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SAPIRIO'S SECRET

by Scott Fitzgerald Gray

"She had gold at her wrists and neck, ready for the taking. Walking some clipped show dog on a leash, proud as you please, but nothing I couldn't deal with. Except then that dog started talking to warn me off as I stepped close. Then it hit me with sleep magic. Last thing I saw of that mutt, it was laughing as I hit the cobbles, just like the city guard were when they woke me."

— Brennan Brighteyes, thief of Yewnyr, on why he swore off robbing nobles known to have done business with Sapirio's Hold

INTRODUCTION

The mages of Sapirio's Hold have a reputation for eccentricity and a love of privacy that sees few folk seek the route to that remote arcane citadel. But when a group of adventurers comes calling, a strange response at the door leaves them wondering what's really going on behind the hold's stone walls — and who might have taken charge of the magic wielded there.

This adventure is designed for a party of **four 3rd-level to 5th-level**

characters, and should provide enough play to fill a **single game session**. For larger or smaller groups, or for characters of higher or lower level, adjust the adventure using the suggestions provided in the "Adjusting the Encounters" section.

This adventure features a few noncombat challenges, including determining what's happened to the mages of Sapirio's Hold and rescuing those who survive. At your discretion, consider awarding experience to the characters for these challenges.

A Single-Session
FIFTH EDITION
Adventure for Characters
of 3rd to 5th Level

**INCLUDES FOUR
NEW MAGIC ITEMS**



ADVENTURE BACKGROUND

The remote mages' enclave known as Sapirio's Hold was named for the legendary transmuter who founded it a decade past. A brilliant scholar and spellcaster with strong connections to the Gracian gentry, Sapirio was known for his breakthroughs in researching ways in which beasts could be permanently imbued with potent magical power. But when he realized that his work had come to the attention of an assassin's guild known for its use of nonhumanoid agents, Sapirio fled the eastern cities, seeking lands where his research could be carried out to more peaceful ends.

The hold where Sapirio eventually set up shop was originally a borderland fortress, abandoned after a tenuous peace descended on the lands around it. The remote track to the citadel is now traveled only by buyers and sellers of magic — particularly those interested in the magically augmented beasts that are the specialty of Sapirio and the mages who study under him.

ANIMAL MAGIC

Sapirio's transmutations build on the magic of the *awaken* spell to grant beasts and vermin advanced intelligence, as well as layering in permanent augmentations to speed, combat prowess, specialized training, and the ability to wield spell-like power. (Though not normally a wizard spell, *awaken* can be cast by the mages of Sapirio's Hold. See the "Final Reward" section at the end of the adventure for more information.)

One recent set of experiments saw Sapirio redirect his signature magic from beasts to vermin — attempting to augment the intelligence of a giant spider, under contract from a dwarf clan seeking reliable and intelligent climbing creatures for use in their mining operations. Unfortunately, the experiment worked a little too well, and its arachnoid subject's advanced intelligence allowed it to observe and learn how the hold's magical augmentation cells were operated.

Left alone at night in the laboratory, the giant spider broke out of its own cage, freed a pack of giant wolf spiders caged for future experiments, and used the magic of the laboratory to augment them. Before the next dawn, the intelligent spiders had rounded up the hold's mages while they slept. Off-duty guards who tried to fight back were quickly put down, as were the on-duty night guards after being enticed inside the fortress and into a deadly ambush. The intelligent spiders have since taken complete control of Sapirio's Hold — and are having the time of their lives.

ADVENTURE HOOKS

As the site of a single-session adventure, Sapirio's Hold can be placed in any remote part of your own campaign world. Getting the characters to the hold's front doors can be accomplished in a number of different ways.

A MARKET FOR MAGIC

If the characters have come into possession of magic they want to get rid of, word can come to them of how the mages of Sapirio's Hold are always keen to trade.

Alternatively, they might be hired by a noble or retired adventurer to take a magic item to the hold for trade.

PET STOP

A noble that has previously engaged the mages of Sapirio's Hold for the magical augmentation of a guard dog, a mount, or some other animal hires the characters to fetch the animal from the hold and bring it home. (If you use this hook, the unfortunate animal was one of those eaten in area 12. The repercussions of the characters' inability to deliver the animal are left for you to resolve.)

SHELTER IN THE STORM

The remote location of the hold makes it the perfect place to hole up if the characters spot it during a fierce storm. This scenario is ideal for players who like problem solving, as it allows you to play up the angle of the characters needing to figure out what's behind the takeover of the citadel by unknown foes.

Credits

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ORIGINAL PLAYTESTERS

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About the Adventure

EXPLORATION



PROBLEM SOLVING



ROLEPLAYING



HUMOR



COMBAT



LETHALITY



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SAPIRIO'S HOLD

The mages' citadel is a low, squat fortress reached by a narrow, twisting track that shows little signs of regular travel. A main door and a back door are the only entrances, and neither the exterior stone walls nor the flat roof feature any windows, skylights, or other points of access.

FEATURES OF THE CITADEL

The following features are found throughout Sapirio's Hold.

Light. All areas of the hold are dark for characters without darkvision or a light source.

Air. In the absence of windows, the walls inside the hold are imbued with magic that creates a steady flow of fresh air. This works to keep the stench of the spiders and the creatures they've killed all but undetectable until the characters are face to face with them.

Walls, Floors, and Ceilings. The interior of the hold is all dressed stone, with ceilings standing 10 feet high.

Close-Quarters Fighting. In all areas of the hold (but especially in the corridors and any areas of difficult terrain), the spiders take to the walls and ceilings, allowing them to move over the characters and get into unusual fighting positions. Spiders with the sneak attack augmentation are considered to be within 5 feet of a character whether on the floor, the walls, or the ceiling. Spiders moving along the ceiling or the walls can provoke opportunity attacks from characters on the floor (and vice versa).

Webs. Webs fill certain areas of the hold, attached to both walls and running floor to ceiling. The spiders in the hold can move through the webs normally, but other creatures treat these areas as difficult terrain. For each 5-foot square of webbing that a creature enters, that creature must succeed on a DC 12 Dexterity check or become restrained. A restrained target can make a DC 12 Strength check, bursting the webbing on a success.

