

INTO THE DARKNESS

Part One of the Yûlash Series

As Faerûn recovers from the demon threat, a prominent leader goes missing. Is this a simple rescue mission, or is there more at stake?

A Four-Hour Adventure for 11th–16th Level Characters



MARK MERIDA
Adventure Designer

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Writers: Eric Boaen, Garrett Colón, Adam Scaramella, Mark Merida, Al Spader

Editors: Richard Czarnek, Dalebert Vincent

Formatting and Layout: David Jedlinsky

Development and Editing: Claire Hoffman, Travis Woodall

Organized Play: Chris Lindsay

D&D Adventurers League Wizards Team: Adam Lee, Chris Lindsay, Mike Mearls, Matt Sernett

D&D Adventurers League Administrators: Robert Adducci, Bill Benham, Travis Woodall, Claire Hoffman, Greg Marks, Alan Patrick

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INTRODUCTION

Welcome to *Into the Darkness*, a D&D Adventurers League™ adventure, part of the official D&D Adventurers League™ organized play system.

This is the first part of a storyline, in which the plot of an illithid colony is exposed. This plot involves replacing the inhabitants of Hilltop, a shantytown outside of Yûlash, with kaorti shapechangers.

This adventure is designed for **three to seven 11th–16th level characters** and is optimized for **five characters with an average party level (APL) of 13**. Characters outside this level range cannot participate in this adventure.

ADJUSTING THIS ADVENTURE

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

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

DETERMINING PARTY STRENGTH

Party Composition	Party Strength
3-4 characters, APL less than 11	Very weak
3-4 characters, APL equivalent to 11	Weak
3-4 characters, APL greater than 11	Average
5 characters, APL less than 11	Weak
5 characters, APL equivalent to 11	Average
5 characters, APL greater than 11	Strong
6-7 characters, APL less than 11	Average
6-7 characters, APL equivalent to 11	Strong
6-7 characters, APL greater than 11	Very strong

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

BEFORE PLAY AT THE TABLE

Before you start play, consider the following:

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

PLAYING THE DUNGEON MASTER

You have the most important role—facilitating the enjoyment of the game for the players. You provide the narrative and bring the words on these pages to life.

To facilitate this, keep in mind the following:

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

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

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

ADVENTURE PRIMER

*O, that way madness lies; let me shun that;
No more of that.*

— *King Lear* (William Shakespeare)

ADVENTURE BACKGROUND

In the aftermath of the invasion of Maerimydra by Graz'zt and his demon army, Elanil Elassidil has continued to be a positive voice for the relations of cities both above and below the Moonsea. This has enabled the drow of Szith Morcane to establish trade with the citizens of Elventree and Hillsfar. All is not well, however; the supply of braincap mushrooms, the primary cure for demonic madness, is slowly being depleted, and an alternative cure must be found.

In addition, whispers and rumors have flowed into Elventree about bizarre happenings surrounding the walled-off ruins of Yûlash. Out of fear that some of the minions of Graz'zt have escaped the Underdark, Elanil met up with a trusted friend, Sister Ana from the Silver Hemlock Druid Grove, and set off to investigate these rumors.

The factions in the region are worried, as the pair haven't sent any reports for the past two weeks, nor have they returned. All forms of searching or scrying have failed as well.

This silence is due to their discovery of a vile trade agreement between three parties: The drow of Maerimydra, the Red Wizards of Thay, and an illithid hive hidden underneath Yûlash. While the Red Wizards and drow hold their end of the bargain, the illithids have other, more sinister plans for the area. To move these along, the illithids have contracted the help of a yugoloth named Varyth to capture the inhabitants of Hilltop, for expansion and food.

NPC SUMMARY

The following NPCs feature prominently in this adventure.

Elanil Elassidil (*EL-uh-neel uh-LASS-ih-deel*). Female elf. Bard extraordinaire and member of the Harpers.

Knewt (*NOOT*). Male human. A young, dirty, and jittery boy. Slow to trust, and always looking around for an escape. Very talkative about his meetings with Elanil.

Olisara Lightsong (*O-lee-sar-uh LITE-song*). Female moon elf, Harper, faction representative to the Moonsea region. Dry sense of humor and likes to disconcert others by displaying how much she knows about them.

Seranolla the Whisperer (*sir-uh-NOLE-uh*). Female gnome representative of the Emerald Enclave. Nervous, and rarely speaks above a whisper.

Varyth (*VAR-ith*). Male yugoloth gathering townspeople for the illithids. Jerk.

ADVENTURE OVERVIEW

This adventure is divided into four sections, an Introduction and three Parts with estimated times to run each section.

Introduction. A Lost Friend—20 minutes. The characters meet with Olisara Lightsong and Seranolla the Whisperer in Elventree. They ask the characters to find Elanil Elassidil and discover what is happening in the village of Hilltop, the last place they heard from her.

Part 1. Investigating Hilltop—85 minutes. As the party investigates the shantytown of Hilltop, they notice some of the inhabitants are acting strangely. They are approached by a young boy named Knewt as he is being chased by his “mother.” Kaorti shapechanger hilarity ensues!

Part 2. Comprehending Madness—45 minutes. In the Silver Hemlock druid grove, the party members find the druid named Sister Ana who has been corrupted. She attempts to trap them in a pit with some bizarre alien creatures that are not of this realm.

Part 3. Confronting Fear—75 minutes. The party finds a secret passage underground where they meet up with the apparent organizer of this chaos, a yugoloth named Varyth.

ADVENTURE HOOKS

Before the adventure, each party member is contacted in some form, requesting that they meet with Olisara Lightsong in Elventree.

Harpers (Faction Assignment). Any members of the Harpers receive a letter that is direct and to the point. Give the players **Player Handout 1**.

Emerald Enclave (Secret Mission). Any members of the Emerald Enclave that are rank 2 (Summerstrider) or higher receive a message from a sparrow; give them **Player Handout 2**.

SECRET MISSION

Members of the Emerald Enclave that are rank 2 or higher will be asked to help develop a treatment for madness. This is resolved in **Part 2, Comprehending Madness**.

Story Hook. If not already addressed, each party member receives a signed invitation to meet with Olisara Lightsong in Elventree. The letters are curt and direct. Give the players **Player Handout 3**.

AUTHORS NOTES

We have intentionally left 10 minutes off the run time, for you, the DM, to add in extra flair where appropriate. The kaorti shapechanger (**A Noteworthy Situation**) and Druid Grove (**We All Fall Down**) can run long if not properly managed!

INTRODUCTION. A LOST FRIEND

Estimated Duration: 20 minutes

As the characters make their way to the Temple of the Unicorn to meet with Olisara, they notice villagers trying their best to avoid them as children stare at them from a distance. If a character looks at the children for more than a glance, they turn and run. As the group gets closer to the temple, several dogs tied up to a fur trapper's tent across the street start barking at them. Feel free to embellish how uneasy the villagers are as the players move throughout the town.

GENERAL FEATURES

The general features of Elventree are as follows:

Light and Visibility. The afternoon sun peeks through the massive boughs that stretch out over the village.

Buildings. What once was a village composed of mostly tents, now has many more permanent structures in place especially around a large market at the town's center.

Smells. Food, leather, animals, and smoldering wood.

Sounds. Merchants peddling wares, kids laughing and playing in the streets. The sounds in the immediate area of the party stop when the party walks past them.

Each of you has received an urgent and secretive request to meet with Olisara Lightsong, only giving sparse details: Elventree, Hall of the Unicorn, Noontime.

As you make the journey, the hustle and bustle of a rapidly growing city greet you from a distance. It's a sight to behold. As you get closer still, the trade caravans and various races are all talking, but you begin to notice a tension in the air. Traders looking over their shoulder periodically, townsfolk keep their hands on their pockets and valuables, quiet whispers floating through the air—the distrust weighs heavily.

It should be clear to the players that the traders have an as-yet-unidentified reason to be a bit nervous. Try to create a feeling of eeriness for the players.

Any players who wish to speak to the villagers must make a DC 17 Charisma (Persuasion) check. If they fail, the villagers ignore them. If they succeed, the villagers give the following information:

- A group of druidic pilgrims from Silver Hemlock came into town raving about an evil corruption of the land to the northwest. They said it was spreading this way (true).
- The town leader Elanil Elassidil headed to Yûlash a few weeks ago and hasn't returned or been heard from since (true).
- Graz'zt is back in Faerûn and is causing more trouble (false)!

When the characters decide to meet with Olisara, read or paraphrase the following:

The Temple of the Unicorn is a beautiful example of elven architecture. Upon arriving, you are escorted by docents into a large dining room. Intricate carvings line the walls and ceilings, and drifting orbs of light meander their way around the room which gives the sensation of sitting under the stars. As you sit and stretch your weary bodies, Olisara Lightsong and Seranolla the Whisperer enter the room and close the doors.

ROLEPLAYING OLISARA LIGHTSONG

Olisara is a high ranking agent of The Harpers, although she only hints at the authority she commands. Her long, white hair and pale skin contrast with her piercing blue eyes. Her demeanor is direct, her sense of humor is dry, and she displays an almost disconcerting amount of knowledge regarding those with whom she holds audience. She uses this to bend them to her agenda—in this case, a rescue mission.

Quote: "Hello there. I trust your family is well. Has little Willa recovered from her cold?"

Olisara assesses your group before beginning, "Thanks to those of you who helped with the assault on Maerimydra. With Graz'zt returned to the Abyss, the Moonsea and Faerûn have slowly returned to some semblance of normalcy.

"While this news is great, a problem has arisen outside the walled-off ruins of the city of Yûlash. Many of the old inhabitants have stayed close by and erected shantytowns in the surrounding area. One of the largest of these shantytowns, "Hilltop," has been the center of disturbing rumors which trade merchants brought to our attention some weeks ago.

"The rumors spoke of strange behavior, from both animals and humanoids, and suggested that some holdovers from the demonic invasion may have reached the surface through new openings in the ground. Elanil and I agreed that she should investigate the situation discretely, while I reached out to the factions.

"Elanil journeyed to Hilltop and began sending reports back to me so I could relay the information. Up until two weeks ago, the reports arrived regularly. Since then, I have not heard from her at all...silence. Our mages and clerics have tried, to no avail, to scry or divine her location, which does not bode well. That is why I have called you here."

All the while Olisara is speaking, Seranolla is very quiet, observing the characters. Use the following answers if the party wishes to question Olisara before she asks them to leave for Hilltop. Seranolla will not speak until Olisara leaves the room:

- If the character addressing Olisara helped with DDEX03-16 Assault on Maerimydra, she thanks them individually and tells them Elanil thought very highly of them.
- The trade with the drow and myconids of the Underdark is going well. In fact, there are almost no cases of madness remaining, thanks to those braincap mushrooms from Sporedome.
- No rumors have surfaced regarding the other shantytowns.
- She will offer 1000 gold apiece to go to Hilltop to investigate the disappearance of Elanil and discover the truth in the rumors.
- Make sure the party knows that time is of the essence and they should hurry.
- The walled ruins of Yûlash are two days' ride from here; Olisara will provide horses for the journey.
- Hilltop is on a hill near the city and to inquire about the location specifically, they can first visit the garrison of Red Plume guards outside the walled ruins of Yûlash.

FACTION ASSIGNMENT: HARPERS

If there are any Harper faction members in the group, Olisara takes them aside and gives the following faction assignment:

"Elanil's disappearance has caused much distress to the people of Elventree. Many are spreading rumors that she has been killed by an evil force near Yûlash. When last we heard from her, she had arrived in Hilltop. Please find where she has disappeared to, and collect as much of her research as you can."

As the journey to Hilltop will take two days, Olisara offers the group horses to aid with speed. A successful DC 15 Wisdom (Animal Handling) group check can cut the travel down to a day and a half without suffering exhaustion. They can push the horses even further and make it in a day, but horses and riders will suffer a level of exhaustion.

ROLEPLAYING SERANOLLA THE WHISPERER

Seranolla is a female gnome who represents the Emerald Enclave. She always seems nervous, and rarely speaks above a whisper. When anything disrupts the natural process of the world, she is decisive and relentless in its defense.

Quote: "One must find balance with nature in all that they do."

Seranolla waits for Olisara to exit the temple. When the door closes, she turns her head to face you as her face turns from a serene calmness to outright worry.

"Please travel to the Silver Hemlock Grove outside of Hilltop immediately before or after you locate the information that Olisara requires. The druid caretaker of the grove went missing along with Elanil."

SECRET MISSION: EMERALD ENCLAVE

Estimated Duration: 5 minutes

If there are members of the Emerald Enclave that are rank 2 (Summerstrider) or higher present, she takes them into a side chamber, where a group of druids sit, staring off into space.

"You must help us! Our friend and hero Buhrell Caah was infected by Graz'zt madness while leading troops in the Underdark," Seranolla hands one of the faction members a metal spile and a large empty vial. "The sap from the Silver Hemlock tree in the center of the Silver Hemlock druid grove has been discovered to lessen or remove the effects of Graz'zt's madness. There are rumors of a corruption in the grove and may have affected the tree itself!

Please gather a vial of the sap from the tree and return it to me. If the rumors of the tree's corruption are true, you will need to identify if the tree is still alive and extract sap from a portion of the tree that is not corrupted."

If the characters interact with the druids, they all turn to face them in unison. When asked about the grove, Seranolla gives the following information:

- Though they stayed to the outside of the grove, they were surprised that they didn't see the keeper of the grove, Sister Ana. They figured she would have been the first line of defense against the corruption.
- Several pilgrims reported that last week when they went to the grove, the plants and animals seemed to be corrupted. The leaves and needles had turned black and were radiating strange colors, and the animals were sluggish and meandering around without purpose.
- The corruption hadn't completely consumed the grove as the rare silver hemlock tree at its heart still towered above all the others, seemingly untouched.
- "A fox ran head first into a tree, stood up, and then did it again. This happened four or five times before it couldn't stand anymore. We healed it and it proceeded to do the same thing again."
- If asked why she won't accompany the characters, Seranolla tells them that she must travel in the opposite direction to relay the recent events to others in the Emerald Enclave.

Be aware that the additional requirements of the secret mission may increase the estimated time for that part of the adventure. If you are in a time-limited setting, such as a convention, be wary of the additional time needed.

When the party is ready, proceed to either **Part 1. Investigating Hilltop** or **Part 2. Comprehending Madness**, as the party chooses.

PART 1. INVESTIGATING HILLTOP

Estimated Duration: 85 minutes

The sun hangs lazily in the air as a gentle breeze passes by, playing with the branches and leaves of the trees lining the sides of the road around you. The dirt and gravel are noticeably weathered with the tracks of numerous wagons and various creatures, though none have been seen in quite some time. The only sounds that fill the air are the hooves of your horses and the wind rustling through the trees.

The shantytown known as Hilltop has seen better days. The people are scared, nervous, and locked behind their doors. Their fears are well founded to be sure as friends and loved ones have changed the past two weeks; none for the better.

