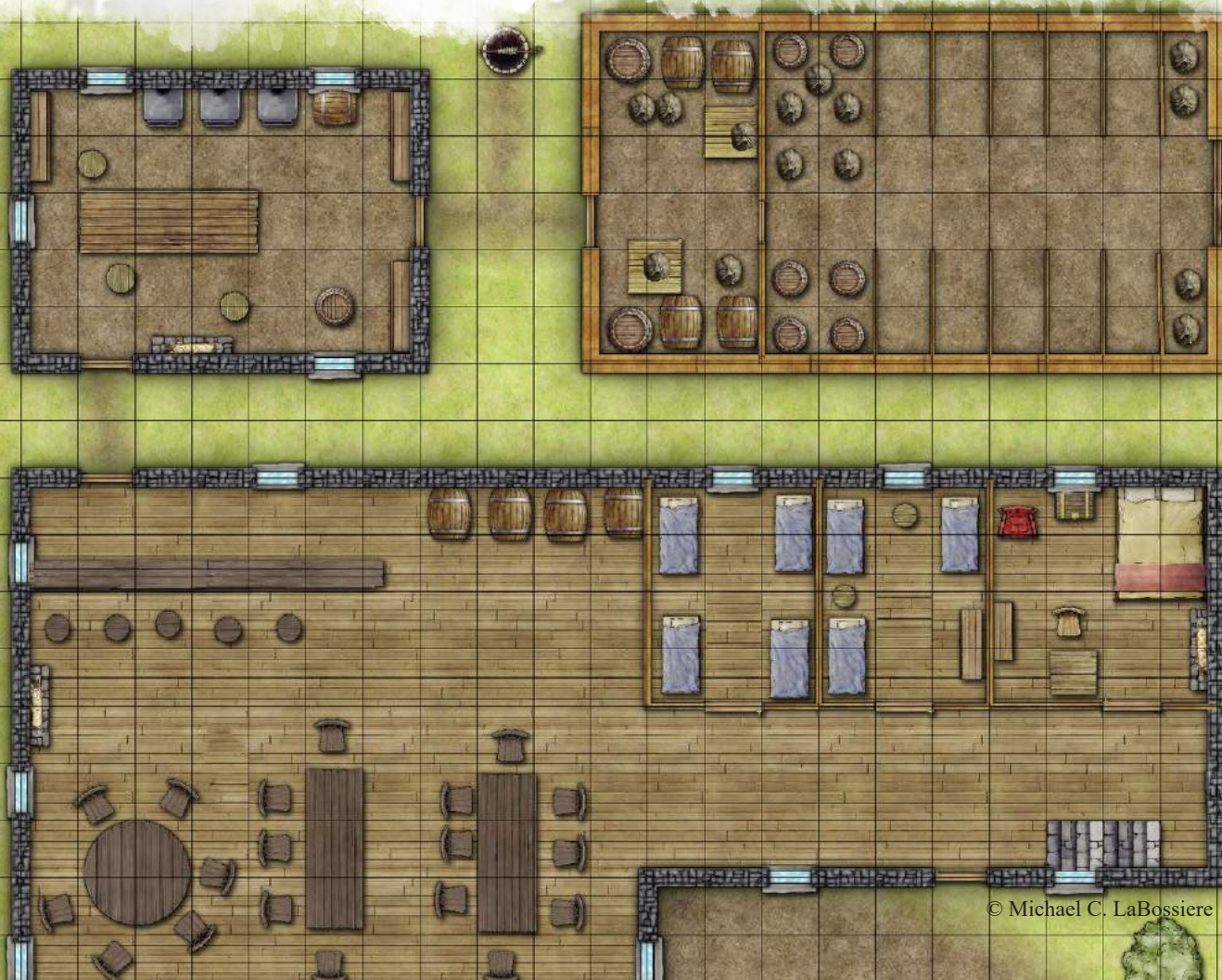
Defeating The Creature

If the characters manage to halt the creature's regeneration feature and reduce it to 0 hit points, it dies, cannot be revived, and the adventure ends. Proceed to read Epilogue 1.

The creature will actively try to avoid any character using a weapon touched with Moonlight's Bloom, and will attempt to flee if it has 20 hit points or fewer remaining.

For the creature to emerge victorious, it must kill and devour the marked character, and then escape into the crowds within Pinewood. Once in the crowd, it must make a Dexterity (Stealth) check versus the character's passive or active Wisdom (Perception) checks. On a success, it vanishes into the crowd, and the adventure ends.

On a failure, the characters will have one final opportunity to attack and kill the creature as they give chase through the village, before it reaches



and climbs over the nearest wall. Once it climbs over the wall, it leaps into the river and vanishes, and the adventure ends.

Proceed to read Epilogue 2.

EPILOGUE 1

The creature shrieks as it falls to the ground, its body writhing and contorting in a desperate gambit to stay alive. Its face twists into a screaming maw before vomiting chunks of bloodied bile onto the ground before you. It lunges forward, dragging its bloating corpse across the blood soaked ground before collapsing, the life draining from behind its yellowed eyes.