A 5-foot cube of webbing can also be attacked and destroyed (AC 10; hp 5; vulnerability to fire damage; immunity to bludgeoning, poison, and psychic damage). The webs are also flammable. Any 5-foot cube of webs exposed to fire burns away in 1 round, dealing 5 (2d4) fire damage to any creature that starts its turn in the fire.

SPIDER MAGIC

One of the side effects of the spiders' magical transformation is that they now become profoundly intoxicated by magic potions. The potions they are constantly quaffing as a result have combined with the magic underlying their intellectual transformation, granting them a strange and potent mix of powers.

As directed by the adventure, you will apply certain effects to the spiders from the "Spider Magic" table (see the

Boxed Text and Details

This adventure does not feature boxed "read aloud" text, which can sometimes be counterintuitive and difficult to use if it doesn't precisely match up with how the characters are exploring or entering particular areas. Instead, paragraphs containing key visual details are marked with a border on the left-hand side, letting you focus on that text when you want to highlight or paraphrase those visual details for your players.

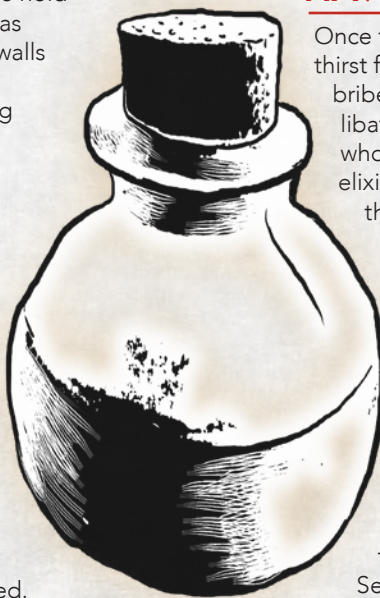
next page), then can roll randomly for additional effects or choose effects that promise to be entertaining. The fierce bite, multiattack, potent venom, and toughness augmentations can be taken multiple times, increasing the spider's bonus to attack and damage rolls, number of attacks, poison saving throw DC, or hit points each time. If you roll any other augmentation twice, simply choose a different augmentation.

HAVE A DRINK!

Once the characters observe the spiders' fanatic thirst for potions, they might be inclined to try to bribe or distract them with offerings of magical libation. Unless you see fit, the spiders will never wholly cease hostilities in exchange for potions, elixirs, and other drinkable magic. (Having seen that the adventurers possess potions, the creatures will simply attempt to dismember them in search of more.) But at your discretion, a potion vial thrown toward a spider in combat might take it out of the fight for 1 round while it quickly imbibes the draught, then subsequently makes full use of any magic it provides.

NEW POTIONS

A number of new potions can be found in this adventure, each marked with † in the text. See "New Magic" at the end of the adventure for more information.



ADJUSTING THE ENCOUNTERS

In most adventures, having multiple combat encounters against the same types of creatures creates a sense of repetition and lessened excitement, but the magical augmentations of the spiders in Sapirio's Hold are designed to keep the players and their characters equally on edge. More so than with most adventures, however, those augmentations mean that encounter balance in *Sapirio's Secret* is more of an art than a science.

For a party of four 3rd- or 4th-level characters, facing off against five giant wolf spiders (the baseline encounter in areas 7 and 12) would normally be an easy encounter, but the spiders' additional magical augmentations will boost that difficulty. By giving each giant wolf spider the multiattack and toughness augmentations (giving each two

SPIDER MAGIC

d10	Effect	Augmentation
1	Exploding	When the spider is reduced to 0 hit points, it explodes in a burst of arcane power and chitin fragments. Any creature within 10 feet of the spider takes 3 (1d6) slashing damage.
2	Fast	The spider's speed and climbing speed are doubled.
3	Fierce Bite	The spider has a +1 bonus to attack rolls and damage rolls for its bite.
4	Lightning Belch	As an action, the spider exhales lightning in a 15-foot cone. Each creature in that area must make a DC 11 Dexterity saving throw, taking 14 (4d6) lightning damage on a failed save, or half as much damage on a successful one.
5	Multiattack	When the spider uses its bite as a standard action, it makes one additional attack.
6	Potent Venom	Increase the save DC for the spider's poison by 2.
7	Fiery Aura	As an action, the spider explodes with magical flame, dealing 9 (2d8) fire damage to all creatures within 5 feet of it. The spider can deal this damage only once per day.
8	Sleep	As an action, the spider chooses 1d4 creatures within 15 feet of it. Each creature must succeed on a DC 12 Wisdom saving throw or fall unconscious until the creature takes damage, or someone uses an action to shake or slap the creature awake. When spider uses this augmentation, it cannot do so again until it finishes a long rest.
9	Sneak Attack	Once per turn, the spider can deal an extra 7 (2d6) damage to one creature it hits with a bite attack if it has advantage on the attack roll; or if another enemy of the creature is within 5 feet of it, that enemy isn't incapacitated, and the spider doesn't have disadvantage on the attack roll.
10	Toughness	The spider has additional hit points equal to its hit point maximum.

attacks and double hit points), you effectively double the number of spiders to create a hard encounter for 3rd-level characters, a medium encounter for 4th-level characters, or an easy encounter for 5th-level characters. Providing a mix of augmentations can lower the encounter difficulty for 3rd- and 4th-level characters, while adding augmentations over and above multiattack and toughness will increase the encounter difficulty for 5th-level characters.

The encounter with the spider-master (area 8) starts out as a hard encounter for 3rd-level characters, a medium encounter for 4th-level characters, or an easy encounter

for 5th-level characters with the spider-master's initial augmentations. Adding more augmentations lets you raise the threat level for 4th- and 5th-level characters.

During each encounter, keep a close eye on whether the difficulty is falling where you want it. For example, if spiders with sneak attack are proving too tough for characters with low defenses, knock the extra damage back to 3 (1d6). But likewise, if too many spiders are set to fall quickly to area attacks despite your best intentions, just give them all an additional toughness augmentation and let the players wonder why you're smiling.

AREAS OF THE HOLD

The following areas are keyed to the dungeon map at the end of the adventure.

