



ADVENTURERS LEAGUE™



DARKEST VEIN

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Adventure Designer

Adventure Code: HULB3-3

Optimized For: APL 14



In the depths below Hulburg, the main user of a psychic drug made from condensed emotions will make its final stand. Those who dare descend must be mentally prepared for the onslaught that awaits, if they wish to survive.

A four-hour adventure for 11th-16th level characters

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Welcome to Darkest Vein, a Convention Created Content D&D Adventurers League™ adventure, part of the official D&D Adventurers League™ organized play system and the Hulburg 3™ storyline season.

*This adventure is designed for **three to seven 11th - 16th level characters**, and is optimized for **five characters with an average party level (APL) of 14**. Characters outside this level range cannot participate in this adventure.*

ADJUSTING THIS ADVENTURE

This adventure provides suggestions in making adjustments for smaller or larger groups, characters of higher or lower levels, and characters that are otherwise a bit more powerful than the adventure is optimized for. You're not bound to these adjustments; they're here for your convenience.

To figure out whether you should consider adjusting the adventure, add up the total levels of all the characters and divide the total by the number of characters (rounding .5 or greater up; .4 or less down). This is the group's APL. To approximate the **party strength** for the adventure, consult the following table.

Some encounters may include a sidebar that offers suggestions for certain party strengths. If a particular recommendation is not offered or appropriate for your group, you don't have to make adjustments.

DETERMINING PARTY STRENGTH

Party Composition Party	Party Strength
3-4 characters, APL less than	Very weak
3-4 characters, APL equivalent	Weak
3-4 characters, APL greater than	Average
5 characters, APL less than	Weak
5 characters, APL equivalent	Average
5 characters, APL greater than	Strong
6-7 characters, APL less than	Average
6-7 characters, APL equivalent	Strong
6-7 characters, APL greater than	Very strong

BEFORE PLAY AT THE TABLE

Before you start play, consider the following:

- Read through the adventure, taking notes of anything you'd like to highlight or remind yourself of while running the adventure, such as a way you'd like to portray an NPC or a tactic you'd like to use in a combat. Become familiar with the adventure's appendices and handouts.
- Gather any resources you'd like to use to aid you in running this adventure--such as notecards, a DM screen, miniatures, and battlemaps.
- Ask the players to provide you with relevant character information, such as name, race, class, and level; passive Wisdom (Perception), and anything specified as notable by the adventure (such as backgrounds, traits, flaws, etc.)

PLAYING THE DUNGEON MASTER

You have the most important role—facilitating the enjoyment of the game for the players. You provide the narrative and bring the words on these pages to life. To facilitate this, keep in mind the following:

You're Empowered. Make decisions about how the group interacts with the adventure; adjusting or improvising is encouraged, so long as you maintain the adventure's spirit. This doesn't allow you to implement house rules or change those of the Adventurers League, however; they should be consistent in this regard.

Challenge Your Players. Gauge the experience level of your players (not the characters), try to feel out (or ask) what they like in a game, and attempt to deliver the experience they're after. Everyone should have the opportunity to shine.

Keep the Adventure Moving. When the game starts to get bogged down, feel free to provide hints and clues to your players so they can attempt to solve puzzles, engage in combat, and roleplay interactions without getting too frustrated over a lack of information. This gives players "little victories" for figuring out good choices from clues. Watch for stalling--play loses momentum when this happens. At the same time, make sure that players don't finish too early; provide them with a full play experience.

ADVENTURE PRIMER

This section provides the adventure's background, a list of prominent NPCs, an overview of the adventure in play, and hooks that you can use to introduce your players' characters to the action.

ADVENTURE BACKGROUND

Hulburg has seen much in the way of activity in recent times, and this continues to be the case as word spreads of a new source of income: tar stones. These black sticky gemstones have multiple magical properties and uses, and while not particularly common, there are enough to offer the promise of profit.

The largest concern is that the stones have been found around catatonic miners. When this knowledge was discovered, town leaders had adventurers find and rescue a powerful wizard who showed them how the stones were created and what to prepare for.

The source of these problems is an alhoon named Berach (BEHR-ache). As the creator of the stones, it is not happy with others stealing its supply right from underneath it. It is not going to rest until it has retrieved all of the stolen stones, for its need is great. Even if Berach could somehow be convinced to forgive the theft, creating new stones is at the cost of the townsfolk. Even the greedy lord of Hulburg is not willing to make that sacrifice.

With no other options, it is now the job of an adventuring party to dive deep under Hulburg and drive this alhoon out. But Berach knows that intruders will soon be at its throat and has thrown the last of its resources and minions at the incoming problem. With nothing left to do but wait, Berach has retired to a demiplane of its creation, and whose entrance lies far below Hulburg. There it meditates; steeling itself for what might finally be its death. Only time will tell.

BERACH - ORIGIN INFORMATION FOR THE DM

The origin story of Berach is both tragic and deserved. At the height of its power, it was one of the three most trusted researchers for its hive and elder brain. The other two were named Gaizko and Manzebossk, and together they committed heinous acts and experimentations, all aimed at furthering the Grand Design that all illithids share: The resurgence of the illithid empires of old.

Their research was cut short. An unknown disease spread throughout the hive, causing madness and eventually death. The three researchers put all of their energy into finding a cure, but came up short, the hive doomed. With this realization, their elder brain put forth a final command, madness slowly taking control: The three must become alhoons, hide the hive from outside forces, and spend the rest of their days finding the cure. The loss of connection to the hive, due to the transformation into an alhoon, would be their punishment for failure.

And so it was done. The three mind flayers became alhoons, and went to work on their hive's concealment and dormancy. They succeeded here as well, but the magic used was beyond their understanding. When they came to, their memory of the hive's location, the ritual used, and most of their time within the hive was lost, fuel for the ritual. This slowly drove two of them, Gaizko and Manzebossk, truly insane. Berach noticed this and pressed on with their experiments, eventually creating the first tar stone. This creation and new-found power brought the three alhoons into a conflict, with Berach emerging victorious over its brethren.

It has now been a few hundred years since this conflict, with Berach unsure of its mission, the need to live, its hive, and depending more and more on the tar stones it created to stay sane. Thus begins HULB3-1 Weakness of Rock.

SERIES

HULB3-3 Darkest Vein is the third part in a trilogy in which the characters deal with the manipulations of the alhoon Berach. The first part is *HULB3-1 Weakness of Rock* and introduces the characters to the problem. In the second part, *HULB3-2 Dead Canaries*, the PCs dealt with the fractured mind of the archmage who was caught in a trap set by Berach while investigating the tar stones.

It is assumed the characters play the trilogy in order. Since the characters give Berach a final blow during this adventure, potentially killing it, running this adventure first only makes sense with the other two adventures as flashbacks, although with a bit of work you might make the earlier adventures work as cleaning up the mess left by Berach.

ADVENTURE OVERVIEW

The adventure consists of a prologue and 5 parts.

Prologue. The night before their descent, those participating in the raid receive a briefing from the wizard whom some saved in *HULB3-2 Dead Canaries*. Once completed, they head to the mine to rest.

Part 1. Depths of Denial. The party begins their journey outside of the mine, with the town sending them off. Once the descent is finished, their path is clear and trapped. The alhoon is not weak of mind, and has prepared for the intrusion.

Part 2. Shame and Anger. Once clear of the first trap, the party finds themselves maneuvering through a section of Berach the alhoon's plane of existence. The ghosts of Berach's siblings reside here, and vent their hatred and shame at the party.

Part 3. An Overwhelming Fugue. Once clear of Berach's plane, the room they are dumped into brings the party emotions to a deafening lull. They must find an exit, or be drained of all of their emotion.

Part 4. Their Story. The party moves through the paths, Berach's memories showing them parts of its past as they hunt it down. Its servants crash against the party like a surging wave, trying to break them as they near the end of their journey.

Part 5. Acceptance of Self. With the party's perseverance, they arrive in the central portion of Berach's lair. It has prepared all it can and has accepted whatever outcome results. It is ready for judgement to be passed.

ADVENTURE HOOKS

This adventure assumes that the characters have played the first two adventures in this series. With that in mind, an adventure hook for such a party can be as simple as the party finishing what they started, to help Hulburg survive.

If you have party members that have not played *HULB3-1* or *HULB3-2*, the following adventure hooks are a good way to bring them in.

For the Greater Good. The news of Hulburg's problems, and the dangers represented by the tar stones, can be enough for some to take up the call to fight. It is clear that this creature must be stopped, if Hulburg and the surrounding area are to remain habitable.

Secrets of the Stones. With the knowledge of the alhoon lurking below the surface, some adventurers might wish to learn its secrets, especially those concerning the tar stones. Those adventurers will arrive after the news has broken, and are allowed to join the raid so long as they help remove the alhoon.

My Mine, My Problem. The lack of production occurring at the local mine is in direct proportion to the incidents caused by the alhoon. Those that have ownership in the mine and have not taken up the call yet, might take up the final call to get rid of the alhoon so that the mine can restart its operations.

AUTHOR NOTES/DM TIPS

Thank you for running this adventure, and bringing it to life for your players! There are a few key things to make note of before you run this adventure:

- This adventure has **one built-in short rest**, via a unique potion given to each character. Any extra rests not given by this potion come with consequences. The players should be well aware of this from the start.
- A time table is provided in the DM appendix to help with this.
- There are areas that can be skimmed over if you are short on time, and are called out in section sidebars.
- **Included is an APL above Very Strong, labeled Deadly where applicable.** This difficulty cannot just be the DM's choice. If the party is Very Strong and they ask for a challenge, you can offer this. If they agree, then you can scale to this difficulty.
This does not change the minimum or maximum experience that is available.
- There are detailed changes and suggestions next to each stat block at the end of the adventure. These provide tips that can help your creatures be more effective.
- Most important, make sure you're having fun!



PROLOGUE

Expected Duration: 10 minutes

It has been a long night, and an even longer day since the wizard Danatar was freed (see HULB3-2 Dead Canaries). Lord Hulmaster, the lord of Hulburg, and Danatar have been speaking in length about what to do about the alhoon named Berach, and have called the characters to a meeting to discuss their plan.

ROLEPLAYING DANATAR AHREHDSSEN

Danatar is about 6 feet tall, fragile looking, bearded and bald under his traditional turban. His beard is a blackish grey, shot through with pure white streaks.

Unkempt is the operative word to describe the rest of Danatar's appearance: Simple, stained robes and a knotted branch for a walking stick, along with several bags hanging from his shoulders. The bags seem to be filled with books, scrolls, writing implements and assorted arcane gear. The amount of stuff that seems to be gathered in the bags belies the wizard's fragile appearance.

When speaking, Danatar comes across as jovial if a little doddering. He is always willing to share his knowledge and almost always manages to do so without becoming pedantic.

The sun is beginning to set as you enter the observatory atop Hulmaster Manor. The decorations of combat and hunting dance with the fading light while Danatar and Lord Earl Hulmaster wait for everyone to take a seat.

Danatar and Lord Hulmaster greet each character individually, thanking them for joining them on their request for aid, and offer food and drink before diving into the details for calling them to the observatory.

- The initial request only contained a request for aid, with the promise of gold and more details forthcoming.

"Again, I want to thank all of you for joining us, as this meeting will set the fate of Hulburg's future." Lord Hulmaster clears his throat, nervously spinning the ring on his left hand. "We've called you capable adventurers... no, heroes, to request the removal of Berach the alhoon from underneath Hulburg mine. We know it will not be an easy task, as that monster knows we aim to bring it down..."

Danatar stands up, still shaky from the awakening just a day prior. "I know you must all have questions. I will detail what I know and answer what I can."

Danatar and Lord Hulmaster provide the following information:

- After the last attack that Berach made, the entrance to its lair was found: A crack in the side of the mine's main tunnel. It has been explored for a small amount, but most of the tunnel system looks to have been purposefully collapsed.
- Danatar has tried scrying Berach, or its minions, but has been unable to do so.
- More research has found that Berach lairs within a demiplane of its own making, though it has security measures unique to it.
- The last thing of note is that while Berach has killed humanoids in the past, as of late all of the tar stone creations have left its subjects with a sliver of life. Whether this is to preserve the stock of brains in the area, or for some other reason, is anyone's guess.

If the characters accept the task, Lord Hulmaster pledges a large portion of his available wealth: 2,500 gold pieces per character. Danatar also provides the characters with a care package come the morning, "with the last of his magical energy for some time".

When the characters are ready, they are shown to the foreman's cabin outside of the mine. They rest there for the night, and make their way into the mine come morning.



PART 1: DEPTHS OF DENIAL

Expected Duration: 35 minutes

The night before the raid, when the characters are taking their long rest in the foreman's cabin outside of the mine, Berach makes its first move.

RESTING DURING THE ADVENTURE

As a note, the potions given to the characters from the town act as a free, one-time short rest and lose their power come the next sunrise. If the characters take a normal short rest during the adventure (wasting an hour's worth of in-game time through any means also counts), there are consequences further in the adventure. Please advise your party of this, and make note of the used time in the table provided in the DM appendix.

A SCRY IN THE NIGHT

Berach tries to cast scrying on any character that has participated in a previous adventure in this series. It has tried to gather bits of each character's body with subtlety, using cranium rats and the like to search their battlefields and sleeping quarters. Such samples could be blood, nails, hair, body fluid, etc.

- Check the logsheet from *HULB3-2*. Characters with Mental Fracture from *HULB3-2* have come into close contact with Berach's minions, enabling the alhoon to steal a bit of each character's body.

Berach makes its final selection by targeting the character with the lowest perceived Wisdom score, who must make a DC 21 Wisdom saving throw, or a DC 26 Wisdom saving throw if a sample of their body was collected. If the PC fails the saving throw, Berach looks and makes reasonable changes to its spell list.

- All spells must be from the wizard's spell list, and you cannot change the number of spell slots that are given for the party's APL.
- Keep in consideration that some spells are more effective than others, depending on party composition and other encounter effects. This can result in an increased encounter difficulty that is unenjoyable and unbeatable, so please tread lightly.
- If you are short on time, the modified spell list shown next to their stat block in the Monster Appendix will work just as well.

If the party member succeeded on their Wisdom saving throw, Berach quickly makes note of the party composition before the spell fails completely. This does not let Berach update its spell list, so use either the original stat block's spell list, or the suggested spell list to the right of it. The modified spell list represents Berach preparing for full combat.

