

THE BRAIN GORGER'S APPETITE

AK1

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An Adventure for 4 to 6 Characters of Levels 1 to 3

By Alex Kammer



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Introduction

The town of Ockney's Hold is not a spectacularly cosmopolitan place. A modest settlement sitting astride the Oriana River, it is the seat of the Barony of Rawn. That barony is not much of a place in its own right, located far away from major population centers and featuring an unending string of rural hamlets and villages. Beyond purely agrarian pursuits, the Barony of Rawn is known primarily for the Copper Hills, so named for the plentiful veins of copper ore that have been extracted from them for generations.

While copper mining has historically been the mainstay of the barony and its seat in Ockney's Hold, it was the discovery of azurite that first brought a measure of affluence to the area. A soft, deep-blue copper mineral, azurite is a semiprecious stone produced by weathering copper ore deposits. Mined copper and azurite are easily shipped from Rawn to the more populous lands to the south on the gentle Oriana River, and a broad array of finished goods are caravanned into the barony along various overland trading routes.

Although Baron Oliver Reinson has never been accused of being an inspired leader,



the local government he controls has long been judged fair and competent—until recently. For reasons quite unknown to the local populace, the formerly stable and somewhat lazy baron began to act erratically six months ago, suddenly replacing long-standing officials and advisers with foreigners. Just as precipitously, Chamberlain Andre Brice, a mild fellow whose primary responsibilities were overseeing the baron's household, has taken on a much more prominent role in the day-

to-day operation of the barony.

At the same time, the baron appears to have abandoned his former preoccupation with hunting and revelry for brooding silence and a more direct involvement in the governance of the barony. The former captain of the guard of Ockney's Hold has been replaced by a mean-spirited half-orc, while the long-standing overseer of the mines was suddenly dismissed and replaced with a wild-looking dwarf from parts unknown.

All these events have dramatically changed the formerly placid mood of Ockney's Hold. The tax collectors have become more aggressive. Virtually all visitors to the town are now searched upon entry. The prices of basic commodities have risen. Even the fleas in the Orc's Eye (the seediest of the town's inns) seem to bite harder!

One of the very few of the old guard who has managed to retain his position and some measure of influence is High Steward Braxton Tavaras. Determined to find out what's going on with the baron, he seeks to hire a group of brave, capable, and discreet adventurers to try to get to the bottom of recent events, and to determine what's behind the changes in the barony's power structure.

Character Advancement

This adventure is designed for 4 to 6 characters of levels 1 to 3. Characters should be 1st level at the start of the adventure, and will likely attain 2nd level after completing the first half of Act 4 of the adventure ("4a. The Brick"). They should then attain 3rd level before attempting the final encounter in Act 7 of the adventure ("Marlipp's Lair").

If you prefer story-based advancement in your campaigns, use the above guidelines to tell the players when to advance their characters to 2nd and 3rd level.

Adventure Summary

(If you are a player, stop reading!
The rest of this adventure is for DMs only)

The Ceaseless is a syndicate comprised of a large number of criminals, who operate a wide variety of schemes and ventures in countless settlements across Rawn and the wider world. They are subtle, powerful, and well organized.

A recent discovery (made quite by accident) revealed that refined and powdered azurite produces a profoundly euphoric experience for the strange and dangerous creatures known as **brain gorgers** (see "New Monsters" at the end of the adventure). The Ceaseless immediately

sought to obtain a regular source of the semiprecious stone, in order to establish a profitable supply network to distribute this unusual narcotic to the great brain gorgers cities in the Deep Dark. The brain gorgers call the deep blue powder “Tasties.” Much to the delight of the agents of the Ceaseless, Tasties has proven to be highly addictive to not only brain gorgers, but to other reprehensible species that share a similar biology.

Because Ockney’s Hold is a well-established producer of azurite, the Ceaseless syndicate dispatched a minor lieutenant—a brain gorgor named Marlipp—to the settlement. Marlipp’s job was to set up a simple criminal operation, purchasing a small but steady supply of refined azurite powder without attracting any notice. The powder would then be distributed through the many Ceaseless agents operating in the strongholds and settlements of the Deep Dark.

After setting up a base of operations in one of the mines found throughout the Copper Hills, Marlipp went to work. He first had the mine’s overseer replaced with a Ceaseless operative—a dwarf named Thelg Delver—in order to ensure that he could operate in the mines securely and without notice.

Most of Marlipp’s efforts have been focused on the copper ore sent to Ockney’s Hold for refining—an alchemical process that transforms common ore to the more rare and valuable azurite. By discreetly employing his powerful psionic abilities, as well as executing a few well-placed bribes, Marlipp has been able to ensure that a portion of the refined azurite is now secretly returned to the mine, to be stored for eventual distribution to the Deep Dark.

Everything was going swimmingly at first, as Marlipp was able to establish a steady return supply of refined azurite to his subterranean stronghold. Until one day, unable to contain his curiosity any longer, he tried some of the Tasties himself. The resulting sense of euphoric well-being was so powerful and overwhelming that Marlipp simply had to have more. The more he consumed, the more erratic his thinking and actions became.

Marlipp’s first misstep was to alter the amount of refined and powdered azurite shipped as instructed. As his addiction deepened, he decided that he would be better served if he kept more for himself. The increasingly lighter shipments of azurite have caused concerns among the Ceaseless leadership, which in turn has triggered corrective action on the part of the syndicate.

The mind gorgor’s second drug-induced misstep was convincing himself that his careful and secretive supply chain was in danger of becoming insufficient for his

needs. With his thinking compromised, he concluded that bolder action was warranted to protect his operation, causing him to intervene in the affairs of Ockney’s Hold. Hiding his monstrous identity with *disguise self* and *invisibility*, Marlipp was able to get close enough to the baron to use his Enslave ability, seizing control of the ruler with his powers of mind control. The brain gorgor then engineered the replacement of Chamberlain Brice with a doppelganger named Brylunt, and replaced many of the baron’s advisers with flunkies of his choosing.

The only remaining long-standing adviser from the baron’s original cabinet is High Steward Tavaras. Knowing that something is very wrong, but unaware of the source or the scope of the threat, Tavaras is desperate to get to the bottom of what is rotten in Ockney’s Hold.

The adventurers are charged with investigating the cause of the shakeup. As they delve deeper toward the truth of the larger conspiracy by following clues and leads, they face a series of challenges and confrontations—culminating in a clash with Marlipp and his minions deep in the Copper Hills mines.

IMPORTANT NPCs:

Baron Oliver Reinson - Hereditary ruler of Ockney’s Hold.

Baroness Helda Reinson - The baron’s wife.

Chamberlain Andre Brice - Replaced by the doppelganger Brylunt, who is now the baron’s primary advisor.

High Steward Braxton Tavaras - The only remaining loyal member of the baron’s cabinet. He is the party’s contact in the government.

Marlipp - A brain gorgor sent by the Ceaseless to oversee the azurite delivery, who has become addicted to the narcotic and run afoul of the syndicate.

Manst - A half-orc Ceaseless operative (dominated by Marlipp) who runs the azurite refinery known as the Brick.

Xunthan T’ez - A drow Ceaseless operative sent to investigate the problems with azurite delivery.

Thelg Delver - The new dwarf overseer of the Copper Hills mines.

Drast Grimbank - The half-orc captain of the Ockney’s Hold town guard.

Adventure Start

The party can be made up of local adventurers, heroes from neighboring lands, stalwarts from parts unknown, or any combination of these. Wherever they are from, the characters find themselves in Ockney's Hold looking for work.

If it suits your purposes, the player characters can interact with any of the adventure's NPCs (nonplayer characters) before getting into the adventure proper. The gazetteer section at the end of the adventure has information on Ockney's Hold and many of its best-known shops and residents.

The NPCs the characters meet should generally be disgruntled at how the town is being run, with the overall opinion being that things have gone to pot. Beyond this, the players should get a strong sense of the area's reliance on the copper mining trade, and how the flow of ore from the Copper Hills seems to have become erratic of late. This is simply local rumor and gossip, however, and none of the NPCs can provide any specific information.

Job Opportunities

Players looking for work can ask around town, but the uncertainty the townsfolk are feeling means that new jobs are scarce. However, one of the NPCs the characters meet can point them toward an employment opportunity with Milton, a low-level clerk working for the baron (and nephew to High Steward Tavaras).

If you don't want to begin the adventure with character-driven roleplaying, you can read or paraphrase the following to begin:

You find yourself in the backwater town of Ockney's Hold, a place known for its copper mining and not much else. Many trading caravans frequent the area as a result of its mining wealth, however, and you are hoping to sign on as a caravan guard. Along with a bunch of other hopeful would-be guards, you are sitting on a rough wooden bench at Zan's Trading Emporium. The mood in the room is anxious as you all wait to hear if you have been hired.

One rough-looking fellow approaches the barred window where a tired clerk has been repeatedly telling all to wait their turn. The stranger immediately begins to lay into the clerk, demanding to speak with Zan immediately. As his face reddens to match his rising tone, an older and angry-looking human wearing a battered cap

and sporting a week's worth of facial hair pushes in front of the clerk, pressing his face close to the bars as he shouts:

"Look here, you worthless lout, we have everyone we need! Now get out of my shop!" With that, the angry applicant turns on his heel and stomps out of the store, muttering under his breath. Many of the others in the room start to shuffle out as well.

If any of the characters approach the angered Zan or his harried clerk, some effective roleplaying and a successful DC 13 Charisma (Persuasion) check earn a response.

Whether you use the narrative opening to the adventure or allow the players to freely explore Ockney's Hold and interact with its NPCs, read the following when you want to point them toward a meeting with Milton:

"You seem like a decent enough sort, so I'll share some scuttlebutt I heard. An underclerk with the baron, a guy named Milton, has been nosing around looking to hire a group for some kind of investigation work. I don't know more than that, but if you're interested, Milton should be easy enough to find if you ask at the keep."

The Baron's Keep is the seat of the Barony of Rawn, and is known locally as the Central Keep for its location near the center of Ockney's Hold. Once at the keep, the characters can easily seek out Milton by asking any passing guard or servant. When Milton meets with them, they find him to be a mild-mannered and nervous bureaucrat who does little more than take the characters' names and ask about previous job experience. He then tells them to meet with High Steward Tavaras two hours after sunset, at the local tavern known as the Orc's Eye.

Tavaras will be sitting by himself, and the characters can identify him by the dark-blue cap he wears. Milton then admonishes the adventurers that they are to be discreet, and to tell no one of this meeting. He can offer no information about the job, saying only that the high steward will explain everything.

ACT 1: The Orc's Eye

The party should arrive at or near the appointed hour. As the characters approach, read or paraphrase the following:

The exterior of the Orc's Eye is undeniably shabby, establishing low expectations for the interior. Amazingly, that interior exceeds those low

expectations in terms of filth, atmosphere, and the quality of the clientele. The squat two-story structure looks as though a good shove might push it into the nearby river. Inside, a cramped common room is filled with mismatched and shoddily repaired furniture, dirty dockworkers, and miners. The air hangs with a greasy and cloying smoke, cut by dim light produced by a series of lamps burning what must be some sort of animal fat. Despite the obviously unsavory conditions, the tavern does a brisk business, and most of its tables are filled.

A heavily scarred and none-too-bright-looking half-orc sits at a stool near the door. After eyeing you suspiciously, he quickly goes back to examining some wound on his left hand, as if the intensity of his scrutiny alone might heal it. The tables are being served by a tired-looking and bedraggled human woman in her late middle years, as well as by a halfling lass who seems to know everyone as she nimbly deposits drink and fare at various tables. Another halfling, this one male, is tending the mostly full bar while simultaneously keeping an eye on everyone and everything.

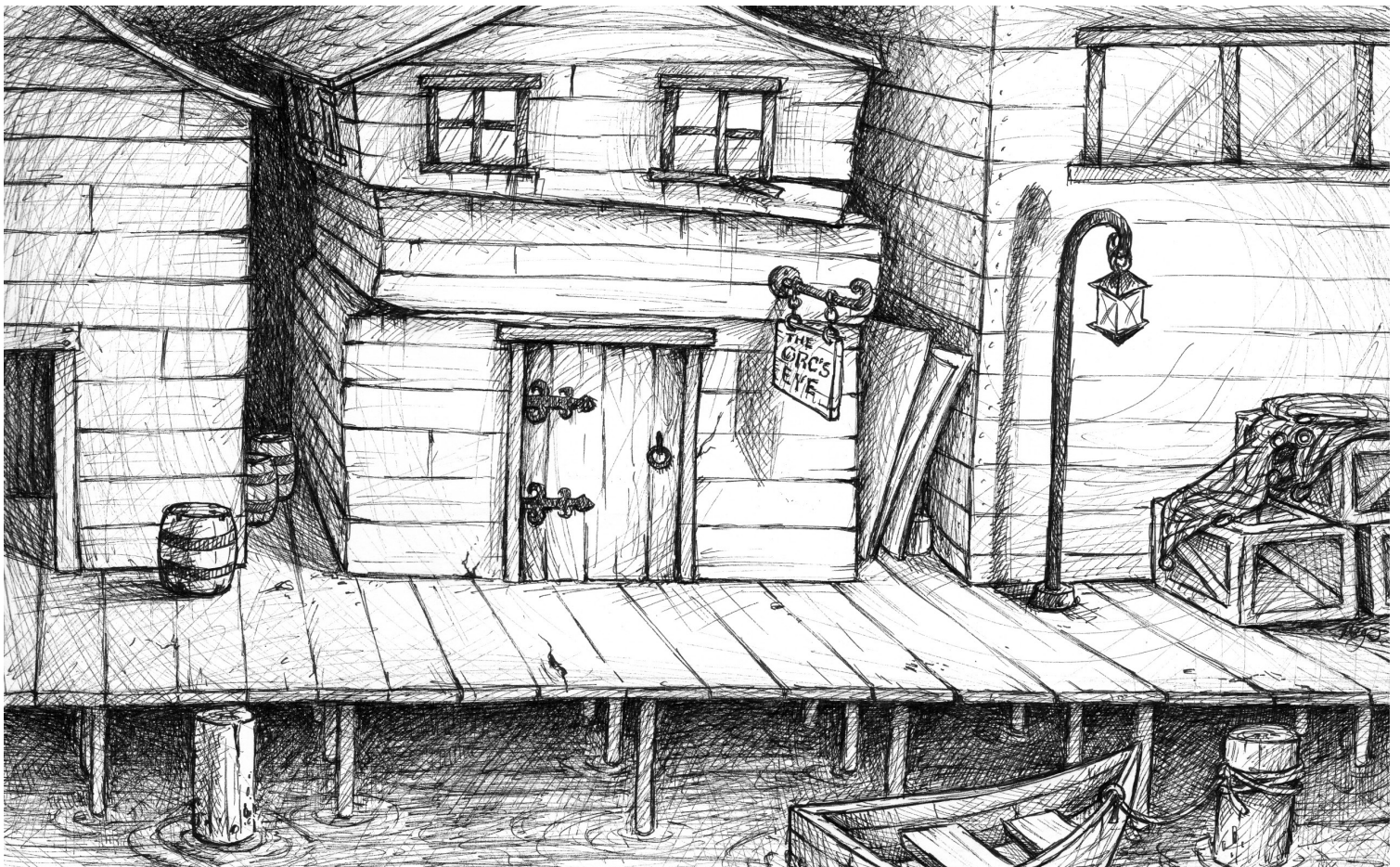
A quick scan of the room reveals a human in

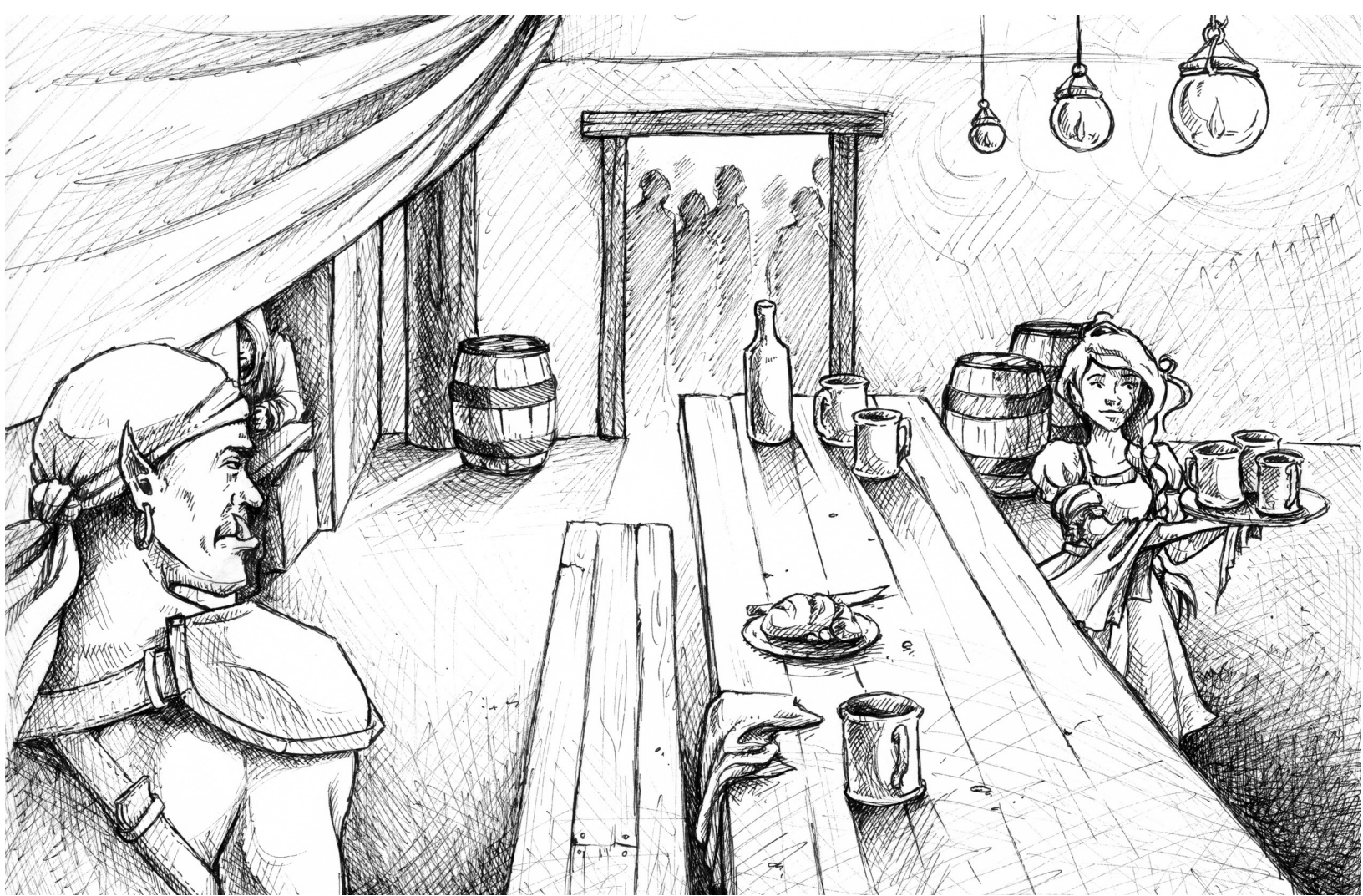
a dark-blue cap sitting alone in a large booth in the back left of the common room. Although he's obviously trying to be inconspicuous, the quality of his clothing marks him as an outsider here. You notice several of the patrons shooting glances his way—some of them curious, others calculating.