These changes and troubles can be laid at the feet of kaorti shapechangers (doppelgangers) passing themselves off as the townsfolk. The quicker the adventurers find Elanil's hideout and information, the better. After all, a trail can go cold quickly.

BACKGROUND INFORMATION

As soon as the characters approach the ruins of Yûlash, the elder brain behind everything (encountered in CCC-TRI-02) knows they are there, and tells the yugoloths to start preparing their extraction. If the characters take more than one short rest or take a long rest, the final encounter of this adventure is forfeit as the yugoloths have left with all their prisoners and treasure.

Also the puddles outside the shantytown of Hilltop may seem harmless, but the puddles are actually kaorti shapechangers. As the party approaches, the kaorti get an imprint of the characters, enabling the encounter later with the kaorti.

ROLEPLAYING THE KAORTI SHAPECHANGERS

Thirty of the one hundred fifteen inhabitants of Hilltop are kaorti shapechangers. Unless their name is explicitly given in this module, feel free to name them as you wish. Their behavior should all be similar to the individual they replaced, to keep party suspicions to a minimum.

Every kaorti shapechanger will be awkwardly polite. Each kaorti shapechanger understands how unhappy Varyth, their yugoloth commander, would be if their plans were revealed.

Each kaorti shapechanger has an understanding of the person they replaced, but skills and trades are not learned. If a person spoke more than one language, the kaorti shapechanger only speaks Common. If the individual was a blacksmith, it is apparent that the kaorti shapechanger has no clue what it is doing.

The kaorti shapechangers know of the individual's mannerisms, surface memories, basic personality, and skills

and are producing passable results unless a close inspection is made (DC 15 Wisdom (Perception); if the character is proficient in the skill being viewed, like playing an instrument, the check is made with advantage). You might suggest that the performance is somehow hollow, like the musician is just going through the motions.

Shopkeepers might value something at half off, or double the price of one shop over from another. Add small details like this to flavor the party's interactions. A DC 15 Wisdom (Insight) check, or those with mercantile backgrounds will know that these "merchants" are either brand new, or touched mentally.

TOWN UPON A HILL

Estimated Duration: 10 minutes

The ride to Yûlash is rather uneventful and in a short amount of time the party reaches the top of a large plateau where the ruins lie.

GENERAL FEATURES

The general features of Hilltop are as follows:

Light and Visibility. A partly cloudy morning.

Buildings. The shantytown is well built, all things considered, though some doors and windows at the fringes are closed tight, eyes peeking at whomever comes near.

Smells and Sounds. Spices, cured foods, pack animals, forest overtones. Merchants and townsfolk talking pleasantly, making trades, wind whistling through the wood and metal structures.

After two days' travel, you approach the walled ruins of Yûlash; massive wooden walls surround the entirety of the old city. The walls do not appear to be constructed to keep anything from going into the city, rather, they look as though they are trying to keep things from leaving. Up on the battlements, archers can be seen monitoring the inside of the city.

Making a quick inquiry regarding the location of "Hilltop" at the garrison stationed outside the walls, a bored guard gestures lazily towards a hill off to the south and simply says, "on top".

Once you get near the top of the hill, makeshift buildings become visible over the rise, giving way to the entrance to Hilltop. Four Red Plume guards stand at what seems to be an entrance to the shantytown. Numerous puddles dot the muddy ground. When you approach the guards, one of them steps forward, teeth glistening in the sunlight as he displays a comically exaggerated smile. "Hi! I'm Holden! Welcome to Hilltop! What brings you here?"

The Red Plume guard (a kaorti shapechanger who goes by his stolen identity of "Holden") continues to smile brightly as the adventurers give their reasons for being here, only interjecting to ask more pointed questions if he doesn't understand them. The other

three stay in the background nodding when they should and checking other travelers leaving the settlement.

When the party finally asks to come through, the other three guards speak up, telling the party that they need to check in at the mercantile house first if they wish to trade any wares or services.

Holden quickly tries to assuage any concerns by offering to be their personal escort, and show them the other major areas in the town. In fact, he would be delighted! If they say no to the offer, he stops smiling for a moment, then smiles again and nods his head, apologizing for the presumption, and instead gives detailed locations of the shops in the town.

If any character finds this behavior odd, a successful DC 16 Insight (Wisdom) check recognizes that while Holden is doting on the party, the other guards are reacting with mild unease, but hide it well. If they are separated from Holden and asked why, they just simply say “Holden has only been this chipper for the past few weeks. Not sure what happened. Same with some others, but our patrol is handling the town fine, and there have been no incidents as of late, so...” The soldier talking just shrugs and goes back to his post afterwards or finishes showing off the town before heading back.

AN ERRATIC POPULACE

Estimated Duration: 30 minutes

Of course things are not as they seem on the surface in Hilltop. The kaorti shapechangers have infiltrated the entire town and Elanil's hideout has been ransacked. See the legend on **Appendix**.

Shantytown of Hilltop Map for locations within the town.

KAORTI SHAPECHANGER INFILTRATION

There are approximately 30 kaorti shapechangers in the town who will only interact with the characters directly if interacted with first. Big smiles, an eagerness to show them around or help them with their gear—they will do everything they can to make the characters feel at peace so they'll leave as soon as possible.

BASIC INFORMATION

The following information can be obtained either by interacting with the inhabitants directly, by eavesdropping, or by investigating. Let the characters spend some time exploring, and scatter the following information in exchanges around town.

If the Silver Hemlock Druid Grove was visited first and took longer than the expected time, feel free to give this information out to players based on passive skills and move directly to the encounter

with the kaorti shapechangers and Knewt in **A Noteworthy Situation**.

- There are approximately 115 inhabitants of Hilltop now, from merchants to farmers to guards. Some (up to 30 of them) should be played as kaorti shapechangers.
- During their investigation, if the players speak to a resident very intently or are not subtle with their investigation, that townspeople will be replaced by a kaorti shapechanger, who will have no recollection of the earlier conversation.
- Some townsfolk have found that the grove near Yûlash has metamorphosed into a strange and unnatural environment.
- If asked for the whereabouts of Elanil, the characters are given directions to her shanty on the outskirts of the town and told that no one has seen her recently.

1. MERCANTILE HOUSE

All merchants entering the town are directed to the mercantile house at the center, which also houses most shops in town that deal in basic gear and trade goods. Weapons and armor are hard to find, bordering on impossible.

If the characters try to shop, some merchants will have no clear understanding of prices or haggling. This is due to newer kaorti shapechangers learning the trade of the individual they replaced.

2. KNEWT'S HOME

Living in one of the largest shanties, Knewt and Elanil have become friends, and he has learned some useful information. Both of his parents have been replaced with kaorti shapechangers. If the party visits this shanty before Elanil's, adjust the **Noteworthy Situation** accordingly, and run the encounter here.

3. ELANIL'S SHANTY

Elanil Elassidil's shanty is... messier than one would expect. Papers and debris litter the floor and furniture is either broken or tossed on its side. The meager art pieces in her home have been torn or broken. It is apparent that someone was hunting for something.

If the PCs take a few moments to thoroughly search, they find that anything left here is useless. Scraps of information or unused paper are scattered about, and whatever information Elanil had gathered has been taken. When the party is ready to leave, proceed with **A Noteworthy Situation** below.

4. KAORTI LOCATIONS

These residences and shops are populated with replacements for the townspeople. Roleplay them

accordingly, emphasizing the behavioral differences as a clue to what has been happening in town.

Have observant PCs notice that they are being followed by the kaorti with whom they've interacted (those will be the ones involved in the encounter during **A Noteworthy Situation**).

5. LOCKED HOMES

Adventurers are warned by any kaorti to avoid residents locked behind doors and in their shops, as they are still “touched by the madness of Graz'zt” (the kaorti shapechangers will imply the madness is contagious, to try to prevent investigation). A DC 18 Wisdom (Insight) check will determine they are hiding something or lying.

If the characters investigate the barred shops or shanties, they will find regular townsfolk. They are absolutely terrified, having not left in days or weeks, eating what they have stored and hoping for the town to return to normal. It will take strong roleplaying, skill checks (DM's choice, DC 14-20 depending on how the characters treat the townsfolk), or a mix of both to get them to trust the newcomers.

The barricaded townsfolk are the best opportunity for the characters to gain accurate information about the town's changes. They know something is not right but don't have enough evidence to do anything about it.

A NOTEWORTHY SITUATION

Estimated Duration: 45 minutes

Exiting Elanil's shanty, you see a young human boy running frantically down the street. He's followed by a middle-aged human woman struggling to keep up as he darts between many startled villagers. Her yarn and knitting needles protrude from an apron pocket, presumably stuffed there to give chase. He looks to your party with terror in his eyes and runs toward you. A number of villagers around you stop their activities to watch this family drama unfold.

There are many inhabitants walking around the streets as this is occurring; some are kaorti shapechangers, but most are commonfolk. The boy (Knewt) will take cover behind the most distinct player character and beg for protection from the woman who claims to be his mother and pleads that “daddy needs his papers back for his important work.” The boy will insist that she's not his mother, that they're taking people away and they come back different. He will call the character by name and pull out a page from Elanil's journal with a sketch of the very character he's hiding behind along with some notes about that character.

If the party fails to hand over the boy, she will realize her ruse is about to be revealed and attempt

a sneak attack on the character closest to her with her knitting needles (treat as daggers). She's actually a kaorti shapechanger (use **assassin** statistics with type changed to *aberration (shapechanger)*) and will likely gain a surprise round from her trickery. Four other kaorti shapechangers (use **master thief** statistics, also with type changed to *aberration (shapechanger)*) who appear to be bystanders will immediately join the fight.

TRICKS OF THE TRADE

First and foremost, there are inhabitants all around the streets when the fight takes place. You can use this to add flavor, and the kaorti would definitely use this to their advantage.

Be mindful of this fight, and let the assailants run away if they think they are all about to die: The kaorti do not just throw their lives away.

Combat Goal. The kaorti shapechangers' primary goal is to capture the boy, but if they can't, they will try to kill him.

Ignore hit points for the boy and assume one hit will drop him but allow normal death saves. After he falls, the kaorti shapechangers will try to drag him away towards the mercantile house. The kaorti shapechangers know that the characters can not distinguish them from the other people in town and use this to their advantage.

Environment. Make sure to emphasize that there are a lot of people still on the streets; most look stunned that there is a fight taking place right in front of them. Be specific in the description as an area of effect spell will kill a lot of innocent people.

Adjusting the Combat. There are three waves to this combat, but if it runs long, feel free to shorten it to two waves, especially for parties of six or seven players. For a summary of the wave information by party strength, see the **Setting up the Encounter** sidebar.

DEVELOPMENT

This encounter takes place in two or three waves of kaorti shapechangers of differing types.

The second wave arrives on round three, or immediately after all enemies are destroyed, and consists of two kaorti shapechangers dressed as Red Plume Guards (use **thug** statistics with type changed to *aberration (shapechanger)*) and a spellcaster kaorti shapechanger (use **diviner**, with type changed to *aberration (shapechanger)*), with a **gazer** familiar with no ray attacks. The spellcaster will have already cast *mage armor* and *greater invisibility* on itself and will take the hide action upon arrival. On the round after it arrives, it will cast *fog cloud* in the midst of the characters as a confusion tactic. If you feel the party is up for it, the gazer may use its ray attacks.

The third wave arrives on round five, or immediately after all enemies are destroyed, in the midst of a fog cloud if the diviner managed it. It consists of one kaorti shapechanger (use

doppelganger statistics) per player character. Each one imitates a different player character and moves into place near that character. Once they're in place, the diviner will drop concentration on the fog cloud and the fog will disperse rapidly.

A Passive Perception or Passive Insight of DC 18 or higher recognizes the differences without issue. Otherwise, players must use their action to roll a Wisdom (Perception) or Wisdom (Insight).

Those that do not attempt or fail this check have a 50% chance to attack a kaorti shapechanger or party member whenever they make an attack roll. Each failure lowers the DC on the check by 2 up to a maximum of three times. After this, they recognize friend from foe.

When a kaorti shapechanger dies in combat, please read the following box text:

As the last blow hits the body, the creature becomes translucent with colors scintillating from beneath the skin. Within the span of mere seconds, the body becomes emaciated, its bones change to gelatin, then liquefies to a black ichor. The black ichor forms a circular puddle and then moves to the foot of another of the combatants and seemingly joins with that creature.

The kaorti that absorbs the "puddle" heals to 50% HP if it was at half HP or below.

DEVELOPMENT

Knewt has information pertaining to Elanil's current location that cannot be found in the notes. He must survive and not be captured or Elanil will be more difficult to find. His death or capture counts as a failure for the Harpers faction assignment (see sidebar at the end of this section).

With the fighting done, if Knewt is still alive, he is shaky but emboldened by the party's willingness to help him. He hands over the journal explaining that Elanil entrusted it to him before she went underground. He goes on to say:

"Thank yeh for savin' me! People were brang into that building," he says, pointing to the mercantile house, "and when they come out, they was different. They done the same to my parents, they go in and come out different. I tol' Elanil 'bout it, and she says she goin' in there, and give me this book fer protectin'. When they finded out, and I don't know how they finded out because I didn't tell none, they want to brang me in there too! But I sees you and yous picture in the book." Knewt points out a picture drawn into the pages of the book with a description of you and how you helped vanquish Graz'zt in the Assault on Maerimydra.

SETTING UP THE ENCOUNTER

Very Weak, Wave 1

- **Assassin:** AC 15, 78 hp, Init +3
- **Master Thief (3):** AC 16, 84 hp, Init +4

Very Weak, Wave 2 (Round 3)

- **Thug (2):** AC 11, 32 hp, Init +0
- **Diviner:** AC 12, 67 hp, Init +2
- **Gazer:** AC 13, 13 hp, Init +3

Very Weak—No Wave 3

Weak, Wave 1

- **Assassin:** AC 15, 78 hp, Init +3
- **Master Thief (4):** AC 16, 84 hp, Init +4

Weak, Wave 2 (Round 3)

- **Thug (2):** AC 11, 32 hp, Init +0
- **Diviner:** AC 12, 67 hp, Init +2
- **Gazer:** AC 13, 13 hp, Init +3

Weak—No Wave 3

Average, Wave 1

- **Assassin:** AC 15, 78 hp, Init +3
- **Master Thief (4):** AC 16, 84 hp, Init +4

Average, Wave 2 (Round 3)

- **Thug (2):** AC 11, 32 hp, Init +0
- **Diviner:** AC 12, 67 hp, Init +2
- **Gazer:** AC 13, 13 hp, Init +3

Average, Wave 3 (Round 5)

- **Doppelganger (N):** AC 14, 52 hp, Init +4

Strong, Wave 1

- **Assassin:** AC 15, 78 hp, Init +3
- **Master Thief (4):** AC 16, 84 hp, Init +4

Strong, Wave 2 (Round 3)

- **Thug (2):** AC 11, 32 hp, Init +0
- **Diviner:** AC 12, 67 hp, Init +2
- **Gazer:** AC 13, 13 hp, Init +3
- **Mage:** AC 12, 40 hp, Init +2

Strong, Wave 3 (Round 5)

- **Doppelganger (N):** AC 14, 52 hp, Init +4

Very Strong, Wave 1

- **Assassin:** AC 15, 78 hp, Init +3
- **Master Thief (4):** AC 16, 84 hp, Init +4

Very Strong, Wave 2 (Round 3)

- **Thug (4):** AC 11, 32 hp, Init +0
- **Diviner:** AC 12, 67 hp, Init +2
- **Gazer:** AC 13, 13 hp, Init +3
- **Mage:** AC 12, 40 hp, Init +2

Very Strong, Wave 3 (Round 5)

- **Doppelganger (N):** AC 14, 52 hp, Init +4

If Knewt died during the skirmish, the characters still find the book on his person but do not find out where the kaorti shapechangers were taking the villagers.