INTO THE DEEP

Once the sun has risen, the PC's have time to prepare whatever spells they feel are important, and then they must make their way into the mine. Any gear purchased during the Prologue has been delivered and set outside the cabin door.

Once they enter the mine, it only takes a few minutes of cursory inspection to find the smaller, freshly created path that was detailed to them by the wizard. Please read or paraphrase the following once they are ready.

The sun has barely begun to rise as you make your way into the newly abandoned mine. The alhoon's assault for the tar stones has made Hulburg nervous, with the townsfolk ready to have you remove it from its underground lair as quickly as possible.

Outside the cabin door, alongside any purchases from the day before, is a care package from the town's leadership and Danatar. It contains a bundle of potions that will take the weariness out of your body — one for each person making the descent.

The lair entrance is unassuming, just 4 feet tall and only 2 feet wide. Once the characters move into the tunnel, it slowly widens into a naturally made tunnel, with no paths to start with besides their current path. After 5 minutes of in-game walking they will begin to see the details described below.

GENERAL FEATURES AND PASSIVE SKILLS TO NOTE

The entirety of the tunnel systems below the mines have a similar makeup, unless otherwise mentioned.

Tunnel Structure. Most of the tunnel's structures are naturally made from moved sections of the rock and earth. The average size is 10 feet, and 20 feet tall for the ceilings. Areas that are created by unnatural means will be called out in their sections, with specific dimensions.

Sounds. The sounds of various humanoid voices echoing across the cavern walls, getting louder as the party reaches the alhoon's final holdout point. Stale air moves through the cavern system, removing the fear of suffocation.

Smells. Rot and soiled water, toiled earth and stale air. As you get closer to the alhoon's final holdout point, it smells of sweat and despair.

Light. Unless it is mentioned specifically, the entire cavern system has no available light sources.

Passive Skills. Important Passive Skills to note are as follows: Arcana, Insight, Investigation, and Perception. Other Passive Skills will be called for as needed. If not called for, such as in the heat of battle or where it would be problematic if they fail, the characters will be required to make an active skill check.

ENTRANCE

The mine still holds onto the morning dew, drips of water forming on the main entrance. The air slowly becomes damp and tastes of dirt, footprints still visible on the dirt and stone underfoot.

Scattered to and fro are picks and other mining equipment, and shortly after the main tunnel moves to one side, another opening shows itself: Thin at first, a cold air bites at your uncovered skin as it escapes from the tunnel. This is the entrance to the tomb, be it yours or the alhoon's.

As the players make their way down the tunnel, they should stumble upon various details that show what transpired for anyone that was dragged through this area.

- An assortment of bodies can be found, in various stages of decay. Some look to be a few hundred years old, and some more recent.
- Most if not all of these corpses are unknown to the characters, unless you have a compelling reason to add one here.
- Incomplete tar stones can be found after a mile into the trek. They are scattered along the ground at random.
- Investigating the incomplete tar stones can show the final moments of each humanoid, or that humanoid's most vivid and powerful memory. Some examples: The birth of their first-born child; The death of their father; Dry tentacles entering their skull; A numb body fading into black, surrounded by stone.
- These random memories imprint onto the investigating character for a few moments, if they are spellcasters or have telepathy. Otherwise, the only way to see the memory is to physically use the tar stone. These do not give any mechanical effects.

SLIDING DOWN

The tunnel system stretches on for some time, winding to and fro but always at a downward angle. A strange thing occurs to you: Since you've entered, any branching tunnel has been collapsed, be it naturally or by brute force. It quickly dawns on you that the master of this lair wishes to herd you through their created path.

As the thought solidifies, you round a curve to see the path descend into a cylindrical, steep slide only 20 feet wide. It's almost impossibly smooth surface, marred by various cracks and holes, descends into the depths at a near vertical angle. Climbing down the slide seems to be the safest option, but the twists in the path hide the end far below.

Outside of the following stats and ways to clear this trapped slide, this part of the adventure heavily relies on the DM's ability to make this path feel alive. Without that level of detail, and the player's investment in the path, this is just damage.

- Speaking in detail about each step of their descent, especially if they have not noticed the illusion is a great way to add tension. A character losing their step, hitting a trap, and falling into other characters before hitting more traps makes this dungeon alive.
- If the characters find an ingenious way to move through the slide, or around it, adjudicate to the best of your ability. Creativity still requires resources to be used, and some paths around or through the slide take a lot of time in-game.

TIME CUTS

This section can be trimmed for time if the adventure started late. The number of saves required (and the resulting damage) should not be lowered, but the amount of roleplaying can be reduced. This would save 10-15 minutes.

Another tip is to just use the average damage for all of the saves. This saves time with larger groups, around 4-5 minutes.

This section of the journey is the first trap set by Berach, and is meant to delay or outright kill the party. The slide has a large illusion covering multiple sections of the path, from hand grips to stepping paths to the ceiling itself. Map 1 shows where each trap lies, and they are described later in this section.

To see the traps hidden under the illusions, a DC 18 Intelligence (Investigation) skill check is required to spot the traps immediately. Those who notice can point out the traps to give advantage during the descent, or characters with *dispel magic* can try to dispel the illusions in 40-ft. circular sections. The DC for the *dispel magic* is 17, as the illusions were cast at 7th level. Lastly, any character with true sight or a similar effect sees through the illusions without issue.

For a safe descent, the characters must make DC 16 Strength (Athletics) checks. Each successful skill check allows the characters to move at climbing speed for two rounds, before making another skill check. For reference, climbing speed is equal to half movement for those without a climb speed, or some other skill that helps with climbing. These can be made with advantage if they prepare or get creative with their descent.

Poisoned Needles. On the walls and floor are hidden needle caches, coated with a mix of poison and tar stone essence. A creature that touches one of these traps takes 11 (2d10) piercing damage. On top of this, they must roll a DC 14 Constitution saving throw. They take 11 (2d10) poison damage and 16 (3d10) psychic damage on a failed save, or half as much damage on a successful save.

Characters and creatures that hit multiple poisoned needle traps become resistant to the toxin, gaining advantage on any subsequent Constitution saving throws,

If the party is **Strong** or **Very Strong**, they do not receive this advantage.

Layered Mold Patch. Berach has cultivated brown and yellow mold in various locations of the slide. Anyone able to see a mold patch can make a DC 18 Intelligence (Nature) or Wisdom (Survival) check.

A successful skill check allows the character to recognize that each mold patch has yellow mold tightly covering the brown mold. On a failure, the characters only see the yellow mold.

Both of their statistics are shown in the next sidebar, but characters who fail the previous skill check only remember that yellow mold hates fire.

If fire is used in this path, the entire path explodes with the brown mold, and causes the yellow mold to explode with its spores before being destroyed.

If this happens, anyone in the slide must make both the brown mold and yellow mold saving throws. The brown mold (now covering every inch of the slide) is left behind, and can be removed by methods detailed in its side bar.

BROWN MOLD

Brown mold feeds on warmth, drawing heat from anything around it. A patch of brown mold typically covers a 10-foot square, and the temperature within 30 feet of it is always frigid. This is hidden by the yellow mold overlapping it.

When a creature moves to within 5 feet of the mold for the first time on a turn or starts its turn there, it must make a DC 12 Constitution saving throw, taking 22 (4d10) cold damage on a failed save, or half as much damage on a successful one.

Brown mold is immune to fire, and any source of fire brought within 5 feet of a patch causes it to instantly expand outward in the direction of the fire, covering a 10-foot-square area (with the source of the fire at the center of that area). A patch of brown mold exposed to an effect that deals cold damage is instantly destroyed.

YELLOW MOLD

Yellow mold grows in dark places, and one patch covers a 5-foot square. If touched, the mold ejects a cloud of spores that fills a 10-foot cube originating from the mold. Any creature in the area must succeed on a DC 15 Constitution saving throw or take 11 (2d10) poison damage and become poisoned for 1 minute. While poisoned in this way, the creature takes 5 (1d10) poison damage at the start of each of its turns. The creature can repeat the saving throw at the end of each of its turns, ending the effect on itself on a successful save.

Sunlight or any amount of fire damage instantly destroys one patch of yellow mold.

Psychic Pulse. There is one final trap that Berach triggers at its leisure. With the DM's discretion, a psychic pulse (imitating Berach's mind blast ability) screams through the path at a random point during the descent. Its rage and sadness flows through the characters like a raging squall, overwhelming them.

Each creature must make a DC 16 Intelligence saving throw or take 22 (4d8 + 4) psychic damage and be stunned for X rounds. The exact number of rounds is determined by APL.

- **Very Weak and Weak:** 1 Round
- **Average:** 2 Rounds
- **Strong:** 3 Rounds
- **Very Strong:** 4 Rounds

Each round that they are stunned is another round that they fall down the slide, hitting traps and taking extra damage. Treat each round as falling 30 feet, or you can calculate it as you see fit.

Each creature can repeat the saving throw at the end of each of its turns, ending the effect on a success.

Once the characters reach the bottom, those with a Passive Perception of 21 or higher hear rats running through the walls. These are cranium rats, being used by Berach to keep an eye on the characters. The rats are making a hasty retreat, their job done for now.

EXPERIENCE POINTS

For traversing the path, each character receives 2,000 XP.

DEVELOPMENT

Once the characters reach the bottom of the slide they have a few moments to recover before you proceed with Part 2.



PART 2: SHAME AND ANGER

Expected Duration: 45 minutes

Once the party takes a moment to heal and catch their breath, the next step on their path is obvious: Forward and down. Those having a strong connection with magical forces can feel powerful magic acting on the path, causing it to shimmer when checked carefully. A detect magic spell shows an advanced conjuration spell, with an entrance seeping onto this path.

When they go to step through the threshold, read the following box text.

The path you tread goes back to natural formation, but only for a dozen or so steps. What feels like thick air flows over you, and you enter a different plane of existence. Shattered pieces of rubble, dead illithids, whispers and cries of countless humanoids, and fragments of memories float untethered in this plane, but you can see the path you are meant to follow reform further on, 200 feet away. The air around it shimmers, further confirming your suspicions.

Two loud, telepathic voices break through and echo in your heads: “Who steps into our prison, our unrest!? It is certainly not Berach, that treacherous leech.”

You see two alhoons, opaque and floating, come into view. Both wear similar robes, and each is missing their tentacles save two, all appendages writhing in rage as they look you over. “The champions of this slumbering hive, Gaizko and Manzebossk, command you to speak or draw your weapons.”

Gaizko (GUY-skoh) and **Manzebossk** (MANS-bossk) are the two other illithids who joined Berach in the alhoon ritual. They were twisted in the original experiments to create tar stones, and due to this all three alhoons do not remember the illithid hive’s location, or if it even survives to this day. That memory loss hastened Gaizko and Manzebossk’s madness, making them believe that Berach betrayed them and the hive to githyanki. A battle ensued, and Berach was the only one to survive. It still weighs on Berach to this day, which the players learn in Part 4.

To pass through this section of the demiplane, they must either satisfy Gaizko and Manzebossk’s need to talk and be respected (Non-Combat Path), or they must fight through them (Combat Path).

TIPS FOR THE DM

The alhoons must have their personalities played up. If not, this part goes too fast and feels rushed.

A momentary slip-up should cause the alhoons to question the players at every moment, until they feel satisfied with their groveling or enjoyment of their tale. Really play into this.

As the alhoons speak about each memory, each memory cloud can coalesce into a more concrete form, playing out the details like an old-time video. This adds time and detail that will help characters become more engrossed.

TIME CUTS

This section can be trimmed for time if the adventure started late. The amount of roleplaying can be lessened for ease of time, and you can easily give advantage as required for skill checks. This can save around 15 minutes.

NON-COMBAT PATH

If the characters do not immediately raise their weapons, the characters have a chance to question the dead alhoons. This is a chance for the players to learn some information about the past. A DC 18 Wisdom (Insight) check shows that the two alhoons are wracked with insanity, and to fully trust their words would be the wrong choice.

To ply the alhoons for information, and to make it through without a fight, the characters must make DC 20 Charisma (Persuasion or Deception) skill checks. If the characters grovel, shower them with praise, and show absolute respect for the alhoons, the DC for the skill check goes to 16. If the characters disrespect the alhoons at all, it counts as one failure and increases the DC to 24. Once they have been disrespected twice, they attack the characters.

Each successful skill check will give one of the following pieces of information:

- Berach, Gaizko, and Manzebossk were once the most successful members of their illithid hive. The hive as a whole began to struggle, and the three of them were tasked by the elder brain to figure out why.
- It was decided after a long period of research that the hive could not be saved before it perished due to an unknown disease. The elder brain commanded the three to make the ultimate sacrifice, due to their failure: Become alhoons to watch over the hibernating hive.
- During the ritual process the hive was hidden, and the three took their places as its guard. It was a lonely duty.
- It was years before they figured out how to create the tar stones, but with the first batch created, Berach betrayed the others and used some of their mental faculties to make them!
- The ensuing fight between the three alhoons dealt horrible damage to the area around the hive, sealing it in such a way that they cannot find it anymore.
- Berach slew Gaizko and Manzebossk, sealing them in this demiplane for his own means. Its betrayal and madness fuel their second undeath.

While the alhoons speak, the characters can make their way through the demiplane, making it to the other side. This requires six successful skill checks to do so, as the alhoons ramble and assume the characters cannot harm them even if they move around. You can increase or decrease the number of skill checks required depending on their roleplaying or skill check totals.

If combat ensues, due to things such as disrespecting Gaizko and Manzebossk, move to the Combat Path and make any necessary changes — DM's discretion.

If combat does not ensue, the two trapped alhoons will provide aid in combat against Berach, if combat happens. This is detailed in the Part 5b sidebar.

COMBAT PATH

If the characters draw their weapons, disrespect them, or make other slights, the two alhoons move to attack! The two creatures have some command of the plane's structures, and use this to block and destroy the characters. They also create one Mind Flayer as backup, a piece of their past lives.

Depending on how the fight begins, the alhoons might have less of their anger and power available to them. This is to reward them for getting as far as they did. For a map, refer to Map 2.