Braxton Tavaras is a middle-aged human with even features and a prominent widow's peak, his dark hair shot through with gray. The high steward wears plain clothing that is obviously well made. Though he is otherwise alert, the pinched look of his face marks him as one bearing some sort of strain or fatigue.

When the characters approach Tavaras, he gets right to business by asking, "So, you are the people looking for work?" Through the natural flow of ensuing conversation, the party can learn many things as Tavaras attempts to size them up. However, it is important to remember that the high steward does not know anything about the Ceaseless, Marlipp, or anything illicit involving azurite. His only focus is the baron, and the characters' initial conversation with him should reveal the following:

- The Barony of Rawn is a hereditary aristocracy. Baron Reinson was the only male issue of the previous baron, and is married to Baroness Helda. Though currently childless, the baron and baroness





are still young, so there is great hope that an heir will be forthcoming.

- Overall, Baron Reinson has been a decent and fair ruler, despite being largely indifferent to the day-to-day details of governance. Since ascending to the barony, he has relied heavily on his counselors to manage the affairs of the barony and Ockney's Hold.
- About six months ago, for reasons still unknown, Baron Reinson seemed to transform into a bitter and paranoid figure overnight. He has increasingly seized control of more of the minute details of governance—and has done a poor job of it. Many of his decisions seem arbitrary, if not outright mean spirited.
- The baron has become particularly focused on the copper ore and azurite trade. He increasingly demands precise counts of quantities delivered and taxes raised therefrom. Previously, he had kept his distance from all the details of the regional mining operations.
- Reinson has dismissed many of his previous counselors, replacing them with fawning yes-men who seem to do nothing but take advantage of their

new positions. These replacements are almost all foreigners who know nothing of proper governance, and who don't bother to even pretend to care about the well-being of the barony.

- The baron has even dismissed the town's captain of the guard and the overseer of the mines, both of whom have been replaced.
- The only other remaining high-level counselor left is Chamberlain Andre Brice. However, he seems changed as well. Though Tavaras always found Brice to be a cheerful fellow, as well as a careful and thoughtful advisor, the chamberlain has become increasingly terse and uncaring in recent months. Brice is clearly the baron's current favorite.

When Tavaras has a sense that the adventurers can offer the skills and discretion he seeks, he confides to them that they are not the first people he has spoken to about helping him with his as-yet unnamed problem. He expresses his need for a group he can trust as he shares additional information:

- Tavaras has kept his position only because of his long-standing relationship with the baron's family—and because he has kept his head down. His primary

responsibilities are to act as a buffer between the populace and the baron, and he often sits in for the baron at hearings and audiences.

- The high steward is convinced that there has to be some explanation for the recent changes in the baron. He has even taken the extraordinary steps of having had discreet divination spells cast on the baron to see if he might be suffering from some sort of hostile magical influence. However, those efforts have revealed nothing. (Tavaras has no way to suspect that the psionic energy of Marlipp's Enslave power does not register to arcane or divine magic.)
- High Steward Tavaras would like the party to undertake an investigation into what exactly is going on. He offers to take the characters on as new hires in the baron's household as servants and guards, and will pay 100 gp to each party member for any useful information that might explain what has happened to his beloved barony.
- Tavaras stresses that at no point should the characters attempt to directly confront the baron, as that could only end poorly given his recent erratic behavior.

Tavaras is something of a dandy, and he finds violence and the whole concept of "adventuring" as distasteful as it is dangerous. As high steward, he is clearly dedicated to the law. However, with obvious discomfort, he exhorts the party to "take whatever steps are necessary" to help him save the barony.

With a successful DC 13 Wisdom (Perception) check, any of the characters notes that Tavaras wears a small golden pin in the shape of a stylized eagle in flight on his right lapel. Any character who sees or is told of the pin and who makes a successful DC 14 Intelligence (History) check recalls that this pin is the emblem of the Golden Eagles—a confederation of lords, barons, and bureaucrats committed to order and good governance.

ACT 2: The Baron's Keep

With Tavaras's aid, the adventurers are ensconced in the keep, where some of them can be assigned as members of the baron's personal guard. Separate from the town guard, the baron maintains a personal garrison whose duties are focused on protecting the baron and his family within the keep. This force of twenty warriors has historically been known as the Baron's Men, though its members are both men and women.

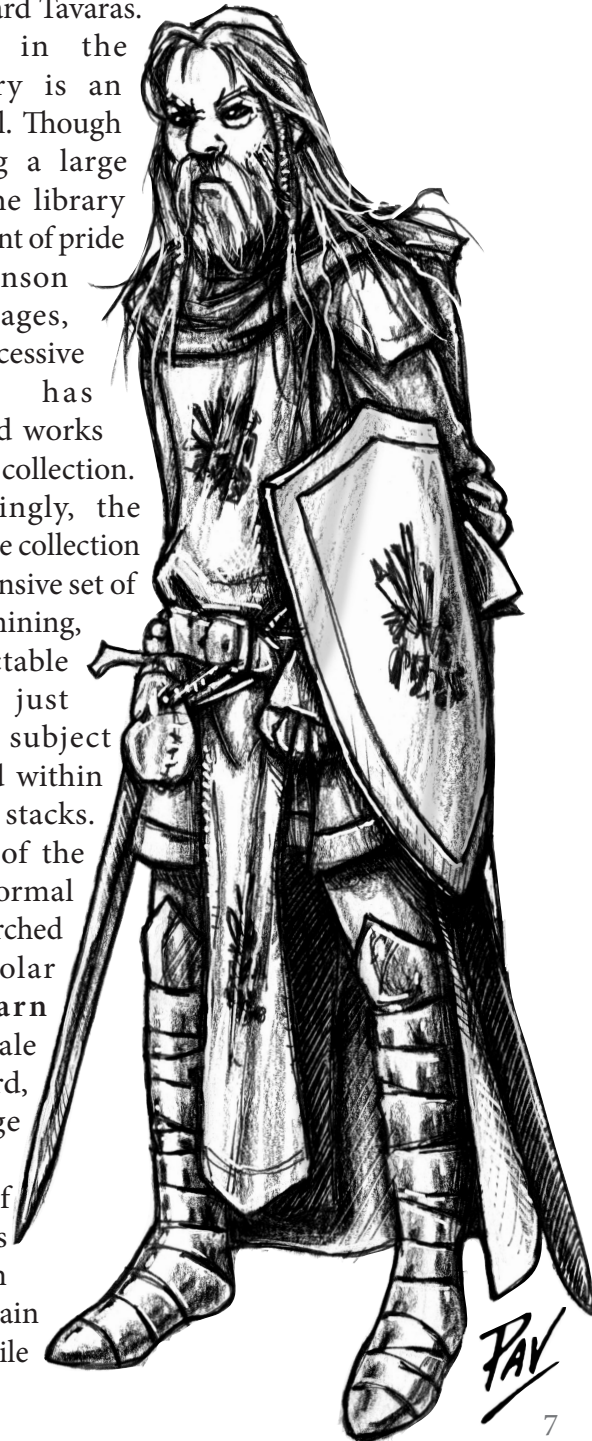
The leader of the baron's guard is a no-nonsense

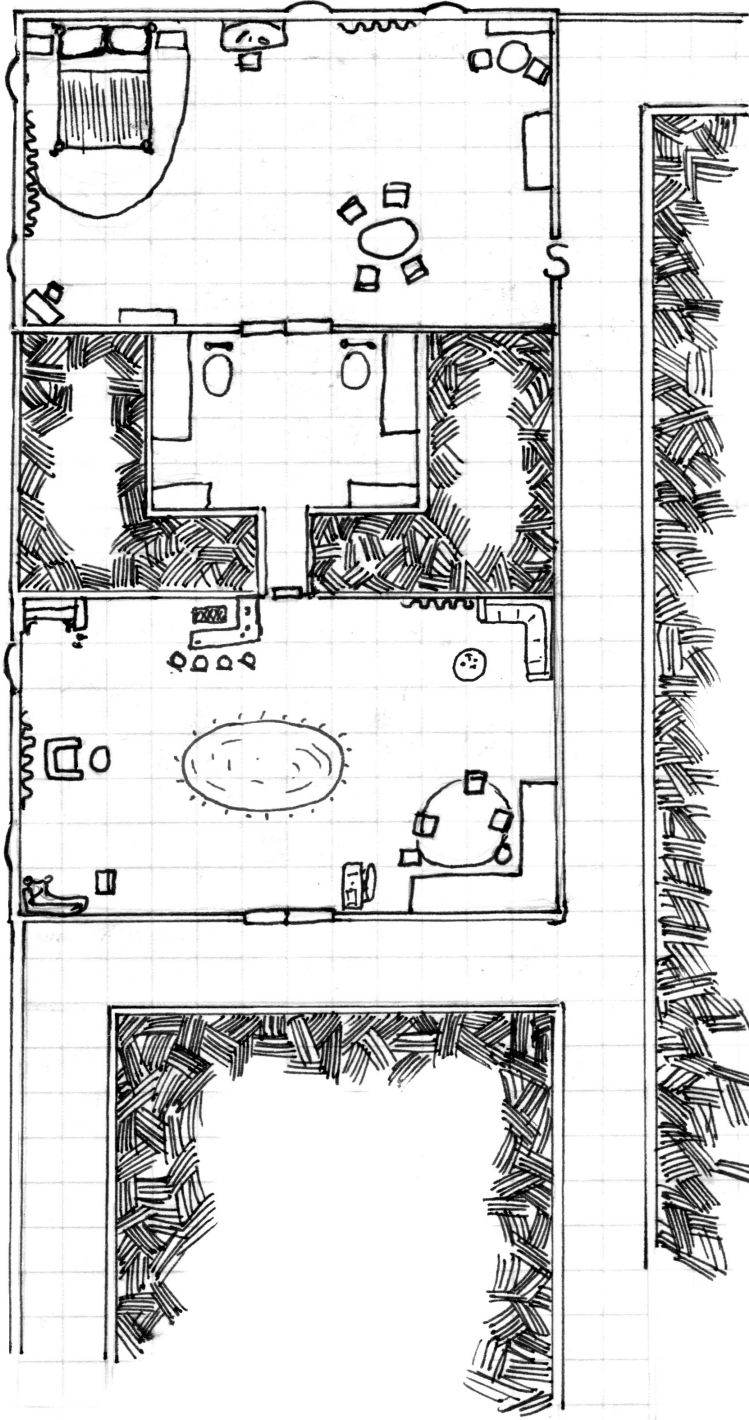
warrior named **Shel Tumbrul** (female human fighter, level 5, outlander background). Members of the guard are easily spotted with their tabards of bright blue—a color that dominates the interior of the keep. Those tabards bear the Reinson family crest—a chunk of azurite.

Though having the party members all serve as guards might be easiest for you to manage, some adventurers might want to take up other positions at the keep, including working as servants. No one is more invisible in high society than a servant, and taking on that role potentially gives characters wide latitude for exploring the keep. The first maid of the keep is **Briana Rells**, a kindly middle-aged woman who runs the household with efficiency and dedication. She is a trusted servant of High Steward Tavaras.

Working in the keep's library is an option as well. Though not boasting a large collection, the library has been a point of pride for the Reinson family for ages, and each successive generation has sought to add works to the family collection. Not surprisingly, the mainstay of the collection is a comprehensive set of treatises on mining, but a respectable survey on just about any subject can be found within the library's stacks. The curator of the library is a formal and overly starched elderly scholar named **Tarn Brillamp** (male human wizard, level 2, sage background).

Some of the characters might even wish to maintain their cover while





in the keep or maintain residences outside it. Likewise, servants are not forced to live within the keep, and the characters can decide to reside in town if they wish. However, the question of how a servant or guard can afford to stay at an inn is one the characters should seek to avoid.

Watching and Waiting

Once they join the ranks of the staff in the keep, the characters have their shifts scheduled along with all the other servants and guards. While working, characters have the chance to observe Baroness Helda Reinson, and to see the baron in closed council with his advisors, as well as in open petition as he hears citizens set forth grievances and requests. Characters who make an effort to observe the baron and baroness can make the following general observations:

- The baron seems always reserved, distant, and reticent. The characters will hardly ever see or hear him actually say anything. In matters of state—both in open hearing and in closed council—he seems to universally rely on the advice of Chamberlain Brice.
- The baroness is a spirited and passionate person, and she is often visibly and vocally upset about the baron's withdrawn state. She is aloof in the way one would expect a noble to be, and is not inclined to chat with servants or guards, much less to confide in them. Her maid Silvia almost always accompanies her. An affable human woman in her late twenties, Silvia cannot offer any information about what is going on beyond what the characters are able to observe on their own.
- Chamberlain Brice always has an officious and highhanded air about him. He never deigns to speak with any of the characters in their servant roles—nor really with anyone other than the baron. All the interactions that the adventurers observe between Brice and others involve the chamberlain giving perfunctory orders that he expects to be followed immediately. He is usually seen wearing a striking red cloak—an unusual color in a court dominated by the color blue.

working in the kitchens. The head cook is a surly and often intoxicated fellow named **Igor Danbit**. As long as the keep's many cooks, pages, and scullery maids do what they are told and stay out of Igor's way, he is harmless enough.

You can assign the characters specific roles and jobs within the keep, or you can allow the players to roleplay the characters into their own assignments. In any event and whatever jobs they settle on, the characters are offered simple lodgings in the servants' wing of the keep. These dormitory-style quarters are divided into different sections for kitchen servants, cleaners, laborers, and so forth. The Baron's Men have their own barracks nearby.

The NPCs named above either have private rooms

The manner in which these observations and interactions take place is dependent on the characters' actions, and on what general suspicions might have arisen from their conversations with NPCs in town and with High Steward Tavaras. In addition to the general information above, to be gathered through roleplaying,

a number of specific encounters occur as the characters pursue their investigation. These encounters do not have to be run in any particular order, and not all the encounters have to occur. As always, adapt these encounters and create new ones as necessary to fit the adventurers' actions.

Special XP Award

Each character earns a story award of 75 XP for fitting in among the keep servants and successfully observing the baron, the baroness, and the chamberlain in the course of their duties.

ACT 3: Trouble for the Baroness

However the characters seek to undertake their investigation, they very quickly learn that the Reinson household is not a happy one. The personality changes in the baron have not gone unnoticed by Baroness Helda.

Her husband's increasingly withdrawn and disengaged state has proven greatly upsetting to the spirited baroness. Even the most casual of surveillance attempts bears witness to screaming bouts, wherein the baroness's mounting frustration inspires her to upbraid the taciturn baron. However, such confrontations rarely provoke any response beyond an occasional grunt.

This dynamic has the entire household on edge, and has finally started to annoy the baron's puppet master, Marlipp. The cruel and crazed brain gorgon has thus taken steps to see the baroness removed, by having her jewelry coffer replaced with a reduced-sized hungry mimic.

The royal quarters of the keep are fronted by a receiving and sitting room, containing a fireplace and comfortable furniture designed for receiving the more familiar guests of the royal couple. Beyond this stands a short hall leading to the royal dressing room (featuring separate freestanding wardrobes, closets, and dressing tables for the baron and baroness), and an elaborate set of double doors that lead to the royal bedchamber.

Mimic Attack

The mimic attack takes place within the royal dressing room. The characters are alerted to the fact that something is amiss by the baroness's hysterical screams. In the likely event that at least some of the adventurers agreed to take on the role of guards, those characters are on duty outside the dressing room at the start of this encounter. You can arrange for other characters to be



nearby, according to their roles in the keep (delivering messages, cleaning the sitting room, and so on). Guard characters should be the first into the encounter, with other characters taking a few rounds to arrive in order to increase the challenge.

Because of the frequent yelling bouts between the baroness and the baron, any other servants in the area are reluctant to investigate. When the characters burst into the dressing room, they find the baroness's maid Silvia already slain. Her lifeless hands clutch the baroness's necklace, which she was seeking to put back into the coffer when the reduced-sized mimic (see "Development" below) struck. The baroness has backed away into a corner, and is screaming incoherently. The characters need to work quickly to save her.

Despite the mimic having been reduced in size by Marlipp's magic so as to take the place of the baroness's jewelry coffer (see below), it fights at its full strength.

MIMIC

Challenge 2 (450 XP)

Armor Class 12 (natural armor)

Hit Points 58 (9d8 + 18)

Speed 15 ft.