As the horror shudders in its death throes, you feel the shadows lift from around your shoulders. The distant howls grow quieter, and your mind finally begins to rest. You look down at the bubbling mass of festering flesh rapidly dissolving in front of you, and can't help but smile; a small, whispered giggle escaping your lips.

EPILOGUE 2

You shout in anguish as the creature scrambles, bloodied, over the wall. Behind you, the once happy streets are littered with panic and fear. The creature shrieks a mournful cry as you hear an audible crash of flesh against water.

You slam your hand into the dirt, the echoing screams clouding your mind. You were so close.

You pull yourself to your feet, your eyes red with fury and loss. You see the village guard struggle to maintain order as the gates are forced open by the horrified crowd. You turn, seeing the citizens of Pinewood fleeing the village across the bridge; making for the Bramble Pass. As the Grey Fog envelops the fleeing figures, screams of fear become distant howls of pain and suffering, lost in the empty vastness of the cursed mists.

You feel a cold wind bite across your ankles.

Inhaling a sharp breath, you close your eyes, as you hear the creature's dull shriek permeate the air.

It lives.



APPENDIX A

BOTTLED JOY

Wondrous Item, Rare

A small bottle containing a glowing orange liquid that hums with the emotions of joy and happiness. There is enough liquid in the bottle for 3 uses. As an action, you can pour some of the liquid on the ground within 5-feet of you. Each creature in a 30-foot radius sphere from that point that doesn't have their face covered must succeed on a DC 15 Constitution saving throw or become charmed and friendly to all creatures for 1 minute. The Creature cannot resist the draw of such raw emotion, but is otherwise unaffected by it.

MIDNIGHT'S BLOOM

Wondrous Item, Uncommon

A blue-tinted flower that only blooms when in moonlight and within the Grey Fog. Its petals have a pinkish hue, and once picked it dies within 1d4 hours. The plant will not bloom if picked, and must be harvested while it remains rooted. Each bloomed plant yields 1 gram of pollen, which remains potent and usable for 1d4 days. As an action, you can inhale the pollen to gain the following features, which last for 1 minute:

- You become afflicted with long term madness, re rolling results of 96-100.
- You have advantage on saving throws against spells and other magical effects.
- You cannot be frightened.

THE CREATURE

Medium monstrosity (shapechanger), chaotic evil

Armor Class 18 (natural armor)

Hit Points 170 (20d8 + 80)

Speed 50 ft. climb 30ft

STR	DEX	CON	INT	WIS	CHA
19 (+4)	17 (+3)	19 (+4)	15 (+2)	14 (+2)	14 (+2)

Saving Throws Int +7, Wis +7

Skills Athletics +9, Deception +7, Perception +12
Performance +7

Damage Immunities poison

Condition Immunities charmed, frightened, poisoned

Senses passive Perception 22

Languages Understands common, but can speak only mimicked laughter or screams from devoured victims.

Challenge 13 (10,000 XP)

Adapting Form. Each time the creature devours a target, it gains one random trait from the creature adaptation table, and increases its Intelligence score by 1, to a maximum of 22. For every 2 traits the creature gains in this way, its Challenge Rating increases by 1.

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

Regeneration. The creature regains 10 hit points at the start of its turn. If the creature takes damage from a weapon coated with Midnight's Bloom, it cannot regenerate hit points using this feature until the start of its following turn.

Night Stalker. While in dim light or darkness, the creature can take the hide action as a bonus action.

Shapechange. The creature can use its action to polymorph into a small or medium humanoid it has recently devoured. Its statistics, other than its size, are the same in each form. Any equipment it is wearing or carrying isn't transformed. It reverts to its true form if it dies.

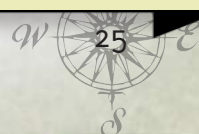
Actions

Multiattack. The creature can use its Frightful Presence. It then makes three attacks with its claws.

Claws. *Melee Weapon Attack:* +9 to hit, reach 5ft., one target.
Hit: 18 (4d6+4) slashing damage. If the target is medium or smaller, it is also grappled (escape DC 17), and the creature can't grapple another target until this grapple ends.

Frightful Presence. Each creature of the creature's choice within 120 feet of it and aware of it must succeed on a DC 17 Wisdom saving throw or become frightened for 1 minute. A frightened creature can repeat the saving throw at the end of each of its turns, with disadvantage if the creature is within line of sight, ending the effect on itself on a success. If a creature's saving throw is successful or the effect ends for it, the creature is immune to the creature's Frightful Presence for 8 hours.

Devour (1/Day) . The creature spends its action to devour the flesh of one dead humanoid it can see within 5 feet of it. The target's internal organs are consumed, and it can only be revived with magic using a spell-slot of 5th level or higher, such as the *Reincarnate* spell, or *Revivify* cast at 5th level.