- If the players successfully passed two Charisma skill checks, the alhoons do not start with their mind blast actions available to them.
- If the players successfully passed four Charisma skill checks, the alhoons do not start with their mind blast actions and cannot manipulate the environment through their Lair Action.
- If the players angered the alhoons by immediately drawing their weapons, or by purposefully angering them, both alhoons recharge their mind blast ability immediately after their first use, regardless of the number of successful Charisma skill checks.

ENCOUNTER CHANGES

The full monster stat block changes are shown next to the original stat blocks, at the back of the adventure.

Due to the nature of their confinement, all of the enemies have a fly (hover) speed of some variety, which also means they cannot be knocked prone.

TACTICS

The two alhoons do everything in their power to strip the characters of their life, using all of the resources at their disposal. This includes moving their environment to cause roadblocks, damage, or to isolate a character for a portion of the fight. This environmental shifting and changing is a part of their legendary actions.

Of course, a party does not need to completely fight every creature in this area. If the party can make it to the end of the map, and there is nothing blocking the exit, they can walk through the threshold without incident.

ADJUSTING THIS ENCOUNTER

Here are some suggestions for adjusting this encounter, according to your group. These are not cumulative.

- **Very Weak:** Remove the **Mind Flayer**. The **alhoons** have 100 hit points each.
- **Weak:** Remove two **Mind Flayers**.
- **Strong:** Replace the **Mind Flayer** with a **Mind Flayer arcanist**. The **alhoons** have 150 hit points each.
- **Very Strong & Deadly:** Replace the **Mind Flayer** with two **mind flayer arcanists**. The **alhoons** have 150 hit points each.

DEVELOPMENT

If a party clears this area, or manages to distract the two alhoons long enough, they may spend time investigating the floating memories. This will allow them to piece together 3 of the 6 pieces of information that are available from the Roleplaying Path, selected randomly. This takes 10 minutes of in-game time, and there should be no skill checks required to piece them together.

Regardless of the chosen path, the characters eventually leave the demiplane through the portal at the other side. If this happens, proceed to Part 3.

TREASURE

Some of the items in this room are real, having been tossed into this demiplane by those that came before, or by Berach. Regardless of the path they take to complete this area, characters can find 3,000 gp worth of spell components, as well as a sealed spell scroll of *plane shift*.

EXPERIENCE POINTS

A successful non-combat exit earns 3,000 XP per character.



PART 3: OVERWHELMING FUGUE

Expected Duration: 30 minutes

As the characters exit the demiplane housing the two dead alhoons, they are unceremoniously dumped into an oval room with no exit. The area outside of the room is barren save for bones and clothing, encircling the kill room. Please read out the following boxed text.

You are spat out of the demiplane unceremoniously onto a rock floor a few feet below the exit. Getting your bearings shows that this 80 foot diameter, 30 foot tall, dome-shaped room is made from the same smooth rock as the floor, with no visible exit.

Before you can begin to investigate, your body begins to feel heavy, your mind filled with static. The room's walls have started to ripple, small pebbles forming and flowing through the walls. These tar stone beginnings glow faintly, and the sounds of the previously slain begin to build. Berach is trying to take care of its drug needs and adventurer problem in one swing!

Berach created this room to create tar stones in a more hands-off approach, and has repurposed it to trap the party inside and kill them off via the tar stone process. It has had the *forbiddance* spell cast on it for 30 days, forbidding all teleportation, portals, and planar travel to and from this domed room. Also, Berach has changed the type of creatures harmed by the spell to be **the party majority** (although it only managed to modify it to include subtypes such as humans, dwarves or elves). With the majority known, it then set the spell to harm that type of creature for 5d10 necrotic or radiant damage depending on known resistances or vulnerabilities. This damage happens as they enter the room, and on each subsequent turn as per the spell description.

Now while *forbiddance* can be dispelled, Berach has put two *glyphs of warding* on the floor of this room, which can be noticed with a DC 17 Intelligence (Investigation) check. One glyph holds *counterspell* cast at 7th level, which is set to go off on targeting the first person who tries to *cast dispel* magic. The other glyph holds *reverse gravity*, which is set to go off in the center of the room when the wall is pierced in any manner without the password. A simple touch will not trigger the second glyph.

For the characters to survive, they must break free from this room in less than 10 rounds, which is **immediately** known to them at the start of round 1. They must also deal with the undead spirits of past victims, who manifest after round 2. This consists of one **banshee**, two **ghosts** and one **wraith**.

- After 10 rounds, the PCs' mental faculties are sufficiently drained and they are knocked unconscious from the lack of energy and emotion. Berach then kills them one at a time, as it sees fit.
- For **Strong**, **Very Strong**, and **Deadly** parties, the PCs make all attacks and skill checks with disadvantage after Round 5. **Average** parties receive this disadvantage after Round 7, and **Weak** and **Very Weak** parties do not receive these penalties at all.

ADJUSTING THIS ENCOUNTER

Here are some suggestions for adjusting this encounter, according to your group. These are not cumulative.

- **Very Weak** and **Weak**: Remove one **ghost**.
- **Strong**: Add one **banshee**.
- **Very Strong** and **Deadly**: Add one **banshee** and one **wraith**.

GETTING OUT

The rock wall surrounding this room has AC 18, Damage Threshold 20, and 200 HP. This is lowered to a Damage Threshold of 15, with 150 HP for a **Very Weak** or **Weak** Party. These statistics are given so that groups without a Rogue or easy means of Investigation have a chance to break free.

You can also track wall damage per the number of times the Damage Threshold has been overcome, making the encounter move faster. If this is your method, have the wall require 7 damage sources done to it for it to break.

Characters with a passive Investigation of 20 or higher, or passive Perception of 23 or higher will notice that there is a near-invisible seam, where a door would be.

- To open this piece of the wall, it first must be loosened. This can be done with thieves' tools and three successful DC 24 Dexterity (Thieves Tools) or DC 28 Dexterity (Sleight of Hand) skill checks, or any other creative way that the party might think of. Just keep the DC skill check or abilities required at a relatively high level, as this should be a stressful situation.
- Once loosened, the door can then be knocked down. A combined DC 35 Strength check is required to push it open. This check can be done by up to two characters at once.

DEVELOPMENT

Once the party is cleared of their prison, they can explore the surrounding room. This room is filled with the remains of various humanoids, carefully organized by size, gender, and age of the bones. Careful observation with a passive or active Intelligence (History) check of 15 or higher recognizes that some of the clothing dates back at least 300 years. One path from this room moves further down, while another path once went up towards the surface — but it has been recently caved in.

If the characters wish to take a short rest by not using the potions provided at the beginning of the adventure, or just wish to spend a few minutes healing and thinking, this location is the best spot for it. But again, if the characters take a normal short rest (one that does not use the potions), Berach will be more prepared for them come Part 5, so make note of this.

TREASURE

There is nothing of immediate value, save for a single silvered shortsword covered in dried blood.

EXPERIENCE POINTS

For clearing this room, characters are awarded non-combat experience of 1,000 XP.



PART 4: THEIR STORY

Expected Duration: 60 minutes

The end in sight, the characters must continue to press forward. Berach knows that they draw close and sends some of its minions to engage the characters for more time. But before this fight, the characters must pass through memories lost to Berach in its age and grief.

TIME CUTS

If time is short, rather than letting the players really immerse in the memories, you can just list off the details from each memory. This will save a few minutes per each memory, if they were going to go through them. If they were going to bypass them anyway... Let them spend the resources.

A. MOMENTARY LAPSE

When ready, please read the following box text.

The only sounds you hear for some time are your own footsteps. Slowly, you begin to see lights dancing on the wall further ahead. Coalescing from those lights is a cloud of energy; opaque creatures and scenery shift inside of it. Behind it are three distinct paths, with footprints wearing out the different paths in near-equal amounts.

It seems you need to find some way to circumvent this cloud of energy, or simply move through it.

This cloud of energy is in fact a memory fragment from Berach's mind. The tar stone use, state of mind, and impending death has allowed some memories to break free and form in different cavern areas, this being one of them.

With that information in mind, there are two distinct parts to this section of the adventure: The memory clouds, and finding the correct path. See Map 3 for a general outline of the route, and the following sections for guidance on each part.

MEMORY CLOUD GUIDANCE

If the characters find a way to bypass the memory clouds, let them do so without consequence (other than the missing information). If they do decide to walk through them, the first character to move through each cloud is pulled into a

living memory of Berach's, living it through Berach's body and vision. There are **five** of these memory clouds floating through this section of the adventure, and can be found sequentially at any point.

To reiterate, only one person can experience each memory, which is absorbed into their body when they enter it. Player handout 1 has a description of each memory that you can hand out to the players as they enter.

Those that learned the three alhoon's past from Gaizko and Manzebossk quickly see large differences between what they were told, and what they see during the memory sequence.

- The memory clouds are more focused, not tainted with madness, and paint a grimmer image of the past. No skill check is needed for this realization.
- If the characters did not talk to Gaizko and Manzebossk, they have no way of knowing these details, and must take these at face value.

PATH SELECTION GUIDANCE

As the characters reach each path juncture, they must use their senses and knowledge to find the correct choice.

There are **three** junctures that the characters need to pass through.

- The **first** junction has 3 paths, and the **left** path is the correct choice.
- The **second** junction has 2 paths, and the **right** path is the correct choice.
- The **third** and final junction has 3 paths, and the **right** path is the correct choice.

To successfully go down the correct path, the characters can either try their luck (a viable option) or use their skills.

- A successful DC 18 Wisdom (Survival) or DC 22 Intelligence (Investigation or Nature) skill check provides the correct path.
- Only one character can make one of the above skill checks.
- Also, only characters with proficiency in the selected skill check can provide aid (advantage).

For every failed path choice, 20 minutes of in-game time passes. Be aware of this, and use the table provided in the DM Appendix to help calculate the total loss.

B. THE OPEN GRAVE

As the party nears the end of their path, they come upon a large oval room, where Berach's minions wait to ambush!

The path begins to flatten out and widen into a large natural cave. The floor is heavily cracked, covered in debris and rubble, with the only exit on the other end of the cave. Silence weighs heavily in the air, and the exit beckons you.

A character with a passive Perception of 19 notices the multitude of **cranium rats** (3 swarms) lying in wait for the party. A passive Perception of 24 or higher notices the **thrall'd warlord** (and **thrall'd champion** at high APL) lying beneath the rubble, waiting to attack. The enemy attacks once the first two characters enter the room. See map 4 for more information.

Important Note: The **cranium rats** have 52 hit points each. The **warlord** has an AC of 20 instead of 18. He wields a magical shield, armor and longsword as described in the sidebar in the stat block section below the warlord in the appendix.

Note that at higher APL the **champion** also wields magic items as described in the sidebar in the stat block appendix.

ADJUSTING THIS ENCOUNTER

Here are some suggestions for adjusting this encounter, according to your group. These are not cumulative.

- **Very Weak:** Remove one **swarm of cranium rats**. Their hit points are normal. The **warlord** has 185 hit points.
- **Weak:** Remove one **swarm of cranium rats**. Their hit points are normal.
- **Strong:** Add a **champion**.
- **Very Strong and Deadly:** Add a **swarm of cranium rats**. Add a **champion** with 175 hit points. The **warlord** has 270 hit points.

TACTICS

The entire floor of this room is difficult terrain, with the room itself only being 70 feet long and 30 feet wide. Any swarm of cranium rats can move through the difficult terrain with no reduction to their movement speed, but the thrall'd warlord suffers the reduction to movement.

At least one swarm of cranium rats cuts off the party's escape, herding them directly towards the thrall'd warlord (and possible champion). The warlord will then go after the weakest, least armored person in the party, while the rats use their magic to hold armored people and other large threats in place. The swarms of cranium rats also emit light from their heads so the thrall'd fighter(s) can see their targets.

All of the listed enemies fight to the death, as per Berach's orders.

During this fight, Berach watches through the *shield of far sight* sporadically, and uses its *mind blast* ability through the shield. Berach's use of its mind blast ability happens during the warlord's turn (exactly when is the DM's choice), and does not use the warlord's action or bonus action. The warlord calls out to Berach by banging his sword against the shield twice in quick succession. Once the shield bearer dies, or moves to a different plane of existence, Berach loses the ability to use its mind blast ability.

If the party tries to cure or save the thrall'd enemies, the thrall'd warlord (and thrall'd champion if here) has been changed enough that they are too far gone to be saved.

DEVELOPMENT

Eventually the characters follow the correct path and arrive at Berach's Lair. Proceed with Part 5. Keep in mind how much time it took the characters to get here.

TREASURE

The cranium rats have nothing of value. The warlord's equipment is specially made for him by Berach, and due to its rarity can fetch a decent amount of coin — 5,000 gp to be exact. Also, while the items are magical to the warlord, they do not function as magical items to anyone else and are thus mundane treasure worth the price mentioned above (5,000 gp for all of the equipment).

Inside of the warlord's (and possibly champion's) hiding space, there is a *potion of supreme healing* and a *potion of longevity*.



PART 5: ACCEPTANCE OF SELF

Expected Duration: 60 minutes

It's the end of the line. The path forward leads to a shimmering wall, leading into the heart of the alhoon's plane. Whatever defenses lie in wait are all that's left. Use Map 5 for this fight.

This is the last place for the party to have a moment of respite: 10 minutes of rest are available to them with previous, in-game, time decisions impacting the final layout and preparation that Berach has done. The potion of short rest given at the start of the adventure does not count against the party.

Only a few hundred feet of path remains between you and a shimmering wall, imposing in its violent display of color and energy. The plane that exists beyond will be larger than the previous, and whatever defenses lie in wait are likely all that is left between you and Berach the alhoon. It's time to take the plunge.

- If the party did not take a full 1 hour short rest at any point during this adventure, and did not waste an equal amount of time, proceed to Part A.
- If the party took a full 1 hour short rest at any point during this adventure, or wasted an equal amount of in-game time, proceed to Part B.
- If the party took more than one full 1 hour short rest, or wasted more than 2 hours of in-game time, proceed to Part C.

A. TRUE ACCEPTANCE

"Ah, so you've come." A tired voice, aged but still filled with presence, enters your mind as you step through the wall. "Does this scenery fit what you expected of my domain?"

The landscape is barren and erratic, cracked rock and stone dominating your immediate view. A short distance away are the only distinct structures around: Two sets of floating stairs, leading to a sphere floating in the sky.

"Now I must apologize in advance. Old commands still bind me, so I must continue until I perish. As I believe my hive has."