STR	DEX	CON	INT	WIS	CHA
17 (+3)	12 (+1)	15 (+2)	5 (-3)	13 (+1)	8 (-1)

Damage Immunities acid

Condition Immunities prone

Adhesive (Object Form Only). The mimic adheres to anything that touches it. A Huge or smaller creature adhered to the mimic is also grappled by it (escape DC 13). Ability checks made to escape this grapple have disadvantage.

Grapppler. The mimic has advantage on attack rolls against any creature grappled by it.

ACTIONS

Pseudopod. *Melee Weapon Attack:* +5 to hit, reach 5 ft., one target. *Hit:* 7 (1d8 + 3) bludgeoning damage. If the mimic is in object form, the target is subjected to its Adhesive trait.

Bite. *Melee Weapon Attack:* +5 to hit, reach 5 ft., one target. *Hit:* 7 (1d8 + 3) piercing damage plus 4 (1d8) acid damage.

When the adventurers successfully deal with the mimic and save the baroness, they find her understandably unhinged by the attack. She proves difficult to calm, and is capable only of uttering short, fragmented statements about "the monster." She has no useful information for the characters, though if anyone mentions the baron, they can confirm her anger and frustration toward him, delivered in that same fragmented style.

Treasure

If the remains of the mimic are searched, a successful DC 10 Wisdom (Perception) check reveals 4 gp and 20 sp lodged in the creature's digestive tract. Further, a successful DC 12 Dexterity (Sleight of Hand) check allows a character to secretly pilfer the baroness's necklace (worth 100 gp) from the hands of the dead Silvia. On a failed check, the theft is noticed by the baroness or any servant in the area, and the character will need to talk quickly to explain his or her actions.

Development

In the aftermath of the fight, the characters are likely to pose the obvious question: How did a mimic get in here? The answer is Marlipp's doppelganger servant Brylunt, who is currently impersonating Chamberlain Brice.

The doppelganger gained access to the dressing room by way of a secret door through the royal bedchamber, known only to the baron and the baroness. Under Marlipp's domination, the baron has given up that secret. By using his magic, Marlipp magically reduced the mimic's size and forced it to transform into a perfect duplicate of the baroness's jewelry coffer, then kept it docile while the doppelganger delivered it.

The bedchamber secret door is set behind an ancient tapestry depicting a rendering of the Copper Hills. Even if the tapestry is moved, though, the door remains well hidden, requiring a successful DC 20 Wisdom (Perception) check or Intelligence (Investigation) check to notice or discover where clever carpentry hides its seams in the patterned woodwork of the chamber walls. Direct pressure on a specific spot triggers the door to open silently.

If the secret door is discovered and opened, a character who succeeds on a DC 12 Wisdom (Perception) check notices a small piece of torn fabric float to the floor where it was previously torn off and trapped by the closed door. This piece of fabric is from Chamberlain Brice's cloak, which the doppelganger Brylunt snagged in his haste to close the door behind him after leaving the mimic in the dressing room.

The fabric is dyed bright red and is of obvious high quality. Any character recalls that Chamberlain Brice almost always wears a cloak of the same bright-red hue.

The characters should all be aware of Brice's position in the barony, and the risks they might run if they confront him with this evidence. If they do, the false chamberlain brushes their questions off and acts as described in the

next section. If any characters persist, whichever NPCs they work for in their servant roles order them in no uncertain terms to leave the chamberlain alone and focus on their jobs. Even so, the characters should now be armed with the knowledge that Brice is somehow involved with whatever is going on.

Special XP Award

In addition to XP awarded for defeating the mimic, each character earns a story award of 75 XP for playing a part in the discovery of the possible connection between Chamberlain Brice and the attack.

ACT 4: Chamberlain Brice

Because the characters were tipped off by Tavaras that Chamberlain Brice has been acting strange recently, they might choose to monitor him. Wherever the characters observe him while undertaking their duties in the keep, they find him to be short on words and always bearing a fixed expression of mildly hostile indifference.

Brice is a middle-aged human, balding and a bit on the plump side. He works out of offices in the keep that are locked at night and staffed by a secretary (a young woman named Tamara) during the day. The offices consist of an outer chamber (where Tamara works) that acts as a reception area and an inner chamber that is Chamberlain Brice's office.

Opening the locked office while Brice is away requires a successful DC 20 Dexterity check made using thieves' tools. Convincing Tamara that the characters have business requiring them to be admitted into Brice's office when he is not there requires a successful DC 17 Charisma (Intimidation or Persuasion) check.

Characters who gain access to the office find it ornate and well appointed, though it has a somewhat sterile and unused feel about it. The desk is immaculately tidy, and contains mundane ledgers and records concerning the running of the keep. All the records are kept in a neat hand, but are current only to approximately six months before (when Brylunt took the place of the real Brice).

Treasure

A successful DC 15 Intelligence (Investigation) or Wisdom (Perception) check made to carefully search or study the desk reveals a false bottom in its upper right-hand drawer. The space beneath contains a fat leather purse holding 75 gp.

Getting Close to the Chamberlain

If the adventurers try to approach Brice, he brusquely ignores them, muttering about "important matters" as he stalks off. Any formal requests for meetings with the chamberlain go unanswered.

If the characters attempt to follow Brice outside of the keep, they can succeed in doing so unnoticed if they take any reasonable precautions. The chamberlain makes two stops while being followed—at the refinery known as the Brick, and at his home. These encounters are set forth below. Adjust the encounters as necessary depending on whether the characters follow Brice to each location on different days.

Special XP Award

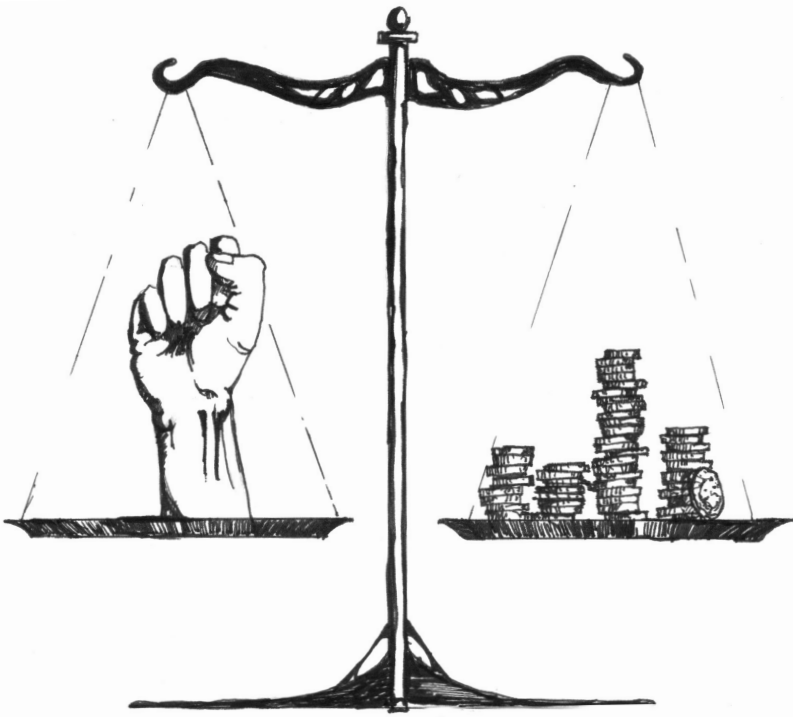
Each character earns a story award of 75 XP for successfully infiltrating Brice's office or engaging in surveillance or observation of the chamberlain.

4a. The Brick

It is full dark by the time Chamberlain Brice makes his way to the refinery, despite the fact that all work for the day should be done and all the workers gone home. As the characters approach the Brick, read or paraphrase the following:

This squat, two-story structure sits perpendicular to the river, looking more like a weathered natural formation than something deliberately constructed. Its stonework is pitted and weathered, and the corners of the building seem almost rounded, attesting to its age. The air in the immediate vicinity smells—and even tastes—of sulfur. While not caustic enough to cause actual distress, the acrid air makes your eyes water and your nostrils burn.

Several plumes of colored smoke rise off the top of the building from unseen vents or chimneys. Even from a distance, you can hear the regular splashing cadence of the building's river-powered water wheel, located on its north side. A large set of double doors in the building's west wall must serve as the primary access for wagons and carts carrying ore and finished product. Another single door stands on the south wall, and a row of narrow windows approximately twenty-five feet off the ground runs along all four sides of the building.



As the characters watch, Brice produces a key and lets himself in through the single side door without any sort of preamble, then locks the door behind him. It takes a successful DC 15 Dexterity check made using thieves' tools to unlock the door. The main double doors are locked and barred from the inside, and can be opened only by breaking through them with a successful DC 25 Strength check. The high windows do not open, and are so covered with grime and soot that any character looking through them can discern only two spots of faintly glowing firelight on the floor below.

The only other access is a secret door leading to the Brick's back office area. It is impossible to visually detect from outside, and can be discovered only with a successful DC 24 Intelligence (Investigation) check. Opening the door then requires a successful DC 20 Dexterity check made using thieves' tools.

If the characters discover the secret door and enter that way, skip down to the "Back Office" section, and save the description of the interior of the refinery for when they explore in the aftermath of the confrontation with Manst and his crew.

If the characters enter through the side door, through the main doors, or by breaking a window and climbing down into the building, read or paraphrase the following:

Stepping across the threshold into the refinery, you are immediately hit by a blast of heat and noxious fumes. The air inside the building is

scorching hot and thick with whatever vapors are belching from the top of the building.

Within that reek, a row of carts runs from west to east along the center of the floor, away from the river. On either side of those carts stand two massive forges. Piles of what must be raw copper ore are heaped alongside large, squat containers full of some sort of black powdered substance. Vats and workbenches are arrayed along the east side of the building.

Over the gentle whooshing of the still-burning but inactive forges, you can make out the sound of a loud voice coming from the southeast corner of the building.

The entire area is lightly obscured because of the vapors present. The bins of black powder are filled with crushed charcoal, while the vats contain acid—both key components of the process that refines copper ore to azurite. The forges are lit and quite hot. Any creature that starts its turn in contact with a forge, or that comes into contact with a forge for the first time on its turn, takes 6d6 fire damage.

Back Office

Brice has already come and gone by the time the characters enter the refinery, having had a quick meeting, then slipping out through the secret door. The rough voice heard coming from the building's back office is **Manst**, the half-orc overseer of the refinery, who is in the pay and service of Marlipp. Two human **assistants** back him up, and are currently taking the brunt of his rage toward Brice.

Due to the poor visibility and ambient noise, anyone who succeeds on a DC 10 Dexterity (Stealth) check can sneak up to a position where they can hear Manst without being detected. If the characters fail to approach undetected, Manst hears them at the end of his monologue, and he and his assistants step out to investigate. Read the following once the characters are in a position to hear Manst:

"Every day, that worm comes here to check up on us," the rough voice growls. "Says he's doing the master's bidding. Well, he can tell the master the same thing I told him yesterday, and the day before that. Everything is fine! This week's shipment came in from the hills, and all the shipments are going out on schedule. But he'll be back tomorrow to check again! Of course he will."

The office contains only an old desk, a table, four chairs, and an old cabinet. The cabinet and desk are filled with shipping manifests, bills of lading, and the like, all related to the process of taking in the ore, refining it, and then shipping the azurite out.

The secret door is much easier to discover from the inside of the building, requiring only a successful DC 15 Wisdom (Perception) check or Intelligence (Investigation) check, and providing a clear sign of how Brice left the building.

Refinery Fight

If the characters all successfully advance to the back office without being seen, they catch Manst and his assistants by surprise. Alternatively, at any point when the characters are seen by Manst and his goons, the half-orc angrily declares, “That idiot let himself get followed!” The three then attack.

As a result of Marlipp’s domination, all these foes fight to the death. If either Manst or his assistants are somehow incapacitated and taken prisoner, they provide no useful information to the party, no matter the method or means used. Marlipp has erected powerful psionic barriers in the minds of all his servants in the event of them being interrogated.

Development

A thorough search of Manst and a successful DC 12 Wisdom (Perception) check reveals a distinctive tattoo on his upper right arm. This shows the sigil for the Ceaseless—a balance scale with a stack of coins on one side and a clenched fist on the other. Because the Ceaseless keeps a low profile and is relatively new to Ockney’s Hold, a successful DC 20 Intelligence (History) check is necessary to identify the mark.

A careful reading of the records in the office and a successful DC 15 Intelligence (Investigation) check reveals something odd. Once a week, a few boxes of powdered azurite leave the refinery and are shipped back to the mines from whence the copper ore originated. Also present is a ledger indicating payments for wagon drivers and laborers, along with a small strongbox containing 78 gp and 112 sp.

Special XP Award

In addition to XP awarded for defeating Manst and his assistants, each character earns a story award of 50 XP for learning of the strange shipments of azurite heading back to the mines.

ASSISTANTS (2)

Challenge 1/8 (25 XP)

Armor Class 12 (leather armor)

Hit Points 11 (2d8 + 2)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
11 (+0)	12 (+1)	12 (+1)	10 (+0)	10 (+0)	10 (+0)

Senses passive Perception 10

ACTIONS

Scimitar. *Melee Weapon Attack:* +3 to hit, reach 5 ft., one target. *Hit:* 4 (1d6 + 1) slashing damage.

Light Crossbow. *Ranged Weapon Attack:* +3 to hit, range 80 ft./320 ft., one target. *Hit:* 5 (1d8 + 1) piercing damage.

MANST

Challenge 2 (450 XP)

Armor Class 13 (hide armor)

Hit Points 67 (9d8 + 27)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
16 (+3)	12 (+1)	17 (+3)	9 (–1)	11 (+0)	9 (–1)

Senses passive Perception 10

Reckless. At the start of his turn, Manst can gain advantage on all melee weapon attack rolls during that turn, but attack rolls against him have advantage until the start of his next turn.

ACTIONS

Greataxe. *Melee Weapon Attack:* +5 to hit, reach 5 ft., one target. *Hit:* 9 (1d12 + 3) slashing damage.

4b. Brice Manor

The residence of Chamberlain Brice is easy to find, whether the characters follow him from the Brick or simply ask any of the townsfolk for directions. The estate is one of the best-known residences in Ockney’s Hold, as it was once the home of previous barons before the keep was completed over a hundred years ago.

The following description assumes that the characters approach the residence at night, so modify as needed. Read or paraphrase the following as the characters make their approach:

A ten-foot-high wrought-iron fence surrounds the grounds of a gothic-styled and obviously very old manse. The uneven light cast from street lanterns reveals an ornate set of double gates that open to a stone-paved approach. Despite the poor quality of the light, the landscaping is clearly elaborate, and surrounds the central structure on all four sides. The home is set back some fifty feet from the gates, and features an oversized front door constructed of black wood, flanked by two brightly burning lanterns.

Garden Tour

Brylunt, the doppelganger who has replaced Brice, has an interest in gardening, and has taken it upon himself to make some “upgrades” to the Brice estate. He has planted a number of nasty things around the grounds to help dissuade uninvited visitors.

On the west side of the property, near the path through the elaborate landscaping, the characters come across a **cobra flower**. If they explore the east side, they encounter a **green brain**, while the back and front of the house feature two patches of **flowershroud**. (These are all monsters from Necromancer Games’ *Fifth Edition Foes*. See the “New Monsters” section for more information.)

COBRA FLOWER

Challenge 2 (450 XP)

Armor Class 11

Hit Points 51 (6d10 + 18)

Speed 5 ft.

STR	DEX	CON	INT	WIS	CHA
17 (+3)	13 (+1)	16 (+3)	1 (-5)	13 (+1)	9 (-1)

Senses passive Perception 11; tremorsense 30 ft.

Damage Vulnerabilities necrotic

Damage Immunities psychic

Condition Immunities exhaustion, frightened, stunned, unconscious

ACTIONS

Bite. *Melee Attack:* +5 to hit, reach 10 ft., one target. *Hit:* 8 (1d10 + 3) piercing damage plus 4 (1d8) acid damage, and the target is grappled (escape DC 13). This attack automatically hits if the target is already grappled by the cobra flower.

GREEN BRAIN

Challenge 1 (200 XP)

Armor Class 12

Hit Points 17 (5d6)

Speed 10 ft.

STR	DEX	CON	INT	WIS	CHA
6 (-2)	14 (+2)	10 (+0)	7 (-2)	12 (+1)	16 (+3)

Languages telepathy

Senses truesight 60 ft.

ACTIONS

Psychic Bolt. *Ranged Attack:* automatic hit (range 50 ft., one target). *Hit:* 12 (2d8 + 3) psychic damage, or half damage if the target makes a successful DC 13 Intelligence saving throw.

FLOWERSHROUDS (2)

Challenge 1 (200 XP)

Armor Class 11

Hit Points 19 (3d10 + 3)

Speed 5 ft.

STR	DEX	CON	INT	WIS	CHA
6 (-2)	12 (+1)	12 (+1)	0 (-5)	0 (-5)	6 (-2)

Damage Resistances bludgeoning and piercing from nonmagical attacks

Damage Immunities psychic

Condition Immunities charmed, frightened, prone, stunned, unconscious

Senses tremorsense 60 ft.

Innocent Appearance. A patch of flowershroud looks completely natural to the untrained eye. The flowershroud has advantage on Dexterity (Stealth) checks, and those checks are opposed by the observer’s Wisdom (Nature) check, not Wisdom (Perception).