The notes contain information Elanil gathered, though as the dates progress something changes in her writing, becoming more frantic and worried. Her last entry only indicates that she learned “from a friend” where the kaorti shapechangers were taking people and the name “Varyth”. Strewn throughout are notes that she uncovered written in Undercommon, as well as two spell scrolls.

FACTION ASSIGNMENT: HARPERS

If there are Harpers in the group, as the boy hands over the journal, he tells how he and Elanil would meet in secret to do “spyin’ on the ‘lopers”. It is clear from the way he talks that Elanil had a high regard for him, and he is justly proud that he showed her where the kaorti shapechanger secret entrance was located. This extra information satisfies the requirement to complete their faction assignment.

- If Knewt is alive he directs the party to the mercantile house.
- Currently the mercantile house is vacant, with items haphazardly left as if they were in the middle of doing business.
- DC 15 (Investigation or Survival) will identify that several individuals just ran out of this building.
- If the check is made by 5 or more, they learn that the number of people that ran out is the same size as the party, while two others ran into the back room.
- In the back of the mercantile house the party will find very little: a pair of chairs, a single table

against the wall, and a rug covering the center of the floor. Investigation DC 15 will identify that the rug is hiding a secret passage.

This a good time to take a short rest if the party wishes to, but **be mindful that there is only one short rest without penalties.**

Under the rug is a trap door leading to one of two locations depending on whether the party has gone to the Silver Hemlock Druid Grove yet.

- If they have not gone to the Silver Hemlock Druid Grove, the tunnel leads there, exiting from within an old tree stump. Proceed to **Part 2. Comprehending Madness.**
- If the party has already visited the grove, the tunnel leads to the yugoloth lair (**Part 3, Location 1. Descent Into the Tunnels**).

WHAT IF KNEWT DIES?

Knewt knows where the entrance to the kaorti shapechanger tunnels are located. If he dies, that is a failure for the Harpers assignment, but the party must still locate the entrance.

Allow the players to come up with a suitable plan, perhaps by hiding and observing a known kaorti shapechanger, or using Charisma or magic to persuade one to lead them there. Be creative!

XP AWARDS

If the characters save Knewt, award each 500 XP.

TREASURE

Knewt is carrying a *scroll of mass suggestion* and a *scroll of flame strike*.



PART 2. COMPREHENDING MADNESS

Estimated Duration: 45 minutes

The Silver Hemlock Druid Grove has long been a destination for pilgrims within both druidic circles and the Emerald Enclave. Its caretaker, Sister Ana, has lovingly nurtured a magnificent silver hemlock tree, which is a majestic symbol of Nature. When Elanil came to her and asked for her aid in seeking out the troubles, Sister Ana did not hesitate to join the bard. But their trek in the tunnels below the shantytown ended in disaster, and while Elanil was taken below, Sister Ana returned as the host for an **intellect devourer**.

The very nature of the Grove has been shifted and maladjusted by the creature that now resides in Sister Ana's head. Using Sister Ana's powers to transform the Grove into a nightmare version of itself, the illithid's pet has re-fashioned the Grove into its own vision of a lair. Sister Ana has corrupted the silver hemlock into a **tree blight**, ready to fight to protect its new form. Secondly, the intellect devourer is protected by several aberrations. These aberrations are a worm-like species that currently reside within the bodies of the animals around the grove.

GENERAL FEATURES

Forest Path: What was once a graceful well-worn path has become an unwelcome trail, full of rocks, boulders, dead stumps, and forest detritus.

Illumination: Light diminishes the further into the forest one goes. Eventually the unnatural growth of the forest entirely shades the Grove.

Fauna: The Grove itself has been remade entirely into an alien landscape, full of dramatic colors. Moss and huge black mushrooms have grown, alongside fluorescent green, yellow, and blue leaves, moss, and another flora.

Sounds: Animals and other creatures have all but vanished from the forest. It is eerily quiet.

If the party is arriving from Hilltop, they are in a tunnel. Read the following:

Following the tunnel, it becomes increasingly spongy and humid. Insects begin to swarm on the ground, biting at your feet. At last, it rises back towards the surface, and you exit from the center of an old rotting tree stump, surrounded by clouds of flying, biting insects of all varieties.

If the party arrived at the grove first, they are fighting their way through an increasingly overgrown forest. Read the following:

The old forest should have been a welcome reprieve from the sights and smells of civilization. However,

the forest is anything but welcoming. The old forest path that leads to the Grove has become filled with undergrowth of all kinds and colors of plants, fungus, and moss. Further in, even the trees have noticeably changed, and now are misshapen and alien.

The path twists and turns drastically as it weaves through the thickening forest. The temperature climbs rapidly, as does the humidity, and thick mists envelop the area. With the mists come clouds of biting insects of all varieties, some climbing up from the ground below, others flying in vast swarms.

In both cases, continue with the following description:

The Grove is a large clearing with massive trees that tower around it entirely. In the center of the clearing stands a single large tree, a 60-foot-tall giant with darkened leaves and thick black bark. As you approach, you feel a chill creep up your spine causing you to shudder. Something is wrong here.

SECRET MISSION: EMERALD ENCLAVE

The tree in the middle of the grove towers over all the rest. This is clearly the tree that an Emerald Enclave member must tap for sap.

For the mission to succeed:

Someone must hold the spile and vial for 30 seconds (5 consecutive rounds of combat). Otherwise the tree blight will push it out and all the sap will be lost. The tree blight doesn't start attacking until Sister Ana arrives and combat begins. Each time the tree blight takes direct damage, sap oozes from the wounds adding one more round to the time it takes to fill the vial.

The characters may wish to investigate the area. Sister Ana is currently lying under the tree, covered in forest detritus making her difficult to see, though a DC 18 Wisdom (Perception) check will find her. Flying creatures make this check with disadvantage, as the tree's foliage is too dense to easily see through it.

Allow the party to explore as they wish, but as soon as anyone approaches within 30 feet of the tree, continue with the following section.

WE ALL FALL DOWN

As you approach the giant silver hemlock tree in the center of the clearing, you see a small woman stir at the base as if from some slumber. She does not bother to remove the leaves, twigs, dirt, and other detritus that clings to her thin dress as she stands up. Though she may have once walked with a noble grace and earthen beauty, her form slinks forward in an alien pantomime. She begins a weird dance around the tree, swaying to some rhythm that only she hears.

As she dances, she touches the tree and its branches begin to flail about wildly like the tentacles of a kraken. She then turns towards you, and as she raises her arms over her head, the ground beings to shudder, and then collapses underfoot.

As the ground collapses, each creature standing on the ground must make a DC 17 Dexterity saving throw, taking 17 (5d6) bludgeoning damage and falling 50 feet into a massive pit, landing prone. A successful save takes half damage and they are not prone. Before the characters can act, read the following:

Several forest creatures are also caught in the collapse, and fall to the ground, dead. The bodies start to wobble back and forth, convulsing and twisting in unnatural ways. The animals' mouths open wider than possible as you hear their jaw bones shatter. Thick black tentacles erupt from their mouths and then push back, tearing their bodies into a bloody mist. The vile black creatures that remain lash out at you with their otherworldly tentacles.

A DC 24 Intelligence (Arcana, Nature, or Religion) check reveals these creatures to be aberrations of an unknown origin. These creatures (yoltoxi) use the **grick**, **grick alpha**, and **purple worm** stats, but their creature type is changed from *monstrosity* to *aberration*. Two grick alphas and a grick attack the group along with **Sister Ana** and the **tree blight**.

ENCOUNTER MODIFICATIONS

- The corruption of the grove permeates the entire area, affecting all magic. This reduces the range of effect and area of effect of all spells cast by players by half (this does not affect Sister Ana)
- The corruption of the grove has provided Sister Ana and the tree blight resistance to all damage, but also share damage (any damage done to one is shared with the other). Neither can be reduced to 0 hp while the other has more than 10 hp.
- The tree blight's attacks do not grapple its target, instead they push the target 20' away, usually causing them to fall off the plateau and inflicting additional falling damage.
- Remove the tree blight's bite attack, replace it with this ability:

Anticipation: The tree blight can use its reaction to attack any target that comes in range

SETTING UP THE ENCOUNTER

Very Weak

- **Sister Ana:** AC 17, 58 hp, Init +1
- **Grick (3):** AC 14, 27 hp, Init +2
- **Tree Blight:** AC 15, 149 hp, Init +0
- **Intellect Devourer (within Ana):**
AC 12, 21 hp, Init +2

Weak

- **Sister Ana:** AC 17, 58 hp, Init +1
- **Grick (2):** AC 14, 27 hp, Init +2
- **Grick Alpha:** AC 18, 75 hp, Init +3
- **Tree Blight:** AC 15, 149 hp, Init +0
- **Intellect Devourer (within Ana):**
AC 12, 21 hp, Init +2

Average

- **Sister Ana:** AC 17, 58 hp, Init +1
- **Grick:** AC 14, 27 hp, Init +2
- **Grick Alpha (2):** AC 18, 75 hp, Init +3
- **Tree Blight:** AC 15, 149 hp, Init +0
- **Intellect Devourer (within Ana):**
AC 12, 21 hp, Init +2

Strong

- **Archdruid Sister Ana:** AC 16, 132 hp, Init +2
- **Grick:** AC 14, 27 hp, Init +2
- **Grick Alpha (2):** AC 18, 75 hp, Init +3
- **Tree Blight:** AC 15, 149 hp, Init +0
- **Intellect Devourer (within Ana):**
AC 12, 21 hp, Init +2

Very Strong

- **Archdruid Sister Ana:** AC 16, 132 hp, Init +2
- **Grick (3):** AC 14, 27 hp, Init +2
- **Grick Alpha:** AC 18, 75 hp, Init +3
- **Purple Worm:** AC 18, 247 hp, Init -2
- **Tree Blight:** AC 15, 149 hp, Init +0
- **Intellect Devourer (within Ana):**
AC 12, 21 hp, Init +2

TRICKS OF THE TRADE

There is a sort of teamwork going on between Sister Ana, the tree blight, and the yoltoxi.

Teamwork. Sister Ana and the tree blight focus on trying to knock players into the pit toward the yoltoxi, causing the players falling damage every time. The yoltoxi focus on protecting Sister Ana and will move toward anyone who is adjacent to her. They try to attack the same target whenever possible.

Hidden Intellect Devourer. Because of the intellect devourer inside Sister Ana, she is immune to stun and charm effects. If Sister Ana is reduced to 0 HP, it leaps from her head and attacks the least intelligent target around. It tries every turn

to take over that character's mind. The intellect devourer fights to the death.

Tapping the tree. If the tree is stunned (stunning strike from a monk, etc.), the PCs do not require an action to hold the spile and vial in place.

DEVELOPMENT

When the intellect devourer dies, read the following to the players:

As the intellect devourer collapses, color returns to Sister Ana's face, as well as to the grove around you. The corruption fades from the trees, the sun shines brightly down on you, and animals move inside the forest once again.

Entering the grove is the apparition of a beautiful woman wearing a gossamer gown that you immediately recognize as the ghost of Sister Ana. There are tears streaming down her face as she looks at the grove returning to normal, and speaks.

"Thank you for rescuing my grove! Because of your actions, this place will slowly return to normal. Unfortunately, the silver hemlock is dead—the corruption has removed its link to the natural world and can not be saved. I do not have much information to give you, but what I do have I offer freely to you."

- A week ago, Elanil Elassidil met with her to figure out what was happening in the area. They weren't allowed into Yûlash but they could find no evidence of Graz'zt's demons anywhere.
- Elanil set up a home base in the shantytown called Hilltop. Elanil's shanty is the second to last on the southern edge of town.

- She and Elanil saw a group of strange aberrations in the woods. They hid while the aberrations walked past them. They were unable to determine who the aberrations were working for.
- They found a path into the Underdark and followed it to see if it was where the aberrations came from. While following a light emanating from the end of an interesting passage, everything went black and she remembers nothing else.
- After you find Elanil, can you ask her to have Sister Ana's body interred with her family?

After your questions are answered, she bows. "Thank you again. The last thing I have to say is do not waste any time in trying to find Elanil. She is my friend and I do not wish my fate thrust upon her. Please make haste."

And then she disappears.

A DC 15 Intelligence (Nature) or Wisdom (Survival) check reveals that Sister Ana's cloak is covered in spores from a fungus that only grows in the Underdark. Characters from the Underdark make this roll with advantage.

If the party has come to the grove first before Hilltop, they find a collapsed tunnel in the pit that will take days to excavate. If they have come to the grove after Hilltop, they discover that there is a large tunnel leading underground. Exploring the tunnel leads to **Part 3, Location 2**.

TREASURE

Sister Ana is carrying a platinum pine cone brooch worth 1,000 gp, a *scroll of heal*, and a *potion of superior healing*.



PART 3. BENEATH HILLTOP/THE GROVE

Estimated Duration: 75 minutes

Beneath Hilltop and the Grove lies an underground outpost. Here the captives taken from the shantytown are processed and held until the umber hulk minions of the illithid arrive. Then they're loaded into cages and taken away. This outpost is inhabited by the yugoloths who oversee this facet of the illithids' operation.

GENERAL FEATURES

Corridors. Unless otherwise noted, the corridors have been dug by a yoltoxi queen which was dominated by illithids toward this purpose. This has given the corridors a fairly consistent width (10') and appearance (rough and mostly round).

Illumination. There is no light in the tunnels except what the party brings with them.

Sounds. Echoes of quiet sobbing can occasionally be heard.

1. DESCENT INTO THE TUNNELS

Estimated Duration: 5 minutes

The party starts here if they are arriving via Hilltop.

Beneath the trapdoor, a chute descends into darkness. On either side of the 10' wide chute, block and tackle have been driven into the rock. A makeshift ladder is also affixed to the closest wall.

At the bottom of the chute, there is a dark tunnel that extends into the distance with no discernible end.