Berach's sphere splits in half to show a stark white illithid face, its robes and armor tattered but regal in color and fit. "Please accept the last of my minions as a token of my respect. I have had enough of the arcane ways."

Quaggoths, more skin and bones than actual flesh, begin to pour forth from cracks in the land, screaming at you in Undercommon. As the sphere closes once again, another humanoid comes into view, ready to fight.

The **five quaggoths** charging the party have hunger in their eyes, their one **quaggoth thonot** leader charging with them. This group is backed up by one thrall **archmage**, who has used some of their prepared spells to augment their body (DM's discretion, such as *mage armor*, *stoneskin*, *mind blank*, and *foresight*). Finally, the quaggoths have had their power augmented by tar stones, which are listed next to their stat blocks in the back of this adventure.

Note that changes to the various stat blocks are described in sidebars in the statblock appendix under the monster.

TIPS FOR THE DM, FOR BOTH A AND B

To start with, the following spell changes help to make this encounter difficult enough for most parties. If changes need to be made, make the necessary adjustments.

- One thing I recommend is having the archmage start with *foresight* cast 8 hours ago, with just 1-2 rounds left. It's enough for the magic user to move and live through round 1. This also frees up their Level 9 spell slot.
- If the party is fighting at Deadly APL, take a moment to re-acquaint yourself with how a simulacrum works.
- Do not forget that spells can be up-cast, such as *banishment*. Multiple targets sent away can be useful.

TIME CUTS

If time is extremely short, and you need to trim this final encounter, the easiest way to do so is by having the alhoon "end" it early. Once it decides the party has done enough, it can put all of its thralls into a comatose state, allowing for easy kills as it offers the characters its final demand.

ADJUSTING THIS ENCOUNTER

Here are some suggestions for adjusting this encounter, according to your group. These are not cumulative.

- **Very Weak:** There are three **quaggoths** with 30 hit points each instead of five. Replace the **archmage** with a **diviner**.
- **Weak:** Remove one **quaggoth**. Replace the **archmage** with a **diviner**.
- **Strong:** Add a **quaggoth thonot**.
- **Very Strong:** Add a **quaggoth thonot**. Add a **diviner**.
- **Deadly:** Add a **quaggoth thonot**. Add a **diviner**. Add an **archmage simulacrum**.

Once the party clears the fight, or if they happen to reach Berach's meditation chamber quickly, proceed to the following box text. **Leave initiative as is, for if the party attacks Berach combat resumes using the same initiative order.**

The alhoon's meditation chamber is simply decorated, mementos and trinkets scattered around the room. In the center is Berach, a strange candle burning in front of it as it kneels. Clutched in its tentacles is a strange container, made of silver, emerald, and amethyst.

"I was hoping you would arrive here." Any sounds left outside suddenly go silent, leaving you to the alhoon's thoughts. "I am tired. The disconnect from my hive, the betrayal of my kin, and the ever-encroaching shadow of death..." Berach's tentacles wiggle for a moment, reaching over the candle to offer the container it holds.

"I want to die by my own terms, not by yours or the elder brain's, if they still live." The candle slowly burns some of Berach's flesh, but it does not move. "I will let you have the *periapt of mind trapping*. I have less than a year on this lifespan... I want to spend it hunting down the burial grounds of my hive. With that *periapt* in your clutches, there is nothing I can do to prevent my death." It looks at all of you, eyes filled with determination in its decision.

What the players decide is up to them. If they ask Berach questions, it can answer what it can. Some answers to possible questions are listed below.

- If asked as to why it believes its hive must be dead, Berach simply tells the truth: The hive was dying when it was sealed, and there was nothing it could do.
- To top off Berach's fears, another hive that it knew of, led by an elder brain named Kszanzeth (ki-SAN-seth) was recently slain. This lead Berach to question everything about its post. (This is a reference to the events in *Yûlash*, found in *CCC-TRI-01* and *CCC-TRI-02*.)
- If asked as to the nature of the candle, Berach confirms that it is a candle of invocation, who's time is about to be spent. Even if the party wished to keep it, it is for Neutral Evil alignments and snuffs itself out if moved, unable to be lit again.
- To reiterate, the *candle of invocation* is not a lootable item.
- If the characters mention captured miners, or anyone that might still be in the plane, Berach says that they are either long dead or have been sent back to the surface. Berach's memory of its old cattle is... fickle.

If they let Berach live, it holds up its end of the bargain, taking nothing with it as its plane shifts away; the plane of existence

it created shunting the players away after a few minutes. Berach lets them know this, and tells them to just stay in the meditation chamber to safely exit. It will continue to exist even without its master.

- When a character touches the *periapt of mind trapping*, they find out that the two dead alhoons were in fact trapped within! The demiplane they walked through prior was the inside of the *periapt*, with the two alhoons holding the minds of the dead humanoids in check. Their words cannot be silenced while holding the *periapt*. Silence only comes when it is not in direct contact with a character.

If the party decides to slay Berach, it fights with all its might. With the last of its wishes denied, there is nothing left to tie it to this world. If a character holds the *periapt of mind trapping*, they gain advantage on attacks, saves and checks against Berach. In turn, Berach suffers disadvantage on attacks, saves, and checks against the holder. This is before the effects of the candle of invocation (which gives advantage on all attack rolls, saving throws, and ability checks), as well as the addition of all changes to its stat block as shown in the side bar for P5b.

- Once slain, silence takes over once again, and the party can do what they wish.
- Those interested in planes and demiplanes should be notified of the downtime activity, Planar Secrets.
- The character that holds onto the *periapt of mind trapping* should make note of this on their log sheet, in case this should prove useful in the future.

TREASURE

Regardless of the party's decision concerning Berach, the gold left in the meditation chamber is no trifling amount, totaling 10,000 gp. They also receive the story award "A Merciful Soul" if they chose to let Berach leave and are awarded 1,500 XP each.

The other item of interest sits on an altar, as a trophy from a long-forgotten battle. This +3 lance, known as "Dream Whirl", is detailed in Player Handout 6.

If asked as to how he acquired such a weapon, the alhoon chuckles about "its one souvenir from its golden years". Berach had fought a nobleman using this on a griffon mount. It was a noble effort, but Berach ripped the heart out of the griffon and then the brain of the noble. Berach has never been able to remove the stain that the prince's blood left on the weapon, though it admits to enjoying the constant stream of psychic anger aimed at its destruction.

B. A LACK OF ACCEPTANCE

“Ah, so you’ve come.” A determined yet tired voice, aged but still filled with presence, enters your mind as you step through the wall. “Does this scenery fit what you expected of my domain?”

The landscape is barren and erratic, cracked rock and stone dominating your immediate view. A short distance away are the only distinct structures around: Two sets of floating stairs, leading to a sphere floating in the sky.

“Now I must apologize in advance. Old commands still bind me, so I must continue until I perish. As I believe my hive has.”

Berach’s sphere splits in half to show a stark white illithid face, its robes and armor tattered but regal in color and fit. “May my minions and my arcane might break your bones and crush your spirit.”

Quaggoths, more skin and bones than actual flesh, begin to pour forth from cracks in the land, screaming at you in Undercommon while Berach’s figure descends to the ground, ready for war.

The five **quaggoths** charging the party have hunger in their eyes, their one **quaggoth thonot** leader charging with them. This group is backed up by a **diviner** who has used some of their prepared spells to augment their body (DM’s discretion, such as *mage armor*, *stoneskin*, *mind blank*, and *foresight*).

In addition, both Berach and the quaggoths have been augmented with tar stones: one increases their damage and attack rolls, another increases their AC and saving throws.

Lastly, the **alhoon** Berach enters the fray after round 1, aiming its spells at anyone that it deems a large threat. Berach cannot be reasoned with at this point, its determination having returned to it with a fury.

ADJUSTING THIS ENCOUNTER

Here are some suggestions for adjusting this encounter, according to your group. These are not cumulative.

- **Very Weak:** There are three **quaggoths** with 30 hit points each instead of five.
- **Weak:** Remove one **quaggoth**.
- **Strong:** Replace the **diviner** with one **archmage**.
- **Very Strong:** Add a **quaggoth thonot**. Replace the **diviner** with one **archmage**.
- **Deadly:** Add a **quaggoth thonot**. Replace the **diviner** with one **archmage**. Add a **simulacrum** of the alhoon Berach.

A GIFT FROM THE DEAD

If no combat occurred in Part 2, Gaizko and Manzebossk reach through the periapt, psychically stunning Berach for one round of combat, preferably when the two alhoons can see the characters attacking Berach.

This happens regardless of how the alhoons feel about the characters: They want Berach to die right here and now, and will use the characters as a means to an end.

DEVELOPMENT

Once all opponents are slain, the characters have a few minutes to search the plane and meditation chamber, before being spat out of the plane of existence through unknown means.

Those interested in planes and demiplanes should be notified of the downtime activity, Planar Secrets.

TREASURE

The gold left in the meditation chamber is no trifling amount, totaling 10,000 gp. With a successful active investigation check of 25, or an active Perception check of 28, the characters can find the *periapt of mind trapping* that is hidden away, allowing them to break it when they return to finish their duty.

The other item of interest sits on an altar, as a trophy from a long-forgotten battle. This +3 *lance*, known as “Dream Whirl” is detailed in Player Handout 6.

C. THE SOUND OF SILENCE

Through the portal, the landscape is barren and erratic, cracked rock and stone dominating your immediate view. A short distance away are the only distinct structures around: Two sets of floating stairs, leading to a sphere floating in the sky.

As you explore, nothing is left. Berach’s meditation chamber is empty. The tar stone repository is empty. Captured townsfolk have been slain. A singular note has been left for you, written in shaky Common.

“I have taken over this poor elf’s mind for a moment, to write you a letter of thanks.” A dead elf, face bloodied and sunken lies next to the note, a quill still in hand. “Your lack of strength, and lack of will, has shown me that my path was true. I have added much to my life, and will continue to do what I must do to survive and keep my hive safe. Wherever it resides.
- Berach”

With nothing to save, and Berach roaming free, this raid is a failure. Award the characters the story award “Deadly Sins”, and proceed to finish the adventure, with no treasure being given from this area. The demiplane is also set to dispel, allowing no one to learn its secrets.

CONCLUSION

With the alhoon either slain or allowed to die on its terms, the characters are deposited back in the caverns beneath the mines. It is a simple return back, with no real dangers presenting themselves. The town is overjoyed to see and hear that the alhoon’s tar stone creation, and the fear that it placed over Hulburg, is finished.

But if the characters failed to confront the alhoon, the town knows of their failure. The return journey is the same, but on arrival the townsfolk yell and shame the characters, as they had to watch the alhoon rise from the mine and make its escape. They will not forget this lightly.

REWARDS

Make sure players note their rewards on their adventure log sheets. Give your name and DCI number (if applicable) so players can record who ran the session.

EXPERIENCE (Min/Max XP: 11,250 15,000)

Total up all combat experience earned for defeated foes, and divide by the number of characters present in the combat. For non-combat experience, the rewards are listed per character.

Combat Awards

Name of Foe	XP Per Foe
Alhoon	5,900
Mind Flayer	2,900
Mind Flayer Arcanist	3,900
Banshee	1,100
Ghost	1,100
Wraith	1,800
Swarm of Cranium Rats	1,800
Warlord	8,400
Champion	5,000
Quaggoth	450
Quaggoth Thonot	700
Diviner	3,900
Archmage	8,400

Non-Combat Awards

Task or Accomplishment	XP Per Char
Traversing the trapped path	2,000
Successfully bluffing the alhoons	3,000
Surviving the tar stone room	1,000
Giving the Alhoon its final wish	1,500

TREASURE

The characters receive the following treasure, divided up amongst the party. Treasure is divided as evenly as possible. Gold piece values listed for sellable gear are calculated at their selling price, not their purchase price.

Treasure Awards

Item Name	GP Value
Lord Hulmaster's Reward	2,500 per character
Spellcasting components	3,000
Warlord's equipment	5,000
Meditation Chamber	10,000

Consumable magic items should be divided up however the group sees fit. If more than one character is interested in a specific consumable magic item, the DM can determine who gets it randomly should the group be unable to decide.

Permanent magic items are divided according to a system detailed in the *D&D Adventurers League Dungeon Master's Guide*.

DREAM WHIRL (+3 LANCE)

Magical Weapon, very rare

This alabaster lance, named "Dream Whirl" by those who created it, is carved with deep swirling patterns that seem to move with you, calming your emotions and silencing surface thoughts.

Also, the original owner's dreams and anger still dwell within the lance. When within 120 feet of an illithid (mind flayer), its kin, or any of its creations, righteous fury radiates from the lance as it darkens into deep blood crimson. It functions as an ordinary +3 lance. This item can be found in **Player Handout 6**.

POTION OF LONGEVITY

Potion, very rare

This item can be found in the *Dungeon Master's Guide*.

POTION OF SUPREME HEALING

Potion, legendary

This item can be found in the *Dungeon Master's Guide*.

SPELL SCROLL OF PLANE SHIFT

Spell Scroll, very rare

This item can be found in the *Dungeon Master's Guide*.

DOWNTIME ACTIVITIES

During the course of this adventure, the characters may earn access to the following downtime activity:

Planar Secrets. With the alhoon's unique plane available for study, those interested in its creation can spend time studying it and learn its secrets. By spending 50 downtime days, a character can do one of the following to a demiplane they have created. Each effect can be given multiple times, costing 50 downtime days per each demiplane. Each demiplane can receive each of the following effects once.

- Hide one created demiplane, making other spellcasters unable to enter the chosen demiplane without explicit permission. This can take the form of a key, object, passphrase, or other way to authenticate.
- Connect one demiplane with another chosen demiplane created by them. This allows easy access to the connected demiplanes without the need to cast demiplane multiple times.

More information can be found in **Player Handout 3**.

PLAYER REWARDS

For completing this mission, the characters earn downtime and renown as described in the D&D Adventurers League Dungeon Master's Guide (ALDMG).

STORY AWARDS

During the course of this adventure, the characters may earn the following story awards:

A Merciful Soul: After seeing and hearing the plight of the alhoon Berach, you have decided that sparing its life so that it may spend its last year hunting for peace was the correct decision. Whether this will be the correct decision in the future has yet to be determined... More information can be found in **Player Handout 4**.