ACTIONS

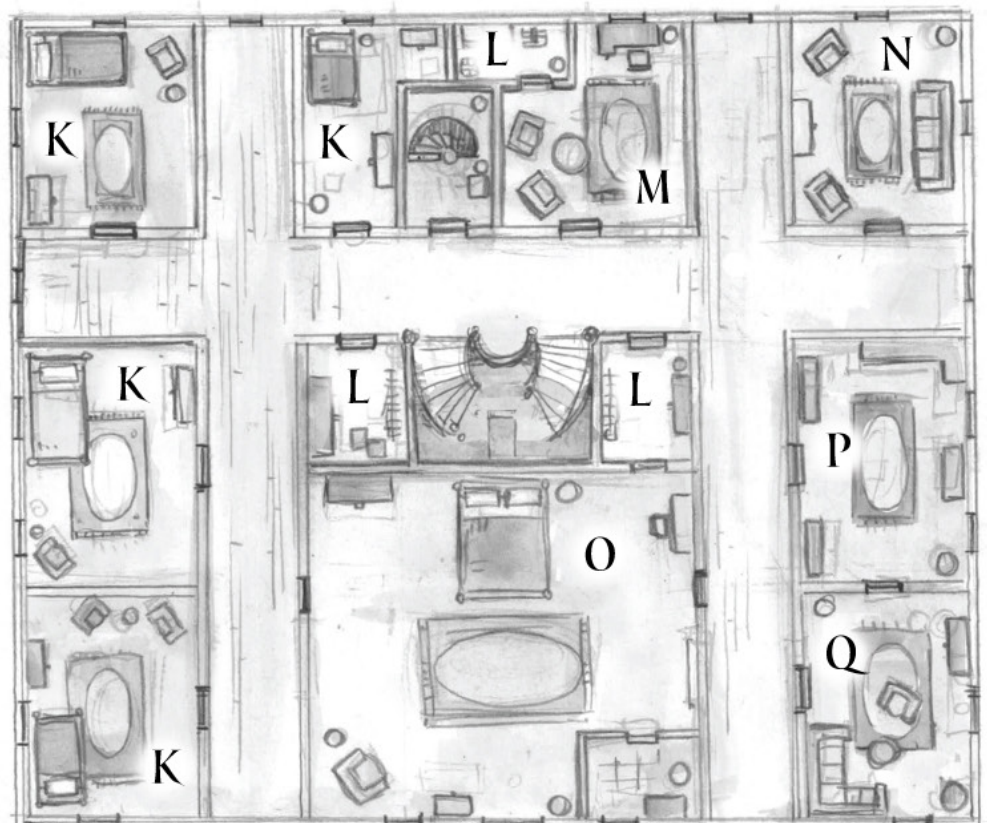
Multiattack. The flowershroud makes three attacks with its thorn strands.

Thorn Strands. +3 to hit, reach 15 ft., one target. *Hit:* 4 (1d6 + 1) piercing damage, and the target must make a successful DC 11 Constitution saving throw or be affected by shroudblossom poison. (The target falls prone and goes into convulsions lasting 1d6 rounds unless the poison effect is ended early with magic. During that time, the character is incapacitated and takes 1d4 poison damage at the start of each of its turns.)



— KEY —

- A - Grand Entry
- B - Lounge/Sitting Room
- C - Gallery
- D - Formal Dining Room
- E - Library
- F - Kitchen
- G - Pantry
- H - Storage
- I - Small Dining Room
- J - Servant's Quarters
- K - Guest Bed Rooms
- L - Closets
- M - Study/Office
- N - Den
- O - Master Bed Room
- P - Trophy Room
- Q - Sun Room



Working by Day

If the adventurers decide to investigate the manor while Brice is working at the keep, adjust the encounters as necessary. The Ceaseless agents will be set up as indicated, waiting for Brice to return in the evening. However, with the false Brice not at home, the characters can simply find the real Brice locked in the closet next to the study/office (see below).

Taking the real Brice back to the keep causes the false Brice to be quietly arrested on Tavaras's orders, without the baron's knowledge. The characters can then be part of the interrogation of the doppelganger Brylunt that reveals the information in the "Development" section of "Study/Office—Area M."

Making an Entrance

The front door is illuminated by the two lanterns flanking it, each of which is mounted on a post eight feet high. These lanterns are built to shutter light downward, nicely lighting the area around the front door. A careful examination or a DC 13 Intelligence (Arcana) or Wisdom (Perception) check reveals that these are magical lamps, created with the *continual flame* spell. Though stoutly attached, a lantern can be removed with a DC 15 Strength check.

Read or paraphrase the following as the characters approach the front door:

Three stone steps rise from the paved walk to an ornately carved black wooden door. Sturdy and featuring no window or peephole, the door features a handle and a detailed knocker in the shape of a mantichore's head, both crafted out of a dull silvery metal.

Banging the knocker accomplishes nothing other than alerting the creatures inside the house.

Brylunt the doppelganger has had time to make a few alterations to the manor, improving the front door's lock and adding a needle trap to it. Any examination reveals that the door is locked, and that it is too strong to break down. A successful DC 17 Dexterity check made using thieves' tools can unlock it. However, spotting the trap is more challenging, requiring a successful DC 20 Intelligence (Investigation) or Wisdom (Perception) check. It takes a follow-up successful DC 20 Dexterity check made using thieves' tools to disarm the trap.

If the trap is not disarmed, it is triggered by any attempt to pick the lock. Three needles fly straight down from the

lintel above the door, striking the character picking the lock. Each needle makes an attack roll with a +8 modifier, and deals 1d2 poison damage on a hit. A creature hit by a needle must then make a DC 11 Constitution saving throw against the serpent venom that coats it, taking 3d6 poison damage on a failed save, or half as much damage on a successful one.

Other possible ways into the manor include the servants' entrance on the west side of the building, close to the kitchen. This stout oaken door is both locked (requiring a successful DC 15 Dexterity check using thieves' tools to pick) and barred (requiring a successful DC 22 Strength check to force it). All the first-floor and second-floor windows are locked by a mechanical latch that can neither be picked nor forced (though any window could be broken to allow the characters to gain entrance). Finally, a secret door can be found at the back of the house, but it is concealed by vegetation and requires a DC 22 Intelligence (Investigation) check to find it. This is the door that the doppelganger Brylunt (in the guise of Chamberlain Brice) uses to enter the house.

Wake-Up Call

The setup of this encounter assumes that the characters enter the manor by way of the main doors. If they instead force the servants' door, they alter the actions of those waiting inside. Thaldar, asleep in the kitchen, is awoken by the forced entry and jumps to his feet, cleaver in hand and ready to meet the party. From the grand entry, Xunthan and his gang hear the noise and the fight in the kitchen. Still Song and Brindle investigate but will not engage the characters. Rather, they retreat back to the entry, rejoining Xunthan and Grint to await the adventurers.

From upstairs, Brylunt does not hear any of the commotion downstairs, focused as he is on reading Brice's thoughts.

Looking in through any of the windows reveals the rooms as labeled on the map, with each area containing appropriate furnishings and accessories. There are no windows in the kitchen or the pantry. If the characters approach the manor at night, most of the rooms are dark, though light comes from a couple of the second-floor windows, including the study/office (area M). A well-lit room on the first floor is revealed as the library (area E). Dim light shines from both the gallery (area C) and the lounge/sitting room (area B), coming from the lanterns in the grand entry (area A).

Welcome Party

Once the characters have successfully opened the front door and entered the manor, read or paraphrase the following description of the grand entry (area A):

The front door opens up to a grand entry featuring dark wooden flooring, fine woodgrain paneling on the walls and ceiling, an obviously expensive crystal chandelier (currently unlit), and narrow tables on each side of the chamber bearing lit but banked glass lanterns. The area is approximately twenty feet wide and three times that length. Broad openings can be made out to the east and west sides of the hall, roughly thirty feet ahead of you. In the dim far reaches of the room, you can make out a set of double doors, as well as a twin set of staircases that ascend to the second floor.

When the characters move forward to reach the open doorways to the east and west, they encounter Brylunt's welcome party.

Having noticed the decrease in azurite shipments in recent weeks, the Ceaseless brass has sent a team to investigate. They know that Marlipp has replaced Chamberlain Brice with the doppelganger Brylunt. Having found the servants' door impassible (and not discovering the secret door at the rear of the manor), the syndicate's enforcers temporarily disarmed the trap at the front door, picked the lock, and then relocked and trapped the door. They are now lying in wait for Brylunt, in order to demand an accounting and an explanation.

The leader of the Ceaseless gang is **Xunthan T'ez**, a male drow. Like many others of his kind, he left the great drow cities of the Deep Dark to pursue a more promising future elsewhere. **Grint**, a human fighter; **Still Song**, a half elf cleric; and **Brindle**, a halfling fighter, accompany Xunthan.

Because of its poor lighting, the entire area of the grand entry is lightly obscured. As a result, the characters likely have disadvantage on Wisdom (Perception) checks to spot the Ceaseless gang. Xunthan hides near the stairs, waiting for Brylunt to arrive. He steps out as the party approaches, at which point the characters see Grint stepping into view from the east, while Still Song and Brindle emerge from the west. Despite likely having the drop on the party, Xunthan and company do not immediately attack. Rather, they assume the characters are working for Brylunt, and attempt to question them about what is going on with the azurite supply.

With his shortsword drawn, Xunthan starts off by

asking where Brylunt is. The characters can attempt Charisma (Deception or Persuasion) checks to deceive or distract Xunthan, opposed by his Wisdom (Insight) check (a +2 modifier). If the characters successfully deceive Xunthan and keep the exchange going, he mentions that they are here to investigate "Marlipp's Tasties," and to find out why recent shipments have been light.

If the characters are able to successfully deceive Xunthan, the conversation might go in any number of possible directions. If someone in the party thinks to pass the characters off as other operatives of the Ceaseless, Xunthan asks who ordered them to Ockney's Hold. If asked the same, he replies, "Reginald."

As soon as Xunthan gets any sense that the characters do not work for Brylunt or Marlipp, he orders his associates to attack. Knowing that failing in their mission will bring harsh reprisals from the Ceaseless syndicate, these operatives all fight to the death.

Development

If the characters manage to incapacitate and interrogate one or more of the operatives, they can tell them nothing beyond the general scope of their mission. They do not know what Tasties are, and know nothing about their distribution or delivery other than the fact that recent shipments have been compromised.

BRINDLE

Challenge 1/2 (100 XP)

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

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

ACTIONS

Multiattack. Brindle makes two melee attacks.

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

Shortbow. Ranged Weapon Attack: +2 to hit, range 30/120 ft., one target. **Hit:** 3 (1d6) piercing damage.

STILL SONG

Challenge 1/4 (50 XP)

Armor Class 10

Hit Points 9 (2d8)

Speed 30 ft.

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

Skills Medicine +4, Religion +2

Senses passive Perception 12

Spellcasting. Still Song is a 1st-level spellcaster. Her spellcasting ability is Wisdom (spell save DC 12, +4 to hit with spell attacks). She has the following cleric spells prepared:

Cantrips (at will): *light, sacred flame, thaumaturgy*

1st level (3 slots): *bless, cure wounds, sanctuary*

ACTIONS

Club. *Melee Weapon Attack:* +2 to hit, reach 5 ft., one target. *Hit:* 2 (1d4) bludgeoning damage.

GRINT

Challenge 1/2 (100 XP)

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

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

ACTIONS

Multiattack. Grint 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.

A thorough search of Xunthan and a successful DC 16 Wisdom (Perception) check reveals a distinctive tattoo on his upper right arm (the same as seen on Manst previously). This shows the sigil for the Ceaseless—a balance scale with a stack of coins on one side and a clenched fist on the other. Because the Ceaseless keeps a low profile and is relatively new to Ockney's Hold, a successful DC 20 Intelligence (History) check is necessary to identify the mark if the characters have not already done so.

XUNTHAN

Challenge 1/4 (50 XP)

Armor Class 16 (leather armor)

Hit Points 23 (3d8 + 5)

Speed 30 ft.

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

Skills Insight +2, Perception +2, Stealth +4

Senses darkvision 120 ft., passive perception 12

Fey Ancestry. Xunthan has advantage on saving throws against being charmed and magic cannot put him to sleep.

Innate Spellcasting. Xunthan's spellcasting ability is Charisma (spell save DC 11). He can innately cast the following spells requiring no material components:

At will: *dancing lights*

1/day each: *darkness, faerie fire.*

ACTIONS

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

Hand Crossbow. *Ranged Weapon Attack:* +4 to hit, range 30/120 ft., one target. *Hit:* 5 (1d6 + 2) piercing damage and the target must succeed on a DC 13 Constitution saving throw or be poisoned for 1 hour. If the save fails by 5 or more, the target is also unconscious while poisoned. The target wakes up if it takes damage or if another creature takes an action to shake it awake.

Treasure

Xunthan carries a *+1 shortsword*, as well as 26 gp and 15 sp. Grint has 4 gp, 22 sp, and 15 cp. Still Song has 17 gp, 18 sp, and a moonstone ring worth 50 gp. Brindle has 31 gp and 8 sp.

Exploring the Manor

As the characters explore the manor, they discover the rooms as labeled on the map. Each area contains appropriate furnishings and accessories, but nothing else of interest, with the exception of two areas: the kitchen (area F) and Chamberlain Brice's upstairs study (area M).

Kitchen (Area F)

When Brylunt assumed the role of Chamberlain Brice, he immediately discharged all the manor's servants, not wanting to risk being discovered by anyone who knew Brice well. He brought in his own minion—a mercenary named **Thaldar**—who keeps the place looking lived in and prepares meals for Brylunt. The rest of the time,

Thaldar spends his days drinking his way through the manor's wine supply.

When the characters approach the kitchen, they find Thaldar sleeping off his most recent bender (preventing him from hearing combat anywhere else in the manor). Listening at the door to the kitchen with a successful DC 14 Wisdom (Perception) check reveals the sound of light snoring therein. If the characters open the door stealthily (Thaldar's passive Perception is 6 while he lightly dozes), read or paraphrase the following:

A large and well-appointed kitchen features a bulky stove against the north wall, pots and pans hanging from hooks, and numerous cabinets and shelves filled with food stuffs and laid out in good order. An island table dominates the center of the room. Slumped in a chair on the far side of the table is the source of the snoring—a large, older, grizzled human male asleep with his chin on his chest. Two empty wine bottles stand on the table in front of him. Near the bottles lies a large cleaver of some sort.

The characters might seek to stealthily move up to Thaldar, hoping to incapacitate him before he wakes. However, any character doing so without first succeeding on a DC 17 Wisdom (Perception) check fails to see the numerous shards of glass scattered across the floor of the kitchen—the results of Thaldar's previous revels.

The shards aren't large enough to deal damage, but any character who steps on the glass creates a loud crunching sound that instantly awakens Thaldar. As soon as he sees that the source of the noise is not Brylunt, he attacks. Fearing what Brylunt will do to him for allowing intruders into the manor, Thaldar fights to the death.

Development

If he is incapacitated and interrogated, Thaldar confesses that his employer, Brylunt, is a doppelganger, and that the real Chamberlain Brice is a captive upstairs. (Feeding and cleaning up after the chamberlain is one of Thaldar's responsibilities.)

Thaldar's possessions are in one of the upstairs bedrooms. They include nothing of value beyond a coin purse holding 20 gp, 17 sp, and 32 cp.

THALDAR

Challenge 5 (1,800 XP)

Armor Class 12

Hit Points 112 (15d8 + 45)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
18 (+4)	15 (+2)	16 (+3)	10 (+0)	12 (+1)	15 (+2)

Saving Throws Str +7, Dex +5, Con +6

Skills Athletics +10, Intimidation +5

Senses passive Perception 11

Brave. Thaldar has advantage on saving throws against being frightened.

Brute. A melee weapon deals one extra die of its damage when Thaldar hits with it (included in the attack).

ACTIONS

Multiattack. Thaldar makes three melee attacks.

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

REACTIONS

Parry. Thaldar adds 3 to his AC against one melee attack that would hit him. To do so, he must see the attacker and be wielding a melee weapon.

Study/Office (Area M)

Brylunt has made his way here by way of the secret door in the rear of the house, avoiding (and unaware of) the Ceaseless operatives waiting for him in the entry hall. He has converted the large closet storeroom adjacent to the study into a makeshift cell for Chamberlain Brice, keeping him alive and spending a few hours each evening engaging him in conversation. This allows the doppelganger to use his Read Thoughts ability to help refine his knowledge of Brice's behavior and speech patterns. As Brylunt would like to make sure this is a long-term impersonation, he wants to make his Brice as perfect and authentic as possible.

When the characters arrive at the study, Brylunt is doing just that. They find him sitting in a chair on the threshold of the open storage room, facing Brice where he is bound and sitting on the floor. When the door is opened, it makes a loud click unless the characters have any way to mute it. As the characters enter the room, read or paraphrase the following:

Opening the door from the hallway reveals a well-lit and sumptuously furnished study. A large ornate desk dominates the center of the room.

Two comfortable-looking chairs sit in front of the desk, while another sits behind it. Several cabinets line the walls, along with a fine freestanding clock. On the left side of the room, you see an open door into some sort of adjacent closet or storeroom. Seated on a chair in that doorway, Chamberlain Brice turns to you with a perplexed expression. Beyond him, tied up and sitting on the floor, you see a figure that looks like a haggard copy of the seated chamberlain. This second Brice looks up at you, hope flaring in his eyes

BRYLUNT (DOPPELGANGER)

Challenge 3 (700 XP)

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 Deception +6, Insight +3

Condition Immunities charmed

Senses darkvision 60 ft., passive Perception 11

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 is not transformed. It reverts to its true form if it dies.

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 is not 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.

As soon as he sees the adventurers, Brylunt demands to know who they are (if the characters have not yet interacted with him) and what business they have breaking into his house. Any conversation is simply to stall for time, however, as he tries to figure out what's going on. As soon as the doppelganger sees an opening, he attacks, knowing that his game is up.

Development

As is common with his kind, Brylunt is a coward. If he does not immediately gain the upper hand against the party, he attempts to flee. If that fails and he is captured, he says anything to try to save his own skin.

Brylunt quickly gives up the details of his involvement in Marlipp's scheme, but he also spews out any falsehood that he thinks might curry favor with the party. Many Wisdom (Insight) checks contested by the doppelganger's Charisma (Deception) checks should play out during this colloquy.