1. FRONT GUARDROOM

An open wooden door reveals a small guardroom set into the thick stone walls of the citadel. Dark wooden benches line the near walls, with an empty weapon rack and a cold charcoal brazier standing opposite the door.

At a casual glance from the door, the empty guardroom suggests that the mages of Sapirio's Hold have no need for outside security. However, any character who enters the room and takes more than a quick look around notes that though the brazier is stone cold, the ash that fills it is no more than a few days old.

The guards usually stationed here were called into the hold in response to the spider uprising, and met with a grisly fate (see area 5). If the characters have come to Sapirio's Hold by chance, feel free to have signs of a struggle in the area (bloodstains on the weapon rack, deep gouges in the ground outside the front doors made by some unknown creature, and so on) to inspire further investigation.

2. WEBBED ENTRANCE

The double front doors are solid slabs of oak bound in brass and iron. No lock can be seen in either door, but their tightly closed fit suggests that both are barred from the inside.

A *knock* spell or a successful DC 18 Strength check are sufficient to disengage the bar that holds the doors shut. However, the corridor beyond is filled with a thick mass of webs that further prevents the doors from being pulled open. It takes a second *knock* or a successful DC 15 Strength check to wrench the doors free of the webs.

RELUCTANT PORTER

If the characters knock at the front doors or are unsuccessful in their first attempt to break in, they hear the sound of movement beyond as the five **giant wolf spiders** on guard in area 7 move down. A voice then calls out:

"This is the Hold of Sapirio's. What business is yours there?"

Though their conversational abilities are lacking, these spiders attempt to keep up the subterfuge that they are the completely-not-in-trouble-in-any-way mages of the hold, and that they are too busy to receive visitors. Use



the following possible points of dialogue to shape the creatures' awkward responses if the characters try to talk their way in.

- **In response to word of the characters wanting to buy or sell magic:** "We are closed for the business, and have none of that magic for sale right now, as we have no magic that needs to buy for us."
- **If the characters specifically talk about having potions for sale, the spiders become more excited but still decline:** "Your potions are no doubt powerful and delicious, but many delicious potions we also have here, no thanks to you."
- **In response to trying to determine if the mages are in trouble:** "We are no trouble, and have none. We are powerful mages whose enemies quickly die."
- **In response to the characters asking about a particular mage at the hold (whether using a real name or making one up):** "Indeed yes, she is fine, but very far busy to speak with you now."
- At each point of any conversation, the spiders encourage the characters to depart by saying, "You go now, and good days to you."

A character who succeeds on a DC 17 Wisdom (Perception) check during any conversation with the spiders can hear vague, whispered voices as they compare notes on the best responses. The character also hears an intermittent tapping sound resembling wood on wood, as the spiders' mandibles clack together while they speak.

Under no circumstances can the spiders be tricked or persuaded into opening the doors. If threatened, detected with *clairvoyance*, or otherwise challenged, they withdraw in silence to area 7 and wait. If the characters manage to somehow charm any of the spiders, their companions immediately overpower them and pull them back to area 7 until the effect ends. A character who succeeds on a DC 18 Wisdom (Perception) check hears this struggle.

Mistaken Identity

Especially if they don't know the entire backstory of Sapirio's Hold, the characters might initially suspect that the talking spiders they encounter are actually the mages of the hold, transformed by some dark curse. If this mistake is made, the spiders will play along with it for as long as it grants them any advantage. In particular, spiders that are defeated in combat but left alive might try to lure the adventurers deeper into the hold by pretending that their aggressive behavior was part of the same curse. They attempt to lead the characters into area 8 or area 12 by pretending that location is the place where the curse began, and pleading for them to help reverse it.

3. BARRACKS DOOR

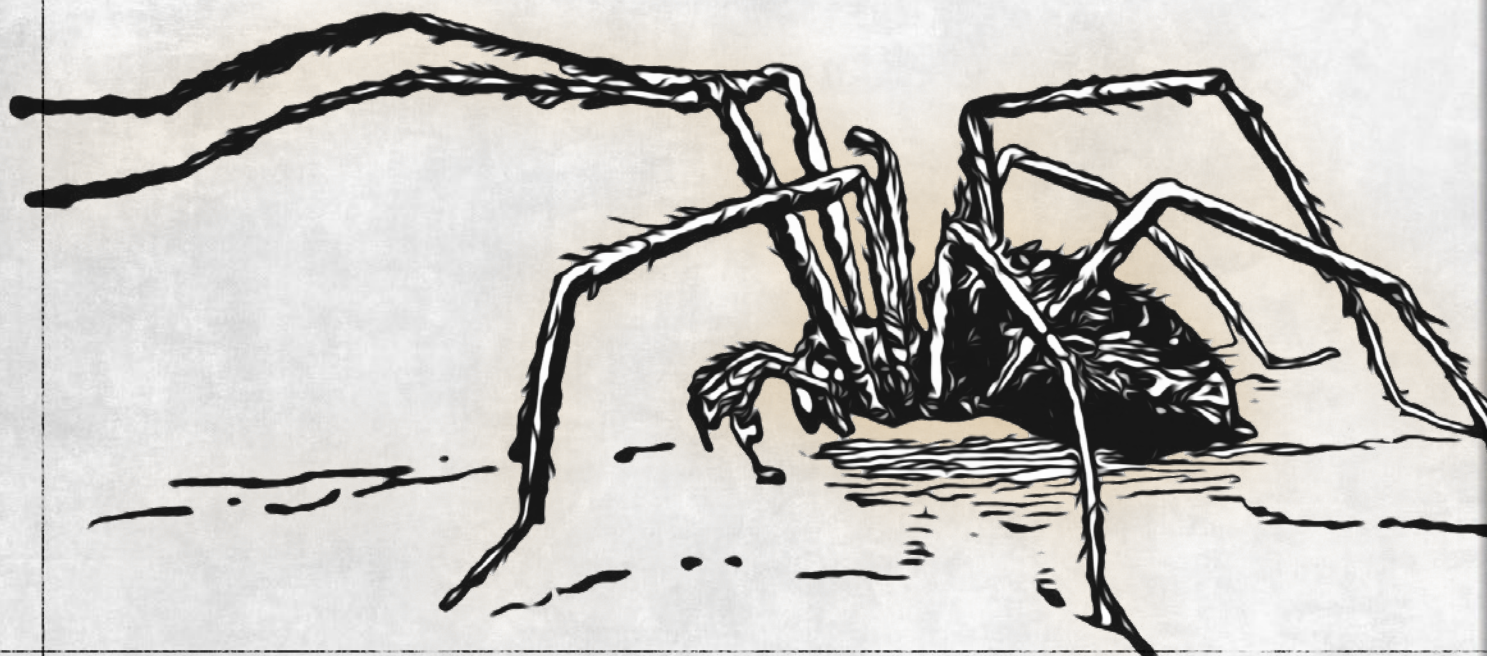
This plain wooden door is latched shut but shows no sign of a lock.