Creature Adaptation Table

D12	Trait	Description
1	Aggressive Attacker	As a bonus action, the creature can move up to its speed toward a hostile creature it can see.
2	Ambusher	The creature has advantage on attack rolls against any creature it has surprised.
3	Adrenaline Surge	If the creature is subjected to an effect that allows it to make a saving throw to only take half damage, it instead takes no damage if it succeeds on the saving throw, and only half damage if it fails.
4	Fear Lover	The creature has advantage on melee attack rolls against any creature under the effects of the frightened condition.
5	Hard to Catch	The creature can take the Disengage action as a bonus action on its turn.
6	Rapid Regeneration	The creature's Regeneration trait grants it 15 hit points instead of 10.
7	Apex Hunter	The creature can turn invisible as an action or bonus action.
8	Relentless	Once per long rest, when the creature is reduced to 0 hit points, it can make a Constitution saving throw with a DC equal to half the damage dealt or 10, whichever is higher. On a successful save, it drops to 1 hit point instead.
9	Powerful Strikes	The creature's damage die becomes a D10. This trait increases it's CR by 1 immediately.
10	Alluring Presence	The creature can use an action to force one creature it can see within 10 feet of it to make a DC 17 Wisdom saving throw. A target hostile to the creature make this save with advantage. On a failed save, the target is charmed by the creature for 1 hour. This effect ends early if the target takes damage from another creature.
11	Winged Predator	The creature sprouts a pair of leathery wings, gaining a flight speed of 30 feet.
12	Death Blow	If a creature hits a target that is surprised, that attack is a critical hit. This trait increases it's CR by 1 immediately.

CRYSTALS OF POWER

Wondrous Item, Rare (requires attunement)

These hand-sized crystals can be found in a variety of colours, and are known to grow in areas where the borders between the Planes of Existence are thinnest. Care must be taken when harvesting such a find, lest the crystal be stripped of its planar power. A creature attuned to a Crystal of Power gains a +1 bonus to a particular ability score, denoted by the crystal's colour. In addition, once per long rest, the creature can spend a bonus action to draw a surge of power from the crystal, granting them resistance to the damage type associated with it for 1 hour.

Plane	Colour	Ability Score	Damage Type
Fire	Carnelian	Strength	Fire
Air	Quartz	Dexterity	Radiant
Earth	Tiger's Eye	Constitution	Lightning
Water	Aquamarine	Intelligence	Cold
Feywild	Nephrite	Wisdom	Poison
Shadowfell	Onyx	Charisma	Necrotic
Ethereal	Moonstone	Any	Psychic



APPENDIX B

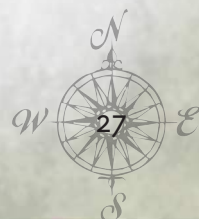
The Creature Events Table

This table can be used once per day to work out how well the creature is doing in comparison to the adventurers. While the adventurers continue their side of the adventure, the creature will continue to hunt and kill in order to survive and adapt. The

Creature Events Table

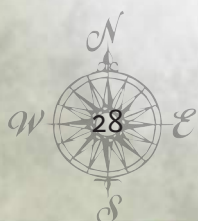
D6	Trait	Description
1	A Failed Hunt	The creature does not manage to feed, and struggles . Roll twice on this table on the following day and take the lower result. The marked character sleeps more soundly than usual that night, but awakes hungry the following day.
2	Marginal Success	The creature hunts a creature in the Pinewood forest. It is sated for now, but it is not large enough for it to gain a trait. The marked character twists in their sleep, haunted by nightmares of being lost in the Grey Fog.
3	Satisfying Meal	The creature successfully kills and consumes an unfortunate festivalgoer. It gains +1 Intelligence and one new trait from the Creature Adaptation Table. The marked character awakes that night laughing wildly, before vomiting and retching, as if having consumed raw meat.
4	Narrow Escape.	The creature attempts to attack someone disguised as a guard, but their victim fights back and manages to flee. The creature does not feed that night, but becomes filled with hunger and determination. Roll twice on this table the following day and take the higher result. The marked character wakes screaming in a cold sweat, and becomes convinced for the next ten minutes that something was chasing them, though luckily, they escaped its grasp.
5	Bloody Surprise	The creature successfully kills and consumes a humanoid foolish enough to sneak out of the village at night, but leaves behind a bloody trail along the Bramble Pass leading off into the forest. It gains +1 Intelligence and one new trait from the Creature Adaptation table. The marked character's dreams that night are plagued with visions of bloodshed and terror. In the morning, they awake to find themselves pointing in the direction of the Bramble Pass.
6	Horrific Hunt	The creature successfully attacks and consumes a commoner within Pinewood, leaving no trace of their corpse behind, before disappearing into the Grey Fog, satisfied and sated. It gains +1 Intelligence and one new trait from the Creature Adaptation table. The marked character will be flooded with horrific nightmares that night, and must succeed on a DC 16 Charisma saving throw or awake giggling and shaking with a level of Indefinite Madness that lasts for the next 8 hours.

events on this table can also affect the marked character in adverse ways, due to the creature's strange curse "binding them together" in a manner. This helps to maintain the party's focus on their next objective, and can also act as a means to inform the players on the creature's adaptation progress.