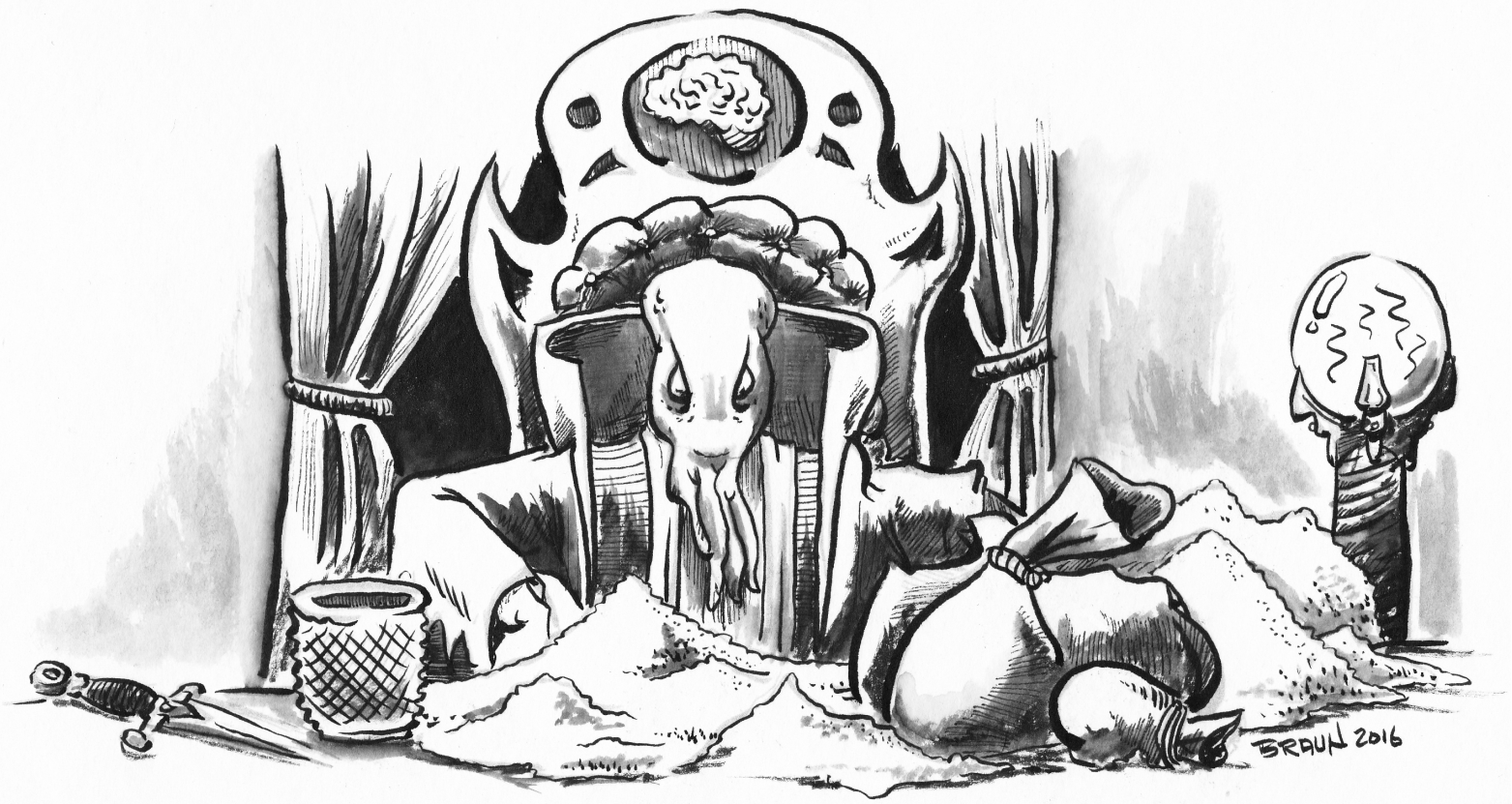
Some of the false information Brylunt reveals includes the names of people he describes as higher-ups in the Ceaseless syndicate (all of them made up on the spot), and that Marlipp's co-conspirator in Ockney's Hold is the High Steward Tavaras. He also offers up a fictitious password that he says opens a secret door to the baron's treasury in the keep. In addition to those creative prevarications, the doppelganger divulges the following truthful information if he is given assurances of his immediate release:

- Marlipp is a brain gorging, and is part of some sort of criminal organization called the Ceaseless.
- The Ceaseless discovered that powdered azurite is highly intoxicating to brain gorgers.
- The syndicate installed Marlipp in Ockney's hold to oversee acquisition and delivery of powdered azurite.
- Marlipp hired Brylunt to replace Chamberlain Brice, helping to ensure that there would be no opposition to his activities.
- Marlipp has a lair in the mines to the east of Ockney's Hold in the Copper Hills.

If Brylunt escapes or is slain by the characters before they can interrogate him, this information can be put together from the scattered documents on the desk with a successful DC 12 Intelligence (Investigation) check.

Treasure

Brylunt's stash is well hidden underneath a loose floorboard in the study (a location that not even the real Brice is aware of). A careful search and a successful DC 19 Wisdom (Perception) check discovers the space, which conceals a pouch containing two bloodstones (worth 50 gp each), two garnets (100 gp each), and an aquamarine (500 gp), as well as a +1 dagger, 51 gp, and 62 sp.



Development

Once rescued, Chamberlain Brice is understandably grateful for his release. He describes his months of imprisonment at the hands of the loathsome Brylunt, and somewhat nervously asks if the party has dealt with Brylunt's muscle, Thaldar (see "Kitchen—Area F," above).

Brice then asks who sent the characters to rescue him. When he learns of Tavaras's involvement, he is obviously pleased. He relates that he was attacked on his way home one night, shortly after the baron had begun to act strangely and take an unusual and newfound interest in the copper mines. Brice awoke bound in the storage room next to his office. He relates that Thaldar was cruel (and has the bruises to show it), and describes how Brylunt interrogated him daily for more information about the baron and the barony.

Brice strongly urges the characters to continue to act as though nothing is amiss, as he has no idea how deep the conspiracy goes. He suggests that he quietly resume his duties the next day to make contact with Tavaras. The two of them can then try to unravel the truth of what's going on.

Brice knows nothing about Marlipp, the azurite trade, or the Ceaseless. If he overheard any interrogation of Brylunt, or if the characters share what they have learned, Brice urges them to seek out Marlipp's lair for definitive proof of the Ceaseless's activities.

Special XP Awards

In addition to XP awarded for defeating the guardians and foes in Brice Manor, each character earns a story award of 100 XP for successfully gleaning the truth from Brylunt regarding Marlipp and his control of the mines in the Copper Hills. If the characters are distracted by false information gained from Brylunt, adjust this award down as you see fit.

ACT 5: Ambush

By now, the adventurers' activities have attracted Marlipp's attention, whether through word of their involvement in saving the baroness, or through the psychic link he shares with the creatures he has dominated, including Manst.

After obtaining a general description of the characters, the brain gorgon orders some of his hired help in Ockney's Hold to capture or (preferably) kill them. Under orders from their captain Drast Grimbank (another of Marlipp's agents), the town guard has been forbidden from intervening. The characters are on their own.

This encounter can take place in any out-of-the-way area of Ockney's Hold. At whatever point and time works, read or paraphrase the following:

As if the unrelenting damp cold and the general grime of this quarter of Ockney's Hold weren't enough to make you long for your rooms in the keep, the light crowd before you suddenly parts to reveal three heavily armed and rough-looking individuals staring straight at you. At the same time, you sense additional figures behind you even before you see them, boxing you in. Giving you no time to even utter a word, the ruffians advance while drawing their weapons.

Five **ruffians** on Marlipp's payroll take part in this attack, with three in front and two behind. All are human, and one is the obvious leader. They fight relentlessly until three of them are down. At that point, the remaining assailants flee. If any are captured, they have nothing useful to tell the party, as all five suffer the same sort of psionic block imposed on the operatives at the refinery. If any surviving ruffians are turned over to the town guard, the guards on duty take care of them, but have little interest in the details of why or how they were apprehended.

RUFFIAN LEADER

Challenge 2 (450 XP)

Armor Class 15 (studded leather)

Hit Points 65 (10d8 + 20)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
15 (+2)	16 (+3)	14 (+2)	14 (+2)	11 (+0)	14 (+2)

Saving Throws Str +4, Dex +5, Wis +2

Skills Athletics +4, Deception +4

Senses passive Perception 10

ACTIONS

Multiattack. The ruffian leader makes three melee attacks: two with its scimitar and one with its dagger. Alternatively, the leader makes two ranged attacks with its daggers.

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

Dagger. *Melee or Ranged Weapon Attack:* +5 to hit, reach 5 ft. or range 20/60 ft., one target. *Hit:* 5 (1d4 + 3) piercing damage.

REACTIONS

Parry. The ruffian leader adds 2 to its AC against one melee attack that would hit it. To do so, the leader must see the attacker and be wielding a melee weapon.

RUFFIANS (4)

Challenge 1/8 (25 XP)

Armor Class 12 (leather armor)

Hit Points 11 (2d8 + 2)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
11 (+0)	12 (+1)	12 (+1)	10 (+0)	10 (+0)	10 (+0)

Senses passive Perception 10

ACTIONS

Scimitar. *Melee Weapon Attack:* +3 to hit, reach 5 ft., one target. *Hit:* 4 (1d6 + 1) slashing damage.

Light Crossbow. *Ranged Weapon Attack:* +3 to hit, range 80 ft./320 ft., one target. *Hit:* 5 (1d8 + 1) piercing damage.

ACT 6: The Copper Hills

The region to the immediate east of Ockney's Hold is mostly flat and dotted with farmsteads punctuated by the occasional country inn. The well-traveled east road passes through these lands before winding into the Copper Hills. While in Ockney's Hold, the characters will have learned that the mines are a three-day ride to the east.

Making inquiries with Brice or Tavaras (or simply asking around town) reveals that ore shipments come in approximately once a week from the mines, and that there are several permanent wagon camps along the route.

Before leaving Ockney's Hold, the characters might think to question any of the wagon drivers or miners who regularly travel the east road (or they might run into a shipment of ore sent out from the mines as they travel, as you determine). If they do, a successful DC 12 Charisma (Persuasion) check (or DC 10 if the check is prefaced by buying a round of drinks) allows them to learn that the Copper Hills have a bit of a wild reputation, and that ore wagons are always accompanied by armed guards.

The characters can arrange with Tavaras to obtain mounts, or they can purchase their own at the usual cost. Borrowing a horse-drawn cart or wagon is also possible, but any wagon drivers who have made the run can warn the characters that the road becomes tough to navigate close to the mines.

Day 1

The first day of travel east out of Ockney's Hold is uneventful, and the characters encounter many travelers as they pass a number of farmsteads. The

lands east of the town are evidently fertile, based on the variety of crops seen. Most of the farms seem reasonably prosperous, and although travelers and farmers are understandably wary of any obviously well-armed party, they are friendly for the most part.

The characters can either spend the night at one of the road's frequently used wagon camps, or they can stay at the Copper Kettle or the Laughing Otyugh, one of the country inns a full day's ride out of Ockney's Hold. There are no encounters that evening, unless you desire otherwise.

Day 2

The second day of travel sees the party start the gentle climb toward the Copper Hills. The number of farms seen and travelers encountered drops as the road starts its gradual ascent.

The terrain also starts to change. The mostly flat range and farmland turns to isolated patches of scrub, which in turn slowly transforms into full stands of trees and then unbroken forest. At the end of the second full day of travel from Ockney's Hold, the characters enter the Copper Hills.

Night Encounter

The evening of the second night offers a 50 percent chance of an encounter while the party is camped. Alternatively, you can simply choose that an encounter happen. In either event, choose from among the following:

- Four **gnolls** have wandered down from the hills in search of delicious humanoid flesh, and have seen the party's fire. If two of the four gnolls are slain, the rest think better of their plan and flee.
- Three **dire wolves** have scented the party. With their evening's hunting having been unsuccessful so far, they are willing to see if the characters might make a reasonable meal. If one dire wolf is killed, the other two run off in search of easier prey.
- An **ogre** has taken up residence near the party's camp, cleverly thinking that people on the road might have stuff, and knowing how much he just loves stuff. This ogre visits the party's camp with the thought that a few smacks from his greatclub should convince the characters to part with their belongings. If reduced to half its hit points or fewer, or if the characters think to each offer the creature some impressive-looking mundane gear for its collection, the ogre retreats.

- A pack of twenty **stirges** is on the wing this evening, looking for a tasty meal. Assuming that the adventurers' blood fits the bill, the stirges swoop in to attack. If half the stirges are killed, the rest fly off.

GNOLLS (4)

Challenge 1/2 (100 XP)

Armor Class 15 (hide armor, shield)

Hit Points 22 (5d8)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
14 (+2)	12 (+1)	11 (+0)	6 (-2)	10 (+0)	7 (-2)

Senses darkvision 60 ft., passive Perception 10

Languages Gnoll

Rampage. When the gnoll reduces a creature to 0 hit points with a melee attack on its turn, the gnoll can take a bonus action to move up to half its speed and make a bite attack.

ACTIONS

Bite. *Melee Weapon Attack:* +4 to hit, reach 5 ft., one creature. *Hit:* 4 (1d4 + 2) piercing damage.

Spear. *Melee or Ranged Weapon Attack:* +4 to hit, reach 5 ft. or range 20/60 ft., one target. *Hit:* 5 (1d6 + 2) piercing damage, or 6 (1d8 + 2) piercing damage if used with two hands to make a melee attack.

Longbow. *Ranged Weapon Attack:* +3 to hit, range 150/600 ft., one target. *Hit:* 5 (1d8 + 1)

DIRE WOLVES (3)

Challenge 1 (200 XP)

Armor Class 14 (natural armor)

Hit Points 37 (5d10 + 10)

Speed 50 ft.

STR	DEX	CON	INT	WIS	CHA
17 (+3)	15 (+2)	15 (+2)	3 (-4)	12 (+1)	7 (-2)

Skills Perception +3, Stealth +4

Senses passive Perception 13

Keen Hearing and Smell. The wolf has advantage on Wisdom (Perception) checks that rely on hearing or smell.

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

ACTIONS

Bite. *Melee Weapon Attack:* +5 to hit, reach 5 ft., one target. *Hit:* 10 (2d6 + 3) piercing damage. If the target is a creature, it must succeed on a DC 13 Strength saving throw or be knocked prone.

OGRE

Challenge 2 (450 XP)

Armor Class 11 (hide armor)

Hit Points 59 (7d10 + 21)

Speed 40 ft.

STR	DEX	CON	INT	WIS	CHA
19 (+4)	8 (-1)	16 (+3)	5 (-3)	7 (-2)	7 (-2)

Senses darkvision 60 ft., passive Perception 8

Languages Common, Giant

ACTIONS

Greatclub. *Melee Weapon Attack:* +6 to hit, reach 5 ft., one target. *Hit:* 13 (2d8 + 4) bludgeoning damage.

Javelin. *Melee or Ranged Weapon Attack:* +6 to hit, reach 5 ft. or range 30/120 ft., one target. *Hit:* 11 (2d6 + 4) piercing damage.

STIRGES (20)

Challenge 1/8 (25 XP)

Armor Class 14 (natural armor)

Hit Points 2 (1d4)

Speed 10 ft., fly 40 ft.

STR	DEX	CON	INT	WIS	CHA
4 (-3)	16 (+3)	11 (+0)	2 (-4)	8 (-1)	6 (-2)

Senses darkvision 60 ft., passive Perception 9

ACTIONS

Blood Drain. *Melee Weapon Attack:* +5 to hit, reach 5 ft., one creature. *Hit:* 5 (1d4 + 3) piercing damage, and the stirge attaches to the target. While attached, the stirge does not attack. Instead, at the start of each of the stirge's turns, the target loses 5 (1d4 + 3) hit points due to blood loss.

The stirge can detach itself by spending 5 feet of its movement. It does so after it drains 10 hit points of blood from the target or the target dies. A creature, including the target, can use its action to detach the stirge.

Day 3

The third day of travel greets the party with cold weather and steady rain. The characters also find that as they continue to ascend, the quality of the road steadily declines. This does not pose a serious problem to the characters if they are on horseback, but if they are pulling a cart or wagon, traversing the road requires a successful DC 10 Wisdom (Animal Handling) check every four hours.

On a failure, the cart or wagon lurches off the track and becomes stuck. Freeing the wagon requires three characters to succeed on DC 15 Strength checks. If one or

more checks fail, the wagon is either damaged or becomes stuck in such a way that the party must abandon it.

Crying Kobolds

At some point during the third day, any characters with a passive Perception of 12 or higher hear an odd weeping sound faintly off to the north side of the road. Approaching through the trees reveals a kobold sitting on a rock, hunched over and weeping.

If the characters approach quietly (making successful Dexterity (Stealth) checks against the kobold's passive Perception), the kobold has its back to them. If they fail to approach quietly, the kobold hears them coming and is warily watching the party. In either event, the characters note the creature's streaming tears and what appears to be a look of profound sadness on its reptilian face.

If the characters talk to the kobold, it addresses them in Common, in a weepy yet hissing tone.

"So mean they are! Making fun of poor Grinda! Just because he like the small furries and does not like killing them. Not like eating them. Call me weak! Call me stupid! Drive me away. Grinda all alone. So sad."

Grinda is an example of one of those rare creatures that, for whatever reason, breaks from the evil tendencies of its kind. He is a vegetarian kobold who does not like killing, and was driven away from his pack because of his odd behavior. Grinda can be of substantial help to the party. His tribe has been "hired" (actually enslaved) by Marlipp to watch the approach to the mines, and to warn of any unusual or unexpected parties, individuals, or creatures approaching.

If asked about the mine, Grinda confirms that he knows of the "human digging hole," and of Marlipp the "scary head-hurt snakes man." He knows that humans driving carts go in and out, and that Marlipp lives deep in the mines and runs the place. Grinda tells the characters that his tribe lives near the mine's entrance tunnel, which they are ordered to watch. The kobolds run deeper into the mine to give warning of anything unusual.