Deadly Sins: Your hubris and sloth-like agility has cost you much. The alhoon Berach gained back its determination and resolve, slaying anyone left in its plane and escaping from your sight. What this means for the region as a whole has yet to be determined, though you know for certain that this cannot be good. The citizens of Hulburg distrust you, causing disadvantage on all social checks for the foreseeable future. More information can be found in **Player Handout 5**.

DM REWARDS

In exchange for running this adventure, you earn DM Rewards as described in the D&D Adventurers League Dungeon Master's Guide (ALDMG).

Appendix: NPC / Monster Statistics

ALHOON

Medium undead, lawful evil

Armor Class 15 (natural armor)

Hit Points 120 (16d8 + 48)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
11 (+0)	12 (+1)	16 (+3)	19 (+4)	17 (+3)	17 (+3)

Saving Throws Con +7, Int +8, Cha +7

Skills Arcana +8, Deception +7, History +8, Insight +7, Perception +7, Stealth +5

Damage Resistances cold, lightning, necrotic

Damage Immunities poison; bludgeoning, piercing, and slashing from nonmagical attacks

Condition Immunities charmed, exhaustion, frightened, paralyzed, poisoned

Senses truesight 120 ft., passive Perception 17

Languages Deep Speech, Undercommon, telepathy 120 ft.

Challenge 10 (5,900 XP)

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

Innate Spellcasting (Psionics). The alhoon's innate spellcasting ability is Intelligence (spell save DC 16). It can innately cast the following spells, requiring no components:

At will: *detect thoughts*, *levitate*

1/day each: *dominate monster*, *plane shift* (self only)

Spellcasting. The alhoon is a 12th-level spellcaster. Its spellcasting ability is Intelligence (spell save DC 16, +8 to hit with spell attacks). The alhoon has the following wizard spells prepared:

Cantrips (at will): *chill touch*, *dancing lights*, *mage hand*, *prestidigitation*, *shocking grasp*

1st level (4 slots): *detect magic*, *disguise self*, *magic missile*, *shield*

2nd level (3 slots): *invisibility*, *mirror image*, *scorching ray*

3rd level (3 slots): *counterspell*, *fly*, *lightning bolt*

4th level (3 slots): *confusion*, *Evard's black tentacles*, *phantasmal killer*

5th level (2 slots): *modify memory*, *wall of force*

6th level (1 slot): *disintegrate*, *globe of invulnerability*

Turn Resistance. The alhoon has advantage on saving throws against any effect that turns undead

ACTIONS

Chilling Grasp. *Melee Spell Attack:* +8 to hit., reach 5 ft., one target. Hit: 10 (3d6) cold damage.

Mind Blast (Recharge 5-6). The alhoon magically emits psychic energy in a 60-foot cone. Each creature in that area must succeed on a DC 16 Intelligence saving throw or take 22 (4d8 +4) psychic damage and be stunned for 1 minute. A target can repeat the saving throw at the end of each of its turns, ending the effect on itself on a success.

PART 2 ALHOON CHANGES (GAIZKO AND MANZEBOSK)

- **Very Weak:** HP 100, Fly Speed 15 ft. (hover), 2 Legendary Actions per round, n1 Legendary Resistance
- **Weak:** Fly Speed 15 ft. (hover), 2 Legendary Actions per round, 2 Legendary Resistances
- **Average:** Fly Speed 30 ft. (hover), 2 Legendary Resistances
- **Strong & Very Strong:** HP 150, Fly Speed 30 ft. (hover), add one 7th Level Spell to each alhoon (1 Slot per alhoon)
- **Deadly:** HP 150, Fly Speed 30 ft. (hover), add one 7th Level Spell to each alhoon (1 Slot per alhoon), 4 Legendary Resistances per day, 4 Legendary Actions per round

SUGGESTED SPELLCASTING LIST

Cantrips (at will): *chill touch, dancing lights, mage hand, prestidigitation, shocking grasp*

1st level (4 slots): *magic missile, shield, ray of sickness and thunderwave*

2nd level (3 slots): *hold person, mirror image, scorching ray*

3rd level (3 slots): *counterspell, dispel magic, lightning bolt*

4th level (3 slots): *confusion, Evard's black tentacles, banishment*

5th level (2 slots): *cone of cold, wall of force*

6th level (1 slot): *disintegrate, globe of invulnerability*

7th level (if added per party strength, 1 slot): *finger of death* (Gaizko), *force cage* (Manzebossk).

Legendary Resistance (3/day, or as listed above)

If either alhoon fails a saving throw, it can choose to succeed instead. They share the same legendary resistance pool.

Legendary Actions (3 actions, or as listed above)

The alhoons can take 3 legendary actions, choosing from the options below. They can take only one legendary action at a time and only at the end of another creature's turn. The alhoons regain spent legendary actions at the start of their turn, sharing the same turn and legendary action pool.

Ghost Walk. The alhoons fly up to half their flying speed.

Break Ground (Costs 2 Actions). The alhoons can choose to move one section of the battlefield, as listed on the map, to another location within 60 ft. If this interacts with a sedentary section, the moving piece crashes into the other, reforming at its original location at Initiative Count 20. If a creature was on the moving section, or is hit by the moving section they must make a DC 18 Dexterity saving throw. On a failure, they are knocked prone and take 17 (4d8) bludgeoning damage. On a success, they are not knocked prone and take half damage.

Memory Waltz (Costs 3 actions). The alhoons can choose to move a memory fragment to another location within 30 ft. For each creature that the memory fragment touches, they must make a DC 16 Intelligence saving throw. On a failure, the creature takes 22 (4d10) psychic damage and becomes paralyzed, lost in the dream as one of the alhoons. On a success, the creature takes half damage, and is not paralyzed. At the end of each of its turns, and each time it takes damage, the creature can make another Intelligence saving throw. The creature has advantage on the saving throw if it's triggered by damage. On a success, the effect ends.

PART 5 ALHOON CHANGES (BERACH)

- **Very Weak, Weak, & Average:** Add Tar Stones effects listed below, add 7th level spell (one slot), 2 Legendary Resistances
- **Strong & Very Strong, & Deadly:** HP 150, add Tar Stones effects listed below, add 7th level spell (one slot), 3 Legendary Resistances

SUGGESTED SPELLCASTING LIST

Cantrips (at will): *chill touch, dancing lights, mage hand, prestidigitation, shocking grasp*

1st level (4 slots): *detect magic, magic missile, ray of sickness, shield, thunderwave*

2nd level (3 slots): *invisibility, mirror image, scorching ray*

3rd level (3 slots): *counterspell, dispel magic, lightning bolt*

4th level (3 slots): *banishment, confusion, Evard's black tentacles*

5th level (2 slots): *cone of cold, wall of force*

6th level (1 slot): *disintegrate, globe of invulnerability*

7th level (1 slot): *force cage*

ITEM DETAILS

Tar Stone of Anger. +2 to attack rolls and damage on hit.

Tar Stone of Resolve. +1 to AC and Saving Throws

Mind Lash. *Melee Weapon Attack:* +7 to hit, reach 10 ft., one target. *Hit:* 3 (1d4+3) slashing damage and 5 (2d4) psychic damage. Any creature that takes psychic damage from the mind lash must also succeed on a DC 15 Wisdom saving throw or have disadvantage on Intelligence, Wisdom, and Charisma saving throws for 1 minute. The creature can repeat the saving throw at the end of each of its turns, ending the effect on itself on a success.

Legendary Resistance (3/day, or as listed above)

If Berach fails a saving throw, it can choose to succeed instead.

Legendary Actions. (3/day, or as listed above)

Choosing from the options below. It can take only one legendary action at a time and only at the end of another creature's turn. Berach regains spent legendary actions at the start of its turn.

A Stern Lash. Berach attacks a creature within range with its mind lash.

Achieve Control (Costs 2 actions). With a psychic scream, all allied creatures within the lair, including itself, remove all negative effects currently affecting them.

An Unstable Mind (Costs 3 Actions). The alhoon regains its mind blast ability and can use it during this legendary action.

ARCHMAGE

Medium humanoid, lawful evil

Armor Class 12 (15 with mage armor)

Hit Points 99 (18d8 + 18)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
10 (+0)	14 (+2)	12 (+1)	20 (+5)	15 (+2)	16 (+3)

Saving Throws Int +9, Wis +6

Skills Arcana +13, History +13

Senses passive Perception 12

Languages Deep Speech, Undercommon, Common, Elvish, Draconic, Dwarven

Challenge 12 (8,400 XP)

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

Spellcasting. The archmage is an 18th-level spellcaster. Its spellcasting ability is Intelligence (spell save DC 17, +9 to hit with spell attacks). The archmage can cast *disguise self* and *invisibility at will* and has the following wizard spells prepared:

Cantrips (at will): *fire bolt*, *light*, *mage hand*, *prestidigitation*, *shocking grasp*

1st level (4 slots): *detect magic*, *Identify*, *mage armor*, * *magic missile*

2nd level (3 slots): *detect thoughts*, *mirror image*, *misty step*

3rd level (3 slots): *counterspell*, *fly*, *lightning bolt*

4th level (3 slots): *banishment*, *fire shield*, *stoneskin**

5th level (3 slots): *cone of cold*, *scrying*, *wall of force*

6th level (1 slot): *globe of invulnerability*

7th level (1 slot): *teleport*

8th level (1 slot): *mind blank**

9th level (1 slot): *time stop*

*The archmage casts these spells on itself before combat

ACTIONS

Dagger. *Melee or Ranged Weapon Attack:* +6 to hit., reach 5 ft. or range 20/60 ft., one target. *Hit:* 4 (1d4 + 2) piercing damage.

SUGGESTED SPELLCASTING LIST

Change the ability to cast *disguise self* at will to *shield* at will

Cantrips (at will): *fire bolt*, *light*, *mage hand*, *prestidigitation*, *shocking grasp*

1st level (4 slots): *detect magic*, *mage armor*, * *magic missile*, *shield*

2nd level (3 slots): *hold person*, *mirror image*, *misty step*

3rd level (3 slots): *counterspell*, *dispel magic*, *lightning bolt*

4th level (3 slots): *banishment*, *fire shield*, *greater invisibility*

5th level (3 slots): *cone of cold*, *dominate person*, *wall of force*

6th level (1 slot): *chain lightning*, *globe of invulnerability*

7th level (1 slot): *prismatic spray*

8th level (1 slot): *feeblemind*

9th level (1 slot): *wish*, *meteor swarm*, or *time stop*

BANSHEE

Medium undead, chaotic evil

Armor Class 12

Hit Points 58 (13d8)

Speed 0 ft., fly 40 ft. (hover)

STR	DEX	CON	INT	WIS	CHA
1 (-5)	14 (+2)	10 (+0)	12 (+1)	11 (+0)	17 (+3)

Saving Throws Wis +2, Cha +5

Damage Resistances acid, fire, lightning, thunder; bludgeoning, piercing, and slashing from nonmagical attacks

Damage Immunities cold, necrotic, poison

Condition Immunities charmed, exhaustion, frightened, grappled, paralyzed, petrified, poisoned, prone, restrained

Senses darkvision 60 ft., passive Perception 10

Languages Common, Elvish

Challenge 4 (1,100 XP)

Detect Life. The banshee can magically sense the presence of living creatures up to 5 miles away. She knows the general direction they're in but not their exact locations.

Incorporeal Movement. The banshee can move through other creatures and objects as if they were difficult terrain. She takes 5 (1d10) force damage if she ends her turn inside an object.

ACTIONS

Corrupting Touch. *Melee Spell Attack:* +4 to hit, reach 5 ft., one target. *Hit:* 12 (3d6 + 2) necrotic damage.

Horrifying Visage. Each non-undead creature within 60 feet of the banshee that can see her must succeed on a DC 13 Wisdom saving throw or be frightened for 1 minute. A frightened target can repeat the saving throw at the end of each of its turns, with disadvantage if the banshee is within line of sight, ending the effect on itself on a success. If a target's saving throw is successful or the effect ends for it, the target is immune to the banshee's Horrifying Visage for the next 24 hours.

Wail (1/Day). The banshee releases a mournful wail, provided that she isn't in sunlight. This wail has no effect on constructs and undead. All other creatures within 30 feet of her than can hear her must make a DC 13 Constitution saving throw. On a failure, a creature drops to 0 hit points. On a success, a creature takes 10 (3d6) psychic damage.

CHAMPION

Medium humanoid (human), lawful evil

Armor Class 18 (plate)

Hit Points 143 (22d8 + 44)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
20 (+5)	15 (+2)	14 (+2)	10 (+0)	14 (+2)	12 (+1)

Saving Throws Str +9, Con +6

Skills Athletics +9, Intimidation +5, Perception +6

Senses passive Perception 16

Languages Deep Speech

Challenge 9 (5,000 XP)

Indomitable (2/Day). The champion can reroll a saving throw it fails. It must use the new roll.

Second Wind (Recharges after a Short or Long Rest). As a bonus action, the champion can regain 20 hit points.

ACTIONS

Multiattack. The champion makes three attacks with its greatsword or its shortbow.

Greatsword. *Melee Weapon Attack:* +9 to hit, reach 5 ft., one target. *Hit:* 12 (2d6 + 5) slashing damage, plus 7 (2d6) slashing damage if the champion has more than half of its total hit points remaining.

Light Crossbow. *Ranged Weapon Attack:* +6 to hit, range 80/320 ft., one target. *Hit:* 6 (1d8 + 2) piercing damage, plus 7 (2d6) piercing damage if the champion has more than half of its total hit points remaining.

PART 4 CHAMPION CHANGES

- **Very Weak, Weak, & Average:** No Champion
- **Strong:** Mind Blade, Mind Carapace Armor, Tar Stone of Anger
- **Very Strong & Deadly:** HP 175, Mind Blade, Mind Carapace Armor, Tar Stone of Anger

ITEM DETAILS

Tar Stone of Anger. +2 to attack rolls and damage on hit.

Mind Blade Greatsword (can be used with Multiattack, replaces Greatsword). *Melee Weapon Attack:* +11 to hit, reach 5 ft., one target. *Hit:* 14 (2d6 + 7) slashing damage plus 5 (2d6) psychic damage, plus 7 (2d6) slashing damage if the champion has more than half of its total hit points remaining. This weapon counts as magical for overcoming resistances. This weapon only counts as a magical weapon, along with its magical properties, when wielded by this champion.

