



D&D
ADVENTURERS
LEAGUE

NECROMANCER OF ZHENTIL KEEP, PART III
NECROMANCER'S ASCENT



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NECROMANCER OF ZHENTIL KEEP, PART 3

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The necromancer has been revealed, and his tower of black rock now dominates the ruins of Zhentil Keep. You must race against his machinations, or a cloud of undeath will overwhelm the Moonsea and beyond.

A 4-hour adventure for 11th-16th level characters

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INTRODUCTION

Welcome to *Necromancer's Ascent*, a D&D Adventurers League™ adventure. It is part of the official D&D Adventurers League™ organized play system and Con Created Content Program.

This adventure is designed for 11th through 16th -level characters, and is optimized for five 14th-level characters. Characters outside this level range cannot participate in the adventure.

The adventure takes place in the Moonsea region, and will take the players from the ruins of the town of Yulash to the newly risen Zhentil Spire in the Forgotten Realms campaign setting.

THE D&D ADVENTURERS LEAGUE

This adventure is official for D&D Adventurers League play. The D&D Adventurers League is the official organized play system for DUNGEONS & DRAGONS®. Players can create characters and participate in any adventure allowed as a part of the D&D Adventurers League. As they adventure, players track their characters' experience, treasure, and other rewards, and can take those characters through other adventures that continues their story.

If you're running this adventure as part of a store event or at certain conventions, you'll need a DCI number. This number is your official Wizards of the Coast organized play identifier. If you don't have a number, you can obtain one at a store event. Check with your organizer for details.

D&D Adventurers League play is broken up into storyline seasons. When players create characters, they attach those characters to a storyline season, which determines what rules they're allowed to use to create and advance their characters.

Players can continue to play their characters after the storyline season has finished, possibly participating in a second or third storyline with those same characters. A character's level is the only limitation for adventure play. A player cannot use a character of a level higher or lower than the level range of a D&D Adventurers League adventure.

For more information on playing, running games as a Dungeon Master, and organizing games for the D&D Adventurers League, please visit :

www.dndadventurersleague.org

PREPARING THE ADVENTURE

Before running this module for your players, you should make sure you've taken the following steps to prepare.

- Make sure you have the most recent copy of the *D&D Basic Rules* or the *Player's Handbook*. Errata is available online.
- Read through this adventure to familiarize yourself with the storyline. Take notes or highlight areas you find important, or as a reminder during the game. Decide how you would like to portray NPCs, or choose tactics for use in combats.
- Be familiar with the monster statistics in the Appendix.
- If you want to use resources such as a DM screen, a battle map, miniatures, or other options, gather them together prior to running.
- If you can find out the composition of the group, you can make alterations as noted throughout the adventure.

BEFORE PLAY AT THE TABLE

Prior to game play, ask your players to provide you with relevant information about their characters.

- Character name and race
- Character class and level
- Passive Wisdom (Perception), which is the most commonly used passive ability check
- Other notes that you may like to have, or that are specified by the adventure, such as backgrounds, traits, fears, flaws, etc.

Ensure that each player has an official adventure logsheet for his or her character (if not, get one from the organizer). The player fills out the adventure name, session number, date, and your name and DCI number. In addition, the player also fills in the starting values for experience, gold, downtime, renown, and number of permanent magic items. He or she fills in the other values and writes notes at the conclusion of the session. Each player is responsible for maintaining an accurate logsheet.

If you have time or see the need to do so, you can do a quick scan of a player's character sheet to ensure nothing looks out of order. If you see magic items of very high rarities or strange arrays of ability scores, you can ask players to provide documentation for their irregularities. If they cannot, feel free to restrict item use or ask them to use a standard ability score array. Point players to the *D&D Adventurers League Player's Guide* for reference.

If players wish to spend downtime and it's the beginning of an adventure or episode, they can declare their activity and spend the days now. Alternatively, they can do so at the end of the adventure or episode. Players should select their characters' spells and other daily options prior to the start of the adventure, unless the adventure specifies otherwise. Feel free to reread the adventure

description to help give players hints about what they might face.

ADJUSTING THE ADVENTURE

Throughout this module, you will find sidebars provided that give information to assist you in making adjustments in encounters for weaker or stronger parties, as well as smaller or larger groups.

DETERMINING PARTY STRENGTH

Party Composition	Party Strength
3-4 characters, APL <	Very Weak
3-4 characters, APL =	Weak
3-4 characters, APL >	Average
5 characters, APL <	Weak
5 characters, APL =	Average
5 characters, APL >	Strong
6-7 characters, APL <	Average
6-7 characters, APL =	Strong
6-7 characters, APL >	Very Strong

A result of average party strength indicates that no adjustments should be made for encounters.

RUNNING THE ADVENTURE

You are the Dungeon Master, and so you have the most important role in the game; making it fun for your players! It's up to you to help guide the narrative and bring the words on these pages to life. The outcome of a fun game session often creates stories that live well beyond the play at the table. Always follow this golden rule when you DM for a group:

Make decisions and adjudications that enhance the fun of the adventure when possible.

To reinforce this golden rule, keep in the mind the following:

You Are Empowered. You get to make decisions about how the group interacts

with the NPC's and the environment within this adventure. It is okay to make considerable changes or engage in improvisation, so long as you maintain the original spirit of what's written.

Challenge Your Players. Never being challenged makes for a boring game, and being overwhelmed makes for a frustrating game. Gauge the experience level of the players (not the characters) in the game, try to feel out (or ask) what they like in a game, and attempt to give each of them the experience they're after when they play D&D. Everyone should have the opportunity to shine.

Mind the Time. Watch for stalling, since play loses momentum when this happens. At the same time, make sure that the players don't finish too early; provide them with a full play experience. Try to be aware of running long or short. Adjust the pacing accordingly.

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. *The Dungeon Master's Guide* has more information on the art of running a D&D game.

SPELLCASTING SERVICES

Any settlement the size of a town or larger can provide some spellcasting services. Characters need to be able to travel to the settlement to obtain these services.

Spell services generally available include healing and recovery spells, as well as information-gathering spells. Other spell services might be available as specified in the adventure. The number of spells available to be cast as a service is limited to a

maximum of three per day total, unless otherwise noted.

Spellcasting Services	Cost
Spell	
<i>Cure wounds</i> (1 st level)	10gp
<i>Identify</i>	20gp
<i>Lesser restoration</i>	40gp
<i>Prayer of healing</i> (2 nd level)	40gp
<i>Remove curse</i>	90gp
<i>Speak with dead</i>	90gp
<i>Divination</i>	210gp
<i>Greater restoration</i>	450gp
<i>Raise dead</i>	1,250gp
<i>Resurrection</i> *	3,000gp
<i>True Resurrection</i> *	50,000gp

*These spells require an additional expenditure of downtime days (150 for *resurrection* and 350 for *true resurrection*). This cost can be reduced by 50 days for each faction rank above 1 that the character possesses. This downtime is spent in community service for the church that provided the spell in question. The Acolyte Background feature does NOT reduce the gp or downtime cost for either of these spells.

ACOLYTE BACKGROUND

A character possessing the acolyte background requesting spellcasting services at a temple of his or her faith may request **one spell per day** from the Spellcasting Services table for free. The only cost paid for the spell is the base price for the consumed material component, if any.

Acolytes can call upon spellcasting services in and around Phlan as follows: Kelemvor

DEATH AND RECOVERY

Sometimes bad things happen, and characters die. Since you might not have the same characters return from session to session, here are the rules when bad things happen to characters.

DEATH

A character who is killed during the course of the adventure has few options at the end of the session (or whenever arriving back in civilization) if no one in the adventuring party has immediate access to a *raise dead* or *revivify* spell, or similar magic. A character subject to a *raise dead* spell is affected negatively until all long rests have been completed during an adventure. Alternatively, each downtime day spent after *raise dead* reduces the penalty to attack rolls, saving throws, and ability checks by 1, in addition to any other benefits the downtime activity might provide.

Create a New 1st-Level Character. If the dead character is unwilling or unable to exercise any of the other options, the player creates a new character. The new character does not have any items or rewards possessed by the dead character.

Dead Character Pays for Raise Dead. If the character's body is recoverable (it's not missing any vital organs and is mostly whole) and the player would like the character to be returned to life, the party can take the body back to civilization and use the dead character's funds to pay for a *raise dead* spell. A *raise dead* spell cast in this manner costs the character 1,250gp.

Character's Party Pays for Raise Dead. As above, except that some or all of the 1,250gp for the *raise dead* spell is paid for by the party at the end of the session. Other characters are under no obligation to spend their funds to bring back a dead party member.

Faction Charity. If the character is of level 1 to 4 and a member of a faction, the dead character's body can be returned to civilization and a patron from the faction ensures that he or she receives a *raise dead* spell. However, any character invoking this charity forfeits all experience and rewards from the session (both those earned prior to and after death during that session) and cannot replay that episode or adventure

with that character again. Once a character reaches 5th level, this option is not longer available.

ADVENTURE BACKGROUND

Many, many years ago, the celestial deva, Mykiel, strode the world of Toril. In the guise of a mortal, he fought and drank alongside many an adventurer. It was one of these fellow adventurers, the human woman Gwynneth Utlin, that captured the angel's heart, and he became her lover and eventually her husband. But all things come to an end, and so it was that Mykiel was called home to Mount Celestia. He never knew that Gwynneth was with child.

Marzellus Utlin was born on a beautiful spring day, and an abnormal number of birds sang in the trees around the village that day, and the winds made the trees dance and sway in the most wonderful of ways. Some years passed, and Gwynneth married again, her first husband thought long dead. Timony Marshward was an old flame of Gwynneth's, and his rank in the Zhentarim guaranteed them income and a home. Timony gave his name to young Marzellus, who grew up believing the Zhentarim officer was his father.

As Marzellus grew older, he followed Timony's footsteps into the ranks of the Zhentarim. But the Other had begun to whisper in young Marzellus' mind, telling him that Timony was not his father, that he was of a bloodline far more important than that of a mortal soldier. Indeed, the Other revealed to Marzellus that the boy was of Celestial descent...and the Other was his true father. This is why the magic was second nature to Marzellus, who was learning more and more each day about the ways of wizardry.

When Marzellus was too old to be considered a child, yet young enough to not quite yet be counted as a man, the Other answered questions that he had been asking

for years. The Other was not able to be there to be his father because he was, in fact, a prisoner, cast down and beaten by the devas of Celestia. Where he was once the most beautiful and treasured son of Mount Celestia, now he had been betrayed by those he loved most. If only the Other had someone he could rely on. Someone that could stand against the devas of Celestia and free him of his diabolical chains.

So it was that Marzellus Marshward came to understand the destiny that was laid out before him. The Zhentarim that had welcomed him were but a useful tool to gain the position and power he would need to gather forces to his side. Forces that could beat down the gates of Mount Celestia and help him free his father.

Now, Marzellus Marshward, necromancer of no small power, has gathered to himself objects of fantastic power, and raised up a grand Spire in the heart of the old Zhentil Keep. It is here that he shall break through to Celestia. And with a horde of undead the size of the Moonsea, he shall overcome those powers that stand between him and his father.

ADVENTURE OVERVIEW

Necromancer's Ascent is divided into five parts, and which parts you run are dependant on not only your choice, but the faction members that make up the player group. If you have a time limit, only run parts that pertain to your group, such as if you have members of the Emerald Enclave or Order of the Gauntlet, and other sections marked Required.

Part 1. In a Bind. (15 minutes) The adventurers begin at the Waypoint Bindery. The dragonborn Harper, Krenez, speaks with them about the impending horror about to sweep across the Moonsea, and rallies them to stop the necromancer.

Part 2. To Yulash. (1 hour) The Emerald Enclave has instructed any of its members to

take what resources they have available (party members) and travel to the ruins of Yulash, on the southwestern shore of the Moonsea. A fragment of an ancient ritual was hidden there, and though its power is terrible, the Enclave believes it is time to unleash it upon the necromancer's forces. If no Emerald Enclave character is in the group, do not run this section.

Part 3. Through the Darkness. (15 minutes) The adventurers arrive at the ruins of Zhentil Keep to find themselves and their allies facing off against a horde of thousands of undead; the necromancer has been busy. Leaders of the Moonsea's armies hatch a plan to get the characters inside the tower. Many will die to make it happen, and it is up to the party to make sure their sacrifice will not be for nothing.

Part 4. Within the Spire. (2 hours, 15 minutes to 3 hours, 15 minutes) While the majority of the necromancer's forces are outside of the Spire's walls, dangers await the adventurers within. They must travel through the confusing and treacherous halls of the Spire and find Marzellus Marshward...and end his reign of terror before it begins. The Order of the Gauntlet has a special mission during this section.

Part 5. All's Well That Ends... (15 minutes) The necromancer is dead...or is he? No body remained after his defeat, the Spire still stands tall amongst the ruins of Zhentil Keep, and the phylacteries of long-dormant liches are nowhere to be found.

ADVENTURE HOOKS

Any of the following hooks may justify the party's presence in Phlan during the start of the adventure.

Zhentarim's Lament. The characters have come directly from the previous module, and have been used by Marzellus Marshward to gather objects of power. Objects that he used to raise an enormous spire of black rock in the ruins of Zhentil Keep. It is now

up to the adventurers to put a stop to his dark plans.

Personal Gain. Those who enter the Zhentil Spire and defeat the necromancer will be sure to gain glory and fortune...if they survive.