If the characters show anything resembling kindness to poor Grinda, he offers to help them by leading the party to the mine entrance. Though this is no great service on its own (as the road leads directly there), he also tells the characters that he can distract his fellow kobolds watching the entrance, allowing the party to enter undetected.

If the characters take Grinda up on his offer, the kobold leads the party forward, while repeatedly urging them to stay "Quiets!"

Special XP Awards

Each character earns a story award of 25 XP if the party decides to aid Grinda without fighting him first.

Approaching the Mines

Either alone or with Grinda as a guide, the characters make the journey down the last stretch of road to reach the mine entrance. When they arrive (and depending on the time of day and available light), read or paraphrase the following:

After a final turn on the rough and ill-kept road, you finally sight the mines. Like the mouth of some huge and ancient toad, the entrance is wider than it is tall, and nothing but seemingly impenetrable darkness lies therein. The surrounding forest has been cut back to form a clearing in front of the entrance, around which stand a few ramshackle structures.

One small building might once have qualified as a storage shed or a cabin. Its door now lies off its hinges, and several holes in the roof are obvious even at a distance. Another larger and better-maintained building sits a bit closer to the mine entrance. Two obviously broken-down and long-abandoned carts sit off to one side of the entrance, while a number of hitching posts stand along the other side.

From this vantage point, the characters are approximately 100 feet from the mouth of the mines. A successful DC 18 Wisdom (Perception) check picks up movement in the underbrush about 50 feet to the left of the mine entrance. These are some of the kobold sentries Grinda warned of.

If the characters took Grinda up on his offer, he tells them to stay put while he goes forward and distracts the watchers. He then runs toward the source of the movement, shrieking in Draconic while waving his hands in the air above his head. If anyone in the party speaks Draconic, they understand Grinda to be shouting, "I did it! I killed something!" As the kobold disappears into the underbrush, the characters see the sentries move to follow him. They are then free to move forward and through the entrance of the mines unnoticed.

KOBOLDS (10)

Challenge 1/8 (25 XP)

Armor Class 12

Hit Points 5 (2d6 – 2)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
7 (–2)	15 (+2)	9 (–1)	8 (–1)	7 (–2)	8 (–1)

Senses darkvision 60 ft., passive Perception 8

Languages Common, Draconic

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

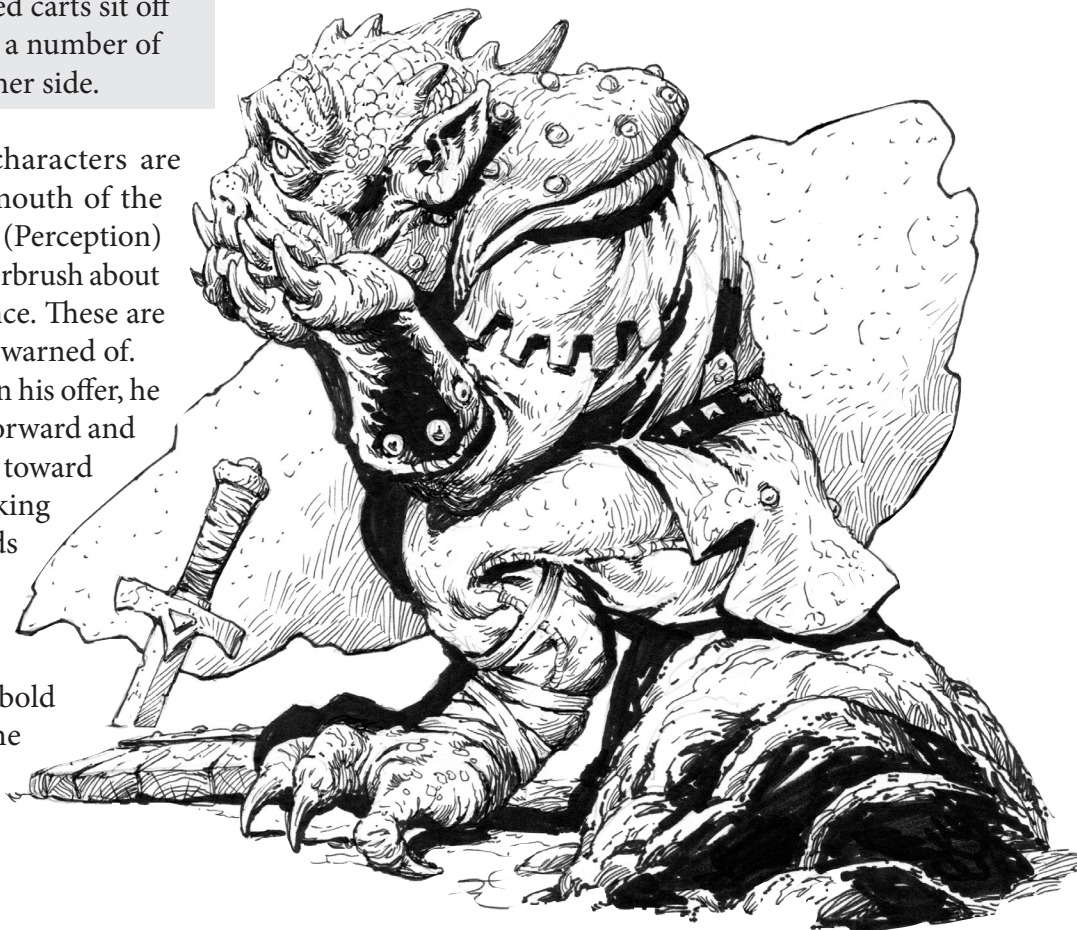
Pack Tactics. The kobold has advantage on an attack roll against a creature if at least one of the kobold's allies is within 5 feet of the creature and the ally is not incapacitated.

ACTIONS

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

Sling. *Ranged Weapon Attack:* +4 to hit, range 30/120 ft., one target. *Hit:* 4 (1d4 + 2) bludgeoning damage.

In the event that the characters did not gain Grinda's aid, they have a hard time reaching the mine entrance unchallenged. Grinda's tribe has a lair about 100 feet to the left of the mine entrance — a set of small caves



where a total of twenty kobolds have taken up residence. Fully half of those are ready and eager to fight at any time.

If the characters move toward the mine entrance or the spot where they might have seen movement, five kobolds step forward from the underbrush and demand in Common to know who they are. Only saying the name of Marlipp in the first few words of any response can stave off a kobold attack.

If the characters do not respond, or if they try to talk their way through without invoking Marlipp's name, the kobolds jump to the attack. In the second round of combat, five more kobolds charge in from the direction of their lair.

The kobolds break off their attack when half of them have fallen. Two kobolds flee into the mine in an effort to warn Marlipp, while the others retreat in the direction of their lair.

Development

The decrepit building is an old storage shed. A number of rough and well-used mauls, picks, and other tools are strewn about, but the shed contains nothing of value.

The larger building is the miner's bunkhouse. It is presently empty, with all the miners inside the mine. Though the miners aren't crazy about the kobolds, their presence at the entrance means that the miners are free to work with no need to keep watch.

Inside the bunkhouse are twelve cots, most of which look as though they've seen recent use. Worthless (and often quite dirty) personal effects are scattered around. A number of footlockers present all have simple locking mechanisms, requiring only a successful DC 10 Dexterity check made using thieves' tools to open. If all the footlockers are sprung and searched, the characters can amass 5 gp, 33 sp, and 105 cp in coin. A pantry at one end of the bunkhouse holds basic cooking implements and dried foodstuffs.

ACT 7: The Mine

The following general conditions are found within all areas of the mine:

- Torches are set into brackets on the rough walls of the mine tunnels. Only about two-thirds of available torches are lit at any time, making this lighting intermittent and patchy. This results in areas of bright light and dim light punctuated by darkness.
- Mine tunnels vary in width from 10 to 15 feet, and are 7 to 10 feet high. Unless otherwise noted, each tunnel has a mine cart track running down the middle of it.

7a. Mine Entrance

When the characters pass through the mine entrance, read or paraphrase the following:

As you enter the gigantic maw of the mine entrance, your eyes quickly adjust to the dim light. Torches mounted intermittently on the walls keep some of the darkness at bay. The roughly worked stone of the vast entry chamber reflects the hard work of years of mining.

A set of cart tracks starts approximately twenty feet inside the entrance, extending away to the east for approximately one hundred feet before splitting in two. One set of tracks disappears from view down a dark tunnel bearing northeast, while the other does the same down a torchlit tunnel to the southeast. A pile of broken rock near the head of the track is presumably where mine carts are dumped after being pulled up out of the depths of the mine.

At the head of the tracks, an array of 8-inch-by-8-inch wooden beams is staked into the ground to act as a stop to the carts brought up to the surface. The pile of rock is copper ore mixed with other rubble, all of which bears a blue hue.

As the characters move farther into the entrance, they catch sight of several mining carts set off to either side of the tracks. A cursory examination reveals that most of the carts are broken and abandoned, but one still seems functional. It has a yoke of sorts on one end, apparently designed to aid in pushing the cart, along with two sets of ropes and harnesses mounted on either side, which are used by the miners to pull the carts up out of the depths.

Active mining operations are taking place down the southeast tunnel. Marlipp and his friends have taken up residence to the northeast. If the characters have entered quietly and anyone attempts to listen at the fork where the two tunnels diverge, a successful DC 14 Wisdom (Perception) check alerts the listener to the rhythmic and distant sounds of metal objects striking stone coming from the southeast tunnel, which is set with burning torches. Nothing can be heard from the northeast tunnel, whose torches are unlit. Both tunnels descend at a slope of approximately 15 percent.

7b. Southeast Mine Tunnel

When the characters explore the southeast tunnel, read or paraphrase the following:

After descending several hundred feet along the serpentine mine tunnel, you hear the sounds of sharp tools striking rock grow increasingly louder. More immediately though, from somewhere closer in front of you comes a sudden grating sound of metal on metal, accompanied by labored breathing and the occasional curse.

The acoustics of the tunnel allow the characters to hear the approach of five **miners** pushing and pulling an ore-laden mining cart up to the surface. The miners are engrossed in this labor-intensive and monotonous task, so that unless the characters make an unusual amount of noise, they should be able to approach the ascending miners without being noticed.

If the characters wish to ambush these miners, any reasonable attack plan gives them surprise. Even if the characters don't attack, the jittery miners are on edge because of their fear of the mysterious Marlipp, and they assume that any intruders who got past the kobold sentries are up to no good. The miners immediately drop their cart harnesses and grab their picks so as to be able to fight back. They attack with these mining tools if they win initiative, but surrender if given any opportunity to do so.

MINERS (5)

Challenge 0 (10 XP)

Armor Class 10

Hit Points 4 (1d8)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
10 (+0)	10 (+0)	10 (+0)	10 (+0)	10 (+0)	10 (+0)

ACTIONS

Pickaxe. Melee Weapon Attack: +2 to hit, reach 5 ft., one target. *Hit:* 2 (1d4) piercing damage.

Runaway Mine Cart

As they extricate themselves from their harnesses, the panicked miners forget to set the mine cart brake, causing the cart to roll back down into the mine—laden with ore and weighing nearly one thousand pounds. The cart can be stopped easily in the first round as an action. In the second round of its rolling backward, stopping the cart requires an action and a successful DC 20 Strength check. By the third round, the cart is moving too fast to be stopped.

Development

If hostilities are averted, the miners plead with the adventurers for their lives. All are locals who took the job for its good pay, and who know nothing about the conspiracy in Ockney's Hold. They tell the characters that eight more miners are down in the tunnels below, including the foreman, a dwarf named Thelg Delver.

If the characters ask about Marlipp, the miners become visibly frightened. None of the mine's rank-and-file workers has ever seen the mysterious overseer, knowing only that he runs the mine from somewhere down the disused northeast tunnel. With fear, they also relate how a fellow miner who was insubordinate toward Thelg was dragged down to meet with Marlipp, and never seen again. They cannot provide any details of what defenses might be set up in the northeast tunnel, as they have not dared to enter there since Marlipp took over the mine six months ago.

Mine Tunnel Brawl

If no one managed to stop the escaped mine cart, during or after any conversation with the miners, the characters hear a distant booming sound. This is punctuated by the sound of screaming and metal grating on metal, as the runaway cart finds the current track stop where the rest of the miners are working.

If the characters continue to descend the southeast tunnel, they encounter several branching tunnels that are all dark. If any are explored, they eventually dead-end where the copper vein that particular tunnel was following played out.

Thelg Delver, the newly installed dwarf overseer of the mines, is presently in the southeast tunnel below the adventurers, working with a mining crew. If the characters avoided conflict with the ascending miners and were able to stop the runaway cart, they can descend carefully to find **Thelg Delver**, his two chief **henchmen**, and five **miners** at work. The characters can attempt Dexterity (Stealth) checks against Thelg's passive Perception 11 to catch the group by surprise.

If the mine cart escaped or a loud fight ensued, Thelg is ready for the party, and is carefully leading his crew up the tunnel. Thelg and the others can attempt Dexterity (Stealth) checks opposed by the characters' Wisdom (Perception) checks to try to take the party by surprise. If the cart was allowed to roll back into the mines, Thelg's group is down one miner, who was fatally injured when the cart crashed into the track stop.

THELG DELVER

Challenge 5 (1,800 XP)

Armor Class 12

Hit Points 112 (15d8 + 45)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
18 (+4)	15 (+2)	16 (+3)	10 (+0)	12 (+1)	15 (+2)

Saving Throws Str +7, Dex +5, Con +6

Skills Athletics +10, Intimidation +5

Senses passive Perception 11

Brave. Thelg has advantage on saving throws against being frightened.

Brute. A melee weapon deals one extra die of its damage when Thelg hits with it (included in the attack).

ACTIONS

Multiattack. Thelg makes three melee attacks.

+1 Greataxe. *Melee Weapon Attack:* +8 to hit, reach 5 ft., one target. *Hit:* 17 (2d12 + 5) slashing damage.

REACTIONS

Parry. Thelg adds 3 to his AC against one melee attack that would hit him. To do so, Thelg must see the attacker and be wielding a melee weapon.

HENCHMEN (2)

Challenge 1/8 (25 XP)

Armor Class 12 (leather armor)

Hit Points 11 (2d8 + 2)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
11 (+0)	12 (+1)	12 (+1)	10 (+0)	10 (+0)	10 (+0)

Senses passive Perception 10

ACTIONS

Longsword. *Melee Weapon Attack:* +3 to hit, reach 5 ft., one target. *Hit:* 5 (1d8 + 1) slashing damage.

Light Crossbow. *Ranged Weapon Attack:* +3 to hit, range 80 ft./320 ft., one target. *Hit:* 5 (1d8 + 1) piercing damage.

Thelg is very much Marlipp's creature, and he fights to the death knowing that a fate worse than that faces him should he fail. If Thelg is slain, any surviving henchmen and miners immediately surrender. They know nothing more than what the ascending miners knew and have likely already related to the adventurers.

MINERS (4 or 5)

Challenge 0 (10 XP)

Armor Class 10

Hit Points 4 (1d8)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
10 (+0)	10 (+0)	10 (+0)	10 (+0)	10 (+0)	10 (+0)

ACTIONS

Pickaxe. *Melee Weapon Attack:* +2 to hit, reach 5 ft., one target. *Hit:* 2 (1d4) piercing damage.

Development

A thorough search of Thelg and a successful DC 16 Wisdom (Perception) check reveals a distinctive tattoo on his upper right arm (the same as seen on Manst and Xunthan previously). This shows the sigil for the Ceaseless—a balance scale with a stack of coins on one side and a clenched fist on the other. Because the Ceaseless keeps a low profile and is relatively new to Ockney's Hold, a successful DC 20 Intelligence (History) check is necessary to identify the mark if the characters have not already done so.

Treasure

Thelg carries a +1 *greataxe*. The rest of the miners' possessions are worthless.

7c. Northeast Mine Tunnel

When the characters explore the northeast tunnel, read or paraphrase the following:

As you descend, the dim light from the wall-mounted torches in the main tunnel disappears behind you, making the darkness ahead seem absolute. The rough-hewn passage is starkly silent, making even the faint sound of your carefully placed footsteps seem deafening.

Even if the characters are able to navigate the dark tunnel with no light, Marlipp is aware of their arrival if they interacted with either the kobolds or Thelg Delver and his crew (see above), with whom he shares a telepathic link. In any event, the mind gorgon is neither alone nor unprepared for visitors.

Grick Ambush (Area 7c-1)

After moving down the northeast tunnel for approximately 200 feet, a smaller tunnel entrance opens up to the north. On a narrow ledge above that entrance, a **grick** lies in wait, ready to pounce on any passersby from hiding. The grick has advantage on Dexterity (Stealth) checks made to hide when in rocky terrain.

Treasure

The grick's lair is 40 feet down the side passage, beyond which spread a number of empty tunnels that quickly dead-end as narrow cracks. The creature's nest is a rough pile of rocks and sand that holds five soft and rubbery eggs, each an oblong shape rather like a large grain of rice, and about three inches long. These eggs are worth 50 gp each to the right buyer.

With a more careful search of the nest and a successful DC 17 Wisdom (Perception) check, the characters find what at first glance appears to be a twig or small branch stuck into one side of the nest. Any examination reveals that the branch is tipped with a small crystal and is actually a *wand of magic missiles*.

GRICK

Challenge 2 (450 XP)

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

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.

Darkmantle Gauntlet (Area 7c-2)

Coaxing the grick to its guarding position was not enough for Marlipp. As the characters continue to descend the winding northeast tunnel, they encounter the next wave of sentries a little over 300 feet down from the grick tunnel. Near a cluster of several short dead end tunnels, four **darkmantles** cling to the ceiling of the passage, indistinguishable from lumps of stone. The darkmantles wait for any characters to pass underneath them, then activate their magical Darkness Aura before dropping to crush their prey.

DARKMANTLES (4)

Challenge 1/2 (100 XP)

Armor Class 11

Hit Points 22 (5d6 + 5)

Speed 10 ft., fly 30 ft.