Mind Carapace Armor. While worn by the champion, this armor becomes magical. To anyone else, it is normal plate mail. While worn, it grants the champion advantage on Intelligence, Wisdom, and Charisma saving throws and makes its wearer Immune to the frightened condition.

DIVINER

Medium humanoid, lawful evil

Armor Class 12 (15 with mage armor)

Hit Points 67 (15d8)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
9 (-1)	14 (+2)	11 (+0)	18 (+4)	12 (+1)	11 (+0)

Saving Throws Int +7, Wis +4

Skills Arcana +7, History +7

Senses passive Perception 11

Languages Deep Speech, Undercommon, Common, Elvish

Challenge 8 (3,900 XP)

Spellcasting. The diviner is a 15th-level spellcaster. Its spellcasting ability is Intelligence (spell save DC 15, +7 to hit with spell attacks). The diviner has the following wizard spells prepared:

Cantrips (at will): *fire bolt*, *light*, *mage hand*, *message*, *true strike*

1st level (4 slots): *detect magic*, * *feather fall*, *mage armor*

2nd level (3 slots): *detect thoughts*, * *locate object*, * *scorching ray*

3rd level (3 slots): *clairvoyance*, * *fly*, *fireball*

4th level (3 slots): *arcane eye*, * *ice storm*, *stoneskin*

5th level (2 slots): *Rary's telepathic bond*, * *screaming**

6th level (1 slot): *mass suggestion*, *true seeing**

7th level (1 slot): *delayed blast fireball*, *teleport*

8th level (1 slot): *maze*

*Divination spell of 1st level or higher

Portent (Recharges after the Diviner Casts a Divination Spell of 1st Level or Higher). When the diviner or a creature it can see makes an attack roll, a saving throw, or an ability check, the diviner can roll a d20 and choose to use this roll in place of the attack roll, saving throw, or ability check.

ACTIONS

Quarterstaff. *Melee Weapon Attack:* +2 to hit, reach 5 ft., one target. *Hit:* 2 (1d6 - 1) bludgeoning damage, or 3 (1d8 - 1) bludgeoning damage if used with two hands.

GHOST

Medium undead, any alignment

Armor Class 11

Hit Points 45 (10d8)

Speed 0 ft., fly 40 ft. (hover)

STR	DEX	CON	INT	WIS	CHA
7 (-2)	13 (+1)	10 (+0)	10 (+0)	12 (+1)	17 (+3)

Damage Resistances acid, fire, lightning, thunder; bludgeoning, piercing, and slashing from nonmagical attacks

Damage Immunities cold, necrotic, poison

Condition Immunities charmed, exhaustion, frightened, grappled, paralyzed, petrified, poisoned, prone, restrained

Senses darkvision 60 ft., passive Perception 11

Languages Common, Elvish

Challenge 4 (1,100 XP)

Ethereal Sight. The ghost can see 60 feet into the Ethereal Plane when it is on the Material Plane, and vice versa.

Incorporeal Movement. The ghost can move through other creatures and objects as if they were difficult terrain. It takes 5 (1d10) force damage if it ends its turn inside an object.

ACTIONS

Withering Touch. *Melee Weapon Attack:* +5 to hit, reach 5 ft., one target. *Hit:* 17 (4d6 + 3) necrotic damage.

Etherealness. The ghost enters the Ethereal Plane from the Material Plane, or vice versa. It is visible on the Material Plane while it is in the Border Ethereal, and vice versa, yet it can't affect or be affected by anything on the other plane.

Horridifying Visage. Each non-undead creature within 60 feet of the ghost that can see it must succeed on a DC 13 Wisdom saving throw or be frightened for 1 minute. If the save fails by 5 or more, the target also ages 1d4 × 10 years. A frightened target can repeat the saving throw at the end of each of its turns, ending the frightened condition on itself on a success. If a target's saving throw is successful or the effect ends for it, the target is immune to this ghost's Horridifying Visage for the next 24 hours. The aging effect can be reversed with a greater restoration spell, but only within 24 hours of it occurring.

Possession (Recharge 6). One humanoid that the ghost can see within 5 feet of it must succeed on a DC 13 Charisma saving throw or be possessed by the ghost; the ghost then disappears, and the target is incapacitated and loses control of its body. The ghost now controls the body but doesn't deprive the target of awareness. The ghost can't be targeted by any attack, spell, or other effect, except ones that turn undead, and it retains its alignment, Intelligence, Wisdom, Charisma, and immunity to being charmed and frightened. It otherwise uses the possessed target's statistics, but doesn't gain access to the target's knowledge, class features, or proficiencies.

The possession lasts until the body drops to 0 hit points, the ghost ends it as a bonus action, or the ghost is turned or forced out by an effect like the dispel evil and good spell. When the possession ends, the ghost reappears in an unoccupied space within 5 feet of the body. The target is immune to this ghost's Possession for 24 hours after succeeding on the saving throw or after the possession ends.

MIND FLAYER

Medium aberration, lawful evil

Armor Class 15 (breastplate)

Hit Points 71 (13d8 + 13)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
11 (+0)	12 (+1)	12 (+1)	19 (+4)	17 (+3)	17 (+3)

Saving Throws Int +7, Wis +6, Cha +6

Skills Arcana +7, Deception +6, Insight +6, Perception +6, Persuasion +6, Stealth +4

Senses darkvision 120 ft., passive Perception 16

Languages Deep Speech, Undercommon, telepathy 120 ft.

Challenge 7 (2,900 XP)

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

Innate Spellcasting (Psionics). The mind flayer's innate spellcasting ability is Intelligence (spell save DC 15). It can innately cast the following spells, requiring no components:

At will: *detect thoughts*, *levitate*

1/day each: *dominate monster*, *plane shift* (self only)

ACTIONS

Tentacles. *Melee Weapon Attack:* +7 to hit, reach 5 ft., one creature. *Hit:* 15 (2d10 + 4) psychic damage. If the target is Medium or smaller, it is grappled (escape DC 15) and must succeed on a DC 15 Intelligence saving throw or be stunned until this grapple ends.

Extract Brain. *Melee Weapon Attack:* +7 to hit, reach 5 ft., one incapacitated humanoid grappled by the mind flayer. *Hit:* The target takes 55 (10d10) piercing damage. If this damage reduces the target to 0 hit points, the mind flayer kills the target by extracting and devouring its brain.

Mind Blast (Recharge 5-6). The mind flayer magically emits psychic energy in a 60-foot cone. Each creature in that area must succeed on a DC 15 Intelligence saving throw or take 22 (4d8 + 4) psychic damage and be stunned for 1 minute. A target can repeat the saving throw at the end of each of its turns, ending the effect on itself on a success.

MIND FLAYER ARCANIST

Medium aberration, lawful evil

Armor Class 15 (breastplate)

Hit Points 71 (13d8 + 13)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
11 (+0)	12 (+1)	12 (+1)	19 (+4)	17 (+3)	17 (+3)

Saving Throws Int +7, Wis +6, Cha +6

Skills Arcana +7, Deception +6, Insight +6, Perception +6, Persuasion +6, Stealth +4

Senses darkvision 120 ft., passive Perception 16

Languages Deep Speech, Undercommon, telepathy 120 ft.

Challenge 8 (3,900 XP)

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

Innate Spellcasting (Psionics). The mind flayer's innate spellcasting ability is Intelligence (spell save DC 15). It can innately cast the following spells, requiring no components:

At will: *detect thoughts*, *levitate*

1/day each: *dominate monster*, *plane shift* (self only)

Spellcasting. The mind flayer is a 10th-level spellcaster. Its spellcasting ability is Intelligence (save DC 15, +7 to hit with spell attacks). The mind flayer has the following wizard spells prepared:

Cantrips (at will): *blade ward*, *dancing lights*, *mage hand*, *shocking grasp*

1st level (4 slots): *detect magic*, *disguise self*, *shield*, *sleep*

2nd level (3 slots): *blur*, *invisibility*, *ray of enfeeblement*

3rd level (3 slots): *clairvoyance*, *lightning bolt*, *sending*

4th level (3 slots): *confusion*, *hallucinatory terrain*

5th level (2 slots): *telekinesis*, *wall of force*

ACTIONS

Tentacles. *Melee Weapon Attack:* +7 to hit, reach 5 ft., one creature. *Hit:* 15 (2d10 + 4) psychic damage. If the target is Medium or smaller, it is grappled (escape DC 15) and must succeed on a DC 15 Intelligence saving throw or be stunned until this grapple ends.

Extract Brain. *Melee Weapon Attack:* +7 to hit, reach 5 ft., one incapacitated humanoid grappled by the mind flayer. *Hit:* The target takes 55 (10d10) piercing damage. If this damage reduces the target to 0 hit points, the mind flayer kills the target by extracting and devouring its brain.

Mind Blast (Recharge 5-6). The mind flayer magically emits psychic energy in a 60-foot cone. Each creature in that area must succeed on a DC 15 Intelligence saving throw or take 22 (4d8 + 4) psychic damage and be stunned for 1 minute. A target can repeat the saving throw at the end of each of its turns, ending the effect on itself on a success.

QUAGGOTH

Medium humanoid (quaggoth), chaotic neutral

Armor Class 13 (natural armor)

Hit Points 45 (6d8 + 18)

Speed 30 ft., climb 30 ft.

STR	DEX	CON	INT	WIS	CHA
17 (-3)	12 (+1)	16 (+3)	6 (-2)	12 (+1)	7 (-2)

Skills Athletics +5

Damage Immunities poison

Condition Immunities poisoned

Senses darkvision 120 ft., passive Perception 10

Languages Undercommon

Challenge 2 (450 XP)

Wounded Fury. While it has 10 hit points or fewer, the quaggoth has advantage on attack rolls. In addition, it deals an extra 7 (2d6) damage to any target it hits with a melee attack.

ACTIONS

Multiattack. The quaggoth makes two claw attacks

Claw. *Melee Weapon Attack:* +5 to hit, reach 5 ft., one target.
Hit: 6 (1d6 + 3) slashing damage.

QUAGGOTH ITEMS

Tar Stone of Anger. +2 to attack rolls and damage on hit.

Tar Stone of Resolve. +1 to AC and Saving Throws

Tar Stone of Faith (Average or above only). Magic Resistance (advantage on saving throws against spells and other magical effects)

QUAGGOTH THONOT

Medium humanoid (quaggoth), chaotic neutral

Armor Class 13 (natural armor)

Hit Points 45 (6d8 + 18)

Speed 30 ft., climb 30 ft.

STR	DEX	CON	INT	WIS	CHA
17 (-3)	12 (+1)	16 (+3)	6 (-2)	12 (+1)	7 (-2)

Skills Athletics +5

Damage Immunities poison

Condition Immunities poisoned

Senses darkvision 120 ft., passive Perception 10

Languages Undercommon

Challenge 3 (700 XP)

Wounded Fury. While it has 10 hit points or fewer, the quaggoth has advantage on attack rolls. In addition, it deals an extra 7 (2d6) damage to any target it hits with a melee attack.

Innate Spellcasting (Psionics). The quaggoth's innate spellcasting ability is Wisdom (spell save DC 11). The quaggoth can innately cast the following spells, requiring no components:

- At will: *feather fall*, *mage hand* (the hand is invisible)
- 1/day each: *cure wounds*, *enlarge/reduce*, *heat metal*, *mirror image*

ACTIONS

Multiattack. The quaggoth makes two claw attacks

Claw. *Melee Weapon Attack:* +5 to hit, reach 5 ft., one target.
Hit: 6 (1d6 + 3) slashing damage.

QUAGGOTH ITEMS

Tar Stone of Anger. +2 to attack rolls and damage on hit.

Tar Stone of Resolve. +1 to AC and Saving Throws

Tar Stone of Faith (Average or above only). Magic Resistance (advantage on saving throws against spells and other magical effects)

SWARM OF CRANIUM RATS

Medium swarm of Tiny beasts, lawful evil

Armor Class 12

Hit Points 36 (8d8)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
9 (-1)	14 (+2)	10 (+0)	15 (+2)	11 (+0)	14 (+2)

Damage Resistances bludgeoning, piercing, slashing

Condition Immunities charmed, frightened, grappled, paralyzed, petrified, prone, restrained, stunned

Senses darkvision 30 ft., passive Perception 10

Languages telepathy 30 ft.

Challenge 5 (1,800 XP)

Illumination. As a bonus action, the swarm can shed dim light from its brains in a 5-foot radius, increase the illumination to bright light in a 5- to 20-foot radius (and dim light for an additional number of feet equal to the chosen radius), or extinguish the light.

Innate Spellcasting (Psionics). The swarm's innate spellcasting ability is Intelligence (spell save DC 13). As long as it has more than half of its hit points remaining, the swarm can innately cast the following spells, requiring no components:

At will: *command*, *comprehend languages*, *detect thoughts*
1/day each: *confusion*, *dominate monster*

Swarm. The swarm can occupy another creature's space and vice versa, and the swarm can move through any opening large enough for a Tiny rat. The swarm can't regain hit points or gain temporary hit points.

Telepathic Shroud. The swarm is immune to any effect that would sense its emotions or read its thoughts, as well as to all divination spells.

ACTIONS

Bites. *Melee Weapon Attack:* +5 to hit, reach 0 ft., one target in the swarm's space. *Hit:* 14 (4d6) piercing damage, or 7 (2d6) piercing damage if the swarm has half of its hit points or fewer.

WARLORD

Medium humanoid (human), lawful evil

Armor Class 18 (plate)

Hit Points 229 (27d8 + 108)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
20 (+5)	16 (+3)	18 (+4)	12 (+1)	12 (+1)	18 (+4)

Saving Throws Str +9, Dex +7, Con +8

Skills Athletics +9, Intimidate +8, Perception +5, Persuasion +8

Senses passive Perception 15

Languages Deep Speech, Undercommon

Challenge 12 (8,400 XP)

Indomitable (3/Day). The warlord can reroll a saving throw it fails. It must use the new roll.

Survivor. The warlord regains 10 hit points at the start of its turn if it has at least 1 hit point but fewer hit points than half its hit point maximum.

ACTIONS

Multiattack. The warlord makes two weapon attacks.

Greatsword. *Melee Weapon Attack:* +9 to hit, reach 5 ft., one target. *Hit:* 12 (2d6 + 5) slashing damage.