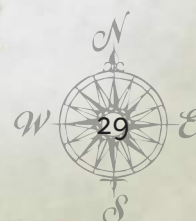
Fog Events Table

D8	Trait	Description
1	Maddening Whispers	The character hears hissing, gibbering whispers in the fog. The character must succeed on a DC 16 Wisdom saving throw or become afflicted with short term madness (DMG, pg 259) for 1d10 minutes. Friendly characters can locate the lost character with a successful DC 15 Wisdom (Perception) check. Once located, they can spend their action to guide the character back to the group.
2	The Lost Boy	The characters spot a young boy, bloodied and frightened, shivering in the fog. The boy is real, but is suffering from long term madness. If the characters leave the boy, he will perish in the fog in 1d4 hours. The boy's mother will be looking for him around the village upon their return. If he is returned safely, she will thank the group by providing them safe food and shelter for the night, which prevents any roll on the Random Event table from occurring that night.
3	Dangerous Ditches	The character slips on a damp patch of moss, and must make a Dexterity saving throw. On a success, the character falls prone and takes 2d6 bludgeoning damage. On a failed save, the character falls into a steep ditch covered with eldritch, grasping vines, taking 5d6 piercing damage and becoming restrained by the vines until another creature spends their action to free them, or they break the vines by succeeding on a DC 15 Strength (Athletics) check.
4	A Savage Beast	A mutated black bear (MM, pg 318) lunges from the fog and attacks the lost character. The bear makes its attack rolls with advantage, and deals an additional 4 (1d6) necrotic damage on a hit.
5	Frozen Mists	The Grey Fog drops in temperature around the character. That character must succeed on a DC 16 Constitution saving throw, taking 5d6 cold damage on a failed save, or half as much on a success, before staggering back to the group. If this damage would reduce the character to 0 hit points, it freezes, becoming subject to the Petrified condition until exposed to fire for ten minutes, or healed with a <i>Greater Restoration</i> spell or similar magic.
6	Screams of Madness	The character must succeed on a DC 16 Charisma saving throw or become afflicted with short term madness for 1d10 minutes. This experience leaves the character's mind addled for the next hour, causing them to scream at random intervals for the duration.
7	Cannibals in the Fog	The character stumbles onto a partially eaten corpse. If they choose to search the corpse, they will find one Potion of Healing (DMG, pg 188) , and 2gp. Regardless of whether they search the corpse or not, the character is then attacked by a pack of 5 Ghouls (MM, pg 148) . The ghouls appear as red-eyed, giggling commoners, covered in bloody tatters of festival clothes. The Ghouls have a movement speed of 40 feet, and deal an additional 1d6 cold damage on a hit.
8	It Lurks in the Fog	The unfortunate character is attacked by the creature. The creature will strike only at that character, and will retreat into the fog after 2 rounds of combat. If a character is reduced to 0 hit points, the creature will attempt to drag them off to devour within the Grey Fog, but will drop them if the group gives chase.



Midnight Bloom Encounter Table

D10	Trait	Description
1	The Forest is Silent	The group have been lucky - no creatures have been alerted to their presence at this time.
2	They Hunt in Packs	The party attract the attention of a pack of $2d4 + 3$ roving Worgs (MM, pg 341), led by a mangy Dire Wolf (MM, pg 321). The creatures are infected with necrotic magic from the shadowfell. The worgs deal an additional $1d6$ necrotic damage on a hit, and are resistant to necrotic and cold damage. If any character is bleeding, the creatures will focus their attacks on that character first.
3	A Coven of Hunger	The characters are beset by a coven of 6 Grell (MM, pg 172) that ambush the party from above. If a character was on watch, they can spot the Grell ambush by succeeding on a Wisdom (Perception) check versus the Grell's Dexterity (Stealth) check. On a failure, the party will be surprised.
4	The Forest is Silent	The group have been lucky - no creatures have been alerted to their presence at this time.
5	The Creature Strikes	The characters are attacked by the creature!
6	A Buzzing Cloud	The Grey Fog darkens, revealing 25 Swarms of Wasps (MM, 338) that emerges and attacks the party. The Wasps move as a singular entity, taking up a $30\text{ft} \times 30\text{ft}$ area, but otherwise attack and are targeted individually. The swarm is tainted with the madness of Pandemonium. The swarm emits a buzzing that can be heard out to a range of 300 feet. In addition, any creature in a space occupied by the swarm is deafened, and cannot speak, lest their mouths become filled with ravaging insects.
7	The Forest is Silent	The group have been lucky - no creatures have been alerted to their presence at this time.
8	Multi-limbed Horrors	The characters are ambushed by a group of 5 Phase Spiders (MM, pg 334), lurking in the treeline. The final Midnight's Bloom is located within a mess of vines and dead leaves. A successful Intelligence (Investigation) or (Nature) check will reveal an underlying mesh of webbing holding the leaves to the floor, betraying the spider's presence. If the characters do not notice the webbing, when the spiders attack the characters will be surprised.
9	The Creature Strikes	The characters are attacked by the creature!
10	The Forest is Silent	The group have been lucky - no creatures have been alerted to their presence at this time.