The kaorti shapechangers use the block and tackle to lower restrained or unconscious captives down the 30-foot chute to the tunnels. Dwarves (or anyone with an ability resembling stonecunning) can easily determine that the contraption is set up to lower items weighing up to 300 pounds. The ladder leading down into the darkness looks to be well constructed. Continue to **3. Processing Room**.

2. THE TUNNELS FROM THE GROVE

Estimated Duration: 5 minutes

The party starts here if they are arriving via the Silver Hemlock Druid Grove.

The smell of fresh earth has dominated this tunnel, which looks to have been created by a large burrowing creature. The tunnel leads you from the druid's grove in some clear direction. Periodically the tunnel meanders, cuts back, and splits at various points, but eventually rejoins itself into one large round passageway.

These tunnels were made by the strange worms (yoltoxi) which are being used by the mind flayers. Any dwarf or character with familiarity with underground passages will be able to easily

determine that the passages are leading in the general direction of Hilltop.

3. PROCESSING ROOM

Estimated Duration: 5 minutes

The tunnel opens into a large cavern. Any light you carry or ability to see within the utter darkness reveals remnants of clothes scattered around the room as well as several personal effects which appear to have been tossed aside carelessly.

The slavers use this room to remove anything and everything which might be useful to the captives. The captives are stripped down and thrown into plain smocks, some of which can be found in this room as well as minor personal effects that were deemed useless. There is not much of value here unless a player takes interest in items like a dulled knife, a tarnished brass ring, or a broken pipe.

4A. DUNGEON

Estimated Duration: 45 minutes

Note: If the party took two short rests or a long rest, prior to this area, skip to **4B. The Ire of Elanil**, otherwise continue.

If the party is **Very Weak** or **Weak**, adjust this text as appropriate for the number of humanoid insects (mezzoloths) in the encounter (no mezzoloths for Very Weak, and only one mezzoloth for Weak).

This room is illuminated by numerous torch sconces along the wall, baleful red flames reflecting off slick walls. Several corridors lead into darkness from this room, but it is the occupants of the room which attract your attention. Shackled at various points against the walls, and at several points to the floor about the room, are bedraggled men and women dressed only in simple smocks.

Scattered among the prisoners are several humanoid insects with four arms. They seem to be moving about the men and women, inspecting them before moving on to the next.

Watching them all is an odd pair. To the right, a humanoid with deep indigo skin that almost seems slick in the baleful light. Four tentacles, which extend from its jaw, undulate slowly.

If the party is **Very Weak**, **Weak**, or **Average**, continue with this final paragraph:

The second figure towers over him, a massive beast with mottled green and brown skin. Its yellowed horns stretch a good foot or two above its massive snarling face, and massive bat like wings extrude from its back. Strangely, this figure wears a fine robe, which seems to shimmer in the torchlight, seemingly unable to settle on a single color.

If the party is **Strong** or **Very Strong**, continue with this final paragraph:

The second figure also seems to have slick skin, but it is grey in color, and it lacks the tentacles that its companion seems to have. Its elongated face bears no features at all except for two yellow ovoid eyes. Strangely, this figure wears a fine robe, which seems to shimmer in the torchlight, seemingly unable to settle on a single color.

A pair of **mezzoloths** move about the cavern performing a routine inspection of the captives, ensuring that they appear to be hearty enough to make the trip. Dead meat is no meat. The **mind flayer** slaver is discussing the details of the trade silently with Varyth (a **nycaloth**), who occasionally nods as it watches over the slaves.

If any of the kaorti shapechangers escaped from the encounter in Hilltop, they will have warned the yugoloths.

- The yugoloths will know to expect trouble, and will have advantage on initiative rolls.
- This advantage does not extend to the mind flayer, as they did not share this information with their employer.

Given the yugoloth's special senses (blindsight, truesight), it will be exceptionally difficult to approach this area without being seen. All of the yugoloth have blindsight 60 ft., and Strong/Very Strong parties will need to face a creature which has truesight to 120 feet.

Varyth's robe has only 1 charge for Very Weak parties, and 2 charges for Weak parties.

If the party is detected by the mezzoloths (Average/Weak/Very Weak parties), read the following:

As you reach the edge of the corridor, the creatures all look up at you. The insectoids hiss, baring their mandibles and raising their weapons.

If the party is detected by the ultroloth's truesight (Strong/Very Strong parties), read the following:

As you watch from the darkness, the grey-skinned creature looks up in your direction and hisses. The insectoids snap their heads in response, looking up to your location. Somehow, you've been spotted!

SETTING UP THE ENCOUNTER

Very Weak

- **Varyth (Nycaloth)**: AC 18, 123 hp, Init +0
- **Mind Flayer**: AC 15, 71 hp, Init +1

Weak

- **Mezzoloth**: AC 18, 75 hp, Init +0
- **Varyth (Nycaloth)**: AC 18, 123 hp, Init +0
- **Mind Flayer**: AC 15, 71 hp, Init +1

Average

- **Mezzoloth (2)**: AC 18, 75 hp, Init +0
- **Varyth (Nycaloth)**: AC 18, 123 hp, Init +0
- **Mind Flayer**: AC 15, 71 hp, Init +1

Strong

- **Mezzoloth (3)**: AC 18, 75 hp, Init +0
- **Varyth (Ultroloth)**: AC 19, 153 hp, Init +3
- **Mind Flayer**: AC 15, 71 hp, Init +1

Very Strong

- **Mezzoloth (4)**: AC 18, 75 hp, Init +0
- **Varyth (Ultroloth)**: AC 19, 153 hp, Init +3
- **Mind Flayer**: AC 15, 71 hp, Init +1

LEGENDARY ACTIONS

Varyth can take 3 legendary actions, choosing from the options below. Only one legendary action option can be used at a time as long as Varyth is not incapacitated, and only at the end of another creature's turn. Varyth regains spent legendary actions at the start of its turn.

Legendary Save. Varyth can choose to remove one condition currently affecting it.

Teleport (Costs 2 Actions). Varyth uses its teleport action.

Add a little Pizzaz! (Costs 3 Actions). Varyth activates its *robe of scintillating colors*, if there are any charges remaining.

ADDITIONAL LEGENDARY ACTIONS—ULTROLOTH VARYTH

If Varyth is an ultroloth, it has this legendary action, in addition to the ones listed above.

The Ol' Razzle Dazzle (Costs 2 Actions). Varyth casts one spell from its list.

TACTICS

- There are two quaggoths here as well that are used to push and pull the carts, when the fight starts to go poorly for the yugoloths, have the quaggoths join the fray.
- The first yugoloth to act will cast *darkness* on the party. Mezzoloths teleport into the darkness (using blindsight to be unaffected).
- Mezzoloths will pick a target and team up on him.

- If Varyth is a nycaloth, it will teleport into the darkness, attacking whomever seems the weakest.
- If Varyth is an ultroloth, it will use *hypnotic gaze* on anyone who moves into the area. It will also use its *teleport* and *invisibility* to stay out of range of melee attacks.
- If a character is stunned, the yugoloths will focus fire on that person.
- Any kaorti shapechangers will remain disguised until they have an opportunity to surprise and disrupt the party.
- Remind the party that there are 20 prisoners chained at regular intervals around the chamber. They are in a rough grid with approximately 5 feet between each of them. Should the party ignore this and inflict area damage, they will kill these prisoners, and earn the “Worse than the Slavers” story award.

TREASURE

Varyth is wearing a *robe of scintillating colors*.

4B. IRE OF ELANIL

Estimated Duration: 5 minutes

Note: Only run this section if the party took two or more short rests or a long rest before starting Part Three, otherwise run **4A. Dungeon**.

This room is silent as you enter. Cages and shackles are all empty, and the sounds of heavy breathing fill the room as you see a lone figure leaning against a cage. It is Elanil, and when she turns to face you, she has a tattered and bloody piece of clothing in one hand. “You’re late. Beyond late. They’re all gone, and I could do nothing. And you did nothing but sit on your laurels!” She throws the piece of clothing to your feet, “I’m ashamed to have the likes of you, trying to save me!” She hobbles towards the party and then past them, shrugging off any aid or wish to speak. After a minute or so of silence, she finally addresses the group.

“Hilltop does not need to know of your failure, it would be too much. My own knowledge of it is pain enough. I hope this incident sits heavy on each of you.”

Proceed to **Aftermath**, and the party gains no treasure from areas 4 onward, and do not get the magic item from Varyth. The party earns the story award “Elanil’s Rage.”

5. VARYTH'S CHAMBER

Estimated Duration: 5 minutes

Note: If section 4B was run, skip to **Aftermath**. Otherwise when the characters enter, read the following:

Several chests line the edge of this small cave. Old and musty rugs line the floors and walls which may at one

point have been rich and colorful. In the center of the room are numerous blankets and pillows fashioned into some sort of nest. This room is also lit with numerous torch sconces which bathe the room in a deep red glow.

Long chains affixed to the walls hold a human man and woman prisoner here. They cringe and attempt to hide as they see you enter.

Varyth has appropriated two of the captives as his personal servants. They have been here for several weeks, and are terrified and demoralized, due to Varyth’s continual abuse. If the party is able to calm them down, which is unlikely unless magical means are used, they will only be able to tell them the following:

- The leader comes in here several times a day, and stares into a silver mirror hanging on the far wall. This mirror is not magical, but a successful Intelligence (Arcana) check of 15 or higher will allow a character to deduce that the mirror is being used as some sort of focus for a ritual—likely one involving two-way communication.
- After viewing the mirror, it moves to the main room where they can hear orders being barked.
- Once, it rose and was visibly angry. It turned on the male human and assaulted him. (At this point, the male human will begin screaming in horror, and cannot be quieted unless rendered unconscious).

TREASURE

The yugoloths have been acting as agents of the illithid’s plan, but they have taken the opportunity to make a profit on the side. The chests in the yugoloth chambers contain goods and valuables which the slavers have been skimming from merchant caravans. They consist of trade goods amounting to 10,000 gp, as well as a jade gauntlet emblazoned with the sigil of Torm (worth 1,000 gp), a silver crown adorned with a pair of star sapphires (worth 2,500 gp), and a platinum scepter (worth 500 gp).

6. MEZZOLOTH HIVE

Estimated Duration: 5 minutes

Note: If section 4B was run, skip to **Aftermath**. Otherwise when the characters enter, read the following:

Something sticky coats the floor here and there is a foul smell of rot. Whatever light you have brought with you into this dark cavern reflects irregularly off the sheen of something that coats the floor and walls. Several cubbies built into the walls look like they have been constructed from some sort of waxy material. Each looks large enough to hold a person or two.

This is where the mezzoloths rest, in a bizarre perversion of honeycombs. The smell is coming from one of the cells where one of the mezzoloths has hidden a snack (the remains of one of the captives).

TREASURE

Hidden in the refuse of this room are 4 black opals worth 500 gp.

7. TUNNELS TO THE DEEP

Estimated Duration: 5 minutes

Note: If section 4B was run, skip to **Aftermath**. Otherwise when the characters enter, read the following:

Looking down this tunnel, you feel that it extends for quite a long distance down deep in the Underdark. You see gouges worn into the stone where wheels have worn indentations over time. The distance between the two indentations in the stone is so wide that the creature or creatures that are responsible for shuttling whatever is being used must be incredibly strong.

While you are pondering your current situation, with your only options being to press forward down the tunnel or retreat to lick your wounds, you see a most improbably sight. Elanil appears, limping up the tunnel while bracing herself against the side wall. She looks emaciated, disheveled, covered in a slime like substance, injured, and quite exhausted. She says, "it is good to see you all, the stories of my demise are quite premature." Elanil almost topples over, shaking violently. "I don't mean to place any imposition on any of you, and I know we all need to sit down and have a chat, but would one of you be able to give me some strong healing? My head wants to split open, amongst other pains."

If the party questions her to validate that it is indeed Elanil, she calls each one out by name that assisted her in the past, and is quite understanding about the caution. She lets the party know that once they get to the surface, she will let them know more, but it is not safe to talk here as they are being listened to right this second.

After you leave the Underdark, Elanil rouses herself from her thoughts and speaks, "I know you must have a lot of questions, first and foremost what happened to me and second, how did I escape. I will try to answer any and all questions, but first we need rest, and then we need to regroup. Does anyone else fancy food and drink right now? Oh, and a nice bed..."

AFTERMATH

Estimated Duration: 5 minutes

As you leave the area and make your way back down the tunnel towards the ladder leading to Elanil's shanty, you prepare for an ambush of more kaorti shapechangers. There are none to be found underground.

Exiting the shanty with weapons drawn, you instead discover a strange site, the inhabitants of Hilltop cleaning the town. The townsfolk are happy to see you, especially with Elanil in tow. You apprehensively let your guard down as the townsfolk approach you. The townsfolk tell you what happened right after the fight. The remaining kaorti shapechangers, as if listening to someone or something, dropped their disguises and ran off expeditiously eastward, towards the Moonsea.

Elanil says, "This news worries me. We need to regroup with the factions and the First Lord." She leads on the short trek to the Red Plume outpost outside of Yûlash. She arranges for accommodations for the party in the barracks, and before parting tells you, "I have called for the factions and First Lord Yestral to meet with us on the morrow. Get some sleep as there is much to discuss in the morning."

REWARDS

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

EXPERIENCE

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

COMBAT AWARDS

Name of Foe	XP per Foe
Assassin	3,900
Master Thief	1,800
Thug	100
Diviner	3,900
Gazer	100
Doppelganger	700
Mage	2,300
Grick	450
Grick Alpha	2,900
Sister Ana	1,800
Tree Blight	2,900
Intellect Devourer	450
Archdruoid Sister Ana	8,400
Purple Worm	13,000
Mezzoloth	1,800
Mind Flayer	2,900
Nycaloth	5,000
Ultraloth	10,000

NON-COMBAT AWARDS

Task or Accomplishment	XP per Character
Rescue Knewt	500
Each prisoner saved	100

The **minimum** total award for each character participating in this adventure is **10,125 experience points**.

The **maximum** total award for each character participating in this adventure is **13,500 experience points**.

TREASURE

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

TREASURE AWARDS

Item Name	GP value
Olisara's payment	1,000
Platinum pine cone brooch	1,000
Trade goods	10,000
Jade gauntlet	1,000
Silver crown	2,500
Platinum scepter	500
Black opals (4)	500 each

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

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

ROBE OF SCINTILLATING COLORS

Wondrous item, very rare (requires attunement)

While attuned to this item, the character's eyes turn a milky white opaqueness, and black ichor collects in the corners of their eyes that can not be wiped away. The wearer has a strong aversion to mirrors and other reflective surfaces, and reacts unfavorably to any criticism due to the unhealthy level of vanity that the robe imparts. This item can be found in **Player Handout 6**.

POTION OF SUPERIOR HEALING

Potion, rare

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

SCROLL OF FLAME STRIKE

Scroll, rare

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

SCROLL OF HEAL

Scroll, very rare

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

SCROLL OF MASS SUGGESTION

Scroll, very rare

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

STORY AWARDS

Upon the completion of this adventure, the party will receive the following Story Award:

On the Right Track. Your investigation into the disappearances at Hilltop have led you to interesting discoveries, but there is more to this situation than you had anticipated. What did Elanil stumble upon? This story award may have an effect in CCC-TRI-02 and other future adventures.