STR	DEX	CON	INT	WIS	CHA
16 (+3)	12 (+1)	13 (+1)	2 (-4)	10 (+0)	5 (-3)

Skills Stealth +3

Senses blindsight 60 ft., passive Perception 10

Echolocation. The darkmantle cannot use its blindsight while deafened.

False Appearance. While the darkmantle remains motionless, it is indistinguishable from a cave formation such as a stalactite or stalagmite.

ACTIONS

Crush. *Melee Weapon Attack:* +5 to hit, reach 5 ft., one creature. *Hit:* 6 (1d6 + 3) bludgeoning damage, and the darkmantle attaches to the target. If the target is Medium or smaller and the darkmantle has advantage on the attack roll, it attaches by engulfing the target's head, and the target is also blinded and unable to breathe while the darkmantle is attached in this way.

While attached to the target, the darkmantle can attack no other creature except the target but has advantage on its attack rolls. The darkmantle's speed also becomes 0, it can't benefit from any bonus to its speed, and it moves with the target.

A creature can detach the darkmantle by making a successful DC 13 Strength check as an action. On its turn, the darkmantle can detach itself from the target by using 5 feet of movement.

Darkness Aura (1/Day). A 15-foot radius of magical darkness extends out from the darkmantle, moves with it, and spreads around corners. The darkness lasts as long as the darkmantle maintains concentration, up to 10 minutes (as if concentrating on a spell). Darkvision cannot penetrate this darkness, and no natural light can illuminate it. If any of the darkness overlaps with an area of light created by a spell of 2nd level or lower, the spell creating the light is dispelled.

Marlipp's Lair

After descending another 150 feet, the northeast tunnel terminates in a wide cavern that Marlipp has claimed for his lair. He oversees both the mining operation and his machinations in Ockney's Hold from this spot. Because of his telepathic links with many of the servants the party has encountered, he is most likely not only aware of the adventurers' approach, but will also know a good deal about their fighting abilities.

As the characters enter this final part of the mine, read or paraphrase the following:

After what seems an endless descent through the mines, the tunnel before you unexpectedly widens, revealing the dimensions of a much larger subterranean chamber. Unlike the rest of the dark northeast tunnel, a dim light fills the cavern, coming off some sort of luminescent moss clinging to its rough stone walls.

In that light, you see many crates piled against the east wall, all bearing the emblem of Ockney's

Hold. The ubiquitous mining track terminates here. You also see the unexpected signs of furniture and other fixtures, indicating a more formal habitation.

Rising around you suddenly, you hear a chilling sound—a sibilant and sighing chuckle—coming from somewhere deeper in the gloomy chamber. In that far distance, you can see a humanoid figure dancing along the cavern wall, its odd-shaped head ending in a cluster of long tentacles. Then suddenly, the ground before you explodes, as two bestial creatures, their reptilian bodies covered with gray-black scales, emerge from the rock to attack.

These creatures are Marlipp's playmates—two **cerebral stalkers**. Their similarity in ecology to the brain gorgers produces the same euphoric reaction to Tasties, and the creatures have been hanging out with Marlipp to feed on humanoid brains and imbibe copious amounts of powdered azurite. In fact, their consumption of the drug has made the cerebral stalkers and their master somewhat unhinged.



Though the cerebral stalkers likely surprise the characters, they refrain from attacking to move around the party in a mildly curious daze, even as Marlipp capers madly in the background. Treat both cerebral stalkers as surprised, and don't roll initiative for them until all the adventurers have had a chance to act. Marlipp does not actively engage the characters unless he is attacked, or if both his playmates are killed.

Fighting Under the Influence

Because of the intoxicants they have imbibed, the cerebral stalkers cannot use their Fear Gaze or Cocoon abilities, and they cannot reuse their Earth Glide after making their dramatic entrance. (The text for those unused abilities appears in the "New Monsters" section.) As for Marlipp, his Stunning Pulse does not recharge as it normally would, and he cannot use his Enslave ability on any new creatures.

Even with the mind gorgers' combat prowess somewhat reduced, experienced players should know better than to attack the distracted Marlipp before they have dealt with his playmates. If they choose to take on all three at the same time, this encounter might well result in a total party kill. If the players seem to be on the cusp of such a tactical mistake, the choice to warn them of the consequence is, of course, entirely up to you.

CEREBRAL STALKERS (2)

Challenge 5 (1,800 XP)

Armor Class 16 (natural armor)

Hit Points 85 (10d8 + 40)

Speed 30 ft., burrow 20 ft., plus Earth Glide

STR	DEX	CON	INT	WIS	CHA
16 (+3)	15 (+2)	19 (+4)	11 (+0)	15 (+2)	16 (+3)

Skills Perception +8

Senses darkvision 60 ft., tremorsense 60 ft., passive Perception 18

ACTIONS

Multiattack. The cerebral stalker makes three attacks—one with its bite and two with its claws.

Bite. *Melee Weapon Attack:* +6 to hit, reach 5 ft., one target. *Hit:* 8 (1d10 + 3) piercing damage.

Claw. *Melee Weapon Attack:* +6 to hit, reach 5 ft., one target. *Hit:* 7 (1d8 + 3) slashing damage.

OTHER TRAITS

Cocoon, Consume Brain, and Earth Glide

Unless forced into melee combat, the brain gorgers uses his Stunning Pulse and his ranged spells on the adventurers, all the while continuing his creepy chuckling. Only if the entire party is incapacitated does he move forward and enjoy some brain treats using his Brain Gorge ability. However, should the adventurers prove stout enough to reduce Marlipp to half his hit points or fewer, he flees. After casting either *invisibility* or *dimension door* (and using *wall of force* to keep the adventurers at bay if need be), he exits by way of a secret door in the back of the chamber.

Development

If the adventurers survive to drive off Marlipp, they find that the dozens of crates in the cavern are all filled with powdered and refined azurite—Marlipp's Tasties. The furnishings present include a four-poster bed, a wardrobe, a comfortable chair, and a writing table. Both the table and the bed are mottled by a fine blue dust that anyone investigating the crates recognizes as azurite.

A package of correspondence banded together on the writing table contains a series of missives, bills of lading, and account sheets detailing the movement of copper ore to Ockney's Hold, followed by its refinement into azurite and its shipment out of town. These documents match those found in the back office of the refinery, but confirm that Marlipp has been cutting back on the amount of azurite shipped into the Deep Dark for the sake of maintaining his personal supply.

The packet also contains several letters from someone named Reginald, who in increasingly forceful language demands to know what is happening to the powdered azurite production. These letters bear the seal of the Ceaseless, which the characters will recognize if they have seen that mark tattooed on Thelg, Manst, or Xunthan.

Finally, the packet contains one document written in Common and an accompanying parchment covered in an odd sort of writing that resembles a series of broken lines. This is the written language of the brain gorgers. The note in Common mentions two separate places. The first is called Dun Delve (a Ceaseless stronghold) and the other is called Quinthrall (a brain gorgers colony) and the shipment of Tasties to both of these locations. A successful DC 18 Intelligence (Investigation) check enables a character to identify the second note as a translated version of the first. With this information, the characters should be able to easily confirm that the Tasties and the powdered azurite are one and the same, if they have not done so already.

MARLIPP (BRAIN GORGER)

Challenge 10 (5,900 XP)

Armor Class 16 (breastplate)

Hit Points 84 (13d8 + 26)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
12 (+1)	17 (+3)	15 (+2)	20 (+5)	18 (+4)	16 (+3)

Saving Throws Int +9, Wis +8, Cha +7

Skills Arcana +9, Deception +7, Insight +8, Perception +8,

Persuasion +7, Stealth +7, Survival +8

Senses darkvision 180 ft., passive Perception 18

Magical Resistance. The brain gorger has advantage on saving throws against spells and other magical effects.

Innate Spellcasting (Psionics). The brain gorger's innate spellcasting ability is Intelligence (spell save DC 17). It can innately cast the following spells, requiring no components:

At will: *detect thoughts*, *levitate*, *hypnotic pattern*

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

Spellcasting. The brain gorger is a 10th-level spellcaster. Its spellcasting ability is Intelligence (save DC 17, +9 to hit with spell attacks). The brain gorger has the following wizard spells prepared:

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

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

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

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

4th level (3 slots): *confusion*, *dimension door*

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

Finally, a successful DC 13 Intelligence (Investigation) or Wisdom (Perception) check and a focused search along the wall of the chamber farthest from the entrance reveals a secret door that slides open to reveal a dark passage beyond. This descends into the Deep Dark, and leads to the further adventures of the next module in this series—*Into the Deep Dark*.

Treasure

A search of the chamber also uncovers a coffer under the bed, which contains Marlipp's ill-gotten gains—45 pp, 175 gp, 10 star rose quartz gems (worth 50 gp each), 5 pearls (100 gp each), and 2 fire opals (1,000 gp each). The characters can also find the following magic items hidden beneath Marlipp's mattress: a *ring of jumping*, a *ring of fire resistance*, a *+1 flail*, a *cloak of elvenkind*, a *potion of climbing*, a *potion of water breathing*, and three *potions of healing*.

ACTIONS

Tentacles. Melee Weapon Attack: +9 to hit, reach 5 ft., one creature. **Hit:** 16 (2d10 + 5) psychic damage. If the target is Medium or smaller, it is grappled (escape DC 17) and must succeed on a DC 17 Intelligence saving throw or be stunned until this grapple ends.

Brain Gorge. Melee Weapon Attack: +9 to hit, reach 5 ft., one incapacitated humanoid grappled by the brain gorger. **Hit:** 60 (10d10 + 5) piercing damage. If this damage reduces the target to 0 hit points, the brain gorger kills the target by opening up its skull and feasting on the target's brain.

Stunning Pulse. The brain gorger emits a wave of mind-rending magical power in a 60-foot cone. Each creature in the area must succeed on a DC 17 Intelligence saving throw or take 23 (4d8 + 5) 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.

Enslave (1/Day). The brain gorger targets one creature it can see within 30 feet of it. The target must succeed on a DC 17 Wisdom saving throw or be magically charmed by the brain gorger until the brain gorger dies, it voluntarily releases the target, or until it is on a different plane of existence from the target. The charmed target is under the brain gorger's control and cannot take reactions. The brain gorger and the target can communicate telepathically with each other over any distance.

Whenever the charmed target takes damage, the target can repeat the saving throw. On a success, the effect ends. No more than once every 24 hours, the target can also repeat the saving throw when it is at least 1 mile away from the brain gorger.

Resolution

Any surviving miners told of the true identity of Marlipp flee the mines at once, pending the appointment of a new overseer.

By the time the characters return to Ockney's Hold, they find the town in a state of upheaval. The baron has thrown off the effect of Marlipp's Enslave ability (either because the frantic mind gorger ended that ability, knowing that his game was up, or simply because the baron finally succeeded on his saving throw). The characters will have a chance to meet with the baron as the next adventure begins.

So ends the Brain Gorger's Appetite.

~ NEW MONSTERS ~

BRAIN GORGER

Brain gorgers are among the most feared denizens of the deep dark. They are ruthlessly amoral, and live to feed on the psychic energy and brains of other sentient beings. While brain gorgers will work together to protect a colony or a city, they are most commonly encountered alone. They do occasionally interact with other psionic or psychic feeding creatures. They regard all other sentient races as food sources suitable only for dominating and consuming. Brain gorgers are not much for physical combat, vastly preferring to order their minions to attack while using their devastating psionic and spell abilities at a distance.

Medium aberration, lawful evil

Challenge 10 (5,900 XP)

Armor Class 16 (breastplate)

Hit Points 84 (13d8 + 26)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
12 (+1)	17 (+3)	15 (+2)	20 (+5)	18 (+4)	16 (+3)

Saving Throws Int +9, Wis +8, Cha +7

Skills Arcana +9, Deception +7, Insight +8, Perception +8, Persuasion +7, Stealth +7, Survival +8

Senses darkvision 180 ft., passive Perception 18

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

Innate Spellcasting (Psionics). The brain gorger's innate spellcasting ability is Intelligence (spell save DC 17). It can innately cast the following spells, requiring no components:

At will: *detect thoughts, levitate, hypnotic pattern*

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

Spellcasting. The brain gorger is a 10th-level spellcaster. Its spellcasting ability is Intelligence (save DC 17, +9 to hit with spell attacks). The brain gorger has the following wizard spells prepared:

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

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

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

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

4th level (3 slots): *confusion, dimension door*

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

ACTIONS

Tentacles. *Melee Weapon Attack:* +9 to hit, reach 5 ft., one creature. *Hit:* 16 (2d10 + 5) psychic damage. If the target is Medium or smaller, it is grappled (escape DC 17) and



must succeed on a DC 17 Intelligence saving throw or be stunned until this grapple ends.

Brain Gorge. *Melee Weapon Attack:* +9 to hit, reach 5 ft., one incapacitated humanoid grappled by the brain gorger. *Hit:* 60 (10d10 + 5) piercing damage. If this damage reduces the target to 0 hit points, the brain gorger kills the target by opening up its skull and feasting on the target's brain.

Stunning Pulse. The brain gorger emits a wave of mind-rending magical power in a 60-foot cone. Each creature in the area must succeed on a DC 17 Intelligence saving throw or take 23 (4d8 + 5) 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.

Enslave (1/Day). The brain gorger targets one creature it can see within 30 feet of it. The target must succeed on a DC 17 Wisdom saving throw or be magically charmed by the brain gorger until the brain gorger dies, it voluntarily releases the target, or until it is on a different plane of existence from the target. The charmed target is under the brain gorger's control and cannot take reactions. The brain gorger and the target can communicate telepathically with each other over any distance.

Whenever the charmed target takes damage, the target can repeat the saving throw. On a success, the effect ends. No more than once every 24 hours, the target can also repeat the saving throw when it is at least 1 mile away from the brain gorger.

CEREBRAL STALKER

A cerebral stalker is a carnivorous predator that lies in wait just below the surface of the ground for an unsuspecting victim to pass over or near it. When it detects prey with its tremorsense, the stalker bursts through the ground in a shower of rock and earth, seizes and cocoons its victim, and disappears into the ground to devour the victim's brain at its leisure. Companions of the cerebral stalker's intended victim are held at bay with its fear-inducing gaze—but the real terror is reserved for those the creature drags below ground, where they're destined to have their skulls chewed open and their brains devoured.

Medium aberration, chaotic evil

Challenge 5 (1,800 XP)

Armor Class 16 (natural armor)

Hit Points 85 (10d8 + 40)

Speed 30 ft., burrow 20 ft., plus Earth Glide

STR	DEX	CON	INT	WIS	CHA
16 (+3)	15 (+2)	19 (+4)	11 (+0)	15 (+2)	16 (+3)

Skills Perception +8

Senses darkvision 60 ft., tremorsense 60 ft., passive

Perception 18

ACTIONS

Multiattack. The cerebral stalker makes three attacks—one with its bite and two with its claws.

Bite. *Melee Weapon Attack:* +6 to hit, reach 5 ft., one target.

Hit: 8 (1d10 + 3) piercing damage.

Claw. *Melee Weapon Attack:* +6 to hit, reach 5 ft., one target. *Hit:* 7 (1d8 + 3) slashing damage.

OTHER TRAITS

Cocoon (3/day). As an action, a cerebral stalker can cocoon a grappled foe with sticky webbing. The webs completely encase the victim, excluding the top of the victim's head, its eyes, and its nose. The cocooned victim is restrained and anchored by the webs to the cerebral stalker's body. The cocooned creature can, as an action, attempt to break free with a successful DC 20 Str (Athletics) check or Dex (Acrobatics) check. The webbing can be cut open enough for a trapped character to escape with 8 points of slashing damage against AC 10.

Consume Brain. Once it has its victim underground, the cerebral stalker begins gnawing on the victim's head, rapidly chewing through bone and tissue, dealing 2d8 + 4 points of piercing damage each round. When the victim dies, the cerebral stalker reaches its goal: the victim's brain, which it promptly devours. A victim slain in this manner reanimates in 1d4 rounds as a zombie. Typically, the



cerebral stalker “tosses” them back up to the surface of the ground so their traveling companions can witness the reanimation and deal with their newly undead friend. Zombies created in this manner are under no one's control.

Earth Glide. A cerebral stalker can glide through any sort of natural earth or stone as easily as a fish swims through water. Its gliding leaves no sign of its passage or hint of its presence to creatures that don't possess tremorsense. It can bring cocooned victims along with it, but they have no special capacity for breathing while underground. Getting into the ground, however, is not as easy for the cerebral stalker as moving underground. It must spend four moves on four rounds (no dashing) melding into the ground. On the first round, the creature sinks to its knees; on the second round, to its waist; on the third round, to its neck; and on the fourth round, the stalker and any creature it has cocooned disappear completely underground. Melding into the ground does not provoke an opportunity attack. If the cerebral stalker is grappled while sinking into the ground, it must win a Str contest against its grapplers to sink farther that round. Dispel magic or a similar spell cast on a sinking cerebral stalker paralyzes it the same as a hold monster spell. The spot where the cerebral stalker sank radiates magic for one hour.

COBRA FLOWER

Cobra flowers draw nutrients from sunlight, soil, and water, but they also enjoy a diet of insects, rodents, animals, and even humanoids when they can catch one. These plant creatures can be found nesting in forests, and they sometimes take up residence near small population centers to feed on humanoids who wander into their reach. Many a child's or adult's disappearance can be attributed to a cobra flower.



When a cobra flower detects a living creature, it remains motionless until its prey is within 5 feet. It then spreads its leafy hood, opens its flowery bulb, and bites its prey, injecting acidic enzymes to break down and digest the victim.

Large plant, unaligned

Challenge 2 (450 XP)

Armor Class 11

Hit Points 51 (6d10 +18)

Speed 5 ft.

STR	DEX	CON	INT	WIS	CHA
17 (+3)	13 (+1)	16 (+3)	1 (-5)	13 (+1)	9 (-1)

Senses passive Perception 11; tremorsense 30 ft.