The Random Event Table

The table shown below lists a collection of random events you can use to increase the difficulty of the adventure, or simply help keep tension as the creature maintains more of a presence in the character's minds during long rests and down time.

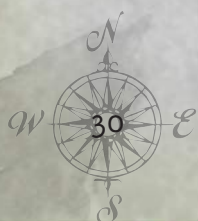
You can roll on this event table whenever the characters choose to take a long rest. The event could take place in the middle of the rest, just as it starts, or just as it finishes. The decision is entirely down to you, though it should be noted that whatever your decision, it should always arrive when

the characters are either not expecting it, or have let their guard down in some way, such as when resting in a tavern or inn. If events 3 or 7 are rolled, the event should only trigger when the party are alone, or when there is the large possibility of no witnesses.

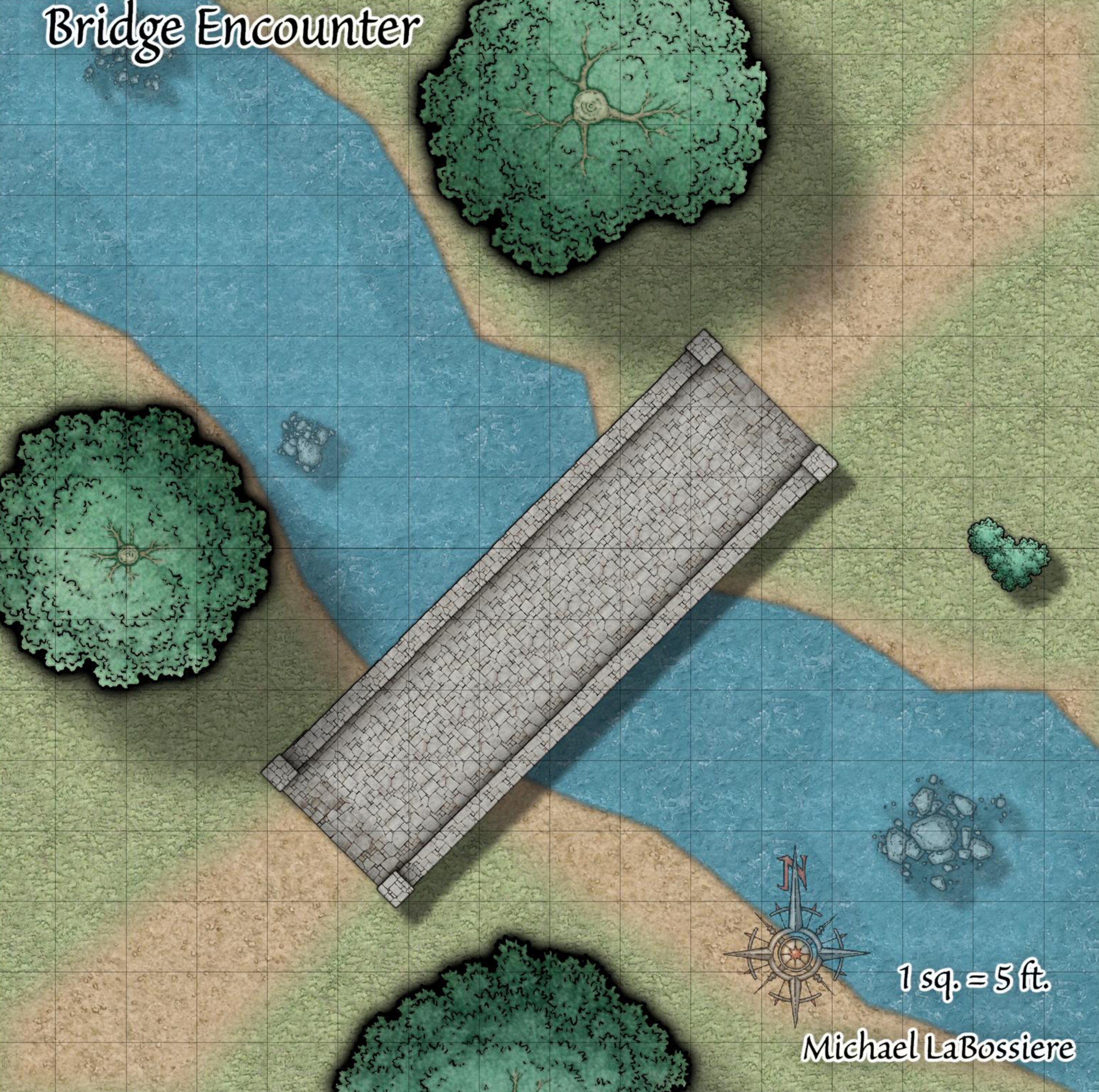
Note: This could potentially lead to a shorter end to the adventure, should the creature attack the party after they have completed chapter 3 and recovered the bag of Midnight's Bloom. If the party manage to defeat the creature using the plant, then simply congratulate your players for their quick thinking or stroke of luck, and proceed to the epilogue at the end of chapter 5.