If any of the prisoners in the dungeon are killed by the party, they gain the following Story Award:

Worse than the Slavers. In your rush to defeat the slavers, you have killed some of the prisoners. As a result, you are distrusted (and likely even hated) by the residents of Hilltop. For as long as you possess this story award, all of your Charisma (Deception or Persuasion) checks against a local of Hilltop are made with disadvantage. Additionally, all prices for any purchases or services in the shantytown are doubled.

If the party took two or more short rests, or a long rest, before beginning Part Three, they gain the following Story Award:

Elanil's Rage. You were able to locate Elanil, but were unable to save the inhabitants of Hilltop. The aberrants escaped with their treasure hoard and their prisoners before you were able to encounter them. Elanil is upset with you that you were not organized enough with your time or resources to stop them in time.

Until you play in an adventure with Elanil and successfully complete a faction mission, you have disadvantage on all charisma based ability checks with all the factions. Once the extra renown is earned, remove this story award.

More information can be found in **Player Handout 5**.

RENOWN

Each character receives **one renown** at the conclusion of this adventure.

Members of The Harpers who find and protect Knewt earn **one additional renown point**.

Members of The Emerald Enclave (rank 2 or higher) who complete their secret mission earn **one additional renown point** and mark the completion of a secret mission on their adventure logsheet.

DM REWARD

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

APPENDIX. DRAMATIS PERSONAE

The following NPCs are featured prominently in this adventure:

Elanil Elassidil (EL-uh-neel uh-LASS-ih-deel). A female elf, bard, and high ranking member of the Harpers. She is the main source of concern in this adventure.

Sister Ana (AH-nuh). The druid in charge of the Silver Hemlock druid grove. She has been corrupted by the Far Realm, and her head is currently the home of an intellect devourer.

Knewt (NOOT). Male human. A young, dirty, and jittery boy. Slow to trust, and always looking around for an escape. Very talkative about his meetings with Elanil.

Olisara Lightsong (O-lee-sar-uh LITE-song). Female moon elf, Harper, faction representative to the Moonsea region. Dry sense of humor and likes to disconcert others by displaying how much she knows about them. Very concerned with Elanil's recent disappearance.

Seranolla the Whisperer (sir-uh-NOLE-uh). Female gnome representative of the Emerald Enclave, and whose main base is in the Hall of the Unicorn in Elventree. Nervous, and rarely speaks above a whisper. Concerned about the Silver Hemlock druid grove.

Varyth (VAR-ith). Male yugoloth mercenary gathering townspeople for the illithids. Very vocal and charismatic, he wishes to have the spotlight and to show off the gift given to him by the illithids. Kind of a jerk.

APPENDIX. NPC/MONSTER STATISTICS

The highlighting indicates changes in the sidebar following the stat block.

ASSASSIN

Medium humanoid (any race), any non-good alignment

Armor Class 15 (studded leather)

Hit Points 78 (12d8 + 24)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
11 (+0)	16 (+3)	14 (+2)	13 (+1)	11 (+0)	10 (+0)

Saving Throws Dex +7, Int +5

Skills Acrobatics +7, Deception +4, Perception +4, Stealth +11

Damage Resistances poison

Senses passive Perception 14

Languages Thieves' cant plus any two languages

Challenge 8 (3,900 XP)

Assassinate. During its first turn, the assassin has advantage on attack rolls against any creature that hasn't taken a turn. Any hit the assassin scores against a surprised creature is a critical hit.

Evasion. If the assassin is subjected to an effect that allows it to make a Dexterity saving throw to take only half damage, the assassin instead takes no damage if it succeeds on the saving throw, and only half damage if it fails.

Sneak Attack (1/Turn). The assassin deals an extra 13 (4d6) damage when it hits a target with a weapon attack and has advantage on the attack roll, or when the target is within 5 feet of an ally of the assassin that isn't incapacitated and the assassin doesn't have disadvantage on the attack roll.

ACTIONS

Multiattack. The assassin makes two shortsword attacks.

Shortsword. *Melee Weapon Attack:* +7 to hit, reach 5 ft., one target. *Hit:* 6 (1d6 + 3) piercing damage, and the target must make a DC 15 Constitution saving throw, taking 24 (7d6) poison damage on a failed save, or half as much damage on a successful one.

Light Crossbow. *Ranged Weapon Attack:* +7 to hit, range 80/320 ft., one target. *Hit:* 7 (1d8 + 3) piercing damage, and the target must make a DC 15 Constitution saving throw, taking 24 (7d6) poison damage on a failed save, or half as much damage on a successful one.

KAORTI SHAPECHANGER ASSASSIN

Change type to *aberration (shapechanger)*.

MASTER THIEF

Medium humanoid (any race), any alignment

Armor Class 16 (studded leather)

Hit Points 84 (13d8 + 26)

Speed 30 ft.

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

Saving Throws Dex +7, Int +3

Skills Acrobatics +7, Athletics +3, Perception +3, Sleight of Hand +7, Stealth +7

Senses passive Perception 13

Languages any one language (usually Common) plus thieves' cant

Challenge 5 (1,800 XP)

Cunning Action. On each of its turns, the thief can use a bonus action to take the Dash, Disengage, or Hide action.

Evasion. If the thief is subjected to an effect that allows it to make a Dexterity saving throw to take only half damage, the thief instead takes no damage if it succeeds on the saving throw, and only half damage if it fails.

Sneak Attack (1/Turn). The thief deals an extra 14 (4d6) damage when it hits a target with a weapon attack and has advantage on the attack roll, or when the target is within 5 feet of an ally of the thief that isn't incapacitated and the thief doesn't have disadvantage on the attack roll.

ACTIONS

Multiattack. The thief makes three attacks with its shortsword.

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

Light Crossbow. *Ranged Weapon Attack:* +7 to hit, range 80/320 ft., one target. *Hit:* 8 (1d8 + 4) piercing damage.

REACTIONS

Uncanny Dodge. The thief halves the damage that it takes from an attack that hits it. The thief must be able to see the attacker.

KAORTI SHAPECHANGER MASTER THIEF

Change type to *aberration (shapechanger)*.

THUG

Medium humanoid (any race), any non-good alignment

Armor Class 11 (leather armor)

Hit Points 32 (5d8 + 10)

Speed 30 ft.

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

Skills Intimidation +2

Senses passive Perception 10

Languages any one language (usually Common)

Challenge 1/2 (100 XP)

Pack Tactics. The thug has advantage on an attack roll against a creature if at least one of the thug's allies is within 5 feet of the creature and the ally isn't incapacitated.

ACTIONS

Multiattack. The thug makes two melee attacks.

Mace. *Melee Weapon Attack:* +4 to hit, reach 5 ft., one creature. *Hit:* 5 (1d6 + 2) bludgeoning damage.

Heavy Crossbow. *Ranged Weapon Attack:* +2 to hit, range 100/400 ft., one target. *Hit:* 5 (1d10) piercing damage.

KAORTI SHAPECHANGER RED PLUME GUARD

Change type to *aberration* (*shapechanger*).

DIVINER

Medium humanoid (any race), any alignment

Armor Class 12 (15 with *mage armor*)

Hit Points 67 (15d8)

Speed 30 ft.

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

Saving Throws Int +7, Wis +4

Skills Arcana +7, History +7

Senses passive Perception 11

Languages any four languages

Challenge 8 (3,900 XP)

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

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

1st level (4 slots): *shield*, *fog cloud*, *mage armor*

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

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

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

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

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

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

8th level (1 slot): *maze*

*Divination spell of 1st level or higher

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

ACTIONS

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

KAORTI SHAPECHANGER DIVINER

Change type to *aberration* (*shapechanger*).

GAZER

Tiny aberration, neutral evil

Armor Class 13

Hit Points 13 (3d4 + 6)

Speed 0 ft., fly 30 ft. (hover)

STR	DEX	CON	INT	WIS	CHA
3 (-4)	17 (+3)	14 (+2)	3 (-4)	10 (+0)	7 (-2)

Saving Throws Wis +2

Skills Perception +4, Stealth +5

Condition Immunities prone

Senses darkvision 60 ft., passive Perception 14

Languages —

Challenge 1/2 (100 XP)

Aggressive. As a bonus action, the gazer can move up to its speed toward a hostile creature that it can see.

Mimicry. The gazer can mimic simple sounds of speech it has heard, in any language. A creature that hears the sounds can tell they are imitations with a successful DC 10 Wisdom (Insight) check.

ACTIONS

Bite. *Melee Weapon Attack:* +5 to hit, reach 5 ft., one target. *Hit:* 1 piercing damage.

Eye Rays. The gazer shoots two of the following magical eye rays at random (reroll duplicates), choosing one or two targets it can see within 60 feet of it:

1. **Dazing Ray.** The targeted creature must succeed on a DC 12 Wisdom saving throw or be charmed until the start of the gazer's next turn. While the target is charmed in this way, its speed is halved, and it has disadvantage on attack rolls.

2. **Fear Ray.** The targeted creature must succeed on a DC 12 Wisdom saving throw or be frightened until the start of the gazer's next turn.

3. **Frost Ray.** The targeted creature must succeed on a DC 12 Dexterity saving throw or take 10 (3d6) cold damage.

4. **Telekinetic Ray.** If the target is a creature that is Medium or smaller, it must succeed on a DC 12 Strength saving throw or be moved up to 30 feet directly away from the gazer. If the target is an object weighing 10 pounds or less that isn't being worn or carried, the gazer moves it up to 30 feet in any direction. The gazer can also exert fine control on objects with this ray, such as manipulating a simple tool or opening a container.

GAZER FAMILIAR

Remove the **Eye Rays** action.

DOPPELGANGER

Medium monstrosity (shapechanger), neutral

Armor Class 14

Hit Points 52 (8d8 + 16)

Speed 30 ft.

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

Skills Athletics +3, Deception +6, Insight +3

Condition Immunities charmed

Senses darkvision 60 ft., passive Perception 11

Languages Common

Challenge 3 (700 XP)

Shapechanger. The doppelganger can use its action to polymorph into a Small or Medium humanoid it has seen, or back into its true form. Its statistics, other than its size, are the same in each form. Any equipment it is wearing or carrying isn't transformed. It reverts to its true form if it dies.

Ambusher. The doppelganger has advantage on attack rolls against any creature it has surprised.

Surprise Attack. If the doppelganger surprises a creature and hits it with an attack during the first round of combat, the target takes an extra 10 (3d6) damage from the attack.

ACTIONS

Multiattack. The doppelganger makes two melee attacks.

Slam. *Melee Weapon Attack:* +6 to hit, reach 5 ft., one target. *Hit:* 7 (1d6 + 4) bludgeoning damage.

Read Thoughts. The doppelganger magically reads the surface thoughts of one creature within 60 feet of it. The effect can penetrate barriers, but 3 feet of wood or dirt, 2 feet of stone, 2 inches of metal, or a thin sheet of lead blocks it. While the target is in range, the doppelganger can continue reading its thoughts, as long as the doppelganger's concentration isn't broken (as if concentrating on a spell). While reading the target's mind, the doppelganger has advantage on Wisdom (Insight) and Charisma (Deception, Intimidation, and Persuasion) checks against the target.

KAORTI SHAPECHANGER

Change type to *aberration (shapechanger)*.

MAGE

Medium humanoid (any race), any alignment

Armor Class 12 (15 with mage armor)

Hit Points 40 (9d8)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
9 (-1)	14 (+2)	11 (+0)	17 (+3)	12 (+1)	11 (+0)

Saving Throws Int +6, Wis +4

Skills Arcana +5, History +6

Senses passive Perception 11

Languages any four languages

Challenge 6 (2,300 XP)

Spellcasting. The mage is a 9th-level spellcaster. Its spellcasting ability is Intelligence (spell save DC 14, +6 to hit with spell attacks). The mage has the following wizard spells prepared:

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

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

2nd level (3 slots): *misty step*, *suggestion*

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

4th level (3 slots): *greater invisibility*, *ice storm*

5th level (1 slot): *cone of cold*

ACTIONS

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

KAORTI SHAPECHANGER MAGE

Change type to *aberration* (*shapechanger*).

GRICK

Medium monstrosity, neutral

Armor Class 14 (natural armor)

Hit Points 27 (6d8)

Speed 30 ft., climb 30 ft.

STR	DEX	CON	INT	WIS	CHA
14 (+2)	14 (+2)	11 (+0)	3 (-4)	14 (+2)	5 (-3)

Damage Resistances bludgeoning, piercing, and slashing from nonmagical attacks

Senses darkvision 60 ft., passive Perception 12

Languages —

Challenge 2 (450 XP)

Stone Camouflage. The grick has advantage on Dexterity (Stealth) checks made to hide in rocky terrain.

ACTIONS

Multiattack. The grick makes one attack with its tentacles. If that attack hits, the grick can make one beak attack against the same target.

Tentacles. *Melee Weapon Attack:* +4 to hit, reach 5 ft., one target. *Hit:* 9 (2d6 + 2) slashing damage.

Beak. *Melee Weapon Attack:* +4 to hit, reach 5 ft., one target. *Hit:* 5 (1d6 + 2) piercing damage.

YOLTOXI DRONE

Change type from *monstrosity* to *aberration*.

GRICK ALPHA

Large monstrosity, neutral

Armor Class 18 (natural armor)

Hit Points 75 (10d10 + 20)

Speed 30 ft., climb 30 ft.

STR	DEX	CON	INT	WIS	CHA
18 (+4)	16 (+3)	15 (+2)	4 (-3)	14 (+2)	9 (-1)

Damage Resistances bludgeoning, piercing, and slashing from nonmagical attacks

Senses darkvision 60 ft., passive Perception 12

Languages —

Challenge 7 (2,900 XP)

Stone Camouflage. The grick has advantage on Dexterity (Stealth) checks made to hide in rocky terrain.

ACTIONS

Multiattack. The grick makes two attacks: one with its tail and one with its tentacles. If it hits with its tentacles, the grick can make one beak attack against the same target.

Tail. *Melee Weapon Attack:* +7 to hit, reach 10 ft., one target. *Hit:* 11 (2d6 + 4) bludgeoning damage.

Tentacles. *Melee Weapon Attack:* +7 to hit, reach 10 ft., one target. *Hit:* 22 (4d8 + 4) slashing damage.

Beak. *Melee Weapon Attack:* +7 to hit, reach 10 ft., one target. *Hit:* 13 (2d8 + 4) piercing damage.

VOLTOXI WARRIOR

Change type from *monstrosity* to *aberration*.

PURPLE WORM

Gargantuan monstrosity, unaligned

Armor Class 18 (natural armor)

Hit Points 247 (15d20 + 90)

Speed 50 ft., burrow 30 ft.