The entrance to the barracks has been protected by a *glyph of warding* spell (save DC 13) using the explosive runes option and dealing thunder damage. The captive Sapirio was forced to cast the spell under threat from the leader of the arachnid uprising, who wanted to seal off the barracks beyond after one too many of its wolf spider followers used the space for secret potion binges. For his service, Sapirio was eventually rewarded with an invitation to dinner (see area 8).

4. RANSACKED BARRACKS

A main chamber opens up through arched doorways to two smaller side chambers, all of which were once set with narrow three-tier bunks, wooden footlockers, small side tables, bookshelves, and a few comfortable-looking but threadbare lounge chairs. All these furnishings are in ruin now, covering the floor with a morass of shredded parchment, shattered wood, torn blankets, and broken glass.

The mages of Sapirio's Hold once occupied the north and central chambers, while the citadel's guards bunked to the east.





If spiders spoiling for a fight pursue the characters into this area, all three rooms are difficult terrain that the spiders avoid by moving along the walls and ceiling. At your discretion, each room might also feature areas of blocking terrain where tables have been tipped or bunks have collapsed along the walls.

Any character who succeeds on a DC 10 Wisdom (Perception) check can intuit that though the destruction hints at violence, there are no signs of a battle having been fought here. (When overwhelmed by the spiders, the mages quickly gave up.)

It takes 10 minutes for a party of four characters to thoroughly search all three chambers, which contain mostly worthless personal effects. Any character who succeeds on a DC 12 Intelligence (Arcana) check while searching confirms that the scraps of parchment all deal with low-grade magical lore or were once spell scrolls, but most are too fragmented to be of any use or value. With a successful DC 12 Wisdom (Perception) check, a character can determine that the shards of glass spread through the rubble come from dozens of potion vials shattered here during the spiders' rampant binging.

SALVAGE OPERATION

Any character who succeeds on a DC 14 Wisdom (Perception) check while searching can discover one of a number of magic items buried beneath the refuse that covers the floors. This includes six intact potion vials (all *potions of healing*, which the spiders quickly determined had no effect on them as long as they are uninjured), and *spell scrolls of burning hands*, *disguise self*, and *knock*.

5. TEMPLE OF MAGIC

A grisly sight greets the characters from the arched doorway that opens up into a large chamber beyond — six humanoid corpses in leather armor, pinned to the walls by swords and daggers hammered into cracks in the stones.

These are the unfortunate guards who formerly stood watch at the front and back entrances to the hold, drawn into ambush by the spiders and quickly overwhelmed.

Two long stone altars stand against the east and west walls of this chamber, but the sigil-marked cloths that once covered them have been shredded. Cushions strewn about the floor suggest that this was once some sort of lecture hall or temple.

Through an open archway on the far side of the room, a low chanting is heard, accompanied by the intermittent breaking of glass.

KEEPER OF THE KEY

If the bodies are searched, any Wisdom (Perception) check discovers a key strung on a leather cord around one guard's neck. This opens the door into the back guardroom (area 11).

6. MEDITATION HALL

Two tapestries showing colorful starscapes and mandalas hang from the shorter walls to left and right of the

First Things First

If the characters enter area 5 quietly and without light, they have a chance to approach area 6 and possibly surprise the spiders there. If they make noise or allow any bright light to enter area 6, the spiders break off their meditation and race into this area, attacking before the characters get a full look at the temple.

doorway, with a half-dozen other tapestries torn from the far walls and strewn across the floor. The stones of those now-bare walls have been roughly engraved with images of enormous spiders, all wearing crowns or peaked wizards' hats, and with wands and staffs clutched in their clawed feet.

A pack of monstrous wolf spiders occupies the chamber, most sitting atop large piles of cushions, and all with their backs to the doorway, facing the graven images on the far wall. They sway back and forth as they emit a guttural chanting. At intervals, each of the spiders pulls out a potion vial stuck within the course mat of hair that covers its body, drinks it voraciously, then tosses the vial to shatter against the wall.

The seven **giant wolf spiders** here are intoxicated on potions, imposing disadvantage on their Wisdom (Perception) checks to hear characters approaching. However, they automatically notice if any creatures bearing bright light move through area 5.

FIGHTING THE FAITHFUL

At the first sign of intruders, the intoxicated spiders shriek in delight as they attack, taking to the walls and ceiling to spread out across areas 5 and 6. Each spider has one or two magical augmentations from the "Spider Magic" table, which you can roll for randomly or choose according to which effects you think will make for an interesting battle.

As the manic spiders fight, use the following possible points of dialogue to shape the creatures' taunting of the adventurers.

- **If a character is carrying potions:** "You have delicious potions! I scent them! Let me find them, little one!"
- **In response to armored characters:** "More hard mages with hard skins! Just right for cracking!"
- **In response to unarmored characters, who the spiders take to be mages:** "You make potions, don't you mage? I know it! Potion magic in your blood, that I will taste when I drink you!"

Each spider has one *potion of healing* on its body, which it takes if reduced to half its hit points or fewer. Driven giddy by the magic they've consumed, the spiders pursue the characters into any part of the hold, fighting to the death.

A DRINK FOR THE FALLEN

In the aftermath of the fight, the characters can collect three potions from the spiders (in addition to any *potions of healing* the spiders were unable to imbibe): an *elixir of hiding*, a *potion of resistance*, and a *potion of levitation*.