Faction Requests. Every faction and government around the Moonsea now has a stake in defeating Marzellus Marshward. Either the necromancer falls, or the Moonsea perishes. Faction members have been asked to meet Krenez, a dragonborn bard and member of the Harpers, at a faction waypoint east of Zhentil Keep.

PART I. IN A BIND

Having fled the killing fog of the necromancer, the group rallies at the Waypoint Bindery.

If the group did not play CCCROZK01-02, Zhentarim's Lament, they begin at the bindery, having been guided there by their factions to offer what aid they can.

GENERAL FEATURES

Terrain. The interior of the bindery is a clutter of machinery, loose papers, stacks of books, and ink stains.

Light. Only a few oil lamps have been lit, the dark atmosphere mirrored in the workers expressions.

Sound. Several conversations are going on at once, and even in hushed tones, the babble can be distracting.

Smell. Ink and parchment.

The founder of the Waypoint Bindery, a dragonborn named Krenez, sits listening to the commotion of those in attendance. The bindery is a meeting place for members of all the allied factions, and each has their opinion of what has occurred in Zhentil Keep. He listlessly tunes his lute while the more vocal attendees argue as to what should be done about the necromancer. When the cacophony of voices begins to grow overly heated, he strums out a few quick notes on his instrument, gaining the attention of the room.

"We all know this was not foreseen, not by any of us." With a meaningful glance, Krenez looks at the Zhentarim representative in the room, a human woman in a black silk robe worked with deep purple gems. She nods in return, but does not speak, her expression troubled.

"Karrin knew nothing more than any of us did, and I doubt her fellow Zhents knew much more than that. What this necromancer has done is a hideous crime upon the living, and the Zhentarim lost much when that damnable spire grew up from nothing. Being unable to undo it at this point, we must work...*together*...to undermine Marshward's dastardly plan, whatever it may be." The dragonborn bard looks back to his lute, where his expert fingers tap out an inspiring tune, then nods, opening the conversation once again.

Krenez and the workers of the Waypoint can offer the following information:

- Each faction has sent what troops or forces they could muster in such a short time. Those forces are gathering around the ruins of Zhentil Keep, hoping to keep the horde of undead trapped within, for now.
- Those adventurers who are members of a faction are being requested to join the effort to storm the Zhentil Spire, as the tower of blackened rock and crystal that erupted from the center of the Keep has come to be called.
- Adventurers who owe no allegiance to any lord or faction are being called on to raise their swords and magic against the necromancer, for his dark plans seem to be bent toward spreading a plague of the undead across the Moonsea.
- No one seems to know why Marzellus Marshward turned on his compatriots and raised the Spire.
- Raising the Spire, Marzellus released a terrible fog upon those who were camped in the ruins. Many lost their lives, only to rise again as undead minions, slaves to the necromancer.
- This fog is very similar to that used in several attacks around the Moonsea, the first of which took place in Phlan on Reclamation Day. The scale of the fog that rolled out of Zhentil Spire is enormous,

however, affecting all those within the walls of the city, not just those within a few hundred feet as happened in other towns.

- If the adventurers made an alliance with the Blackwind in part 1 of this trilogy, Binder's Torment, he and his small army have moved to help the forces do battle against the undead.
- Karrin Tragidore, the Waypoint's Zhentarim representative, received reports that hundreds of Zhentarim soldiers and mages were transformed into undead by the necrotic fog. Only a handful escaped, a sign that this fog is vastly more powerful than what was released in towns around the Moonsea. Those smaller events, it is now believed, were just experiments by Marshward to see how well his killing fog worked. The Spire, it seems, is capable of creating something stronger, as well as a vastly larger amount of it.
- Karrin, Krenez, Serie, Elres, and Dar the Widowmaker will be traveling to Zhentil Keep to join the forces there, while the other workers of the Waypoint Bindery remain behind to protect it.
- Serie Mithrime, the Waypoint's contact for the Emerald Enclave, has a message for members of the Enclave. (See **Faction Assignment : Emerald Enclave.**)
- Elres Larke needs to speak with any members of the Order of the Gauntlet, as word has reached him that they must be on the lookout for something...or someone...when they enter the Spire. (See **Faction Assignment : Order of the Gauntlet.**)

Krenez managed to scrounge up three **potions of greater healing**. While he wishes he could stockpile them at the

Waypoint for emergencies, he gives them to the party and wishes them the best of luck.

FACTION ASSIGNMENT : Order of the Gauntlet

Before the fall of Zhentil Keep, Sir Doran Parzifel was a member of the Order of the Gauntlet, buried deep undercover within the ranks of the Zhentarim. He fed information to the Order during his long tenure as a spy, and even helped to defend the Keep against an invading army of orcs, dragons, and giants. When he fell during that battle, he was interred with honor within a crypt beneath the Keep. The Order has long sought his body, to return it to his family's crypt in the Sumber Hills. With the raising of the Zhentil Spire, the Order is concerned not only with the necromancer, but that Parzifel's body may have risen as one of the undead. Order of the Gauntlet faction members are charged with finding the knight, and if he walks as one of the undead, returning him to his everlasting rest. In addition, they are to bring his remains to the bindery east of the Keep, so that Order members may take them on to the Sumber Hills.

FACTION ASSIGNMENT : Emerald Enclave

Long ago, members of the Emerald Enclave summoned forth an elemental of terrible power to stop the Zhentarim from encroaching on treasured forests. The elemental stopped the Zhentarim, but the loss of life was too great, and the Emerald Enclave chose to never summon forth such a being again, and the materials for the ritual of summoning were hidden across the face of Faerun. Now, however, that summoning must take place again, to help stem the tide of undead flowing out from the Zhentil Spire. Emerald Enclave members must travel to the ruins of Yulash to find and take up the part of the summoning ritual that was hidden there. Once found, take the object to the ruins of Zhentil Keep, where armies of the living are preparing to do battle with those of the necromancer.

PART 2. TO YULASH (EMERALD ENCLAVE)

The adventurers have a representative of the Emerald Enclave in their ranks, and head to Yulash to help that member to uncover a powerful secret. They have traveled to Yulash from the Waypoint Bindery, and now seek the Weeping Tree.

DM's Note : If no one in the group is a member of the Emerald Enclave, do not run this section. Proceed instead to Part 3.

Use Appendix : Map I once the characters enter the stairwell beneath the pond of the Weeping Tree.

1. THE WEEPING TREE

The adventurers seek a hidden chamber which is said to lay beneath the Weeping Tree.

GENERAL FEATURES

Terrain. The streets of the ruined town are mostly free of rubble, allowing the characters to move easily.

Light. The sun shines down brightly, giving full illumination to those walking through the ruins of Yulash. To the north, dark clouds are forming.

Sound. Birds singing, and the chittering of wildlife that have taken up residence in some of the ruined buildings.

Smell. The scent of wildflowers can be caught on the slight breeze from time to time.

Walking through the ruins of Yulash, the characters spot a massive willow, its leaves and branches sparkling in the sunlight. As they draw closer, they notice a pool of

shallow water around the tree, as rivulets of water drip from the tree's leaves.

Searching the pool, they discover a hatch below the surface on a successful DC 15 Perception check. The hatch is old, but sturdy, and has a pull ring worked with engravings of leaves. A DC 17 Athletics (Strength) check is required to slide the hatch open, revealing a steep staircase descending into the earth. Water drains into the hole, but not enough to flood the chamber below.

When the characters reach the bottom of the old stone staircase, read or paraphrase the following:

A small hexagonal chamber of worked stone and earth holds a small altar in its center. The altar is worked with antiquated symbols of Mielikki, Eldath, and Silvanus. Each wall has a rune embossed on its stone, roots trailing down through cracks in the ceiling and across the stonework. One wall, near the entrance, seems to have been smashed in, revealing only dirt behind it.

In addition to the obvious markings, the altar has a phrase in Druidic inscribed around it. Those who can understand it read, "For what do we freely yield up godly power, so as to toil and work and serve?"

The words on the walls are written in different languages; "Honor" in Dwarven (which is upon the smashed in wall), "Balance" in Primordial, "Protection" in Giant, "Love" in Han (a script from Kara-Tur), "Family" in Celestial, and "Respect" in Espruar (once the tongue of the moon elves).

While none of these answers is necessarily wrong, the one that the builders of this reliquary were holding most true is "Balance".

If the characters investigate the walls, they will notice each of them is its own structure, and sound hollow when knocked upon. To gain entrance, the wall must be bashed open, or magical means of entering may be used. However, attempting to gain entry to any of the walls other than Balance causes the ceiling of the room to collapse. Characters within the chamber take 35 (10d6) bludgeoning damage, or half as much on a successful DC 16 Strength saving throw. Those who fail are pinned beneath the debris, and are considered restrained. They can work their way free with a DC 16 Dexterity or Athletics (Strength) check, or those not pinned can dig them out. This collapse can only be triggered once.

Beyond the Balance wall is a 10-foot wide corridor that goes down at a gentle decline for almost 200 feet, and ends in an open doorway.

2. THE CHAMBER OF HE'TLIK

The characters have gained access to the reliquary that holds a fragment of the Emerald Enclaves ritual. Now, they only need to retrieve it...and survive its guardians.

GENERAL FEATURES

Terrain. The floor is dusty, but clear of hazards.

Ceiling. The domed ceiling reaches 40 feet above the center of the room.

Light. No light reaches this chamber but that which the adventurers bring.

Sound. The chamber is very quiet, though a soft hiss may be heard every so often. Maybe it's just the characters' imaginations...

Smell. Dust and the odd scent of ozone, the scent of a storm just before it breaks.

When the adventurers enter the chamber, read or paraphrase the following:

A large, domed chamber lies beyond the doorway. As you enter, your heart skips a beat as you notice the massive serpent heads to either side of the entrance, their gaping maws poised to strike. It is only after a moment of panic that you realize they are only stone. Their bodies seem to wrap the chamber within their coils, guarding what lies within.

An altar lies on the far side of the room. Upon it sits an object wrapped in thin leather. Once unwrapped, the characters discover a large bird feather which seems to build up a static charge as it is handled, softly glowing arcs of electricity popping across it from time to time. The thin leather wrapping has fragments of writing on it, as though it once was part of a larger piece. The writing seems to be in Druidic, but is unintelligible because of its incompleteness.

The ritual fragment is held in place with magic, so using effects such as *mage hand* will not gain the adventurers this prize. To claim the leather bundle, an offering to one of the gods of nature must be placed on the altar next to it. This may be a pouch of seeds, or an offering of food and water. Gold and gems do not seem to have any effect. A DC 12 History (Intelligence) or Religion (Intelligence) check allows a character to understand this is an offering altar, often used to give some small token as a sign of homage to the god or gods in question.

Once the leather wrapping is touched, the lightning serpents spring to life. They slither around the domed wall, and move into the room from either side of the door, their bodies crossing and covering the escape route.

Running the Lightning Serpents

The constructs that guard the chamber are massive, reaching almost 500 feet in length. Keep this in mind while running the guardians, as they will slither off the wall in order to attack intruders. The bulk of their length remains coiled around the room, however, and the creatures are only 10 feet wide. Rather than using a gargantuan token or miniature on a battle map, use several large tokens to map out the length of the serpent that has moved away from the wall. In addition, a serpent may raise its head up to any point in the room, allowing it to move and attack creatures that are flying or hovering above the floor.

Technically, the chamber is 20 feet wider than shown on the map, due to the width of the serpents coiled against the wall. However, the serpents will never move enough of their bulk from the walls to make a difference to the effective size of the room.

Attacks of opportunity may only be made upon creatures moving out of the lightning serpent's Bite attack range. Creatures that are further than 10 feet from the serpent's head that would usually provoke an attack of opportunity by moving away from its body do not provoke such an attack.

Adjusting the Encounter

These adjustments are not cumulative.

Very Weak: Remove the lightning serpent's multiattack and swallow abilities. It's breath weapon recharges on a 6.

Weak: Remove the lightning serpent's multiattack.

Strong: The lightning serpent's multiattack now has two bite attacks and one constrict or crush attack.

Very Strong: As Strong, and the lightning serpent can swallow a total of two creatures (on different rounds), and the first to be swallowed must spend 30 feet of movement to escape. If forced to regurgitate a swallowed creature, and it has swallowed two, it only spits up the second creature swallowed. It can be forced to regurgitate the remaining creature afterwards.

PART 3. THROUGH THE DARKNESS

An immense army of undead stands between the adventurers and the Zhentil Spire. The group is not without allies, however, who may make the difference in getting to the Spire or certain death.

GENERAL FEATURES

Terrain. Rubble is strewn about the ruins of Zhentil Keep. Toppled buildings, downed trees, and the occasional misplaced tombstone litter the ground, making for hard going. And that isn't taking into account the countless undead.

Light. It is as though the sun and stars have abandoned the world, as black clouds roil overhead. The area is dimly lit, which may be for the better to those viewing the horrid creatures they now face.

Sound. Shrieks and moans from unintelligent undead, and yells of derision from those undead who retained the ability to speak. Allies shout to one another, bolstering their wills against their enemy.

Smell. Rot and ruin as the undead army seems to breathe corruption across the battlefield. To make it worse, those black clouds smell of dark and oily rain, as though a storm is about to break.

The Spire. The magic infused into the Spire blocks scrying and teleportation magic. Creatures attempting to teleport into or out of the Spire must make a DC 18 spellcaster check. Those that fail suffer 32 (8d8) psychic damage and the spell fails. Those that pass the check take half damage, and the spell succeeds. Within the Spire, teleportation magic works as long as a character is not attempting to pass through

walls or structures of the Spire. For example, *misty step* will not call for a spellcaster check if the teleportation will not take a character through a physical portion of the Spire.