STR	DEX	CON	INT	WIS	CHA
28 (+9)	7 (-2)	22 (+6)	1 (-5)	8 (-1)	4 (-3)

Saving Throws Con +11, Wis +4

Senses blindsight 30 ft., tremorsense 60 ft., passive Perception 9

Languages —

Challenge 15 (13,000 XP)

Tunneler. The worm can burrow through solid rock at half its burrow speed and leaves a 10-foot-diameter tunnel in its wake.

ACTIONS

Multiattack. The worm makes two attacks: one with its bite and one with its stinger.

Bite. *Melee Weapon Attack:* +9 to hit, reach 10 ft., one target. *Hit:* 22 (3d8 + 9) piercing damage. If the target is a Large or smaller creature, it must succeed on a DC 19 Dexterity saving throw or be swallowed by the worm. A swallowed creature is blinded and restrained, it has total cover against attacks and other effects outside the worm, and it takes 21 (6d6) acid damage at the start of each of the worm's turns.

If the worm takes 30 damage or more on a single turn from a creature inside it, the worm must succeed on a DC 21 Constitution saving throw at the end of that turn or regurgitate all swallowed creatures, which fall prone in a space within 10 feet of the worm. If the worm dies, a swallowed creature is no longer restrained by it and can escape from the corpse by using 20 feet of movement, exiting prone.

Tail Stinger. *Melee Weapon Attack:* +9 to hit, reach 10 ft., one creature. *Hit:* 19 (3d6 + 9) piercing damage, and the target must make a DC 19 Constitution saving throw, taking 42 (12d6) poison damage on a failed save, or half as much damage on a successful one.

VOLTOXI QUEEN

Change type from *monstrosity* to *aberration*.

TREE BLIGHT

Huge plant, neutral evil

Armor Class 15 (natural armor)

Hit Points 149 (13d12 + 65)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
23 (+6)	10 (+0)	20 (+5)	6 (-2)	10 (+0)	3 (-4)

Condition Immunities blinded, deafened

Senses blindsight 60 ft. (blind beyond this radius), passive Perception 10

Languages understands Common and Druidic but doesn't speak

Challenge 7 (2,900 XP)

False Appearance. While the blight remains motionless, it is indistinguishable from a dead tree.

Siege Monster. The blight deals double damage to objects and structures.

ACTIONS

Multiattack. The blight makes four attacks: two with its branches and two with its grasping roots. If it has a target grappled, the blight can also make a bite attack against that target as a bonus action.

Bite. *Melee Weapon Attack:* +9 to hit, reach 5 ft., one target. *Hit:* 19 (3d8 + 6) piercing damage.

Branch. *Melee Weapon Attack:* +9 to hit, reach 15 ft., one target. *Hit:* 16 (3d6 + 6) bludgeoning damage.

Grasping Root. *Melee Weapon Attack:* +9 to hit, reach 15 ft., one creature not grappled by the blight. *Hit:* The target is grappled (escape DC 15). Until the grapple ends, the target takes 9 (1d6 + 6) bludgeoning damage at the start of each of its turns. The root has AC 15 and can be severed by dealing 6 slashing damage or more to it at once. Cutting the root doesn't hurt the blight but ends the grapple.

SILVER HEMLOCK TREE BLIGHT

- Remove the tree blight's **bite** attack, replace it with this ability:
Anticipation. The tree blight can use its reaction to make a melee attack against a target that comes in range.
- Remove the tree blight's **grasping root** attack, and replace it with this attack:
Swipe. *Melee Weapon Attack:* +9 to hit, reach 15 ft., one target. *Hit:* 9 (1d6 + 6) bludgeoning damage, and the target must make a DC 20 Strength saving throw. On a failure, the target is pushed 20'.

INTELLECT DEVOURER

Tiny aberration, lawful evil

Armor Class 12

Hit Points 21 (6d4 + 6)

Speed 40 ft.

STR	DEX	CON	INT	WIS	CHA
6 (-2)	14 (+2)	13 (+1)	12 (+1)	11 (+0)	10 (+0)

Skills Perception +2, Stealth +4

Damage Resistances bludgeoning, piercing, and slashing from nonmagical weapons

Condition Immunities blinded

Senses blindsight 60 ft. (blind beyond this radius), passive Perception 12

Languages understands Deep Speech but can't speak, telepathy 60 ft.

Challenge 2 (450 XP)

Detect Sentience. The intellect devourer can sense the presence and location of any creature within 300 feet of it that has an Intelligence of 3 or higher, regardless of interposing barriers, unless the creature is protected by a *mind blank* spell.

ACTIONS

Multiattack. The intellect devourer makes one attack with its claws and uses Devour Intellect.

Claws. *Melee Weapon Attack:* +4 to hit, reach 5 ft., one target. *Hit:* 7 (2d4 + 2) slashing damage.

Devour Intellect. The intellect devourer targets one creature it can see within 10 feet of it that has a brain. The target must succeed on a DC 12 Intelligence saving throw against this magic, or take 11 (2d10) psychic damage. Also on a failure, roll 3d6. If the total equals or exceeds the target's Intelligence score, that score is reduced to 0. The target is stunned until it regains at least one point of Intelligence.

Body Thief. The intellect devourer initiates an Intelligence contest with an incapacitated humanoid within 5 feet of it. If it wins the contest, the intellect devourer magically consumes the target's brain, teleports into the target's skull, and takes control of the target's body. While inside a creature, the intellect devourer has total cover against attacks and other effects originating outside its host. The intellect devourer retains its Intelligence, Wisdom, and Charisma scores, as well as its understanding of Deep Speech, its telepathy, and its traits. It otherwise adopts the target's statistics. It knows everything the creature knew, including spells and languages.

If the host body drops to 0 hit points, the intellect devourer must leave it. A *protection from evil and good* spell cast on the body drives the intellect devourer out. The intellect devourer is also forced out if the target regains its devoured brain by means of a *wish*. By

spending 5 feet of its movement, the intellect devourer can voluntarily leave the body, teleporting to the nearest unoccupied space within 5 feet of it. The body then dies, unless its brain is restored within 1 round.

SISTER ANA

Medium humanoid (half-elf), neutral good

Armor Class 17 (petrified mushroom scale mail, shield)

Hit Points 58 (9d8 + 18)

Speed 30 ft.

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

Condition Immunities stun and charm effects

Saving Throws Wis +6, Cha +6

Skills Deception +6, Insight +6, Perception +6, Persuasion +6

Senses darkvision 60 ft., passive Perception 16

Languages Common, Draconic, Elvish, Infernal

Challenge 5 (1,800 XP)

Fey Ancestry. Ana has advantage on saving throws against being charmed, and magic can't put her to sleep.

Spellcasting. Ana is a 9th-level spellcaster that uses Wisdom as her spellcasting ability (spell save DC 14, +6 to hit with spell attacks). Ana has the following spells prepared from the druid spell list:

Cantrips (at will): *guidance*, *produce flame*, *thorn whip*

1st level (4 slots): *entangle*, *cure wounds*, *jump*, *thunderwave*

2nd level (3 slots): *gust of wind*, *lesser restoration*, *hold person*

3rd level (3 slots): *call lightning*, *plant growth*, *wind wall*

4th level (3 slots): *grasping vine*, *wall of fire*

5th level (1 slot): *wall of stone*

Poison Strike (3/Day). Once per turn, when Sister Ana hits with a melee attack, she can expend a use of this trait to deal an extra 9 (2d8) poison damage.

ACTIONS

Spear. *Melee or Ranged Weapon Attack:* +5 to hit, reach 5 ft. or ranged 20 ft./60 ft., one target. *Hit:* 6 (1d6 + 2) piercing damage.

ARCHDRUID SISTER ANA

Medium humanoid (half-elf), any alignment

Armor Class 16 (hide armor, shield)

Hit Points 132 (24d8 + 24)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
10 (+0)	14 (+2)	12 (+1)	12 (+1)	20 (+5)	11 (+0)

Condition Immunities stun and charm effects

Saving Throws Int +5, Wis +9

Skills Medicine +9, Nature +5, Perception +9

Senses passive Perception 19

Languages Druidic plus any two languages

Challenge 12 (8,400 XP)

Spellcasting. Ana is an 18th-level spellcaster. Her spellcasting ability is Wisdom (spell save DC 17, +9 to hit with spell attacks). She has the following druid spells prepared:

Cantrips (at will): *druidcraft*, *guidance*, *thorn whip*, *produce flame*

1st level (4 slots): *cure wounds*, *entangle*, *faerie fire*, *jump*

2nd level (3 slots): *gust of wind*, *lesser restoration*, *hold person*

3rd level (3 slots): *call lightning*, *plant growth*, *wind wall*

4th level (3 slots): *grasping vine*, *ice storm*, *stoneskin*, *wall of fire*

5th level (3 slots): *greater restoration*, *mass cure wounds*, *wall of stone*

6th level (1 slot): *heal*, *sunbeam*, *wall of thorns*

7th level (1 slot): *fire storm*

8th level (1 slot): *earthquake*

9th level (1 slot): *foresight*

ACTIONS

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

Change Shape (2/Day). Ana magically polymorphs into a beast or elemental with a challenge rating of 6 or less, and can remain in this form for up to 9 hours. She can choose whether her equipment falls to the ground, melds with her new form, or is worn by the new form. Ana reverts to her true form if she dies or falls unconscious. Ana can revert to her true form using a bonus action on her turn.

While in a new form, Ana retains her game statistics and ability to speak, but her AC, movement modes, Strength, and Dexterity are replaced by those of the new form, and she gains any special senses, proficiencies, traits, actions, and reactions (except class features, legendary actions, and lair actions) that the new form has but that she lacks. She can cast her spells with verbal or somatic components in her new form.

The new form's attacks count as magical for the purpose of overcoming resistances and immunity to nonmagical attacks.

MEZZOLOTH

Medium fiend (yugoloth), neutral evil

Armor Class 18 (natural armor)

Hit Points 75 (10d8 + 30)

Speed 40 ft.

STR	DEX	CON	INT	WIS	CHA
18 (+4)	11 (+0)	16 (+3)	7 (-2)	10 (+0)	11 (+0)

Skills Perception +3

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

Damage Immunities acid, poison

Condition Immunities poisoned

Senses blindsight 60 ft., darkvision 60 ft., passive Perception 13

Languages Abyssal, Infernal, telepathy 60 ft.

Challenge 5 (1,800 XP)

Innate Spellcasting. The mezzoloth's innate spellcasting ability is Charisma (spell save DC 11). The Mezzoloth can innately cast the following spells, requiring no material components:

2/day each: *darkness*, *dispel magic*

1/day: *cloudkill*

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

Magic Weapons. The mezzoloth's weapon attacks are magical.

ACTIONS

Multiattack. The mezzoloth makes two attacks, one with its claws, and one with its trident.

Claws. *Melee Weapon Attack:* +7 to hit, reach 5 ft., one target. *Hit:* 9 (2d4 + 4) slashing damage.

Trident. *Melee or Ranged Weapon Attack:* +7 to hit, reach 5 ft. or range 20/60 ft., one target. *Hit:* 7 (1d6 + 4) piercing damage, or 8 (1d8 + 4) piercing damage when held with two claws and used to make a melee attack.

Teleport. The mezzoloth magically teleports, along with any equipment it is wearing or carrying, up to 60 feet to an unoccupied space it can see.

MIND FLAYER

Medium aberration, lawful evil

Armor Class 15 (breastplate)

Hit Points 71 (13d8 + 13)

Speed 30 ft.

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

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

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

Senses darkvision 120 ft., passive Perception 16

Languages Deep Speech, Undercommon, telepathy 120 ft.

Challenge 7 (2,900 XP)

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

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

At will: *detect thoughts*, *levitate*

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

ACTIONS

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

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

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

NYCALOTH

Large fiend (yugoloth), neutral evil

Armor Class 18 (natural armor)

Hit Points 123 (13d10 + 52)

Speed 40 ft., fly 60 ft.

STR	DEX	CON	INT	WIS	CHA
20 (+5)	11 (+0)	19 (+4)	12 (+4)	10 (+0)	15 (+2)

Skills Intimidation +6, Perception +4, Stealth +4

Damage Resistances cold, fire, lightning; bludgeoning, piercing, and slashing from non-magical weapons

Damage Immunities acid, poison

Condition Immunities poisoned

Senses blindsight 60 ft., darkvision 60 ft., passive Perception 14

Languages Abyssal, Infernal, telepathy 60 ft.

Challenge 9 (5,000 XP)

Innate Spellcasting. The nycaloth's innate spellcasting ability is Charisma. The nycaloth can innately cast the following spells, requiring no material components:

At will: *darkness*, *detect magic*, *dispel magic*, *invisibility* (self only), *mirror image*

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

Magic Weapons. The nycaloth's weapon attacks are magical.

ACTIONS

Multiattack. The Nycaloth makes two melee attacks, or it makes one melee attack and teleports before or after the attack.

Claw. *Melee Weapon Attack:* +9 to hit, reach 5 ft., one target. *Hit:* 12 (2d6 + 5) slashing damage. If the target is a creature, it must succeed on a DC 16 Constitution saving throw or take 5 (2d4) slashing damage at the start of each of its turns due to a fiendish wound. Each time the nycaloth hits the wounded target with this attack, the damage dealt by the wound increases by 5 (2d4). Any creature can take an action to stanch the wound with a successful DC 13 Wisdom (Medicine) check. The wound also closes if the target receives magical healing.

Greataxe. *Melee Weapon Attack:* +9 to hit, reach 5 ft., one target. *Hit:* 18 (2d12 + 5) slashing damage.

Teleport. The nycaloth magically teleports, along with any equipment it is wearing or carrying, up to 60 feet to an unoccupied space it can see.

ROBE OF SCINTILLATING COLORS

- The robe has 1 charge with a Very Weak party, 2 charges with a Weak party, and 3 charges with an Average party.
- Varyth can use an action and expend 1 charge to cause the garment to display a shifting pattern of dazzling hues until the end of its next turn. During this time, the robe sheds bright light in a 30-foot radius and dim light for an additional 30 feet. Creatures that can see Varyth have disadvantage on attack rolls against you. In addition, any creature in the bright light that can see Varyth when the robe's power is activated must succeed on a DC 15 Wisdom saving throw or become stunned until the effect ends.

VARYTH LEGENDARY ACTIONS

Varyth can take 3 legendary actions, choosing from the options below. Only one legendary action option can be used at a time as long as Varyth is not incapacitated, and only at the end of another creature's turn. Varyth regains spent legendary actions at the start of its turn.

Legendary Save. Varyth can choose to remove one condition currently affecting it.

Teleport (Costs 2 Actions). Varyth uses its teleport action.

Add a little Pizzaz! (Costs 3 Actions). Varyth activates its *robe of scintillating colors*, if there are any charges remaining.

ULTROLOTH

Medium fiend (yugoloth), neutral evil

Armor Class 19 (natural armor)

Hit Points 153 (18d8 + 72)

Speed 30 ft., fly 60 ft.