7. GUARD POST

Five **giant wolf spiders** slouch on guard duty in this chamber and the adjacent corridor, watching and waiting for any orders from the spider-master in area 8. They move down the corridor in response to any disturbance at area 2 or area 11, or if they see any light in the corridor or hear intruders approaching. If the characters can approach with no light, have them make a group Dexterity (Stealth) check against one spider's Wisdom (Perception) check made with advantage.

If surprised, the spiders can be heard muttering quietly to themselves, rehearsing the same script heard if the characters spoke to them at the main doors (see area 2 for details).

UP AND AT THEM

Each spider has two or three magical augmentations from the "Spider Magic" table, which you can roll for randomly or choose according to which effects you think will make for an interesting battle.

The spiders take to the walls and ceiling to get at the characters in the close quarters of the hallway. If four spiders fall, the last survivor bolts for the back guardroom (area 11), opening the door there and fleeing the hold.

8. MASTER'S QUARTERS

The well-appointed quarters of the master of Sapirio's Hold are hung with fine tapestries and appointed with comfortable chairs, bookshelves, a dining table, and a bed visible behind drawn curtains. In front of the table, a bloated, horse-sized spider wears a pointed mage's hat at a rakish angle. It squats down before a table set with fine silver and ceramics, and upon which a naked human figure lies. The body is festooned with garlands of berries and herbs, and has an apple in its mouth.

This **giant spider** is the cunning creature that used the intellect granted by Sapirio's experiments to turn the tables on the mages. Its imminent meal is the unfortunate Sapirio. A successful DC 15 Wisdom (Perception) check confirms from a distance that he is quite dead.

A MASTERFUL MELEE

The new master of the hold responds to any intrusion by lumbering to its feet. "New pets!" it cries out. "Unannounced and uninvited. Still, always room for a few more at the table..." As it scuttles toward them, the characters can note that the spider walks on seven legs, while the eighth clutches a wand.

The spider-master has the fiery aura, multiattack, and toughness augmentations from the "Spider Magic" table. Then give it up to three additional spider magic effects, which you can roll for randomly or choose according to which effects you think will make for an interesting battle.

In addition to its innate magic, the spider wields a *wand of magic missiles* with 6 charges remaining. It expends those charges over two attacks, creating three missiles with each attack and targeting the most heavily armored characters. (If the spider expends all 6 charges, don't forget to roll to see if the wand is destroyed.)

As the spider fights, it prattles constantly in the manner of one trying to establish its clear superiority over its foes. Use the following possible points of dialogue to shape its interactions with the characters.

- **In response to hitting a character:** "Oh so soft, these pets! Soft bodies, soft minds. So sad to be rid of them so quickly."
- **In response to being hit:** "Oh, good form! Someone trained this soft one well!"
- **In response to any attempts at parley:** "This pet speaks! Oh, glorious! What other tricks does it know, I wonder?"

Incapable of believing that it can be bested by "the soft ones," the spider-master fights to the death.

THE LATE SAPIRIO

Any character who succeeds at a DC 12 Wisdom (Medicine) check to inspect Sapirio's body confirms that he was killed by spider venom. An ornate signet ring inscribed "SAPIRIO" within the band (and worth 20 gp if taken and sold) indicates his identity if the characters don't guess it.

ITEMS OF INTEREST

A quick search of Sapirio's chambers turns up only mundane tomes, personal effects, and a store of cheap wine. With a careful search and a successful DC 14 Wisdom (Perception) check, a character can discover a *spell scroll of clairvoyance* tucked into a particularly tedious history of arcane material components.

The giant spider has three potion vials tucked into the hair of its body — *oil of immolation*†, a *potion of climbing*, and a *potion of ventriloquism*†.

THE SOUND OF MUSIC

While in the master's quarters and out of combat, any character whose passive Perception is 16 or higher catches the faint sounds of toneless bagpipe music coming from beyond the east door. Any character listening at the door hears the music automatically. See area 9 for more information.

9. LIBRARY GAUNTLET

The deafening, off-key drone of field pipes erupts as soon as the door to this area is opened, coming from the room's far end. This odd-shaped hall is lined with tall bookshelves stacked with bound tomes and scrolls, but the space between those shelves is wholly filled with thick webbing.

Any character who succeeds on a DC 16 Wisdom (Perception) check can make out the source of the music — two giant wolf spiders who flail away badly at bellows-driven field pipes in front of the room's east door. (See area 10 for an explanation of this odd behavior.) If not seen initially, the spiders are automatically spotted by any character who moves more than halfway into the chamber.

RUNNING THE GAUNTLET

The piping spiders make no initial move toward the characters, relying instead on the three **swarms of insects**

(spiders) that deter intruders who must force their way through the webs to advance. Only after the swarms are destroyed (possibly in the course of the characters destroying the webs with fire), the two **giant wolf spiders** throw down their pipes and race in to attack. Roll one or two magical augmentations for each spider from the "Spider Magic" table, or choose effects that you think will make for an interesting battle.

Neither of these spiders speaks, but both continue to make strange droning noises reminiscent of their piping as they fight. If either of the spiders is reduced to 5 or fewer hit points, it bolts for the back guardroom (area 11), opening the door there and fleeing the hold.

NO LOOT LEFT UNTURNED

Though the library is well stocked, most of its volumes and scrolls focus on general arcane research and have no particular value. If the characters are intent on ransacking the hold, 10 minutes of searching yields ten tomes worth 10 gp each on the open market. If the characters used prodigious amounts of fire to clear the library of webs and spider swarms, reduce the number of books by 2d4.

10. STUDY CELL

The terrified mages of the hold are being held within this chamber (formerly Sapirio's private study), kept alive in case the spiders need spellcasting, and as fresh meat. Knowing that the spiders can speak, and fearing the master's bloodthirsty sense of humor, they ignore any attempts to talk to them through the door. Having witnessed Sapirio dragged from the room for the master's table, the mages fear that the door opening means it's time for another of them to go, and they act accordingly in their own self-interest.