Non-teleportation abilities, such as an earth elemental's *earth glide*, do not allow a creature to pass through the magical stone of the Spire.

Spells such as *passwall* will work within the Spire, but require a DC 18 spellcaster check. On a failure, the spell does nothing.

The characters arrive to join the army that surrounds the Zhentil Spire. As they move through the gathered allies, read or paraphrase the following:

The Zhentil Spire, a massive shard of black crystal and rock, thrusts hundreds of feet skyward. Between you and it wanders a horde of countless undead. The mortal army around you stands defiant, but what they have in gusto, they lack in numbers. Shouts of alarm go up, and you turn your gaze toward the tower just in time to see the skeleton of a dragon of immense size break free of the clouds that wrap around the Spire. Flames belch from its massive maw, and waves of fear ripple across those who count themselves amongst the living. As it circles around the tower, disappearing back into the clouds, you notice other...things...moving within those gray formations.

The group is guided to the front of the allied army, where they notice Krenez and Karrin from the Waypoint Bindery, near what appears to be an area of tents, a bivouac for the army commanders. Krenez waves to them, then turns to shout words of inspiration to a group of soldiers that he appears to be preparing for battle. Karrin approaches them and tells them that someone must make it through to the Spire.

Attempts to enter the tower via magic have been rebuked, sometimes with deadly consequences to those attempting the shortcut. She warns the group that flying undead, such as the dragon, specters, and wraiths have been spotted, so flying over the army of undead is no safe bet either. If they make it across, it will be up to the adventurers to enter the tower and locate Marzellus Marshward, and end his deadly machinations. A small gate at the base of the tower seems to be the only entrance, and the adventurers should make for it as quickly as possible.

Karrin gives the adventurers three *potions of superior healing* and a *potion of vitality*, then wishes them luck, “Tymora smile on ye.” She grimly walks back to Krenez’s side and prepares for battle.

Nearby, a ritual appears to be starting up. Read or paraphrase the following:

Robed figures, druids and clerics of Eldath, Mielikki, Silvanus and Chauntea, gather around a huge stone slab. Several pieces of torn leather have been arranged on the makeshift altar, and chanting goes up from those who have encircled it. Great wails go up from the undead army, and everyone braces their defenses, knowing battle is upon them. With a groan and a crack, the earth between the army shifts, buckles, then erupts as *something* crawls upward. A mammoth form made of earth and rock, but wreathed in lightning and fire, bellows at the sky.

Shouts of alarm go up, as your allies are shaken by the presence of this new creature, but those surrounding the stone slab bend their will, physically leaning forward to brace themselves, and command the elemental to attack the undead army. Ponderously, it turns to face hordes of skeletons, zombies, wraiths, and scores of other creatures of the dark. Step by step, its momentum builds as it strides toward them, then breaks upon their ranks. Shouts go up from your allies as they rush to join the elemental. The battle has been joined.

Rather than running a massive combat, this rush for the tower is broken down into a series of five group attack rolls, as well as a series of five attack rolls against the group. Average the Armor Class of the group (for example, if there are five characters with AC’s of 13, 14, 15, 15, and 19, the group’s average Armor Class would be 15). For each of the five group attack rolls, roll against the group’s average Armor Class with a +5 attack bonus. If you hit, each member of the group is dealt 15 points of damage. To push through, the group must make a group attack roll. Have one designated player make a single attack roll (melee, ranged, or spell attack), with the target AC of 14 for the group to push on. If the group is not successful, they must take another turn to attempt to push through, and the DM rolls another round of attacks against them.

On a critical roll by the DM against the group, each character is dealt 15 damage, and they must succeed on a DC13 Constitution saving throw or have their maximum hit points reduced by the damage taken. This reflects the group being attacked by life draining undead.

If the player's roll a critical, count it as an automatic success, and they gain two movements forward in their rush for the Spire.

The damage taken and the attack rolls by the group are just a simplification to speed up this mass combat. Describe these rolls and movements as you see fit. For example, if you roll a critical hit against the group, a swarm of wraiths has joined the countless ranks of skeletons that fight against the adventurers. They fly in unexpectedly, swiping at the characters with their icy claws, dealing the necrotic damage that could potentially reduce their maximum hit points.

The allied army grants an additional benefit to the party. Once per round, on a successful attack against the characters, they may choose to have their allies take the damage instead. This ability may be used twice. If the Ebon Tide is a part of the attacking army, the players gain one extra use of this ability. Reflect this in your descriptions as brave allies move to intercept a group of ogre zombies, deflecting the attack from the characters and giving them the chance to make those soldiers' sacrifice mean something. Be creative with your descriptions, and have fun with it!

Those witnessing the utter destruction wrought by the Emerald Enclave's summoned elemental may decide to just sit back and let it mop up the army before proceeding. If so, read or paraphrase the following:

As you watch from a safe distance, the Emerald Enclave's elemental wreaks havoc through the undead army. Cheers go up from your allies, already celebrating an impending victory. Those shouts suddenly turn to cries of dismay as the Spire begins to belch forth dark gray mists. Those amongst the living on the battlefield begin to scream, and disappear under the rolling fog, which stops shortly before it reaches those of you in the back. As the cries for help begin to fade, so to does the fog. Standing amidst a newly replenished army of undead is the smoking husk of the elemental, which quickly begins to crumble into dust. The druids that summoned it cry out in dismay and horror, their unstoppable creation rendered impotent.

Waiting has cost the adventurers not only their most powerful weapon against the undead, but the lives of many of their allies. Attempting to break through the undead army now means they have only one use of the damage blocking ability granted by their allies. The Ebon Tide still grants one additional use as well.

When the characters arrive at the gated entrance to the Spire, read or paraphrase the following:

The black gate stands before you, and undead still move to intercept you. Glancing back, the view of the battle is fearsome, a sight to make even the hardest of soldiers blanch. It is only a matter of time before the living fall to the undead. You must make haste, and pray that Tymora favors you this day.

The gate itself is a massive thing, over 40 feet wide and 30 feet tall. Made of blackened iron, it is probably too heavy to

lift for any of the characters. There is a smaller, hinged door within the main gate, however. It is locked, but can be opened with a successful DC 16 Thieves' Tools check, or can be forced open with a DC 20 Strength check.

If the characters make it to the black gate without using all of their ally damage absorption options (at least one remaining), grant them **1,000 experience points** each. If they have used all of their ally damage absorption, grant them 500 experience points each, instead.

PART 4. WITHIN THE SPIRE

GENERAL FEATURES

Terrain. Most of the areas in the tower are smooth and easy to pass through. Some areas may have some debris built up from the tower's formation, though much of the material was used to form walls, stairs, and other parts of the tower itself.

Walls. The walls of the tower are made of blackened stone and smoky crystal. The crystal is mostly opaque, though areas that are more transparent allow a viewer to see pieces of ruined buildings, tombstones and sarcophagi, and the skulls, skeletons, and somewhat fresher corpses of those creatures that have been buried within Zhentil Keep over the centuries. Some of these creatures are non-humanoid, as wars with giants and dragons have been waged in the past. These bodies were buried or sold off to alchemists and wizards, so the bones remained within the city. Now they help to fortify the Spire.

Ceiling. Unless mentioned otherwise in area descriptions, ceilings are 15 feet high.

Light. Except noted otherwise, nothing illuminates much of the interior of the tower.

Sound. Each area may have its own sounds, though the tower in general is mostly quiet. The slight shifting of rock and crystal may be heard from time to time, as well as the scampering of vermin.

Smell. Much of the tower smells of freshly cut stone, dust, and decay.

The Spire. The magic infused into the Spire blocks scrying and teleportation magic. Creatures attempting to teleport into or out of the Spire must make a DC 18 spellcaster check. Those that fail suffer 32 (8d8) psychic damage and the spell fails.

Those that pass the check take half damage, and the spell succeeds. Within the Spire, teleportation magic works as long as a character is not attempting to pass through walls or structures of the Spire. For example, *misty step* will not call for a spellcaster check if the teleportation will not take a character through a physical portion of the Spire.

Non-teleportation abilities, such as an earth elemental's *earth glide*, do not allow a creature to pass through the magical stone of the Spire.

Spells such as *passwall* will work within the Spire, but require a DC 18 spellcaster check. On a failure, the spell does nothing.

Zhentil Spire, as it has been dubbed by those outside it, was created from the twisted mind of Marzellus Marshward, using the power stored within the lich phylacteries garnered from around Zhentil Keep. The layout of the Spire reflects Marshward's grim mind, and doorways are magical portals that may lead to any other part of the Spire, or to nowhere at all.

If you are running a 4-hour time slot, you cannot run all of the encounters listed for the tower. Run those that you must, either for faction assignments, or for encounters marked Required. Fill in the extra time with encounters as necessary, or play through all of the encounters if you are not running on a time limit. Please note that running more than the 4-hour encounter does not increase experience gained beyond the maximum allowed for this adventure.

In addition to these encounters, trapped rooms are presented in the Appendix.

Encounters and trapped rooms are marked as Long or Short. Depending on faction assignments, which are both considered Long, you may have time for

only Short encounters if both factions are involved within your group.

Note that rooms are accessed through magic portals, which can move the group to whichever encounters you have chosen. To reflect the madness that created the Spire, these rooms do not have to be physically next to one another; the first room may wind up being near the pinnacle of the Spire, and the final showdown might be closer to the bottom or the center, or right next to (but inaccessible from) the first room the party enters. Creative players who may attempt to bypass rooms by using magic or other means to pass through walls may end up walking out of the top of the Spire, several hundred feet from the ground. Use your judgment, and award creativity, but keep the party from jumping too far off the tracks.

In addition, the doorways do not always lead back to the room a person came from. Use your best judgment of your available time when using this feature, as it has potential of splitting up a party if someone runs back through a door, then tries to run back through again to return to their party.

1. THE TYRANT'S BAILEY (LONG)

This combat encounter also entails a trap in the upper hallway. Entrance into this area may come from any other location within the tower, as magical portals move the characters to where you choose.

DM's Note: It is not recommended you run this scenario if you are working on a 4-hour time limit, and have run the Emerald Enclave faction assignment.

Use Appendix : Map 2 for this encounter.

GENERAL FEATURES

Terrain. The area is free of debris, and the ramp that winds around the outside edge of the room is steep, but not so as to

make for difficult terrain. The ramp itself is barely 3 feet wide, making the walk up a nerve-wracking one.

Ceiling. The jagged ceiling of black rock is 130 feet from the floor.

Light. Faint blue light trickles down from an odd chandelier hanging 120 feet from the floor, illuminating the room dimly.

Sound. This room is deathly quiet, except for the sounds made by those passing through it.

Smell. A heavy scent of decay lingers in this room, mixed with earthy smells.

Nothing seems to adorn this vast chamber except the ramp that spirals around its outer edge, and a bone-white chandelier that emits a cold blue light far above. You can see the narrow ramp leads up to a small landing far above your heads.

The ramp leads up to a landing, 100 feet from the bottom of this chamber. The ramp itself takes 200 feet of movement to traverse, as it winds around the outside of the room. Characters who are halfway up the ramp are 50 feet from the floor; those who are one-quarter of the way up are 25 feet from the floor, etc.

When the majority of the characters have moved to the halfway point or beyond up the ramp, read or paraphrase the following:

The illumination of the room seems to shift, your shadows dancing lightly beneath you. Looking up, the strange chandelier near the pinnacle of the room seems to be moving. The various lights around it sway with its motion as the center bone-white orb spins slowly around, revealing a strange and alien skeletal face. A single eye socket glows coldly blue, and a sound like that of the wind laughing seems to come from its gaping maw.

The **death tyrant** has been waiting for those that don't belong in the tower, its sole purpose it to destroy them. It fights to the death, and will chase characters from room to room so long as it can follow.

Adjusting the Encounter

These adjustments are not cumulative.

Very Weak: Replace the death tyrant's Death Ray with *feedblemind*. Replace its Disintegration Ray with *eyebite* (sickened effect; 1 minute). Lower all eye ray saving throw DCs to 15. The death tyrant has no Legendary Actions, and reduce its hit points to 137.

Weak: Replace the death tyrant's Death Ray with *feedblemind*. Replace its Disintegration Ray with *eyebite* (sickened effect; 1 minute). The death tyrant has only one Legendary Actions.

Strong: Replace the death tyrant's Negative Energy Cone with Power Word Stun, affecting the weakest non-stunned target in the cone each round.

Very Strong: Replace the death tyrant's Negative Energy Cone with Power Word Stun, affecting the weakest non-stunned target in the cone each round. Replace its Sleep Ray with *blindness/deafness*. Replace the Telekinesis Ray with *geas* (1 hour). Increase the death tyrant's hit points to 237, and the DC of all eye ray saving throws to 18.

When the characters reach the landing, read or paraphrase the following:

A forty-foot hallway stretches away from the open chamber and ends at a doorway that has been carved to resemble some twisted, ghoulish face. Dimly lit beyond, you see what looks like a room lined with shelves and strange apparatus. Glass beakers of colored fluids glint with reflected torchlight.

The image within the doorway is an illusion, and the doorway itself acts as a magical portal. Those who walk through it are whisked away to another part of the Spire. The exact destination is up to the DM, and should be based on what encounters remain.