STR	DEX	CON	INT	WIS	CHA
16 (+3)	16 (+3)	18 (+4)	18 (+4)	15 (+2)	19 (+4)

Skills Intimidation +9, Perception +7, Stealth +8

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

Damage Immunities acid, poison

Condition Immunities charmed, frightened, poisoned

Senses truesight 120 ft., passive Perception 17

Languages Abyssal, Infernal, telepathy 120 ft.

Challenge 13 (10,000 XP)

Innate Spellcasting. The ultroloth's innate spellcasting ability is Charisma (spell save DC 17). The ultroloth can innately cast the following spells, requiring no material components:

At will: *alter self*, *clairvoyance*, *darkness*, *detect magic*, *detect thoughts*, *dispel magic*, *invisibility* (self only), *suggestion*

3/day each: *dimension door*, *fear*, *wall of fire*

1/day each: *fire storm*, *mass suggestion*

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

Magic Weapons. The ultroloth's weapon attacks are magical.

ACTIONS

Multiattack. The ultroloth can use its Hypnotic Gaze and makes three melee attacks.

Longsword. *Melee Weapon Attack:* +8 to hit, reach 5 ft., one target. *Hit:* 7 (1d8 + 3) slashing damage, or 8 (1d10 + 3) slashing damage if used with two hands.

Hypnotic Gaze. The ultroloth's eyes sparkle with opalescent light as it targets one creature it can see within 30 feet of it. If the target can see the ultroloth, the target must succeed on a DC 17 Wisdom saving throw against this magic or be charmed until the end of the ultroloth's next turn. The charmed target is stunned. If the target's saving throw is successful, the target is immune to the ultroloth's gaze for the next 24 hours.

Teleport. The ultroloth magically teleports, along with any equipment it is wearing or carrying, up to 60 feet to an unoccupied space it can see.

ROBE OF SCINTILLATING COLORS

- The robe has 3 charges.
- Varyth can use an action and expend 1 charge to cause the garment to display a shifting pattern of dazzling hues until the end of its next turn. During this time, the robe sheds bright light in a 30-foot radius and dim light for an additional 30 feet. Creatures that can see Varyth have disadvantage on attack rolls against you. In addition, any creature in the bright light that can see Varyth when the robe's power is activated must succeed on a DC 15 Wisdom saving throw or become stunned until the effect ends.

VARYTH LEGENDARY ACTIONS

Varyth can take 3 legendary actions, choosing from the options below. Only one legendary action option can be used at a time as long as Varyth is not incapacitated, and only at the end of another creature's turn. Varyth regains spent legendary actions at the start of its turn.

Legendary Save. Varyth can choose to remove one condition currently affecting it.

Teleport (Costs 2 Actions). Varyth uses its teleport action.

The Ol' Razzle Dazzle (Costs 2 Actions). Varyth casts one spell from its list.

Add a little Pizzaz! (Costs 3 Actions). Varyth activates its robe of scintillating colors, if there are any charges remaining.

APPENDIX. ENCOUNTER SETUP

A NOTEWORTHY SITUATION

All kaorti shapechangers will try to capture Knewt if possible, and will attempt to kill him if the combat turns.

If any of the kaorti die and their “puddle” joins with another, heal that kaorti to 50% HP if is currently at less than half HP.

VERY WEAK PARTY STRENGTH (13,400 XP)

- **Wave One**
 - **Assassin:** AC 15, 78 hp, Init +3
She will try to use her Assassinate ability before the ruse is uncovered.
 - **Master Thief (3):** AC 16, 84 hp, Init +4
They will try to use sneak attack as much as possible on the characters.
- **Wave Two (Round 3)**
 - **Thug (2):** AC 11, 32 hp, Init +0
 - **Diviner:** AC 12, 67 hp, Init +2
Will have already cast *mage armor* and *greater invisibility* on itself and will take the hide action upon arrival. On the round after it arrives, it will cast *fog cloud* in the midst of the characters as a confusion tactic.
 - **Gazer:** AC 13, 13 hp, Init +3
If you feel the party is up for it, the gazer may use its ray attacks.

WEAK PARTY STRENGTH (15,300 XP)

- **Wave One**
 - **Assassin:** AC 15, 78 hp, Init +3
She will try to use her Assassinate ability before the ruse is uncovered.
 - **Master Thief (4):** AC 16, 84 hp, Init +4
They will try to use sneak attack as much as possible on the characters.
- **Wave Two (Round 3)**
 - **Thug (2):** AC 11, 32 hp, Init +0
 - **Diviner:** AC 12, 67 hp, Init +2
Will have already cast *mage armor* and *greater invisibility* on itself and will take the hide action upon arrival. On the round after it arrives, it will cast *fog cloud* in the midst of the characters as a confusion tactic.
 - **Gazer:** AC 13, 13 hp, Init +3
If you feel the party is up for it, the gazer may use its ray attacks.

AVERAGE PARTY STRENGTH (15,300 XP PLUS 700 EACH)

- **Wave One**
 - **Assassin:** AC 15, 78 hp, Init +3
She will try to use her Assassinate ability before the ruse is uncovered.
 - **Master Thief (4):** AC 16, 84 hp, Init +4
They will try to use sneak attack as much as possible on the characters.
- **Wave Two (Round 3)**
 - **Thug (2):** AC 11, 32 hp, Init +0
 - **Diviner:** AC 12, 67 hp, Init +2
Will have already cast *mage armor* and *greater invisibility* on itself and will take the hide action upon arrival. On the round after it arrives, it will cast *fog cloud* in the midst of the characters as a confusion tactic.
 - **Gazer:** AC 13, 13 hp, Init +3
If you feel the party is up for it, the gazer may use its ray attacks.
- **Wave Three (Round 5)**
 - **Doppelganger (N):** AC 14, 52 hp, Init +4
They will try to get close to the duplicate of themselves and attack their duplicate.

STRONG PARTY STRENGTH (17,600 XP PLUS 700 EACH)

- **Wave One**
 - **Assassin:** AC 15, 78 hp, Init +3
She will try to use her Assassinate ability before the ruse is uncovered.
 - **Master Thief (4):** AC 16, 84 hp, Init +4
They will try to use sneak attack as much as possible on the characters.
- **Wave Two (Round 3)**
 - **Thug (2):** AC 11, 32 hp, Init +0
 - **Diviner:** AC 12, 67 hp, Init +2
Will have already cast *mage armor* and *greater invisibility* on itself and will take the hide action upon arrival. On the round after it arrives, it will cast *fog cloud* in the midst of the characters as a confusion tactic.
 - **Gazer:** AC 13, 13 hp, Init +3
If you feel the party is up for it, the gazer may use its ray attacks.
 - **Mage:** AC 12, 40 hp, Init +2
Use *counterspell* and deal as much damage as possible.
- **Wave Three (Round 5)**
 - **Doppelganger (N):** AC 14, 52 hp, Init +4
They will try to get close to the duplicate of themselves and attack their duplicate.

VERY STRONG PARTY STRENGTH (17,800 XP PLUS 700 EACH)

- **Wave One**
 - **Assassin:** AC 15, 78 hp, Init +3
She will try to use her Assassinate ability before the ruse is uncovered.
 - **Master Thief (4):** AC 16, 84 hp, Init +4
They will try to use sneak attack as much as possible on the characters.
- **Wave Two (Round 3)**
 - **Thug (4):** AC 11, 32 hp, Init +0
 - **Diviner:** AC 12, 67 hp, Init +2
Will have already cast *mage armor* and *greater invisibility* on itself and will take the hide action upon arrival. On the round after it arrives, it will cast *fog cloud* in the midst of the characters as a confusion tactic.
 - **Gazer:** AC 13, 13 hp, Init +3
The gazer may use its ray attacks.
 - **Mage:** AC 12, 40 hp, Init +2
Use *counterspell* and deal as much damage as possible.
- **Wave Three (Round 5)**
 - **Doppelganger (N):** AC 14, 52 hp, Init +4
They will try to get close to the duplicate of themselves and attack their duplicate.

WE ALL FALL DOWN

VERY WEAK PARTY STRENGTH (6,500 XP)

- **Sister Ana:** AC 17, 58 hp, Init +1
- **Grick (3):** AC 14, 27 hp, Init +2
- **Tree Blight:** AC 15, 149 hp, Init +0
- **Intellect Devourer (within Ana):**
AC 12, 21 hp, Init +2

WEAK PARTY STRENGTH (8,950 XP)

- **Sister Ana:** AC 17, 58 hp, Init +1
- **Grick (2):** AC 14, 27 hp, Init +2
- **Grick Alpha:** AC 18, 75 hp, Init +3
- **Tree Blight:** AC 15, 149 hp, Init +0
- **Intellect Devourer (within Ana):**
AC 12, 21 hp, Init +2

AVERAGE PARTY STRENGTH (11,400 XP)

- **Sister Ana:** AC 17, 58 hp, Init +1
- **Grick:** AC 14, 27 hp, Init +2
- **Grick Alpha (2):** AC 18, 75 hp, Init +3
- **Tree Blight:** AC 15, 149 hp, Init +0
- **Intellect Devourer (within Ana):**
AC 12, 21 hp, Init +2

STRONG PARTY STRENGTH (18,000 XP)

- **Archdruid Sister Ana:** AC 16, 132 hp, Init +2
- **Grick:** AC 14, 27 hp, Init +2
- **Grick Alpha (2):** AC 18, 75 hp, Init +3
- **Tree Blight:** AC 15, 149 hp, Init +0
- **Intellect Devourer (within Ana):**
AC 12, 21 hp, Init +2

VERY STRONG PARTY STRENGTH (29,000 XP)

- **Archdruid Sister Ana:** AC 16, 132 hp, Init +2
- **Grick (3):** AC 14, 27 hp, Init +2
- **Grick Alpha:** AC 18, 75 hp, Init +3
- **Purple Worm:** AC 18, 247 hp, Init -2
- **Tree Blight:** AC 15, 149 hp, Init +0
- **Intellect Devourer (within Ana):**
AC 12, 21 hp, Init +2

4. DUNGEON

Note: Do not forget that any kaorti shapechangers which escaped the other fights and which have retreated to this location are not reflected in these listings.

VERY WEAK PARTY STRENGTH (7,900 XP)

- **Varyth (Nycaloth):** AC 18, 123 hp, Init +0
Robe has 1 charge
- **Mind Flayer:** AC 15, 71 hp, Init +1

WEAK PARTY STRENGTH (9,700 XP)

- **Mezzoloth:** AC 18, 75 hp, Init +0
- **Varyth (Nycaloth):** AC 18, 123 hp, Init +0
Robe has 2 charges
- **Mind Flayer:** AC 15, 71 hp, Init +1

AVERAGE PARTY STRENGTH (11,500 XP)

- **Mezzoloth (2):** AC 18, 75 hp, Init +0
- **Varyth (Nycaloth):** AC 18, 123 hp, Init +0
- **Mind Flayer:** AC 15, 71 hp, Init +1

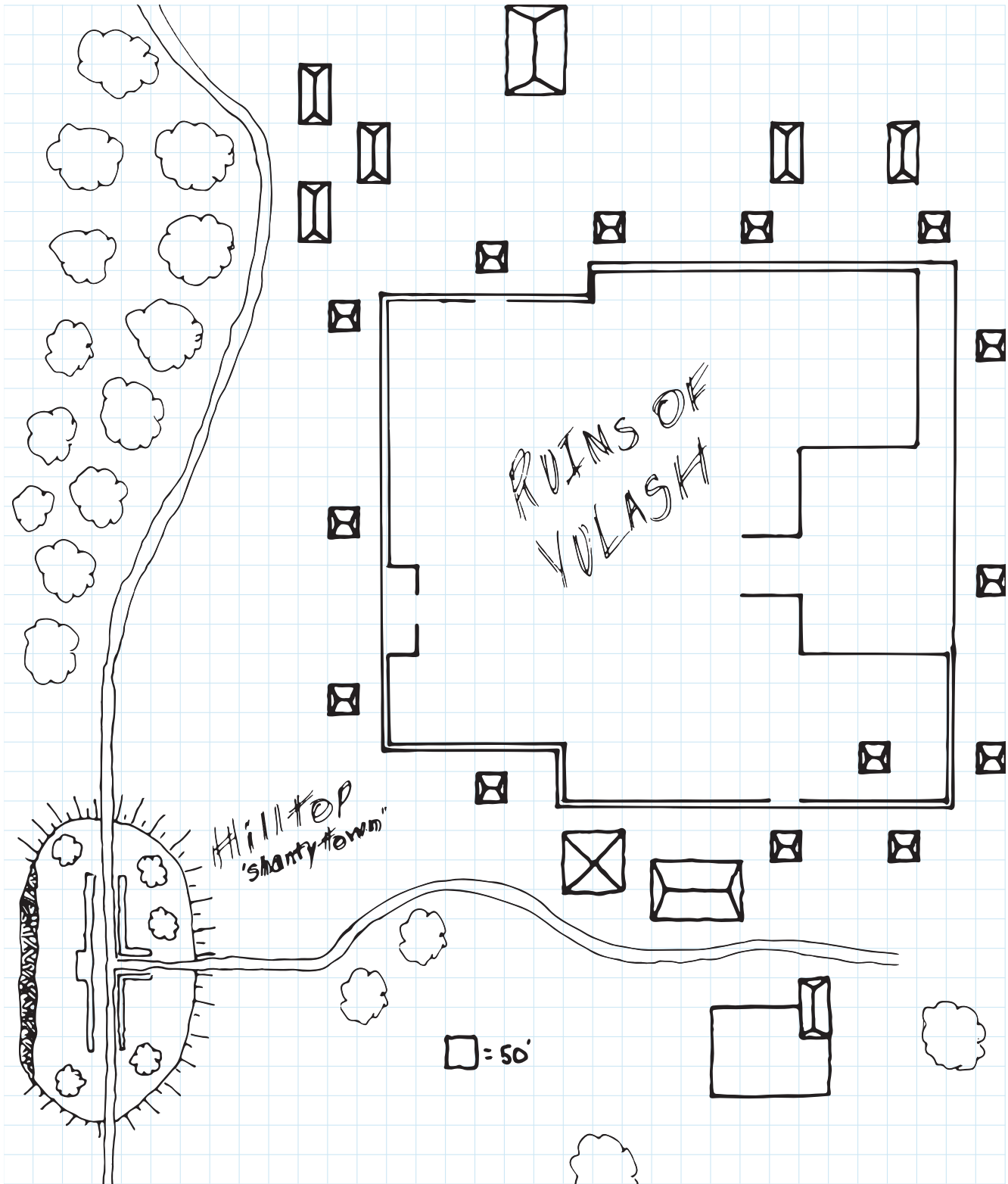
STRONG PARTY STRENGTH (18,300 XP)

- **Mezzoloth (3):** AC 18, 75 hp, Init +0
- **Varyth (Ultroloth):** AC 19, 153 hp, Init +3
- **Mind Flayer:** AC 15, 71 hp, Init +1