As the door to this area is opened, shouts of "You first!", "No, you!", "I'll kill you all!", and so forth suddenly rise from within, accompanied by the sight of a dozen mages trying to push each other toward the door. This stops as soon as the characters are seen.

REWARDS AND UNFINISHED BUSINESS

Once they realize their spider guards have been dispatched, the mages overwhelm the party with gratitude and pleas for rescue. The ranking mage (Mennic, formerly Sapirio's assistant) can fill the characters in on what happened in the hold (as found in the "Introduction" section). On the off chance of the adventurers assuming the unusual work of the hold means that the mages are evil or criminals, Mennic can go through Sapirio's papers to

produce various contracts and testimonials from the nobles, merchant lords, and others who use the hold's services.

Mennic also promises a reward of 30 gp for each adventurer. If the characters come here after having cleared out the rest of the hold, this reward is offered for their heroic service. If other areas have yet to be cleared, he makes the offer conditional on the characters finishing what they've started. (If pressed for more reward, Mennic can add that he'll turn a blind eye to the characters taking any magic they find in the hold. See "Final Reward" at the end of the adventure for more information.)

The exhausted mages are of no help to the characters if more areas of the hold need to be cleared. Most are studious types with no combat-useful cantrips, and all have been unable to prepare new spells over the days of their incarceration — explaining that the purpose of the spiders' constant piping was to prevent them from successfully completing a long rest.





If the characters cannot make use of the wizard spell scrolls found previously in the adventure, they might be able to convince Mennic to accompany them, at your determination. If so, the mage nervously hangs at the back of the party, casts one spell during the first round of combat, then flees back to area 10 to wait with the other mages.

II. BACK GUARDROOM

A wooden door set flush into the stone of the hold's walls is shut tight, with a large keyhole set into its center.

It takes a successful DC 16 Dexterity check with thieves' tools to pick the lock, whose key is on the dead guards in area 5. However, opening the door activates the *glyph of warding* spell that protects it (save DC 13, using the explosive runes option and dealing thunder damage).

Even once the door is unlocked, the webs that fill the room beyond hold it fast, requiring a successful DC 15 Strength check to pull it open.

UNEXPECTED ENTRANCE

If the characters knock or make noise at the door here, the spiders on guard at area 7 approach warily and engage them as set out at area 2. In response to characters breaking through the door, all the spiders push into the room, hoping that the webs give them an edge in combat as they drive the intruders back.

12. MAGICAL LABORATORY

As the characters approach this area, they hear a hammering sound from ahead, recognizable as some large creature slamming repeatedly into metal. Any character who succeeds on a DC 13 Wisdom (Perception) check can also make out voices calling out an odd pep-talk in response to the hammering: "Good show, chap!", "It'll be all over soon!", "This is for your own good, mate!", "You'll thank us later for this, my boy!", and so on.

Half of this huge chamber is filled with bookshelves and tables strewn with papers, scrolls, and alchemical equipment. The other half holds iron cages in an area covered with straw, resembling some kind of indoor kennel or stable. To the west, three even larger cages are set into the stone walls, the central one of which is occupied by a **giant wolf spider** that smashes itself against the iron bars in a frenzy. Five other **giant wolf spiders** pace back and forth in front of the cage, calling out encouragement to the spider within as white light pulses from the cage's stone walls.

Though the spider-master was able to augment his followers' intelligence, he does not have the advanced magical prowess required to make that effect permanent. As such, the spiders all return to the augmentation cells every 8 hours to have their magic topped up — a process that takes 1 hour.

The spider currently in the central chamber dawdled too long before returning and lost its awakened state. Forced into the augmentation cell by its friends, it is now partway through the process of being reconditioned against its will, while those friends try to keep its spirits up.

LAB STANDOFF

If the characters bring any bright light to the entrance of this area, the spiders are immediately alerted. If the characters approach in darkness or shadow, the spiders are distracted as they watch over their friend, imposing disadvantage on their Wisdom (Perception) checks to notice any characters making Dexterity (Stealth) checks to enter the area unnoticed.

Once the five spiders are aware of intruders, they leap to the attack with great gusto. One spider is the leader of the pack, and has the fierce bite, fiery aura, multiattack, and toughness augmentations from the "Spider Magic" table. The leader throws itself into the center of the fray, activating its fiery aura at the first opportunity, and laughing as the adventurers burn.

The other spiders each have two or three magical augmentations, which you can roll for randomly or choose according to which effects you think will make for an interesting battle.

As the spiders fight, use the following possible points of dialogue to shape the well-spoken creatures' challenges to the characters.

- "Dastardly mages! Come for our friend, have you?"
- "You learn the hard way, soft mages! You attack one of us, you attack all!"
- "Nothing like a good scrap to whet the appetite, eh? We'll feast on you when this is done!"

The tables and cages spread throughout this area create blocking terrain as you see fit. The spiders' climbing speed allows them to move over or under any tables spread across the room at normal speed, letting them potentially attack, then pull back to a position that prevents melee attackers from easily following.

The spider in the augmentation cell cannot leave the cell to join the fight, but it can be targeted by melee or ranged attacks where it continues to hurl itself against the bars. (On the off chance that the characters leave the spider alive, its magical transformation completes 30 minutes after the characters enter this area. Roleplay the suddenly intelligent spider as you see fit.)

GRISLY KENNELS

If the characters search the straw-covered floor that surrounds the freestanding cages, they find it spattered with dried blood and strewn with the bones of a dozen animals — test subjects and augmented beasts that all met an unfortunate fate when the spiders took over.

AUGMENTATION CELLS

Three pillars that jut out of the wall alongside the augmentation cells are covered in glowing arcane sigils, each set of which controls the operation of the cell to the right.

The current settings for all three cells increase the Intelligence of any beast or vermin held within the cell to 12, and magically bestow the ability to speak Common on that creature (including modifying its mouth to make it suitable for speech). This augmentation lasts for 8 hours.



Without extensive study, the operation or reprogramming of any of the augmentation cells is beyond the abilities of any of the characters unless you decide otherwise.