When a creature moves 20 feet into the hallway from the upper landing, their proximity sets off a trap on the ghoulishy

carved doorway at the end of the hall, causing a *gust of wind*. The trap itself is an enchantment set upon the carved doorway, and can be seen with *detect magic*. The warding can be removed with *dispel magic*, with a DC 16 spellcaster ability check. The trap does not cease to be once set off, but must recharge before being able to be triggered again. On Initiative count of 20 (losing ties), roll a d6. On a 5 or 6, the trap resets and can be triggered if a creature is within 25 feet of it.

When the trap is triggered the first time, read or paraphrase the following:

A sound like the sucking in of breath comes from the ghoulish face surrounding the doorway at the end of tunnel. Without warning, you are buffeted by intense winds that seem to blow from the mouth of the carving, pushing you back from the door...and closer to the drop off at the end of the tunnel!

Creatures who failed their DC 16 Strength checks against the *gust of wind* are pushed back from the door 15 feet. This may push a creature off the edge of the landing. If the effect pushes a creature so they are more than 5 feet past the edge of the landing, they fall to the floor 100 feet below, taking 35 (10d6) bludgeoning damage. If the effect pushes them so they are within 5 feet from the edge of the landing (their square is adjacent to the landing's square), they may make a DC 16 Dexterity saving throw to catch themselves on the lip of the landing, and avoiding the fall to the bottom. A character who stops their fall may pull themselves up with a DC 10 Athletics (Strength) check as part of their movement on their turn, but may still have to contend with the *gust of wind* if it is still in effect. The trap's effect lasts for 1 minute each time it is activated.

If the characters disable the *gust of wind* trap, or pass it before it resets for a second activation, grant them **1,000 experience points** each.

TREASURE

Embedded in the black rock wall about halfway up the stairs is a gem-encrusted golden chalice worth 500 gp, its base and stem barely poking out of the stone. Characters can chisel the chalice free with a little work and the right tools.

2. THE DARKENED KNIGHT (REQUIRED) (ORDER OF THE GAUNTLET)

The adventurers are faced with a long-dead knight who has been raised up as one of the undead. Order of the Gauntlet faction members were given a faction assignment to return Doran Parzifel's remains to the Waypoint Bindery.

The map for this encounter is located on Appendix : Map 3.

GENERAL FEATURES

Terrain. Rubble, coffins (some shattered, some whole), and non-animated corpses litter this room making it difficult terrain.

Ceiling. The jagged ceiling is 20 feet high at its highest points, 10 feet at its lowest.

Light. No light is in this room, and it is pitch black unless characters bring light with them.

Sound. The soft hiss of a wight lost in its madness.

Smell. Old and dusty decay, moldering earth.

When the group enters this area, read or paraphrase the following:

This twisted and uneven passage is littered with coffins, some shattered and some whole. Coffins, corpses, tombstones, and stonework from mausoleums and sarcophagi are visible in the smoky crystalline walls, as though one of Zhentil Keeps graveyards was picked up and melded with the walls of the Spire as it grew. Scattered around the room are more corpses, these armed and armored...and standing. As the warmth of your life force penetrates their senses, they turn as one to look at you, their rotten visages twisting with hunger.

Doran Parzifel and six **wights** have been raised in this room by the necromantic forces that constructed the tower. They are driven mad by the powers that granted them a semblance of life, and will attack the characters as they enter the room.

These creatures are not directly controlled by Marzellus Marshward, though they do his bidding by giving in to their madness. Should a spell that cures madness, such as *greater restoration*, be cast upon Doran, his mind returns to him. He will help the group put down the wights, who are beyond helping, then will abandon the mortal realm once again, his spirit returning to his final resting place. Before he goes, he thanks the adventurers for helping him, and gifts them his *spellguard shield*.

Short On Time?

If you are short on time, you can run this encounter as a Short version. If this is the case, Doran Parzifel has risen as one of the undead, but the madness that would have afflicted him never took hold. Seeing the horrible creatures that surrounded him, he dispatched the wights before the adventurers arrive, or is finishing them off as they enter. Knowing his state is unnatural, he asks that the PC's grant him a boon and stop whatever dark force has made a mockery of his death. If they agree, he gifts them his *spellguard shield*, then his body sighs and sags to the ground as his spirit returns to his well deserved afterlife.

TREASURE

Scattered around the room are bits of treasure that were interred with the various bodies that have been displaced from their graves. Coins, statues, and gems worth a total of 1,500 gp can be collected. The characters also find a small globe of clear glass, its delicate surface etched with runes of magic. *Identify* or a successful DC 16 Arcana check will reveal that if crushed, the globe acts as a *spell scroll of mislead* (one-time use).

3. NECROMANCER SHOWDOWN (REQUIRED)

The adventurers have delved through the shifting portals of Zhentil Spire, and have at last come to the lair of the necromancer, Marzellus Marshward.

Use Appendix : Map 4 for this encounter.

Note that Marzellus Marshward is a powerful NPC, and has many abilities at his disposal. It is strongly suggested you review his abilities before running this adventure, to reduce downtime during the final showdown.

GENERAL FEATURES

Terrain. The grate floor is even. The walls are made of steel, while the ceiling is made of the same black rock and crystal as the rest of the tower.

Ceiling. The ceiling is 20 feet high at its apex.

Light. The room is lit by torches spaced around the room, though is plunged into darkness if the torches are extinguished.

Sound. Shrieks and moans for help from living prisoners shackled in the room. Chains clattering together.

Smell. Blood and sweat reek in this chamber, as prisoners dangle from their restraints. A strong scent of rotting flesh hangs heavily in the air.

The adventurers find themselves exiting a portal doorway only to find a winding staircase that leads upward. As they listen, they can hear a strong voice calling out in a chant, while what sounds like a hurricane blows overhead. Strong winds blow down the staircase, but do not hinder them from ascending. When they enter the room above, read or paraphrase the following:

Exiting the stairwell, you find yourself in a large circular room, six triangular alcoves spaced evenly around its edge. In each alcove is a human, blood and sweat dripping off of their almost naked forms. Odd machinery holds them suspended, while tubes sticking out of their arms and chests slowly drain them of blood and life force.

Near the center of the room, Marzellus Marshward shrieks a final guttural phrase, then looks madly into the grate flooring between you. Blinding lights, blue and white and green, flare up from beneath the floor, and those held captive in the alcoves scream in pain, their essences feeding this dark magic. When the light fades, swirling motions of light and liquid are apparent a few feet down from where a large hole has melted away in the floor.

The necromancer cackles and looks at you. With a flick of his wrist, he begins summoning dark energies to end your life.

Marzellus Marshward has completed the next step in his mad plan to do battle against Mount Celestia; he has created a magical portal between his tower and that plane. This room is located near the base of the tower, and the hinged walls, steel sheets almost three feet thick, can be shifted to allow access to tunnels that lead out to the vents that spew forth the necromancer's killing fog. It is through these tunnels that Marzellus plans to lead his undead army, plunging them through the portal and into the plane of Mount Celestia. (The portal itself has been created, but is not accessible

yet, unless the DM wishes to use the Optional Tactics listed below.)

However, now he has nosy adventurers to deal with. He and two **shades** waste no time in attempting to snuff out the characters' life forces, and adding them to the ranks of the necromancer's army.

Characters can attempt to free the captives in the alcoves, which will reduce the necromancer's ability to use Chill Harvest. While the captives are immobilized by the devices holding them, they are not locked in. A DC 13 Intelligence check grants a character the understanding of how the devices restraint a captive, allowing them to use an action to free one captive from their bonds. The bonds holding a captive may also be forced open with a DC 15 Strength check.

Adjusting the Encounter

These adjustments are not cumulative.

Very Weak: Replace the shades with poltergeists. Marzellus has only one Legendary Action. There are only 3 glyphs of *counterspell* in the room.

Weak: Replace the shades with poltergeists. There are only 6 glyphs of *counterspell* in the room.

Strong: Add one shade.

Very Strong: Add one shade. Marzellus has access to one 8th level spell slot, though no 8th level spell. The glyphs of *counterspell* in the room are cast at 8th level.

TACTICS

The shades will focus on tossing characters around. At least one shade per round will hold its reaction to use a *counterspell* glyph (see below) instead of making an attack of opportunity.

Marzellus Marshward is a necromancer, but he is not frail. He has spent his time in the Zhentarim learning the ways of combat, both magical and physical. He aims to take out those who have the largest amount of offensive magic first, usually other wizards,

sorcerers, or warlocks, leaving the shades to keep the melee combatants out of his way. If pressed into melee, he will use his Lair Action to break out of the melee if possible. Once the large damage dealers are taken care of, he will focus on whittling down (or outright killing) the thicker members of the party.

Marzellus keeps his counterspells handy to stop pesky magic wielders. In addition there are nine glyphs set up around the room, which can be set off via a command word by either Marzellus or the shades as a reaction. These glyphs are set up with *counterspell* cast a 7th-level. Once used, a glyph expires.

If defeated, Marzellus screams in rage and appears to break into a million floating shards, which fade into nothing.

OPTIONAL TACTIC

DM's should be aware that this tactic will remove players from the combat. While they will have the chance to continue roleplaying on their turns, they will no longer be part of the fight. It is not recommended to use this tactic if the DM feels the group will become bored with their options. Keep the game moving and fun!

If Marzellus seems to be in imminent danger from a character, they will hold their actions to attempt to throw the character into the portal. If this happens to a character, read or paraphrase the follow the first time a character is thrown through the portal:

Terrible cold grips you as you fall past the grate floor and into the pool of light and liquid. Your flesh and bones seem to turn to ice, and the contents of your stomach try to make a quick escape back the way you came.

Abruptly, you come to a sudden, jarring stop. Warmth floods back into your body, and you realize you are lying on stone. Standing up and brushing off, you see a vast sea far below you, your own vantage point in a range of picturesque mountains allowing you to see for miles. Golden light from not one, but two suns shines down on you. You realize you are far, far from home.

Fortunately for characters tossed through the portal, they have arrived in Celestia, a beautiful and peaceful plane, and one where they should be able to find a powerful creature that has the ability to send them back to their home plane. Unfortunately, unless they have the ability to shift themselves home on their own, they probably won't return in time to be of much use against Marzellus in this climactic battle.

Continue to include any planar dislocated characters in the role playing, as they possibly look for a way home, make their way up or down the mountain they have arrived on, or do other actions. Once the battle is completed, explain how they find a kind old man who seems to radiate a calm, golden light. After exchanging stories, he will be more than happy to send them back to their home plane, ideally somewhere close to the rest of the party.

If he should be forced through the portal into Celestia, it definitely makes Marzellus angry. However, he has access to the *plane shift* spell, though he will have to perform a long rest before preparing it. By that time, the battle will be over back at the Spire. He has accomplished his current goal however, and will shift back to Toril and remain out of sight, for the time being.

In the event that all characters are thrown into the portal, don't fret. The battle raging outside the Zhentil Spire will work itself out, and Marzellus Marshward will disappear

for a time. Allow the players to be teleported home by that kind old man that glows with golden light, and move on to the conclusion of the game.

TREASURE

A leather satchel drops to the ground as Marzellus fades away. Within, the characters find a *spell scroll of contingency*, a *spell scroll of circle of death*, three black pearls worth 500 gp each, and a vial of graveyard dirt.

PART 5. ALL'S WELL THAT ENDS...

The necromancer, Marzellus Marshward, has been defeated. The Zhentil Spire still stands, however, and the undead that occupy the area are still active. While the heroes prevailed, there will still be repercussions of Marshward's actions for years to come.

GENERAL FEATURES

Terrain. Between the rubble and countless bodies of their allies and enemies, the characters have a slow walk through the battlefield.

Light. The sun peeks only slightly through the dark clouds above, which seem to be slowly giving up their hold on the day.

Sound. After the cacophony of battle earlier, the battlefield is unsettlingly quiet. The occasional caw of a crow, or the haunting wail of a remaining (or newly created) ghost rings out.

Smell. The battlefield is a bouquet of rot, ruin, and blood. The smell of burning flesh, both undead and recently alive, is pungent in the air.

After the adventurers defeat Marzellus Marshward, they discover that the walls of his chamber can be shifted, allowing them to escape the Spire. Read or paraphrase the following:

Emerging from a vent at the base of the Spire, the scene before you is of utter devastation. Bodies litter the ruins of Zhentil Keep, some the destroyed forms of the undead, but many more the recently living corpses of your allies. The battle has taken a massive toll, but it has given you the opportunity you needed to find and defeat the necromancer. As you walk through the carnage, you see shuffling undead in the distance, and know that this is a fight that is not yet finished.

Ahead, a weary dragonborn rests heavily against a slab of stone. He plucks fruitlessly at the two unbroken strings on his lute. Krenez looks up and nods to you, a wry smile crossing his draconic face. "Looks like Sharl was right about you. He's always been a good recruiter, but I think his endeavor paid off tri-fold this time."

The remnants of the Moonsea's forces move slowly off from the ruins of Zhentil Keep. The black Spire still stands, and undead still seem to be drawn to it. The body of the necromancer, Marellus Marshward, disappeared after his apparent death, and the phylacteries he had obtained are still missing. And that strange portal is still there, swirling with light and liquid.

The adventurers can rest, knowing their heroic actions saved countless lives, but Krenez tells them to be ever vigilant, as they may be needed once more if Marshward turns up again.

Characters receive the **You've Got a Friend In Me** story award for successfully vanquishing the necromancer.

REWARDS

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

EXPERIENCE

Total up all combat experience earned for defeated foes and divide the number of characters present in the combat. For non-combat experience, the rewards listed are per character. Give all characters in the party non-combat experience awards unless noted otherwise.