Damage Vulnerabilities necrotic

Damage Immunities psychic

Condition Immunities exhaustion, frightened, stunned, unconscious

ACTIONS

Bite. *Melee Attack:* +5 to hit, reach 10 ft., one target. *Hit:* 8 (1d10 + 3) piercing damage plus 4 (1d8) acid damage, and the target is grappled (escape DC 13). This attack automatically hits if the target is already grappled by the cobra flower.

GREEN BRAIN

Green brains are plant creatures grown by myconids and other malevolent races with aptitudes for magically altering and breeding plants. Green brains are reasonably intelligent, psychically potent, and entirely free of personal ambitions or thoughts of freedom—traits that make them useful to their masters for supervising and overseeing the activities of mindless or semi-intelligent creatures. Often the supervised species will be other plant creatures of some kind, but a green brain can also supervise brutish humanoids and other non-plant creatures of low intelligence.



The telepathy of green brains allows them to project mental commands and communication at a deep enough level that the brain's demands are clear even to mindless creatures such as oozes or monstrous plants. Indeed, the less intelligent the recipient of the orders, the stronger the green brain's hold over it.

Large plant, unaligned

Challenge 1 (200 XP)

Armor Class 12

Hit Points 17 (5d6)

Speed 10 ft.

STR	DEX	CON	INT	WIS	CHA
6 (-2)	14 (+2)	10 (+0)	7 (-2)	12 (+1)	16 (+3)

Languages telepathy

Senses truesight 60 ft.

ACTIONS

Psychic Bolt. *Ranged Attack:* automatic hit (range 50 ft., one target). *Hit:* 12 (2d8 + 3) psychic damage, or half damage if the target makes a successful DC 13 Intelligence saving throw.

FLOWERSHROUD

A flowershroud is a flowering plant that spreads across the ground and most other surfaces the same as any creeping plant. Its roots are extremely shallow, however, and it can pull them out of the ground in only a few seconds, then use them like tiny legs to literally creep across the ground and any other surface that a plant can cling to. They infest pleasant forest glades but



also grow along game trails, where movement off the trail is difficult. They move so slowly that most animals can escape from the danger by simply walking away, but their tendrils can lash out to a surprising distance. Unlike adventurers traveling through the wilderness, flowershrouds never need to stop for rest. They present their greatest danger at night, when travelers have made camp and gone to sleep. Then, flowershrouds can creep into a campsite to attack sleeping prey.

Large plant, unaligned

Challenge 1 (200 XP)

Armor Class 11

Hit Points 19 (3d10 + 3)

Speed 5 ft.

STR	DEX	CON	INT	WIS	CHA
6 (-2)	12 (+1)	12 (+1)	0 (-5)	0 (-5)	6 (-2)

Damage Resistances bludgeoning and piercing from nonmagical attacks

Damage Immunities psychic

Condition Immunities charmed, frightened, prone, stunned, unconscious

Senses tremorsense 60 ft.

Innocent Appearance. A patch of flowershroud looks completely natural to the untrained eye. The flowershroud has advantage on Dexterity (Stealth) checks, and those checks are opposed by the observer's Wisdom (Nature) check, not Wisdom (Perception).

ACTIONS

Multiattack. The flowershroud makes three attacks with its thorn strands.

Thorn Strands. +3 to hit, reach 15 ft., one target.

Hit: 4 (1d6 + 1) piercing damage, and the target must make a successful DC 11 Constitution saving throw or be affected by shroudblossom poison.

(The target falls prone and goes into convulsions lasting 1d6 rounds unless the poison effect is ended early with magic. During that time, the character is incapacitated and takes 1d4 poison damage at the start of each of its turns.)

Ockney's Hold

Population: 2,000

Alignment: Lawful neutral

Race Breakdown: Human 80%, dwarf 15%, other 5%

Ockney's Hold is an old walled town whose founding dates back at least one thousand years. A rural hub, it serves as the seat and major trade center of the Barony of Rawn. The lands of the surrounding countryside are reasonably tame, and dotted with farmsteads spread across rolling terrain.

Originally located on the east bank of the Oriana River, the original town expanded over centuries to occupy a good deal of the west bank as well. Ockney's Hold owes its existence to the nearby Copper Hills, some three days' ride to the east. The Copper Hills are rich with copper ore, which can be cheaply shipped down the easily navigable Oriana River. Based on the wealth of the mines, Ockney's Hold grew from a hamlet to become the seat of the barony.

The last fifty years have brought a new level of prosperity to Ockney's Hold, as the process of creating azurite—a semiprecious stone—from copper ore was perfected. This new technology has helped transform this small, backwater mining town into something resembling a civilized settlement. The production of azurite has also meant the presence of more skilled miners in the area, as well as related artisans such as refiners and jewelers seeking their own personal fortunes.

Ockney's Hold features a central keep that houses the household of Rawn's hereditary barony. The keep is relatively new, completed just over one hundred years ago. It is built entirely on a small island in the Oriana River and is accessible by two bridges—the Keep Bridge, connecting to the center of the east-side town; and the smaller North Bridge. The walled keep has its own central courtyard and stables, and is the residence of the baron and baroness, their household, the Baron's Men (the keep's private guard), and most of the keep's servants and staff.

The current baron is Oliver Reinson. He heads a small council of handpicked advisors that metes out justice, resolves disputes, creates local laws, and sets various taxes and tariffs. As part of his rule, the baron is responsible for maintaining and supplying the Town Guard (a force of some fifty soldiers), as well as for maintaining the town walls and gates, the central well, the island bridges, and other public works. Among those works is Eldon's Bridge, easily the greatest engineering work in the region. It

connects the larger eastern side of Ockney's Hold to the smaller west side districts and the majority of the area's overland trading routes.

The Oriana River is a slow-flowing river running generally northeast to southwest, approximately sixty feet across at Ockney's Hold and running some twenty feet deep. Though the area does get some snow in the winter, that season is generally mild, and the river remains open year round. The primary crossing point of the Oriana is Eldon's Bridge, which carries plentiful heavy cart and cargo traffic. The smaller Lover's Bridge, located south of the keep, is used mostly by locals and designed primarily for foot and carriage traffic.

Ockney's Hold features the usual services that one would expect in a town of its size, as well as a range of services not normally found outside larger settlements. A central market stands not far from the keep, featuring open-air stalls vending a wide variety of goods in the summer and on other fair-weather days. The agricultural products of the region are heavily represented here.

North of the keep and on the east bank of the river sits the largest building in town excepting the keep itself. The ore refinery (referred to by locals as "the Brick") is where raw copper ore is prepared for shipment out of town, and where most of the area's azurite is processed. The refinery has its own set of docks, and is powered by a water wheel turned by the gentle flow of the Oriana River. The locals turn a blind eye to both the foul-smelling water that drains from the refinery into the river, and the noxious fumes that escape from vents on top of the building.

Some of the most notable shops and businesses of Ockney's Hold include the following:

The Baron's Favor (Inn). The nicest inn in town, the Baron's Favor is owned by the Paulver family, and has been for many years. The current family head is Silva Paulver, who is proud of the quality of the fare offered at the inn, and who lionizes the high quality of the establishment to any who will listen. The dominant color of the decor in the Baron's Favor is blue—the color of azurite, which dominates the baron's court. Well-to-do merchants and foreign visitors not housed in the keep usually take rooms here. The baron himself occasionally sups here.

The Copper Cup (Tavern). Clean and comfortable, the Copper Cup is the largest and best-known tavern in Ockney's Hold. The place is owned by Timon Randle (human male rogue, level 3), who was a merchant based out of the south before relocating to the area. Gregarious and friendly, Timon is pleased that his business is doing

so well, and seems to know everyone in town.

Zan's Trading Emporium (*Trading Post*). Located near the east landing of Eldon's Bridge, Zan's is the usual stopping and starting place for incoming and outgoing trade caravans. Featuring a large stable and two separate warehouses, Zan's is the most likely spot to try to find work in Ockney's Hold as a caravan guard. Zan Rillen is an older human male who built his business over years through hard work. As a result, he is greatly respected around town.

The Orc's Eye (*Inn*). This old and ramshackle inn is located near the west-side docks. While other parts of Ockney's Hold might have modernized, the Orc's Eye clings to the town's frontier mining roots. The food is below average but cheap, and the drinks are strong. Though the inn's rooms are arguably better than sleeping out of doors, no one would ever mistake them for clean. A brother and sister team of halflings—Mart and Celia Brandlegwig (both halfling rogues, level 4)—owns the Orc's Eye. The inn is frequented by riverboat operators plying the Oriana, and by miners on their way into or out of the Copper Hills.

Zert's Edge (*Smithy*). Zert (male dwarf fighter, level 4) is a bit of an eccentric who has built quite the reputation as a smith. Zert is the go-to guy in town for weapons and armor, known for the high quality of his work and how well his weapons hold their sharp edge. He also takes commissions of other fine metalwork. Do not bother Zert with broken axles or other mundane metalwork, though. He gruffly directs anyone looking for that kind of help to go down to the river and seek any number of "qualified" smiths there.

The Capering Goblin (*Tavern*). Located in a converted and remodeled slaughterhouse, the Capering Goblin has two features that set it apart from the other taverns in town. First is its basement, which allows for two separate bar areas. The second is the inn's dueling clavichords. On most evenings, performers take requests from the crowd, making for a festive sing-along atmosphere. The clavichords are located upstairs, making the basement bar the quieter and more intimate of the two.

The Capering Goblin is considered quite fashionable, especially among the younger residents of Ockney's Hold. Berg Chance (human male) oversees the operation. Regarded as a savvy entrepreneur, he is well respected in town for his innovative ideas.

Phillip's Sundries (*General Store*). Phillip Rastman (human male) is a former caravan leader who decided that the coin coming into Ockney's Hold from the azurite trade was too much to pass up, so he bought a storefront

and set up shop. Heavy on mining supplies, Phillip's Sundries contains an impressive collection of wares, from adventuring gear to household goods.

The Iron Ingot (*Tavern*). Located along the main road leading to Eldon's Bridge, the Iron Ingot is known as the locals' hangout. Though not fancy, it is reasonably clean and run by a retired miner named Anbar Scree (male dwarf fighter, level 2), who lost his left hand in a mining accident years ago.

The Mother (*Temple*). The domains of the Mother are medicine, fertility, and agriculture. This sprawling old abbey is currently run by Priestess Madeline Summers (female human cleric, level 6, acolyte background), who oversees approximately a dozen other clerics. The Mother serves Ockney's Hold as a hospital, as well as a place of worship. *Potions of healing* are available for purchase at the Mother.

The Sun (*Temple*). The domains of the Sun are commerce, industry, and law. The Sun is a recently refurbished complex comprised of a central courtyard surrounded by several smaller structures, all connected to the main hall. Cleric Danvin Ornton (human male cleric, level 5, acolyte background) heads this temple. The Sun acts as the region's bank, performing basic accounting services for fees in addition to being a place of worship.

The Phantasmal Parlor (*Specialty Store*). Located near the road leading to the keep's North Bridge, the Phantasmal Parlor is a sign of the overall cultural and economic growth of Ockney's Hold. Run by the outrageous Serge Blick, this shop features fashionable clothing (more for women than men), perfumes, and even a confectionary counter. Serge is extravagant, and an insatiable gossipmonger. The Phantasmal Parlor is popular among the growing affluent class of Ockney's Hold.

Copper Dreams (*Specialty Store*). Copper Dreams is a jewelry store well known for its wide selection of azurite-set jewelry. The husband-and-wife team of Merle and Eva Handtack runs the shop. Eva (female half-elf sorcerer, level 3) does the crafting, including designing and fabricating all settings. Merle (human male fighter, level 4) helps run the business and provides necessary security.

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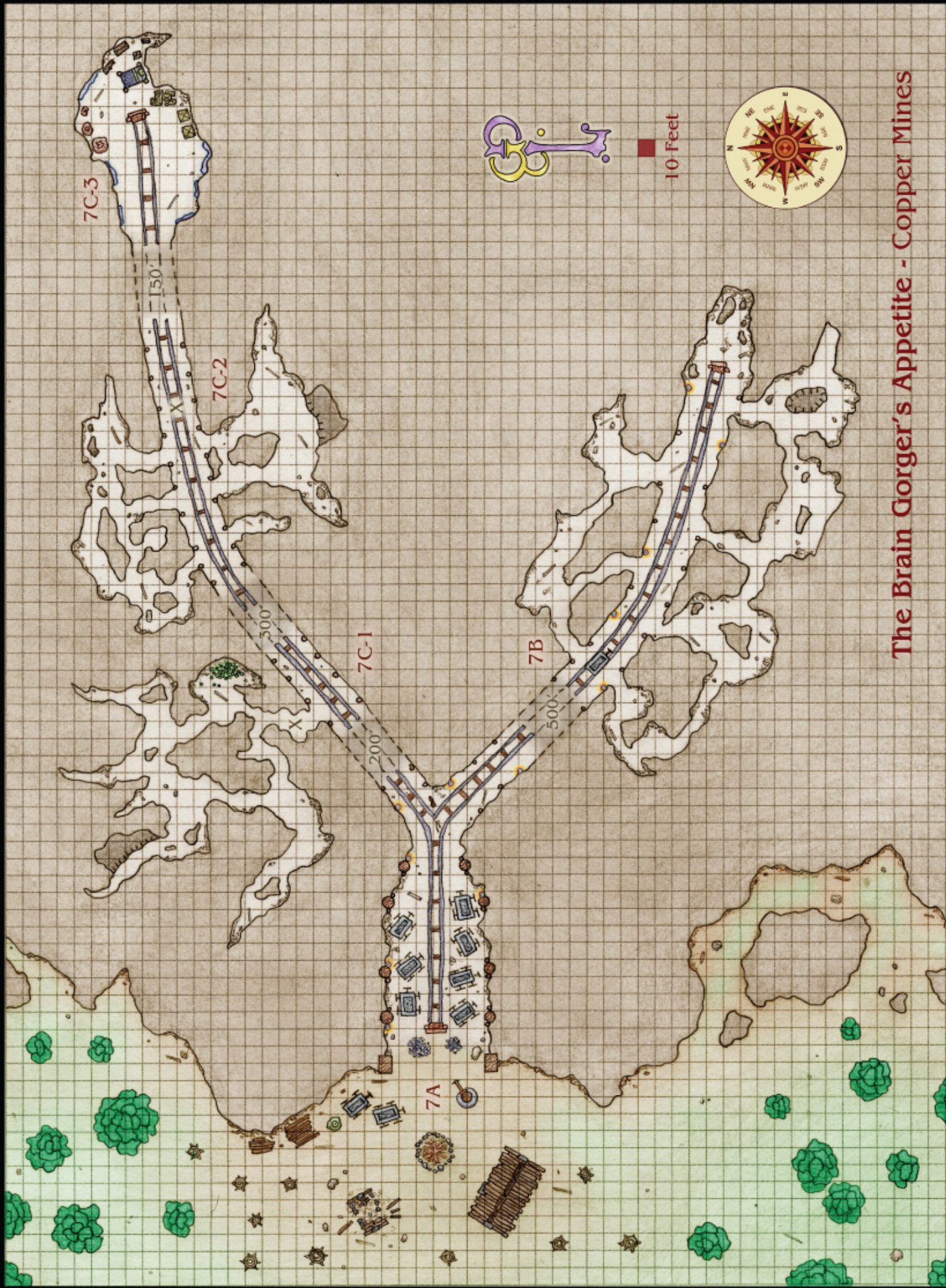
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Ockney's Hold



- 1 - CENTRAL KEEP
- 2 - ELDON'S BRIDGE
- 3 - LOVER'S BRIDGE
- 4 - REFINEMENT CENTER
- 5 - THE BARRON'S FAVOR
- 6 - THE COPPER CUP
- 7 - ZAN'S TRADING EMPORIUM
- 8 - BRICE MANOR
- 9 - THE ORC'S EYE
- 10 - ZERT'S EDGE
- 11 - THE CAPERING GOBLIN
- 12 - PHILLIP'S SUNDRIES
- 13 - THE IRON INGOT
- 14 - TEMPLE (THE MOTHER)
- 15 - TEMPLE (THE SUN)
- 16 - THE PHANTASMAL PARLOR
- 17 - COPPER DREAMS



The Brain Gorger's Appetite - Copper Mines



AN ADVENTURE FOR 4-6 CHARACTERS LEVELS 1-3.

THE CITY OF OCKNEY'S HOLD HAS FOR THE MOST PART BEEN A PEACEFUL BORDERING ON BORING PLACE. THE MOST INTERESTING THINGS GOING ON IN THIS FRONTIER MINING TOWN INCLUDE THE ANNUAL LIVESTOCK FAIR, THE COST OF SPIRITS AT THE VARIOUS INNS AND SPECULATION FUELED BY THOSE SAME SPIRITS AS TO WHAT FOUL THINGS ARE BEING DUMPED INTO THE RIVER FROM THE ORE REFINEMENT CENTER. HOWEVER, WHEN SUDDENLY AND SEEMINGLY OVERNIGHT, THE USUALLY PLACID BARON REINSON, BEGAN ACTING ERRATICALLY AND AS OTHER MEMBERS OF HIS STAFF WERE SIMILARLY AFFECTED WITH NO ANSWERS FOUND AS TO WHY, THE ONLY OPTION LEFT WAS TO HIRE A BAND OF ADVENTURERS TO HELP. WILL THESE BRAVE ADVENTURERS BE ABLE TO GET TO THE BOTTOM OF THE WIDENING CONSPIRACY AND UNCOVER THE TERRIBLE AND UNSEEN FORCES MANIPULATING EVENTS IN ORDER TO SAVE OCKNEY'S HOLD?

"This adventure is a fun mix of careful investigation and harrowing combat. It has been well playtested, and that work shows in its quality. Gamers will have to be on their toes to defeat the final encounter!"

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