LORE AND LOOT

The alchemical items in this chamber were once part of experiments in progress, all of which have been destroyed or disrupted by the spiders. The books and scrolls strewn across the tables are focused on research into the magical augmentation of nonsentient creatures, animal learning, behavior patterns in vermin, and similar fields of study.

With 10 minutes of searching, the characters can turn up valuable research notes worth 10 gp per character if sold.

FINAL REWARD

When the threat of the spiders has been put down, the adventurers are free to leave Sapirio's Hold with any magic items they discovered there — if the characters previously pressed Mennic for an additional reward (see area 10) or have failed to rescue the mages for some reason. If they did not make arrangements with Mennic, once thanks have been given all around, the new leader of the hold pointedly asks for the return of any items or research the characters might have “liberated” from the spiders. However, knowing that he's in no position to argue with the adventurers, he makes no effort to reclaim the items if they refuse.

If the characters did not press Mennic for additional reward and if they return any reasonable number of magic items claimed in the adventure (even if keeping other items in secret), he offers the party an extra boon in the form of a copy of one of Sapirio's magical workbooks. Any wizard who studies the workbook for 30 days can learn the *awaken* spell, which is added to his or her spell list. The workbook can then be sold for 100 gp. □

NEW MAGIC

This adventure features the following new magic potions.

ELIXIR OF HIDING

Potion, common

This cloudy gray liquid is shot through with streaks of black. For 1 hour after you drink the elixir, you have advantage on Dexterity (Stealth) checks. While the potion's magic is in effect, you can use a bonus action to make a single attempt to hide in plain sight, allowing you to take the Hide action even against a creature that can see you clearly. You have advantage on your Dexterity (Stealth) check when you hide in plain sight, after which the potion's magic ends.

OIL OF IMMOLATION

Potion, rare

This oil takes the form of writhing flames within its sealed container, which is always warm to the touch. As an action, you can throw the oil's container up to 50 feet, shattering it on impact. When the *oil of immolation* is exposed to air, it ignites as an instantaneous pulse of flame in a 20-foot-radius sphere. Each creature in the area must make a DC 15 Dexterity saving throw, taking 5d6 fire damage on a failed save, or half as much damage on a success. The fire spreads

around corners, and it ignites flammable objects in the area that aren't being worn or carried.

POTION OF LEVITATION

Potion, uncommon

This pale blue potion holds a swirling mass of white motes that constantly rise and fall within it. When you drink the potion, you gain the effect of the *levitate* spell for 10 minutes (no concentration required) or until you end the effect as a bonus action. You can levitate while holding objects (including another creature) so long as your weight does not exceed 500 pounds.

POTION OF VENTRILOQUISM

Potion, uncommon

When you tap the container holding this bright blue potion, the sound of doing so appears to come from somewhere behind you. For 1 hour after you drink the potion, you can make your voice sound as if it comes from any other location you can see within 60 feet of you. Any sound you can normally make can be redirected with the power of the potion, including feigning another creature's voice or attempting to mimic mundane sounds (dripping water, a rising wind, the call of an animal, and so forth). The DM determines whether your redirection and attempts at mimicry require ability checks or a contest to be believed. □

Scott Fitzgerald Gray

(9th-level layabout, vindictive neutral) is a writer of fantasy and speculative fiction, a fiction editor, a story editor, and an editor and designer of roleplaying games — all of which means he finally has the job he really wanted when he was sixteen. Since 2004, Scott has worked on upwards of two hundred RPG rulebooks, supplements, adventures, and articles for Wizards of the Coast and other publishers, including all three core rulebooks for fifth edition DUNGEONS & DRAGONS. He shares his life in the Canadian hinterland with a schoolteacher, two itinerant daughters, and a large number of animal companions. More info on Scott and his work (some of it even occasionally truthful) can be found by reading between the lines at insaneangel.com.

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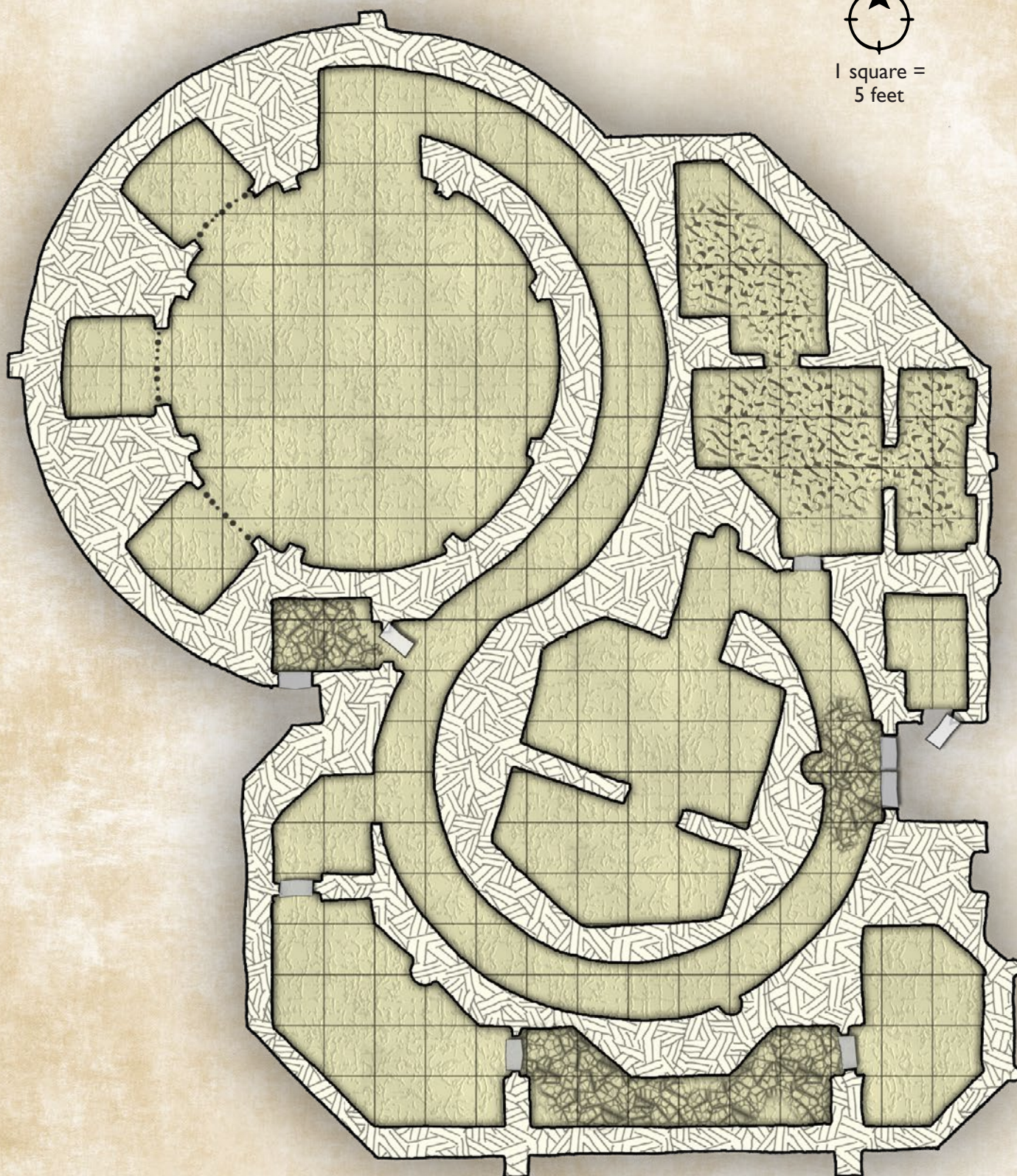