Shortbow. *Ranged Weapon Attack:* +7 to hit, range 80/320 ft., one target. *Hit:* 6 (1d6 + 3) piercing damage.

LEGENDARY ACTIONS

The warlord can take 3 legendary actions, choosing from the options below. Only one legendary action option can be used at a time and only at the end of another creature's turn. The warlord regains spent legendary actions at the start of its turn.

Weapon Attack. The warlord makes a weapon attack.

Command Ally. The warlord targets one ally it can see within 30 feet of it. If the target can see and hear the warlord, the target can make one weapon attack as a reaction and gains advantage on the attack roll.

Frighten Foe (Costs 2 Actions). The warlord targets one enemy it can see within 30 feet of it. If the target can see and hear it, the target must succeed on a DC 16 Wisdom saving throw or be frightened until the end of warlord's next turn.

PART 4 CHANGES WARLORD

- **Very Weak:** AC 20 (plate, shield), HP 185, Shield of Far Sight, Mind Blade, Tar Stone of Anger
- **Weak:** AC 20 (plate, shield), Shield of Far Sight, Mind Blade, Tar Stone of Anger
- **Average & Strong:** AC 20 (plate, shield), Shield of Far Sight, Mind Blade, Mind Carapace Armor, Tar Stone of Anger
- **Very Strong:** AC 20 (plate, shield), HP 270, Shield of Far Sight, Mind Blade, Mind Carapace Armor, Tar Stone of Anger
- **Deadly:** AC 20 (plate, shield), HP 270, Shield of Far Sight, Mind Blade, Mind Carapace Armor, Tar Stone of Anger, Actions - Multiattack: The warlord makes three weapon attacks

ITEM DETAILS

Tar Stone of Anger. +2 to attack rolls and damage on hit.

Shield of Far Sight. This magic shield contains the eye of a beholder. The alhoon who created it (Berach) can see through it with darkvision out to a range of 60 ft., and can use its mind blast ability as if it was standing behind the shield.

Mind Blade Longsword (can be used with Multiattack, replaces Greatsword). *Melee Weapon Attack:* +11 to hit, reach 5 ft., one target. *Hit:* 12 (1d8 + 7) slashing damage plus 5 (2d6) psychic damage. This weapon counts as magical for overcoming resistances. This weapon only counts as a magical weapon, along with its magical properties, when wielded by this warlord.

Mind Carapace Armor. While worn by the warlord and champion, this armor becomes magical. To anyone else, it is normal plate mail. While worn, it grants the warlord and champion advantage on Intelligence, Wisdom, and Charisma saving throws and makes its wearer Immune to the frightened condition.

WRAITH

Medium undead, neutral evil

Armor Class 13

Hit Points 67 (9d8 + 27)

Speed 0 ft., fly 60 ft. (hover)

<i>STR</i>	<i>DEX</i>	<i>CON</i>	<i>INT</i>	<i>WIS</i>	<i>CHA</i>
6 (-2)	16 (+3)	16 (+3)	12 (+1)	14 (+2)	15 (+2)

Damage Resistances acid, cold, fire, lightning, thunder; bludgeoning, piercing, and slashing from attacks that aren't silvered

Damage Immunities necrotic, poison

Condition Immunities charmed, exhaustion, frightened, grappled, paralyzed, petrified, poisoned, prone, restrained

Senses darkvision 60 ft., passive Perception 12

Languages Common, Elvish

Challenge 5 (1,800 XP)

Incorporeal Movement. The ghost can move through other creatures and objects as if they were difficult terrain. It takes 5 (1d10) force damage if it ends its turn inside an object.

Sunlight Sensitivity. While in sunlight, the wraith has disadvantage on attack rolls, as well as on Wisdom (Perception) checks that rely on sight.

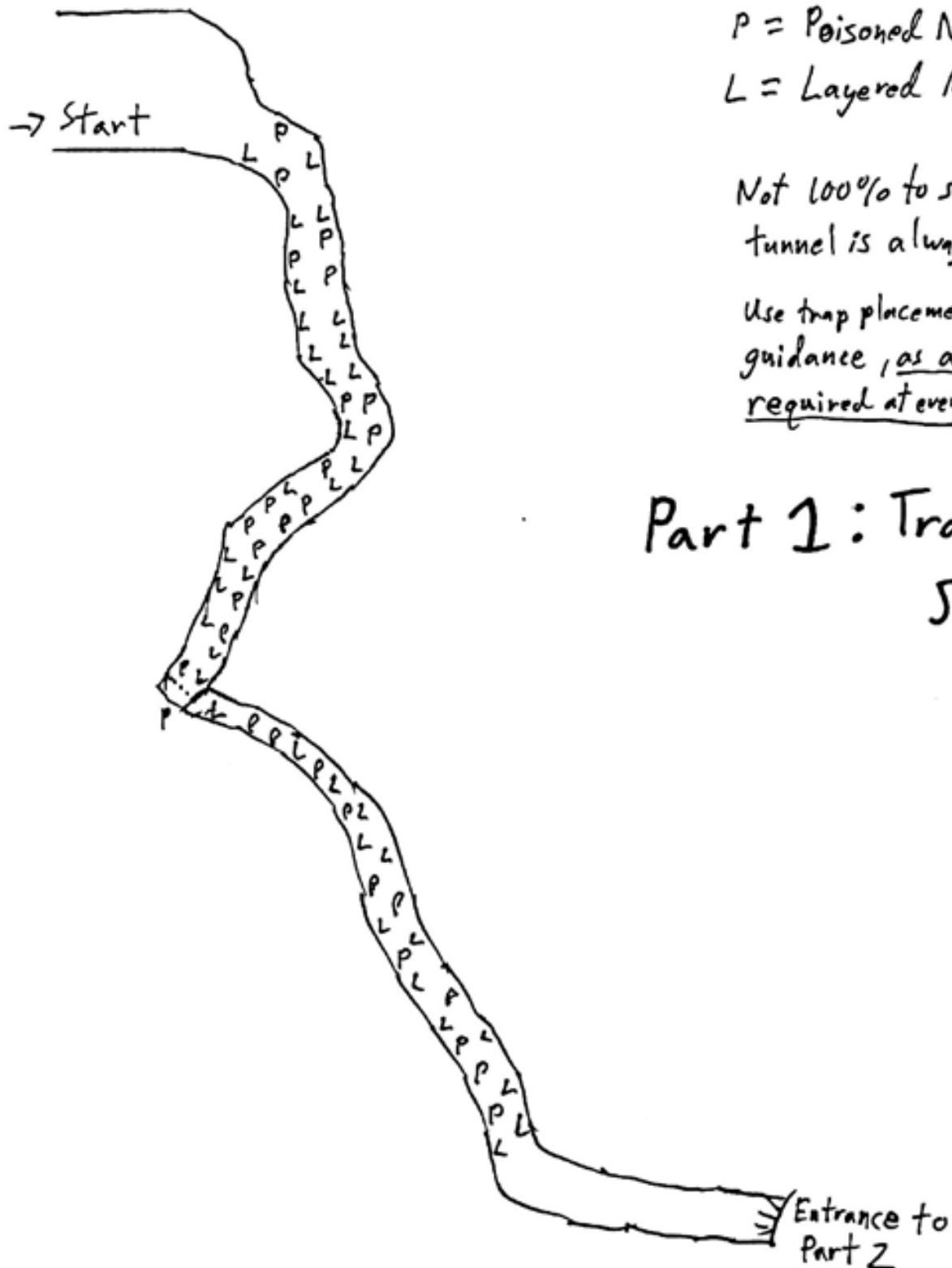
ACTIONS

Life Drain. *Melee Weapon Attack:* +6 to hit, reach 5 ft., one creature. *Hit:* 21 (4d8 + 3) necrotic damage. The target must succeed on a DC 14 Constitution saving throw or its hit point maximum is reduced by an amount equal to the damage taken. This reduction lasts until the target finishes a long rest. The target dies if this effect reduces its hit point maximum to 0.

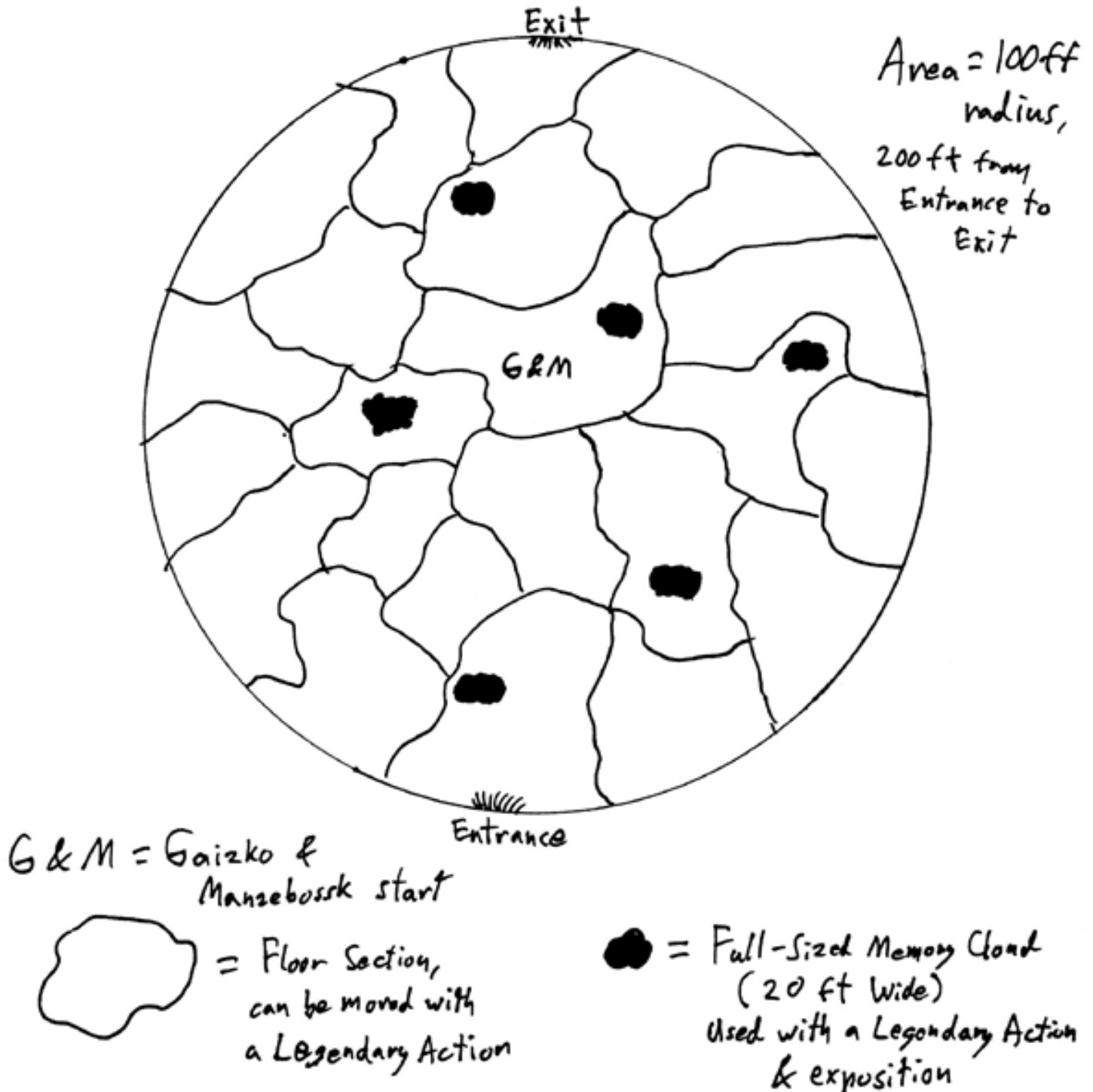
Create Specter. The wraith targets a humanoid within 0 feet of it that has been dead for no longer than 1 minute and died violently. The target's spirit rises as a specter in the space of its corpse or in the nearest unoccupied space. The specter is under the wraith's control. The wraith can have no more than seven specters under its control at one time.