Random Event Table

D8	Trait	Description
1	Night Howls	Once random character hears chilling howls in the distance. The character must succeed on a DC 16 Wisdom saving throw or suffer 5d6 psychic damage and have disadvantage on perceptions checks that rely on sound for 8 hours, as they become plagued with dissonant howling.
2	Grasping Shadows	The characters are beset by grasping shadows that last for 1 minute. Each character near a shadow must succeed on a DC 16 Charisma saving throw or be unable to regain hit points using hit dice for the next 8 hours.
3	It Comes At Night	The creature manages to sneak into the character's sleeping quarters and attack the marked character, attempting to drag them away from the group before attacking them. Make a Dexterity (Stealth) check for the creature versus the party's highest passive Perception. If it succeeds, it surprises the party when it attacks.
4	Sneaking Silhouettes	One random character must succeed on a DC 16 Intelligence saving throw, or see an illusion of the creature's shadow at random intervals and locations for the next 8 hours.
5	Tremors	One random character finds their breath cold and their body numb as Grey Fog seeps from their skin. They must succeed on a DC 16 Constitution saving throw or take 5d6 cold damage and have disadvantage on all Strength and Dexterity checks they make for the next 8 hours.
6	Fogging Vision	One random character must succeed on a DC 16 Wisdom saving throw or have everything they see be heavily obscured for the next 8 hours, as their eyes become clouded and grey.
7	Shrieking Assault	The creature stalks the marked character and attacks them when their back is turned, striking from the shadows when hidden from sight of other common folk or NPCs.
8	Obsessive	All characters return to their place of rest to find their belongings scattered and their bags missing a small trinket or item of personal value. If the party search the area nearby, they will find the items stuffed into the corpse of an animal or small creature, which shrieks and spasms before vomiting black ichor. Each character must succeed on a DC 16 Constitution saving throw. A character takes 5d6 and becomes poisoned for 8 hours on a failed save, or takes half as much damage as isn't poisoned on a successful one.



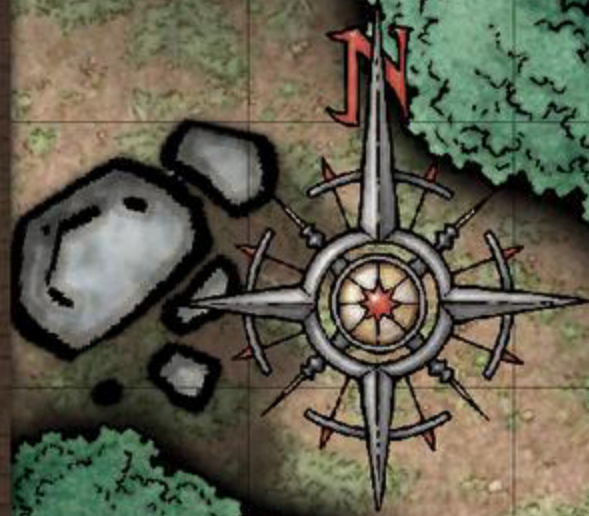
Bridge Encounter



1 sq. = 5 ft.

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Thick Woods Encounter



1 sq. = 5 ft.

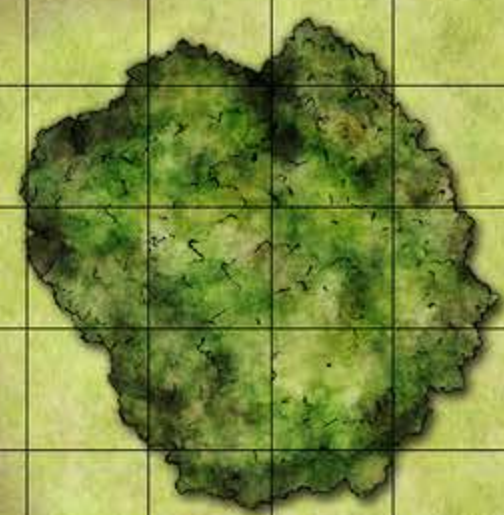
Michael LaBossiere



Inn

First Floor
1 sq. = 5 ft.