COMBAT AWARDS

Name of Foe	XP / Foe
Doran Parzifel	7,200
Marzellus Marshward	11,500
Death Tyrant	11,500
Lightning Serpent	8,400
Poltergeist	450
Shade	5,000
Wight	700
Wraith	1,800

NON-COMBAT AWARDS

Task/Accomplishment	XP / Character
Nature Altar Trap	1,000
Reach the Black Gate without using all of their ally damage absorption options	1,000
Gust of Wind Trap	1,000
Darkness Hall Traps	1,000
Embracing Hallway	1,000
Corpse Dust Trap	1,000
Poison Needle Trap	1,000
Reverse Gravity Trap	1,000
Water Orb	1,000

The minimum total award for each character participating in this adventure is **14,200 experience points**.

The maximum total award for each character participating in this adventure is **15,600 experience points**.

TREASURE

The characters receive the following treasure, divided up amongst the party. Characters should attempt to divide treasure evenly whenever possible. Gold piece values listed for sellable gear are calculated at their selling price, not their purchase price.

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 whom gets it randomly should the group be unable to decide.

Permanent magic items are divided up according to a system. See the sidebar if the adventure awards permanent magic items.

TREASURE AWARDS

Item Name	GP Value
Golden Chalice	500
Displaced Grave Treasure	1,500
Black Pearls	1,500

Permanent Magic Item Distribution

D&D Adventurers League has a system in place to determine who is awarded permanent magic items at the end of a session. Each character's logsheet contains a column to record permanent magic items for ease of reference.

- If all the players at the table agree on one character taking possession of a permanent magic item, that character gets the item.
- In the event that one or more characters indicate an interest in possessing a permanent magic item, the character that possesses the fewest permanent magic

items gets the item. If there is a tie in the total number of permanent magic items owned by contesting characters, the item's owner is determined randomly by the DM.

SPELLGUARD SHIELD

Armor (shield), very rare (requires attunement)

This steel shield is embossed with a longsword wrapped in thorny vines which end in roses in full bloom. The enamel coloring the roses is still vibrant.

A description of this item can be found in **Player Handout 2**.

POTION OF SUPERIOR HEALING

Potion, rare

A description of this item can be found in the *Dungeon Master's Guide* (pg. 188).

POTION OF VITALITY

Potion, very rare

A description of this item can be found in the *Dungeon Master's Guide* (pg. 188).

SPELL SCROLL OF CIRCLE OF DEATH

Scroll, very rare

A description of this item can be found in the *Dungeon Master's Guide* (pg. 200).

SPELL SCROLL OF CONTINGENCY

Scroll, very rare

A description of this item can be found in the *Dungeon Master's Guide* (pg. 200).

SPELL SCROLL OF MISLEAD

Scroll, rare

A description of this item can be found in the *Dungeon Master's Guide* (pg. 200).

RENOWN

All faction members gain one renown point for successfully completing the adventure. Members of either the Emerald Enclave or the Order of the Gauntlet who completed their faction assignment gain **one additional renown point**.

DOWNTIME

Each character receives **ten downtime days** at the conclusion of this adventure.

DM REWARDS

You receive **3,375 XP**, **1,688 gp**, and **ten downtime days** for each session you run of this adventure.

DM APPENDIX.

NPC SUMMARY

Below is a list of named NPCs that appear in this adventure.

Dar the Widwomaker (DAHR). A human male of incredible physique, Dar was once a gladiator in the blood ring of Hillsfar. His dark skin does not hide the scars he received there.

Doran Parzifel (DOR-ahn PARZ-eh-FEL). A knight of the Order of the Gauntlet, Doran fell in battle at Zhentil Keep. He was interred there as a hero, for he had been a spy hidden deep within their ranks for many years, and the Zhentarim had no clue that he was leaking information to the Gauntlet the whole time.

Elres Larke (EL-raze LARK). An aging human male with thinning white hair, Elres was once a knight in service to Cormyr. He now spends his “retirement days” acting as the Order of the Gauntlet’s liaison at the Waypoint Bindery.

Verthisathurgiesh Krenez (KREH-nezz). Male dragonborn bard and former adventurer. After the band of minstrels he traveled with met a grisly ending, Krenez began to take his role as a Harper more seriously. Years passed, and he settled in the Moonsea region, opening a book bindery in an abandoned warehouse district between the ruins of Zhentil Keep and Phlan. The binder acts as a waypoint for members of the Harpers, as well as members of other factions in the area. Note that Verthisathurgiesh is his dragonborn clan, while Krenez is his name.

Marzellus Marshward (MAHR-zell-US MARSH-ward). Until recently, Marzellus was a high-ranking officer in the Zhentarim. His own machinations have taken him beyond that organization, however, as he plots a war with the realm of Celestia. Revealed as an aasimar during the final encounter within the Spire, who knows what other secrets the necromancer has hidden.

Serie Mithrime (SEAR-ee MITH-rime). A half-elf acolyte that hails from Waterdeep, Serie is the Waypoint’s contact for the Emerald Enclave.

APPENDIX. MONSTER/NPC STATISTICS

Doran Parzifel

Medium undead, lawful good

Armor Class 20 (plate and shield)

Hit Points 178 (21d8 + 84)

Speed 30 ft

STR	DEX	CON	INT	WIS	CHA
18 (+4)	11 (+0)	18 (+4)	11 (+0)	14 (+2)	17 (+3)

Saving Throws Wis +5, Cha +5

Skills Athletics +7, Deception +5,
Intimidation +5

Damage Immunities poison

Condition Immunities poisoned

Senses darkvision 60 ft, passive Perception
12

Languages Common

Challenge Rating 11 (7,200 XP)

His skin and tissue dried and pulled taught over his bones, Doran is a grizzly sight dressed in his ornate plate armor.

Spellguard Shield. While holding his shield, Doran has advantage on saving throws against spells and other magical effects, and spell attacks against him are at disadvantage.

Undead Fortitude. If damage reduces Doran to 0 hit points, he must make a Constitution saving throw with a DC of 5 + the damage taken, unless the damage is radiant or from a critical hit. On a success, Doran drops to 1 hit point instead.

Spellcasting. Doran is a 13th-level spellcaster. His spellcasting ability is Charisma (spell save DC 15, +8 to hit with spell attacks). He has the following paladin class spells prepared:

1st level (4 slots): *command*, *protection from evil and good*, *thunderous smite*

2nd level (3 slots): *aid*, *branding smite*

3rd level (3 slots): *blinding smite*, *dispel magic*

4th level (1 slot): *staggering smite*

Actions

Multiattack. Doran makes three attacks with his longsword.

Longsword. *Melee weapon attack:* +9 to hit, reach 5 ft., one target. *Hit:* 9 (1d8+4) slashing damage.

Dreadful Aspect (Recharges after a Short or Long Rest). Doran exudes magical menace. Each enemy within 30 feet of him must succeed on a DC 15 Wisdom saving throw or be frightened for 1 minute. If a frightened target ends its turn more than 30 feet away from Doran, the target can repeat the saving throw, ending the effect on itself on a success.

Marzellus Marshward (Necromancer / Fighter)

Medium humanoid (fallen aasimar), chaotic evil

Armor Class 16 (breastplate)

Hit Points 109 (20d8 + 19)

Speed 30 ft

STR	DEX	CON	INT	WIS	CHA
13 (+1)	14 (+2)	12 (+1)	18 (+4)	12 (+1)	14 (+2)

Saving Throws Int +10, Wis +7

Skills Arcana +10, History +10

Damage Resistances necrotic, radiant

Senses darkvision 60 ft., passive Perception
11

Languages Common, Celestial, Draconic, Abyssal

Challenge Rating 14 (11,500 XP)

Command Undead. As an action, Marzellus can choose one undead that he can see within 60 feet of himself. That creature must make a DC 15 Charisma saving throw, or becomes friendly to Marzellus and obeys his commands until he uses this feature again. If it succeeds, the creature is unaffected and cannot be targeted by this feature again.

Intelligent (8 or higher) undead have advantage of this saving throw. If the creature fails its saving throw and has an Intelligence of 12 or higher, it can repeat the saving throw at the end of every hour until it succeeds and breaks free.

Spellcasting. Marzellus is a 14th-level wizard and a 5th-level eldritch knight. His spellcasting ability is Intelligence (spell save DC 18, +10 to hit with spell attacks). He has the following wizard spells prepared:

Cantrips (at will): *blade ward*, *chill touch*, *fire bolt*, *friends*, *light*, *mage hand*, *mending*, *message*, *shocking grasp*

1st level (4 slots): *false life**, *magic missile*, *ray of sickness**, *shield*, *witch bolt*

2nd level (3 slots): *blindness/deafness**, *ray of enfeeblement**, *web*

3rd level (3 slots): *animate dead**, *bestow curse**, *counterspell*, *vampiric touch**

4th level (3 slots): *blight**, *dimension door*, *Evard's black tentacles*, *stoneskin*

5th level (2 slots): *Bigby's hand*, *cloudkill*, *contagion**

6th level (1 slot): *circle of death**

7th level (1 slot): *finger of death**

*Necromancy spell of 1st level or higher

Grim Harvest (1/turn). When Marzellus kills a creature that is neither a construct nor undead with a spell of 1st level or higher, the

necromancer regains hit points equal to twice the spell's level, or three times if it is a necromancy spell.

Weapon Bond. Marzellus is magically bonded to his scimitar. He cannot be disarmed of that weapon unless he is incapacitated. If it is on the same plane of existence, he can summon the scimitar as a bonus action on his turn, causing it to appear instantly in his hand.

Actions

Multiattack. Marzellus makes two withering touch attacks, two scimitar attacks, or one of each.

Withering Touch. *Melee spell attack:* +10 to hit, reach 5 ft., one target. *Hit:* 5 (2d4) necrotic damage.

Scimitar. *Melee weapon attack:* +8 to hit, reach 5 ft., one target. *Hit:* 6 (1d6 + 2) slashing damage.

Necrotic Shroud (Once Per Day).

Marzellus unleashes divine energy stored within himself, as his eyes become pools of darkness and two skeletal, ghostly, flightless wings sprout from his back. Creatures within 10 feet of him must succeed on a DC 16 Wisdom saving throw, or become frightened of him until the end of his next turn.

This transformation lasts for 1 minute or until Marzellus ends it as a bonus action. During this time, once on each of his turns, Marzellus may deal 16 extra necrotic damage to one target when he deals damage to it with an attack or a spell.

Healing Hands (Once Per Day). Marzellus can touch a creature and cause it to regain 16 hit points.

Legendary Actions (if applicable)

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

Withering Touch Attack. Marzellus makes a withering touch attack against an enemy within range.

Winged Attack. Marzellus' wings propel him forward up to 30 feet, and he makes a withering touch attack against an enemy within range at the end of the movement. This does not provoke an attack of opportunity.

Chill Harvest (Costs 2 Actions). Marzellus uses the *chill touch* cantrip on one of his captives held in the machinery on the walls of the chamber. The captive dies, and Marzellus regains 25 hit points.

Lair Actions (if applicable)

When fighting inside its lair, Marzellus can take lair actions. On initiative count 20 (losing initiative ties), Marzellus can take one lair action to cause one of the following effects:

- Any PCs or captives that are dead rise as **wraiths** under Marshward's command. The wraiths act on initiative count 10 (losing ties) each round.
- Necromantic energies slam into any PCs who are unconscious and have not stabilized. They must succeed on a DC 14 Constitution saving throw, or fail two death saving throws. If this kills the PC, Marzellus gains 25 temporary hit points.
- Marzellus casts a cantrip.

Regional Effects

The area within five miles of the Zhentil Spire has been saturated with necromantic energies for days, and the effect seems to be spreading. At the time of this adventure, these effects are in play.

- Undead that have been raised by the dark fog created by Marzellus Marshward come into existence under the control of the necromancer. Those who existed prior to the raising of the Spire, but were exposed to the dark fog, may not have fallen under his command, getting a DC 18 Wisdom saving throw to remain free of his influence.
- If exposed to the dark fog, a living creature must succeed on a DC 18 Constitution check, or be overcome by the power of the cloud. On that round, they fall to the ground choking and incapacitated. *Greater restoration* or *remove curse* will halt the effect if cast on an effected character this round. On the second round, the character dies, only to rise the following round as one of the following undead:

d6 Roll	Undead Type
1	Skeleton
2	Zombie
3	Wight
4	Vampire Spawn
5	Wraith
6	Poltergeist

Death Tyrant

Large undead, lawful evil

Armor Class 19 (natural armor)

Hit Points 187 (25d10 + 50)

Speed 0 ft, fly 20 ft (hover)

STR	DEX	CON	INT	WIS	CHA
10 (+0)	14 (+2)	14 (+2)	19 (+4)	15 (+2)	19 (+4)

Saving Throws Str +5, Con +7, Int +9, Wis +7, Cha +9

Skills Perception +12

Damage Immunities poison

Condition Immunities charmed, exhaustion, paralyzed, petrified, poisoned, prone

Senses darkvision 120 ft, passive Perception 22

Languages Deep Speech, Undercommon

Challenge Rating 14 (11,500 XP)

Negative Energy Cone. The death tyrant's central eye emits an invisible, magical 150-foot cone of negative energy. At the start of each of its turns, the tyrant decides which way the cone faces and whether the cone is active.

Any creature in that area can't regain hit points, any humanoid that dies there becomes a zombie under the tyrant's command. The dead humanoid retains its place in the initiative order and animates at the start of its next turn, provided that the body hasn't been completely destroyed.