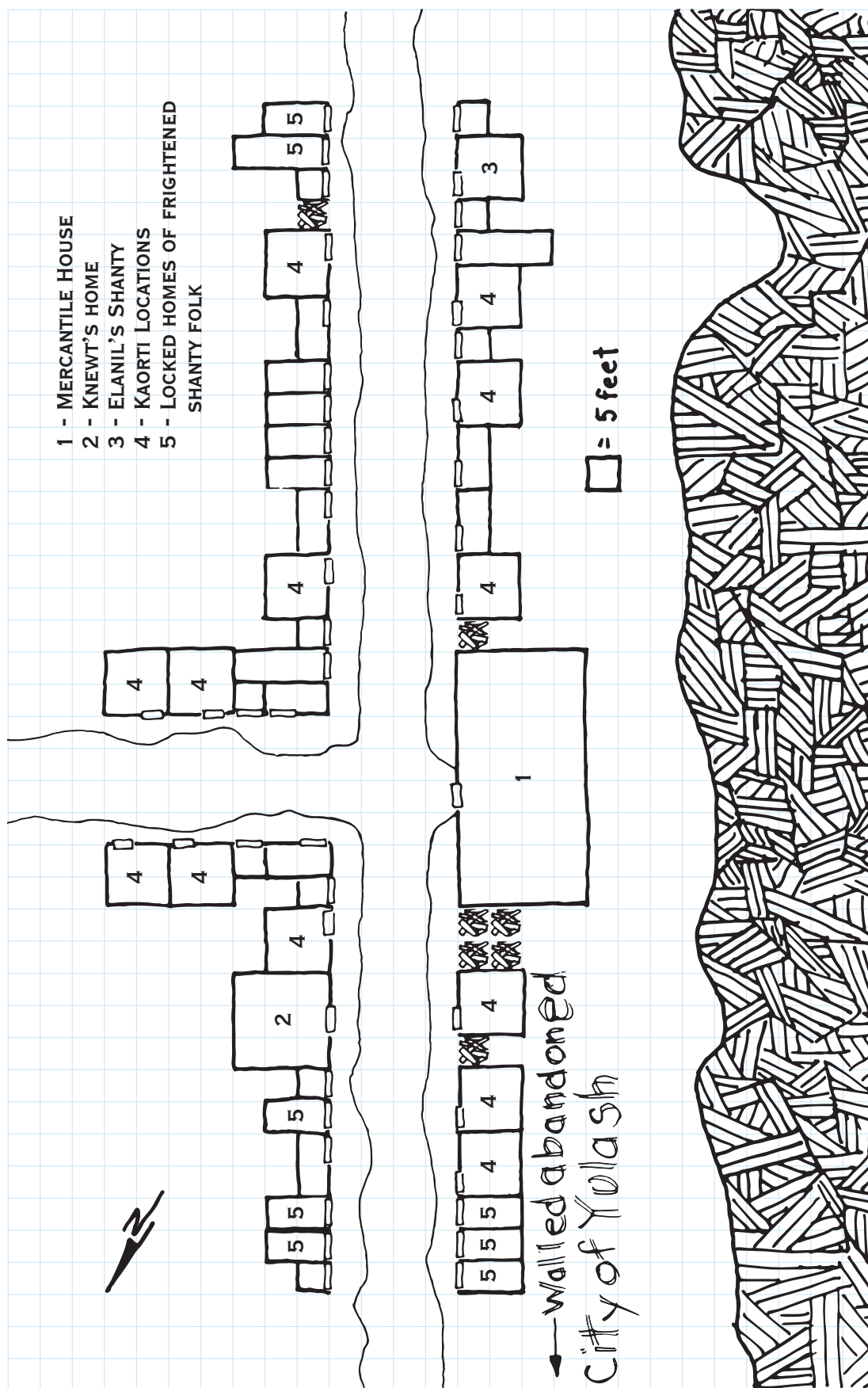
VERY STRONG PARTY STRENGTH (20,100 XP)

- **Mezzoloth (4):** AC 18, 75 hp, Init +0
- **Varyth (Ultroloth):** AC 19, 153 hp, Init +3
- **Mind Flayer:** AC 15, 71 hp, Init +1

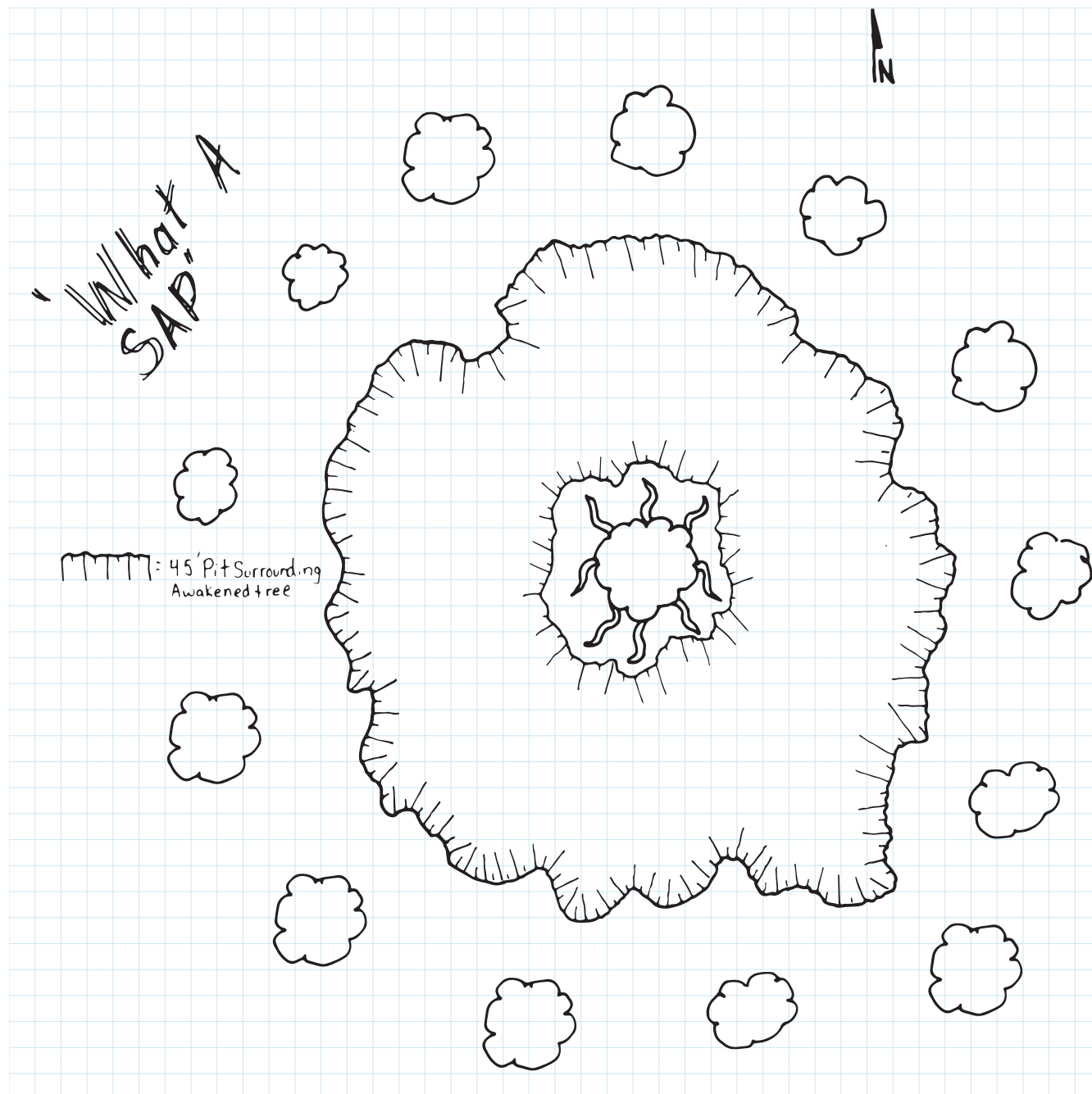
APPENDIX. RUINS OF YULASH MAP



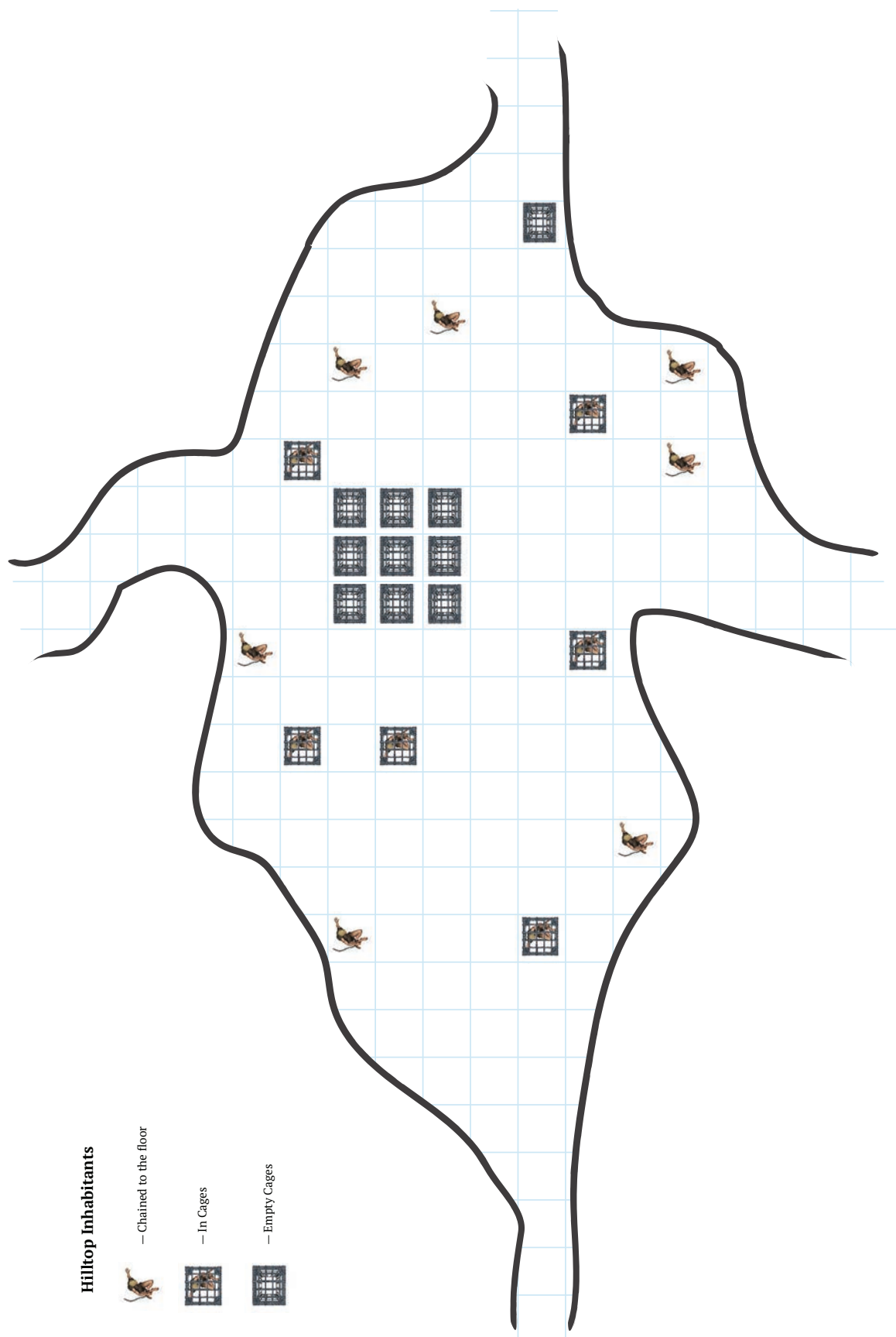
APPENDIX. SHANTYTOWN OF HILLTOP MAP



APPENDIX. SILVER HEMLOCK DRUID GROVE MAP



APPENDIX. FINAL BATTLE MAP



PLAYER HANDOUT 1. HARPERS

Elanil Elassidil is missing. We have not heard from her in over a week. With most of our agents tied up establishing trade with the Underdark, you are one of the few remaining that can help. Meet me tomorrow at noon at the Temple of the Unicorn for further instruction. It goes without saying that no one should know about this...

Olisara

PLAYER HANDOUT 2. EMERALD ENCLAVE

The Enclave has urgent need of your services. Please meet with Olisara Lightsong and myself in Elventree tomorrow at noon about an issue that may transcend the factions. This is of the utmost secrecy as there are spies everywhere.

Seranolla

PLAYER HANDOUT 3. AID REQUEST

Trusted friends of Elanil Elassadil and
Heroes of Maerimydra, something hor-
rible may have happened. We need your
help. Meet me at Elventree tomorrow at
noon. Tell no one.

Olisara Lightsong

PLAYER HANDOUT 4. SILVER HEMLOCK DRUID GROVE



PLAYER HANDOUT 5. STORY AWARDS

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

STORY AWARD

On the Right Track. Your investigation into the disappearances at Hilltop have led you to interesting discoveries, but there is more to this situation than you had anticipated. What did Elanil stumble upon? This story award may have an effect in CCC-TRI-02 and other future adventures.

STORY AWARD

Worse than the Slavers. In your rush to defeat the slavers, you have killed some of the prisoners. As a result, you are distrusted (and likely even hated) by the residents of Hilltop. For as long as you possess this story award, all of your Charisma (Deception or Persuasion) checks against a local of Hilltop are made with disadvantage. Additionally, all prices for any purchases or services in the shantytown are doubled.

STORY AWARD

Elanil's Rage. You were able to locate Elanil, but were unable to save the inhabitants of Hilltop. The aberrants escaped with their treasure hoard and their prisoners before you were able to encounter them. Elanil is upset with you that you were not organized enough with your time or resources to stop them in time.

Until you play in an adventure with Elanil and successfully complete a faction mission, you have disadvantage on all charisma based ability checks with all the factions. Once the extra renown is earned, remove this story award.

PLAYER HANDOUT 6. MAGIC ITEM

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

ROBE OF SCINTILLATING COLORS

Wondrous item, very rare (requires attunement)

This robe has 3 charges, and it regains 1d3 expended charges daily at dawn. While you wear it, you can use an action and expend 1 charge to cause the garment to display a shifting pattern of dazzling hues until the end of your next turn. During this time, the robe sheds bright light in a 30-foot radius and dim light for an additional 30 feet. Creatures that can see you have disadvantage on attack rolls against you. In addition, any creature in the bright light that can see you when the robe's power is activated must succeed on a DC 15 Wisdom saving throw or become stunned until the effect ends.

While attuned to this item, the character's eyes turn a milky white opaqueness, and black ichor collects in the corners of their eyes that can not be wiped away. The wearer has a strong aversion to mirrors and other reflective surfaces, and reacts unfavorably to any criticism due to the unhealthy level of vanity that the robe imparts.

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