Michael LaBossiere



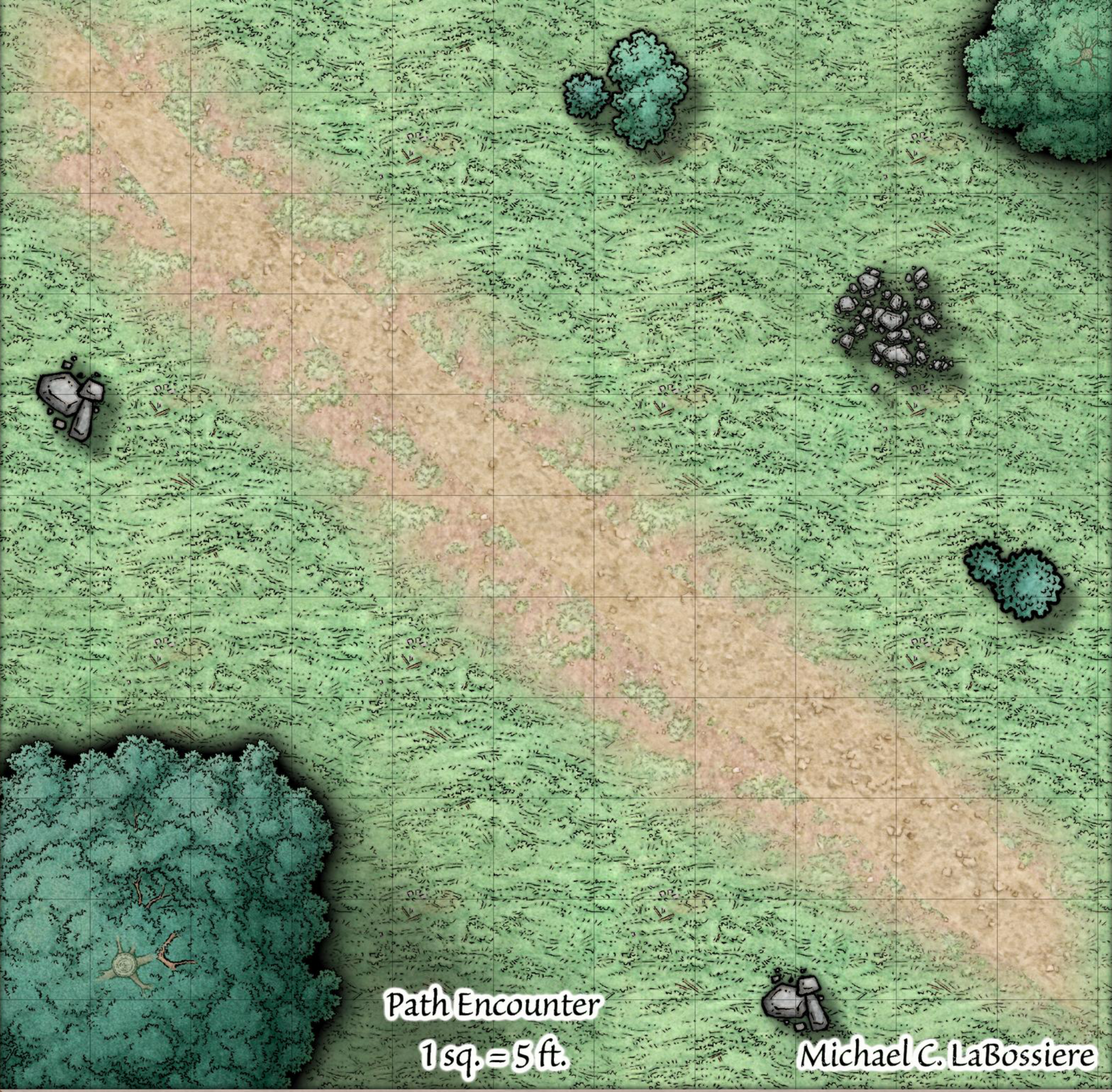
Large Inn

Ground Floor



1 sq. = 5 ft.

Michael C. LaBossiere

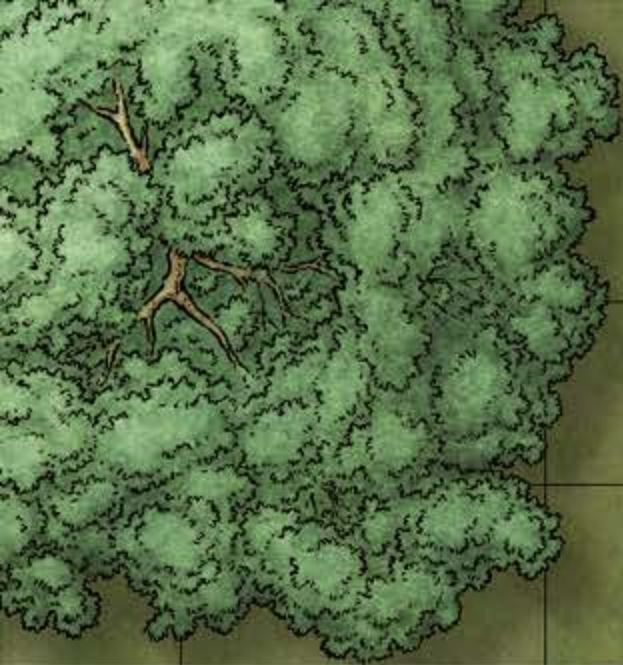
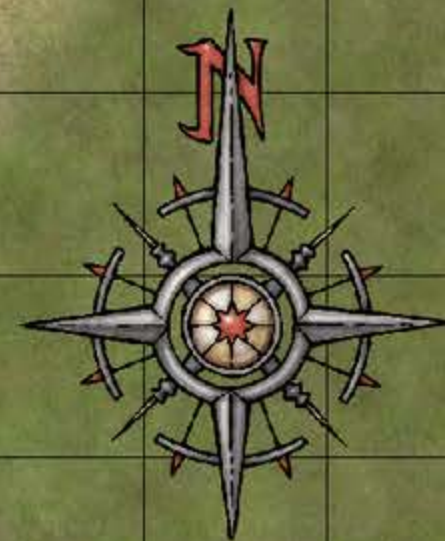