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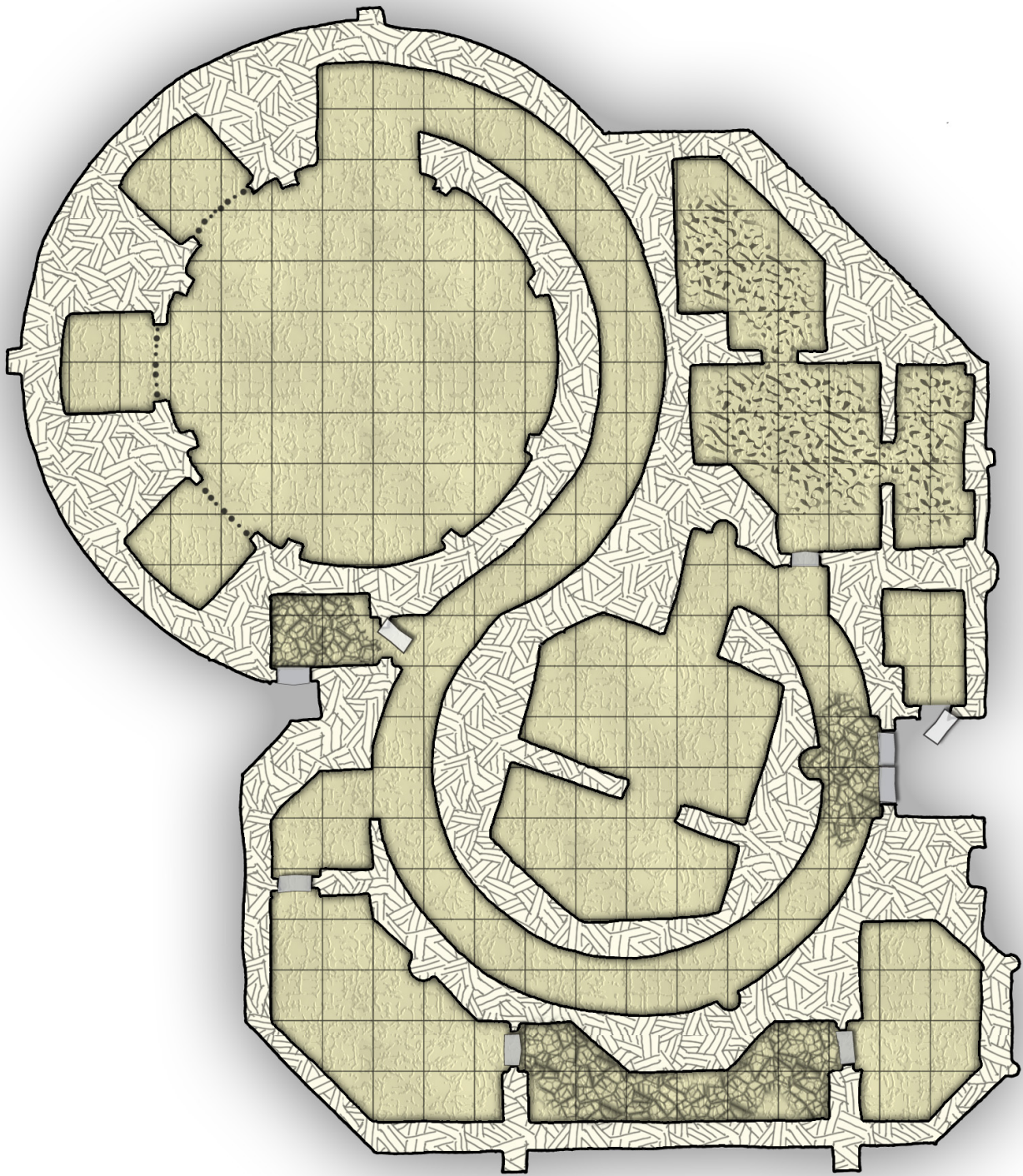
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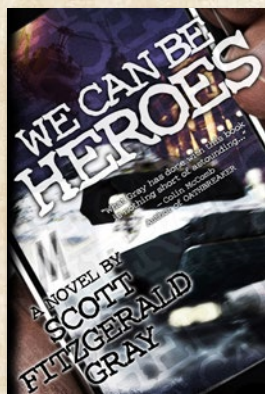
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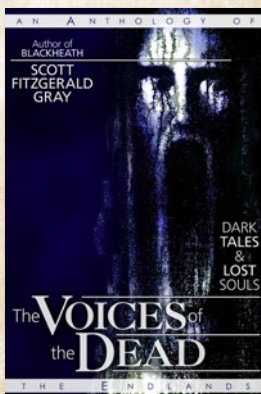
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