Actions

Bite. *Melee weapon attack:* +5 to hit, reach 5 ft., one target. *Hit:* 14 (4d6) piercing damage.

Eye Rays. The death tyrant shoots three of the following magical eye rays at random (re-roll duplicates), choosing one to three targets it can see within 120 feet of it.

1. *Charm Ray.* The targeted creature must succeed on a DC 17 Wisdom saving throw or be charmed by the death tyrant for 1 hour, or until the beholder harms the creature.

2. *Paralyzing Ray.* The targeted creature must succeed on a DC 17 Constitution saving throw or be paralyzed for 1 minute. The target can repeat the saving throw at the end of each of its turns, ending the effect on itself on a success.

3. *Fear Ray.* The targeted creature must succeed on a DC 17 Wisdom saving throw or be frightened for 1 minute. The target can repeat the saving throw at the end of each of its turns, ending the effect on itself on a success.

4. *Slowing Ray.* The targeted creature must succeed on a DC 17 Dexterity saving throw. On a failed save, the target's speed is halved for 1 minute. In addition, the creature can't take reactions, and it can take either an action or a bonus action on its turn, but not both. The creature can repeat the saving throw at the end of each of its turns, ending the effect on itself on a success.

5. *Enervation Ray.* The targeted creature must make a DC 17 Constitution saving throw, taking 36 (8d8) necrotic damage on a failed save, or half as much on a successful one.

6. *Telekinetic Ray.* If the target is a creature, it must succeed on a DC 17 Strength saving throw or the beholder moves it up to 30 feet in any direction. It is restrained by the ray's telekinetic grip until the start of the beholder's next turn or until the beholder is incapacitated.

If the target is an object weighing 300 pounds or less that isn't being worn or carried, it is moved up to 30 feet in any direction. The beholder can also exert fine control on objects with this ray, such as manipulating a simple tool or opening a door or a container.

7. *Sleep Ray.* The targeted creature must succeed on a DC 17 Wisdom saving throw or fall asleep and remain unconscious for 1

minute. The target awakens if it takes damage or another creature takes an action to wake it. This ray has no effect on constructs and undead.

8. Petrification Ray. The targeted creature must make a DC 17 Dexterity saving throw. On a failed save, the creature begins to turn to stone and is restrained. It must repeat the saving throw at the end of its next turn. On a success, the effect ends. On a failure, the creature is petrified until freed by the *greater restoration* spell or other magic.

9. Disintegration Ray. If the target is a creature, it must succeed on a DC 17 Dexterity saving throw or take 45 (10d8) force damage. If this damage reduces the creature to 0 hit points, its body becomes a pile of fine gray dust.

If the target is a Large or smaller nonmagical object or creation of magical force, it is disintegrated without a saving throw. If the target is a Huge or larger object or creation of magical force, this ray disintegrates a 10-foot cube of it.

10. Death Ray. The targeted creature must succeed on a DC 17 Dexterity saving throw or take 55 (10d10) necrotic damage. The target dies if the damage reduces it to 0 hit points.

Legendary Actions

The death tyrant 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 tyrant regains spent legendary actions at the start of his turn.

Eye Ray. The death tyrant uses one random eye ray.

Lightning Serpent*

Gargantuan construct, neutral

Armor Class 17 (natural armor)

Hit Points 168 (16d12 + 64)

Speed 50 ft, climb 40 ft

STR	DEX	CON	INT	WIS	CHA
23 (+6)	16 (+3)	18 (+4)	7 (-2)	14 (+2)	12 (+1)

Skills Perception +6, Stealth +7

Damage Immunities lightning, poison, psychic; bludgeoning, piercing, and slashing from nonmagical weapons that aren't adamantite

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

Senses darkvision 90 ft., Passive Perception 16

Languages -

Challenge Rating 12 (8,400 XP)

The lightning serpents are massive stone constructs built to protect the Chamber of He'Tlik.

Immutable Form. The lightning serpent is immune to any spell or effect that would alter its form.

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

Magic Weapons. The lightning serpent's weapon attacks are magical.

Actions

Multiattack. The lightning serpent makes two attacks: one with its bite and one to constrict or crush.

Bite. *Melee weapon attack:* +10 to hit, reach

10 ft., one target. *Hit*: 22 (3d10 + 6) piercing damage.

Constrict. *Melee weapon attack*: +10 to hit, reach 5 ft., one Huge or smaller creature. *Hit*: 17 (2d10 + 6) bludgeoning damage plus 17 (2d10 + 6) lightning damage. The target is grappled (escape DC 16) if the lightning serpent isn't already constricting a creature, and the target is restrained until this grapple ends.

Crush. *Melee weapon attack*: +10 to hit, reach 5 ft., one target. *Hit*: 22 (3d10 + 6) bludgeoning damage, and the target must succeed on a DC 16 Strength saving throw or be knocked prone.

Lightning Breath (Recharge 5-6). The lightning serpent exhales a line of lightning that is 20 feet long and 5 feet wide. Each creature in that line must make a DC 16 Dexterity saving throw, taking 66 (12d10) lightning damage on a failed save, or half as much damage on a successful one.

Swallow. The lightning serpent makes one bite attack against a Medium or smaller target it is grappling. If the attack hits, the target is also swallowed, and the grapple ends. While swallowed, the target is blinded and restrained, it has total cover against attacks and other effects outside the lightning serpent, and it takes 21 (6d6) lightning damage at the start of each of the lightning serpent's turns. A lightning serpent can have only one creature swallowed at a time.

If the lightning serpent takes 30 damage or more on a single turn from the swallowed creature, the lightning serpent must succeed on a DC 14 Constitution saving throw at the end of that turn or regurgitate the creature, which falls prone in a space within 10 feet of

the lightning serpent. If the lightning serpent dies, a swallowed creature is no longer restrained or taking damage from it and can escape from the corpse by using 15 feet of movement, exiting prone.

*Based on the behir and stone golem.

Poltergeist

Medium undead, chaotic evil

Armor Class 12

Hit Points 22 (5d8)

Speed 0 ft, fly 50 ft (hover)

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

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

Damage Immunities necrotic, poison

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

Senses darkvision 60 ft, passive Perception 10

Languages understands all languages it knew in life but can't speak

Challenge Rating 2 (450 XP)

Incorporeal Movement. The poltergeist 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.

Invisible. The shade is invisible.

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

Actions

Forceful Slam. *Melee weapon attack:* +4 to hit, reach 5 ft., one target. *Hit:* 10 (3d6) force damage.

Telekinetic Thrust. The poltergeist targets a creature or unattended object within 30 feet of it. A creature must be medium or smaller to be affected by this magic, and an object can weigh up to 150 pounds.

If the target is a creature, the poltergeist makes a Charisma check contested by the target's Strength check. If the poltergeist wins the contest, it hurls the target up to 30 feet in any direction, including upward. If the target then comes into contact with a hard surface or heavy object, the target takes 1d6 damage per 10 feet moved.

If the target is an object that isn't being worn or carried, the poltergeist hurls it up to 30 feet in any direction. The poltergeist can use the object as a ranged weapon, attacking one creature along the object's path (+4 to hit) and deal 5 (2d4) bludgeoning damage on a hit.

Shade*

Medium undead, chaotic evil

Armor Class 14

Hit Points 110 (22d8)

Speed 0 ft, fly 50 ft (hover)

STR	DEX	CON	INT	WIS	CHA
1 (-5)	19 (+4)	11 (+0)	10 (+0)	10 (+0)	17 (+3)

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

Damage Immunities necrotic, poison

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

Senses darkvision 60 ft, passive Perception 10

Languages understands all languages it knew in life but can't speak

Challenge Rating 9 (5,000 XP)

Incorporeal Movement. The shade 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.

Invisible. The shade is invisible. For creatures that can see invisible or have true sight, a shade appears as a grouping of glowing lights that move about, seeming to momentarily coalesce into the outline of a human or other humanoid, then break apart again into separate lights.

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

Actions

Multiattack. The shade makes two forceful slam attacks.

Forceful Slam. *Melee weapon attack:* +6 to hit, reach 5 ft., one target. *Hit:* 17 (5d6) force damage.

Telekinetic Thrust. The shade targets a creature or unattended object within 30 feet of it. A creature must be medium or smaller to be affected by this magic, and an object can weigh up to 150 pounds.

If the target is a creature, the shade makes a Charisma check contested by the target's Strength check. If the shade wins the contest, it hurls the target up to 30 feet in any direction, including upward. If the

target then comes into contact with a hard surface or heavy object, the target takes 1d6 damage per 10 feet moved.

If the target is an object that isn't being worn or carried, the shade hurls it up to 30 feet in any direction. The shade can use the object as a ranged weapon, attacking one creature along the object's path (+7 to hit) and deal 5 (2d4) bludgeoning damage on a hit.

*based on the poltergeist

Wight

Medium undead, lawful evil

Armor Class 14 (studded leather)

Hit Points 45 (6d8 + 18)

Speed 30 ft

STR	DEX	CON	INT	WIS	CHA
15 (+2)	14 (+2)	16 (+3)	10 (+0)	13 (+1)	15 (+2)

Skills Perception +3, Stealth +4

Damage Resistances necrotic;

bludgeoning, piercing, and slashing from nonmagical weapons that aren't silvered

Damage Immunities poison

Condition Immunities exhaustion, poisoned

Senses darkvision 60 ft, passive Perception 13

Languages the languages it knew in life

Challenge Rating 3 (700 XP)

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

Actions

Multiattack. The wight makes two longsword attacks or two longbow attacks.

It can use its Life Drain in place of one longsword attack.

Life Drain. *Melee weapon attack:* +4 to hit, reach 5 ft., one target. *Hit:* 5 (1d6+2) necrotic damage. The target must succeed on a DC 13 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.

A humanoid slain by this attack rises 24 hours later as a zombie under the wight's control, unless the humanoid is restored to life or its body is destroyed. The wight can have no more than twelve zombies under its control at one time.

Longsword. *Melee weapon attack:* +4 to hit, reach 5 ft., one target. *Hit:* 6 (1d8+2) slashing damage, or 7 (1d10+2) slashing damage if used with two hands.

Longbow. *Ranged weapon attack:* +4 to hit, range 150/6000 ft., one target. *Hit:* 6 (1d8+2) piercing damage.

Wraith

Medium undead, neutral evil

Armor Class 13

Hit Points 67 (9d8 + 27)

Speed 0 ft, fly 60 ft (hover)

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

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

Damage Immunities necrotic, poison

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

Senses darkvision 60 ft, passive Perception
12

Languages the languages it knew in life

Challenge Rating 5 (1,800 XP)

Incorporeal Movement. The wraith 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.

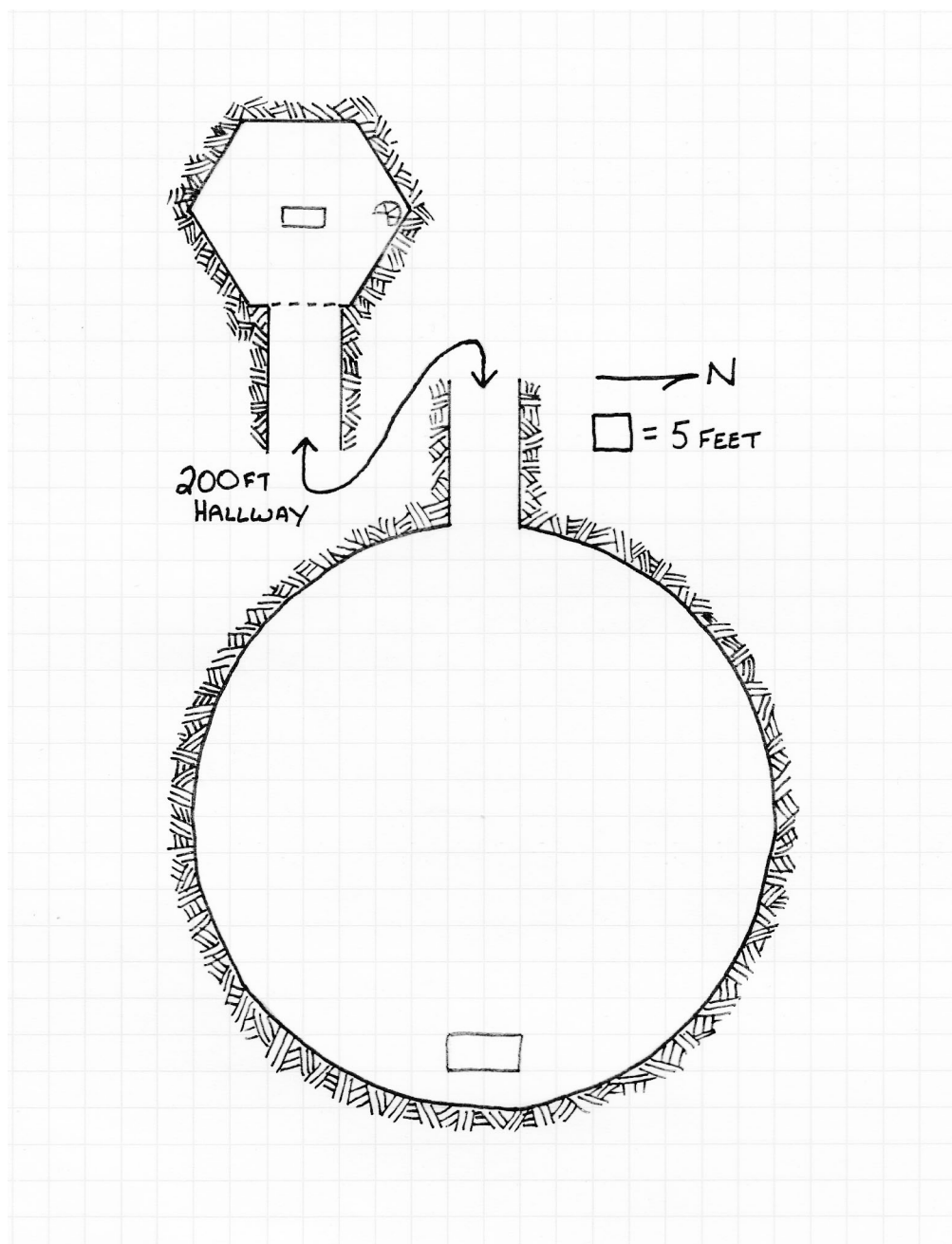
Actions

Life Drain. *Melee weapon attack:* +6 to hit, reach 5 ft., one target. *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 10 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.