Path Encounter
1 sq. = 5 ft.

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Road Encounter 1 sq. = 5 ft.



2



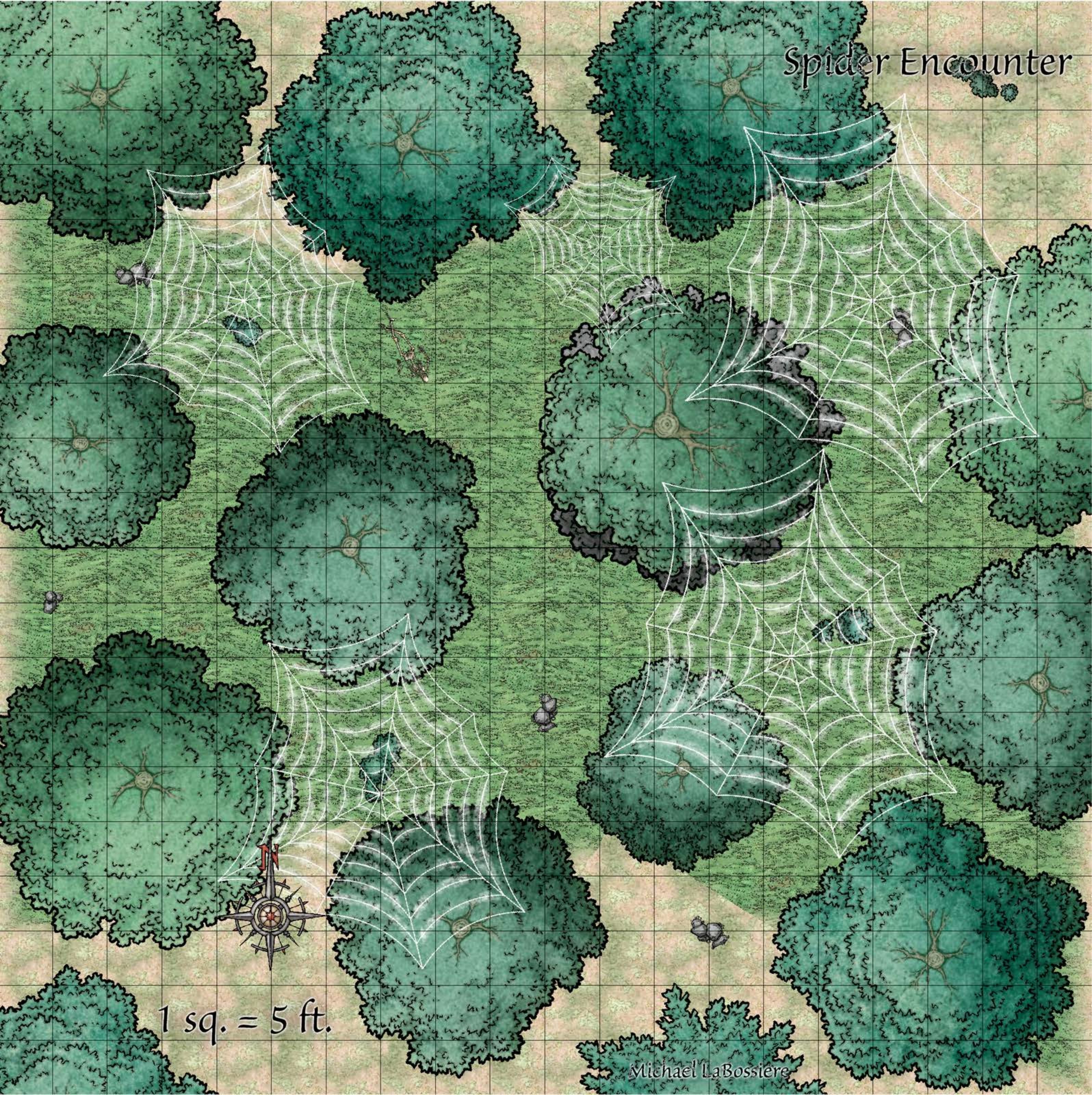
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3



Spider Encounter



1 sq. = 5 ft.

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