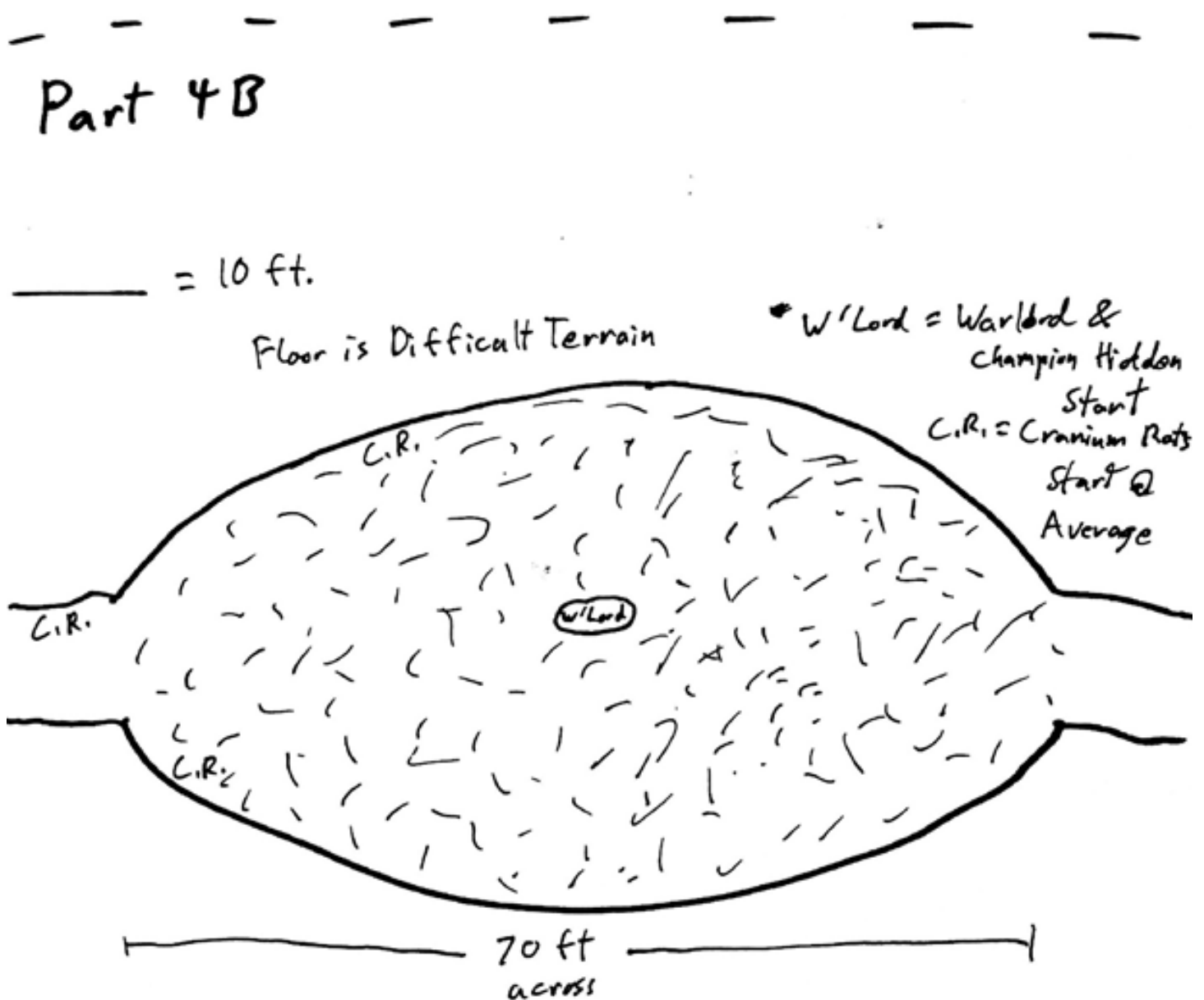
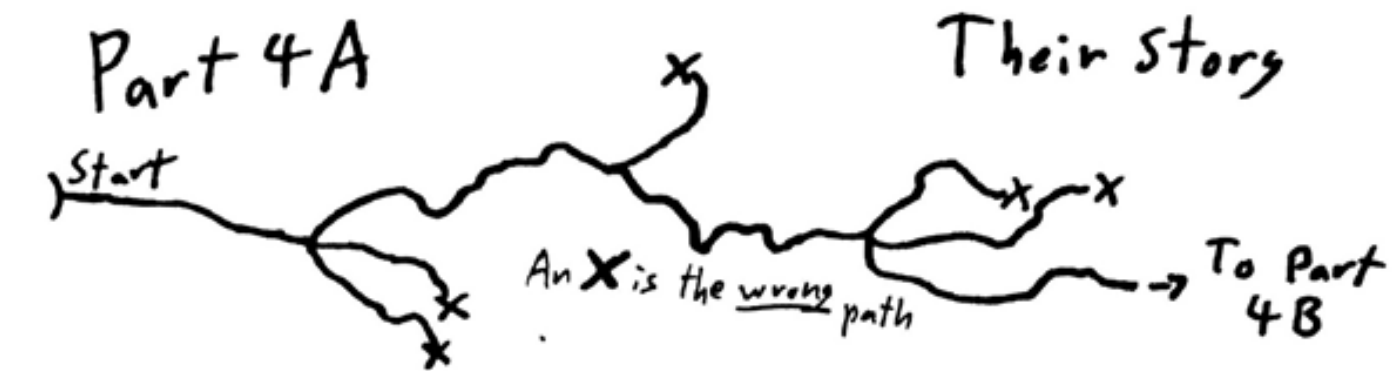
APPENDIX. MAPS

MAP 1: PART 1



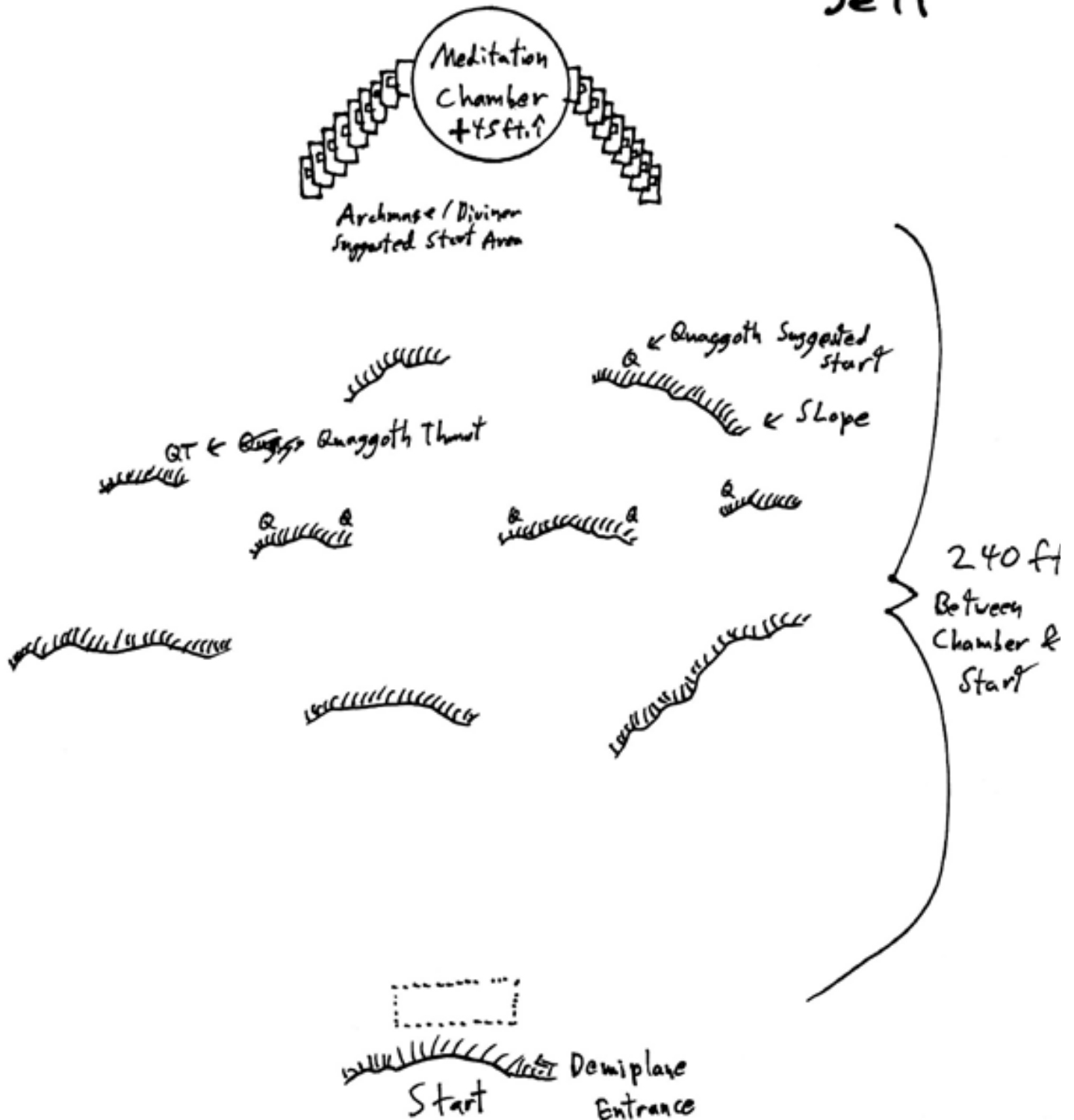
Part 2: Shame & Anger





Part 5

Acceptance of Self



APPENDIX. DM HANDOUT 1: TIME TRACKER

In-Game Wasted Time Tracker - Remember to count short rests and spell casting time (such as rituals)

Adventure Section	Reason & Est. Time Wasted	Actual Time Wasted	Current Total Time Wasted
Part 1: The Depths of Denial	N/A - 0 Minutes		
Part 2: Shame and Anger	N/A - 0 Minutes		
Part 3: An Overwhelming Fugue	N/A - 0 Minutes		
Part 4: Their Story	Wrong Path - 20 Minutes Each		

Total time wasted comes into effect at Part 5. The changes due to this total are listed below for your convenience.

- Less than, but not equal to 60 minutes (1 hour): Use Part 5a (P5a).
- Between or equal to 60 and 119 minutes (1 hour 59 minutes): Use Part 5b (P5b).
- 120 minutes or more (2 hours): Use Part 5c (P5c).

PLAYER HANDOUT 1: MEMORY CLOUDS

These should be cut into individual handouts, with the first character entering a cloud to receive the next available handout. Each handout should be given out only once.

1

Berach is experimenting on a humanoid, tentacles moving through its body. As it makes an appendage twitch, Gaizko and Manzebossk enter their study, the elder brain summoning them to their chamber. The three telepathically speak to each other as they move to the chambers, eager to show their experimental findings. The new disease looks promising.

2

Wandering through the hive's sleeping chambers, the majority of the illithids are diseased or going mad. Berach knows this will soon be a fate that it shares, and it shakes it to its core. Berach continues to mull over the elder brain's most recent decision: Berach, Gaizko, and Manzebossk have been ordered to become alhoons, and then send the hive into hibernation. If they can find the cure while the hive hibernates, they all might be saved.

3

The three alhoons are arguing, almost fighting due to their anger. Gaizko and Manzebossk are accusing Berach of causing their memory loss and the possible death of the hive. Berach defends the ritual, stating that no one knew the full effect that it would have, much less the full cost of its activation. The others begrudgingly accept this interpretation and take their guard posts, unsure if this location is truly where their hive rests.

4

Berach has successfully created the first tar stone, a dead and naked humanoid under its feet and the stone clutched in its tentacles. On cue, a sickly green beam of light streaks towards Berach, the full force ripping through part of its body. Gaizko and Manzebossk stride forth, ready to attack Berach for the knowledge and to repay their traitorous kin. Berach eats the tar stone, and a rush of power flows through it. The ensuing battle is over in minutes, with two dead alhoons beneath Berach's feet. The rush of victory quickly makes way for despair, loss, and the thought of a possible eternity alone.

5

The loneliness has eroded Berach into a shell of its former glory, wishing for death or to see its elder brain one last time before it dies. It is holding its periapt, thinking of how it has less than a year to sacrifice another humanoid to the vessel, and then continue its watch for another undetermined number of years. Multiple voices begin to echo through its mind as cranium rats tell Berach that a group of adventurers are coming for the lair. Berach sighs internally, bones creaking as it stands and begins to move and plan for its guests.

PLAYER HANDOUT 2. PERIAPT OF MIND TRAPPING

Alhoons can cooperate in the creation of a *periapt of mind trapping*, a fist-sized container made of silver, emerald, and amethyst. The process requires at least three mind flayer arcanists and the sacrifice of an equal number of souls from living victims in a three-day-long ritual of spellcasting and psionic communion. Upon its completion, free-willed undeath is conferred on the mind flayers, turning them into alhoons.

Unlike with true lichdom, the *periapt of mind trapping* doesn't restore the alhoons to undeath if they are destroyed. Instead, a destroyed alhoon's mind is transferred to the periapt where it remains in communion with any other trapped alhoon minds, as well as the souls of those sacrificed.

The undeath conferred by a *periapt of mind trapping* lasts only so long as the life of the living victim selected. Thus an alhoon who brought a 200-year-old elf to be sacrificed looks forward to a much longer existence than one that sacrifices a 35-year-old person. Alhoons can extend their existence by repeating the ritual with new victims, effectively resetting the clocks for themselves.

Destruction of a *periapt of mind trapping* consigns those trapped within it to oblivion, and thus alhoons often work together to create elaborate protections about the periapt and their preferred ritual site. Sometimes a single alhoon is entrusted with the *periapt of mind trapping*, but this is a dangerous proposition. Anyone who holds the *periapt of mind trapping* gains advantage on attacks, saves, and check against the alhoons associated with its creation, and those alhoons in turn suffer disadvantage on attacks, saves, and check against the holder. In addition, the holder of the periapt can telepathically communicate with any sacrificed soul trapped within, and alhoons within the periapt can speak telepathically with the holder. A creature carrying the periapt can't prevent communication from alhoons but can silence trapped souls.

PLAYER HANDOUT 3. DOWNTIME ACTIVITY

During the course of this adventure, the characters may earn access to the following downtime activity. If you are printing these out for your characters, print as many as you may need to ensure that any eligible character receives a copy:

PLANAR STUDIES

With the alhoon's unique plane available for study, those interested in its creation can spend time studying it and learn its secrets. By spending 50 downtime days, a character can do one of the following to a demiplane they have created. Each effect can be given used multiple times, costing 50 downtime days per use. Each individual demiplane that you control can receive each of the following effects once.

- Hide one created demiplane, making other spellcasters unable to enter the chosen demiplane without explicit permission. This can take the form of a key, object, pass-phrase, or other way to authenticate.
- Connect one demiplane with another chosen demiplane that they control. This allows easy access to the connected demiplanes without the need to cast demiplane multiple times.

PLAYER HANDOUT 4: STORY AWARD

During the course of this adventure, the characters may earn the following story award. If you are printing these out for your characters, print as many as you may need to ensure that any eligible character receives a copy:

A MERCIFUL SOUL

After seeing and hearing the plight of the alhoon Berach, you have decided that sparing its life so that it may spend its last year hunting for peace was the correct decision. Whether this will be the correct decision in the future has yet to be determined...

PLAYER HANDOUT 5: STORY AWARD

During the course of this adventure, the characters may earn the following story award. If you are printing these out for your characters, print as many as you may need to ensure that any eligible character receives a copy:

DEADLY SINS

Your hubris and sloth-like agility has cost you much. The alhoon Berach gained back its determination and resolve, slaying anyone left in its plane and escaping from your sight. What this means for the region as a whole has yet to be determined, though you know for certain that this cannot be good. The citizens of Hulburg distrust you, causing disadvantage on all social checks within the city and its environments for the foreseeable future.

PLAYER HANDOUT 6. MAGIC ITEM

During the course of this adventure, the characters may find the following permanent magic item:

DREAM WHIRL (+3 LANCE)

Weapon, very rare

This alabaster lance, named "Dream Whirl" by those who created it, is carved with deep swirling patterns that seem to move with you, calming your emotions and silencing surface thoughts.

Also, the original owner's dreams and anger still dwell within the lance. When within 120 feet of an illithid (mind flayer), its kin, or any of its creations, righteous fury radiates from the lance as it darkens into deep blood crimson.

Otherwise it functions as a +3 lance. This item can be found in the *Dungeon Master's Guide*.