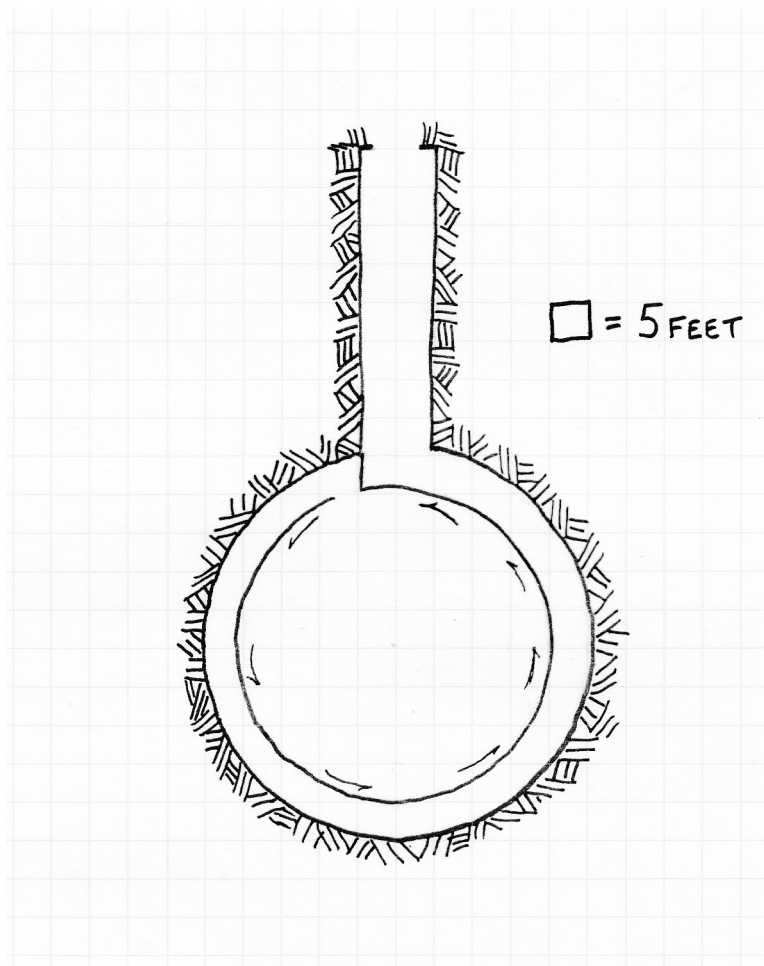
APPENDIX. MAP I

The characters have descended the stairs beneath the Weeping Tree in Yulash to find an ancient altar.



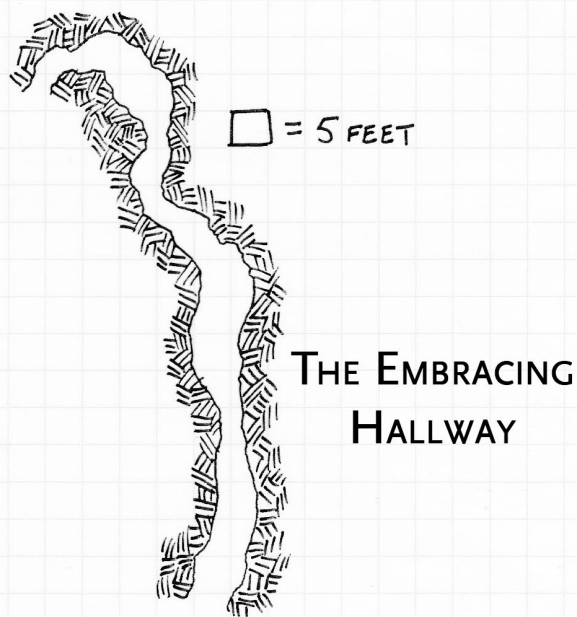
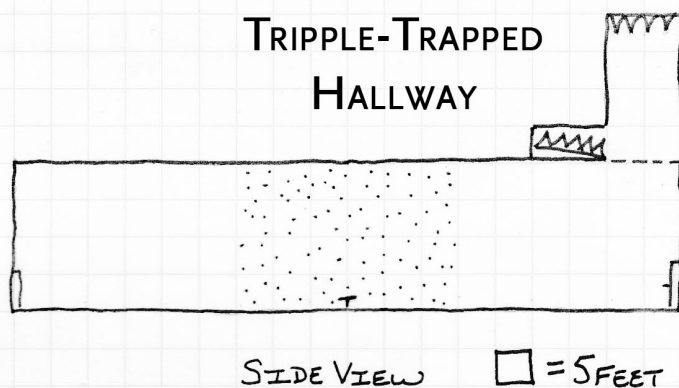
APPENDIX. MAP 2

The adventurers enter into the Tyrant's Bailey, a cylindrical chamber 120 feet tall with a ramp that runs around the circumference of the room. The entrance to the Bailey is under the landing at the top of the ramp. This map also doubles as the Inner Bailey.



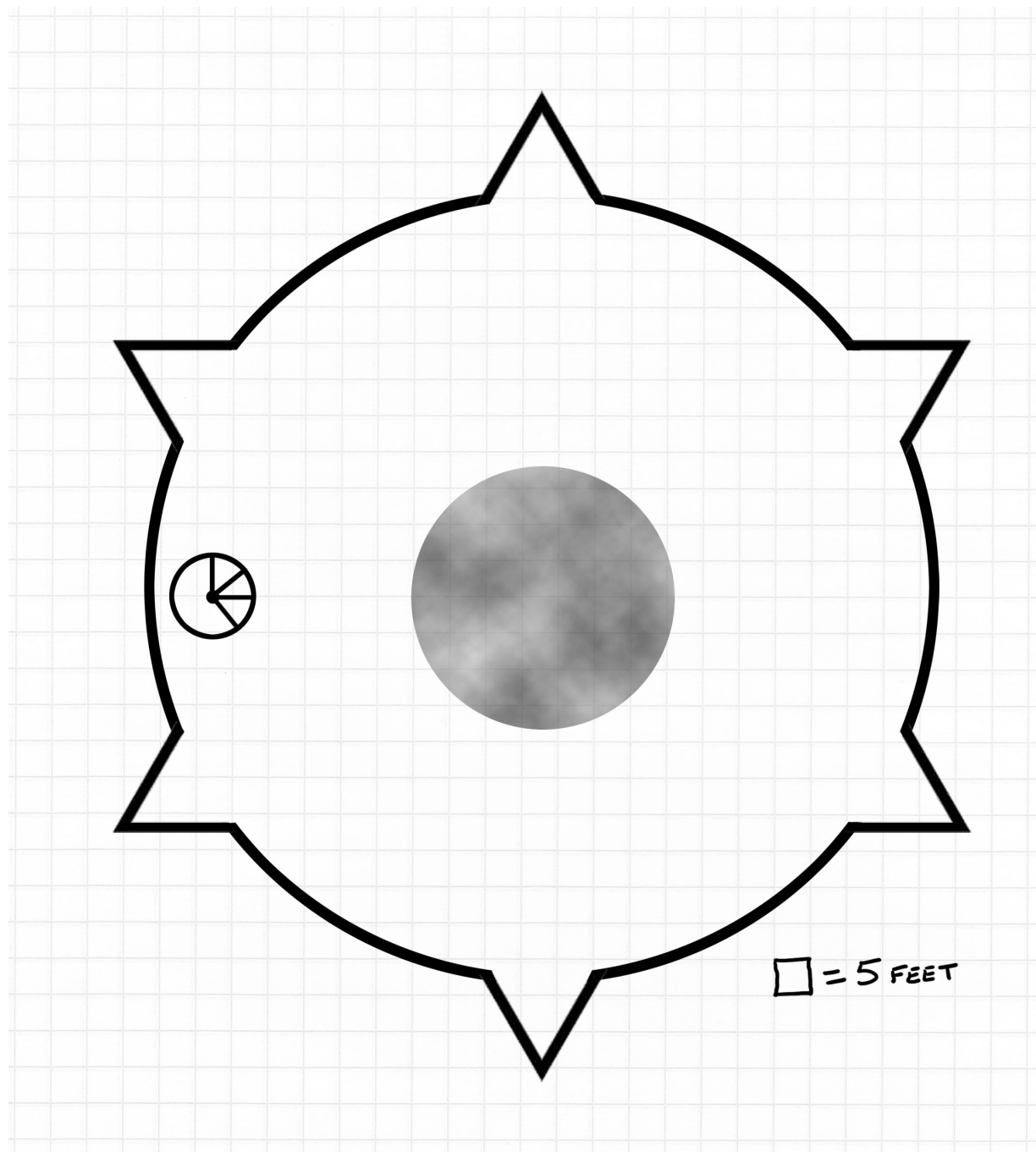
APPENDIX. MAP 3

Maps of the labeled areas within the Zhentil Spire.



APPENDIX. MAP 4

The final chamber in the Zhentil Spire, where the adventurers face off against the necromancer, Marzellus Marshward.



APPENDIX. TRAPS

For added replay value, and to keep your players on their toes, here are various trapped rooms within the Zhentil Spire. It is recommended to run only one of these scenarios in addition the encounters listed in Part 4, Within the Spire.

Maps for these encounters can be found on Appendix : Map 3.

1. THE EMBRACING HALLWAY (SHORT)

Just one of the many trapped hallways that exist within the Spire, the adventurers have the luck to walk down this one.

GENERAL FEATURES

Terrain. The irregular hallway is cluttered with debris of rock, dirt, and bones.

Ceiling. The rough, black crystal ceiling is 10 feet high.

Light. No light is in this room, and it is pitch black unless characters bring light with them.

Sound. Quiet as a tomb, until the dead begin to move.

Smell. The faint scent of dust or dried corpses.

The danger of this hallways lies not in what lays upon the floor, but what awaits in the walls. The spirits of the dead have animated their bodies, mostly skeletons who have long ago lost their flesh, though some corpses are still wrapped in dried skin and flesh. They appear to float, completely still, within the crystal walls, faintly visible in the semi-opaque blackness.

As a creature walks through the hallway, a corpse may attempt to embrace them and

pull them into the crystal wall. For each character, roll a d6 for each 20 feet they move down the hallway. On a 5 or 6, a pair of skeletal arms erupts from the wall, which seems to pool like liquid around the arms. The character being embraced must succeed on a DC 14 Strength saving throw, or be pulled into the crystal, which then solidifies around them. A successful Strength saving throw allows the character to escape the skeletal grasp.

A creature that is pulled into the wall begins to suffocate and cannot move, being completely encased in the smoky stone. A free creature may attempt to break the crystal away, either with weapons or by using mason's or smith's tools. A character may attack the crystal, which has an AC of 18. Dealing 50 points of damage will free a trapped creature. Characters using tools may make proficiency checks to attempt to free a trapped creature. Two successful DC 15 proficiency checks allow them to chisel a creature free.

The undead trapped within the walls cannot move out of the crystal, and can only target creatures within 5 feet of it. They do not remain outside of the wall for longer than it takes to attempt to grab a creature and pull it into the stone, and so are not presented as combat encounters.

If a creature suffocates within the crystal walls, it reanimates as a wight and is released by the dark stone.

If the characters manage to make it through the area, and either not being trapped within the stone, or free anyone trapped before they suffocate to death, grant them **1,000 experience** points each.

2. THE WINDING DARKNESS (SHORT)

This winding area is under the cover of a magical darkness. The walls themselves emanate darkness, and though it is a magical effect, it cannot be dispelled.

DM's Note: While this encounter is marked as Short, keep track of how long it is taking your group. Some players may take much longer to deal with the problem at hand than others. Feel free to offer them suggestions on how to overcome the obstacles once they have determined what those obstacles are, if the group is taking too long.

GENERAL FEATURES

Terrain. The floors in this area are free of debris, though other dangers lurk.

Ceiling. The uneven ceiling of black rock is 15 feet high.

Light. The entirety of this area is lightless, covered in magical darkness.

Sound. Every so often, the sound of grinding stone can be heard from above.

Smell. Dust and rock.

As the characters enter this area, read or paraphrase the following:

As you pass through the doorway, darkness envelops you. You can hear your party members nearby, but you cannot see them. Faint echoes of your movement bounce around you, disorienting you even further.

Characters with devil's sight, or other means to see through magical darkness are not hindered by the black permeating this area. Sources of light such as torches or magic do not provide any illumination, though torches burn and spells go off as normal. Even *daylight* does not banish the dark.

What's more, there are several traps laid throughout this room. Thin and fragile posts support areas of the ceiling. These

posts are made of thin rock, as though parts of the ceiling reached up to hold up the top of the room, but are prone to breaking with only a little pressure. Even worse, tripwires are strung between some of these supports, which may bring down multiple sections of ceiling if a character runs into one.

As characters move through this room, if they do not feel about themselves cautiously, they may bump into one of these supports or stumble over one of the tripwires. Keep track of what path characters take, and how the players say they are proceeding. If a player moves through an area marked on the map with a support or tripwire, they may set it off. Any force, such as bumping into a column or something stronger, will cause the support to shatter, bringing down part of the ceiling. Any character within 10 feet of the shattering column takes 10 (3d6) bludgeoning damage, or half on a successful DC 15 Dexterity saving throw. When a tripwire is set off, it brings down both columns it is attached to, so any creatures within 10 feet of either column must make a saving throw. A tripwire can be found on a DC 20 Perception (Wisdom) check, either if a character is feeling about for it, or walking cautiously through and feeling the brush of the tripwire, but not walking through it. A character that finds a tripwire without setting it off may attempt to disarm it with a DC 16 Sleight of Hand (Dexterity) check. A character can find a support by feeling carefully ahead of themselves and moving cautiously. On a DC 12 Perception (Wisdom) check, they can successfully feel for a support without setting it off, once they know not to push or run into the columns.

Rock falling through the ceiling does not fill the chamber, but does create an area of difficult terrain to move over.

If the characters manage to make it through the area without setting off more than two of the traps, grant them **1,000 experience points** each.

3. THE TRIPLE TRAPPED HALLWAY (SHORT)

Just one of the many trapped hallways that exist within the Spire, the adventurers have the luck to walk down this one.

GENERAL FEATURES

Terrain. The hallway is clear of debris.

Ceiling. The smooth, black stone ceiling is 20 feet high.

Light. No light is in this room, and it is pitch black unless characters bring light with them.

Sound. Quiet as a tomb.

Smell. The faint scent of dust or dried corpses.

This hallway is 10 feet wide and stretches 90 feet long. There is a tripwire at the halfway point down the hall, which can be spotted with a DC 16 Perception (Wisdom) check, as well as noticing dozens of pinhead sized holes in the walls on 15 feet of either side of the tripwire. A DC 16 Investigation (Intelligence) check reveals how to disable it, which can be done with a successful DC 16 Thieves' Tools check. Failure to disable it on the Thieve's Tools check sets the trap off. Once tripped, corpse dust ejects from the holes in the walls, filling the center 30 feet of the hallway. Creatures in the area of effect must succeed on a DC 16 Constitution saving throw or gain one level of exhaustion. Creatures that do not breathe are immune to this effect. The dust settles after one round and is no longer a threat.

The door opposite where the characters entered is made of oak and banded with iron. A DC 12 Perception (Wisdom) check reveals a nasty looking poison needle trap rigged to go off when someone turns the door handle. It can be disarmed with a DC 12 Thieves' Tools check, though failing the check does set the trap off. A creature that sets off the trap takes 1 point of piercing damage and must succeed on a DC 14 Constitution saving throw or take 11 (3d6) poison damage. The following round, the creature must succeed on another DC 14 Constitution saving throw or take another 11 (3d6) poison damage.

A DC 18 Perception (Wisdom) check will also reveal a second trap, a magical glyph on the door handle. If a character rolls a 20 or above on the Perception check, they also notice that the 10 foot by 10 foot section of ceiling above the door seems to be a slightly lighter shade of black as the rest of the ceiling. *Detect magic* reveals the presence of transmutation magic radiating from the door handle. The trap can be disarmed using *dispel magic* with a DC 18 spell caster ability check.

If a creature touches the door handle while it is still trapped, they are affected by the *reverse gravity* spell, launching them upwards through a false ceiling and then 20 feet beyond into a solid ceiling covered with black spikes. The creature can attempt to stop themselves from flying upward by succeeding on a DC 18 Dexterity check to keep a hold of the door handle, or another fixed object. Otherwise, they take 14 (4d6) bludgeoning from the collision with the ceiling, and 11 (3d6) piercing damage from the spikes. Immediately after the creature passes through the false ceiling, a sliding panel moves to cover the false ceiling, trapping them in a 10 foot wide, 10 foot long, and 20 foot high space. The sliding

panel is also covered with spikes, and after colliding with the ceiling, the *reverse gravity* spell effect ends, dropping the character 20 feet onto the spiked panel where they take another 7 (2d6) bludgeoning damage and 11 (3d6) piercing damage.

The sliding panel can be opened with a successful DC 18 Athletics (Strength) check. If a character uses something to give them leverage, such as a crowbar, grant them advantage on the check.

For each trap avoided or deactivated, grant the players **1,000 experience points** each.

4. THE INNER BAILEY (SHORT)

The Inner Bailey uses the same map as area 1, The Tyrant's Bailey, but has no combat encounter included. Do not run this scenario if you have run, or plan to run, The Tyrant's Bailey.

DM's Note : If you are in need of another room for the Spire, feel free to use this map with all traps, treasure, and encounters removed or swapped out for other traps listed in the Appendix, after you have run it previously as either The Tyrant's Bailey or The Inner Bailey. The twisted layout of the Spire lends itself to re-using the same rooms for different effect, but should be limited to Short encounters.

Use Appendix : Map 2 for this encounter.

GENERAL FEATURES

Terrain. The area is free of debris, and the ramp that winds around the outside edge of the room is steep, but not so as to make for difficult terrain. The ramp itself is barely 3 feet wide, making the walk up a nerve-wracking one.

Ceiling. The jagged ceiling of black rock is 130 feet from the floor.

Light. Faint blue light trickles down from an odd chandelier hanging 120 feet from the floor, illuminating the room dimly.

Sound. This room is deathly quiet, except for the sounds made by those passing through it.

Smell. A heavy scent of decay lingers in this room, mixed with earthy smells.

Nothing seems to adorn this vast chamber except the ramp that spirals around its outer edge, and a bone-white chandelier that emits a cold blue light far above. You can see the narrow ramp leads up to a small landing far above your heads.

The ramp leads up to a landing, 100 feet from the bottom of this chamber. The ramp itself takes 200 feet of movement to traverse, as it winds around the outside of the room. Characters who are halfway up the ramp are 50 feet from the floor; those who are one-quarter of the way up are 25 feet from the floor, etc.

When the characters reach the landing, read or paraphrase the following:

A forty-foot hallway stretches away from the open chamber and ends at a doorway that has been carved to resemble some twisted, ghoulish face. Dimly lit beyond, you see what looks like a room lined with shelves and strange apparatus. Glass beakers of colored fluids glint with reflected torchlight.

The image within the doorway is an illusion, and the doorway itself acts as a magical portal. Those who walk through it are whisked away to another part of the Spire. The exact destination is up to the DM, and should be based on what encounters remain.

When a creature moves 20 feet into the hallway from the upper landing, their

proximity sets off a trap on the ghoulishly carved doorway at the end of the hall, causing a *gust of wind*. The trap itself is an enchantment set upon the carved doorway, and can be seen with *detect magic*. The warding can be removed with *dispel magic*, with a DC 16 spellcaster ability check. The trap does not cease to be once set off, but must recharge before being able to be triggered again. On Initiative count of 20 (losing ties), roll a d6. On a 5 or 6, the trap resets and can be triggered if a creature is within 25 feet of it.

When the trap is triggered the first time, read or paraphrase the following:

A sound like the sucking in of breath comes from the ghoulish face surrounding the doorway at the end of tunnel. Without warning, you are buffeted by intense winds that seem to blow from the mouth of the carving, pushing you back from the door...and closer to the drop off at the end of the tunnel!

Creatures who failed their DC 16 Strength checks against the *gust of wind* are pushed back from the door 15 feet. This may push a creature off the edge of the landing. If the effect pushes a creature so they are more than 5 feet past the edge of the landing, they fall to the floor 100 feet below, taking 35 (10d6) bludgeoning damage. If the effect pushes them so they are within 5 feet from the edge of the landing (their square is adjacent to the landing's square), they may make a DC 16 Dexterity saving throw to catch themselves on the lip of the landing, and avoiding the fall to the bottom. A character who stops their fall may pull themselves up with a DC 10 Athletics (Strength) check as part of their movement on their turn, but may still have to contend with the *gust of wind* if it is still in effect.

The trap's effect lasts for 1 minute each time it is activated.

If the characters disable the *gust of wind* trap, or pass it before it resets for a second activation, grant them **1,000 experience points** each.

TREASURE

Embedded in the black rock wall about halfway up the stairs is a gem-encrusted golden chalice worth 500 gp, its base and stem barely poking out of the stone. Characters can chisel the chalice free with a little work and the right tools. Do not grant this treasure if it has been found in the Tyrant's Bailey.

5. THE DROWNING ORB (SHORT)

Whatever portal door they walked through transported the characters into a terrible predicament. Water envelops them, threatening to drown them if they cannot find the exit in the dark.

GENERAL FEATURES

Terrain. The characters are completely submerged in water.

Ceiling. The stone orb holding the water is 65 feet wide.

Light. There is no light in this chamber, beyond what the adventurers brought with them. Torches are drowned out immediately on arrival.

Sound. Surprised grunts of panic from fellow adventurers. A deep and all-present grinding sound.

Smell. Dirty water.

As the characters enter this area, read or paraphrase the following:

Passing through the doorway, you are suddenly chilled by water that is all about you. You try to hold your breath, but the crushing pressure is almost too much. You must find your way out of this submerged chamber, or drown!

Characters appear in the center of the orb, clustered within 5 feet of each other.

If characters were relying on torches or lanterns, they are immediately thrust into darkness. Characters who can breathe underwater are fine, and speak or cast spells with verbal components as usual. Those who cannot breathe underwater are in for a rougher time. They begin drowning, and cannot cast spells that require verbal components.

The exit to this room moves about, as though the orb surrounding the water were rolling about. On Initiative count 20 (losing ties), the doorway moves 25 feet in a random direction. On Initiative count 10 (losing ties), the doorway moves another 25 feet in another direction.

The doorway is darker than the stone around it. If characters have light, or can see in the dark, they may notice the doorway with a successful DC 15 Perception (Wisdom) check.

If the characters escape this watery grave, with no characters drowning, grant them **1,000 experience points** each.

PLAYER HANDOUT I. EMERALD ENCLAVE FACTION ASSIGNMENT

Autumnreaver,

The situation in Zhentil Keep is grim. Dire times call for dire actions, and so we call upon you to help us take action against the abominations that now flood out toward the Moonsea and its inhabitants.

You must travel to the ruins of Yulash, along the southwestern shore of the Moonsea. There, hidden away deep in the earth, you will find a fragment of a ritual. Retrieve it so that we may cleanse Zhentil Keep of the undead.

The way lies beneath the Weeping Tree.

Beware the guardians. Much of our knowledge about this ritual and its pieces has been lost to time. But know that such power is never left unguarded. To gain the ritual, an offering must be left upon the serpent's altar.

PLAYER HANDOUT 2. ORDER OF THE GAUNTLET FACTION ASSIGNMENT

Whitehawk,

Before your time, Sir Doran Parzifel was a decorated and honored knight of our order. With deep ties in Cormyr, Sir Parzifel was loyal to land and liege, and was a considerable asset to our cause.

When an opportunity arose to slip one of our own into the ranks of the Zhentarim, whose relations with us at the time were tenuous at best, Sir Parzifel accepted the charge to become a double agent within the walls of Zhentil Keep itself. For many years, the information he leaked to us from the city saved countless lives, and kept the Zhentarim from overrunning the region on many occasions.

However, when the city was sieged by an army from Thar, orcs and giants and dragons with a singular purpose of destroying Zhentarim Keep, Sir Parzifel was felled in battle. Because his true alliances were unknown to the Zhentarim, he was interred with honors within their most honored of burial grounds. Grounds that are now overrun with the once-dead, beings whom had gone on to their well deserved rest.

Should you find Sir Parzifel, dead or raised as one of the undead, your task is to return him to his eternal slumber. In addition, please return his remains to the Waypoint Bindery, where we shall claim them and return him to his family's cemetery plot. You will know him by his family's crest, a longsword wrapped in thorned roses.

Go with honor,
Vindicator Highholder

PLAYER HANDOUT 3. SPELLGUARD SHIELD

SPELLGUARD SHIELD

Armor (shield), very rare (requires attunement)

This steel shield is embossed with a longsword wrapped in thorny vines which end in roses in full bloom. The enamel coloring the roses is still vibrant.

While holding this shield, you have advantage on saving throws against spells and other magical effects, and spell attacks have disadvantage against you.

PLAYER HANDOUT 4. STORY AWARDS

Characters have the opportunity to earn the following story awards during this adventure.

YOU'VE GOT A FRIEND IN ME

You have proven yourself an ally to not only your own faction, but to those who banded together to fight the necromancer, Marzellus Marshward. You are always welcome at the Waypoint Bindery, on the northwestern shore of the Moonsea. In addition, you can use the Waypoint to pass word on to your faction, even if your faction representative is not present at the time, and messages will be passed to you should they arrive but your faction contact is not currently at the bindery.

Finally, Krenez, the founder of the Waypoint, will always have a bed and a meal for you should you need it, free of charge.

Results Code for CCCROZK01-03, Necromancer's Ascent

If you are DMing this adventure between the months of June 2017 and December 2017, please show your players this page. The QR code below can be scanned, and will allow them to give feedback and results on the adventure to influence the storyline in the future.

If a player does not have a mobile device, please ask them to head to <http://www.whpublications.com/surveys/> to enter their feedback. Thank you!

